

AYDEM YENİLENEBİLİR ENERJİ A.Ş.
INVITATION TO THE GENERAL MEETING
TO BE HELD ON 30 /03/2022 FOR THE YEAR 2021
BY THE BOARD OF DIRECTORS

In accordance with the decision of the Board of Directors, dated 07.03.2022, numbered 2022/11, the Ordinary General Meeting for the year 2021 will be held on 30 March 2022, Wednesday at Hacıyüplü, İzmir Karayolu 3. Km, 25000 Merkezefendi, Denizli, at 13.00, Anemon Denizli Otel – Zümrüt Salon Denizli to discuss and resolve about the topics specified in the agenda (ANNEX-1).

With regard to the topics to be discussed at the Ordinary General Meeting of our company for 2021, the agenda of the general assembly, annual report for the year 2021, and affiliation report, independent audit report, principles regarding related party transactions, financial position statement, profit and loss account, amendment text of article 6 titled “Capital” of the articles of association, and these Agenda topics and the detailed Information Note containing the necessary explanations for compliance with the regulations of the Capital Markets Board and its annexes will be made available for review by the honorable shareholders within the legal period three weeks before the meeting, at Adalet Mahallesi Hasan Gönüllü Bulvarı 15/1 Merkezefendi/Denizli, which is the head office of our Company, on the corporate website of the Company www.aydemyenilenebilir.com.tr and in the Electronic General Assembly System (“e-GKS”) provided by Central Securities Depository (“MKK”).

Pursuant to the Article 30 of the Capital Markets Law, a list of attendees is prepared by the Board of Directors of our Company, taking into account the list of shareholders provided by MKK, and only the shareholders whose names are included in the list can attend the General Assembly. In accordance with Article 415 of the Turkish Commercial Code, shareholders whose names are included in the list of attendees prepared by the board of directors can attend the general assembly meeting. While preparing the list of attendees, the "List of Shareholders" obtained from the Central Registry Agency by 23:59 on the day before the general assembly day is taken as the basis for the shares monitored in registry system. Shareholders on this list can attend the general assembly meeting to be held at the above-mentioned address in person or through their representatives, or, at their discretion, they can attend the general assembly in person or through their representatives in electronic environment, using their secure electronic signatures via "e-GKS"

Shareholders may authorize representatives through the "e-GKS", or they may have themselves represented at the meeting by filling out the power of attorney form (Annex-1) below, within the framework of the Capital Markets Board's Communiqué No. II-30.1 on “Voting by Proxy and Proxy Solicitation” which can be obtained from the Company Headquarters and the corporate website www.aydemyenilenebilir.com.tr and adding their notarized power of attorney or notarized signature circular to the power of attorney form bearing their signatures.

Attendance to the General Assembly;

- Real person shareholders can attend the General Assembly by presenting their Identity Cards,
- Legal entity shareholders by presenting the identification cards of the persons authorized to represent and bind the legal entity as well as letter of authorization,
- The representatives of real persons and legal entities by presenting their identifications cards and authorization documents,
- The representatives authorized through “e-GKS” system, by presenting their identification cards and all above entities are required to sign the list of attendants.

Shareholders or their representatives who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on Electronic General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395 and the "Communique on Electronic General Assembly Meeting System Applicable to General Assembly Meetings of Joint Stock Companies" published in the Official Gazette, dated 29 August 2012 and numbered 28396. Otherwise, they will not be able to attend the meeting.

Our shareholders, who will attend the general assembly meeting electronically via e-GKS, are requested to obtain information on the procedures and principles regarding participation, appointment of representatives, making suggestions, expressing opinions and voting at the website of "MKK", www.mkk.com.tr

Save as the provisions regarding electronic voting on the agenda topics in the Ordinary General Assembly Meeting, the open voting method by show of hands will be applied.

Pursuant to the Law on the Protection of Personal Data No. 6698, detailed information on the processing of your personal data by our Company can be found in the "Personal Data Protection Policy" shared with the public on our corporate website www.aydemyenilenebilir.com.tr.

Due to the Covid-19 pandemic, which has affected the world and our country, the meeting will be held in accordance with the rules against the pandemic as announced by the public authorities, and new rules to be announced by the public authorities on this issue should be closely followed by our shareholders. Taking into account the current conditions and the restrictions on group gatherings in the relevant regulations of public authorities, primarily our shareholders will be admitted to the general assembly meeting hall to protect public health.

Pursuant to the Capital Markets Law, the Shareholders will not be notified through a registered mail for the registered shares traded in the stock exchange.

Kindly submitted for the Shareholders' information

ANNEX -1

AYDEM YENİLENEBİLİR ENERJİ ANONİM ŞİRKETİ

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2021

TO BE HELD ON 30.03.2022 AT 13.00

1. Opening and establishment of the Board of the Assembly and delegating power to the Board of the Assembly to sign the meeting,
2. Reading out, discussion and approval of the Annual Report for the year 2021 prepared by the Company's Board of Directors,
3. Reading out, discussion and approval of the Affiliation Report for the year 2021 prepared by the Company's Board of Directors,
4. Reading out the Independent Audit Report for the 2021 accounting period,
5. Reading out, discussion and approval of the Financial Statements for the 2021 accounting period
6. Resolving on the proposal of the Board of Directors of the Company regarding the profit/loss for the 2021 accounting period,
7. Providing information about transactions with related parties that took place in 2021,
8. Election of Independent Auditor for the Activity Period of 2022,
9. Resolving on the issue of acquitting the members of the Board of Directors respectively for the 2021 accounting period by discussion,
10. Election of the new members to serve as for the membership positions of the Board of Directors that became vacant within the activity period of 2021,
11. Giving information and approval the payments made within the scope of the Remuneration Policy for the Members of the Board of Directors and Senior Executives,
12. Determining the remuneration of the members of the Board of Directors and their rights such as attendance fees, bonuses and premiums,
13. Permitting the Shareholders, Members of the Board of Directors, senior managers and their spouses and relatives by blood and marriage up to the second degree within the framework of Articles 395 and 396 of the Turkish Commercial Code to carry out the transactions and informing the Shareholders about the transactions carried out within this scope in 2021 in line with the Communique on Corporate Governance of the Capital Markets Board,
14. Giving information about donations and aids made during the activity period of 2021, and discussing and resolving on the determination of the upper limit for donations and aids to be made in 2022,
15. Informing the Company about the income or benefits obtained through guarantees, pledges, mortgages and sureties given in favor of third parties during the Company's operating period of 2021 in accordance with the regulations of the Capital Markets Board,
16. Giving information about the share repurchase transactions carried out with the decision of the Board of Directors of the Company dated 14.02.2022 and numbered 2022/4,

- 17.** Providing information on the amendment of Article 6 of the Articles of Association, titled "Capital", within the scope of the capital increase realized upon decision of the Board of Directors of the Company dated 26.04.2021 and numbered 2021/11.
- 18.** Wishes, requests and closing.

ANNEX-2

POWER OF ATTORNEY

Aydem Yenilenebilir Enerji A.Ş.

I hereby appoint _____, whose particulars are given below in detail, as my Proxy to represent me, vote, make proposals and to sign necessary documents at the Ordinary General Assembly Meeting of Aydem Yenilenebilir Enerji A.Ş. for the Year 2021 to be held on Wednesday, March 30, 2022, at 13.00, at Hacıyüplü, İzmir Karayolu 3. Km, 25000 Merkezefendi, Denizli, at Anemon Denizli Otel – Zümrüt Salon, in line with the scope below.

Proxy's (*);

Name Surname/Business Name:

TR Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) For proxies of foreign nationality, it is obligatory to submit the aforementioned information or its equivalents, if any.

A) SCOPE OF THE POWER OF ATTORNEY

For the sections 1 and 2 below, one of the options (a), (b) or (c) should be chosen to determine the scope of the representation authority.

1. Regarding the Matters in the Agenda of the General Assembly;

- a) The proxy is authorized to vote for all matters to his opinion.
- b) The proxy is authorized to vote according to the the recommendations of the company management.
- c) The proxy is authorized to vote in line with the instructions given in the table below

Instructions:

In case the option (c) is chosen by the shareholder, instructions specific to the agenda topic are given by marking one of the options (accept or reject) opposite the relevant general assembly agenda topic, and in case of rejection option, by stating the dissenting opinion requested to be written in the general assembly minutes, if any.

Agenda Topics (*)	Accept	Reject	Dissenting Opinion
1. Opening and establishment of the Board of the Assembly and delegating power to the Board of the Assembly to sign the meeting,			
2. Reading out, discussion and approval of the Annual Report for the year 2021 prepared by the Company's Board of Directors,			
3. Reading out, discussion and approval of the Affiliation Report for the year 2021 prepared by the Company's Board of Directors,			
4. Reading out the Independent Audit Report for the 2021 accounting period,			
5. Reading out, discussion and approval of the Financial Statements for the 2021 accounting period,			
6. Resolving on the proposal of the Board of Directors of the Company regarding the profit/loss for the 2021 accounting period,			
7. Providing information about transactions with related parties that took place in 2021,			
8. Election of Independent Auditor for the Activity Period of 2022,			
9. Resolving on the issue of acquitting the members of the Board of Directors respectively for the 2021 accounting period by discussion,			
10. Election of the new members to serve as for the membership positions of the Board of Directors that became vacant within the activity period of 2021			
11. Giving information and approval the payments made within the scope of the Remuneration Policy for the Members of the Board of Directors and Senior Executives,			
12. Determining the remuneration of the members of the Board of Directors and their rights such as attendance fees, bonuses and premiums,			
13. Permitting the Shareholders, Members of the Board of Directors, senior managers and their spouses and relatives by blood and marriage up to the second degree within the framework of Articles 395 and 396 of the Turkish Commercial Code to carry out the transactions and informing the Shareholders about the transactions carried out within this scope in 2021 in line with the Communiqué on Corporate Governance of the Capital Markets Board,			
14. Giving information about donations and aids made during the activity period of 2021, and discussing and resolving on the determination of the upper limit for donations and aids to be made in 2022,			
15. Informing the Company about the income or benefits obtained through guarantees, pledges, mortgages and sureties given in favor of third parties during the Company's operating period of 2021 in accordance with the regulations of the Capital Markets Board,			

16. Giving information about the share repurchase transactions carried out with the decision of the Board of Directors of the Company dated 14.02.2022 and numbered 2022/4,			
17. Providing information on the amendment of Article 6 of the Articles of Association, titled "Capital", within the scope of the capital increase realized upon decision of the Board of Directors of the Company dated 26.04.2021 and numbered 2021/11,			
18. Wishes, requests and closing.			

(*) The issues included in the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also indicated separately for voting by proxy.

2. Special instructions concerning other issues that may come up during the General Assembly Meeting and especially the use of minority rights:

- a) The Proxy is authorized to vote for all matters to his opinion.
- b) The Proxy is not authorized to represent on these issues.
- c) The Proxy is authorized to vote for according to the below specified instructions.

SPECIAL INSTRUCTIONS; (Special instructions, if any, to be given by the shareholder to the attorney are specified here.)

B) The shareholder chooses one of the options below and specifies the shares he wants the proxy to represent.

1. I approve that the shares specified below are represented by my proxy.

- a) Composition and Serial: *
- b) Number/Group: **
- c) Quantity/Nominal value:
- ç) Voting privileges, if any:
- d) Whether it is registered- bearer: *
- e) Ratio of total shares of the shareholder/voting rights:

*This information is not requested for the dematerialized shares.

**For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. One day before the General Assembly, I approve the representation of all my shares in the list of shareholders prepared by the Central Securities Depository, who can attend the General Assembly Meeting by my proxy

NAME or BUSINESS NAME OF THE SHAREHOLDER (*)

TR ID No/Tax No, Trade registry and No and MERSIS Number:

Address:

(*) For proxies of foreign nationality, it is obligatory to submit the aforementioned information or its equivalents, if any.