

**INFORMATION DOCUMENT ON ORDINARY GENERAL ASSEMBLY MEETING FOR 2024 OF
AKENERJİ ELEKTRİK ÜRETİM A.Ş. TO BE HELD ON APRIL 10, 2025**

Our Company shall hold the Ordinary General Assembly Meeting for 2024 on 10 April 2025 at 11:00 at Junior Ballroom of the Hotel Conrad İstanbul Bosphorus located at the address of Cihannüma Mahallesi, Saray Caddesi No: 5 Beşiktaş, İstanbul, in order to discuss and resolve on the agenda items provided below.

Our shareholders who shall not be able to attend the meeting in person are required to issue a power of attorney in conformity with sample power of attorney available in the annex hereto (**Annex-1**), or obtain it from the corporate head office in Gümüşsuyu, Miralay Şefik Bey Sokak, Akhan, No: 15, K: 3-4, Beyoğlu, İstanbul or corporate website at www.akenerji.com and also to fulfil such requirements that are listed in the Communiqué on Voting by Attorneys and Calls for Gathering of Proxies (the “Communiqué”) No. (II-30.1) of the Capital Market Board, published in the Official Gazette No. 28862 dated 24.12.2013. The representation by a proxy at the General Assembly Meeting shall only be possible through the utilization of the sample power of attorney available in the Annex 1 hereto. In case of appointment of an attorney via the Electronic General Assembly System (“EGAS”) in accordance with applicable regulations of the Central Registry Agency (“CRA”), then the utilization of the power of attorney available in the Annex 1 shall not be required provided that it must conform to the principles determined in the Communiqué. Shareholders having the right to vote may appoint their attorneys by having approval for the signature available on the power of attorney issued physically or via EGAS, or by attaching a signature declaration issued before a notary public to the signed power of attorney form.

Pursuant to Article 1527 of the Turkish Commercial Code No. 6102, our shareholders may attend the General Assembly Meetings in person, or may also attend through electronic media and cast their votes as such. Attendance through electronic media shall only be possible with the use of secured electronic signatures of the shareholders or representatives. The shareholders casting votes through the EGAS must thus first obtain a secured electronic signature and be registered in the e-INVESTOR investor information center. The shareholders or representatives who are not registered in e-INVESTOR investor information center, or who do not have any secured electronic signatures cannot attend General Assembly Meetings through electronic media via EGAS.

The shareholders or their attorneys intending to attend the General Assembly Meeting through electronic media shall be required to complete necessary formalities laid down in the “Regulation on General Assembly Meetings of Joint Stock Companies to be held via Electronic Means” as published in the Official Gazette No. 28395 dated 28.08.2012 as well as in the “Communique on Electronic General Assembly System to be applied to General Assembly Meetings of Joint Stock Companies” as published in the Official Gazette No. 28396 dated 29.08.2012. Otherwise they will not be able to attend the meeting.

Since the general assembly meeting shall be held in electronic media, it is kindly requested that our shareholders to be ready at the venue before the meeting time, so that the meeting can start in time.

The Integrated Annual Report of the Board of Directors for 2024 which has been prepared in line with the provisions of the applicable regulations of the Capital Market Board and Turkish Ministry of Trade as well as the Independent Audit Report, Financial Statements, Proposal on Distribution of Dividends and Information Document comprised of the necessary remarks and documents related to the agenda items within the framework of mandatory Corporate Governance Principles shall be made available to our Shareholders for their review in our corporate head office, Uluabat Branch Office located at Akçalar Fadıllı Köyü Yolu, 5. Km, Nilüfer, Bursa, Bandırma Branch Office located at Edincik Beldesi, Aldede-Deliklitaş Mevkii, Bandırma, Balıkesir, Burç Branch Office located at Besni İlçesi, Aşağı Ağzı Köyü, Burç Mahallesi, Adıyaman, Feke-I Branch Office located at Sülemişli Mah., Sülemişli Küme Evler, No: 33, Feke, Adana, Feke-II Branch Office located at Kısacıklı Mah., Alıçlı Küme Evler No: 14 Feke, Adana, Gökkaya Branch Office

located at Himmetli Mah. Kazaklı Küme Evler No: 73, Saimbeyli, Adana, Himmetli Branch Office located at Kovuk Çınar Mahallesi Kiraz Küme Evler No:73, Feke, Adana, Bulam Branch Office located at Doğanlı Köyü Mevkii, Merkez, Adıyaman and Erzin Branch Office located at Aşağıburnaz Mah. 2202 Sok. No:7/20 İc Kapı No:1, Erzin, Hatay, on the electronic general assembly portal of CRA, on the corporate website (www.akenerji.com) of our Company and on the Public Disclosure Platform (“PDP”) (www.kap.gov.tr) 3 weeks prior to the meeting date excluding the announcement and meeting days, within the legally required period.

Kindly announced to our Shareholders.

Sincerely yours,

AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ

ADDITIONAL DISCLOSURES UNDER REGULATIONS OF CMB

The additional disclosures regarding to the agenda items required under the Corporate Governance Principle no. 1.3.1 laid down in the “Corporate Governance Communiqué” no. (II-17.1) published by CMB on 03.01.2014 are explained in the following section at the related agenda item. Our general disclosures are stated in this section for your information.

1. Information on total number of shares and voting rights reflecting the shareholding structure, the number of shares and voting rights representing each group of privileged shares, if any, and feature of privileges:

The Company’s fully paid-in capital, issued within the registered capital ceiling of the Company amounting to TRY 1.500.000.000, is TRY 729.164.000,00. The issued capital is divided into 72.916.400.000 shares, each having a par value of 1 (one) kurush.

Each share has one voting right.

All of the shares are registered without any distinction as to share group or privileged shares.

The shareholding structure of our Company and voting rights of our shareholders are stated in the following table:

Shareholder	Share Capital (TL)	Capital Ratio (%)	Voting Rights (Number of Shares)	Ratio of Voting Rights (%)
Akkök Holding A.Ş.	148.989.090,40	20,43	14.898.909.040	20,43
ČEZ, a.s.	272.425.942,74	37,36	27.242.594.274	37,36
Akarsu Enerji Yatırımları San. ve Tic. A.Ş.	123.436.852,35	16,93	12.343.685.235	16,93
Other and Portion Open to the Public*	184.312.114,51	25,28	18.431.211.451	25,28
TOPLAM	729.164.000,00	100,00	72.916.400.000	100,00

(*) indicates the partners whose share in the capital is less than 5% and the Portion Open to the Part.

2. Information on changes in the management and activities of our Company and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the Company significantly, and information on the reasons for such changes:

There is no changes occurred in the 2024 financial year or planned in the subsequent accounting periods in the management and activities of the company and its subsidiaries which might have a material impact on the activities conducted by the company.

3. In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, information on the grounds for their dismissal and change, and with respect to the persons whose candidacy has been declared to the corporation; their CVs, duties that they have conducted in the last ten years and reasons for their departure from office, attributes and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons in case they are elected as members of board of directors:

The agenda of the annual general assembly meeting for 2024 includes an item regarding the election of the members of the board of directors. The CVs of the candidates for members of the Board of Directors and Independence Declarations of the candidate for independent members of the Board of Directors are presented in **Annex-4**.

4. Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda, and in the event that the board of directors does not accept the proposals, such proposals which have not been accepted and grounds for their refusal:

No written proposal has been submitted for inclusion of any additional items into the agenda for the ordinary general assembly meeting dated 10.04.2025 where the activities of 2024 shall be discussed.

5. In case the agenda includes amendments to articles of association, relevant resolution of the board of directors and former and new versions of the articles of association:

The agenda of the annual general assembly meeting for 2024 does not include an item related to the amendment of the Articles of Association.

The current version of our company's Articles of Association is available on the company's corporate website www.akenerji.com.tr.

DISCLOSURES REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR OF 2024 TO BE HELD ON 10 APRIL 2025

1. Opening of the meeting and forming of the chairmanship of the meeting.

Pursuant to the provisions of Turkish Commercial Code (the "TCC"), "Regulation on Rules and Principles of General Assembly Meetings of Incorporations and Attendance of Representatives of Ministry" (the "Regulation") and Internal Directive on General Assembly Meetings of the Company, meeting chairman shall be elected to preside the meeting after which the Meeting Chairman shall duly constitute the Meeting Council.

2. Presenting and negotiating the Annual Report of the Board of Directors for the year of 2024.

The Annual Report of the Board of Directors prepared in line with the provisions of the applicable regulations of the Capital Market Regulation and Trade Ministry which includes the Sustainability Report, the Corporate Governance Compliance Report, Corporate Governance Information Form and presented to our shareholders' examination in the headquarter and branches of our Company, corporate website www.akenerji.com.tr, Electronic General Assembly portal of the Central Registry Agency and KAP website www.kap.org.tr and three (3) weeks prior to the meeting date excluding the announcement and meeting days, shall be opened to the negotiation.

3. Presenting the Independent Auditor Report for the year of 2024.

The Independent Auditor Report presented to our shareholders' examination in the headquarter and branches of our Company, corporate website www.akenerji.com.tr, Electronic General Assembly portal of the Central Registry Agency and KAP website www.kap.org.tr and three (3) weeks prior to the meeting date excluding the announcement and meeting days as per the relevant provisions of the Capital Market Regulation and TCC and the Regulation, shall be read.

4. Presenting, negotiating and polling of the Financial Statements of 2024.

Information regarding the financial statements presented to our shareholders' examination in the headquarter and branches of our Company, corporate website www.akenerji.com.tr, Electronic General Assembly portal of the Central Registry Agency and KAP website www.kap.org.tr and three (3) weeks prior to the meeting date excluding the announcement and meeting days as per the relevant provisions of the Capital Market Regulation and TCC and the Regulation, shall be provided to our shareholders and the financial statements shall be submitted for negotiation and approval of our shareholders .

5. Releasing the members of the Board of Directors for their activities within 2024.

The release of the members of the Board of Directors shall be submitted individually for approval of our shareholders with respect to the corporate activities conducted in 2024 under the relevant provisions of the TCC and the Regulation.

6. Determining the usage of profit and the dividend rate to be distributed.

The Board Proposal for Distribution of Profit presented to our shareholders' examination in the headquarter and branches of our Company, corporate website www.akenerji.com.tr, Electronic General Assembly portal of the Central Registry Agency and KAP website www.kap.org.tr and three (3) weeks prior to the meeting date excluding the announcement and meeting days as per the relevant provisions of the Capital Market Regulation and TCC and the Regulation, shall be submitted for opinion and approval of our shareholders.

The Profit Distribution Statement and Proposal for Distribution of Profit are available in **Annex-2** and **Annex-3** respectively.

7. Determining the remuneration of members of the Board of Directors and Independent Members of the Board of Directors.

The monthly remuneration payable to the members of the Board of Directors for 2025 shall be determined in line with the related provisions of Capital Market Regulation, TCC, the principles stipulated under the Articles of Association and Remuneration Policy for the Board of Directors and Top Level Managers of our Company.

8. Determination of the number of the members of the Board of Directors and their term of office, election in compliance with the determined number Members of the Board of Directors and Independent Members of the Board of Directors.

The Members and the Independent Members of the Board of Directors shall be elected in accordance with Capital Market regulations, the TCC and the principles governing the election of members of the Board of Directors stipulated under the Articles of Association.

Under the article 8 of the agenda, the appointment of Hakan Yıldırım who was elected as a member of the Board of Directors to the vacant position following the resignation of the member the Board of Directors Serhan Gençer by our Board of Directors decision dated 17.03.2025 and numbered 2025/15 according to Article 363/I of the Turkish Commercial Code until the next general assembly meeting and to be submitted for the next general assembly, shall be submitted to the approval of the general assembly as well.

The CVs of the candidates to the Board of Directors and the Declarations of Independence for the independent member candidates are available in **Annex-4**.

9. Approving the election of the Independent Audit Firm pursuant to related resolution of the Board of Directors, in accordance with the relevant provisions of Turkish Commercial Code, “Communique on Independent Auditing Standards in Capital Markets” Serial: X, No:28 of Capital Markets Board and “Decision of Energy Market Regulatory Authority on Auditing of Real Persons and Legal Entities Displaying Activity in Energy Market” dated 03.03.2015 and numbered 5507.

In accordance with the relevant provisions of Turkish Commercial Code, “Communique on Independent Auditing Standards in Capital Markets” Serial:X, No:28 of Capital Markets Board and the Decision of Energy Market Regulatory Authority on Auditing of Real Persons and Legal Entities Displaying Activity in Energy Market” dated 03.03.2015 and numbered 5507 and the regulations of Public Oversight, Accounting and Auditing Standards Authority, the election of the independent audit firm proposed by Board of Directors in accordance with the report of the Audit Committee to audit financial statements and reports of our Company for the year of 2025 and to fulfill all other obligations within the scope of the relevant regulations, including but not limited to the mandatory sustainability assurance audit of the reports to be prepared for the years of 2024 and 2025 in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority, shall be submitted for approval of our shareholders at the General Assembly meeting.

10. Giving information to the General Assembly within the concept of the Corporate Governance Principles of Capital Markets Board, in case that the shareholders holding management power, the members of the Board of Directors, executive managers and blood and marital relatives up to second degree made transactions, which may result in conflict of interest among the Company or its subsidiaries; did business which falls into the scope of the Company or its subsidiaries in its name or other’s name, and had shareholding with unlimited responsibility.

Members of the board of directors may be involved in any transaction only with the prior approval of the General Assembly Meeting within the framework of the Article 395 (1) titled “Prohibition of Conducting Transaction with Company, to Become Indebted to Company” and Article 396 titled “Non-Compete Obligation” of the Turkish Commercial Code. The authorizations and permissions stated under the Articles 395 and 396 of Turkish Commercial Code were granted to the members of the Board of Directors at the ordinary general assembly meeting for 2023 which was held on 03.05.2024.

In accordance with the mandatory Corporate Governance Principle No. 1.3.6. of the Corporate Governance Communique of the Capital Market Board, in cases where shareholders who have management control, members of board of directors, executives, and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, and/or conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with the corporation or subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the general assembly meeting on the matter, and shall be recorded in the minutes of meeting.

Information shall be provided to our shareholders at the General Assembly Meeting in accordance with the abovementioned Corporate Governance Principle.

11. Giving authorization to the members of the Board of Directors under the provisions of Articles 395 and 396 of the Turkish Commercial Code.

Granting the permissions and authorizations to the members of the Board of Directors stated in the Articles 395 and 396 of the TCC shall be submitted for approval of our shareholders at the General Assembly meeting.

12. Informing the General Assembly in accordance with the Capital Markets legislation about the donations and aids made by our Company within the year of 2024.

Information regarding to the donations in total amount of TRY 1.068.775,67 made in 2024 shall be provided to our shareholders at the General Assembly meeting, pursuant to the Corporate Governance Principle no. 1.3.10 under the Corporate Governance Communiqué of the Capital Market Board.

13. Informing the General Assembly under Article 12 of Corporate Governance Principles of Capital Markets Board, about the securities, pledges, mortgages and sureties provided for the benefit of the third parties and the income or benefits that the Company retained as a result within the year of 2024.

Pursuant to Article 12 of the Corporate Governance Communiqué numbered (II-17.1) of the Capital Market Board; in this agenda item, shareholders shall be informed that the guarantees given by the Company in favor of itself and the subsidiaries included in the scope of full consolidation in the financial statements are stated in the item b) of footnote no. 17 of the Financial Statements dated 31.12.2024, and that apart from this, there is no income or benefit obtained by the Company in 2024 through mortgages, liens, bails, and securities given in favor of third parties.

14. Wishes and Requests.

It shall be ensured that our shareholders share their requests, opinions and wishes regarding the Company's activities at the General Assembly meeting.

ANNEXES:

1. Power of Attorney,
2. Profit Distribution Statement,
3. Proposal for Distribution of Profit,
4. CVs of the Candidate Members of the Board of Directors and Independence Declarations of the Independent Members of the Board of Directors

ANNEX-1

POWER OF ATTORNEY

I/We hereby appoint described in detail herein as my/our proxy authorized to represent me/our Company, to cast vote, to make proposal and to sign the necessary documents in the direction of the opinions I/we specify herein at the Ordinary General Assembly Meeting of AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ for the year 2024 to be held on 10.04.2025 at 11:00 at Junior Ballroom of the Hotel Conrad İstanbul Bosphorus located at the address of Cihannüma Mahallesi, Saray Caddesi No: 5 Beşiktaş, İstanbul.

Of the Proxy (*):

Name-Surname / Trade Name:

TR Identification No./ Tax No., Trade Registry and Number and Central Registration System Number:

(*)Equivalent of the said information, if any, should be presented for the foreign national proxies.

A) SCOPE OF THE POWER OF ATTORNEY

The scope of the power of attorney should be determined by selecting one of the alternatives (a), (b) or (c) for the sections 1 and 2 herein.

1. Regarding The Issues Included in the Agenda of the General Assembly;

- a) The Proxy is authorized to cast vote in the direction of his/her opinion;
- b) The Proxy is authorized to cast vote in the direction of the proposals of the partnership management;
- c) The Proxy is authorized to cast vote in the direction of the instruction specified in the Table herein.

Instructions:

In the case where the alternative (c) is selected by the shareholder, the instructions regarding the agenda item shall be given by making one of the alternatives given opposite to the agenda item (yes or no) and in the case where the alternative of “no” is selected, by specifying the dissenting opinion in the minutes of the general assembly.

Agenda Items (*)	Yes	No	Dissenting Opinion
1. Opening of the meeting and forming of the chairmanship of the meeting.			
2. Presenting and negotiating the Annual Report of the Board of Directors for the year of 2024.			
3. Presenting the Independent Auditor Report for the year of 2024.			
4. Presenting, negotiating and polling of the Financial Statements of 2024.			
5. Releasing the members of the Board of Directors for their activities within 2024.			

6. Determining the usage of profit and the dividend rate to be distributed.			
7. Determining the remuneration of members of the Board of Directors and Independent Members of the Board of Directors.			
8. Determination of the number of the members of the Board of Directors and their term of office, election in compliance with the determined number Members of the Board of Directors and Independent Members of the Board of Directors.			
9. Approving the election of the Independent Audit Firm pursuant to related resolution of the Board of Directors, in accordance with the relevant provisions of Turkish Commercial Code, "Communique on Independent Auditing Standards in Capital Markets" Serial: X, No:28 of Capital Markets Board and "Decision of Energy Market Regulatory Authority on Auditing of Real Persons and Legal Entities Displaying Activity in Energy Market" dated 03.03.2015 and numbered 5507.			
10. Giving information to the General Assembly within the concept of the Corporate Governance Principles of Capital Markets Board, in case that the shareholders holding management power, the members of the Board of Directors, executive managers and blood and marital relatives up to second degree made transactions, which may result in conflict of interest among the Company or its subsidiaries; did business which falls into the scope of the Company or its subsidiaries in its name or other's name, and had shareholding with unlimited responsibility.			
11. Giving authorization to the members of the Board of Directors under the provisions of			

Articles 395 and 396 of the Turkish Commercial Code.			
12. Informing the General Assembly in accordance with the Capital Markets legislation about the donations and aids made by our Company within the year of 2024.			
13. Informing the General Assembly under Article 12 of Corporate Governance Principles of Capital Markets Board, about the securities, pledges, mortgages and sureties provided for the benefit of the third parties and the income or benefits that the Company retained as a result within the year of 2024.			
14. Wishes and Requests.			

(*)The agenda items of the General Assembly shall be enumerated one by one. If there is a draft resolution of the minority, this shall also be specified in order to ensure voting by proxy.

2. Special instruction regarding the other issues which may arise at the General Assembly meeting and especially exercising of the minority rights:

- a) The Proxy is authorized to cast vote in the direction of his/her opinion;
- b) The Proxy is not authorized to represent in these issues;
- c) The Proxy is authorized to cast vote in the direction of the special instructions herein.

SPECIAL INSTRUCTIONS: The special instructions to be given by the shareholder to the proxy, if any, shall be specified herein.

B) The shareholder shall select one of the alternatives herein and specify the shares he/she wishes to be represented by the proxy.

1. I approve the representation of my shares specified in detail herein by the proxy.

- a) Serial and series:*

b) Number/Group:**

c) Piece – nominal value:

ç) Whether it has privilege in voting:

d) Whether Bearer or Registered:*

e) Ratio to the total shares / voting rights owned by the shareholder:

* This information is not requested for the shares monitored through registration.

** An information shall be given regarding the group, if any, instead of number for the shares monitored through registration.

2. I approve the representation of all the shares I have as included in the list prepared by the Central Registry Agency regarding the shareholders who may participate in the General Assembly by the proxy one day prior to the date of the General Assembly.

NAME-SURNAME or TITLE OF THE SHAREHOLDER (*)

TR Identification No./ Tax No., Trade Registry and Number and Central Registration System Number:

Address:

SIGNATURE

(*)Equivalent of the said information, if any, should be presented for the foreign national proxies.

ANNEX-2

PROFIT DISTRIBUTION STATEMENT

AKENERJİ ELEKTRİK ÜRETİM A.Ş. 2024 Yılı Profit Distribution Statement (TL)			
1. Paid-in/Issued Capital			729.164.000
2. Legal Reserves (according to the Legal Records)			12.053.172
Information regarding privileges in the distribution of profit pursuant to the Articles of Association, if any			
		According to CMB	According to Legal Records
3.	Profit/(loss) for the Period	(3.066.166.761)	75.329.717,80
4.	Taxes (-)	(231.570.357)	-
5.	Net Profit/(loss) for the Period (=)	(3.297.737.118)	75.329.717,80
6.	Profit/(loss) from previous years (-)	2.557.425.065	(5.899.227.870,18)
7.	General Legal Reserves (-)	-	-
8.	Net Distributable Profit/(loss) for the Period (=)	(740.312.053)	(5.823.898.152,38)
9.	Donation during the year (+)		
10.	Net distributable profit for the period including donations		
11.	Primary Dividend to shareholders		
	- Cash		
	-Free of Charge		
	- Total		
12.	Dividend distributed to the privileged shareholders	Dividend to be distributed to the privileged shareholders as per the Articles of Association	

13.	Other Distributed Dividend -to members of the Board of Directors -to employees -to the persons other than shareholders		
14.	Dividend distributed to the holders of the dividend right certificate		
15.	Secondary Dividend to shareholders		
16.	General Legal Reserves		
17.	Statutory Legal Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES	0	0
20.	Other Resources Stipulated to be Distributed		

DIVIDEND RATIO STATEMENT

	GROUP	TOTAL DISTRIBUTED PROFIT		TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING SHARE WITH NOMINAL VALUE OF 1 TL	
		CASH (TL)	FREE OF CHARGE (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A					
	B					
	TOTAL				-	-

AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ

ANNEX-3

PROPOSAL FOR DISTRIBUTION OF PROFIT

Dear Shareholders,

Our Company's financial statements of 2024 which have been prepared according to the Communique on Principals Regarding Financial Reporting in Capital Markets Serial: II, No:14.1 of Capital Market Board ("CMB") reflects net period loss amounting to 3,297,737,118 TL and our Company's financial statements of 2024 which have been prepared in accordance with the Tax Procedure Law reflects net period profit amounting to 75,329,717.80 TL.

- 1-**To set off the total amount of net period profit reflected in 2024 financial statements prepared in accordance with the Tax Procedure Law against the losses of previous years,
- 2-** To reserve net period loss reflected in consolidated financial statements of our Company prepared in accordance with the Capital Market Board Communique Serial:II No:14.1,
- 3-** To submit abovementioned proposal of the Board of Directors for approval of our shareholders at the Ordinary General Assembly meeting for the year of 2024.

Sincerely,

Board of Directors

ANNEX-4

CVs OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENCE DECLARATIONS OF THE INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS

Özlem ATAÜNAL **Board Member Candidate**

She graduated from Üsküdar American High School in 1985 and from Uludağ University, Department of Business Administration in 1989. Ms. Ataünal, who started her career at İktisat Bank, held various positions at Körfezbank, from Branch Manager to Customer Relations Management Department Head. She joined the Akkök Group in 2000 as Akenerji's Budget and Finance Manager. While Ataünal served as CFO at Akkök Holding between 2005 and 2022, she was appointed Executive Board Member Responsible for Finance in 2012. In 2017, she became a Member of Akkök Holding's Board of Directors. Ataünal, who has undertaken various responsibilities over the years, currently works at Akkök Holding A.Ş. She serves as a Board Member and Energy Group President. In addition to these duties, she is the Chairperson of the Boards of Directors of AKCEZ, Akenerji, Sepaş Energy, and Aktek Bilişim and serves as a Board Member in other group companies. Ms. Ataünal has been a member of Turkish Industrialists and Businesspersons Association (TÜSİAD) since 2013.

In accordance with the CMB Corporate Governance Principles, Özlem Ataünal is not a candidate for independent board membership. The positions held by Özlem Ataünal over the past ten years have been primarily explained above, and if she is elected as a Board Member, there are no other matters that could affect the company's activities.

Tomáš PLESKAČ **Board Member Candidate**

Vice Chairperson of the Board of Directors Born in 1966, Tomáš Pleskač graduated from Mendel University of Agriculture and Forestry (Brno), Faculty of Business and Economics in 1989, and received his MBA from Prague University. In 1994, Mr. Pleskač started his career at CEZ Group and served as senior executive at various positions within the Group. Since 2006, Mr. Pleskač has served as member of the Board of Directors at CEZ, a. s. He became a Division International Chief Officer (in January 2008) and served as a Division International Chief Officer (until December 2016) while between April 2012 and May 2014 he led Division Distribution and International Affairs. Following the transformation of CEZ, a. s., Mr. Pleskač has served as the Chief Renewables and Distribution Officer since March 1, 2016. Mr. Pleskač is member of the Board of Directors at Akenerji since May 2009. Currently he holds a position of Deputy Chairperson of the Board of Directors at Akenerji.

In accordance with the CMB Corporate Governance Principles, Tomáš Pleskač is not a candidate for independent board membership. The positions held by Tomáš Pleskač over the past ten years have been primarily explained above, and if he is elected as a Board Member, there are no other matters that could affect the company's activities.

Jaroslav MACEK
Board Member Candidate

Jaroslav is currently responsible for the development of energy services of CEZ Group in countries outside the Czech Republic. He's been previously working in CEZ Group inside and outside of the Czech Republic in various top management positions with the responsibility over the development and operations of CEZ Group foreign entities. He is also the Chairperson, vice-chairperson or member of several supervisory bodies of foreign companies owned by CEZ Group. Before joining CEZ, Jaroslav was a member of the Ukrsibbank (BNP Paribas group) management team and was responsible for Corporate Development Division of the Bank including preparation of Bank's strategy and implementation of strategic initiatives. He was also working in Advisory department of Pricewaterhouse Coopers, where he was responsible for the development of the practice in the area of finance function effectiveness and operational effectiveness.

In accordance with the CMB Corporate Governance Principles, Jaroslav Macek is not a candidate for independent board membership. The positions held by Jaroslav Macek over the past ten years have been primarily explained above, and if he is elected as a Board Member, there are no other matters that could affect the company's activities.

Hakan YILDIRIM
Board Member Candidate

Hakan Yıldırım started his career at Aselsan in 1998. Between 2000 and 2005, he worked at Gama Power Systems as an engineer and commissioning group manager for natural gas pipelines, combined cycle power plants, and coal-fired power plant projects. In 2005, Yıldırım joined Siemens Türkiye as a Project Manager. He later served as the Chairman of the Board and CEO of Siemens Gamesa Türkiye before leaving Siemens in 2018. His leadership journey in the energy sector continued as the CEO of Kalyon Enerji Yatırım A.Ş. from 2018 to 2020. Subsequently, he held the position of CEO at Sanko Enerji between 2020 and 2024. Most recently, he served as Vice President at Aksa Enerji, overseeing the company's Center of Excellence, a strategic initiative aimed at positioning Aksa Enerji as a global energy player. With extensive expertise in the industry, Mr. Yıldırım also held key sectoral leadership roles, serving as the Chairman of the Turkish Wind Energy Association (TÜREB) and the Chairman of the Energy Business Council at DEİK between 2019 and 2020. He holds a bachelor's degree in Electrical and Electronics Engineering from Middle East Technical University and a master's degree in Business Administration from Boğaziçi University. He is married and has two children.

In accordance with the CMB Corporate Governance Principles, Hakan Yıldırım is not a candidate for independent board membership. The positions held by Hakan Yıldırım over the past ten years have been primarily explained above, and if he is elected as a Board Member, there are no other matters that could affect the company's activities.

Ondrej DVORAK
Board Member Candidate

After graduating from University of Economics in Prague, Ondřej obtained his executive MBA degree from Katz Business School, University of Pittsburgh. Ondřej started in CEZ Group in 2006 in Corporate Finance, between 2014 and 2016 he was CFO of CEZ ICTS and then served as Head of Group Performance Department before joining Akenerji. As of January 2018, Ondřej Dvořák is the head of CEZ Türkiye Operations Department, while at the same time he assumes the role of Akenerji Financing and Financial Affairs Assistant General Manager. Since August 2020, he has been serving as a Board Member, Deputy Chairperson of the Executive Committee and Deputy Chairperson of the Investment Committee.

In accordance with the CMB Corporate Governance Principles, Ondrej Dvorak is not a candidate for independent board membership. The positions held by Ondrej Dvorak over the past ten years have been primarily explained above, and if he is elected as a Board Member, there are no other matters that could affect the company's activities.

Mehmet KOCAOĞLU
Board Member Candidate

After graduating from Middle East Technical University, Department of Electrical and Electronics Engineering in 2007, Mehmet Kocaoğlu worked as a Project Manager, Business Development and Operations Director in various companies. Mehmet Kocaoğlu, who has 17 years of energy sector experience with a managerial and technical consultancy background, has worked as a consultant in multiple projects, especially purchasing, mergers, restructuring, and financing, during the privatization process of the energy distribution sector in Türkiye. He has undertaken various tasks in projects funded by international financial institutions such as the World Bank, the European Bank for Reconstruction and Development (EBRD), and the United States Agency for International Development (USAID). Mehmet Kocaoğlu, who has continued his career at MRC Türkiye (formerly AF Mercados EMI) since 2011, has worked at MRC Türkiye since 2017. As of 2022, he continues to serve as General Manager at GETA Energy. He is also the Chairman of the Board of Directors of MRC Türkiye and GETA Energy companies. He continues to serve as a Board Member at Akenerji, SEPAŞ and AKCEZ.

In accordance with the CMB Corporate Governance Principles, Mehmet Kocaoğlu is not a candidate for independent board membership. The positions held by Mehmet Kocaoğlu over the past ten years have been primarily explained above, and if he is elected as a Board Member, there are no other matters that could affect the company's activities.

Demet ÖZDEMİR
Independent Board Member Candidate

Ms. Demet Özdemir started her career at Arthur Andersen. During her nearly 30-year career, where she spent the last 15 years as a Corporate Finance Senior Partner at EY (Ernst & Young), she provided merger, acquisition, public offering, restructuring and financial advisory services to nearly 1000 local and international companies. As Private Equity Sector Leader and Corporate Finance Partner at EY Türkiye and Central and Southeast Europe region, Ms. Özdemir assumed the role of Emerging Markets Leader in EMEIA (Europe, Middle East, India and Africa). Ms. Özdemir, who has been actively working on gender equality and women's empowerment in business life, has been a member of the EY Global Businesswomen Advisory Board, a member of the Management Committee of the EY WomenFast Forward and Women 3 Forum, and the EMEIA Leader who implemented the EY Entrepreneurial Women Leaders (EWW) Program. In 2015, she co-chaired the session on "Empowering Women Entrepreneurs" at the W20 Summit, which was held for the first time within the scope of the G20 in Istanbul. Currently, she is the member of the Board of Directors of Çelebi Ground Handling and Gelecek Varlık Yönetim A.Ş. and the British Turkish Chamber of Commerce. She is a Board Member of the Women's Association and Young Success Foundation, of which she is one of the founders. Ms. Özdemir is a trustee member of the Young Achievement Education Foundation and Women's Association, of which she is one of the founders. A graduate of METU Business Administration, Ms. Özdemir has a graduate degree in International Finance from the London School of Economics. Ms. Özdemir, a former national skier who won Turkish championships between 1987-1991, is married and has a son.

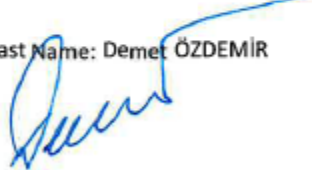
Demet Özdemir qualifies as an independent member according to the CMB Corporate Governance Principles. The duties she has undertaken in the last ten years are essentially explained above and she has not had any relationship with Akenerji Elektrik Üretim A.Ş. and with related parties.

Libor KUDLACEK
Independent Board Member Candidate

Born in 1957 in the Czech Republic, Libor Kudláček graduated from the Faculty of Science, Department of Economic and Regional Geography at Charles University in Prague in 1981 and earned his doctoral degree in 1983. He began his professional career in 1982 as a Project Manager in Regional and Urban Planning at Stavoprojekt Urban Planning Center, later advancing to the role of Senior Project Manager, which he held until 1990. Between 1989 and 1992, he served as a Member of both the Economic Committee and the Budget Committee of the Federal Assembly of the Czech and Slovak Republics. From 1992 to 1996, he was an Advisor at the Czech Republic's National Property Fund and the Ministry of Privatization. Between 1996 and 1998, he served as an Advisor at the Ministry of Environment and as Deputy Chairman of the Constitutional and Legal Affairs Committee in the Chamber of Deputies of the Czech Parliament. Since 1998, Libor Kudláček has held the position of Senior Project Manager for various projects at Eurooffice Praha – Brusel a.s. He currently serves as a Board Member and Consultant, while also owning the company.

Libor Kudláček qualifies as an independent member according to the CMB Corporate Governance Principles. The duties he has undertaken in the last ten years are essentially explained above and he has not had any relationship with Akenerji Elektrik Üretim A.Ş. and with related parties.

TO AKENERJİ ELEKTRİK ÜRETİM A.Ş. CORPORATE GOVERNANCE COMMITTEE	AKENERJİ ELEKTRİK ÜRETİM A.Ş. KURUMSAL YÖNETİM KOMİTESİ'NE
SUBJECT: Independency Statement DATE: 07.01.2025 Within the framework of the Capital Market Board's Communiqué on Corporate Governance (II-17.1), the Articles of Association of Akenerji Elektrik Üretim Anonim Şirketi ("Company") and the principles stipulated in other relevant legislation; due to my candidacy to Company's independent member of Board of Directors, I hereby acknowledge and declare that: - I do not have a relationship in terms of employment at an administrative level to undertake significant duty and responsibilities within the last five years, I do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or I have not established a significant commercial relation between the Company, companies on which the Company hold control of management under Turkish Financial Reporting Standards 10 or significant effect under Turkish Accounting Standards 28 and shareholders who hold control of management of the Company or have significant effect in the Company and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree, - I have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the Company purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the Company, at the time period when the Company purchases or sells services or goods, - I do have professional education, knowledge and experience in order to duly fulfill the	KONU: Bağımsızlık Beyanı TARİH: 07.01.2025 AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ'nin ("Şirket") bağımsız yönetim kurulu üyeliğine aday olduğumdan, ilgili mevzuat, Esas Sözleşme ve Sermaye Piyasası Kurulu'nun (II-17.1) sayılı Kurumsal Yönetim Tebliği'nde düzenlenen Kurumsal Yönetim İlkelerinde yer alan kriterler çerçevesinde: - Şirket, Şirket'in Türkiye Finansal Raporlama Standartları 10'a göre yönetim kontrolü ya da Türkiye Muhasebe Standartları 28'e göre önemli derecede etki sahibi olduğu ortaklıklar ile Şirket'in yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile şahsım, eşim ve ikinci dereceye kadar kan ve sıhrî hissımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisi bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların % 5'inden fazlasına birlikte veya tek başına sahip olmadığımı ya da önemli nitelikte ticarî ilişkinin kurulmamış olduğunu, - Son beş yıl içerisinde, başta Şirket'in denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde Şirket'in önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (% 5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı, - Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu, - Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve

duties assigned for being an independent board member, • I will not be a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation, • I am resident in Turkey in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193. • I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, I do have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders. • I am able to allocate time for the Company's business in order to follow up the activities of the Company and duly fulfill the allocated duties. • I have not conducted membership of board of directors within Company for more than a term of six years in the last ten years. • I am not the independent member of the board of directors in more than three of the corporations as such; the Company or the controlling shareholders of the Company who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange. First and Last Name: Demet ÖZDEMİR Signature  Annex: CV	kuruluşlarında tam zamanlı çalışmayacağımı, • 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu'na (G.V.K.) göre Türkiye'de yerleşik olduğumu, • Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu, • Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayıracağımı, • Şirket'in yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı, • Şirket'in veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev yapmadığımı, beyan ederim. Ad-soyad: Demet ÖZDEMİR İmza  EK : Özgeçmiş
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TO AKENERJİ ELEKTRİK ÜRETİM A.Ş. CORPORATE GOVERNANCE COMMITTEE	AKENERJİ ELEKTRİK ÜRETİM A.Ş. KURUMSAL YÖNETİM KOMİTESİ'NE
SUBJECT: Independency Statement DATE: 07.01.2025	KONU: Bağımsızlık Beyanı TARİH: 07.01.2025
Within the framework of the Capital Market Board's Communiqué on Corporate Governance (II-17.1), the Articles of Association of Akenerji Elektrik Üretim Anonim Şirketi ("Company") and the principles stipulated in other relevant legislation; due to my candidacy to Company's independent member of Board of Directors, I hereby acknowledge and declare that: - I do not have a relationship in terms of employment at an administrative level to undertake significant duty and responsibilities within the last five years, I do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or I have not established a significant commercial relation between the Company, companies on which the Company hold control of management under Turkish Financial Reporting Standards 10 or significant effect under Turkish Accounting Standards 28 and shareholders who hold control of management of the Company or have significant effect in the Company and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree, - I have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the Company purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the Company, at the time period when the Company purchases or sells services or goods, - I do have professional education, knowledge and experience in order to duly fulfill the	AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ'nin ("Şirket") bağımsız yönetim kurulu üyeliğine aday olduğumdan, ilgili mevzuat, Esas Sözleşme ve Sermaye Piyasası Kurulu'nun (II-17.1) sayılı Kurumsal Yönetim Tebliği'nde düzenlenen Kurumsal Yönetim İlkelerinde yer alan kriterler çerçevesinde: - Şirket, Şirket'in Türkiye Finansal Raporlama Standartları 10'a göre yönetim kontrolü ya da Türkiye Muhasebe Standartları 28'e göre önemli derecede etki sahibi olduğu ortaklıklar ile Şirket'in yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile şahsım, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisi bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların % 5'inden fazlasına birlikte veya tek başına sahip olmadığımı ya da önemli nitelikte ticari ilişkinin kurulmamış olduğunu, - Son beş yıl içerisinde, başta Şirket'in denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde Şirket'in önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (% 5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı, - Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu, - Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve

duties assigned for being an independent board member,

- I will not be a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, I do have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders.
- I am able to allocate time for the Company's business in order to follow up the activities of the Company and duly fulfill the allocated duties.
- I have not conducted membership of board of directors within Company for more than a term of six years in the last ten years.
- I am not the independent member of the board of directors in more than three of the corporations as such; the Company or the controlling shareholders of the Company who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange.

First and Last Name: Libor KUDLACEK

Signature

Annex: CV

kuruluşlarında tam zamanlı çalışmayacağımı,

- Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,
- Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayıracağımı,
- Şirket'in yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,
- Şirket'in veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev yapmadığımı,

beyan ederim.

Ad-soyad: Libor KUDLACEK

İmza

EK : Özgeçmiş