

ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

TASKS AND WORKING PRINCIPLES FOR RISK COMMITTEE

I. PURPOSE

The purpose of this document is to establish the tasks and working principles for the Risk Committee (the Committee) formed by the Board of Directors of ODAŞ Elektrik Üretim Sanayi Ticaret A.Ş. (the Company). It involves providing the Company's Board of Directors with suggestions and recommendations on early detection and assessment of all the strategic, financial, legal and other risks that may jeopardize the existence, development and continuity of the Company; calculation of their impacts and possibilities; management and reporting of such risks in accordance with the corporate risk-taking profile of the Company; implementation of the necessary measures related to the established risks; taking these into account in decision-making mechanisms; and establishment of effective internal control systems accordingly.

II. AUTHORITY AND RESPONSIBILITIES

The Committee

- 1) is formed and authorized by the Board of Directors and works under the Board of Directors. The Committee is authorized to receive external legal and professional consultancy when needed, obtain information through inviting the people without are experts in their fields to their meetings or to invite any directors they deem necessary to their meetings. The costs of the consultancy services required by the committee are paid by the company.
- 2) acts within its own power and responsibilities and makes recommendations to the Board of Directors; however, the responsibility of the final decisions lies with the Board of Directors.
- 3) creates effective internal control systems to identify based on impact and possibility, assess, monitor, and manage the risk factors that may affect the achievement of company targets.
- 4) follows up the integration to the company's corporate structure and efficiency of the risk management and internal control systems.
- 5) periodically reviews the working principles of the committee and submits recommendations for change to the Board of Directors if necessary; the final decision and responsibility lie with the Board of Directors.
- 6) carries out tasks on measurement, reporting and use in the decision mechanisms of the risk factors taking into account the appropriate controls by the risk management and internal control systems of the Company.

III. ORGANIZATION

The Committee is formed in accordance with the Company's Articles of Association. Committee consists of at least two members or more. Whether the committee consists of two member or more, the members shall not be in charge of execution for the company. The Chairman of the Committee are selected from the independent members of the Board of Directors. The Chairman of the Company's Executive Board/General Manager cannot be assigned to the Committee.

The Company's Board of Directors assign the members of the Committee for Early Detection of Risks at the first Board meeting following the Ordinary General Assembly in which they have been elected. The members whose commissions have expired can be elected again.

The meetings of the Committee are held at least every 2 months in a year. When required, they convene at the Company Headquarters upon the invitation made by the Committee Chairman through the secretariat of the Board of Directors. The Committee meetings are held with the

participation of the Committee members at a number one more than the half of the number of members; the decisions are taken with majority vote and recorded in writing, signed by the committee members, and archived.

IV. TASKS AND RESPONSIBILITIES

To identify, analyze, measure, follow up, and report the areas that may constitute managerial risk and weaknesses; to warn the management about the determination of these and the plans related to the removal of deficiencies, and to take the opinions of the related parties.

To make studies on the early determination of the risks that may jeopardize the existence, development and continuity of the Company, implementation of the necessary actions related to the determined risks, and to manage the risks.

To review the risk management systems at least once a year. To investigate the important complaints received by the partnership in relation to the management;

To ensure that they are resolved and that the notifications by employees on such issues are submitted to the management within the framework of confidentiality principle.