



IC ENTERRA YENİLENEBİLİR ENERJİ ANONİM ŞİRKETİ

NOMINATION COMMITTEE OPERATING PRINCIPLES

1. ESTABLISHMENT AND PURPOSE

IC Enterra Renewable Energy Inc. ("Company") establishes the Nomination Committee ("Committee") in accordance with the Capital Markets Law No. 6362 ("CML"), the Turkish Commercial Code No. 6102 ("TCC"), the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board ("CMB"), and the Corporate Governance Principles set forth in the applicable Communiqué, which may be amended from time to time.

The Committee is established to perform the nomination function as required by the applicable legisla

2. COMMITTEE STRUCTURE

The Committee must consist of at least two members. If the Committee is composed of two members, both must be non-executive board members. If there are more than two members, the majority must consist of non-executive board members. The chairperson of the Committee is selected from among the independent board members. Experts who are not board members may also be appointed as members of the Committee.

The CEO/general manager may not serve on the Committee. Efforts are made to avoid assigning a board member to more than one committee. The members of the Committee are determined by the board of directors and disclosed on the Public Disclosure Platform (KAP).

3. DUTIES AND RESPONSIBILITIES

Without prejudice to the provisions of the applicable legislation, the Committee's duties and responsibilities regarding corporate governance are as follows:

- Works to establish a transparent system for identifying, evaluating, and training suitable candidates for the board of directors and determines policies and strategies in this regard,
- Conducts regular evaluations on the structure and efficiency of the board of directors and submits its recommendations to the board concerning potential changes,
- Determines and oversees the approaches, principles, and practices related to the performance evaluation and career planning of board members and senior executives.

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In the election of independent board members, the Committee evaluates candidate nominations for independent membership—including those proposed by management and shareholders—by considering whether the candidate meets the independence criteria. The Committee submits its evaluation to the board of directors in the form of a report.

A candidate for independent board membership shall submit a written declaration of independence to the Committee at the time of nomination, in accordance with the criteria stipulated by legislation and the company's articles of association.

If there is any vacancy in independent board membership for any reason, the Committee shall evaluate and report in writing to the board of directors on the appointment of a new independent member to serve until the first general assembly meeting, in order to ensure the minimum number of independent board members is maintained.

4. SUB-WORKING GROUPS

To ensure the effectiveness of the Committee's work, sub-working groups may be established when necessary, composed of individuals with sufficient experience and knowledge, selected from among Committee members and/or externally. However, prior approval from the Board of Directors is required before the sub-groups commence their duties.

5. MEETINGS

The Committee convenes as needed and at times specified in the legislation. Meeting outcomes are recorded in minutes and submitted to the Board of Directors. The Committee's decisions are of an advisory nature to the Board of Directors, and the Board holds the final decision-making authority on relevant matters.

The Committee ensures that the Board of Directors is informed about matters within its scope of authority and responsibility.

The quorum for meetings and decisions is the simple majority of the total number of Committee members. Meetings may be held at the Company headquarters or any other location easily accessible for Committee members.



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6. REPORTING PROCEDURES

The Committee's decisions are kept in a dedicated decision register. Meeting minutes must indicate the location and time of the meeting, the agenda, and the participants. Topics discussed in the meeting are documented clearly and transparently, leaving no room for ambiguity, and submitted to the Board of Directors together with any annexes. The Board Secretariat is responsible for the preparation and storage of reports/decisions.

7. ENFORCEMENT AND AMENDMENTS TO THE PRINCIPLES

The Committee's operating principles enter into force upon approval by the Board of Directors. Any proposals to amend these operating principles are submitted to the Board of Directors by the Committee. The proposals are placed on the agenda and evaluated at the first Board meeting. If necessary, the Board of Directors holds the authority to revise and update the operating principles.