

**INVITATION FOR THE ANNUAL GENERAL MEETING OF ZORLU
ENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ FOR THE YEAR 2024
BY THE BOARD OF DIRECTORS
Bursa Trade Registry Directorate – Trade Registration Number: 33550**

Zorlu Enerji Elektrik Üretim AŞ's Annual General Meeting for the year 2024 will be held on 26 May 2025, Monday, at 1:00 pm at the address of Raffles İstanbul, Levazım Mah. Vadi Cad. Zorlu Center No: 2 İç Kapı No: 170 34340 Beşiktaş/İstanbul to discuss and decide on the agenda specified below.

The Company's shareholders may attend the Annual General Meeting in person or via the electronic media, either by themselves or through their proxies. Attendance in the meeting in the electronic environment is only possible with the secure electronic signatures of shareholders or their proxies. Accordingly, the shareholders or their proxies, who will be using the Electronic General Meeting System ("e-GEM"), must have secure electronic signatures, and register on the "e-Investor: Investor Information Center" platform of the Central Securities Depository ("CSD").

Additionally, the shareholders or proxy holders who wish to attend the meeting electronically are required to fulfill their obligations stipulated by the "Regulation Regarding the Electronic General Assembly Meetings of Joint Stock Companies," published in the Official Gazette dated August 28, 2012 and numbered 28395, and the "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies," published in the Official Gazette dated August 29, 2012 and numbered 28396.

Shareholders who are unable to attend the meeting in person or electronically should issue their proxy statements by fulfilling the requirements stipulated in the "Communiqué (No: II-30.1) on Voting by Proxy and Proxy Solicitation" ("Communiqué") of the Capital Markets Board of Turkey, published in the Official Gazette dated December 24, 2013 and numbered 28861 by using the enclosed sample proxy statement form, either by having the signature on the proxy statement certified by a notary public or by attaching the statement of signature issued in front of a notary public to the signed proxy statement. A sample of the proxy statement may also be obtained from the Company headquarters or the Company website at www.zorluenerji.com.tr/en. Shareholders who wish to attend the Annual General Meeting in person may exercise their rights arising from their shares registered in the "Shareholders List" in the Central Securities Depository's system upon presenting their IDs. Proxy statements that do not comply with the attached sample proxy statement required by the Communiqué will not be accepted.

Shareholders who will electronically attend the Annual General Meeting via e-GEM may learn more about the procedures and principles regarding attendance, the assignment of proxies, making suggestions, expressing opinions and voting on the website of CSD at <https://www.mkk.com.tr/en>.

The Company's Annual Report of the Board of Directors, Consolidated Financial Statements and the Independent Audit Report for the year 2024, the Board's Proposal for Profit Distribution and the General Assembly Information Memorandum will be available for the review by shareholders at the Company headquarters, on www.zorluenerji.com.tr/en and on the Electronic General Assembly System of the Central Securities Depository at least 3 weeks prior to the Annual General Meeting in line with the legal period.

All of the Company's shares are registered pursuant to the Capital Market Law and shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

We kindly submit for the information of our esteemed shareholders. Respectfully,

ZORLU ENERJİ ELEKTRİK ÜRETİM AŞ
Board of Directors

Annexes:

- Agenda
- Text of Amendment
- Sample Proxy Statement

**ZORLU ENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ AGENDA OF THE 2024
ANNUAL GENERAL MEETING**

1. Opening, the moment of silence and election of the Assembly Presidential Board,
2. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2024,
3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2024,
4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2024,
5. Informing the General Assembly about the Board's resolution that no profit distribution could be made for the fiscal year 2024 due to accumulated losses from previous years in line with the related regulations,
6. Acquittal of the members of the Board of Directors of their liabilities for the Company's activities and transactions in the fiscal year 2024,
7. Determination of the number and the term of office for the members of the Board of Directors and election of the Board members including the Independent Directors,
8. Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the year 2025,
9. Discussion and resolving on the selection of an Independent Audit Firm in accordance with the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority regulations
10. Discussion and resolution on the amendment of the Articles of Association of the Company by amending the attached Articles **3, 6, 7, 10, 15** and adding **temporary Article 1**, subject to legal permissions
11. Giving information to the General Assembly about the donations and aids made in 2024; discussion and resolution of the upper limit for the donations to be made in the period of 1 January - 31 December 2025,
12. Discussion and resolution of the authority to be granted to Board members for performing the transactions specified in the Articles 395 and 396 of the Turkish Commercial Code,
13. Giving information to shareholders about the collaterals, pledges, mortgages and sureties granted in favor of third parties by the Company and its subsidiaries and the income and benefits generated therefrom in 2024 in accordance with the CMB regulations,
14. Closing.

SAMPLE PROXY STATEMENT FOR THE 2024 ANNUAL GENERAL MEETING
To the General Assembly Presidency of Zorlu Enerji Elektrik Üretim AŞ

I hereby appoint as my Proxy who is introduced in detail below, to represent me, to vote, to make proposals and to sign the required documents on my behalf at Zorlu Enerji Elektrik Üretim AŞ's Ordinary General Assembly Meeting to be held at 1:00 pm on Monday 26 May, 2025 at the address of Raffles İstanbul, Levazım Mah. Vadi Cad. Zorlu Center No: 2 İç Kapı No: 170 34340 Beşiktaş/İstanbul in accordance with the following instructions:

Proxy's (*);

Name-Surname/Trade Name:

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

(*) Foreign nationality proxies should submit the equivalent information mentioned above, if any.

A) Scope of the Authority to Represent

In the sections 1 and 2 below, please specify the scope of the authority to represent by selecting one of the options listed as (a), (b) or (c).

1. Regarding the agenda items;

- a) The proxy is authorized to vote based on his/her opinion. ☐
- b) The proxy is authorized to vote in accordance with the proposals of the company management. ☐
- c) The proxy is authorized to vote in accordance with the following instructions. ☐

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should check the “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be included in the Minutes of the General Assembly, if any.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening, the moment of silence and election of the Assembly Presidential Board			
2. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2024,			
3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2024,			
4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2024,			

5. Informing the General Assembly about the Board's resolution that no profit distribution could be made for the fiscal year 2024 due to accumulated losses from previous years in line with the related regulations,			
6. Acquittal of the members of the Board of Directors of their liabilities for the Company's activities and transactions in the fiscal year 2024,			
7. Determination of the number and the term of office for the members of the Board of Directors and election of the Board members including the Independent Directors,			
8. Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the year 2025,			
9. Discussion and resolving on the selection of an Independent Audit Firm in accordance with the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority regulations			
10. Discussion and resolution on the amendment of the Articles of Association of the Company by amending the attached Articles 3, 6, 7, 10, 15 and adding temporary Article 1, subject to legal permissions			
11. Giving information to the General Assembly about the donations and aids made in 2024; discussion and resolution of the upper limit for the donations to be made in the period of 1 January - 31 December 2025,			
12. Discussion and resolution of the authority to be granted to Board members for performing the transactions specified in the Articles 395 and 396 of the Turkish Commercial Code,			
13. Giving information to shareholders about the collaterals, pledges, mortgages and sureties granted in favor of third parties by the Company and its subsidiaries and the income and benefits generated therefrom in 2024 in accordance with the CMB regulations,			
14 .Closing			

(*) All the agenda items will be listed one by one in the above table. If the minority has another draft resolution, this is also separately indicated in the table to enable vote by proxy.

2. Special Instructions related to other issues that may come up during the General Assembly Meeting, in particular related to the exercise of minority rights:

- a) The proxy is authorized to vote based on his/her opinion. ☐
- b) The proxy is not authorized to vote for these issues. ☐
- c) The proxy is authorized to vote in accordance with the following special instructions. ☐

SPECIAL INSTRUCTIONS

The special instructions (if there is any) to be given by the shareholder to the proxy are stated herein.

B. The shareholder specifies the shares to be represented by the Proxy by choosing one of the following.

1. I hereby confirm that the Proxy represents the shares specified in detail as follows: ☐

- a) Order and Serial*:
- b) No./Group**:
- c) Number of Units-Nominal Value:
- d) Any Voting Privilege:
- e) Type (registered or bearer shares)* :
- f) Ratio to total shares/voting rights held by the shareholder:

* Not required for dematerialized shares

** If available, information regarding the Group shall be used instead of the No. for the dematerialized shares

2. I hereby confirm that the Proxy represents all my shares on the list prepared by CSD (Central Securities Depository) regarding the shareholders who could attend the General Assembly the day before the Annual General Meeting. ☐

NAME –SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

Address:

(*) Foreign nationality proxies are required to present the equivalents of the same information, if any.

SIGNATURE:

ZORLU ENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ
AMENDMENT TO THE ARTICLES OF ASSOCIATION

OLD FORM	NEW FORM
The Company Address Article 3 The Head Office of the Company is in Bursa. Its address is Bursa Organize Sanayi Bolgesi Pembe Cadde No:13 Bursa. In case of any address change, the new address shall be registered with the trade registry and shall be announced in the Turkish Trade Registry Gazette and the website of the Company; moreover, such change shall be notified to the Ministry of Customs and Trade, Energy Market Regulatory Authority ("EPDK") and Capital Markets Board. Any notice served to the registered and announced address shall be deemed to be served to the Company. In case the Company fails to register its new address in due time after moving from the address that is registered and announced, then this state shall constitute a reason for dissolution. The Company can establish branches and representative offices in the country and abroad with the resolution of the Board of Directors provided that it notifies the Ministry of Customs and Trade, Energy Market Regulatory Authority and Capital Markets Board.	The Company Address Article 3 The Head Office of the Company is in Bursa. Its address is Fethiyeosb Mah. Pembe Cadde No:17 Nilüfer/Bursa. In case of any address change, the new address shall be registered with the trade registry and shall be announced in the Turkish Trade Registry Gazette and the website of the Company; moreover, such change shall be notified to the Ministry of T.R. and Trade, Energy Market Regulatory Authority ("EPDK") and Capital Markets Board. Any notice served to the registered and announced address shall be deemed to be served to the Company. In case the Company fails to register its new address in due time after moving from the address that is registered and announced, then this state shall constitute a reason for dissolution. The Company can establish branches and representative offices in the country and abroad with the resolution of the Board of Directors provided that it notifies the Ministry of T.R. and Trade, Energy Market Regulatory Authority and Capital Markets Board.
Capital of the Company Article 6 The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has launched this system with the permit dated 2nd of May 2002 with number 21/579 of the Capital Markets Board. The upper limit for the registered capital of the company is TL 6,000,000,000 TL (six billion Turkish Liras), which has been divided into 600,000,000,000 (six hundred billion) shares with a nominal value of 1 (one) piaster each. The permit granted by the Capital Markets Board for the upper limit of the registered capital is valid for the years between 2021 and 2025 (5 years). Even if the permitted upper limit of the registered capital is not reached by the end of 2025, the Board of Directors will be required to obtain a new permit from the Capital Markets Board for the previously permitted upper limit or for a new upper limit and to take the authorization of the General Assembly for the new period up to 5 years for being able to make a resolution on capital increase after 2025. No	Capital of the Company Article 6 The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has launched this system with the permit dated 2nd of May 2002 with number 21/579 of the Capital Markets Board. The upper limit for the registered capital of the company is 6,000,000,000 TL (six billion Turkish Liras), which has been divided into 600,000,000,000 (six hundred billion) shares with a nominal value of 1 (one) TL each. The permit granted by the Capital Markets Board for the upper limit of the registered capital is valid for the years between 2025 and 2029 (5 years). Even if the permitted upper limit of the registered capital is not reached by the end of 2029, the Board of Directors will be required to obtain a new permit from the Capital Markets Board for the previously permitted upper limit or for a new upper limit and to take the authorization of the General Assembly for the new period up to 5 years for being able to make a resolution on capital increase after 2029. No

capital increase may be made with a Board Resolution, unless the said authorization is granted by the General Assembly. The company's issued capital amount is TL 5,000,000,000 (five billion), which has been fully paid free of collusion. The said capital amount is divided into 500,000,000,000 (five hundred billion) shares with a nominal value of 1 (one) piaster, 50,000,000,000 (fifty billion) of which are Group (A) registered shares and 450,000,000,000 (four hundred and fifty billion) of which are Group (B) registered shares. All company shares are registered shares and the Company may not issue any bearer shares. The Board of Directors is authorized to increase the amount of the issued capital by issuing new registered shares up to the upper limit of the registered capital when it deems as necessary, in accordance with the provisions of the Capital Markets Law, and to take resolutions for restricting the rights held by the holders of the privileged shares, imposing restrictions on buying new shares by the shareholders, and issuing premium shares or shares with value under the nominal value. The authority to restrict the right to buy new shares may not be exercised in such a manner resulting in inequality among the shareholders. The shares representing the company's capital are monitored on record, based on the principles of dematerialisation. No new shares may be issued unless all issued shares issued are sold and paid, or shares that could not be sold are cancelled. Within the scope of project financing provided irrevocably, in the event that banks and/or financial institutions become entitled to control the Company and/or an affiliate relationship arises pursuant to the provisions of the loan contracts as a result of the company's default under such contracts or due to other reasons and if the market share limits prescribed under the applicable legislation are exceeded, such breaches shall be remedied within the time period granted to such banks and/or financial institutions by the EMRA (Energy Market Regulatory Authority). The Company may not directly or indirectly change its shareholding structure, transfer its shares or share certificates, or enter into transactions that would result in the transfer of shares or share certificates during the	capital increase may be made with a Board Resolution, unless the said authorization is granted by the General Assembly. The company's issued capital amount is TL 5,000,000,000 (five billion), which has been fully paid free of collusion. The said capital amount is divided into 5,000,000,000 (five billion) shares with a nominal value of 1 (one) TL, 500,000,000 (five hundred million) of which are Group (A) registered shares and 4,500,000,000 (four billion five hundred million) of which are Group (B) registered shares. All company shares are registered shares and the Company may not issue any bearer shares. The Board of Directors is authorized to increase the amount of the issued capital by issuing new registered shares up to the upper limit of the registered capital when it deems as necessary, in accordance with the provisions of the Capital Markets Law, and to take resolutions for restricting the rights held by the holders of the privileged shares, imposing restrictions on buying new shares by the shareholders, and issuing premium shares or shares with value under the nominal value. The authority to restrict the right to buy new shares may not be exercised in such a manner resulting in inequality among the shareholders. The shares representing the company's capital are monitored on record, based on the principles of dematerialisation. No new shares may be issued unless all issued shares issued are sold and paid, or shares that could not be sold are cancelled. Within the scope of project financing provided irrevocably, in the event that banks and/or financial institutions become entitled to control the Company and/or an affiliate relationship arises pursuant to the provisions of the loan contracts as a result of the company's default under such contracts or due to other reasons and if the market share limits prescribed under the applicable legislation are exceeded, such breaches shall be remedied within the time period granted to such banks and/or financial institutions by the EMRA (Energy Market Regulatory Authority). The Company may not directly or indirectly change its shareholding structure, transfer its shares or share certificates, or enter into transactions that would result in the transfer of shares or share certificates during the
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preliminary license period and until the acquisition of the production license, except for the exemptions under inheritance or bankruptcy as specified in article 57 of the Electric Market Licensing Regulations. However this provision shall not apply to share transfer transactions performed in the stock exchange. For the direct or indirect acquisition of shares representing five percent or more of the Company's capital by a natural or legal person after the generation licence is obtained, and for the transfer of shares or share certificates that result in a change of control in the shareholding structure of the Company, regardless of the above-mentioned capital share changes, it is obligatory to obtain EMRA (Energy Market Regulatory Authority) approval each time - before the transaction is carried out. However this provision shall not apply to share transfer transactions performed in the stock exchange. Even if there is no share transfer, establishment or cancellation of privileges on the existing shares are subject to approval by the EMRA, regardless of the percentage limits applicable to share transfers. Provisions of capital markets legislation are reserved. Merger and division transactions are performed pursuant to the Turkish Commercial Code, capital markets legislation and other applicable legislation. After the production license is obtained, if the Company wishes to a) Merge with another license holder, or b) Merge with a legal entity that does not have a license, within its own organization or within the organization of another legal entity that has a license together with all of its assets and liabilities, or c) Demerge in part or in whole, the approval by the EMRA shall be required to be obtained before such merger or demerger. If the merger or demerger cannot be finalize in six months after such approval is granted, the approval shall become invalid. In such a case, the merger or demerger proves cannot be continued unless a new approval is granted by the EMRA. The provisions of the capital markets legislation are reserved for mergers and demergers. The capital amount of the Company may be increased or decreased pursuant to the provisions of the Turkish Commercial Code and the applicable Capital Markets	preliminary license period and until the acquisition of the production license, except for the exemptions under inheritance or bankruptcy as specified in the relevant articles of the Electric Market Licensing Regulations. However this provision shall not apply to share transfer transactions performed in the stock exchange. For share transfers to be made after obtaining a generation licence, EMRA approval must be obtained in cases stipulated in the Electricity Market Licence Regulation. However this provision shall not apply to share transfer transactions performed in the stock exchange. In the transfer of rights and obligations under the licence, EMRA approval must be obtained in cases stipulated in the Electricity Market Licence Regulation Provisions of capital markets legislation are reserved. Merger and division transactions are performed pursuant to the Turkish Commercial Code, capital markets legislation and other applicable legislation. After the production license is obtained, if the Company wishes to a) Merge with another license holder, or b) Merge with a legal entity that does not have a license, within its own organization or within the organization of another legal entity that has a license together with all of its assets and liabilities, or c) to be fully or partially divided, it is obligatory to obtain the approval of EMRA in the cases stipulated in the Electricity Market Licensing Regulation before the merger or division transaction is carried out. If the merger or demerger is not completed within the period stipulated in the Electricity Market Licence Regulation as of the date of granting the said permission, the permission granted shall be invalid. In such a case, the merger or demerger proves cannot be continued unless a new approval is granted by the EMRA. The provisions of the capital markets legislation are reserved for mergers and demergers. The capital amount of the Company may be increased or decreased pursuant to the provisions of the Turkish Commercial Code and the applicable Capital Markets
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Legislation. In the capital increases, Group (A) shares are issued for Group (A) shares and Group (B) shares are issued for Group (B) shares. However, if the Group (A) shareholders do not utilize their rights to purchase new shares, the newly issued shares shall be Group (B) shares only. Transfer of the shares of the Company is not restricted, provided that the provisions of the Turkish Commercial Code, Capital markets legislation, energy market legislations and these Articles of Association are reserved.	Legislation. In the capital increases, Group (A) shares are issued for Group (A) shares and Group (B) shares are issued for Group (B) shares. However, if the Group (A) shareholders do not utilize their rights to purchase new shares, the newly issued shares shall be Group (B) shares only. Transfer of the shares of the Company is not restricted, provided that the provisions of the Turkish Commercial Code, Capital markets legislation, energy market legislations and these Articles of Association are reserved.
The Structure of the Board of Directors Article 7	The Structure of the Board of Directors Article 7
The works and administration of the Company shall be carried out by a Board of Directors consisting of at least five (5) and at most eleven (11) members who shall be elected by the General Assembly from among those shareholders holding Group A shares or those nominated by such shareholders within the framework of the arrangements of the Turkish Commercial Code and the Capital Market Board. The number and qualification of the independent members who shall be appointed in the Board of Directors shall be determined as based on the Capital Markets Board's regulations on corporate governance. The members of the Board of Directors are elected for a maximum period of three years. At its first meeting, the Board of Directors elects the chairman or the vice-chairman from among the independent members. The positions of the Chairman of the Board of Directors, CEO and General Manager are carried out by different people. Re-election of the members of the Board of Directors, whose term of office had expired, is allowed. The members of the Board of Directors can be dismissed at any time by a resolution of the General Assembly in case there is a relevant article on the agenda or in the presence of a valid reason in case there is no relevant article on the agenda. The Board of Directors shall meet as based on the provisions of Turkish Commercial Code and as required by the Company's business. However, the Board is required to meet at least once a month. The meetings of the Board of Directors shall be held at the Company's headquarters or any other location to be decided. The Board of Directors convenes with absolute majority and takes the decisions with the majority of the members present at the meeting. In case of a tie in the	The works and administration of the Company shall be carried out by a Board of Directors consisting of at least five (5) and at most eleven (11) members who shall be elected by the General Assembly from among those shareholders holding Group A shares or those nominated by such shareholders within the framework of the arrangements of the Turkish Commercial Code and the Capital Market Board. The number and qualification of the independent members who shall be appointed in the Board of Directors shall be determined as based on the Capital Markets Board's regulations on corporate governance. The members of the Board of Directors are elected for a maximum period of three years. The Board of Directors elects a chairman and a vice chairman at its first meeting. The positions of Chairman of the Board of Directors and Chief Executive Officer (CEO) are fulfilled by different persons. Re-election of the members of the Board of Directors, whose term of office had expired, is allowed. The members of the Board of Directors can be dismissed at any time by a resolution of the General Assembly in case there is a relevant article on the agenda or in the presence of a valid reason in case there is no relevant article on the agenda. The Board of Directors shall meet as based on the provisions of Turkish Commercial Code and as required by the Company's business. However, the Board is required to meet at least once a month. The meetings of the Board of Directors shall be held at the Company's headquarters or any other location to be decided. The Board of Directors convenes with absolute majority and takes the decisions with the majority of the members present at the meeting. In case of a tie in the

votes, the provision of the 390th article of the Turkish Commercial Code shall be applied. The issues such as the form of the Board meetings, vote casting, duties and authorities and election of new members for the vacancies shall be carried out in compliance with the provisions of the Turkish Commercial Code and the Capital Market Legislation. Provisions of applicable regulations shall be applied for the establishment, duties and working principles of the Committees including the Early Detection of Risk Committee that the Board of Directors is obliged to form in accordance with Capital Market Legislation and Article 378 of the Turkish Commercial Code, and the relationship of these Committees with the Board of Directors. Salaries and/or attendance fees can be paid to the members of the Board of Directors, which shall be decided by the General Assembly within the framework of this Articles of Association.	votes, the provision of the 390th article of the Turkish Commercial Code shall be applied. The issues such as the form of the Board meetings, vote casting, duties and authorities and election of new members for the vacancies shall be carried out in compliance with the provisions of the Turkish Commercial Code and the Capital Market Legislation. Provisions of applicable regulations shall be applied for the establishment, duties and working principles of the Committees including the Early Detection of Risk Committee that the Board of Directors is obliged to form in accordance with Capital Market Legislation and Article 378 of the Turkish Commercial Code, and the relationship of these Committees with the Board of Directors. Salaries and/or attendance fees can be paid to the members of the Board of Directors, which shall be decided by the General Assembly within the framework of this Articles of Association. Those who have the right to attend the meetings of the Board of Directors of the Company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the Communiqué on the Meetings to be held in Electronic Environment in Commercial Companies other than the General Assemblies of Joint Stock Companies ('Communiqué'), the Company may establish the Electronic Meeting System that will enable the right holders to participate and vote in these meetings electronically, or may purchase services from the systems established for this purpose. In the meetings to be held, it is ensured that the right holders can exercise their rights specified in the relevant legislation within the framework specified in the provisions of the Communiqué through the system established in accordance with this provision of the company agreement or through the system from which support services will be purchased.
General Assembly Meetings Article 10	General Assembly Meetings Article 10
General Assembly shall convene in ordinary or extraordinary sessions. An Ordinary General Assembly must be held at least annually and within three months of the end of the Company's fiscal year. Extraordinary General as Assembly shall convene and take the required decisions whenever deemed necessary by the	General Assembly shall convene in ordinary or extraordinary sessions. An Ordinary General Assembly must be held at least annually and within three months of the end of the Company's fiscal year. Extraordinary General as Assembly shall convene and take the required decisions whenever deemed necessary by the

Company's business. Form of invitation: the form of invitation and announcement periods stipulated in the provisions of the Capital Market Law, Capital Markets Board regulations and Turkish Commercial Code shall be complied with for the General Assembly meetings. Announcement for the General Assembly meetings shall be made at least three weeks prior to the date of the General Assembly meeting, excluding the announcement and the meeting dates, through any means of communication including electronic communication, in addition to the means stipulated in the legislation. The mentioned announcement shall be published on the Company's website, Electronic General Assembly System, Public Disclosure Platform and Turkish Trade Registry Gazette. The information and documents stipulated in the Capital Market Legislation shall be announced at least three weeks before the General Assembly meeting based on the provision of the 437th article of the Turkish Commercial Code and are made available for the review of the shareholders. The method of operation for the General Assembly meeting is determined with an internal directive. The General Assembly meeting is carried out according to the provisions of Turkish Commercial Code and the internal regulation within the framework of the Capital Market Legislation. Participating, suggesting proposals and voting in the General Assembly meeting via electronic means bears all the legal consequences of participating, suggesting proposals and voting in the General Assembly physically in person. Participation in the General Assembly meeting via electronic media: The right holders who hold the right to participate in the General Assembly meetings of the Company, may participate in these meetings via electronic media according to the Article 1527 of Turkish Commercial Code. The Company may install such systems that enable the right holders to participate, express opinion, suggest proposals and vote in the General Assembly meetings via electronic means or buy this service from outside suppliers as per the provisions of the Legislation on General Assemblies of Joint Stock Companies to be held via Electronic Means. As per this article of the Articles of Association, the right holders and their representatives shall be enabled to exercise such rights over the installed system that are specified in the aforementioned Legislation in all the General Assembly meetings to be	Company's business. a. Form of invitation: the form of invitation and announcement periods stipulated in the provisions of the Capital Market Law, Capital Markets Board regulations and Turkish Commercial Code shall be complied with for the General Assembly meetings. Announcement for the General Assembly meetings shall be made at least three weeks prior to the date of the General Assembly meeting, excluding the announcement and the meeting dates, through any means of communication including electronic communication, in addition to the means stipulated in the legislation. The mentioned announcement shall be published on the Company's website, Electronic General Assembly System, Public Disclosure Platform and Turkish Trade Registry Gazette. The information and documents stipulated in the Capital Market Legislation shall be announced at least three weeks before the General Assembly meeting based on the provision of the 437th article of the Turkish Commercial Code and are made available for the review of the shareholders. The method of operation for the General Assembly meeting is determined with an internal directive. The General Assembly meeting is carried out according to the provisions of Turkish Commercial Code and the internal regulation within the framework of the Capital Market Legislation. Participating, suggesting proposals and voting in the General Assembly meeting via electronic means bears all the legal consequences of participating, suggesting proposals and voting in the General Assembly physically in person. b. Participation in the General Assembly meeting via electronic media: The right holders who hold the right to participate in the General Assembly meetings of the Company, may participate in these meetings via electronic media according to the Article 1527 of Turkish Commercial Code. The Company may install such systems that enable the right holders to participate, express opinion, suggest proposals and vote in the General Assembly meetings via electronic means or buy this service from outside suppliers as per the provisions of the Legislation on General Assemblies of Joint Stock Companies to be held via Electronic Means. As per this article of the Articles of Association, the right holders and their representatives shall be enabled to exercise such rights over the installed system that are specified in the aforementioned Legislation in all the General Assembly meetings to be
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held. Meeting Venue: General Assembly meetings shall be held at the Company's head office or branches or in some other suitable venue in Istanbul. Attendance of a representative in the meetings: The attendance of a representative of the Ministry of Customs and Trade in ordinary and extraordinary General Assembly meetings is obligatory. The decisions to be taken in the General Assembly meetings in the absence of the representative of the Ministry and the minutes of the meeting which does not bear the signature of the representative shall not be valid. Meeting Quorum: The provisions of the Capital Market Law, the regulations of the Capital Markets Board and Turkish Commercial Code shall apply respectively with regard to the General Assembly meeting and decision quorums. Voting Rights: Shareholders or their proxies present at the ordinary and extraordinary General Assembly meetings shall be entitled to cast their votes being proportional to the total nominal value of their shares. Each share has one voting right. The provisions in the Corporate Governance Principles of the Capital Markets Board shall be complied with in exercising the voting right. Appointment of a Proxy: In General Assembly meetings, shareholders may be represented by proxy through another shareholder or another person who is not a shareholder. Proxies who are shareholders of the Company shall be entitled to cast the votes of the shareholders represented by them apart from their own votes. Representation by proxy shall be subject to the arrangements of the Capital Markets Board. One share may have more than one owner. In this case, the owners can exercise their rights against the Company only through a joint representative. If a joint representative is not appointed, then any notice to be served to any of these owners shall be valid for all of them. The provisions of the Capital Market Legislation are reserved.	held. c.Meeting Venue: General Assembly meetings shall be held at the Company's head office or branches or in some other suitable venue in Istanbul. d. Attendance of a representative in the meetings: The attendance of a representative of the Ministry of Customs and Trade in ordinary and extraordinary General Assembly meetings is obligatory. The decisions to be taken in the General Assembly meetings in the absence of the representative of the Ministry and the minutes of the meeting which does not bear the signature of the representative shall not be valid. e. Meeting Quorum: The provisions of the Capital Market Law, the regulations of the Capital Markets Board and Turkish Commercial Code shall apply respectively with regard to the General Assembly meeting and decision quorums. f.Voting Rights: Shareholders or their proxies present at the ordinary and extraordinary General Assembly meetings shall be entitled to cast their votes being proportional to the total nominal value of their shares. Each share has one voting right. The provisions in the Corporate Governance Principles of the Capital Markets Board shall be complied with in exercising the voting right. g. Appointment of a Proxy: In General Assembly meetings, shareholders may be represented by proxy through another shareholder or another person who is not a shareholder. Proxies who are shareholders of the Company shall be entitled to cast the votes of the shareholders represented by them apart from their own votes. Representation by proxy shall be subject to the arrangements of the Capital Markets Board. One share may have more than one owner. In this case, the owners can exercise their rights against the Company only through a joint representative. If a joint representative is not appointed, then any notice to be served to any of these owners shall be valid for all of them. The provisions of the Capital Market Legislation are reserved.
Amendment of the Articles of Association Article 15	Amendment of the Articles of Association Article 15
Any amendments to the Articles of Association shall require the approval of the Capital Markets Board and prior consent of the Ministry of Customs and Trade.	Any amendments to the Articles of Association shall require the approval of the Capital Markets Board and prior consent of the T.R. Ministry of Trade.

Following the obtaining of the mentioned approvals and permits with respect to the amendment of the Articles of Association, the decision is taken in the General Assembly, which is to be invited in compliance with the Capital Market Law and the provisions of the Articles of Association, within the framework of the Capital Market Legislation and the provisions of the Articles of Association. The amendments to the Articles of Association shall become effective after being duly certified and registered with the trade register. The amendment decision shall not be valid against the third parties prior to the registration. In case the amendment of the Articles of Association violate the rights of the privileged shareholders, then the decision of the General Assembly is required to be approved by the privileged shareholders' Assembly. Registration of the amendments in this Articles of Association with the trade registry and announcement of these amendments in the Trade Registry Gazette and to the public in compliance with the public disclosure requirements of the Capital Market Legislation are obligatory. During the preliminary license period and until the generation license is secured, it is necessary to obtain the approval of the Energy Market Regulatory Authority for amending the provision that the type of the share certificates of the Company and ownership structure cannot be amended and for the amending the provision of the Articles of Association related with the reduction of the Company's share capital. After obtaining the generation license, it is necessary to obtain the approval of the Energy Market Regulatory Authority for amending the provisions of the Articles of Association related with the type of the Company's share certificates and share transfers, merger and spin-offs and reduction of the Company's capital share. Beside the approval of the Energy Market Regulatory Authority mentioned above, the provisions of the Capital Market Legislation related to the amendment of the Articles of Association are reserved.	Following the obtaining of the mentioned approvals and permits with respect to the amendment of the Articles of Association, the decision is taken in the General Assembly, which is to be invited in compliance with the Capital Market Law and the provisions of the Articles of Association, within the framework of the Capital Market Legislation and the provisions of the Articles of Association. The amendments to the Articles of Association shall become effective after being duly certified and registered with the trade register. The amendment decision shall not be valid against the third parties prior to the registration. In case the amendment of the Articles of Association violate the rights of the privileged shareholders, then the decision of the General Assembly is required to be approved by the privileged shareholders' Assembly. Registration of the amendments in this Articles of Association with the trade registry and announcement of these amendments in the Trade Registry Gazette and to the public in compliance with the public disclosure requirements of the Capital Market Legislation are obligatory. Pursuant to the relevant articles of the Electricity Market Licence Regulation, EMRA approval shall be obtained for amendments to the articles of association regarding the reduction of the Company's capital amount.
	Provisional Article 1
	The amendment made in Article 6 of these Articles of Association for increasing the nominal value of the Company's shares from 1 (one) Kuruş to 1 (one) TL does not cause any change in the shareholding information of the shareholders who have approved the

	amendment of the Articles of Association or whose approval could not be obtained in the Central Registry Agency system, since the Company's shares are monitored in the Central Registry Agency system according to their nominal value in accordance with Article 13 of the Capital Markets Law, and the managerial and asset rights arising from the shareholding of the shareholders who have not approved or whose approval could not be obtained continue in the same way.
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