

**INVITATION FOR THE GENERAL ASSEMBLY MEETING OF
ZORLU ENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ
FOR THE YEAR 2025
BY THE BOARD OF DIRECTORS
Bursa Trade Registry Directorate – Trade Registration Number: 33550**

The Ordinary General Assembly Meeting of our Company for the year 2025 will be held on Friday, 15 May 2026, at 10:30 a.m. at Raffles İstanbul, Levazım Mah. Vadi Cad. Zorlu Center No: 2 İç Kapı No: 170 34340 Beşiktaş/İstanbul, in order to discuss and resolve the agenda items 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 <https://yatirimciiliskileri.zorluenerji.com.tr/>. 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 participate in the General Assembly electronically via the Electronic General Meeting System may obtain information regarding the procedures and principles for participation, appointment of proxies, submission of proposals, making statements and exercising voting rights from the website of the Central Registry Agency (MKK) at <https://www.mkk.com.tr>.

The Board of Directors’ Annual Report of our Company for the year 2025, the Sustainability Report for the year 2024 prepared in compliance with the Türkiye Sustainability Reporting Standards, the Consolidated Financial Statements and the Independent Auditor’s Report, as well as the Board of Directors’ proposal for profit distribution and the General Assembly Information Document, will be made available for the review of the shareholders, within the statutory period, at least three weeks prior to the General Assembly Meeting, at the Company’s headquarters, on the Company’s website at <https://yatirimciiliskileri.zorluenerji.com.tr/>, and on the Electronic General Assembly System of the Central Registry Agency.

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 ANONİM ŞİRKETİ

Board of Directors

Annexes:

- Agenda
- Sample Power of Attorney

ZORLU ENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ
AGENDA OF THE 2025 ORDINARY GENERAL ASSEMBLY 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 2025,
3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2025,
4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2025,
5. Reading, discussion, and resolution of the Sustainability Report for the 2024 activity year, prepared in compliance with the Türkiye Sustainability Reporting Standards,
6. Informing the shareholders of the Board of Directors' Resolution stating that no dividend distribution will be made due to the existence of a period loss according to the Company's consolidated financial statements for the 2025 financial year prepared in accordance with CMB legislation,
7. Discussion and resolution of the release of the members of the Board of Directors from liability in respect of their activities and transactions for the 2025 financial year,
8. 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,
9. Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the activity year 2026,
10. Discussion and resolution of the Board of Directors' proposal regarding the selection of the Independent Audit Firm for the audit of the accounts and transactions for the 2026 financial year, in accordance with the Turkish Commercial Code and the Capital Markets Law,
11. Discussion and resolution of the Board of Directors' proposal regarding the selection of the independent audit firm for the Sustainability Report to be prepared for the 2026 activity year in accordance with the Sustainability Audit Regulation issued by the Public Oversight, Accounting and Auditing Standards Authority of the Republic of Türkiye,

12. Informing the General Assembly about the donations and grants made in 2025; and discussion and resolution of the Board of Directors' proposal regarding the upper limit for donations to be made during the activity year 01.01.2026 – 31.12.2026,
13. Granting permission to the shareholders who hold management control, members of the Board of Directors, senior executives, and their spouses and relatives by blood or marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and informing the shareholders, in line with Principle No. 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board, about the transactions carried out within this scope during the 2025 activity year,
14. Informing the shareholders, within the framework of the regulations of the Capital Markets Board, about the guarantees, pledges, mortgages, and sureties granted by the Company and its subsidiaries in favor of third parties in 2025, and the income or benefits derived therefrom,
15. Closing.

**SAMPLE POWER OF ATTORNEY FOR THE 2025
ORDINARY GENERAL ASSEMBLY MEETING
To the General Assembly 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 10:30 on Friday 15.05.2026 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 Matters on the General Assembly Agenda;

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 2025,			
3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2025,			
4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2025,			
5. Reading, discussion, and resolution of the Sustainability Report for the 2024 activity year, prepared in compliance with the Türkiye Sustainability Reporting Standards,			
6. Informing the shareholders of the Board of Directors’ Resolution stating that no dividend distribution will be made due to the existence of a period loss according to the Company’s consolidated financial statements for the 2025 financial year prepared in accordance with CMB legislation,			
7. Discussion and resolution of the release of the members of the Board of Directors from liability in respect of their activities and transactions for the 2025 financial year,			
8. 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,			
9. Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the activity year 2026,			
10. Discussion and resolution of the Board of Directors’ proposal regarding the selection of the Independent Audit Firm for the audit of the accounts and transactions for the			

2026 financial year, in accordance with the Turkish Commercial Code and the Capital Markets Law,			
11. Discussion and resolution of the Board of Directors' proposal regarding the selection of the independent audit firm for the Sustainability Report to be prepared for the 2026 activity year in accordance with the Sustainability Audit Regulation issued by the Public Oversight, Accounting and Auditing Standards Authority of the Republic of Türkiye,			
12. Informing the General Assembly about the donations and grants made in 2025; and discussion and resolution of the Board of Directors' proposal regarding the upper limit for donations to be made during the activity year 01.01.2026 – 31.12.2026,			
13. Granting permission to the shareholders who hold management control, members of the Board of Directors, senior executives, and their spouses and relatives by blood or marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and informing the shareholders, in line with Principle No. 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board, about the transactions carried out within this scope during the 2025 activity year,			
14. Informing the shareholders, within the framework of the regulations of the Capital Markets Board, about the guarantees, pledges, mortgages, and sureties granted by the Company and its subsidiaries in favor of third parties in 2025, and the income or benefits derived therefrom,			
15. 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: