

## **GALATA WIND ENERJİ A.Ş.**

### **SUSTAINABILITY COMMITTEE – DUTIES AND WORKING PRINCIPLES**

The Board of Directors at Galata Wind Enerji A.Ş. (“Company”) has drawn up this document to define the duties and responsibilities of the Sustainability Committee (“Committee”) in accordance with Article 23 of the Company’s Articles of Association and approved these working principles on August 26, 2022 with resolution no. 2022/29. The Board of Directors has formed this Committee following the relevant decision in line with its commitment to sustainability as a strategically important factor for the Company’s future and its vision to manage sustainability to the maximum by integrating it into all the business processes.

#### **1. PURPOSE:**

The purpose of the Committee is to provide assistance and support to the Board of Directors in reaching resolutions within the scope of its sustainability-related governance and oversight responsibilities. The Committee is tasked with offering guidance to the Board of Directors on environmental, social, and corporate governance (“ESG Topics”), and other topics related to the human capital.

The Committee monitors the global developments related to sustainability and/or overall changes in ESG topics, and other key issues, topics and details that may directly concern the Company, advises the Board of Directors on these issues, and provides guidance. The Committee also advises the Board of Directors on how the Company’s progress in ESG Topics may be driven further.

#### **2. GROUNDS:**

This document has been drawn up within the framework of the regulations, provisions and principles specified in the Capital Markets Legislation, the Company’s Articles of Association and Code of Ethics, the Turkish Capital Markets Board’s Corporate Governance Principles, internationally recognized sustainability and ESG standards, and the indices of rating agencies.

#### **3. MEMBERS, STRUCTURE and MEETINGS**

**3.1.** The committee consists of at least two non-executive Board members. At least one member should be an independent Board member, who should preferably be the Committee head.

**3.2.** Committee members are appointed or replaced by the Board of Directors. The head of the Committee is also selected by the Board of Directors.

**3.3.** At least one committee member (or at least one third of the total number of members) should be well informed about sustainability and ESG topics.

**3.4.** The committee members are not appointed for a definite term of office, which may change depending on the Board of Directors’ decisions and the structures of the other Board committees.

**3.5.** When needed, the Committee may form sub-committees and working groups to facilitate the integration of sustainability and ESG topics into the Company’s business processes.

**3.6.** These sub-committees or working groups regularly report to the Committee and follow through their feedback.

**3.7.** The committee convenes at least four (4) times a year. The Committee head or the majority of other members may call for more meetings when needed. Committee meetings can be held face-to-face or via conference or video calls. The conference or video call systems should ensure healthy communication where each participant clearly hears and understands the others.

**3.8.** The Committee schedules its meetings to align with those of the Board of Directors to the extent possible.

**3.9.** The Committee convenes with one more than half the number of members in attendance and passes resolutions with absolute majority.

**3.10.** When needed, the Committee head may request the Company executives or other consultants, experts or specialists to attend the meetings.

**3.11.** Minutes should be kept in all committee meetings. The minutes should include the time and place of the meeting, the list of attendees, and a summary of the topics discussed. The minutes of the meeting will be signed by the Committee head and members and filed. When the meeting's results or the resolutions concern certain units and departments, the relevant managers and individuals are informed of such at once.

#### **4. DUTIES and RESPONSIBILITIES**

The Committee is tasked with the following duties and responsibilities, unless the Board of Directors decides otherwise:

**4.1.** Pursuant to the Turkish Capital Markets Board legislation, considering, monitoring and assessing sustainability-related topics when determining the Company's overall strategy, goals and plans.

**4.2.** Monitoring and assessing whether the key sustainability and ESG Topics, risk factors, and general industry or investor expectations are considered in the Company policies, procedures and practices, and providing guidance when needed.

**4.3.** Reviewing and approving the compliance of the Company's non-financial reporting with applicable laws and regulations, stakeholder expectations about the Company's sustainability and ESG Topics, strategies and policies.

**4.4.** Monitoring and approving all the documents and disclosures that the Company makes publicly available regarding ESG Topics, sustainability reports, integrated reports, and the corporate governance compliance reports together with the Corporate Governance Committee,.

**4.5.** Monitoring and reviewing the initiatives that the Company take to reduce and manage its environmental impact.

**4.6.** Monitoring the measures or actions taken to prevent, mitigate and manage ESG risks. Indicating the issues with potentially material impact on the Company or its stakeholders and reporting such issues to the relevant units for necessary action. Following through to ensure that measures are taken and the necessary systems are implemented.

**4.7.** Closely monitoring the results of all the inspections, assessments, and audits conducted by external parties, including auditors, public institutions and rating agencies, etc. regarding the ESG and Sustainability performance of the Company, and informing the Board of Directors on the matter.

**4.8.** Requesting benchmarking studies and/or current situation assessments from third parties or organizations at specific intervals to monitor the Company progress in ESG and Sustainability topics, and following through to ensure that the necessary action plans are implemented.

**4.9.** Monitoring the Company's performance, targets and action plans regarding human resources policies, employee engagement and wellbeing, career development, training, occupational health and safety, equality and diversity, informing the relevant units to ensure that they meet ESG expectations, and following up with the relevant executives.

**4.10.** Monitoring the Company's collaborations with social startups, volunteering platforms, commitments, and Social Approval mechanisms, and taking the lead in introducing regulations to ensure that the Company acts in line with its material topics.

**4.11.** Coordinating with other Board Committees on all issues related to ESG and Sustainability topics, including the introduction and implementation of non-financial risk management mechanisms, compliance with the Code of Ethics and business ethics, and the management of sustainability risks in Purchasing and Supplier relations, and providing guidance to units and departments.

**4.12.** Monitoring the material ESG topics such as identifying the Company's key stakeholders and material issues in line with global standards, and offering opinions on processes that need to be updated.

**4.13.** Managing and monitoring processes such as determining and implementing the Company's stakeholder engagement strategies and following the relevant goals.

## **5. REPORTING**

The Committee is required to submit regular reports to the Board of Directors regarding:

- i)** the topics discussed in the meetings and the resolutions,
- ii)** assessments, opinions and suggestions,
- iii)** reviews of the Company's investment performance, and
- iv)** action plans.

## **6. AUTHORITY and RESOURCES**

**6.1.** Within the scope of the duties and responsibilities specified herein, the Committee holds the same authority as the Board of Directors regarding the review and approval of its resolutions and monitoring the implementation thereof, and is required to inform the Board of Directors of its actions.

**6.2.** To fulfill its duties and responsibilities, the Committee may appoint employees and units of the Company or its subsidiaries to ensure that business targets are achieved. In such cases, the Company executives and managers are required to support the Committee.

**6.3.** To fulfill its duties and responsibilities, the Committee may work with and employ external consultants on ESG and Sustainability topics when needed with the approval of the Board of Directors.

**6.4.** The resources required to meet the Committee's request to work with a consultant are provided by the Company.

**6.5.** Other resources that the Committee may need to fulfill its duties and responsibilities are approved by the Board of Directors and provided from Company resources.

## **7. MISCELLANEOUS**

**7.1.** The Committee will review this document at regular intervals and advise the Board of Directors on the matter with relevant recommendations when amendments may be needed.

**7.2.** The Board of Directors reserves the right to change, cancel or revoke any duties, responsibilities or the contents thereof specified in this document when the circumstances and conditions deem it necessary.

## **8. EFFECT**

These working principles have become effective with the Board of Directors resolution no. 2022/29 on August 26, 2022. The provisions of these working principles may be amended by the Board of Directors.