

## CONSUS ENERJİ İŞLETMECİLİĞİ VE HİZMETLERİ ANONİM ŞİRKETİ

### DUTIES AND WORKING PRINCIPLES OF THE EARLY DETECTION OF RISK COMMITTEE

#### 1. PURPOSE

The purpose of the Early Detection of Risk Committee ('Committee') is to provide early detection, evaluation, calculation of impact and probability of all kinds of strategic, operational, financial, legal and other risks that may endanger the existence, development and continuity of Consus Enerji İşletmeciliği ve Hizmetleri Anonim Şirketi, its subsidiaries and affiliates ('Consus' or 'Company'), to manage and report these risks in accordance with the Company's corporate risk taking profile, to implement the necessary measures regarding the identified risks, to take them into account in decision-making and in this direction, to make recommendations and suggestions to the Board of Directors on the creation and integration of effective internal control systems.

#### 2. AUTHORITY AND SCOPE

Early Detection of Risk Committee,

- a) It carries out its activities under the Board of Directors.
- b) It acts within its own authority and responsibility and makes recommendations to the Board of Directors.
- c) In accordance with the Capital Markets legislation and the principles in this regulation, it performs and provides the necessary work for the early detection of risks that may endanger the existence, development and continuity of the Company, to take the necessary measures regarding the risks identified and to manage the risk.

#### 3. STRUCTURE OF THE COMMITTEE

- a) The Committee consists of at least two members. The Chair of the Committee is elected from among the independent members. The Chief Executive Officer / General Manager cannot take office in the Committee.
- b) When necessary, the Committee benefits from the opinions of experts in their fields. The cost of consultancy services required by the Committee is covered by the Company. When necessary, the Committee may hold meetings together or separately with the members of the Executive Board, executives in the senior management of the Company, and third parties, invite the manager it deems necessary to its meetings and take their opinions.

- c) The Committee is re-determined at the first Board of Directors meeting to be held following each ordinary general assembly meeting. The members of the previous Committee remain in office until a new Committee member is elected.
- d) The meeting quorum for the Committee is the absolute majority of the total number of members and the decisions are adopted upon majority.
- e) The secretarial procedures of the Committee are carried out by the Internal Audit and Control Manager.

#### **4. WORKING PRINCIPLES AND REPORTING**

- a) The Early Detection of Risk Committee meets at least every two months and presents the meeting results to the Board of Directors.
- b) The Committee ensures that the Board of Directors is informed about its findings and suggestions on matters falling under its authority and responsibility.
- c) The Committee's decisions are advisory to the Board of Directors.
- d) The Committee can meet physically or via electronic means (such as through electronic portals or conference calls). Physical meetings may be held at the Company's headquarters or any other place where Committee members have easy access. The minutes for both physical and on-line meetings are signed by the members of the Early Detection of Risk Committee. Furthermore, it is possible to circulate the decisions of the Committee, and the decisions signed by all the members on the same or different papers are valid.

#### **5. DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Early Detection of Risk Committee are listed below.

The Committee,

- a) Monitors and reports the risks faced by the Company.
- b) Based on risk management strategies, it determines risk management policies and implementation procedures in line with the opinions of the Board of Directors, ensures that they are implemented and complied with.
- c) Participates in the design, selection, implementation and pre-approval of risk measurement models, which are a fundamental tool in the risk management process, regularly reviews the models, performs scenario analyses and makes necessary changes.
- d) Reports to the Board of Directors to establish effective internal control systems for early detection, identification, evaluation, monitoring and management of risk factors that may endanger the existence, development and continuity of the Company.

- e) Ensures that risk management and internal control systems are integrated into the corporate structure of the Company and monitors their effectiveness.
- f) Works on the measurement, reporting and use of risk factors in decision mechanisms by the Company's risk management and internal control systems, taking into account appropriate controls.
- g) Requests information, opinions and reports from the relevant units when deemed necessary to ensure the effective fulfillment of the risk monitoring function.
- h) Performs other duties assigned/to be assigned to the Committee pursuant to CMB regulations and Turkish Commercial Code.

## **6. ENFORCEMENT**

This regulation and related amendments regarding the duties and working principles of the Early Detection of Risk Committee come into force with the decision of the Board of Directors.