

RESOLUTION DATE : 20.04.2026
RESOLUTION NO :2026/15
MEMBERS OF THE BOARD OF DIRECTORS : Ahmet Nazif Zorlu
Betül Ebru Edin
Selen Zorlu Melik
Mümin Cengiz Ultav
Bekir Cem Köksal
Cem Mengi
Yusuf Günay

AGENDA : Ordinary General Assembly Meeting for the year of 2025

Resolution: Board of Directors of Zorlu Enerji Elektrik Üretim A.Ş. (“Company”) made the following resolution:

It was unanimously resolved by those present at the meeting that:

- 1- 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,
- 2- The agenda of the meeting shall be determined as stated below,
- 3- The Board of Directors shall be authorized to carry out the necessary procedures for the convocation of the Ordinary General Assembly Meeting and fulfillment of other requirements in accordance with the relevant legislation and the Articles of Association,
- 4- In accordance with the CMB Corporate Governance Principles and CMB Communiqués, the information, documents, and reports required to be disclosed regarding the matters to be discussed at the Ordinary General Assembly Meeting shall be made available to the shareholders on the Company’s website under the title “General Assembly Information Document,” and the Board of Directors shall be authorized to carry out the material event disclosure to inform shareholders accordingly,

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.

BOARD OF DIRECTORS

Ahmet Nazif Zorlu
Chairperson of the Board

Betül Ebru Edin
Vice Chairperson of the Board

Selen Zorlu Melik
Member of the Board

Mümin Cengiz Ultav
Member of the Board

Bekir Cem Köksal
Member of the Board

Cem Mengi
Member of the Board

Yusuf Günay
Member of the Board