

**INFORMATION DOCUMENT ON ORDINARY GENERAL ASSEMBLY MEETING FOR 2025 OF
AKENERJİ ELEKTRİK ÜRETİM A.Ş. TO BE HELD ON MAY 5, 2026**

Our Company shall hold the Ordinary General Assembly Meeting for 2025 on 05.05.2026 at 11:00 at the Grand Ball Room of The Marmara Hotels located at the address of Tak-ı Zafer Cad. Osmanlı Sok No:1/B Taksim, İstanbul in order to discuss and resolve on the agenda items provided below.

Our shareholders who shall not be able to attend the meeting in person are required to issue a power of attorney in conformity with sample power of attorney available in the annex hereto (**Annex-1**), or obtain it from the corporate head office in Gümüşsuyu, Miralay Şefik Bey Sokak, Akhan, No: 15, K: 3-4, Beyoğlu, İstanbul or corporate website at www.akenerji.com and also to fulfil such requirements that are listed in the Communiqué on Voting by Attorneys and Calls for Gathering of Proxies (the “Communiqué”) No. (II-30.1) of the Capital Market Board, published in the Official Gazette No. 28862 dated 24.12.2013. The representation by a proxy at the General Assembly Meeting shall only be possible through the utilization of the sample power of attorney available in the Annex 1 hereto. In case of appointment of an attorney via the Electronic General Assembly System (“EGAS”) in accordance with applicable regulations of the Central Registry Agency (“CRA”), then the utilization of the power of attorney available in the Annex 1 shall not be required provided that it must conform to the principles determined in the Communiqué. Shareholders having the right to vote may appoint their attorneys by having approval for the signature available on the power of attorney issued physically or via EGAS, or by attaching a signature declaration issued before a notary public to the signed power of attorney form.

Pursuant to Article 1527 of the Turkish Commercial Code No. 6102, our shareholders may attend the General Assembly Meetings in person, or may also attend through electronic media and cast their votes as such. Attendance through electronic media shall only be possible with the use of secured electronic signatures of the shareholders or representatives. The shareholders casting votes through the EGAS must thus first obtain a secured electronic signature and be registered in the e-INVESTOR investor information center. The shareholders or representatives who are not registered in e-INVESTOR investor information center, or who do not have any secured electronic signatures cannot attend General Assembly Meetings through electronic media via EGAS.

The shareholders or their attorneys intending to attend the General Assembly Meeting through electronic media shall be required to complete necessary formalities laid down in the “Regulation on General Assembly Meetings of Joint Stock Companies to be held via Electronic Means” as published in the Official Gazette No. 28395 dated 28.08.2012 as well as in the “Communiqué on Electronic General Assembly System to be applied to General Assembly Meetings of Joint Stock Companies” as published in the Official Gazette No. 28396 dated 29.08.2012. Otherwise they will not be able to attend the meeting.

Since the general assembly meeting shall be held in electronic media, it is kindly requested that our shareholders to be ready at the venue before the meeting time, so that the meeting can start in time.

The Integrated Annual Report of the Board of Directors for 2025 which has been prepared in line with the provisions of the applicable regulations of the Capital Market Board and Turkish Ministry of Trade as well as the Independent Audit Report, the Financial Statements, the Turkish Sustainability Reporting Standards (TSRS) Compliant Sustainability Report for the year of 2024 and the Independent Auditor's Limited Assurance Report on the Information Presented within the Scope of TSRS, the Proposal on Distribution of Dividends, the Internal Regulation on the Procedures and Principles of General Assembly, the Amendment of the Articles of Association and Information Document comprised of the necessary remarks and documents related to the agenda items within the framework of mandatory Corporate Governance Principles shall be made available to our Shareholders for their review in our corporate head office,

Uluabat Branch Office located at Akçalar Fadıllı Köyü Yolu, 5. Km, Nilüfer, Bursa, Bandırma Branch Office located at Edincik Beldesi, Aldede-Deliklitaş Mevkii, Bandırma, Balıkesir, Burç Branch Office located at Besni İlçesi, Aşağı Ağzı Köyü, Burç Mahallesi, Adıyaman, Feke-I Branch Office located at Sülemişli Mah., Sülemişli Küme Evler, No: 33, Feke, Adana, Feke-II Branch Office located at Kısacıklı Mah., Alıçlı Küme Evler No: 14 Feke, Adana, Gökkaya Branch Office located at Himmetli Mah. Kazaklı Küme Evler No: 73, Saimbeyli, Adana, Himmetli Branch Office located at Kovuk Çınar Mahallesi Kiraz Küme Evler No:73, Feke, Adana, Bulam Branch Office located at Doğanlı Köyü Mevkii, Merkez, Adıyaman and Erzin Branch Office located at Aşağıburnaz Mah. 2202 Sok. No:7/20 İc Kapı No:1, Erzin, Hatay, on the electronic general assembly portal of CRA, on the corporate website (www.akenerji.com) of our Company and on the Public Disclosure Platform ("PDP") (www.kap.gov.tr) 3 weeks prior to the meeting date excluding the announcement and meeting days, within the legally required period.

Kindly announced to our Shareholders.

Sincerely yours,

AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ

ADDITIONAL DISCLOSURES UNDER REGULATIONS OF CMB

The additional disclosures regarding to the agenda items required under the Corporate Governance Principle no. 1.3.1 laid down in the "Corporate Governance Communiqué" no. (II-17.1) published by CMB on 03.01.2014 are explained in the following section at the related agenda item. Our general disclosures are stated in this section for your information.

1. Information on total number of shares and voting rights reflecting the shareholding structure, the number of shares and voting rights representing each group of privileged shares, if any, and feature of privileges:

The Company's fully paid-in capital is TRY 729.164.000,00. The issued capital is divided into 72.916.400.000 shares, each having a par value of 1 (one) kurush.

Each share has one voting right.

All of the shares are registered without any distinction as to share group or privileged shares.

The shareholding structure of our Company and voting rights of our shareholders are stated in the following table:

Shareholder	Share Capital (TL)	Capital Ratio (%)	Voting Rights (Number of Shares)	Ratio of Voting Rights (%)
Akkök Holding A.Ş.	148.989.090,40	20,43	14.898.909.040	20,43
ČEZ, a.s.	272.425.942,74	37,36	27.242.594.274	37,36
Akarsu Enerji Yatırımları San. ve Tic. A.Ş.	123.436.852,35	16,93	12.343.685.235	16,93
Other and Portion Open to the Public*	184.312.114,51	25,28	18.431.211.451	25,28
TOPLAM	729.164.000,00	100,00	72.916.400.000	100,00

(*) indicates the partners whose share in the capital is less than 5% and the Portion Open to the Public as of 9 April 2026.

2. Information on changes in the management and activities of our Company and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the Company significantly, and information on the reasons for such changes:

There is no changes occurred in the 2025 financial year or planned in the subsequent accounting periods in the management and activities of the company and its subsidiaries which might have a material impact on the activities conducted by the company.

3. In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, information on the grounds for their dismissal and change, and with respect to the persons whose candidacy has been declared to the Company; their CVs, duties that they have conducted in the last ten years and reasons for their departure from office, attributes and materiality level of their relation with the Company and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the Company should these persons in case they are elected as members of board of directors:

The agenda of the annual general assembly meeting for 2025 includes an item regarding the election of Independent Member of the Board of Directors to fill the vacancy created following the resignation of Ms. Demet Özdemir, the Company's Independent Member of the Board of Directors, effective as of 04.05.2026, to serve for the remaining term of the other members of the Board of Directors. The CV and Independence Declaration of the candidate for independent member of the Board of Directors, submitted to the Capital Markets Board's opinion in accordance with the Article 4.3.8 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board and for which it has been decided not to express any negative opinion by the Capital Market Board, are presented in **Annex-4**.

4. Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda, and in the event that the board of directors does not accept the proposals, such proposals which have not been accepted and grounds for their refusal:

No written proposal has been submitted for inclusion of any additional items into the agenda for the ordinary general assembly meeting dated 05.05.2026 where the activities of 2025 shall be discussed.

5. In case the agenda includes amendments to articles of association, relevant resolution of the board of directors and former and new versions of the articles of association:

It was notified by the Energy Market Regulatory Authority with the letter dated 19.03.2026 and numbered E-85780303-110.01.01.01-1295990, there is no inconvenience to amend the Article 7 titled "Capital of the Company" of Articles of Association of the Company as stated in the amendment draft. The Board resolution and the amendment of the Article 7 titled "Capital of the Company" of Articles of Association of the Company to be presented for the approval of the General Assembly as per the 17th agenda item of the meeting, provided that the required permissions have been acquired from Capital Markets Board and Ministry of Trade and as will be approved by Capital Markets Board and Ministry of Trade, are attached in **Annex-7**.

The current version of our company's Articles of Association is available on the company's corporate website www.akenerji.com.tr .

DISCLOSURES REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR OF 2025 TO BE HELD ON 5 MAY 2026

1. Opening of the meeting and forming of the chairmanship of the meeting.

Pursuant to the provisions of Turkish Commercial Code (the "TCC"), "Regulation on Rules and Principles of General Assembly Meetings of Incorporations and Attendance of Representatives of Ministry" (the "Regulation") and Internal Regulation on the Procedures and Principles of General Assembly Meetings of the Company, meeting chairman shall be elected to preside the meeting after which the Meeting Chairman shall duly constitute the Meeting Council.

2. Presenting and discussing the Annual Report of the Board of Directors for the year of 2025.

The Annual Report of the Board of Directors prepared in line with the provisions of the applicable regulations of the Capital Market Board's legislation and Trade Ministry which includes the Sustainability Report, the Corporate Governance Compliance Report and the Corporate Governance Information Form and presented to our shareholders' examination in the headquarter and branches of our Company, on the corporate website www.akenerji.com.tr, on the

Electronic General Assembly portal of the Central Registry Agency and on the Public Disclosure Platform www.kap.org.tr three (3) weeks prior to the meeting date excluding the announcement and meeting days within its legal term, shall be opened to the discussion.

3. Presenting the Independent Auditor Report for the year of 2025.

The Independent Auditor Report presented to our shareholders' examination in the headquarter and branches of our Company, on the corporate website www.akenerji.com.tr, on the Electronic General Assembly portal of the Central Registry Agency and on the Public Disclosure Platform www.kap.org.tr three (3) weeks prior to the meeting date excluding the announcement and meeting days within its legal term, as per the relevant provisions of the Capital Market Board's legislation and TCC and the Regulation, shall be read.

4. Presenting, discussing and approving of the Financial Statements of 2025.

Information regarding the financial statements presented to our shareholders' examination in the headquarter and branches of our Company, on the corporate website www.akenerji.com.tr, on the Electronic General Assembly portal of the Central Registry Agency and on the Public Disclosure Platform www.kap.org.tr three (3) weeks prior to the meeting date excluding the announcement and meeting days within its legal term, as per the relevant provisions of the Capital Market Board's legislation and TCC and the Regulation, shall be provided to our shareholders and the financial statements shall be submitted for discussion and approval of our shareholders.

5. Presenting the Turkish Sustainability Reporting Standards (TSRS) Compliant Sustainability Report for the year of 2024 and the Independent Auditor's Limited Assurance Report on the Information Presented within the Scope of TSRS, discussing and approving of the TSRS Compliant Sustainability Report for the year of 2024.

The Turkish Sustainability Reporting Standards (TSRS) Compliant Sustainability Report for the year of 2024 and the Independent Auditor's Limited Assurance Report on the Information Presented within the Scope of TSRS, prepared in accordance with the Sustainability Audit Regulation, the Independent Audit Regulation and other relevant regulations issued by the Public Oversight, Accounting and Auditing Standards Authority, presented to our shareholders' examination in the headquarter and branches of our Company, on the corporate website www.akenerji.com.tr and Electronic General Assembly portal of the Central Registry Agency three (3) weeks prior to the meeting date excluding the announcement and meeting days within its legal term and published on the Public Disclosure Platform www.kap.org.tr on 24.10.2025 as per the relevant provisions of the Capital Market Board's legislation and TCC and the Regulation, shall be read, and the 2024 TSRS Compliant Sustainability Report shall be submitted for discussion and approval of our shareholders.

6. Releasing the members of the Board of Directors for their activities within 2025.

The release of the members of the Board of Directors shall be submitted individually for approval of our shareholders at the General Assembly with respect to our Company's activities conducted in 2025 under the relevant provisions of the TCC and the Regulation.

7. Determining the usage of profit and the dividend rate to be distributed.

The Board of Directors' Proposal for Distribution of Profit presented to our shareholders' examination in the headquarter and branches of our Company, on the corporate website www.akenerji.com.tr, on the Electronic General Assembly portal of the Central Registry Agency and on the Public Disclosure Platform www.kap.org.tr and three (3) weeks prior to the meeting date excluding the announcement and meeting days within its legal term as per the relevant

provisions of the Capital Market Board's legislation and TCC and the Regulation, shall be submitted for opinion and approval of our shareholders.

The Profit Distribution Statement and the Board of Directors' Proposal for Distribution of Profit are available in **Annex-2** and **Annex-3** respectively.

8. Determining the remuneration of members of the Board of Directors and Independent Members of the Board of Directors.

The monthly remuneration payable to the members of the Board of Directors for 2026 shall be determined in line with the related provisions of Capital Market Board's legislation, TCC, the principles stipulated under the Articles of Association and Remuneration Policy for the Board of Directors and Top Level Managers of our Company.

9. Election of an Independent Member of the Board of Directors to fill the vacancy created following the resignation of Ms. Demet Özdemir, the Company's Independent Member of the Board of Directors, effective as of 04.05.2026, to serve for the remaining term of the other members of the Board of Directors.

The Independent Member of the Board of Directors shall be elected in accordance with Capital Market Board's legislation, the TCC and the principles governing the election of members of the Board of Directors stipulated under the Articles of Association, in order to fill the vacancy created following the resignation of Ms. Demet Özdemir, the Company's Independent Member of the Board of Directors, effective as of 04.05.2026, to serve for the remaining term of the other members of the Board of Directors.

Our Company has been informed by Capital Markets Board that it has been decided not to express any negative opinion about the candidate for independent member of the Board of Directors submitted to the opinion of the Capital Markets Board, taking into account that the independence declaration and CV indicating that the candidate meets the conditions set forth in Article 4.3.6 of the Corporate Governance Principles.

The CV and Independence Declaration of the candidate for independent member of the Board of Directors are available in **Annex-4**.

10. Approving the election of the Independent Audit Firm pursuant to related resolution of the Board of Directors, in accordance with the relevant provisions of Turkish Commercial Code, "Communique on Independent Auditing Standards in Capital Markets" Serial: X, No:28 of Capital Markets Board and "Decision of Energy Market Regulatory Authority on Auditing of Real Persons and Legal Entities Displaying Activity in Energy Market" dated 03.03.2015 and numbered 5507 and the Sustainability Audit Regulation issued by the Public Oversight, Accounting and Auditing Standards Authority.

The election of the independent audit firm proposed by Board of Directors in accordance with the report of the Audit Committee, for auditing financial statements and reports of our Company for the year of 2026 in accordance with the relevant provisions of Turkish Commercial Code, "Communique on Independent Auditing Standards in Capital Markets" of Capital Markets Board and the Decision of Energy Market Regulatory Authority on Auditing of Real Persons and Legal Entities Displaying Activity in Energy Market" dated 03.03.2015 and numbered 5507 and for carrying out other obligations within the scope of the relevant regulations, including but not limited to the mandatory sustainability assurance audit of the reports to be prepared for the year of 2026 in accordance with the Turkish Sustainability Reporting Standards as per the Sustainability Audit Regulation published by the Public Oversight, Accounting and Auditing Standards Authority, , shall be submitted for approval of our shareholders at the General Assembly meeting.

11. Presenting and approving the new Internal Regulation on the Procedures and Principles of General Assembly, prepared following the amendments made to the Internal Regulation, which was approved at the Company's general assembly meeting dated 27.06.2013 and is currently in force.

The "Internal Regulation on the Procedures and Principles of General Assembly" which was revised by the Board of Directors to regulate the rules regarding the working principles and procedures of the General Assembly in line with the minimum requirements set forth in Article 41 of the Regulation, as per the Article 419/2 of the TCC, shall be submitted for approval of our shareholders at the General Assembly meeting.

The Internal Regulation on the Procedures and Principles of General Assembly is available in **Annex-5**.

12. Giving information to the General Assembly within the concept of the Corporate Governance Principles of Capital Markets Board, in case that the shareholders holding management power, the members of the Board of Directors, executive managers and blood and marital relatives up to second degree made transactions, which may result in conflict of interest among the Company or its subsidiaries; did business which falls into the scope of the Company or its subsidiaries in its name or other's name, and had shareholding with unlimited responsibility.

Members of the board of directors may be involved in any transaction only with the approval of the General Assembly Meeting within the framework of the Article 395 (1) titled "Prohibition of Conducting Transaction with Company, to Become Indebted to Company" and Article 396 titled "Non-Compete Obligation" of the Turkish Commercial Code. The authorizations and permissions stated under the Articles 395 and 396 of Turkish Commercial Code were granted to the members of the Board of Directors at the ordinary general assembly meeting for 2024 which was held on 10.04.2025.

In accordance with the mandatory Corporate Governance Principle No. 1.3.6. of the Corporate Governance Communique of the Capital Market Board, in cases where shareholders who have management control, members of board of directors, executives, and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the company or subsidiaries thereof which may cause a conflict of interest, and/or conduct a transaction on behalf of themselves or a third party which is in the field of activity of the company or subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with the company or subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the general assembly meeting on the matter, and shall be recorded in the minutes of meeting.

Information shall be provided to our shareholders at the General Assembly in accordance with the abovementioned Corporate Governance Principle.

13. Giving authorization to the members of the Board of Directors under the provisions of Articles 395 and 396 of the Turkish Commercial Code.

Granting the permissions and authorizations to the members of the Board of Directors stated in the Articles 395 and 396 of the TCC shall be submitted for approval of our shareholders at the General Assembly.

14. Approval of increasing limit of donations and aids indicated in the Company's Policy on Donations and Aids and amendment of the Policy on Donations and Aids of our Company, as per the Capital Market Law and the Communiqué on Dividends (II-19.1) of the Capital Market Board.

The determination of the cap for donations and aids as TRY 20.000.000 by taking into account the future necessities, in line with the provisions and principles of the Corporate Governance Communiqué and the Communiqué on Dividends (II-19.1) of the Capital Market Board and the Articles of Association and the amendment of the Company's Policy on Donations and Aids within this regard, shall be submitted for approval of our shareholders at the General Assembly.

The Company's Policy on Donations and Aids is available in **Annex-6**.

15. Informing the General Assembly in accordance with the Capital Markets legislation about the donations and aids made by our Company within the year of 2025.

Information regarding to the donations in total amount of TRY 1.070.970,53 made in 2025 shall be provided to our shareholders at the General Assembly, pursuant to the Corporate Governance Principle no. 1.3.10 under the Corporate Governance Communiqué of the Capital Market Board.

16. Informing the General Assembly under Article 12 of Corporate Governance Principles of Capital Markets Board, about the securities, pledges, mortgages and sureties provided for the benefit of the third parties and the income or benefits that the Company retained as a result within the year of 2025.

Pursuant to Article 12 of the Corporate Governance Communiqué (II-17.1) of the Capital Market Board; in this agenda item, shareholders shall be informed that the guarantees given by the Company in favor of itself and the subsidiaries included in the scope of full consolidation in the financial statements are stated in the item b) of footnote no. 16 of the Financial Statements dated 31.12.2025, and that apart from this, there is no mortgages, liens, bails, and securities given in favor of third parties given in favor of third parties and income or benefit obtained by the Company in 2025 .

17. Approving the amendment of the Article 7 titled "Capital of the Company" of Articles of Association of the Company as approved by Energy Market Regulatory Authority, Capital Markets Board and Ministry of Trade and provided that the required permissions have been acquired from Energy Market Regulatory Authority, Capital Markets Board and Ministry of Trade.

Regarding the amendment draft to the articles of association subject to the board resolution stated in **Annex-7**, it was notified by the Energy Market Regulatory Authority with the letter dated 19.03.2026 and numbered E-85780303-110.01.01.01-1295990, there is no inconvenience to amend the Article 7 titled "Capital of the Company" of Articles of Association as indicated in the amendment draft. The result of the application to the Capital Market Board is awaited. In case the application is approved by the Capital Market Board, an application to the Trade Ministry will be made. In case the required permissions from Capital Market Board and Ministry of Trade are acquired, the amendment draft of the Article 7 titled "Capital of the Company" of Articles of Association shall be submitted for approval of our shareholders at the General Assembly as will be approved by Capital Markets Board and Ministry of Trade.

18. Wishes and Requests.

It shall be ensured that our shareholders share their requests, opinions and wishes regarding the Company's activities at the General Assembly.

ANNEXES:

1. The Power of Attorney,

2. The Profit Distribution Statement,
3. The Board of Directors' Proposal for Distribution of Profit,
4. The CV and Independence Declaration of the candidate for independent member of the Board of Directors
5. The Internal Regulation on the Procedures and Principles of General Assembly
6. The Policy on Donations and Aids
7. The amendment draft of the Article 7 titled "Capital of the Company" of Articles of Association and the related Board of Director's resolution

ANNEX-1

THE POWER OF ATTORNEY

I/We hereby appoint described in detail herein as my/our proxy authorized to represent me/our Company, to cast vote, to make proposal and to sign the necessary documents in the direction of the opinions I/we specify herein at the Ordinary General Assembly Meeting of AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ for the year 2025 to be held on 05.05.2026 at 11:00 at the Grand Ball Room of The Marmara Hotels located at the address of Tak-ı Zafer Cad. Osmanlı Sok No:1/B Taksim, İstanbul.

Of the Proxy (*):

Name-Surname / Trade Name:

TR Identification No./ Tax No., Trade Registry and Number and Central Registration System Number:
(*Equivalent of the said information, if any, should be presented for the foreign national proxies.

A) SCOPE OF THE POWER OF ATTORNEY

The scope of the power of attorney should be determined by selecting one of the alternatives (a), (b) or (c) for the sections 1 and 2 herein.

1. Regarding The Issues Included in the Agenda of the General Assembly;

- a) The Proxy is authorized to cast vote in the direction of his/her opinion;
- b) The Proxy is authorized to cast vote in the direction of the proposals of the partnership management;
- c) The Proxy is authorized to cast vote in the direction of the instruction specified in the Table herein.

Instructions:

In the case where the alternative (c) is selected by the shareholder, the instructions regarding the agenda item shall be given by making one of the alternatives given opposite to the agenda item (yes or no) and in the case where the alternative of "no" is selected, by specifying the dissenting opinion in the minutes of the general assembly.

Agenda Items (*)	Yes	No	Dissenting Opinion
1. Opening of the meeting and forming of the chairmanship of the meeting.			
2. Presenting and discussing the Annual Report of the Board of Directors for the year of 2025.			
3. Presenting the Independent Auditor Report for the year of 2025.			
4. Presenting, discussing and approving of the Financial Statements of 2025.			
5. Presenting the Turkish Sustainability Reporting Standards (TSRS) Compliant Sustainability Report for the year of 2024 and the Independent Auditor's Limited Assurance Report on the Information Presented within the Scope of TSRS, discussing and approving of the TSRS Compliant Sustainability Report for the year of 2024.			
6. Releasing the members of the Board of Directors for their activities within 2025.			
7. Determining the usage of profit and the dividend rate to be distributed.			
8. Determining the remuneration of members of the Board of Directors and Independent Members of the Board of Directors.			
9. Election of an Independent Member of the Board of Directors to fill the vacancy created following the resignation of Ms. Demet Özdemir, the Company's Independent Member of the Board of Directors, effective as of 04.05.2026, to serve for the remaining term of the other members of the Board of Directors.			
10. Approving the election of the Independent Audit Firm pursuant to related resolution of the Board of Directors, in accordance with the relevant provisions of Turkish Commercial Code, "Communique on Independent Auditing Standards in Capital Markets" Serial: X, No:28 of Capital Markets Board and "Decision of Energy Market Regulatory Authority on Auditing of Real Persons and Legal Entities Displaying Activity in Energy Market" dated 03.03.2015 and numbered 5507 and the Sustainability Audit Regulation issued by the Public Oversight, Accounting and Auditing Standards Authority.			
11. Presenting and approving the new Internal Regulation on the Procedures and Principles of General Assembly, prepared following the			

amendments made to the Internal Regulation, which was approved at the Company's general assembly meeting dated 27.06.2013 and is currently in force.			
12. Giving information to the General Assembly within the concept of the Corporate Governance Principles of Capital Markets Board, in case that the shareholders holding management power, the members of the Board of Directors, executive managers and blood and marital relatives up to second degree made transactions, which may result in conflict of interest among the Company or its subsidiaries; did business which falls into the scope of the Company or its subsidiaries in its name or other's name, and had shareholding with unlimited responsibility.			
13. Giving authorization to the members of the Board of Directors under the provisions of Articles 395 and 396 of the Turkish Commercial Code.			
14. Approval of increasing limit of donations and aids indicated in the Company's Policy on Donations and Aids and amendmend of the Policy on Donations and Aids of our Company, as per the Capital Market Law and the Communiqué on Dividends (II-19.1) of the Capital Market Board.			
15. Informing the General Assembly in accordance with the Capital Markets legislation about the donations and aids made by our Company within the year of 2025.			
16. Informing the General Assembly under Article 12 of Corporate Governance Principles of Capital Markets Board, about the securities, pledges, mortgages and sureties provided for the benefit of the third parties and the income or benefits that the Company retained as a result within the year of 2025.			
17. Approving the amendment of the Article 7 titled "Capital of the Company" of Articles of Association of the Company as approved by Energy Market Regulatory Authority, Capital Markets Board and Ministry of Trade and provided that the required permissions have been acquired from Energy Market Regulatory Authority, Capital Markets Board and Ministry of Trade.			
18. Wishes and Requests.			

(*)The agenda items of the General Assembly shall be enumerated one by one. If there is a draft resolution of the minority, this shall also be specified in order to ensure voting by proxy.

2. Special instruction regarding the other issues which may arise at the General Assembly meeting and especially exercising of the minority rights:

- a) The Proxy is authorized to cast vote in the direction of his/her opinion;
- b) The Proxy is not authorized to represent in these issues;
- c) The Proxy is authorized to cast vote in the direction of the special instructions herein.

SPECIAL INSTRUCTIONS: The special instructions to be given by the shareholder to the proxy, if any, shall be specified herein.

B) The shareholder shall select one of the alternatives herein and specify the shares he/she wishes to be represented by the proxy.

1. I approve the representation of my shares specified in detail herein by the proxy.

- a) Serial and series:*
- b) Number/Group:**
- c) Piece – nominal value:
- ç) Whether it has privilege in voting:
- d) Whether Bearer or Registered:*
- e) Ratio to the total shares / voting rights owned by the shareholder:

* This information is not requested for the shares monitored through registration.

** An information shall be given regarding the group, if any, instead of number for the shares monitored through registration.

2. I approve the representation of all the shares I have as included in the list prepared by the Central Registry Agency regarding the shareholders who may participate in the General Assembly by the proxy one day prior to the date of the General Assembly.

NAME-SURNAME or TITLE OF THE SHAREHOLDER (*)

TR Identification No./ Tax No., Trade Registry and Number and Central Registration System Number:

Address:

SIGNATURE

(*)Equivalent of the said information, if any, should be presented for the foreign national proxies.

ANNEX-2

THE PROFIT DISTRIBUTION STATEMENT

AKENERJİ ELEKTRİK ÜRETİM A.Ş. 2025 Yılı Profit Dstribution Statement (TL)			
1. Paid-in/Issued Capital		729.164.000	
2. Legal Reserves (according to the Legal Records)		12.053.172	
Information regarding privileges in the distribution of profit pursuant to the Articles of Association, if any			
		According to CMB	According to Legal Records
3.	Profit/(loss) for the Period	(3.726.675.165)	(6.143.497.368,46)
4.	Taxes (-)	(1.641.232.681)	-
5.	Net Profit/(loss) for the Period (=)	(5.367.907.846)	(6.143.497.368,46)
6.	Profit/(loss) from previous years (-)	(969.014.875)	(5.823.898.152,38)
7.	General Legal Reserves (-)	-	-
8.	Net Distributable Profit/(loss) for the Period (=)	(6.336.922.721)	(11.967.395.520,84)
9.	Donation during the year (+)		
10.	Net distributable profit for the period including donations		
11.	Primary Dividend to shareholders		
	- Cash		
	-Free of Charge		
	- Total		
12.	Dividend distributed to the privileged shareholders	Dividend to be distributed to the privileged shareholders as per the Articles of Association	
13.	Other Distributed Dividend		
	-to members of the Board of Directors		
	-to employees		

	-to the persons other than shareholders		
14.	Dividend distributed to the holders of the dividend right certificate		
15.	Secondary Dividend to shareholders		
16.	General Legal Reserves		
17.	Statutory Legal Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES	0	0
20.	Other Resources Stipulated to be Distributed		

DIVIDEND RATIO STATEMENT

	GROUP	TOTAL DISTRIBUTED PROFIT		TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING SHARE WITH NOMINAL VALUE OF 1 TL	
		CASH (TL)	FREE OF CHARGE (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A					
	B					
	TOTAL				-	-

AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ

ANNEX-3

THE BOARD OF DIRECTORS' PROPOSAL FOR DISTRIBUTION OF PROFIT

Dear Shareholders,

Our Company's financial statements of 2025 which have been prepared according to the Communique on Principals Regarding Financial Reporting in Capital Markets Serial: II, No:14.1 of Capital Market Board ("CMB") reflects net period loss amounting to 5,367,907,846 TL and our Company's financial statements of 2025 which have been prepared in accordance with the Tax Procedure Law reflects net period loss amounting to 6,143,497,368.46 TL.

We are submitting for approval of our shareholder;

- 1.** Not to distribute profits since there is loss in 2025 financial statements prepared in accordance with the Tax Procedure Law.
- 2.** To reserve net period loss reflected in consolidated financial statements of our Company prepared in accordance with the Capital Market Board Communique Serial:II No:14.1,

Sincerely,

Board of Directors

ANNEX-4

THE CV AND INDEPENDENCE DECLARATION OF THE CANDIDATE FOR INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS

Aygen Leyla Ayözger Özvardar

Aygen Leyla Ayözger Özvardar completed her undergraduate studies in the Department of Business Administration at the Middle East Technical University (METU) Faculty of Economics and Administrative Sciences, followed by a Master of Business Administration (MBA) at Boston College.


Ms. Ayzöger began her career at IS Investment Securities, where she advised on mergers and acquisitions (M&A) and privatization projects across various sectors. In 2005, she joined the Business Development Department of Doğan Şirketler Grubu Holding A.Ş., responsible for the Group's M&A projects. Between 2008 and 2011, she served as Director of Energy Group, overseeing Petrol Ofisi operations and the Group's other oil and gas investments. From 2011 to 2018, she served as Vice President of Business Development at Doğan Şirketler Grubu Holding A.Ş., managing the Holding's and the Group's M&A, strategic partnership, and divestment projects. During her tenure at Doğan Şirketler Grubu Holding A.Ş., she led projects of various scales across numerous sectors—both domestically and internationally—including retail, energy, tourism, and industry. She also managed major transactions such as the Petrol Ofisi-OMV partnership, the sale of Petrol Ofisi, the Aytemiz partnership, and the divestment of the Media Group companies and retail assets. Throughout this period, she also served as a Board Member in several Group companies. Since 2018, she has served as Executive Board Director at Aytemiz Akaryakıt Dağıtım A.Ş., a joint venture of the Doğan Group, where she led the company's transformation and subsequent sale processes. Between 2022 and 2024, she also served as a Board Member at Doğan Burda Dergi Yayıncılık ve Pazarlama A.Ş. With extensive experience in transformation management, partnership management, value-based transformation, and corporate governance, Ms. Ayözger currently serves as a Board Member at Doğan Yayınları Yayıncılık ve Yapımcılık Tic. A.Ş., Board Members Association Turkey, and Naturel Holding A.Ş., as well as an Independent Board Member at Maxis GSPY A.Ş.

As an angel investor, Ms. Ayzöger holds a Turkish Individual Participation Investor License and Capital Markets Board Level 3 License. She is also a member of the Women on Board Association and the Arya Women Investment Platform. Ms. Ayzöger is married and has one child.

Aygen Leyla Ayözger Özvardar qualifies as an independent member according to the CMB Corporate Governance Principles. The duties she has undertaken in the last ten years are essentially explained above and she has no relationship with Akenerji Elektrik Üretim A.Ş. and its related parties.

TO AKENERJİ ELEKTRİK ÜRETİM A.Ş. CORPORATE GOVERNANCE COMMITTEE	AKENERJİ ELEKTRİK ÜRETİM A.Ş. KURUMSAL YÖNETİM KOMİTESİ'NE
<p>SUBJECT: Independency Statement DATE: 10.03.2026</p> <p>Within the framework of the Capital Market Board's Communiqué on Corporate Governance (II-17.1), the Articles of Association of Akenerji Elektrik Üretim Anonim Şirketi ("Company") and the principles stipulated in other relevant legislation; due to my candidacy to Company's independent member of Board of Directors, I hereby acknowledge and declare that:</p> <ul style="list-style-type: none">• I do not have a relationship in terms of employment at an administrative level to undertake significant duty and responsibilities within the last five years, I do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or I have not established a significant commercial relation between the Company, companies on which the Company hold control of management under Turkish Financial Reporting Standards 10 or significant effect under Turkish Accounting Standards 28 and shareholders who hold control of management of the Company or have significant effect in the Company and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,• I have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the Company purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the Company, at the time period when the Company purchases or sells services or goods,• I do have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,	<p>KONU: Bağımsızlık Beyanı TARİH: 10.03.2026</p> <p>AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ'nin ("Şirket") bağımsız yönetim kurulu üyeliğine aday olduğumdan, ilgili mevzuat, Esas Sözleşme ve Sermaye Piyasası Kurulu'nun (II-17.1) sayılı Kurumsal Yönetim Tebliği'nde düzenlenen Kurumsal Yönetim İlkelerinde yer alan kriterler çerçevesinde:</p> <ul style="list-style-type: none">• Şirket, Şirket'in Türkiye Finansal Raporlama Standartları 10'a göre yönetim kontrolü ya da Türkiye Muhasebe Standartları 28'e göre önemli derecede etki sahibi olduğu ortaklıklar ile Şirket'in yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile şahsım, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisi bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların % 5'inden fazlasına birlikte veya tek başına sahip olmadığımı ya da önemli nitelikte ticari ilişkinin kurulmamış olduğunu,• Son beş yıl içerisinde, başta Şirket'in denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde Şirket'in önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (% 5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,• Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,• Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve



<ul style="list-style-type: none">• I will not be a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,• I am resident in Turkey in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.• I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, I do have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders.• I am able to allocate time for the Company's business in order to follow up the activities of the Company and duly fulfill the allocated duties.• I have not conducted membership of board of directors within Company for more than a term of six years in the last ten years.• I am not the independent member of the board of directors in more than three of the corporations as such; the Company or the controlling shareholders of the Company who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange.• I am not registered or announced in the name of the legal entity elected as a Board Member. <p>First and Last Name: Aygen Leyla Ayözger Özvardar Signature</p> <p>Annex: CV</p>	<ul style="list-style-type: none">• kuruluşlarında tam zamanlı çalışmayacağımı,• 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu'na (G.V.K.) göre Türkiye'de yerleşik olduğumu,• Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,• Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayıracağımı,• Şirket'in yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,• Şirket'in veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev yapmadığımı,• Yönetim Kurulu Üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu, <p>beyan ederim.</p> <p>Ad-soyad: Aygen Leyla Ayözger Özvardar İmza</p>  <p>EK : Özgeçmiş</p>
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ANNEX-5

THE INTERNAL REGULATION ON THE PROCEDURES AND PRINCIPLES OF GENERAL ASSEMBLY

Internal Regulation on the Working Rules and Procedures of the General Assembly of Akenerji Elektrik Üretim Anonim Şirketi

SECTION ONE

Aim, Scope, Basis and Definitions

Aim and Scope

ARTICLE 1- (1) Aim of this Internal Regulation is to determine the working rules and procedures of the general assembly of Akenerji Elektrik Üretim Anonim Şirketi within the framework of the provisions of the Code, applicable legislation and articles of association. This Internal Regulation covers all ordinary and extraordinary general assembly meetings of Akenerji Elektrik Üretim Anonim Şirketi.

Basis

ARTICLE 2- (1) This Internal Regulation has been prepared by the board of directors in accordance with the provisions of the Regulation on the Procedures and Rules of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend these Meetings.

Definitions

ARTICLE 3- (1) In this Internal Regulation;

- a) Ministry means Ministry of Trade,
- b) Assembly means a daily meeting of the general assembly;
- c) Code means the Turkish Commercial Code No. 6102 dated 13/1/2011,
- ç) Communiqué means *Corporate Governance Communiqué* (II-17.1),
- d) Session means each of the sections of each assembly broken due to resting, food break and similar reasons,
- e) CMB means Capital Markets Board,
- f) Meeting means ordinary and extraordinary general assembly meetings,
- g) Meeting chairmanship means the board composed of a meeting chairman selected by the general assembly to chair the meeting in accordance with the first paragraph of article 419 of the Code, meeting deputy chairman selected by the general assembly, if required, minutes clerk appointed by the meeting chairman and vote collector if required by the meeting chairman.
- ğ) Regulation means Regulation on the Procedures and Rules of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend these Meetings.

SECTION TWO

Working Procedures and Rules of the General Assembly

Statutory provisions

ARTICLE 4 – (1) The meeting is held in accordance with the provisions of the Code, applicable legislation and articles of association regarding general assembly.

Access to the place of Meeting and preparations

ARTICLE 5 – (1) Shareholders or their representatives as recorded in the list of attendants prepared by the board of directors, members of the board of directors, auditor, if any, Ministry representative, if commissioned, persons to be selected or appointed to the chairmanship of meeting, persons who are nominated to be a member of the board of directors, General Manager and Directors of company, persons who are stipulated to be responsible on agenda items, persons who are required to make a statement, guests who are accepted to access to the Meeting by the Company, press, audio and visual technicians may have an access in the place of meeting.

(2) It is required for real person shareholders and representatives appointed from the electronic general assembly system installed in accordance with Article 1527 of the Code to show their identity card, for representatives of real person shareholders to show their identity card together with their power of attorney, for representatives of legal person shareholders to submit their power of attorney and sign the sections designated for them in the list of attendance when entering in the place of meeting. Such control operations are performed by the board of directors or one or more members of the board of directors commissioned by the board of directors or person or persons appointed by the board of directors.

(3) The board of directors performs tasks for preparation of the place of meeting to cover all of shareholders, availability of stationery, documents, tools and devices to be needed in the course of meeting.

(4) The Meeting can be recorded in video and/or sound,

Opening the meeting

ARTICLE 6 – (1) The meeting is opened by the board of directors chairman or vice-chairman or any of members of the board of directors, in location of the company's head office or other location decided upon the decision of the Board of Directors at the time announced beforehand (save for the provisions of meeting without call stated in article 416 of the Code) after it is found by the meeting minutes that the quorums stated in article 20 of the articles of association were achieved. Capital Markets Law and other related provisions of legislation are preserved.

Constitution of meeting chairmanship

ARTICLE 7- (1) A chairman and, if required, a deputy chairman, are elected primarily among any nominated candidates under management of the person who opened the meeting in accordance with provision of article 6 of this Internal Regulation; these persons shall be responsible for management of the general assembly and shall not be required to be a shareholder.

(2) The chairman appoints at least one minutes clerk and, if required, sufficient number of vote collectors. The chairman may assign experts to perform the technical works related with the electronic general assembly system.

(3) The meeting chairmanship is authorized to sign meeting minutes and other document constituting basis of the minutes.

(4) The meeting chairman acts in accordance with the Code, articles of association and provisions of this Internal Regulation when he chairs the general assembly meeting.

Functions and powers of the meeting chairmanship

ARTICLE 8 – (1) The meeting chairmanship performs the following functions under management of the chairman:

a) Examine if the meeting is held at the address indicated in the announcement and if the place of meeting is appropriate if stated in the articles of association.

b) Control if invitation to the general assembly is made by an announcement on website of companies which are obliged to open a website and an announcement published at the Turkish Trade registry Gazette as indicated in the articles of association, if this call is made at least three weeks before the date of meeting except for the days of announcement and meeting, if the shareholders written in the share ledger, shareholders who declared their address by previously submitting their share certificate or a document proving shareholding to the company are notified of the day and agenda of meeting and gazettes at which the announcement was published or likely to be published by a registered and reply paid letter and record this fact in the minutes of meeting.

c) Control if those unauthorized to enter in the place of meeting participate in the meeting and if the board of directors fulfills the duties stipulated in the second paragraph of article 5 of this Internal Regulation in connection with access to the place of meeting.

ç) Control if all of shareholders or their representatives are present if the general assembly convenes without call in accordance with article 416 of the Code, if there is any objection to such holding method of meeting and if the quorum is preserved by end of the meeting.

d) Control if articles of association including amendments in the event of any amendments, share ledger, board of directors' annual report, auditor's reports, financial statements, agenda, draft amendment prepared by the board of directors in case of an amendment to the articles of association on the agenda, letter of authorization and draft amendment attached thereto if amendment to the articles of association is subject to permission of Ministry, CMB and Energy Market Regulatory Authority list of attendants prepared by the board of directors, postponement minutes for the previous meeting if the general assembly was called to the meeting upon postponement and other required documents related to the meeting are fully available in the place of meeting and state this fact in the minutes of meeting.

e) Conduct identity control of those participated in the general assembly in person or by proxy by signing the list of attendants upon objection or necessity and control authenticity of powers of attorney

f) Find if at least one member of the board of directors and, in case of companies subject to audit, auditors are present at the meeting and indicate this fact in the minutes of meeting.

g) Manage general assembly activities within the framework of the agenda, prevent going beyond the agenda except for the exceptions set out in the Code, ensure order of the meeting, take required measures for it.

ğ) Open and close Assemblies and Sessions and close the Meeting.

h) Read or have others read resolutions, drafts, minutes, reports, proposals and similar documents related to the discussed issues to the general assembly or give those desiring to speak about them.

ı) Arrange voting regarding resolutions to be adopted by the general assembly and declare its results.

i) Supervise if the minimum quorum for meeting is preserved at the beginning, during and at the end of the meeting, if resolutions are adopted according to the quorums stipulated in the Code and articles of association.

j) Prevent those without a voting right from voting in the resolutions stated in article 436 of the Code in accordance with the above-mentioned article, respect any restrictions on voting right and privileged voting as introduced by the Code and articles of association.

k) Postpone discussion of financial statements and discussion of associated issues to be discussed at the next meeting to be held after one month without any need for the general assembly to adopt any resolution in this regard upon request of shareholders holding one-twentieth of the capital provided that a lower ratio isn't determined under the Articles of Association.

- l) Ensure preparation of minutes for activities of the general assembly; enter objections in the minutes, sign resolutions and minutes, state affirmative and dissentive votes on the resolutions adopted at the meeting in the minutes of meeting without causing any doubt.
- m) Deliver the minutes of meeting, annual report of the board of directors, auditor's report in any companies subject to audit, financial statements, list of attendants, agenda, proposals, voting sheets and minutes of elections, if any, and all documents related to the meeting to any of the present member of the board of directors with a report at the end of the meeting.

Actions to be taken before discussion of the agenda

ARTICLE 9 – (1) The meeting chairman reads or has any other person read the meeting agenda to the general assembly. The chairman asks if there is any proposal of change regarding discussion order of the agenda items and if there is a proposal, this issue is submitted to the general assembly for approval. Discussion order of the agenda items may be changed by a resolution of the majority of the votes present at the meeting.

Agenda and discussion of the agenda items

ARTICLE 10 – (1) Agenda of the ordinary general assembly must include the following matters:

- a) Opening and constitution of the meeting chairmanship.
 - b) Discussion of annual report of the board of directors, auditor's reports in any companies subject to audit and financial statements.
 - c) Releases of members of the board of directors and auditors, if any.
 - ç) Election of members of the board of directors and, in any companies subject to audit, of auditor whose term of office expired.
 - d) Determining wages and benefits of members of the board of directors such as daily allowance, bonus and premium.
 - e) Determining method of using, distribution of profit and percentages of dividend.
 - f) Discussion of amendments to the articles of association, if any.
 - g) Other required issues.
- (2) Agenda of the extraordinary general assembly meeting consists of such reasons which require holding the meeting.
- (3) Save for the exceptions stated below, any issues which are not included in the meeting agenda may not be discussed and decided:
- a) If all of the shareholders are present, any issues may be included in the agenda unanimously.
 - b) Request for special audit of any shareholder is decided by the general assembly whether or not it is included on the agenda in accordance with article 438 of the Code.
 - c) Dismissal of members of the board of directors and appointment of new members are considered related to the item of discussion of year-end financial statements and are directly discussed and decided upon request whether or not the agenda includes any item on this matter.
 - ç) Dismissal of members of the board of directors and election of new ones are included in the agenda by majority votes of those who are present at the general assembly meeting even if there is no such item on the agenda in case of existence of good causes such as fraud, incapability, breach of loyalty obligation, difficulty in fulfillment of duty due to membership in many companies, incompatibility, misuse of influence.
- (4) Any agenda item which has been discussed and decided at the general assembly may not be discussed and decided again unless agreed by common consent of the attendants.
- (5) Any items, required by the Ministry to be discussed at the company's general assembly as a result of audit or any other reason, are included in the agenda.
- (6) The agenda is determined by the person who called the general assembly to meeting.

(7) Any items, requested by the shareholders, CMB and/or other public institutions that the company is related with to be discussed at the company's general assembly are announced in the web site of the company along with the announcement of general assembly in accordance with the Communiqué.

(8) The items, conveyed by the shareholders in written to the Investor Relations department of the company shall be taken into consideration by the Board of Directors when agenda is prepared. In case Board of Directors does not accept the requests of shareholders on agenda items, the unaccepted requests and grounds for their refusal shall be announced in the general assembly meeting.

Right to Speak at the Meeting

ARTICLE 11 – (1) The meeting chairmanship is informed by any shareholders or other persons concerned who desire to get the floor on the agenda item being discussed. The chairmanship announces the persons to take the floor to the general assembly and recognizes these persons according to the order of application. If the person who is recognized is not present in the place of meeting, he loses the right to speak. Speeches are made in the place allocated for it addressed to the general assembly. Such persons may change the order of speech among themselves. If the speech time is limited, the speaking person may continue his speech after the time of speech expires only if the first person to speak after him grants him the right of speech provided that he completes the speech within the time of speech of that person. Time of speech may not be extended otherwise.

(2) The meeting chairman may recognize members of the board of directors and auditor who desire to make explanation about the issues being discussed disregarding the order.

(3) Time of speeches is decided by the general assembly depending on intensity of the agenda, multitude and significance of issues required to be discussed and number of those desiring to get the floor upon proposal of the chairman or shareholders. In such cases, the general assembly decides on whether it is to be required to limit the time of speech firstly and then decides on such time through separate voting.

(4) The procedures and rules established in article 1527 and sub-paragraphs of the Code apply to submission of opinions and proposals by shareholders or their representatives who participate in the general assembly by electronic means in accordance with the above-mentioned article.

Voting and procedure of voting

ARTICLE 12 – (1) The meeting chairman announces the issue to be voted to the general assembly before starting voting. If a draft resolution is to be voted, voting is initiated after it is recorded in writing and it is read. It is possible to ask to speak about the procedure only after it is explained to proceed with voting. In the meanwhile, if there is any shareholder who was not recognized despite his request, he exercises his right to speak provided that he reminds the issue and that it is validated by the Chairman. They are not recognized after voting is started.

(2) Votes are casted on the issues discussed at the meeting by holding hands or standing up or saying "accepted" or "rejected" respectively. These votes are counted by the meeting chairmanship. The chairmanship may assign sufficient number of persons to help in vote counting if required. Those who did not show hands, did not stand up or did not declare anything in any way are considered to cast a "dissentive" vote and these votes are considered to be casted against the relevant resolution in evaluation.

(3) The procedures and rules established in article 1527 and sub-paragraphs of the Code apply to voting by shareholders or their representatives who participate in the general assembly by electronic means in accordance with the above-mentioned article.

(4) The shareholders may be represented in the general assembly meeting by another shareholder or extrinsically proxy in accordance with the Capital Markets legislation. The proxies who are also shareholders are authorized for voting for both themselves and the shareholder that they are

representing. In case one share has more than one holder, the mentioned shareholders may use their right to vote by a single representative. The form of the authorization letter is determined by the Board of Directors save for the provisions of Capital Markets regulations. This single representative can either be from one of the shareholders or a third party may be assigned. The representative shall act according to the instructions of the principal. Being contrary to the instructions does not invalidate the vote.

Issue of meeting minutes

ARTICLE 13 – (1) A list of attendants indicating the names of shareholders or their representatives, number, groups and nominal values of their shares is signed by the chairman of Meeting, and the questions and responses to the questions asked in the general assembly are indicated briefly and the decisions adopted and the number of each positive and negative vote casted for each decision are clearly declared in the minutes so that such minutes comply with the provisions contained in the Code and relevant legislation.

(2) The general assembly minutes are prepared in typewriter, computer or by legible handwriting using a pen at the venue and time of the meeting. It is essential to have a printer in the venue of meeting in order to use a computer and print the copies of minutes.

(3) The minutes are prepared at least in two copies and each page of the minutes is signed by the chairman of meeting and the Ministry's representative if present in the meeting.

(4) It is mandatory to indicate in the minutes the business name of the company, date and venue of meeting, total nominal value and number of the shares in the company, total number of shares represented in person and by proxy, first and last name of the Ministry's representative if present in the meeting, number and date of the letter of appointment, method of call to the meeting and if it is made with or without prior announcement.

(5) The number of votes for the decisions adopted in the meeting is indicated in the minutes in figure and in writing to avoid any doubt/reservation.

(6) First name, last name and reasons for objection of those who casted a negative vote for the decisions adopted in the meeting and who would like his objection to be recorded in the minutes are indicated in the minutes.

(7) If the reason for objection is submitted in writing, such letter is attached to the minutes. The full name of the shareholder or his/her representative who declares his/her objection is included in the minutes, and it is explained in the minutes that the letter of objection is enclosed. The letter of objection attached to the minutes is signed by the chairman of meeting and the Ministry's representative if present in the meeting.

Procedures to be followed after the meeting

ARTICLE 14- (1) Chairman of the Meeting delivers a copy of the minutes and all other documentation related to the general assembly to any of the Board members present in the meeting. This delivery is recorded in a separate minutes to be issued by and between the Parties.

(2) Board of Directors is obliged to provide the trade registration office with a notarized copy of the minutes within maximum fifteen days of the date of meeting and to register and publish those matters in the minutes which are subject to registration and publication.

(3) The minutes are posted in the website of those companies which are obliged to create a website within maximum five days of the date of general assembly.

(4) Chairman of Meeting also delivers a copy of list of attendants, agenda and general assembly meeting minutes to the Ministry's representative if he/she is present in the meeting.

Attendance in the meeting through electronic media

ARTICLE 15- (1) Where it is permitted to attend the general assembly meetings through electronic media in accordance with Article 1527 in the Code, the procedures that must be followed by the board of directors and the chairman of the meeting are executed pursuant to Article 1527 of the Code and the relevant legislation.

PART THREE

Miscellaneous Provisions

Attendance by the Ministry's representative and documentation concerning the general assembly meeting

ARTICLE 16 – (1) Ministry's representative must participate for ordinary, extraordinary meetings and the meetings which are held due to a delay in these meetings in accordance with the article 407 of the Code. The provisions on request for the Ministry Representative and the Regulation provisions regarding the duties and responsibilities of the Ministry Representative are preserved.

(2) It is mandatory to comply with the provisions of the Regulation for the preparation of the lists of those eligible to attend the general assembly and those who are present in the Meeting and for the issue of powers of attorney to be used in the general assembly and the meeting minutes.

Matters not covered by this Internal Regulation

ARTICLE 17– (1) In case of occurrence of any matters not covered by this Internal Regulation in the Meetings, the decision to be adopted by the general assembly shall apply.

Acceptance of and amendments to the Internal Regulation

ARTICLE 18– (1) This Internal Regulation is enforced, registered and published by the Board of Directors upon approval by the general assembly of Akenerji Elektrik Üretim A.Ş. The amendments to be made to the Internal Regulation are subject to the same procedure.

Effective Date of Internal Regulation

ARTICLE 19 – (1) This Internal Regulation is agreed and accepted in the next general assembly meeting of Akenerji Elektrik Üretim A.Ş. and shall come into force upon publication in Turkish Trade Registration Journal.

ANNEX-6

THE POLICY ON DONATIONS AND AIDS

“Policy on Donations and Aids” of our Company prepared in accordance with the Capital Markets Legislation, Corporate Governance Principles of Capital Markets Board, our values and sense of corporate social responsibility, and the provisions of our articles of association determined, as follows:

1) Content of donations and aids;

– The Company can make donations and provide aids to departments with general budget, administrations with annexed budget, provincial administrations, municipalities and villages, foundations holding a tax exemption as granted by the Council of Ministers, disaster areas, associations working for public interests, institutions and organizations involved in scientific researches and development activities, universities, educational institutions, and other institutions operating for cultural, art, environment, educational and similar social purposes,

– The donations and aids can either be made in cash or in kind,

– All aids and donations made by the Company are subject to the principles stipulated under this Policy on Donations and Aids,

– The Company shall act in accordance with the sense of corporate social responsibility when deciding or approving the institutions subject to donations and aids, and planning the structures and the amounts of the donations and aids,

2) The limit of donations and aids is determined as TRY 20.000.000,00 for each calendar year,

3) The Company shall submit explanatory information on donations and aids made by the Company within the related year to its shareholders at the annual ordinary general assembly meetings of the Company.

ANNEX-7

THE AMENDMENT DRAFT OF THE ARTICLE 7 TITLED “CAPITAL OF THE COMPANY” OF ARTICLES OF ASSOCIATION AND THE RELATED BOARD OF DIRECTOR’S RESOLUTION

It was resolved by the Board of Directors of our Company as follows:

1. To amend the Article 7 titled “Capital of the Company” of the Articles of Association of our Company as in the attached amendment draft, since the Registered Capital Ceiling permission granted to our Company by the Capital Market Board expired by the end of 2025,
2. To apply to the Capital Market Board, the Energy Market Regulatory Authority and the Ministry of Trade to acquire the required permissions for the draft of amendment to the Articles of Association,
3. To announce this amendment draft on the corporate website of our Company and Public Disclosure Platform and to submit the attached amendment draft for the approval of the General Assembly following the obtaining of the necessary permissions from Energy Market Regulatory Authority, Capital Markets Board and Ministry of Trade, as approved by Energy Market Regulatory Authority, Capital Markets Board and Ministry of Trade.

AKENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ

AMENDMENTS OF THE ARTICLES OF ASSOCIATION

Old Version	New Version
<p>ARTICLE 7 – CAPITAL OF THE COMPANY</p> <p>The company accepted and started registered capital system in accordance with the provisions of the Capital Market Law and with the permission dated 31.5.2000 and numbered 61/922 of the Capital Market Board.</p> <p>The maximum registered capital of the company is 1.500.000.000.-TL (One billion five hundred million) Turkish Liras divided into 150.000.000.000 (one hundred fifty billion) shares with a nominal value of 1 Kr (one) Kuruş each.</p>	<p>ARTICLE 7 – CAPITAL OF THE COMPANY</p> <p>The issued capital of the company is totally paid-up 729.164.000 (seven hundred twenty nine million one hundred sixty four thousand) Turkish Liras. 667.124.000 Turkish Liras of such capital was paid in cash. 9.915.567,36 Turkish Lira of the same was met from the Value Increase Fund, 284.432,64 Turkish Lira from Participations Value Increase Fund, 25.054.049,22 Turkish Lira from Profit Shares, 20.678.403.- Turkish Lira from Emission Premium, 515.499,10 Turkish Lira from Real Estate Sale Profit,</p>

~~The share capital ceiling approved by the Capital Markets Board is valid for the years 2021 to 2025 (5 years). Following the year 2025, even if the capital is not reached to the capital ceiling 1.500.000.000 TL, the Board of Directors will be required to obtain the approval of the Capital Markets Board and authorization at the next general assembly meeting again for the same capital ceiling or a different capital ceiling amount, in order to increase the share capital. Term of this authorization may be extended by a decision of the general assembly for five years at each time. Unless such authorization is received, the Company cannot make a capital increase by a decision of the board of directors.~~

The issued capital of the company is totally paid-up 729.164.000 (seven hundred twenty nine million one hundred sixty four thousand) Turkish Liras. 667.124.000 Turkish Liras of such capital was paid in cash. 9.915.567,36 Turkish Lira of the same was met from the Value Increase Fund, 284.432,64 Turkish Lira from Participations Value Increase Fund, 25.054.049,22 Turkish Lira from Profit Shares, 20.678.403.- Turkish Lira from Emission Premium, 515.499,10 Turkish Lira from Real Estate Sale Profit, and 5.592.048,68 Turkish Lira from inclusion of Extraordinary Reserves in the capital. The shares issued against such Value Increase Fund, Participations Value Increase Fund, Profit Shares, Emission Premium, Extraordinary Reserves and Real Estate Sale Profit added to the capital were distributed to the company shareholders pro rata their shares free of charge.

All shares are issued in registered form, other than the shares that are listed in the stock exchange pursuant to the capital market legislation. All shares listed in the stock exchange issued and will be issued by the Company are also registered shares.

~~The Board of Directors may, between the years 2021-2025, issue registered shares and increase the issued capital in accordance with the provisions of Turkish Commercial Code and Capital Market Law whenever it~~

and 5.592.048,68 Turkish Lira from inclusion of Extraordinary Reserves in the capital. The shares issued against such Value Increase Fund, Participations Value Increase Fund, Profit Shares, Emission Premium, Extraordinary Reserves and Real Estate Sale Profit added to the capital were distributed to the company shareholders pro rata their shares free of charge.

All shares are issued in registered form, other than the shares that are listed in the stock exchange pursuant to the capital market legislation. All shares listed in the stock exchange issued and will be issued by the Company are also registered shares.

Shares remaining after exercising of the pre-emptive right or where exercising of the pre-emptive right is restricted, all newly issued shares shall be offered to the public in accordance with the Communiqués of the Capital Market Board over their market values provided no less than the nominal value.

The shares representing the share capital shall be monitored in book entry form under the principles of dematerialization.

Authorization of restriction of the right to purchase new shares cannot be used in such manner to cause inequality among the shareholders.

~~may deem necessary. The Board of Directors is authorized to decide on issuance of shares over nominal value, restriction of the right to purchase new shares of the shareholders, and issuance of premium stocks.~~

Shares remaining after exercising of the pre-emptive right or where exercising of the pre-emptive right is restricted, all newly issued shares shall be offered to the public in accordance with the Communiqués of the Capital Market Board over their market values provided no less than the nominal value.

The shares representing the share capital shall be monitored in book entry form under the principles of dematerialization.

Authorization of restriction of the right to purchase new shares cannot be used in such manner to cause inequality among the shareholders.