

**CONSUS ENERJİ İŞLETMECİLİĞİ VE HİZMETLERİ ANONİM ŞİRKETİ**  
**REMUNERATION POLICY FOR BOARD MEMBERS AND SENIOR MANAGERS**

This Remuneration Policy for Board Members and Senior Managers defines the remuneration system and practices for Board Members and senior managers within the framework of the Capital Markets Board regulations.

**REMUNERATION POLICY FOR BOARD MEMBERS**

A fixed remuneration is determined for all members of the Board at the Annual General Meeting of Consus Enerji İşletmeciliği ve Hizmetleri A.Ş. ('Consus' or 'Company').

Board Members taking part in the committees to be established by the Board of Directors of the Company, may receive bonus payments (cash payments, shares and etc.), determined by the Board in consultation with the Corporate Governance Committee, based on such committee members' contributions, attendance at the meetings and functions at the end of the year.

The independent members of the Board shall, in any case, be paid a certain amount in order for them to maintain and preserve their independent status, and shall not be subject to the Company's performance-based compensation schemes or share options.

Pro rata payment is made to the members of the Board of Directors by taking into account the time they carried out their duty between the date of appointment and the date of resignation. Expenses incurred by the members of the Board of Directors on account of making contributions to the Company (e.g. transportation, telephone, insurance, etc.) can be paid by the Company.

Total amounts determined by these principles and paid to the members of the Board of Directors during the year and all other benefits granted shall be disclosed to the public in the financial reports and presented to shareholders at the following general assembly meeting. The statement shall include the distinction between the board of directors and senior executives.

**REMUNERATION POLICY FOR SENIOR MANAGERS**

The fixed remuneration for Senior Managers shall be determined as per legal obligations, based on macroeconomic data in the market, wage policies prevailing in the market, the size and long-term targets of the Company, and the positions and productivity of respective persons.

Bonuses for senior managers are calculated according to the bonus base, the performance of the Company and the individual performance.

A summary of the criteria is as follows:

-Bonus Base: Bonus Bases are updated at the beginning of each year and vary according to the workload pertaining to the position of the managers. When updating the bonus bases, senior management bonus policies in the market are taken into account.

-Company Performance: The performance of the Company is determined at the end of the year by measuring the financial and operational targets (i.e. market share, overseas operations, profitability, productivity) assigned to the Company at the beginning of each year. In determination of the Company's targets, the sustainability of success and the degree to which it incorporates improvements over previous years are the principles taken into account.

-Individual Performance: In the determination of individual performance, along with the targets of the Company, those related to the employee, customer, process, technology and long-term strategy are taken into account. In the measurement of individual performance, in line with the performance of the Company, the principle of achieving long-term sustainable improvement in areas apart from the financial dimension is observed.

Severance payments may be granted to the senior managers by taking into account total term of service, term of service as an executive, as well as contributions made to the Company, the recent bonus base prior, and the salaries and bonuses paid in the last year of service.

This policy shall be presented to the shareholders at the first general assembly meeting to be held. The amendments hereto shall also be submitted to the approval of the shareholders at the first general assembly meeting to be held after the related changes. The amendments shall be disclosed on the Company's website.