

MARGÜN ENERJİ ÜRETİM SANAYİ VE TİCARET ANONİM ŞİRKETİ MEETING

MINUTES OF ORDINARY GENERAL ASSEMBLY DATED ON 10/04/2023

The ordinary general assembly meeting of Margün Enerji Üretim Sanayi ve Ticaret Anonim Şirketi held at 11.00, Kızılırmak Mah. 1450. Sok. ATM Plaza Blok Kat:14 No:1/67 Çankaya, Ankara, on April 10, 2023 with supervision of the Ministry Representative, Mr. Satılmış BATUR, who was appointed with the letter of the Ankara Governorship Provincial Directorate of Commerce dated 07/04/2023 and numbered E-94566553-431.03-00084382987

The meeting invitation in accordance with the Law and the Articles of Association, including the meeting agenda, according to article 414 of Turkish Commercial Code, has been announced in a timely manner on the 10792 numbered Official Gazette dated March 17, 2023 and on the Public Disclosure Platform dated March 15, 2023 and on our company's website addressed at www.margunenerji.com.tr and on the Electronic General Assembly System of the Central Registry Agency.

In the examination of the list of attendees, 410,000,000 total shares (Group A 100,000,000 - Group B 310,000,000) with a nominal value of 1 TL corresponding to a capital of 410,000,000 TL (Group A 100,000,000 - Group B

221.204.685) upon understanding that the share of TL 321.204.685 was represented at the meeting and thus, understanding that the meeting quorum stipulated in both the Law and the articles of association was available the meeting was opened by Sami Özgür BOSTAN, member of the Board of Directors, and the agenda was discussed simultaneously in physical and electronic media.

1. It was unanimously decided to elect Sami Özgür BOSTAN, Vice Chairman of the Board of Directors, as the chairman of the meeting and Gökhan KILIÇ as the minutes clerk. Chairman has assigned Yasin OĞUZ to use the Electronic General Assembly system, who is certified on it.
2. Signing the minutes of the General Assembly was accepted with a majority of 321.202.042 votes against 2.643 rejection votes.
3. Due to the fact that the Annual Report of the Board of Directors for the year 2021, excluding the announcement and meeting days, was opened to review for the shareholders at the Company headquarters, at www.margunenerji.com.tr and on the Public Disclosure Platform within the legal period three weeks before the date of the general assembly meeting, it was suggested not to read again. The motion was accepted with a majority of 321.202.042 votes against 2.643 rejection votes. Financial Statements for the year 2022 were opened to negotiation. No one took the floor, it was accepted with a majority of 321.202.042 votes against 2.643 rejection votes.
4. 2022 Independent Audit Report Summary was read by YILMAZ SEZER from Güncel Bağımsız Denetim Danışmanlık ve YMM A.Ş.
5. Due to the fact that the Financial Statements for the year 2022, excluding the announcement and meeting days, was opened to review for the shareholders at the Company headquarters, at www.margunenerji.com.tr and on the Public Disclosure Platform within the legal period three weeks before the date of the general assembly meeting, it was suggested not to read again. , it was accepted with a majority of 321.202.042 votes against 2.643 rejection votes. Financial Statements for the year 2022 were opened to negotiation. No one took the floor. it was put to the vote and accepted with a majority of 321.204.185 votes against 500 rejection votes.
6. The release of the Members of the Board of Directors started due to the activities and accounts of 2022. it was accepted with a majority of 315.102.042 votes against 2.643 rejection votes. Board members did not vote for their own release.
7. Decision for the independent external audit of the company for the fiscal period that started on 01.01.2022 and ended on 31.12.2022 by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. in accordance with the principles determined as regards to the Turkish Commercial Code No. 6102 and Capital Market Law No. 6362, The Board of Directors Proposal Resolution dated 23.03.2022 and numbered 2022/09 was submitted to the approval of the General Assembly and approved with a majority of 321.204.185 votes against 500 rejection votes.
8. In accordance with the Capital Markets Board's Dividend Communique numbered II-19-1, a net distributable profit of TRY 621.652.925,63 in the independently audited balance sheet, prepared in accordance with TFRS standards, can be distributed in the balance sheet for the year 31.12.2022 prepared in accordance with the statutory records period profit is TRY 236.859.194,12 Based on the proposal of our Board of Directors dated 15.03.2023 and numbered 2023/18, the proposal to distribute a gross dividend of TRY 10,000,000 and distribute bonus issue TRY 226.859.194,12 to distribute it in one go on 12.04.2023 was submitted for approval. As a result of the voting, it was accepted with a majority of 321.204.185 votes against 500 rejection votes.
9. It was proposed to elect Yusuf ŞENEL, Ebru ŞENEL, Sami Özgür BOSTAN and Gökhan KILIÇ as Members of the Board of Directors of the Company to serve for a term of three year, and Uğur YİĞİT and Ziya AKBAŞ to serve as Independent Board Members of our Company for a term of three year. Since there was no one taking the floor, voting was started. it was accepted with a majority of 321.106.843 votes against 97.842 rejection votes decided by the participants to elect Yusuf ŞENEL, Ebru ŞENEL, Sami Özgür BOSTAN and Gökhan KILIÇ as Members of the

Board of Directors to serve for three year, and Uğur YİĞİT and Ziya AKBAŞ to serve as Independent Board Members of our Company for three year

10. The negotiation and approval of the remuneration of the Members of the Board of Directors started. As a result of the voting, it was unanimously accepted that the Chairman of the Board of Directors were paid a net monthly wage of TRY 40,000, the Independent Board Members were paid a net monthly wage of TRY 8,500 and that the Deputy Chairman of the Board and the Members of the Board of Directors did not receive any wages other than the salary they were accepted with a majority of 317.202.643 votes against 4.002.042 rejection votes.
11. Donations and charities made were put on the agenda at the Ordinary General Assembly Meeting of the relevant year and presented to the partners, donations and aids made in 2022 are TRY 2.220.046. it was unanimously decided to set an upper limit for donations and aids in 2022, limited to 2% of our yearly turnover it was accepted with a majority of 317.403.131 votes against 3.801.554 rejection votes.
12. 12. Within the framework of CMB Corporate Governance Principles and Articles 395 and 396 of the TCC No 6102, shareholders who holding the management power, shareholder members of the Board of Directors, senior executives and their spouses and relatives by blood and affinity up to third degree; to be able to perform transactions and compete with the company or its subsidiaries, which may cause conflict of interest, to transact with the company on behalf of themselves or someone else, to perform the activities within the field of activity of the company in person or on behalf of others and to be a partner in companies that do the same type of work as an unlimited partner and to perform other transactions, it was decided to give permission with a majority of 321.204.185 votes against 500 rejection votes. Within the framework of Articles 395 and 396 of the TCC and CMB regulations. Shareholders were informed about the transactions carried out within this scope in 2022.
13. 13. Within the scope of Article 12/4 of the "Corporate Governance Communiqué of the Capital Markets Board (II-17.1), the general assembly was informed about the income or benefits obtained from the guarantees, pledges, mortgages and sureties given by the company in favor of third parties.
14. Within the framework of the Capital Markets Board's Communiqué II-22.1, the decision regarding share buy-back programme which was approved by the Board of Directors on 26/08/2022 and revised on 15.02.2023, has been submitted to the information of the General Assembly
15. Authorization of the Board of Directors to decide on the distribution of Advance Dividends for the 2023 accounting period within the scope of the 14th article of the Articles of Association titled Dividend Advance and the Capital Markets Board's Dividend Communiqué No. II-19.1 was put to the vote and accepted unanimously.
16. In case of insufficient profit or loss at the end of the 2023 accounting period, the advance dividend to be distributed will be deducted from the resources that can be subject to the profit distribution in the annual statement of financial position for the 2023 accounting period was put to the vote and accepted unanimously.
17. The general assembly was terminated at 11.30 am, without appealing to the decisions taken by the meeting chair in the wishes and desires. This report has been written and signed by us at the site. 10.04.2023

Chairman of the Meeting

Sami Özgür BOSTAN



Minutes Clerk

Gökhan KILIÇ



MINISTRY REPRESENTATIVE

Satılmış BATUR

