

ESENBOĞA ELEKTRİK ÜRETİM A.Ş.
AGENDA OF GENERAL ASSEMBLY MEETING FOR THE YEAR OF 2023

1. Opening and Appointment of the Meeting Presidential Board,
2. Authorization of the Meeting Presidency to sign the minutes of the General Assembly,
3. Reading, negotiating and approving of fiscal year 2023 Annual Activity Report prepared by Board of Directors,
4. Reading the fiscal year 2023 report of the independent auditing firm,
5. Reading, negotiating and approving of fiscal year 2023 financial statements,
6. Discharge of liability of the members of the Board of Directors one by one for fiscal year 2023,
7. Discussion, Presentation for Voting, and Resolution on the Proposal Regarding the Selection of an Independent External Audit Firm by the Board of Directors for the Audit of the 2024 Financial Statements and Transactions in Accordance with the Turkish Commercial Code and the Capital Markets Law.
8. In accordance with the Dividend Communiqué II-19.1 issued by the Capital Markets Board, Informing shareholders about and approving the Board of Directors' decision on the distribution of the 2023 profit.
9. Election of board members and submission of the terms of office to the approval of the General Assembly.
10. Determination of the compensation of the Members of the Board of Directors,
11. Informing the shareholders about the donations and charities made by our Company in 2023 at the General Assembly, determining the limit of donations and charities to be made by our Company in 2024, in accordance with Article 19/5 of the Capital Market Law,
12. Submitting information on the subject that shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degrees or empowerment of the Board of Directors in connection with matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board and informing the shareholders about the transactions carried out within this scope in 2023 in line with the Corporate Governance Principles,

13. Submitting information to the General Assembly about the income or benefits obtained from the guarantees, pledges, mortgages and sureties given by the Company in favour of third parties within the scope of Article 12/4 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board,
14. Submitting the "Decision on Repurchase of Shares" approved by the Board of Directors on 26.08.2022 and revised on 15.02.2023 within the framework of the Capital Markets Board's Communiqué on II-22.1 Repurchased Shares, to the information of the general assembly
15. Approval to authorize the Board of Directors to decide on the distribution of Advance Dividends for the 2024 accounting period within the scope of Article 14 of the Articles of Association titled Dividend Advance Distribution and the Capital Markets Board's Dividend Communiqué No. II-19.1 dated January 23, 2014
16. Discussing and approving the issue that in case of insufficient profit or loss at the end of the 2024 accounting period, the advance dividend to be distributed will be deducted from the resources that may be subject to the profit distribution in the annual statement of financial position for the 2024 accounting period.
17. Submitting information to the General Assembly about amendment Article 6, titled “Capital and Shares” of the Articles of Association, based on the amendment draft attached to the decision dated 01.03.2024, numbered 2024/04, made by our Board of Directors in accordance with the permission from Capital Markets Board on 12.03.2024 with reference number E-29833736-110.03.03-51058, and from the Ministry of Trade, Directorate General of Domestic Trade, on 22.03.2024 with reference number E-50035491-431.02-00095267401
18. Presenting information to the General Assembly about whether to refund the administrative fine imposed on the board members responsible for the actions that led to the imposition of the fine on Esenboğa Elektrik Üretim A.Ş., as decided in the Capital Markets Board's Bulletin No. 2023/67 dated 02.11.2023
19. The Decision to authorize the Board of Directors to issue debt instruments domestically and internationally pursuant to the Capital Markets Board's Communiqué on Debt Instruments numbered VII-128.8.
20. Wishes, recommendations and ending.