

**MINUTES OF THE
EXTRAORDINARY GENERAL ASSEMBLY OF
AYDEM YENİLENEBİLİR ENERJİ ANONİM ŞİRKETİ,
HELD ON JULY 29, 2024**

The Extraordinary General Assembly Meeting of **AYDEM YENİLENEBİLİR ENERJİ ANONİM ŞİRKETİ** was held on Wednesday, 29 July 2024, Monday at 11:10 a.m. at the Company's Head Office, located at Adalet Mahallesi Hasan Gönüllü Bulvarı 15/1 Merkezefendi Denizli, under the supervision of TAYFUN KIROĞLU, the Ministry Representative appointed by the Provincial Directorate of Commerce of Denizli Governorship with the letter, dated 17 July 2024 and numbered 98708753.

The announcement regarding the extraordinary general assembly meeting, which includes the agenda in accordance with the Turkish Commercial Code ("TCC"), Capital Markets Law ("CML"), and the Company's Articles of Association, was published in the Turkish Trade Registry Gazette No. 11116, dated July 5, 2024, on the Company's website www.aydemyenilenebilir.com.tr, on the Public Disclosure Platform ("KAP"), and on the Electronic General Assembly System ("EGKS") of the Central Registry Agency ("MKK"), and also sent through registered mail with return receipt to the registered addresses of the shareholders with registered shares, indicating the venue, time, agenda, and a proxy form, as required by law, and all necessary procedures have been completed by the General Assembly.

Upon examination of the List of Attendants, out of 705,000,000,000 shares corresponding to a total capital of TL 705,000,000,000.00; 280 shares corresponding to a capital of TL 280 are represented in person; 7,547,601 shares corresponding to a capital of TL 7,547,601 are represented by the proxies who are the depositors; 581,080,036 shares corresponding to a capital of TL 581,080,036 are represented by other proxies; and 588,627,917 shares corresponding to a total capital of TL 588,627,917 are represented at the meeting and thus, the minimum quorum stipulated by both the Law and the Articles of Association of the Company was present. It is also stated that this general assembly meeting is open to the public, including all stakeholders and the media, without the right to speak.

Pursuant to Article 1527 of the Turkish Commercial Code, it has been determined that the Company has fulfilled the electronic general assembly preparations in accordance with the applicable regulations.

Thereafter, the meeting was opened simultaneously in electronic and physical environment by Serdar MARANGOZ, Vice Chairman of the Board of Directors and General Manager and the agenda items were discussed.

Since it was determined that the shareholders did not have any written requests to the Investor Relations Department for the inclusion of any items on the agenda, the agenda items announced at the ordinary general assembly meeting will be discussed in the following order.

1- Item 1 of the agenda, the election of the Chairperson in charge of the management of the meeting was started;

In accordance with the Article 14 of the Company's Articles of Association and Article 6 of the Internal Directive on the Working Principles and Procedures of the General Assembly, it was proposed that Attorney Sakine SEVER TANRIVERDİ be elected as the Chairperson for the meeting. The proposal was put to vote. As a result of the voting, it was unanimously resolved that Attorney Sakine SEVER TANRIVERDİ be elected as the chairperson of the meeting as a result of 588,334,083 affirmative votes against 293,834 dissentive votes.

The Chairperson of the Meeting appointed Company Attorney Nazan ÇALLI YETİŞ as the secretary of the minutes and Muhittin KÖLEMEN as the vote collector.

The Chairperson of the Meeting stated that the necessary documents for the agenda items to be discussed at the meeting were ready and that Serdar MARANGOZ, the Vice Chairman of the Board of Directors and General Manager; Fatma Dilek BİL, and Asya Vuşlat SALDANLI, the Board Members; and Mehmet ÖZÜLKÜ, Financial Affairs Director; Atilla Eren YILDIRIM, Aydem Energy Tax and Finance Group Director; Elif HAMLACIOĞLU, Aydem Energy Investor Relations Group Director and Mehmet Yusuf GÜNGÖR, Aydem Renewables Energy Investor Relations Manager, attended the meeting.

Mehmet Yusuf GÜNGÖR, Investor Relations Manager was also assigned by the Meeting Chairperson to use the electronic general assembly system.

As stipulated in both the Law and the Company's Articles of Association, voting on the agenda items will be conducted through the electronic general assembly system and physical attendance. It was stated that the shareholders who physically attended the meeting should vote by raising their hands, and the shareholders who will vote against should verbally declare their dissenting vote.

Agenda items were read to those present at the meeting as announced. In case shareholders have anything to say regarding the agenda items, they can be given floor to speak at the end of the voting for the relevant agenda item

2- Item 2 of the agenda regarding the resolution on the proposal of the Company's Board of Directors regarding profit distribution

The Chairperson of the Meeting informed that the dividend distribution proposal submitted by the Company's Board of Directors and the dividend distribution table were disclosed to the public 21 days prior to the meeting (Public Disclosure Platform, Company's Corporate Website, Central Registry Agency) and given to the shareholders who requested it.

Although it was resolved by the Company's Board of Directors on 05.07.2024 and resolution no. 2024/25 regarding the distribution of profit that;

Agenda Item No. 6 of the Ordinary General Assembly Meeting of the Company dated June 12, 2024, it was stated that *"Within the scope of the Company's Articles of Association, Capital Markets Law No. 6362 ("CMB Law"), Turkish Commercial Code No. 6102 ("TCC"), Dividend Communiqué No. II-19.1 ("Dividend Communiqué"), Corporate Governance Communiqué No. II-17. 1, Corporate Governance Communiqué and related legislation and the Company's Dividend Distribution Policy, and according to Article 7 of the General Principles Regarding Dividend Distribution section of the Capital Markets Board ("CMB") Dividend Guidelines, the entire amount of dividend to be distributed can only be distributed to the extent that it can be covered from the net distributable profit for the year 2023 available in the legal records (records kept in accordance with the Tax Procedure Law). In line with the Board of Directors decision dated 16.05.2024 and numbered 2024/18 taken in this context, since there is no distributable net profit for the relevant year, the issue of not distributing dividends cannot be subject to voting, and only the shareholders have been informed within the scope of this article."*

After the Ordinary General Assembly meeting dated June 12, 2024, according to the following Dividend Distribution Table prepared in accordance with the financial statements taken as basis pursuant to Article 4/2.a of the Communiqué on Financial Statements in Companies Applying Inflation Adjustment published in the Official Gazette dated June 15, 2024 and numbered 32577, the gross distributable profit in cash after deducting the legal reserves was determined as TL 384.758,014, it was submitted to the approval of the shareholders to distribute this amount in cash, to start the dividend payments as of July 29, 2024, the date of this extraordinary general assembly meeting, and to complete the payments on August 1, 2024, and it was decided by majority vote as a result of 588,627,908 affirmative votes and 9 dissentive votes.

DIVIDEND DISTRIBUTION STATEMENT	
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AYDEM YENİLENEBİLİR ENERJİ A.Ş. 01.01.2023/31.12.2023 Period Dividend Distribution Statement (TL)	
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1. Paid-in/issued capital	705,000,000
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2. General Legal Reserves (According to Legal Records)	1,523,866
If there is a privilege in dividend distribution in accordance with the articles of association, information on such privilege.	None.

*	According to CMB (TL)	According to legal records (TL)
3. Period Profit	1,856,838,737	-3,067,740,163
4. Taxes (-)	3,136,939,276	0
5. Net Period Profit	-1,280,100,539	-3,067,740,163
6. Retained Losses (-)	0	3,608,296,645
7. General Legal Reserves (-)	0	0
8. Net Distributable Period Profit	0	0
Dividend Advances Distributed During the Year (-)		
Net Distributable Profit/Loss for the Period Net of Dividend Advances		
9. Donations made during the year (+)		
10. Net Distributable Profit for the Period with Donations		
11. First Dividend to Shareholders		
* Cash		
* Free of charge		
12. Dividends Distributed to Privileged Shareholders		
13. Other Dividends Distributed		
* Employees		
* Members of the Board of Directors		
* Persons Other Than Shareholders		
14. Dividends Distributed to Dividend Shareholders		

15. Second Dividend to Shareholders		
16. General Legal Reserves	38,834,224	38,834,224
17. Statutory Reserves		
18. Special Reserves		
19. Extraordinary Reserves		
20. Other Resources to be Distributed	384,758,014	384,758,014

Table of Dividend Ratios

Share Group	TOTAL DIVIDEND DISTRIBUTED – CASH (TL) - NET	TOTAL DIVIDEND DISTRIBUTED FREE OF CHARGE (TL)	TOTAL DISTRIBUTABLE PERIOD NET PROFIT (%)	AMOUNT OF DIVIDEND CORRESPONDING TO A SHARE WITH 1TL NOMINAL VALUE (TL) - NET	RATIO OF DIVIDEND CORRESPONDING TO A SHARE WITH 1TL NOMINAL VALUE (%) - NET
Group A	206,295,786.23			0.49118	49.118
Group B	139,986,426.37			0.49118	49.118
TOTAL	346,282,213.6			0.49118	49.118

Amounts and Rates of Cash Dividend Payments

Share Group	Payment	Cash Dividend Payable to a share with 1 TL nominal value - Gross (TL)	Cash Dividend Payable to a share with 1 TL nominal value - Gross (%)	Withholding (%)	Cash Dividend Payable to a share with 1TL nominal value - Net(TL)	Cash Dividend Payable to a share with 1 TL nominal value - Net(%)
Group A, Not-traded, TREAYDM00016	Cash	0.5457560	54.5756	10	0.4911804	49.11804
Group B, AYDEM, TREAYDM00024	Cash	0.5457560	54.5756	10	0.4911804	49.11804

Dividend Payment Dates

Payment	Proposed Cash Dividend Rights Exercise Date (1)	Finalized Cash Dividend Rights Exercise Date (2)	Payment Date (3)	Record Date (4)
Cash	30.07.2024		01.08.2024	31.07.2024

3- Item 3 regarding the submission for approval of the amendment of Articles 6 and 8 of the Company's Articles of Association in accordance with the amendment text within the framework of the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362 and other relevant legislation, if approved by the Capital Markets Board (“CMB”)

Although an application has been made to the CMB for the approval of the amendment of “Article 6-Capital” and “Article 8- Board of Directors” of the Company's Articles of Association, since the approval application has not yet been finalized as of the date and time of the meeting, this article was not discussed and only the shareholders were informed.

4- Item 4 regarding wishes, requests and closing,

The Chairperson of the Meeting asked if there was anyone who wished to take the floor regarding wishes and wishes.

Shareholder Nusret Öktem, who physically attended the meeting, asked whether the Company would continue its investments.

Mr. Serdar Marangoz, Vice Chairman of the Board of Directors and General Manager of the Company, stated that the detailed presentation on this matter is available on the Company's website and informed that the investments in the renewable field will continue.

There being no one else wishing to take the floor, the minutes of the meeting were submitted for signature and the meeting was concluded by thanking the participants.

Meeting	Ministry	Vote	Secretary
Chairperson	Representative	Collector	Nazan ÇALLI YETİŞ
Sakine SEVER	Tayfun KIROĞLU	Muhittin KÖLEMEN	(The originals have
TANRIVERDİ	(The originals have	(The originals have	signatures)
(The originals have	signatures)	signatures)	
signatures)			