



ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.
SUSTAINABILITY COMMITTEE DUTIES AND WORKING PRINCIPLES

I. PURPOSE

The purpose of these principles is to define the duties, authorities, and working procedures of the Sustainability Committee (“Committee”) established by the Board of Directors of ODAŞ Elektrik Üretim Sanayi Ticaret A.Ş. (“Company”).

The Committee is established to assist and support the Board of Directors by providing recommendations on the development of sustainability-focused strategies in the fields of environmental, social, and governance (“ESG”), the management of related risks and opportunities, formulation of relevant policies and targets, development of practices aligned with applicable legislation and the Türkiye Sustainability Reporting Standards (“TSRS”), and the improvement of sustainability performance.

II. AUTHORITY AND SCOPE

The Committee is formed and authorized by the Board of Directors and operates under its authority. In the execution of its duties, the Committee is authorized to:

- Obtain professional consultancy services from external sources when necessary,
- Invite experts to meetings to gather opinions,
- Request information from relevant executives.

The cost of consultancy services required by the Committee shall be borne by the Company. The Committee provides recommendations to the Board of Directors on matters within its area of responsibility; however, the final decision-making authority lies with the Board of Directors.

III. ORGANIZATION

The Committee is established in accordance with the Company’s Articles of Association. It consists of at least two members, and the majority of its members are selected from non-executive members of the Board of Directors. The Chairperson of the Committee is chosen from among the independent members of the Board of Directors.

Committee Members:

- **Sabri Sipahi** – Committee Chairperson
- **Umut Apaydın** – Committee Member
- **Melih Yüceyurt** – Committee Member



The secretariat of the Committee is carried out by the Investor Relations and Finance Directorate teams.

The Committee meets at least three times a year. Extraordinary meetings may be convened upon the call of the Committee Chairperson when deemed necessary. The Committee convenes with the participation of more than half of its members and makes decisions by majority vote. The decisions taken are documented in writing, signed, and archived.

IV. DUTIES AND RESPONSIBILITIES

The main duties and responsibilities of the Committee are as follows:

- To establish, develop, and ensure the implementation of the sustainability policy,
- To identify and analyze ESG-related risks and opportunities and report them to the Board of Directors,
- To determine, monitor, and evaluate sustainability goals and performance indicators,
- To coordinate the preparation of necessary reports in the context of sustainability and climate, and ensure their accuracy,
- To monitor compliance with regulations and legislation in the field of sustainability,
- To update sustainability strategies by considering stakeholder expectations and best practices,
- To make recommendations for improving sustainability performance,
- The Committee shall submit a written report to the Board of Directors at least once a year covering the implementation status of policies and objectives, risk and opportunity analyses, developments recorded, and overall progress performance in relation to sustainability and risk management activities.

V. ENFORCEMENT

These duties and working principles came into force with the decision of the Board of Directors of ODAŞ Elektrik Üretim Sanayi Ticaret A.Ş. dated 16.05.2025.

The Committee fulfills its duties and responsibilities within the framework of this document. If necessary, revision proposals may be prepared and come into effect upon the approval of the Board of Directors.