

**ZORLU ENERJİ ELEKTRİK ÜRETİM A.Ş.**

**INFORMATION NOTE REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING DATED 15/05/2026 FOR  
THE YEAR 2025**

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 15/05/2026**

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

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

**Trade Registry and Number:** Bursa Trade Registry Directorate – Trade Registration Number: 33550

**Mersis Number (Central Registration System):** 0-9990-0302-4400011

## 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.

#### **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 "Communiqué 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 ..../..../2026, 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.

<b>SHAREHOLDING STRUCTURE AND VOTING RIGHTS OF ZORLU ENERJİ ELEKTRİK ÜRETİM AŞ</b>				
<b>Name/Trade Name of the Shareholder</b>	<b>Number of Shares and Voting Rights</b>	<b>Number of Shares and Voting Rights</b>	<b>Nominal Value of Shares (TL)</b>	<b>Share in Capital (%)</b>
	<b>(Group A)</b>	<b>(Group B)</b>		

	(Units)	(Units)		
Zorlu Holding A.Ş.	500.000.000,000	1.115.434.072,42	1.615.434.072,42	32,31
Korteks Mensucat Sanayi ve Ticaret A.Ş.	-	877.372.880,84	877.372.880,84	17,55
Wren House Infrastructure LP	-	617.212.132,22	617.212.132,22	12,34
Other (*)	-	1.889.980.914,52	1.889.980.914,52	37,8
<b>Total</b>	<b>500.000.000,00</b>	<b>4.500.000.000,00</b>	<b>5.000.000.000,00</b>	<b>100</b>

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

Zorlu Enerji was incorporated on June 21, 1993 with a capital of TRY 10,000,000,000 based on the currency in effect at that time. Zorlu Enerji Elektrik Üretim A.Ş. is a publicly traded company subject to the Capital Markets Law No. 6362, and its shares are traded on the stock exchange and registered in registered form. The Company adopted the registered capital system with the approval of the Capital Markets Board dated May 2, 2002 and numbered 21/579. The Company's issued capital is TRY 5,000,000,000, divided into 5,000,000,000 shares, each with a nominal value of TRY 1 (one).

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 A.Ş. (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 that have significantly affected our Company's and its subsidiaries' past activities, or that are planned to significantly affect their activities in future accounting periods. Additionally, material event disclosures made by our Company within the scope of the relevant legislation can be accessed via the website at <https://yatirimciliskileri.zorluenerji.com.tr/> and at [kap.org.tr](http://kap.org.tr).

***c. If the agenda of the General Assembly includes the dismissal, replacement or election of members of the Board of Directors; information regarding the grounds for dismissal and replacement, and, in respect of the persons whose candidacy for Board membership has been submitted to the Company, their résumés, the duties they have carried out over the last ten years and the reasons for leaving such positions, the nature and materiality of their relationship with the Company and its related parties, whether they meet the independence criteria, and other similar matters that may affect the activities of the Company in the event that they are elected as members of the Board of Directors.***

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.

***d. 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 Ordinary General Assembly Meeting for the year 2025.

**EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED  
15/05/2026**

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

The Chairman of the Meeting, who will preside over the Annual General Assembly Meeting, and the Meeting Chairmanship shall be constituted in accordance with the provisions of the Turkish Commercial Code ("TCC"), the Articles of Association, the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint-Stock Companies and the Ministry Representatives to be Present at These Meetings ("Regulation"), and the Internal Directive on the Working Principles and Procedures of the General Assembly ("Internal Directive")."

**2. Reading and discussion of the Board of Directors' Annual Report for the fiscal year 2025,**

In accordance with the Turkish Commercial Code, the relevant regulations and the Capital Markets Law, the 2025 Annual Report of the Board of Directors, including the Corporate Governance Compliance Report and the Corporate Governance Information Form, which has been made available for shareholders' review at least three weeks prior to the Ordinary General Assembly Meeting at the Company's headquarters, on the Company's website (<https://yatirimciiliskileri.zorluenerji.com.tr/>), on the Public Disclosure Platform (KAP) and on the Central Registry Agency's Electronic General Meeting System (E-GEM), shall be read at the Ordinary General Assembly Meeting and submitted to the shareholders' consideration.

**3. Reading of the Summary of the Independent Auditor's Report for the fiscal year 2025,**

In accordance with the Turkish Commercial Code, the relevant regulations and the Capital Markets Law, the Summary of the Independent Auditor's Report for the 2025 financial year, which has been made available for shareholders' review at least three weeks prior to the Ordinary General Assembly Meeting at the Company's headquarters, on the Company's website (<https://yatirimciiliskileri.zorluenerji.com.tr/>), on the Public Disclosure Platform (KAP) and on the Central Registry Agency's Electronic General Meeting System (E-GEM), shall be read at the Ordinary General Assembly Meeting and submitted to the shareholders' consideration.

**4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2025,**

In accordance with the Turkish Commercial Code, the relevant regulations and the Capital Markets Law, the consolidated financial statements for the fiscal year 2025 financial year, which have been made available for shareholders' review at least three weeks prior to the Ordinary General Assembly Meeting at the Company's headquarters, on the Company's website (<https://yatirimciiliskileri.zorluenerji.com.tr/>), on the Public Disclosure Platform (KAP) and on the Central Registry Agency's Electronic General Meeting System (E-GEM), shall be read at the Ordinary General Assembly Meeting and submitted to the shareholders' consideration and approval.

**5. Reading, discussion and resolution of the Sustainability Report for 2024 prepared in accordance with the Turkish Sustainability Reporting Standards,**

In accordance with the Turkish Commercial Code, the relevant regulations and the Capital Markets Law, the Sustainability Report prepared in accordance with the Turkish Sustainability Reporting Standards, which has been made available for shareholders' review at least three weeks prior to the Ordinary General Assembly Meeting at the Company's headquarters, on the Company's website (<https://yatirimciiliskileri.zorluenerji.com.tr/>), on the Public Disclosure Platform (KAP) and on the Central Registry Agency's Electronic General Meeting System (E-GEM), shall be read at the Ordinary General Assembly Meeting and submitted to the shareholders' consideration and approval.

**6. Submission of the Board of Directors' resolution to the information of the shareholders regarding the non-distribution of profit due to the loss for the fiscal year 2025, as reflected in the Company's**

**consolidated financial statements prepared in accordance with the Capital Markets Board regulations,**

Shareholders shall be informed of the Board of Directors' resolution regarding the non-distribution of dividends for the fiscal year 2025, in accordance with the applicable legislation, due to the loss for the period.

**7. Discussion and resolution on the discharge of the Members of the Board of Directors in respect of the Company's activities and transactions for the fiscal year 2025,**

In accordance with the Turkish Commercial Code and the relevant regulations, the discharge of the members of the Board of Directors in respect of the Company's activities and transactions for the fiscal year 2025 shall be submitted to the approval of the shareholders

**8. 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' resolution dated .... and numbered ....., shall be submitted for the approval of the shareholders, regarding (i) the determination of the number of members of the Board of Directors as five, and (ii) the election of Mr. Cem Mengi and Ms. Betül Ebru Edin as Independent Members of the Board of Directors to serve for a term of one (1) year, taking into account the "Assessment Reports on the Independence of Independent Board Member Candidates" of the Corporate Governance Committee dated 03/04/2026, within the framework of the independence statement set forth under the capital markets legislation, and considering that the Capital Markets Board has not expressed any adverse opinion pursuant to Principle No. 4.3.7, and that such candidates meet all independence statement and have submitted their declarations of independence, résumés and letters of consent attached to the said report; and (iii) the election of ZES Teknik Enerji Tesisleri Bakım ve Yenileme Anonim Şirketi (represented by its natural person representative Mr. Ahmet Nazif Zorlu, Turkish ID No. 24844596260), Zorlu Yenilenebilir Enerji Anonim Şirketi (represented by its natural person representative Ms. Selen Zorlu Melik, Turkish ID No. 24823596908), and Zorlu Renewable USA, Inc. (represented by its natural person representative Mr. Bekir Cem Köksal, Turkish ID No. 47494418416), whose candidacies have been proposed by the Class A shareholder Zorlu Holding A.Ş. with resolution number 2026/[●] dated [●]/04/2026, pursuant to the Articles of Association and who have submitted their consents and are present at the meeting, as members of the Board of Directors, shall be submitted to the approval of the shareholders.

Mr. Cem Mengi and Ms. Betül Ebru Edin, nominees for member of the Board of Directors, meet the independence criteria set forth in the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board. The independent member candidates have been determined by a resolution of the Board of Directors upon the recommendation of the Corporate Governance Committee, which has evaluated the candidates submitted to it, and no adverse opinion has been expressed by the Capital Markets Board in respect thereof within the scope of our Group. The résumés and independence statements of the independent Board member candidates are presented in **Annex-1**.

**9. Discussing and resolving on the membership fee to be paid to the members of the Board of Directors for the 2026 activity year,**

The board membership fee to be paid to the members of the Board of Directors for the fiscal year 2026 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.

**10. Discussion and resolution of the Board of Directors' proposal regarding the selection of the independent audit firm for the audit of the Company's accounts and operations for the 2026 financial year in accordance with the Turkish Commercial Code and the Capital Markets Law,**

Taking into consideration the assessments of the Audit Committee regarding the selection of the independent auditor, the Board of Directors' proposal dated [●]/04/2026 and numbered [●] to appoint KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi as the independent audit firm for the purpose of auditing the Company's financial statements for the accounting period 01.01.2026–31.12.2026 in accordance with the principles set forth under the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and the relevant legislation, shall be submitted to the approval of the shareholders.

**11. Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent audit firm for the sustainability report to be prepared for the 2026 financial year in accordance with the Sustainability Audit Regulation published by the Public Oversight, Accounting and Auditing Standards Authority (POA)**

Within the framework of the Audit Committee's recommendations, and considering that the Company's sustainability practices and performance information, which are complementary to its financial statements, will be prepared in accordance with the Turkish Sustainability Reporting Standards for the 2026 financial period, the Board of Directors' proposal dated [●]/04/2026 and numbered [●] to appoint KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, located at Levent Mah. Meltem Sk. İş Bankası Kuleleri Blok No.14 İş Kapı No.10 Beşiktaş/Istanbul, registered with the Istanbul Trade Registry Office under registration number 480474, to perform the mandatory sustainability assurance audit in accordance with the Assurance Standards issued by the Public Oversight, Accounting and Auditing Standards Authority, shall be submitted to the approval of the shareholders.

**12. Submission of information to the General Assembly regarding donations and grants made in 2025; and discussion and resolution of the Board of Directors' proposal regarding the upper limit of donations to be made during the fiscal year 01.01.2026–31.12.2026,**

Pursuant to the regulations of the Capital Markets Board, and provided that donations are added back to the distributable profit base, do not constitute a breach of the Capital Markets Law and other applicable legislation, that the required material event disclosures are made, and that donations made during the year are submitted to the information of the shareholders at the General Assembly, it is proposed that the upper limit of donations to be made during the fiscal year 01.01.2026–31.12.2026 be determined as 1.5% of the Company's EBITDA as disclosed in the publicly announced annual consolidated financial statements for the preceding fiscal year prepared in accordance with the Capital Markets Board regulations, and that this matter be submitted to the approval of the shareholders at the Company's 2025 Ordinary General Assembly Meeting.

**13. Authorization of shareholders holding management control, members of the Board of Directors, senior executives, and their spouses and relatives by blood or affinity up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and informing the shareholders regarding transactions carried out within this scope during the 2025 financial year in accordance with Principle 1.3.6 of the Corporate Governance Principles of the Capital Markets Board,**

Transactions by members of the Board of Directors within the scope of Articles 395 "Prohibition of Dealing with the Company and Borrowing from the Company" and 396 "Non-Competition" of the Turkish Commercial Code are subject to the approval of the General Assembly. In order to fulfill this requirement, the granting of

such authorizations shall be submitted to the approval of the shareholders at the Company's 2025 Ordinary General Assembly Meeting. In accordance with Principle 1.3.6 of the Corporate Governance Principles of the Capital Markets Board, shareholders shall also be informed regarding transactions carried out within this scope during the 2025 financial year.

**14. Pursuant to the regulations of the Capital Markets Board, shareholders shall be informed regarding guarantees, pledges, mortgages, and sureties granted by the Company and its subsidiaries in favor of third parties in 2025, as well as any income or benefits derived therefrom,**

In accordance with Article 12 of the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board, information regarding guarantees, pledges, mortgages, and sureties granted by the Company and its subsidiaries in favor of third parties, and any income or benefits obtained therefrom, shall be disclosed to the shareholders. This agenda item is not subject to voting and is included solely for the purpose of informing the General Assembly. This matter is also disclosed in Note 18 to the consolidated financial statements as of 31.12.2025.

**15. Closing.**

**ANNEXES:**

- Annex- 1 CVs and Independence Statements of Independent Board Member Candidates
- Annex -2 Board of Directors' Proposal Regarding Non-Distribution of Dividend
- Annex -3 Board of Directors' Resolution Regarding the Proposed Donation Limit for 2026
- Annex -4 Sample Power of Attorney
- Annex -5 Financial Statements for 2025, the 2024 Sustainability Report Prepared in Compliance with the Türkiye Sustainability Reporting Standards, the Board of Directors' Annual Report, and the Independent Audit Report are available at the following link:

<https://yatirimciiliskileri.zorluenerji.com.tr/finansal-bilgiler-ve-raporlar/spk-finansal-tablolari>

<https://yatirimciiliskileri.zorluenerji.com.tr/finansal-bilgiler-ve-raporlar/faaliyet-raporlari>

<https://www.zorluenerji.com.tr/medium/page/document/353a27ca-4690-40c7-a374-8568f99fcf03>

## ANNEX -1

### CURRICULUM VITAE AND INDEPENDENCE STATEMENTS OF INDEPENDENT BOARD MEMBER CANDIDATES

#### **Cem MENGI**

(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.

#### **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 (İKSÜ) 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**

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 Uretim 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,
- d) 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,
- e) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,
- f) 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,
- g) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,
- h) 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,
- i) 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,
- j) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.
- k) 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,

- l) The Company does not have any service contract with the shareholders holding 5% or more of the Company's shares and senior executives,
- m) I am not on the board of any non-profit organisation that receives significant donations or contributions from the Company,
- n) There is no consultancy service relationship between the Company, shareholders holding 5% or more of the Company's shares and senior executives,

## CEM MENGI

03/04/2026

### STATEMENT OF INDEPENDENCE

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 Uretim 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,
- d) 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,
- e) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,
- f) 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,
- g) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,
- h) 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,
- i) 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,

- j) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.
- k) 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,
- l) The Company does not have any service contract with the shareholders holding 5% or more of the Company's shares and senior executives,
- m) I am not on the board of any non-profit organisation that receives significant donations or contributions from the Company,
- n) 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-2

#### BOARD OF DIRECTORS' RESOLUTION ON NON-DISTRIBUTION OF DIVIDEND

Board of Directors of Zorlu Enerji Elektrik Üretim A.Ş. ("Company") made the following resolution on [●]/04/2026: It was unanimously resolved by the attendants of the meeting that, for the 2025 financial year, the Company recorded a net profit of TRY 6,317,751 thousand in its statutory financial statements prepared in accordance with the provisions of the Turkish Commercial Code and the Tax Procedure Law, whereas a net loss of TRY 14,707,184 thousand was reported in its consolidated financial statements prepared in accordance with Turkish Accounting Standards/Turkish Financial Reporting Standards and the formats prescribed by the Capital Markets Board ("CMB"), pursuant to CMB Communiqué No. II-14.1 on the Principles of Financial Reporting in Capital Markets. Although a net profit is reported in the Company's statutory records maintained under the Tax Procedure Law, considering the net loss reflected in the consolidated financial statements prepared in accordance with CMB regulations, it was resolved that no dividend distribution shall be made, and this matter shall be submitted to the information of the shareholders at the 2025 Ordinary General Assembly Meeting.

<b>ZORLU ENERJİ ELEKTRİK ÜRETİM AŞ</b>			
<b>Dividend Distribution Table for the Year 2025 (Thousand TL)</b>			
<b>1. Paid-in/Issued Capital</b>		<b>5.000.000</b>	
<b>2. General Statutory Reserve Fund (According to Legal Records)</b>		<b>6.841</b>	
<b>If there are any privileges for profit distribution as per the Articles of Association, information related to such privilege</b>		<b>-</b>	
		<b>According to the Capital Markets Board (CMB)</b>	<b>According to Legal Records (LR):</b>
<b>3.</b>	<b>Period Profit</b>	-10.527.907	6.437.701
<b>4.</b>	<b>Taxes Payable ( - )</b>	-4.179.277	119.950
<b>5.</b>	<b>Net Period Profit ( = )</b>	<b>-14.707.184</b>	<b>6.317.751</b>
<b>6.</b>	<b>Losses from Previous Years ( - )</b>	0	-7.204.759
<b>7.</b>	<b>General Legal Reserve ( - )</b>	0	0

8.	<b>NET DISTRIBUTABLE PERIOD PROFIT (=)</b>	<b>0</b>	<b>0</b>
9.	Donations made during the year ( + )	289	289
10.	<b>Net Distributable Period Profit Including Donations</b>	<b>0</b>	<b>0</b>
11.	<b>First Dividend to Shareholders</b>		
	-Cash		
	-Non-cash		
	<b>-Total</b>		
12.	<b>Dividend distributed to privileged shareholder</b>		
13.	<b>Other Dividends Distributed</b>		
	- To Members of the Board of Directors,		
	- To Employees, - To Non-Shareholders		
14.	<b>Dividend Distributed to Beneficiary Certificate Holders</b>		
15.	<b>Second Dividend to Shareholders</b>		
16.	<b>General Legal Reserve</b>		
17.	<b>Statutory Reserves</b>		
18.	<b>Special Reserves</b>		
19.	<b>EXTRAORDINARY RESERVES</b>		
20.	Other Sources Proposed for Distribution		
	- Profit of the Previous Period		
	- Extraordinary Reserves		
	- Other Distributable Reserves as per the Law and Articles of Association		

<b>TABLE OF DIVIDEND DISTRIBUTION RATIOS</b>						
	<b>GROUP</b>	<b>TOTAL AMOUNT OF DIVIDENDS TO BE DISTRIBUTED</b>		<b>TOTAL DIVIDENDS DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>DIVIDEND ATTRIBUTABLE TO EACH SHARE WITH A NOMINAL VALUE OF TRY 1</b>	
		<b>CASH (TL)</b>	<b>NON-CASH (TL)</b>	<b>RATIO (%)</b>	<b>AMOUNT (TL)</b>	<b>RATIO (%)</b>
<b>NET</b>	<b>A</b>	0	0	0,0	0	0,0
	<b>B</b>	0	0	0,0	0	0,0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0,0</b>	<b>0</b>	<b>0,0</b>

**ANNEX -3**

**BOARD OF DIRECTORS' RESOLUTION REGARDING THE PROPOSED DONATION LIMIT FOR 2026**

Board of Directors of Zorlu Enerji Elektrik Üretim A.Ş. ("Company") made the following resolution on [●]/04/2026 :

It was unanimously resolved by the attendants to the meeting that, in accordance with 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 01.01.2026 – 31.12.2026 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 matter shall be proposed for the approval of the shareholders at the 2025 Ordinary General Assembly Meeting of the Company

**ANNEX-4**

**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.**

<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
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:

## ANNEX-5

### **CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2025, SUSTAINABILITY REPORTS FOR 2024 AND 2025 PREPARED IN COMPLIANCE WITH THE TÜRKİYE SUSTAINABILITY REPORTING STANDARDS, AND THE INDEPENDENT AUDIT REPORT**

The annual consolidated financial statements as of 31.12.2025 can be accessed at <https://yatirimciliskileri.zorluenerji.com.tr/finansal-bilgiler-ve-raporlar/spk-finansal-tablolari>, and the Integrated Annual Report at <https://yatirimciliskileri.zorluenerji.com.tr/finansal-bilgiler-ve-raporlar/faaliyet-raporlari>, additionally the Sustainability Report for 2024, prepared in compliance with the Turkish Sustainability Reporting Standards, can be access at <https://www.zorluenerji.com.tr/medium/page/document/353a27ca-4690-40c7-a374-8568f99fcf03>