

ZORLU ENERJİ ELEKTRİK ÜRETİM A.Ş.

INFORMATION NOTE REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING DATED 26/05/2025 FOR THE YEAR 2024

INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 26.05.2025

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

Company Address : Fethiyeosb Mah. Pembe Cad. No:17 Nilüfer/Bursa

Trade Registry and Number: Bursa Trade Registry Office / 33550

Mersis (Central Registration System) No: 0-9990-0302-4400011

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.

ADDITIONAL DISCLOSURE UNDER THE APPLICABLE LEGISLATION OF THE CAPITAL MARKETS BOARD

Among the additional disclosures, which was drawn up for compliance with the Capital Market Law No. 6362 and required under the Capital Markets Board's "Communique on Corporate Governance" numbered II-17.1 and published in the Official Gazette dated January 3, 2014 with the issue number 28871, those required in relation to the agenda items are given for each agenda item below, while other general statutory disclosure is presented here for the information of shareholders:

a. Total number of shares and voting rights reflecting the shareholding structure of the partnership as of 28/04/2025, if there are privileged shares in the partnership capital, information on the number of shares and voting rights representing each privileged share group and the nature of the privileges.

The total number of shares and voting rights reflecting the shareholding structure of the Company as of the date of the announcement of this Information Memorandum, are presented in the following table.

SHAREHOLDING STRUCTURE AND VOTING RIGHTS OF ZORLU ENERJİ ELEKTRİK ÜRETİM AŞ				
Name/Trade Name of the Shareholder	Number of Shares and Voting Rights	Number of Shares and Voting Rights	Nominal Value of Shares (TL)	Share in Capital (%)
	(Group A)	(Group B)		
	(Units)	(Units)		
Zorlu Holding A.Ş.	50.000.000.000,00	111.543.407.211,20	1.615.434.072,42	32,31
Korteks Mensucat Sanayi ve Ticaret A.Ş.	-	87.737.288.084,40	877.372.880,84	17,55
Wren House Infrastructure LP	-	61.721.213.222,00	617.212.132,22	12,34
Other (*)	-	188.998.091.482,40	1.889.980.914,52	37,8
Total	50.000.000.000,00	450.000.000.000,00	5.000.000.000,00	100

(*) Includes shareholders, whose share in the capital is less than 5% and publicly traded shares

Zorlu Enerji was established on June 21, 1993 with a capital of TL 10,000,000,000 in the currency active at that time. Zorlu Enerji Elektrik Üretim AŞ is a publicly traded company subject to the Capital Market Law No. 6362. All of the Company's shares are registered shares. The Company has adopted the registered capital system with the consent of the Capital Markets Board dated 02.05.2002 and numbered 21/579. The Company's issued capital is TL 5,000,000,000, which is divided into 500,000,000,000 shares with a nominal value of 1 Kuruş each.

Pursuant to the Articles of Association, shares representing the current capital of the Company are classified as Group A and Group B shares. Group A shares, which are held by Zorlu Holding AŞ (10% of the Company's total share capital), have the privilege to nominate all the candidates for election to the Company's Board of Directors.

b. Information on the changes occurred in the previous accounting period or planned for the upcoming accounting period in the management and operations of the Company and its affiliates, which would significantly affect the Company operations, and reasons of such changes:

There was no change in the management and operations of the Company and its affiliates that took place in the previous accounting period or planned for the upcoming accounting period, which would significantly affect the operations of the Company. Material event disclosures made by the Company pursuant to the applicable legislation can be found at www.zorluenerji.com.tr/en and kap.org.tr

- c. If the agenda of the general shareholders' meeting includes dismissal, replacement or election of board members, the grounds for dismissal and replacement, the backgrounds of the persons whose candidacy for board membership has been submitted to the partnership, the duties they have carried out in the last ten years and the reasons for their departure, the nature and materiality level of their relationship with the partnership and its related parties,***
- d. whether they have the qualifications of independence, and information on similar issues that may affect the activities of the partnership in case these persons are elected as board members:***

Pursuant to the CMB regulations, the Turkish Commercial Code and the Regulation, new members will be elected to replace the members of the Board of Directors whose terms of office have expired, taking into account the principles regarding the election of members of the Board of Directors set forth in the Articles of Association. In addition, within the framework of the provisions of the CMB's Corporate Governance Communiqué No. II-17.1, independent members will also be elected by obtaining the consent of the CMB for the group we are in.

- e. Written requests submitted by the shareholders to the Investor Relations Department for the inclusion of additional items in the agenda, and in cases where an agenda request has not been accepted by the Board of Directors, explanation about such requests and reasons of rejection***

No request was received from shareholders for the inclusion of additional topics in the agenda of the Annual General Meeting for the year 2024.

- f. Former and new texts of the Articles of Association, together with the related Board of Directors resolutions, if the agenda includes any item for the amendment of the Articles of Association,***

There is an amendment to the Articles of Association. The Amendment Text of the Articles of Association, which has been legally authorised together with the Resolution of the Board of Directors, is attached hereto. **(Annex-1)**

ZORLU ENERJİ ELEKTRİK ÜRETİM A.Ş.

**EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED
26.05.2025**

1. Opening, the moment of silence, and the election of the Assembly Presidential Board,

The Assembly President, who will lead the Annual General Meeting will be elected and the Assembly Presidential Board will be established, pursuant to the provisions of the Turkish Commercial Code ("TCC"), the Articles of Association, the Regulation on the Procedures and Principles of the General Shareholders' Meetings of Joint-stock Companies and the Ministry Representatives To Attend These Meetings ("Regulation") and the General Meeting Internal Directive ("Internal Directive").

2. Reading and discussion of the Board of Directors' Annual Report for the fiscal year 2024,

The Annual Report of the Board of Directors for the year 2024, including the Corporate Governance Compliance Report and Corporate Governance Information Form, which is made available for the review of the shareholders at our Company's headquarters, on the Company's website at www.zorluenerji.com.tr, on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency, at **least 3** weeks prior to the Ordinary General Assembly Meeting, within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and the relevant regulations, will be read at the Ordinary General Assembly Meeting and submitted to the shareholders' opinion.

3. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2024,

The Consolidated Financial Statements for the fiscal year 2024, which are made available for the review of the shareholders at our Company's headquarters, on the Company's website at www.zorluenerji.com.tr, on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency, **at least 3** weeks prior to the Ordinary General Assembly Meeting, within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and the relevant regulations, will be read at the Ordinary General Assembly Meeting and submitted to the shareholders for their opinion and approval.

4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2024,

The Consolidated Financial Statements for the fiscal year 2024, which were made available for the review of the shareholders at the Company headquarters, on the Company website at www.zorluenerji.com.tr, on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency at **least 3** weeks prior to the Ordinary General Assembly Meeting within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and the relevant regulations, will be read out at the Ordinary General Assembly Meeting and submitted to the shareholders for their opinion and approval.

5. Informing the shareholders of the Board of Directors' decision that no dividend distribution will be made for the fiscal year 2024 due to the Company's loss for the period in accordance with the Company's legal records and consolidated financial statements,

Regarding the dividend distribution for the 2024 accounting period, shareholders will be informed about the Board of Directors' decision that no dividend distribution can be made due to period losses in accordance with the legislation.

6. Discussing and resolving on the release of the members of the Board of Directors for the activities and transactions of the fiscal year 2024,

Within the framework of the provisions of the TCC (Turkish Commercial Code) and the Regulation, the release of the members of the Board of Directors for their activities and transactions for the year 2024 will be submitted to the approval of the shareholders.

7. Determination of the number of members of the Board of Directors, election of the members of the Board of Directors and determination of their terms of office.

In accordance with the CMB regulations, the Turkish Commercial Code and the Regulation, new members will be elected in place of the members of the Board of Directors whose terms of office have expired, taking into account the principles regarding the election of members of the Board of Directors set forth in the Articles of Association. In addition, independent members will also be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1.

The number and terms of office of the members of the Board of Directors will be determined by the General Assembly and the proposed candidates will be submitted to the approval of the General Assembly.

The Board of Directors member candidates proposed by Zorlu Holding A.Ş., which has the privilege to nominate candidates for the Board of Directors, are Mr Ahmet Nazif Zorlu, Ms Selen Zorlu Melik, Mr Mümin Cengiz Ultav, Mr Bekir Cem Köksal, Mr Cem Mengi, Mr Yusuf Günay and Ms Betül Ebru Edin, and their resumes are presented in **Annex-2**.

Mr Cem Mengi, Mr Yusuf Günay and Ms Betül Ebru Edin, Board Member candidates, fulfil the independence criteria specified in the CMB's Corporate Governance Communiqué numbered II-17.1. The independent member candidates were determined by the Board of Directors upon the proposal of the Corporate Governance Committee, which evaluated the candidates submitted to it, and as of the current Group, no negative opinion has been expressed by the Capital Markets Board. The CVs and declarations of independence of the independent Board member candidates are presented in **Annex-2**.

8. Discussing and resolving on the membership fee to be paid to the members of the Board of Directors for the 2025 activity year,

The board membership fee to be paid to the members of the Board of Directors for the fiscal year 2025 will be determined by taking into consideration the provisions of the Turkish Commercial Code and the relevant Regulation and the provisions of the Company's Articles of Association.

9. Discussing 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,

Taking into account the evaluations made by our Company's Audit Committee regarding the selection of the independent audit firm, the proposal of the Board of Directors dated 28/04/2025 and numbered 2025/23 concerning the selection of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi as the independent audit firm to audit the Company's financial reports for the fiscal year 01.01.2025–31.12.2025 in accordance with the principles set forth under the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and the relevant legislation, to carry out the other activities within the scope of relevant regulations under said acts, and to perform the mandatory sustainability assurance engagement in accordance with the Assurance Engagement Standards issued by the Public Oversight Accounting and Auditing Standards Authority (POA) for the sustainability reports to be prepared in compliance with the Türkiye Sustainability Reporting Standards for the fiscal years 01.01.2024–31.12.2024 and 01.01.2025–31.12.2025, which complement the financial reports, shall be submitted to the approval of the shareholders.

10. Discussing and resolving on the amendment of the Company's Articles of Association by amending the attached Articles 3, 6, 7, 10, 15 and adding temporary Article 1, subject to legal permissions,

In compliance with Borsa İstanbul A.Ş.'s rule of "1 lot = 1 TL", for the purpose of increasing the nominal value of the Company's shares from 1 (one) kuruş to 1 (one) Turkish Lira and extending the registered capital ceiling period for a new 5-year term, it will be discussed and resolved to amend the Company's Articles of Association in the form attached hereto by amending **Article 6** titled "Capital of the Company", amending **Article 10** titled "General Assembly Meetings" in parallel with the change in the nominal value of the shares, adding **Article 7/A** to the Articles of Association to enable the holding of Board of Directors meetings in electronic environment, adding **"Provisional Article 1"** to the Articles of Association with regard to the protection of the managerial and

proprietary rights arising from the shareholding of those shareholders who do not approve, or from whom approval could not be obtained, regarding the amendment made to Article 6 of the Articles of Association concerning the increase of the nominal value of the shares to 1 (one) TL, amending **Article 15** titled "Amendment of the Articles of Association" to ensure compliance with the provisions of the Electricity Market License Regulation relating to amendments to articles of association, and updating the address in **Article 3** titled "Company Address" due to the change in numbering implemented by the Bursa Organized Industrial Region (**Annex: 3**).

The amendment of the Articles of Association has been approved by the Capital Markets Board's letter dated 13.03.2025 and numbered E-29833736-110.03.03.03-69266 and the Ministry of Trade's letter dated 25.03.2025 and numbered E-50035491-431.02-00107645751.

Within the framework of the provisions of Articles 476 and 477/2 of the TCC, since it is not possible to ensure the attendance of all shareholders to the general assembly meeting due to our multi-shareholder partnership structure, in the amendment of the articles of association, which is likely to be resolved by ordinary quorum within the framework of the relevant legislation, the 'Announcement' is attached hereto (**Annex-4**) stating that the managerial and asset rights of the shareholders who attend the meeting and vote negatively or who do not attend the meeting continue as they are and that the said amendment does not cause any loss of rights.

11. Informing the General Assembly about the donations and aids made in 2024; discussing and resolving on the proposal of the Board of Directors regarding the upper limit of donations to be made in the 01.01.2025 - 31.12.2025 activity year,

Pursuant to the regulations of the Capital Markets Board; provided that the donations made are added to the distributable profit base, do not constitute a violation of the Capital Markets Law and relevant legislation, necessary material disclosures are made, and the donations made during the year are presented to the shareholders at the General Assembly, the upper limit for the donations to be made in the activity year of 01.01.2025 – 31.12.2025 shall be determined as 1.5% of the earnings before interest, tax and amortization (EBITDA) stated in the Company's annual consolidated financial statements disclosed to the public in accordance with the Capital Markets Board regulations for the previous activity year, and that this issue will be proposed to be submitted to the approval of the shareholders at the 2024 Ordinary General Assembly Meeting of the Company.

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,

Board members may perform the transactions specified in the Article 395, "Prohibition on Conducting Transaction with the Company and Borrowing from the Company", and Article 396, "Prohibition of Competition", of the Turkish Commercial Code only upon the approval of the General Assembly. In order to fulfil the requirements of these provisions, the granting of the necessary authorizations to Board members will be submitted for the approval of shareholders during the Annual General Meeting for the year 2024.

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 2023 in accordance with the CMB regulations,

Shareholders will be informed about the collaterals, pledges, mortgages, and sureties granted by the Company and its subsidiaries on behalf of third parties and the income and benefits generated therefrom in accordance with the Article 12 of the CMB's Communiqué on Corporate Governance (II-17.1). This agenda item will not be put to the vote and is included in the agenda only for informational purposes. The related information is given in the Note 18 of the Company's consolidated financial statements dated 31 December 2024.

14. Closing.

ANNEXES:

- ANNEX-1** Approved Articles of Association Amendment Text with Legal Permissions
- ANNEX-2** Resumes of Board Member Candidates and Statements of Independence by the Independent Board Member Candidates
- ANNEX-3** Board of Directors' Resolution Regarding the Amendment of the Articles of Association
- ANNEX-4** Draft of the Shareholder Information Announcement
- ANNEX-5** Proposal of the Board of Directors for No Profit Distribution
- ANNEX-6** Resolution of the Board of Directors for the Proposal on the Upper Limit for the Donations to be made in 2025
- ANNEX-7** Sample for Proxy Statement
- ANNEX-8** The 2024 Financial Statements, Board of Directors' Activity Report and Independent Audit Report can be followed from the link below:

<https://www.zorluenerji.com.tr/tr/yatirimci-iliskileri/zorlu-enerji-yatirimci/finansal-raporlar-ve-faaliyet-raporlari/ozet-finansal-tablolar>

<https://www.zorluenerji.com.tr/tr/yatirimci-iliskileri/zorlu-enerji-yatirimci/finansal-raporlar-ve-faaliyet-raporlari/ozet-finansal-tablolar>

ANNEX-1

**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	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

Assembly for the new period up to 5 years for being able to make a resolution on capital increase after 2025. 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).	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 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).
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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 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 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 preliminary license period and until the acquisition of the production license, except for the exemptions under inheritance or bankruptcy as specified <u>in the relevant articles</u> 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. <u>In the transfer of rights and obligations under the licence, EMRA approval must be obtained in cases stipulated in the Electricity Market Licence Regulation</u> 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 <u>in the Electricity Market Licensing Regulation</u> before the merger or division transaction is carried out. If the merger or demerger is not completed within the <u>period stipulated in the Electricity Market Licence Regulation</u> 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
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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 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.	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 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 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.	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. <u>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.</u>
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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 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	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. 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 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.	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 held. <u>c.Meeting Venue:</u> General Assembly meetings shall be held at the Company's head office or branches or in some other suitable venue in Istanbul. <u>d. Attendance of a representative in the meetings:</u> 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. <u>e. Meeting Quorum:</u> 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. <u>f.Voting Rights:</u> 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. <u>g. Appointment of a Proxy:</u> 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.
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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.	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. 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	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. <u>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.</u>

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.	
	Provisional Article 1 <u>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.</u>

ANNEX-2

RESUMES OF THE BOARD MEMBER CANDIDATES AND STATEMENTS OF INDEPENDENCE OF THE INDEPENDENT BOARD MEMBER CANDIDATES

Ahmet Nazif ZORLU

(1944 – Denizli) Ahmet Nazif Zorlu began his professional career at the family-owned textile business in Babadağ, Denizli. He opened his first textile store in Trabzon. In 1970, Zorlu moved the Company's headquarters to Istanbul where he laid the foundations of Zorlu Holding with his brother, Zeki Zorlu. Ahmet Zorlu set up his first company, Korteks, in 1976 and consolidated all the group companies under the umbrella of Zorlu Holding in 1990. After acquiring Vestel in 1994, Ahmet Zorlu opened the door to new lines of business for Zorlu Holding. Zorlu's entrepreneurialism, which began with the textile sector, later manifested in more companies operating in a wide range of industries such as household appliances, consumer electronics, energy, real-estate development, metallurgy, and defense. In addition to his role as a Board Member at Zorlu Enerji, Ahmet Zorlu currently serves as Chairman and Vice Chairman at numerous Zorlu Group companies operating in different industries, primarily Vestel Elektronik Sanayi ve Ticaret AŞ and Vestel Beyaz Eşya Sanayi ve Ticaret AŞ. With a keen interest in NGOs, Ahmet Zorlu sits on the Board of the Foreign Economic Relations Board (DEİK), the Turkish Industry and Business Association (TÜSİAD), Education and Culture Foundation of the People of Denizli (DENSİR), Babadağ Industry and Business Association (BASİAD), and Turkish Home Textile Industrialists' Association (TETSİAD).

Selen ZORLU MELİK

(1975 – Trabzon) Selen Zorlu Melik graduated from the Department of Business Administration of the Faculty of Economics and Administrative Sciences at Uludağ University. She began her professional career at Denizbank in 1998. Following her internship at the Bursa branch of Denizbank, she joined Denizbank's Management Trainee Program in 1999. After working in a number of positions at Denizbank's head office, Melik attended a Marketing Certificate Program at the University of California, Berkeley in 2001. She began working at the Korteks Yarn Factory in 2002 and became a Board Member of the same company in 2004. Selen Zorlu Melik has been serving as a Board Member of Zorlu Enerji since 2002.

Mümin Cengiz ULTAV

(1950 – Eskişehir) Mümin Cengiz Ultav holds degrees from Ankara Science High School, Middle East Technical University (ODTÜ) in Electrical Engineering with a concentration in Computer and Control Option, and a diploma from the Philips International Institute in the Netherlands. After holding technical and managerial positions at Bimsa and İno companies in Turkey and Dornier System GmbH abroad, he served as Deputy General Manager at NCR and as General Manager at Sun Mikrosistemler A.Ş. During the same periods, he provided consultancy services to Koç, Sabancı, and Eczacıbaşı Groups. From 2012 to 2022, he served as the Chairman of the Board of Directors of the Turkey Technology Development Foundation, and from 2016 to 2022, he was an Independent Board Member at Logo Software. Since 1995, he has been involved in the management team of Vestel Elektronik A.Ş. and currently serves as a Board Member of Vestel Ventures. He has provided consultancy services in Vietnam for the United Nations Development Programme (UNDP). He is a founding member of the Turkey Informatics Foundation and the Unix Users Association, and a certified consultant in Microsoft's Solution Development Discipline. He is the recipient of the 2005 TÜBİSAD Lifetime Achievement Award.

Bekir Cem KÖKSAL

(1967 – Ankara) Cem Köksal graduated from the Mechanical Engineering Department of Boğaziçi University in 1988 and obtained his master's degree at Bilkent University in 1990. After serving in the banking industry between 1990 and 2001, Cem Köksal was named Deputy General Manager of Denizbank in 1997. Mr. Köksal joined Vestel as the Chief Financial Officer in 2002. Cem Köksal currently serves as an Executive Committee Member at Vestel Group of Companies and is

the Chief Financial Officer and the Chairman of the Sustainability Committee at Zorlu Holding. Mr. Köksal has been serving as a Board Member at Zorlu Enerji since 2002. He is also a member of the Board of Directors of UN Global Compact Turkey and a substitute member of the Board of Directors of the Association for Business and Sustainable Development (SKD).

Cem MENGİ

(1965 – İzmir) Cem Mengi completed his “A Levels” in Mathematics and Physics in the UK in 1984 and graduated from the Department of Management Information Systems of the Faculty of Management and Administration at the International University in 1988. Same year he began his professional banking career at Finansbank and later he served in different private banks namely İnterbank, Körfezbank, Rabobank International NV and ING Bank as Executive Vice President and Deputy General Manager. Lastly, he served at Akbank as the Chairman of the Credit Committee and Executive Board Member in Charge of Loans and Placement. Cem Mengi was a member of the Turkish Industry and Business Association (TÜSİAD), the Foreign Economic Relations Board (DEİK), the International Investors Association (YASED) and the Young Executives and Business People Association (GYİAD). He currently serves as the Founding Chairman at CM Capital Management.

Yusuf GÜNAY

Yusuf Günay, a graduate of Ankara University Faculty of Political Sciences, served as Deputy Expert, Expert, Head of Economic Decisions Department, Deputy General Manager for Laws and Decisions, and for a period of 5 years from 1997, as the General Manager of the Directorate General for Laws and Decisions at the Prime Ministry. He received training on Modern Public Administration Techniques and European Union Law at the Royal Institute of Public Administration in the UK in 1990- 91. After becoming an expert in European Union Law at Ankara University ATAUM, he served as a Government Representative, as well as a member and Vice Chairman of the General Assembly and Board of Directors at the Press Advertisement Institution starting from 1999. In November 2001, he was appointed as the Founding Chairman of the Energy Market Regulatory Authority by the Cabinet Decision. He was elected as a member of the Board of Directors of ERRA (Energy Regulators Regional Association) headquartered in Budapest in May 2004 at the General Assembly. Additionally, in May 2006, he was elected as the Vice President of MEDREG (Mediterranean Energy Regulators) based in Rome. In May 2007, he was elected as the President of ERRA for a period of 2 years at the 6th ERRA meeting held in Istanbul. He currently serves as the Founding President of the Green Hydrogen Producers Association.

Betül Ebru EDİN

After graduating from the Department of Civil Engineering at Boğaziçi University in 1993, Betül Ebru Edin pursued her master's degree at Işık University. She began her career in banking in 1993 and continued to work in the Corporate Banking department of Garanti Bank A.Ş. until 2009, where she assumed the position of Deputy General Manager responsible for Project and Procurement Financing. From 2017 until 2022, she was responsible for Corporate, Investment Banking, and Sustainability. Betül Ebru Edin currently serves as the Chairman of the Board of Directors of the Sustainable Development Association and holds positions on the Board of Directors of the Istanbul Foundation for Culture and Arts (İKSİV) and the Board of Directors of the Yüzde 30 Club. Since September 2023, Edin has been serving as a Member of the Board of Directors of Fibabanka A.Ş.

STATEMENT OF INDEPENDENCE

25 /03 /2025

I hereby declare that

I declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Zorlu Enerji Elektrik Üretim AS (the “Company”)**, in accordance with the applicable legislation, the Company’s Articles of Association, and the Capital Markets Board’s Corporate Governance Principles numbered II-17.1, and in this context,

- a) within the last five years, there has been no employment relationship in a managerial position involving significant responsibilities between myself, my spouse, my second-degree relatives by blood or marriage and the Company, its subsidiaries where the Company has managerial control or significant influence, or entities where significant influence is held over the Company’s management, or with partners holding significant influence over the Company and their entities with management control, and there is no ownership, either jointly or individually, of more than 5% of capital or voting rights, or significant commercial relationship established, of such companies or subsidiaries,
- b) Within the last five years, I confirm that I have not been a shareholder (holding 5% or more), held a managerial position involving significant responsibilities, or been a member of the Board of Directors at companies from which the Company has significantly purchased or sold services or products under agreements, including audits (tax audits, legal audits, including internal audits), ratings, and consultancy services for the Company,
- c) I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake as an independent member of the Board of Directors effectively,
- ç) In accordance with the applicable regulations, except for university lecturing positions, I will not engage in full-time employment at public institutions after being elected as a member,
- d) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,
- e) I possess strong ethical standards, professional reputation, and experience to make independent decisions while considering the rights of stakeholders, maintain impartiality in conflicts of interest between the Company and shareholders, and contribute positively to the Company’s activities,
- f) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,
- g) I did not act as a Board Member in the Board of Directors of the Company for longer than six years during the last ten years’ period,
- ğ) I have not served as an independent member of the Board of Directors in more than three companies controlled by the Company or its controlling shareholders, nor in more than five companies traded on the stock exchange, in total,
- h) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.
- ı) I, my spouse and my relatives by blood or marriage up to the second degree have not received any payment of more than USD 60.000 from the company, the controlling shareholder or affiliates of the company within the annual reporting period, except for the financial benefits subject to the general assembly resolution arising from my duty as a member of the board of directors,
- i) The Company does not have any service contract with the shareholders holding 5% or more of the Company's shares and senior executives,
- j) I am not on the board of any non-profit organisation that receives significant donations or contributions from the Company,
- k) There is no consultancy service relationship between the Company, shareholders holding 5% or more of the Company's shares and senior executives,

CEM MENGİ

STATEMENT OF INDEPENDENCE

25 / 03 /2025

I hereby declare that

I declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Zorlu Enerji Elektrik Üretim AS (the “Company”)**, in accordance with the applicable legislation, the Company’s Articles of Association, and the Capital Markets Board’s Corporate Governance Principles numbered II-17.1, and in this context,

- a) within the last five years, there has been no employment relationship in a managerial position involving significant responsibilities between myself, my spouse, my second-degree relatives by blood or marriage and the Company, its subsidiaries where the Company has managerial control or significant influence, or entities where significant influence is held over the Company’s management, or with partners holding significant influence over the Company and their entities with management control, and there is no ownership, either jointly or individually, of more than 5% of capital or voting rights, or significant commercial relationship established, of such companies or subsidiaries,
- b) Within the last five years, I confirm that I have not been a shareholder (holding 5% or more), held a managerial position involving significant responsibilities, or been a member of the Board of Directors at companies from which the Company has significantly purchased or sold services or products under agreements, including audits (tax audits, legal audits, including internal audits), ratings, and consultancy services for the Company,
- c) I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake as an independent member of the Board of Directors effectively,
- ç) In accordance with the applicable regulations, except for university lecturing positions, I will not engage in full-time employment at public institutions after being elected as a member,
- d) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,
- e) I possess strong ethical standards, professional reputation, and experience to make independent decisions while considering the rights of stakeholders, maintain impartiality in conflicts of interest between the Company and shareholders, and contribute positively to the Company’s activities,
- f) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,
- g) I did not act as a Board Member in the Board of Directors of the Company for longer than six years during the last ten years’ period,
- ğ) I have not served as an independent member of the Board of Directors in more than three companies controlled by the Company or its controlling shareholders, nor in more than five companies traded on the stock exchange, in total,
- h) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.
- ı) I, my spouse and my relatives by blood or marriage up to the second degree have not received any payment of more than USD 60.000 from the company, the controlling shareholder or affiliates of the company within the annual reporting period, except for the financial benefits subject to the general assembly resolution arising from my duty as a member of the board of directors,
- i) The Company does not have any service contract with the shareholders holding 5% or more of the Company's shares and senior executives,
- j) I am not on the board of any non-profit organisation that receives significant donations or contributions from the Company,
- k) There is no consultancy service relationship between the Company, shareholders holding 5% or more of the Company's shares and senior executives,

YUSUF GÜNAY

STATEMENT OF INDEPENDENCE

25 / 03 /2025

I hereby declare that

I declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Zorlu Enerji Elektrik Üretim AS (the “Company”)**, in accordance with the applicable legislation, the Company’s Articles of Association, and the Capital Markets Board’s Corporate Governance Principles numbered II-17.1, and in this context,

- a) within the last five years, there has been no employment relationship in a managerial position involving significant responsibilities between myself, my spouse, my second-degree relatives by blood or marriage and the Company, its subsidiaries where the Company has managerial control or significant influence, or entities where significant influence is held over the Company’s management, or with partners holding significant influence over the Company and their entities with management control, and there is no ownership, either jointly or individually, of more than 5% of capital or voting rights, or significant commercial relationship established, of such companies or subsidiaries,
- b) Within the last five years, I confirm that I have not been a shareholder (holding 5% or more), held a managerial position involving significant responsibilities, or been a member of the Board of Directors at companies from which the Company has significantly purchased or sold services or products under agreements, including audits (tax audits, legal audits, including internal audits), ratings, and consultancy services for the Company,
- c) I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake as an independent member of the Board of Directors effectively,
- ç) In accordance with the applicable regulations, except for university lecturing positions, I will not engage in full-time employment at public institutions after being elected as a member,
- d) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,
- e) I possess strong ethical standards, professional reputation, and experience to make independent decisions while considering the rights of stakeholders, maintain impartiality in conflicts of interest between the Company and shareholders, and contribute positively to the Company’s activities,
- f) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,
- g) I did not act as a Board Member in the Board of Directors of the Company for longer than six years during the last ten years’ period,
- ğ) I have not served as an independent member of the Board of Directors in more than three companies controlled by the Company or its controlling shareholders, nor in more than five companies traded on the stock exchange, in total,
- h) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.
- ı) I, my spouse and my relatives by blood or marriage up to the second degree have not received any payment of more than USD 60.000 from the company, the controlling shareholder or affiliates of the company within the annual reporting period, except for the financial benefits subject to the general assembly resolution arising from my duty as a member of the board of directors,
- i) The Company does not have any service contract with the shareholders holding 5% or more of the Company's shares and senior executives,
- j) I am not on the board of any non-profit organisation that receives significant donations or contributions from the Company,
- k) There is no consultancy service relationship between the Company, shareholders holding 5% or more of the Company's shares and senior executives,

BETÜL EBRU EDİN

ANNEX-3

RESOLUTION DATE : 27.02.2025
RESOLUTION NUMBER : 2025/7
MEMBERS OF THE BOARD OF DIRECTORS : Ahmet Nazif Zorlu
Yusuf Günay
Selen Zorlu Melik
Mümin Cengiz Ultav
Bekir Cem Köksal
Cem Mengi
Betül Ebru Edin

AGENDA: On the Amendment of the Articles of Association

RESOLUTION: The members of the Board of Directors of Zorlu Enerji Elektrik Üretim A.Ş. (the “**Company**”) have adopted the following resolutions:

It has been unanimously resolved by those present at the meeting that, within the framework of the opinion of the Capital Markets Board dated 02.12.2024 and numbered E-29833736-110.03.03.63653, and in accordance with the relevant legislation; in compliance with Borsa İstanbul A.Ş.'s rule of "1 lot = 1 TL", for the purpose of increasing the nominal value of the Company's shares from "1 (one) kuruş" to "1 (one) Turkish Lira" and extending the registered capital ceiling period for a new term of 5 years, the following articles of the Company's Articles of Association shall be amended in the form **attached** hereto: Article **6** titled "Capital of the Company"; Article **7** titled "Structure of the Board of Directors"; Article **10** titled "General Assembly Meetings", in parallel with the change in the nominal value of the shares; Article **3** titled "Company Address" as a result of the change in numbering implemented by the Bursa Organized Industrial Zone where the registered address of the Company is located; and Article **15** titled "Amendment of the Articles of Association" for compliance with energy market legislation; and that a "**Provisional Article**" shall be added to the Articles of Association with regard to the protection of the managerial and proprietary rights arising from the shareholding of those shareholders who do not approve, or from whom approval could not be obtained, for the amendment made to Article 6 of the Articles of Association regarding the increase of the nominal value of the shares to "1 (one) TL";

and that the Management shall be authorized to carry out any and all acts and transactions necessary, including applications to the Capital Markets Board and the Ministry of Trade, to obtain the legal permissions for this purpose.

Annex: Draft Amendment of the Articles of Association

BOARD OF DIRECTORS

Ahmet Nazif Zorlu
Chairman of the Board of Directors
[Signed]

Yusuf Günay
Vice Chairman of the Board of Directors
[Signed]

Selen Zorlu Melik
Board Member
[Signed]

Mümin Cengiz Ultav
Board Member
[Signed]

Bekir Cem Köksal
Board Member
[Signed]

Cem Mengi
Board Member
[Signed]

Betül Ebru Edin
Board Member
[Signed]

ANNEX-4

SHAREHOLDER INFORMATION ANNOUNCEMENT

REGARDING THE INCREASE OF THE NOMINAL VALUE OF THE COMPANY SHARES TO 1 (ONE) TRY

Pursuant to Article 6 of the Articles of Association of the Company pursuant to Article 10 of the Agenda of the Ordinary General Assembly Meeting for the 2024 accounting period dated 26/05/2025, the nominal value of the Company's shares will be increased from 1 (One) Kuruş (Kr) to 1 (One) Turkish Lira (TRY).

The trading unit on the Borsa İstanbul is TL 1 / 1 lot, and 1 lot corresponds to 100 shares. Since the nominal value of the Company's shares is 1 Kr, the shareholder will be required to own at least 100 shares within the framework of the amendment to the Articles of Association in order for the nominal value to be 1 TRY.

Pursuant to Article 477/2 of the TCC, *the approval of each shareholder is required for the amendment in question*. Since it may not be possible for all shareholders to attend the meeting and vote positively in terms of the relevant general assembly agenda item due to the fact that our company is publicly traded, the nominal value of the shares of the relevant shareholders may be increased to 1 TRY with the approval to be obtained from the shareholder later without attending the general assembly, in addition to the shareholders who vote positively on the relevant agenda item.

Since our Company's shares are monitored in the Central Registry Agency (CRA) system in dematerialized form according to their nominal value pursuant to Article 13 of the Capital Markets Law, there will be no change in the shareholding information of our shareholders in the CRA system, both those who approved the amendment of the articles of association and those who did not approve the amendment. Likewise, since the list of those who can attend the general assembly meeting in accordance with the relevant legislation is received from the CRA system on the day of the general assembly meeting, showing the nominal value of the shares owned, there will be no change in the shareholding rights of our shareholders, including participation in the general assembly meeting and exercise of voting rights.

Shareholders who do not approve the relevant amendment to the Articles of Association either in the general assembly or after the general assembly, or whose approval cannot be obtained for any reason whatsoever, will continue to have the same managerial and asset rights in the Company; and in terms of the exercise of voting rights, voting rights will continue to be exercised in accordance with the rule of exercising voting rights in proportion to the nominal value of the shares.

Shareholders who will not be able to attend the general assembly are kindly requested to apply to the Investor Relations Department of our Company for approval of the relevant amendment after the general assembly.

ANNEX-5
PROPOSAL OF THE BOARD OF DIRECTORS FOR NO PROFIT DISTRIBUTION

Board of Directors of Zorlu Enerji Elektrik Üretim AŞ made the following resolution on 28/04/2025.

It was unanimously resolved by the attendants of the meeting that, for the 2024 fiscal year, the Company posted a net loss of TRY 5,070,367 thousand according to its financial statements prepared within the framework of the provisions of the Turkish Commercial Code and the Tax Procedure Law, and a net loss of TRY 2,364,560 thousand according to the consolidated financial statements prepared in compliance with the Turkish Accounting Standards/Turkish Financial Reporting Standards and in accordance with the formats determined by the Capital Markets Board (“CMB”), as per the CMB Communiqué No. II-14.1 on “Principles Regarding Financial Reporting in Capital Markets”. Taking into account both the Company’s statutory books kept under the Tax Procedure Law and the consolidated financial statements prepared in accordance with the CMB legislation, it shall be presented to the shareholders at the 2024 Ordinary General Assembly Meeting that no dividend distribution shall be made due to the loss for the period.

ZORLU ENERJİ ELEKTRİK ÜRETİM AŞ			
Dividend Distribution Table for the Year 2024 (‘000 TL)			
1. Paid-in/Issued Capital		5.000.000	
2. Total Legal Reserves (as per statutory accounts)		189.624	
If there are any privileges for profit distribution as per the Articles of Association, information related to such privilege		-	
		CMB Financials	Statutory Financials
3.	Profit Before Tax	0	0
4.	Taxes (-)	0	0
5.	Net Profit for the Year (=)	0	0
6.	Accumulated Losses (-)	0	0
7.	First Legal Reserves (-)	0	0
8.	NET DISTRIBUTABLE PROFIT FOR THE YEAR (=)	0	0
9.	Donations made during the year (+)		
10.	Donations added Net Profit For the Year to be used in the calculation of first dividend		
11.	First Dividend to Shareholders		
	-Cash		
	-Non-cash		
	-Total		
12.	Dividends Distributed to Owners of Preferred Stock		
13.	Other Dividends Distributed		
	Dividends to Board Members		
	Dividends to Employees		
	Dividends to Persons other than Shareholders		
14.	Dividends distributed to Redeemed Shareholders		
15.	Second Dividend to Shareholders		
16.	Second Legal Reserves		
17.	Statutory Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES		

20.	Other sources available for distribution		
	- Profit of the Previous Period		
	- Extraordinary Reserves		
	- Other Distributable Reserves as per the Law and Articles of Association		

DIVIDEND PAY OUT RATIOS						
	GROUP	TOTAL AMOUNT OF DIVIDENDS TO BE DISTRIBUTED		TOTAL AMOUNT OF DIVIDENDS/NET DISTRIBUTABLE PROFIT	DIVIDEND PER SHARE WITH A NOMINAL VALUE OF TL 1	
		CASH (TL)	NON-CASH (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A	0	0	0,0	0	0,0
	B	0	0	0,0	0	0,0
	TOTAL	0	0	0,0	0	0,0

ANNEX-6

RESOLUTION OF THE BOARD OF DIRECTOR FOR THE PROPOSAL ON THE UPPER LIMIT FOR THE DONATIONS TO BE MADE IN THE ACTIVITY YEAR 2025

Board of Directors of Zorlu Enerji Elektrik Üretim AŞ made the following resolution on 28/04/2025.

In accordance with the regulations of the Capital Markets Legislation, it has been resolved unanimously by the attendees of the meeting to propose to the Annual General Meeting of our Company for the approval of the shareholders that the upper limit for donations to be made in the accounting period between 01.01.2025 – 31.12.2025 shall be determined as 1.5% of the earnings before interest, taxes, and depreciation (EBITDA) reported in the annual consolidated financial statements of our Company disclosed to the public in accordance with the regulations of the Capital Markets Board for the previous fiscal year, provided that the donations made are added to the distributable profit base, comply with the Capital Markets Law and related legislation, necessary special situation disclosures are made, and the donations made during the year are presented to the shareholders at the Annual General Meeting.

ANNEX-7
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:

ANNEX-8
ANNUAL CONSOLIDATED FINANCIAL STATEMENTS AND THE INDEPENDENT AUDITOR’S REPORT DATED 31
DECEMBER 2024

Annual Consolidated Financial Statements and the Independent Auditor’s Report dated 31 December 2024 can be accessed at <https://www.zorluenerji.com.tr/tr/yatirimci-iliskileri/zorlu-enerji-yatirimci/finansal-raporlar-ve-faaliyet-raporlari/ozet-finansal-tablolar> and <https://www.zorluenerji.com.tr/tr/yatirimci-iliskileri/zorlu-enerji-yatirimci/finansal-raporlar-ve-faaliyet-raporlari/spk-finansal-tablolar> respectively.