

ESENBOĞA ELEKTRİK ÜRETİM A.Ş.**REMUNERATION POLICY****I.SCOPE**

This Remuneration Policy (“Policy” or “Remuneration Policy”), The Turkish Commercial Code 6102 (“TCC”) and the Capital Markets Law no 6362 (“CMBn”) and the Corporate Governance Communique no II – 17.1 (“Corporate Governance Communique”) and within the framework of the Capital Markets Board (“CMB” or “Board”) regulations, including the Corporate Governance Principles (“Corporate Governance Principles”) in its annex, Esenboğa Elektrik Üretim A.Ş. (“Company”) to define remuneration principles of the members of the Board of Directors and managers with administrative responsibility.

II. PURPOSE

The purpose of this Remuneration Policy is to ensure that the pricing principles to be applied by the Company are determined in line with the relevant legislation, activities and strategies of the Company. Our company aims to adopt a fair wage policy that will support the retaining of executives who are competent in their field, high performance, loyalty and motivation to realize its long-term goals and strategies.

III. REMUNERATION PRINCIPLES

Each year, the members of the Board of Directors will be paid an amount determined by the General Assembly. In determining the remuneration to be paid to the members of the Board of Directors, criteria such as contribution to the decision-making process, responsibilities taken and knowledge and skills will be taken into consideration, and attention will be paid to ensure that the remuneration of the independent board members is at a level that will protect the independence of the members.

Managers with administrative responsibility will be paid an amount approved by the Board of Directors. Payments made to managers with administrative responsibility will be determined in a way that will encourage high performance and loyalty and compete with the sector. While determining the wages, the company's activities, size, internal balances, targets, macroeconomic data in the market, wage policies applied in the market, sectoral data, international standards and legal obligations will also be considered.

Premium payments will be determined according to Company performance and individual performance in order to increase the efficiency and performance of managers with administrative responsibility, to ensure continuity of performance, and to differentiate managers who create added value for the Company. Performance-based payments, especially premium payments, will not be guaranteed in advanced.

Confidentiality of wages, premiums and other personal rights is essential.

The expenses incurred by the members of the board of directors and executives due to their responsibilities and duties in the company will be covered by the company.

The Board of Directors is responsible for the implementation and development of this Policy. The Corporate Governance Committee carries out the monitoring, auditing and reporting of the remuneration practices on behalf of the Board of Directors.