

INFORMATIVE DOCUMENT RELATED TO THE ORDINARY GENERAL ASSEMBLY MEETING, DATED MAY 21, 2025

The Ordinary General Assembly Meeting of our Company for the year 2024 shall convene at Kızılırmak Mah. 1450 Sok. ATM Plaza Kat:14 No:1/67 Çukurambar Çankaya/ANKARA, at 10:00 am, on, May 21, 2025 to discuss the below-mentioned agenda and reach at a decision thereupon.

In order for shareholders to attend the General Assembly, they must be registered in the "Shareholders List" prepared by Central Securities Depository Institution (CSD). Whether the persons physically attending the meeting are shareholders or representatives will be checked through the list of shareholders.

Attendance of our shareholders or their representatives in electronic media is possible by their secure electronic signature. Hence our shareholders, who will use Electronic General Assembly Meeting System, should sign up or login to Central Securities Depository Institution (CSD) e-MKK Information Portal, submit their contact information and possess electronic signature. It is not possible to attend the general assembly meeting in electronic media for shareholders or their representatives without signing up and logging in the e-MKK Information Portal and having electronic signature. Moreover, those shareholders or their representatives who want to attend General Assembly Meetings in the electronic environment must fulfil their liabilities in accordance with “Regulation Regarding Participation to General Assembly Meetings of Joint Stock Companies on Electronic Medium”.

In accordance with Article 1527 of the Turkish Commercial Code numbered 6102, the “Regulation Regarding Participation to General Assembly Meetings of Joint Stock Companies on Electronic Medium” of the Ministry of Customs and Trade, published in the Official Gazette dated 28 August 2018 and numbered 28395, has come into force at 01.01.2012. With this regulation, it has become compulsory for companies whose shares are listed on the stock exchange, to participate in the general assembly meetings electronically and to implement the electronic voting system.

Our shareholders who cannot attend the meeting in person, are required to arrange their proxies in accordance with the attached sample and submit their notary approved power of attorney to our Company, by fulfilling the requirements set forth by the Capital Markets Board. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. **The proxy documents which do not comply with the requirements of the aforementioned Communiqué, and the sample form attached within the invitation to the general assembly meeting document shall not be accepted, given our legal liability.**

The reports of the Board of Directors, Independent Audit Company Report, Financial Tables and Activity Report of the Board of Directors with Corporate Governance Principles Compliance Report for the year 2024 will be available for review by the shareholders at the Company headquarters and our web site at “www.esenbogaelektrik.com.tr” at least three weeks prior to the meeting. In accordance with the arrangements set forth by Capital Markets Board (CMB), the documents of the General Assembly Meeting with the documents mentioned above will be available at Public Disclosure Platform (PDP) and our web site at “www.esenbogaelektrik.com.tr”.

Our shareholders who will vote with the Electronic General Assembly System can obtain information from the Central Registry Agency, our company's website www.esenbogaelektrik.com.tr or the Company Headquarters (Tel: +90 312 467 18 33) in order to fulfil their obligations under the relevant Regulation and Communiqué.

It is duly submitted to inform our Esteemed Shareholders.
Kind Regards,

BOARD OF DIRECTORS

AGENDA OF GENERAL ASSEMBLY MEETING FOR THE YEAR OF 2024

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 2024 Annual Activity Report prepared by Board of Directors,
4. Reading the fiscal year 2024 report of the independent auditing firm,
5. Reading, negotiating and approving of fiscal year 2024 financial statements,
6. Discharge of liability of the members of the Board of Directors one by one for fiscal year 2024,
7. Informing 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 2024 profit.
8. Discussion, 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 Accounts and Transactions for the Year 2025, in accordance with the Turkish Commercial Code and the Capital Markets Law,
9. Determination of the number of Board members, election of the members, and submission of their terms of office for 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 2024 at the General Assembly, determining the limit of donations and charities to be made by our Company in 2025, 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 2024 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 the repurchase of shares, which was 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 II-22.1 on 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 2025 accounting period within the scope of Article 17 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 2025 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 2025 accounting period.
17. 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.
18. Wishes, recommendations and ending.

POWER OF ATTORNEY

ESENBOĞA ELEKTRİK ÜRETİM A.Ş.

I hereby appoint _____ as my attorney in order to represent me, to vote, to make proposals and to sign the required documents in the Ordinary General Assembly Meeting of Esenboğa Elektrik Üretim A.Ş. to be held on May 21, 2025, at 10:00 am, at Kızılırmak Mah. 1450 Sok. ATM Plaza Kat:14 No:1/67 Çukurambar, Çankaya, ANKARA

Of the Attorney (*);

Name Surname/Commercial Title:

TC Identification No/Tax No, Trade Register and No:

MERSİS No:

(*) For foreign attorneys, if exist, the corresponding information must be submitted.

A) Scope of the Representative Power

For sections 1 and 2 given below, the scope of the representative power should be determined by choosing one of the options (a), (b) or (c).

About the Subjects of General Assembly Agenda;

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the company management.
- c) The attorney is authorized to vote in accordance with the instructions given below in table.

Instructions:

If the shareholder chooses option (c); the directives for each item of the agenda are given by choosing among the given alternatives (accept or reject) for the related item and if the alternative “reject” is chosen, the dissenting opinion shall be stated which should be written in -if exists- the minutes of general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1.			
2.			
3.			

(*) Each item of the agenda is listed in order. If the minority has a separate draft resolution, this will be stated additionally for/by assuring proxy voting.

2. Special instruction regarding the other subjects that may come up at the General Assembly Meeting and especially regarding the use of minority rights;

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney does not have the power of representation on these issues.
- c) The attorney is authorized to vote in accordance with special instructions given below.

SPECIAL INSTRUCTIONS; If exist, the special instructions to be given by the shareholder to the attorney are identified here.

B) Shareholder determines the shares to be represented by the attorney by choosing one of the options below.

1. I approve the representation of shares specified below by the attorney.

- a) Distribution and Serial Number: :
- b) Number / Group (**) :
- c) Quantity-Nominal Value :
- ç) Has privilege in voting or not :
- d) Nominative or Bearer (*) :
- e) The ratio of specified shares to total shares/voting rights owned by the shareholder:

** This information is not required for dematerialized shares.*

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

2. I approve the representation of all my shares, which are in the list of attendants prepared by MKK one day prior to the general assembly, by the attorney.

Of the Shareholder:

Name Surname/Commercial Title (*):

() For foreign shareholders, if exist, the corresponding information must be submitted.*

TC Identification No. /Tax No, Trade Register and No. :

MERSİS No. :

Address :

Signature :

Note: A notarized Signatory Circular of the Principal shall be attached to the Power of Attorney.

EXPLANATIONS IN SCOPE OF CAPITAL MARKETS BOARD REGULATIONS

Additional explanations to be made in accordance with the "Corporate Management Communiqué" numbered II.17.1 of the Capital Markets Board are presented in this section:

1. Shareholding Structure and Vote Rights

The company's issued capital shares are divided into 260,000,000 shares, each worth 1 Turkish Lira. The issued capital of the company consists of 16,250,000 Group A bearer shares and 243,750,000 Group B registered shares.

According to the 10th article titled General Assembly of our Articles of Association, "(A) group shareholders have 5 votes for one share, and (B) group shareholders have 1 vote for one share in ordinary and extraordinary General Assembly meetings.

Capital Structure as of December 31, 2024 as follows:

Name/Surname of Shareholder	Group	December 31, 2024	
		Share of Capital (%)	Capital Amount (TL)
Naturel Yenilenebilir Enerji Ticaret A.Ş.	A	6,25	16.250.000
Naturel Yenilenebilir Enerji Ticaret A.Ş.	B	56,25	146.250.000
Naturel Holding A.Ş.	B	0,01	20.778
Azimut Portföy Crassula Hisse Senedi Serbest Özel Fon (Hisse Senedi Yoğun Fon)	B	6,66	17.310.000
Publicly Shares	B	30,83	80.169.222
	A	6,25	16.250.000
Total	B	93,75	243.750.000
		100	260.000.000

2. Information about Management and Operational Changes That May Affect Our Company's Activities Significantly:

Information regarding the changes that took place in the fiscal period and are planned to be realized in the upcoming fiscal periods were disclosed in the material event disclosures. Relevant disclosures can be accessed on our company's website www.esenbogaelektrik.com.tr and the website of the Public Disclosure Platform (PDP) at www.kap.org.tr.

3. Information Regarding the Written Requests of the Shareholders, Capital Market Boards and Other Public Authorities Submitted to Investor Relations Department with respect to Adding Items to the Agenda:

While preparing the agenda, attention is paid to the issues submitted by the shareholders to the Investor Relations Unit that they want include in the agenda, by the Board of Directors.

During the period when the agenda for the Ordinary General Assembly Meeting of 2024 was prepared, our company has not received any request in this regard.

ORDINARY GENERAL ASSEMBLY MEETING AGENDA

1. Opening and Appointment of the Chairman of the Meeting

Pursuant to the provisions of the Turkish Commercial Code and the provisions of the “Regulation Regarding the Methods and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry of Customs and Trade Representatives who shall Attend These Meetings” which was published by the Ministry of Trade in the Turkish Republic Official Gazette numbered 28481 and dated 28.11.2012, the General Assembly elect the Chairman to conduct the meeting and the Vice Chairman, if deemed necessary. The meeting chairmanship is authorized to sign the meeting minutes and other documents that form the basis of this minute.

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

The authority will be given to the chairmanship of the meeting for signing the minutes of the General Assembly will be put to the vote of the partners.

3. Reading, Discussion and Approval of Board of Directors’ Activity Report for the 2024 period

The annual report is disclosed at our Company Headquarters, the Central Registry Agency's Electronic General Assembly portal, the Public Disclosure Platform and the company's website at least three weeks before the General Assembly meeting, which is a legal obligation in line with the provisions of TCC and CMB and the Regulation of the Ministry of Customs and Trade. The Annual Activity Report of the Board of Directors for the fiscal period 01.01.2024-31.12.2024 will be read at the General Assembly Meeting and submitted to the discussion of our shareholders

4. Reading the Fiscal Year 2024 Report of the Independent Auditing Firm:

The Independent Audit Report summary for the fiscal period 01.01.2024-31.12.2024 shall be read at the General Assembly Meeting in line with the provisions of TCC, CMB and the Regulations of the Ministry of Customs and Trade.

5. Reading, negotiating and approving of fiscal year 2024 financial statements:

Within the framework of the provisions of TCC and relevant regulation, the Financial Statements of 2024, which are submitted for the review of our shareholders at our Company Headquarters, on the company's website and Public Disclosure Platform three weeks before the General Assembly meeting, will be read at and submitted to discussion of our shareholders.

6. Discharge of liability of the members of the Board of Directors one by one for fiscal year 2024,

In accordance with the provisions of the TCC and the Regulation, the acquittal of the members of the Board of Directors for their 2024 activities and accounts will be submitted for the approval of the shareholders.

7. 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 2024 profit.

The year 2024 dividend distribution proposal which is given below of our Board of Directors and the proposal that shall be given by the shareholders will be submitted to the approval of Ordinary General Assembly.

Profit Distribution Proposal

ESENBOĞA ELEKTRİK ÜRETİM ANONİM ŞİRKETİ			
1	Paid -In/ Issued Capital		260.000.000,00
2	Total Legal Reserve (According to Legal Records)		7.590.969,95
Information regarding the privileges on profit distribution as per the Company Articles of Association, if there are any			There are no privileges.
		According to Capital Markets Board	According to the Legal Records
3	Profit for the Period	-488.515.757,00	-73.737.093,70
4	Taxes Payable (+)	-159.973.188,00	0,00
5	Net Profit for the Period (=)	-328.542.569,00	-73.737.093,70
6	Accumulated Loss	0,00	0,00
7	First Legal Reserve (-)	0,00	0,00
8	Net Distributable Profit for the Period (=)	-328.542.569,00	-73.737.093,70
9	Donations Made throughout the Year (+)	2.458.393,79	
10	Net Distributable Profit for the Period, Donations Included	-326.084.175,21	
11	First Dividend to Shareholders	0,00	
	-Cash	0,00	
	-Non paid-up share	0,00	
	-Total	0,00	
12	Dividends Distributed to Preferred Shareholders	0,00	
13	Dividends Distributed to Members of Board of Directors, Employees etc.	0,00	
14	Dividends Distributed to Holders of Usufruct Right Certificates	0,00	
15	Second Dividend to Shareholders	0,00	
16	Second Legal Reserve	0,00	
17	Statutory Reserve	0,00	
18	Special Reserve	0,00	
19	Extraordinary Reserve	0,00	
20	Other Resources to be Distributed	0,00	

* The net profit for the period is -328.542.569 (-488.515.757 +159.973.188), and since TRY - 68.750.135 of this amount corresponds to the non-controlling interests, the net profit of the parent company amounting to TRY -259.792.434 was taken as the basis.

Within the framework of the Capital Markets legislation, it has been decided to submit for the approval of the General Assembly that no dividend distribution can be made for the accounting period 01.01.2024-31.12.2024, since there is a net loss for the period in the legal records kept in accordance with the Tax Procedure Law.

8. Approval of the independent auditing firm decided for the period of 2025, by the Board of Directors, in accordance with the regulations of Capital Markets Board

Our Board of Directors will present to the General Assembly for approval the Independent External Audit Firm determined in accordance with the Capital Markets Board Legislation, as per the views of the Audit Committee.

9. Determination of the number of Board Members, election of the members and submission of their terms of office for the approval of the General Assembly,

In accordance with the regulations of the Capital Markets Board (CMB), the Turkish Commercial Code (TCC), and the relevant Regulation, new members will be elected to replace the members of the Board of Directors whose terms have expired, taking into account the principles regarding the election of Board members as stipulated in our Articles of Association. Additionally, to comply with the CMB's Communiqué on Corporate Governance No. II-17.1, independent members will be elected. The management and administration of the Company shall be carried out by a Board of Directors composed of a minimum of six and a maximum of eight members, as determined by the General Assembly, and elected in accordance with the provisions of the Turkish Commercial Code. In this context, the determination of the number of Board members who will serve in the new term and their election will be submitted to the approval of the General Assembly. According to Article 7 of our Articles of Association, members of the Board of Directors may be elected for a term of up to three years. Unless dismissed, Board members whose term has expired may be re-elected.

Following the evaluation of the 'Reports on the Independence of Independent Board Member Candidates' prepared by the Corporate Governance Committee in accordance with the Capital Markets Board's 'Corporate Governance Communiqué' II-17.1, published in the Official Gazette dated January 3, 2014, and the criteria outlined in Article 4.3.7 of the annexed Corporate Governance Principles, by the Company's Board of Directors with decision number 2025/08 on April 7, 2025, it has been decided to propose Ms. Çiğdem Dilek and Mr. Mehmet ARPACI, who meet all the criteria for Independent Board Membership, as Independent Board Member candidates to serve on our Company's Board of Directors for consideration at the 2024 Annual General Meeting. Other Board member candidates will be determined by the general assembly.

10. Determination of the compensation of the Members of the Board of Directors,

In the General Assembly, proposals made by the shareholders on this matter shall be put to vote. The monthly net wages to be paid to the members of the Board of Directors will be determined until the Ordinary General Assembly Meeting in 2024, while the discussion of activities of 2025 and these wages will be effective from the date of the general assembly.

11. Informing the shareholders about the donations and charities made by our Company in 2024 at the General Assembly, determining the limit of donations and charities to be made by our Company in 2025, in accordance with Article 19/5 of the Capital Market Law,

The limit of the donation to be made pursuant to Article 19/5 of the Capital Market Law should be determined by the general assembly in cases which is not specified in the articles of association, and information about donations and payments made must be submitted to the shareholders at the ordinary general assembly. The limit of donations and aids to be made in 2025 will be determined at the general assembly.

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 2024 in line with the Corporate Governance Principles,

During the year, the shareholders holding the management control, the shareholder Board Members, senior executives and their spouses and relatives up to third degree by blood and affinity have not made any transaction that may cause conflict of interest with the company or its subsidiaries did not make a transaction of the type of business that falls within the scope of the business on behalf of himself or someone else. As in every general assembly, approval will be obtained from the general assembly within the framework of articles 395 and 396 of the Turkish Commercial Code.

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 favor of third parties within the scope of Article 12/4 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board,

Within the scope of article 12/4 of the "Corporate Governance Communiqué" of the Capital Markets Board, our shareholders will be informed about the guarantees, pledges, mortgages and sureties given by our company in favour of third parties in 2024, and the income or benefits the company has obtained from these transactions.

14. Submitting the decision on the repurchase of shares, which was 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 II-22.1 on Repurchased Shares, to the information of the General Assembly,

The share buyback that took place in 2024 will be presented to the General Assembly for their information.

15. Approval to authorize the Board of Directors to decide on the distribution of Advance Dividends for the 2025 accounting period within the scope of Article 17 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,

It will be submitted to the approval of the General Assembly to authorize the Board of Directors to decide on the distribution of Advance Dividends for the 2025 accounting period, within the scope of Article 14 of the Articles of Association titled Dividend Advance 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 2025 accounting period, the advance dividend to be distributed will be deducted from the resources that may be subject to profit distribution in the annual statement of financial position for the 2025 accounting period,

In cases of insufficient profit or loss at the end of the 2025 accounting period, the issue that 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 2025 accounting period will be discussed and submitted to the approval of the general assembly.

17. 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.

The proposal to delegate the authority for issuing debt instruments to the board of directors in accordance with the Capital Markets Board's Communiqué on Debt Instruments numbered VII-128.8 will be discussed and submitted for approval at the General Assembly.

18. Wishes, recommendations and ending.

APP 1: BIOGRAPHIES OF INDEPENDENT BOARD MEMBER CANDIDATES

Çiğdem DİLEK

Born in 1977 in Şanlıurfa, Çiğdem Dilek graduated from Istanbul University Faculty of Law. She completed her master's degree in Economic Law at Başkent University.

She also received training in European Union Law at the London School of Economics in London for one year. Since beginning her legal career, Çiğdem Dilek has continued her work in the fields of energy law, corporate law, tax law, and administrative law.

She has specialized particularly in electricity market contracts, Due Diligence reports in mergers and acquisitions, and share transfer agreements. She also has experience in administrative and tax litigation.

Fluent in English, Çiğdem Dilek has represented numerous domestic and international companies as well as public institutions as a legal counsel.

Mehmet ARPACI

Mehmet Arpacı, born in Ankara in 1974, completed his primary and secondary education in this city. He completed his undergraduate studies in International Business with honors at Eckerd College in Florida, United States, and then earned an MBA degree with a specialization in Marketing, Organization, and International Business Management from Florida Metropolitan University.

Arpacı began his professional career in various managerial positions in the energy and real estate sectors. He served as the Marketing Manager at Bilmer A.Ş., and then held significant roles as the Procurement Manager and Energy Trading Coordinator at Çalık Holding between 2002 and 2010. With his expertise in the energy sector and leadership competencies, he became the founding chairman of the Global Energy Foundation, a significant initiative in the sector.

In 2010, Arpacı began serving as the General Manager of Atakule Real Estate Investment Trust (REIT), where he managed all the company's operations. During this period, Atakule REIT reached a strong position in the real estate sector with its strategic vision and innovative approach. Since January 1, 2022, he continues his role as a Board Member and Deputy Chairman of the Executive Board at Atakule REIT.

Additionally, following the general assembly held on March 23, 2023, he was appointed as a Board Member at Çemtaş Steel Machinery Industry and Trade Inc., one of Turkey's largest industrial organizations.

As of March 18, 2025, he also joined the Board of Directors of Bursa Beton A.Ş., the largest ready-mixed concrete producer in Bursa. The company plays a significant role in the urban development of Bursa by supplying high-quality concrete for strategic projects.