

1. PURPOSE

This policy has been prepared to establish the principles, fundamentals, and criteria for the determination and evaluation of independent board members of Girişim Elektrik A.Ş. The policy aims to ensure that the company acts in accordance with corporate governance principles, strengthens the impartial and objective decision-making mechanism of the board of directors, and acts with a sense of responsibility towards all stakeholders.

2. INDEPENDENCE CRITERIA FOR MEMBERSHIP

Independent board member candidates must meet the following basic criteria:

- Not having held an executive position at Girişim Elektrik A.Ş. or its subsidiaries in the last five years,
- Not having worked for or served on the board of companies in which the company or its major shareholders directly or indirectly hold more than 5% ownership,
- Not having received significant income (consulting fees, salary, bonuses, fees, etc.) from the company or related parties in the last five years, except for the board membership fee,
- Not having close familial, commercial, financial, or similar relations with the company or its major shareholders,
- Not having direct or indirect interest relationships that could impair independence,
- Being objectively able to maintain independence if serving for more than three years,
- Meeting all independence criteria stated in Corporate Governance Communiqué (II-17.1), Annex 1, Article 4.3.6.

3. NOMINATION AND APPOINTMENT PROCESS

- The Corporate Governance Committee identifies independent board member candidates and evaluates whether each candidate meets the independence criteria.
- Suitable candidates are submitted to the Board of Directors for approval along with a report prepared by the Committee.
- The list of candidates created by the Board of Directors is submitted to the Capital Markets Board (CMB) at least 60 days before the General Assembly meeting.
- Candidates who do not receive a negative opinion from the CMB within 30 days are appointed as independent members with the approval of the General Assembly.

- Independent member candidates deemed unsuitable are publicly announced via the Public Disclosure Platform (KAP).

4. TERM OF OFFICE AND REMUNERATION

- Independent board members are elected to serve a maximum term of three years. Their independence criteria are reassessed upon re-nomination.
- Independent members receive compensation only within the Remuneration Policy approved by the General Assembly.
- Independent members cannot receive additional fees for consultancy services from the company or its subsidiaries, nor engage in financial interests that could lead to conflicts of interest.

5. LOSS OF INDEPENDENCE SITUATION

- A member who loses their independence must immediately notify the Board of Directors in writing, along with the reasons, and simultaneously inform the Capital Markets Board (SPK).
- The member who has lost independence resigns, and a new independent member is appointed to serve until the next General Assembly meeting.
- The new candidate is determined by the Corporate Governance Committee and submitted to the Board of Directors for SPK approval. If the SPK does not issue a negative opinion within 20 days, the candidate starts the position temporarily.

6. PUBLIC DISCLOSURE

- In the company's annual activity reports and Public Disclosure Platform (KAP) announcements, the independence status of independent members, the criteria used to evaluate this status, and explanations regarding any exceptional circumstances are included.

