ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

INFORMATION DOCUMENT FOR

2025 ORDINARY GENERAL ASSEMBLY DATED 16.12.2026

ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

INVITATION LETTER FOR THE

2025 ORDINARY GENERAL MEETING

The Ordinary General Meeting of our company will be held to discuss the agenda items given below at 10:30 on, 16 December 2026 at Nidakule Kuzey Ataşehir Barbaros Mahallesi Begonya Sokak No:3 B3 katı 34746 Ataşehir/ İstanbul.

The shareholders can participate in the Ordinary General Assembly of our Company physically or electronically, in person or by proxy. Participation in the General Assembly electronically media is possible with the secure electronic signatures of the shareholder or their representatives. To this end, the shareholders that shall carry out transactions in the Electronic General Assembly System (EGKS) have to register to the Central Securities Depository of Turkey (Merkezi Kayıt Kuruluşu A.Ş. (MKK)) e-MKK Bilgi Portalı (Information Portal) and enter their information through a secure electronic signature. It is not possible for the shareholders or their representatives who have not registered to the E-MKK Bilgi Portalı and do not have electronic signatures to participate in the General Assembly over electronically.

Our shareholders who wish to participate in the General Meeting in person can use the rights related to their shares registered in the "Shareholders List" included in the MKK system by submitting their identification cards.

The shareholders who cannot participate in the meeting personally in either physical or electronically have to issue their powers of attorney in accordance with the example below or obtain an example of the power of attorney form from the Company Headquarters or the Company Web site at www.odas.com.tr and they should carry out the other issues stipulated in the "Communiqué on Voting by Proxy and Collection of Powers of Attorney by Invitation" No. II-30-1 of the Capital Market Board that was published in the Official Gazette dated 24 December 2013 and numbered 28861 and submit their powers of attorney, the signatures of which have been certified by a notary public, as attached to the Power of Attorney Form bearing their own signatures.

With the provisions of electronic voting related to the Agenda Items of the Ordinary General Assembly Meeting remaining reserved, open ballot method shall be used through raising hands.

As per article 415 paragraph 4 of the Turkish Trade Law numbered 6102 and article 30 paragraph 1 of the Capital Market Law numbered 6362, the right to participate and vote in the General Assembly shall not be dependent on the condition of reservation of the share certificates.

The detailed Information Document that comprises of the Board of Directors' Annual Report, Auditor's Report, TSRS-Compliant Sustainability Report, Financial Statements for the year 2025 prepared within the framework of the provisions of the Capital Market Law and the related legislations, and the explanations and related documents within the framework of mandatory Corporate Governance Principles related to the proposal regarding Profit Distribution shall be made available within the legal period, 3 weeks before the meeting, for review by our Shareholders at the Company Headquarters and the Company Internet site at www.odas.com.tr

The stakeholders are also invited to the General Assembly meeting, but without the right to speak. We submit this information for our Shareholders and request their attendance.

ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

ADDITIONAL EXPLANATIONS IN LINE WITH THE CAPITAL MARKET LAW AND THE CORPORATE GOVERNANCE COMMUNIQUE

Our explanations made within the scope of Article 1.3.1 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué numbered II.17.1 are given below:

1. Shareholder Structure and Voting Rights

The following table shows the current shareholder structure and voting rights of our shareholders:

Shareholders	Group A	Group B	Total	Share Percentage	Number of Votes*	Voting Rights* (%)
BURAK ALTAY	4,277,819.85	229.224.767,71	233.502.587,56	16.68%	293.392.065	19.30%
ABDULKADİR BAHATTİN ÖZAL	4,277,819.85	63.921.406,71	68,199,226.56	4.87%	128,088,704	8.43%
BB ENERJİ YATIRIM SANAYİ VE TİC. A.Ş. (100% owned by Burak Altay)	-	39.619.143,31	39,619,143.31	2.83%	39,619,143	2.61%
OTHER	-	1.058.679.042,6	1.058.679.042,6	75.62%	1.058.679.042,6	69.66%
TOTAL	**8,555,639.7**	**1,391,444,360.3**	**1,400,000,000.00**	**100.00%**	**1,519,778,955.6**	**100.00%**

The rights related to the shares repurchased by the Company within the scope of the Share Buy-Back Programme are frozen. The buy-back shares do not have voting rights and these shares will not be taken into account in the meeting quorum.

Group (A) shares have privilege in the determination of the members of the board and in voting in the general meeting within the framework of articles 7, 8 and 10 of these Articles of Association (the Board of Directors, nomination for the Board of Directors, election of the chairman and the deputy chairman, representing the company and right to vote at the General Meeting).

At the ordinary and extraordinary General meetings of the company, group (A) shareholders shall have the right for 15 votes for each share while group (B) shareholders shall have right for 1 vote for each share. Group (B) shareholders do not carry any privilages.

Two members of the Board of Directors which consists of minimum five (5) members must be elected by the general assembly among the members to be nominated by Group (A) shareholders.

2. Management And Activity Changes In The Company And Affiliates, Which May Substantially Affect The Corporate Activities

There are no change in the management and business activities of the company and affiliates, realized in the last accounting year, or planned for the subsequent accounting year as to substantially affect the partnership activities.

3. Matters To Be İncluded İn The Agenda Upon Request Of The Shareholders

No written request was received from shareholders to include an item on the agenda of the Ordinary General Meeting at which the activities for 2025 are to be discussed.

4. In case there is an amendment to the Articles of Association on the agenda, the old and new versions of the Amendments to the Articles of Association together with the relevant Board of Directors Resolution

There will be no amendments to the Articles of Association at the planned Ordinary General Assembly meeting.

INFORMATION FOR THE AGENDA ITEMS SUGGESTED FOR DISCUSSION

IN THE 2025 ORDINARY GENERAL MEETING

1. Opening and Election of the Meeting Chairman

In accordance with Turkish Commercial Code No. 6102 (TCC), the Regulation on the Procedures and Principles of General Meetings of Joint Stock Companies and on Ministry of Trade Representatives Attending Such Meetings (the "Regulation" or "General Meeting Regulation"), and Article 7 of the Internal Directive on General Meetings, the election of the Meeting Chair to preside over the General Meeting will be submitted for shareholders' approval.

2. Authorization of the Meeting Board to Sign the Minutes of General Assembly Meeting

It will be presented for the approval of the shareholders to authorize the Meeting Board for recording of the General Meeting Resolutions in accordance with the Turkish Commercial Code, Regulations and Corporate laws on General Meeting Rules

3. Reading, discussion and approval of the 2025 Annual Report prepared by the Board of Directors

The Board of Directors' Annual Report for the financial period 1 January 2025 - 31 December 2025, prepared in accordance with the Turkish Commercial Code, the Regulation, the Capital Markets Law and the relevant legislation, will be read at the General Meeting. The report will be presented for shareholders' consideration and submitted to a vote.

The relevant report may be obtained from the Company's headquarters or its website at www.odas.com.tr

4. Reading, discussion and approval of the summary of Independent Audit Report for the 2025 financial year

The summary of the Independent Audit Report for the financial period 1 January 2025 - 31 December 2025, prepared pursuant to the Turkish Commercial Code, the Capital Markets Law and the relevant regulations, will be read and submitted for approval at the General Meeting.

The relevant report may be obtained from the Company's headquarters or its website at www.odas.com.tr

5. Reading, discussion and approval of the Financial Statements for the 2025 financial year

Information will be presented concerning the Balance Sheet and Income Statement for the financial period 1 January 2025 - 31 December 2025, made available for shareholders' inspection at the Company's headquarters, through MKK's Electronic General Meeting portal and on the Company's corporate website at www.odas.com.tr for three weeks preceding the General Meeting, in accordance with the Turkish Commercial Code, the Capital Markets Law and relevant regulations. The financial statements will be submitted for shareholders' consideration and approval.

6. Reading, discussion and approval of the 2025 Sustainability Report prepared in accordance with the Turkish Sustainability Reporting Standards (TSRS)

In accordance with the Turkish Commercial Code, the regulations of the Public Oversight, Accounting and Auditing Standards Authority and other relevant legislation, information will be presented concerning the Sustainability Report compliant with Turkish Sustainability Reporting Standards (TSRS) for the financial period 1 January 2025 - 31 December 2025, made available for shareholders' inspection for the three weeks preceding the General Meeting at the Company's headquarters, through MKK's Electronic General Meeting portal and on the Company's corporate website at www.odas.com.tr. The report will be submitted for shareholders' consideration and approval.

7. Reading, discussion and approval of the Board of Directors' proposal regarding profit distribution for 2025

Having reviewed distributable profits in the consolidated financial statements for the financial period 1 January 2025 - 31 December 2025, prepared in accordance with Turkish Accounting / Financial Reporting Standards pursuant to the Turkish Commercial Code and the Capital Markets Law and audited by AS Bağımsız Denetim ve YMM Anonim Şirketi (Nexia International), together with financial statements prepared in accordance with the Tax Procedure Law based on the Company's 2025 activities, it has been determined that no distributable profit arose for the 2025 financial period (Annex 1). Accordingly, the proposal not to distribute dividends will be submitted for approval at the General Meeting.

The Profit Distribution Table prepared in the format stipulated by the CMB Dividend Communiqué No. II-19.1 and the Dividend Guide issued thereunder is provided in Annex 1.

8. Deciding on the acquittal of the Board of Directors members individually for the Company activities in 2025

It will be presented for approval of the General Assembly to individually acquit the Board of Directors members for the 2025 activities, operations and accounts in line with the Turkish Commercial Code and Related Regulations.

9. Submission to the General Meeting for approval of the appointments made to the Board of Directors pursuant to Article 363 of the Turkish Commercial Code.

Following the death of Board Member Hafize Ayşegül Özal, Zehra Zeynep Dereli Karaçöl was appointed to the vacant seat on the Board of Directors pursuant to Article 363 of the Turkish Commercial Code by Board of Directors Resolution No. 2026/07 dated 13 May 2026.

The appointment will be submitted for approval at the General Meeting. If approved, Zehra Zeynep Dereli Karaçöl will continue to serve for the remainder of her predecessor's term of office.

10. In accordance with the Corporate Governance Principles, informing shareholders about the Remuneration Policy for Members of the Board of Directors and Senior Executives and the payments made within the scope of the policy.

Pursuant to CMB Corporate Governance Principle 4.6.2, the principles governing the remuneration of members of the Board of Directors and senior executives must be documented in writing and presented to shareholders for information as a separate agenda item at the General Meeting, thereby enabling shareholders to express their views. Accordingly, the Remuneration Policy for Members of the Board of Directors and Senior Executives was adopted by Board of Directors Resolution No. 2026/08 dated 16 June 2026, published on the corporate website and included in Annex 3.

Information concerning benefits provided by ODAŞ Elektrik Üretim Sanayi Ticaret A.Ş. to members of the Board of Directors and senior executives in 2025 is disclosed in Note 6 to the Company's financial reports for the 2025 financial year.

11. Determination of the attendance fees, bonuses, premiums and monthly remuneration payable to members of the Board of Directors

Pursuant to Turkish Commercial Code No. 6102, the Company's Articles of Association and its Remuneration Policy currently in force, the aggregate annual net remuneration payable to members of the Board of Directors will be determined.

12. Submission to the General Meeting for approval of the Independent Audit Firm proposed by the Board of Directors, based on the relevant report of the Company's Audit Committee, to audit the Company's financial statements and reports for 2026 in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board.

In accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board, at its meeting dated 1 July 2026, the Board of Directors resolved, taking into account the opinion of the Audit Committee, to appoint AS Bağımsız Denetim ve YMM A.Ş. (Nexia International) to audit the Financial Reports and Board of Directors' Annual Reports of the

Company for the 2026 financial period and carry out the other activities contemplated by the relevant legislation. This appointment will be submitted for approval at the General Meeting.

13. **Discussion and approval of the audit firm authorized in the field of sustainability and proposed by the Board of Directors for 2026, to conduct mandatory assurance audits of Corporate Sustainability Reports prepared in accordance with the Turkish Sustainability Reporting Standards issued by the Public Oversight, Accounting and Auditing Standards Authority, and to carry out other activities within the scope of the relevant regulations, in accordance with the Turkish Commercial Code, the Sustainability Audit Regulation and other applicable legislation.**

In accordance with the Turkish Commercial Code, the regulations of the Public Oversight, Accounting and Auditing Standards Authority and other relevant legislation, and after considering the opinion of the Audit Committee, the Board of Directors has selected KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. ("KPMG") to perform the assurance audit of the Company's TSRS-compliant Sustainability Report for 2026 and to carry out other activities under the applicable regulations. The selection will be submitted for approval at the General Meeting.

14. **Informing shareholders about the donations made by the Company in 2025.**

In accordance with Article 6 of the CMB Dividend Communiqué No. II-19.1, shareholders will be informed at the Ordinary General Meeting about donations and payments made during 2025.

15. **Resolution on the upper limit for donations and aid to be made in 2026 pursuant to Article 19/5 of the Capital Markets Law.**

Pursuant to Article 6 of the CMB Dividend Communiqué No. II-19.1, the upper limit for donations and aid to be made in 2026 will be determined by the General Meeting.

16. **Informing shareholders about the guarantees, pledges, mortgages and sureties provided in favor of third parties in 2025, and any income or benefits obtained therefrom, pursuant to the regulations of the Capital Markets Board**

Pursuant to the CMB Corporate Governance Communiqué No. II-17.1, shareholders will be informed at the Ordinary General Meeting whether the Company and/or its subsidiaries and affiliates provided any guarantees, pledges, mortgages or sureties in favour of third parties, and whether any income or benefits were obtained therefrom.

17. **Providing information regarding the transactions specified in Principle 1.3.6 of the Annex to the Capital Markets Board's Corporate Governance Communiqué**

The General Meeting will be informed about transactions falling within the scope of Principle 1.3.6 of the Annex to the Corporate Governance Communiqué.

18. **Informing shareholders about related-party transactions carried out in 2025 within the framework of the regulations of the Capital Markets Board.**

The General Meeting will be informed about related-party transactions carried out in 2025 within the framework of the regulations of the Capital Markets Board.

19. **Submission to the General Meeting for approval of granting permission to the members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code**

As members of the Board of Directors may engage in transactions falling within the scope of Article 395 (“Prohibition on Transactions with the Company and Borrowing from the Company”) and Article 396 (“Non-Competition”) of the Turkish Commercial Code only with the approval of the General Meeting, the granting of such permission will be submitted for shareholders’ approval.

20. **Informing shareholders, within the framework of the Capital Markets Board's Communiqué on Buy-Back Shares No. II-22.1 and related regulations, about the transactions carried out under the Company's Share Buy-Back Programme initiated by the Board of Directors' resolution dated 6 December 2023, approved at the General Meeting on 18 December 2024 and expired as of 6 December 2026, the programme's results and subsequent developments regarding share repurchases,**

By resolution dated 6 December 2023, the Board of Directors of the Company initiated a Share Buy-Back Programme with the aim of supporting sound price formation in the share market and offering shareholders a more attractive long-term investment opportunity.

The maximum number of shares that may be repurchased under the programme was set at 75,000,000 shares, the maximum funds allocated to repurchases at TRY 800,000,000, and the programme term at three years from the date of the Board resolution. The programme was submitted for shareholders’ approval and approved at the General Meeting held on 18 December 2024. The programme expired as of 6 December 2026.

In accordance with applicable Capital Markets Board regulations, shareholders will be informed at the General Meeting about the transactions carried out under the programme and its results. If, following the expiry of the existing programme, a new decision is adopted to continue share buy-back activities and a new programme is established, shareholders will also be informed accordingly.

21. **Wishes, comments and closing.**

At the end of the agenda, Company representatives will provide the necessary explanations in response to any questions raised by shareholders.

ANNEXES:

Annex 1: Dividend Distribution Table

Annex 2: Power of Attorney (Proxy Form)

Annex 3: Remuneration Policy for Members of the Board of Directors and Senior Executives

Annex 1: DIVIDEND DISTRIBUTION TABLE

ODAŞ ELEKTRİK ÜRETİM A.Ş 2025 Profit Distribution Table (TL)			
1. Paid/Issued Capital			**1.400.000.000**
2. General Legal Reserve (As Per Legal Records)			**23.911.937**
Information Regarding Profit Distribution Privileges Recognized by the Articles of Association, If Any			
		As Per CMB	As Per Statuory Financials
3.	**Profit for the Year**	467.121.801	1.782.237.451
4.	**Taxes (-)**	(373.895.291)	
5.	**Net Profit for the Year (=)**	93.226.510	1.782.237.451
6.	**Previous Years Loses (-)**		(1.794.564.733)
7.	**General Legal Reserve (-)**		
8.	**Distributable Net Profit for the Year (=)**	93.226.510	(12.327.281)
9.	**General Donations Made Within the Year (+)**	9.972.885	9.972.885
10.	**Net Distributable Profit of the Year, After Adding the Donations**	103.199.395	(2.354.397)
11.	**First Dividend to Shareholders**		
	-Cash		
	-Bonus		
	- Sum		
12.	Dividend Distributed to Previleged Shareholders		
13	Other Distributed Profits		
	-To the Members of Board of Directors,		
	-Employees		
	-To Non-Shareholder Third Parties		
14.	**Dividend Distributed to Shareholders of Redeemed Shares**		
15.	**Second Dividend To Shareholders**		
16.	**Second General Legal Reserve**		
17.	**Statuary Reserves**		
18.	**Special Reserves**		
19.	**Reserve for Contingencies**		
20.	**Other Proposed Distributable Resources**		

Annex 2: Power of Attorney (Proxy Form)

ODAŞ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ

I hereby assign …….. with the detailed information below as my proxy to represent me, to vote, to make proposals, and to sign the required documents in parallel with the opinions I have specified below in the Ordinary General Meeting of ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET ANONİM ŞİRKETİ for the year 2025 to be held at 10:30 on Wednesday, 16th of December 2026, at Nidakule Kuzey Ataşehir Barbaros Mahallesi Begonya Sokak No:3 B3 katı 34746 Ataşehir/ İstanbul

The Proxy's(*)

Name Surname/Commercial Title:

Republic of Turkey ID No/Tax No:

Trade Registry and Number and MERSIS number:

(*) For proxies of foreign nationality, the equivalent of the listed information, if any, must be submitted.

A) SCOPE OF THE REPRESENTATION POWER

For the sections 1 and 2 below, one of the options from (a), (b), or (c) should be chosen to specify the authorization scope.

1. Regarding the Items included in the General Assembly Agenda:

a) The proxy is authorized to vote as per their opinions.

b) The proxy is authorized to vote as per the opinions of the corporate management.

c) The proxy is authorized to vote in accordance with the following instructions.

Instructions:

In case the shareholder chooses option (c), the instructions for each agenda item is given by checking the options (accept or reject) given against the related general assembly item and, if the reject option is chosen, then by the dissenting opinion requested to be written in the general assembly minutes, if any.

Agenda Items(-)	**Accept**	**Reject**	**Dissenting Opinion**
1. Opening and Election of the Meeting Chairman			
2. Authorization of the Meeting Board to Sign the Minutes of General Assembly Meeting			
3. Reading, discussion and approval of the 2025 Annual Report prepared by the Board of Directors			
4. Reading, discussion and approval of the summary of Independent Audit Report for the 2025 financial year			
5. Reading, discussion and approval of the Financial Statements for the 2025 financial year			

6. Reading, discussion and approval of the 2025 Sustainability Report prepared in accordance with the Turkish Sustainability Reporting Standards (TSRS)			
7. Reading, discussion and approval of the Board of Directors' proposal regarding profit distribution for 2025			
8. Deciding on the acquittal of the Board of Directors members individually for the Company activities in 2025			
9. Submission to the General Meeting for approval of the appointments made to the Board of Directors pursuant to Article 363 of the Turkish Commercial Code.			
10. In accordance with the Corporate Governance Principles, informing shareholders about the Remuneration Policy for Members of the Board of Directors and Senior Executives and the payments made within the scope of the policy.			
11. Determination of the attendance fees, bonuses, premiums and monthly remuneration payable to members of the Board of Directors			
12. Submission to the General Meeting for approval of the Independent Audit Firm proposed by the Board of Directors, based on the relevant report of the Company's Audit Committee, to audit the Company's financial statements and reports for 2026 in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board.			

13. Discussion and approval of the audit firm authorized in the field of sustainability and proposed by the Board of Directors for 2026, to conduct mandatory assurance audits of Corporate Sustainability Reports prepared in accordance with the Turkish Sustainability Reporting Standards issued by the Public Oversight, Accounting and Auditing Standards Authority, and to carry out other activities within the scope of the relevant regulations, in accordance with the Turkish Commercial Code, the Sustainability Audit Regulation and other applicable legislation.			
14. Informing shareholders about the donations made by the Company in 2025.			
15. Resolution on the upper limit for donations and aid to be made in 2026 pursuant to Article 19/5 of the Capital Markets Law.			
16. Informing shareholders about the guarantees, pledges, mortgages and sureties provided in favor of third parties in 2025, and any income or benefits obtained therefrom, pursuant to the regulations of the Capital Markets Board			
17. Providing information regarding the transactions specified in Principle 1.3.6 of the Annex to the Capital Markets Board's Corporate Governance Communiqué			
18. Informing shareholders about related-party transactions carried out in 2025 within the framework of the regulations of the Capital Markets Board.			
19. Submission to the General Meeting for approval of granting permission to the members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code			

20. Informing shareholders, within the framework of the Capital Markets Board's Communiqué on Buy-Back Shares No. II-22.1 and related regulations, about the transactions carried out under the Company's Share Buy-Back Programme initiated by the Board of Directors' resolution dated 6 December 2023, approved at the General Meeting on 18 December 2024 and expired as of 6 December 2026, the programme's results and subsequent developments regarding share repurchases,			
21. Wishes, comments and closing.			

(*) The items included in the General Assembly agenda are listed separately. If the minority has a separate draft resolution, this is specified separately to ensure voting by proxy.

Special instruction on the other issues that may arise during the General Assembly meeting and especially on the execution of minority rights:

a) The proxy is authorized to vote as per their opinions.
b) The proxy is not authorized to represent in these issues.
c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: The special instructions to be given to the proxy by the shareholder, if any, are stated here.

B) The shareholder chooses one of the following options to specify the shares to be represented by the proxy.

1. I approve the representation of the shares with the details below by my proxy.

a) Issue and series:*
b) Number/Group:**
c) Number of shares-Nominal value:
d) Whether the vote is privileged:
e) Whether they are bearer or registered shares:*
f) Their ratio to the total number of shares/voting rights held by the shareholder:

* This information is not required for shares monitored from the registry.

** For shares monitored from the registry, information on the group, if any, shall be given rather than number.

2. It approves the representation by my proxy of all my shares in the list of shareholders that might participate in the general assembly, which is prepared one day before the general assembly date.

NAME SURNAME or TITLE OF THE SHAREHOLDER(*)

Republic of Turkey ID No/Tax No:

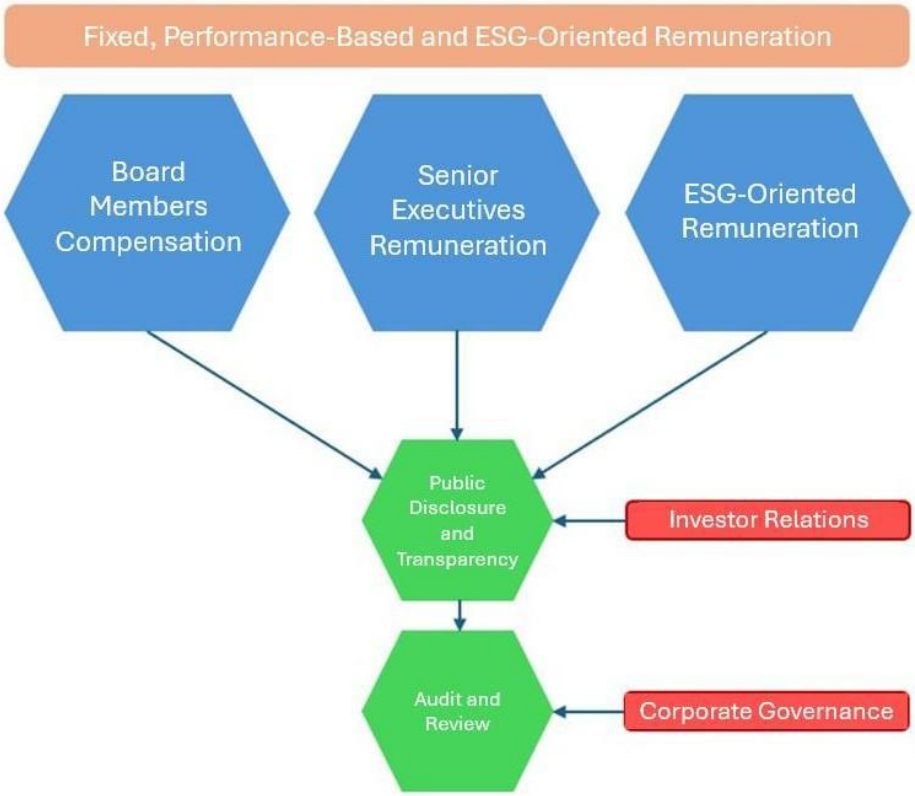
Trade Registry and Number and MERSIS number:

Address:

(*) For shareholders of foreign nationality, the equivalent of the listed information, if any, must be submitted.

SIGNATURE

Annex 3: Remuneration Policy for Members of the Board of Directors and Senior Executives



Compensation Program for Board Members and Executive Management

01 Purpose and Scope

This policy document has been prepared in order to define the principles and practices of remuneration for senior executives including Board Members, Chief Executive Officer (CEO), Group Presidents, and Group Directors of Odaş within the framework of the Corporate Governance Principles of the Capital Markets Board.

02 Policy Principles

2.1. Our compensation policy, structured to be objective, fair, competitive, and rewarding, is designed to maintain internal balance and align with market practices.

2.2. The compensation structure consists of fixed, performance-based, and ESG (Environmental, Social, Governance)-focused components.

2.3. It is structured to encourage the achievement of the company's long-term strategic goals and increase stakeholder value.

2.4. It is implemented through transparent, auditable, and accountable processes.

2.5. It is designed by the General Management HR Committee, submitted to the Board of Directors for approval, and presented to shareholders at the General Meeting.

03 Remuneration Policy for Board Members

3.1. Board members receive a fixed attendance fee determined annually by the General Assembly. This amount is set at a level sufficient to preserve the independence of independent members.

3.2. Independent members are not included in performance-based payment plans, and no stock options or profit-sharing payments are made to independent members.

3.3. Executive Board members in active service are paid in accordance with the practices applicable to senior executives.

3.4. Pro rata calculations are made based on the dates of appointment and resignation.

3.5. Reasonable expenses incurred by Board members in connection with their contributions to the company (transportation, telephone, insurance, etc.) are covered by the company.

04 Remuneration for Executives

4.1. The compensation structure consists of three components:

a) Fixed Salary

b) Short-Term Incentive - STI

c) ESG focused component

4.2. Fixed

Market conditions, industry comparisons, company size, and the manager's position are taken into account.

4.3. Short-Term Incentive (STI)

It is calculated based on the achievement rate of annual financial performance targets (turnover, profitability, growth) and individual targets.

In addition to the company's overall targets, KPIs specific to the manager's role (e.g., operational efficiency, project success, leadership behaviors) are also taken into account.

4.4. ESG Focused Component

A portion of the additional compensation that senior executives receive on top of their base salary is also determined based on ESG targets.

ESG target areas:

- Energy efficiency improvement and waste management
- Occupational health and safety performance
- Employee satisfaction and diversity/inclusivity rates
- Social contribution and ethical compliance

Performance criteria are concrete, measurable, and reviewed annually by the General Management HR Committee.

4.5. Severance Pay

When leaving the job, a bonus may be paid taking into account the length of service, performance, and fixed and variable payments for the last year.

05 Talent Management and Fringe Benefits

5.1. Leadership development, career planning, and succession processes are carried out in conjunction with the General Management HR Committee.

5.2. Senior managers are offered private health insurance, an individual retirement plan, and a flexible benefits package.

5.3. Annual performance evaluation results form the basis for development programs and promotion decisions.

5.4. The Company's remuneration policy aims to attract, motivate, and retain highly qualified executives who play a critical role in achieving our strategic objectives. The compensation of the Chief Executive Officer (CEO), Executive Directors, and other senior executives is aligned with market benchmarks and applicable legal requirements and is linked to both individual and corporate performance. This approach enables the Company to remain competitive in attracting and retaining the leadership talent necessary to drive long-term success.

5.5. Any share-based compensation plan or other long-term performance management instruments that may be introduced by the Company shall be subject to shareholder approval at the General Assembly. This approach ensures transparency, alignment with best practices, and effective shareholder engagement in decisions relating to share-based compensation schemes and Long-Term Incentive Plans.

06 Public Disclosure and Approval Process

6.1. The total remuneration and other financial benefits paid during the year shall be disclosed to shareholders at the General Meeting to be held in the following accounting period.

6.2. The Remuneration Policy shall be published on the corporate website after approval by the Board of Directors.

6.3. The Policy shall be reviewed at least once a year or as needed by the General Management HR Committee.

6.4. The Policy shall be reviewed at least once a year or as needed by the General Management HR Committee.

07 Risk Management and Prevention of Excessive Risk

7.1. The reward structure is designed to be consistent with the company's risk appetite

7.2. Balancing mechanisms (claw-back, deferral, maturity restrictions) are used to prevent excessive risk-taking.

08 Enforcement and Revision

This Remuneration Policy shall enter into force on the date it is approved by the Board of Directors. Policy changes shall be submitted to the General Assembly in the same manner and communicated to shareholders