

**MINUTES OF THE 2023 ORDINARY GENERAL ASSEMBLY MEETING OF TATLIPINAR
ENERJİ ÜRETİM ANONİM ŞİRKETİ HELD ON 20/05/2024**

The ordinary general assembly meeting of Tatlıpınar Enerji Üretim A.Ş. for the year 2023 will be held on 20 May 2024 at 11:00 on Çakmak Mh. Tavukçuyolu Cd. No:22, 34770 Ümraniye/İstanbul under the supervision of Hakan Aydın, the Ministry Representative appointed by the Ministry of Commerce, Istanbul Provincial Directorate of Commerce with the letter dated 16/05/2024 and numbered 96880767.

The invitation for the meeting was made as stipulated in the Law and the Company's Articles of Association, including the agenda, by being published in the Turkish Trade Registry Gazette No. 11069 dated 25/04/2024 and in the Public Disclosure Platform on 22/04/2024, in the Electronic General Assembly System of the Central Registry Agency and on the Company's official website at www.tatlipinarenerji.com.tr. Pursuant to Article 29 of the Capital Markets Law, no registered letter was sent to the shareholders for the invitation to the General Assembly meeting.

From the examination of the list of attendees, it has been determined that out of 280,500,000 shares corresponding to the Company's total capital of TRY 280,500,000.00 , all 73,620,000 Group A shares corresponding to the Company's capital of TRY 73,620,000 were represented by proxy, 136,680,000 Group B shares corresponding to the Company's capital of TRY 136,680,000.00 were represented by proxy and 16,766 Group B shares corresponding to the Company's capital of TRY 16,766.00 were represented in person, a total of 73,620,000 Group A shares and 136,696,766 Group B shares were represented at the meeting, and thus, the minimum meeting quorum stipulated in both the Law and the Articles of Association was present with 74.98% attendance.

Erman Çete, Mehmet Burak Kutluğ and Halise Gökçe Okur, members of the Board of Directors, and Zekeriya Topçu representing Reform Bağımsız Denetim A.Ş., the Company's independent auditor for the fiscal year 2023, were present at the meeting.

It has been determined by the Ministry Representative that the matters stipulated in the Articles of Association of the Company, the Internal Directive determining the working procedures of the General Assembly and the Turkish Commercial Code and other relevant legislation have been fulfilled physically and electronically and the necessary quorum has been achieved and it has been stated that there is no obstacle to the commencement of the meeting.

Erman Çete, one of the independent members of the Board of Directors, informed the shareholders about the voting procedure at the meeting.

After a minute of silence for the memory of Mustafa Kemal Atatürk, the founder of our Republic, and all our martyrs, the meeting proceeded to the discussion of the agenda.

1. Formation of the Council of the Ordinary General Assembly and authorization of the Council to sign the minutes,

The first item of the agenda started to be discussed. In accordance with the relevant provisions of the Law and the Company's Internal Directive regulating the working principles and procedures of the General Assembly, Mehmet Burak Kutluğ was nominated as the Chairman of the Meeting.

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The proposal was put to vote, and as a result of the voting, the election of Mehmet Burak Kutluğ as the Chairman of the Meeting was unanimously approved by the participants.

As a result of the voting, Mehmet Burak Kutluğ was elected as the Chairman of the Meeting; Bakican Gençtürk was appointed as the Minutes Clerk and Murat Kipritci was appointed as the Vote Collector by the Meeting Chairman. Çiğdem Abalı Yılmaz, who holds the Electronic General Assembly System Certificate from the Central Registry Agency and Capital Markets Licensing, Registration and Training Agency, was appointed to use the electronic general assembly system. It has been determined that the Company has fulfilled the electronic general assembly preparations in accordance with the legal regulations. Pursuant to the relevant provisions of the Law and the Internal Directive regulating the working principles and procedures of the General Assembly, the Meeting Chairmanship is authorized to sign the meeting minutes and other documents forming the basis of these minutes.

2. Discussion and approval of the 2023 Annual Report of the Board of Directors,

The second item of the agenda was discussed. Since the 2023 Annual Report of the Board of Directors was made available for the review of the shareholders three weeks prior to the general assembly meeting on the Public Disclosure Platform (KAP), on our Company's website (<https://tatlipinarenerji.com.tr/>), on the Electronic General Assembly System (e-GEM) and at the Company's head office, the written proposal submitted to the Meeting Chairmanship by Attorney Ceren Güneç Yarkın, the representative of Ali İbrahimağaoğlu, one of the shareholders, to not read it separately and to accept it as read, was submitted for the approval of the shareholders. 2023 Annual Report of the Board of Directors was accepted by unanimous vote of the attendees as a result of the voting.

The annual report was discussed. Mehmet Dönmez, one of the shareholders, took the floor. He requested information about the decline of the company's shares according to the index rates and the transactions carried out within the scope of the agreement with İnfö Yatırım Menkul Değerler A.Ş.

Derya Deniz Yılmaz Adalıoğlu, Assistant General Manager in charge of Financial Affairs, stated that our investment relations department will provide a written response on the relevant issue.

Hamza Inan, one of the shareholders, commented on whether the meeting was attended electronically, and the prices of the shares traded on the stock exchange.

The Chairman of the Meeting, Mehmet Burak Kutluğ stated that all kinds of instruments will be used to protect the investors and that the company prioritizes investments.

The 2023 Annual Report of the Board of Directors was put to vote, and as a result of the voting, it was unanimously approved by the participants.

3. Discussion of the 2023 Independent Audit Report prepared by the Independent Audit Firm,

The 3rd item of the agenda started to be discussed. Since the 2023 Independent Audit Report was made available for the review of the shareholders three weeks prior to the general assembly meeting

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on the Public Disclosure Platform (KAP), on our Company's website (<https://tatlipinarenerji.com.tr/>), on the Electronic General Assembly System (e-GEM) and at the Company's head office, the written proposal submitted to the Meeting Chairmanship by Attorney Ceren Güneç Yarkin, the representative of Ali İbrahimağaoğlu, one of the shareholders, to read only the opinion part of the Independent Audit Report was submitted to the approval of the shareholders. As a result of the voting, the proposal regarding the reading of the opinion section of the Independent Audit Report for 2023 was unanimously approved.

2023 Independent Audit Organization Reform Bağımsız Denetim A.Ş. representative Zekeriya Topçu was given the floor to read the opinion part of the Independent Audit Report for 2023. The Independent Audit Report was discussed.

No shareholder took the floor.

4. Discussion and approval of the financial statements for the fiscal year 2023,

The 4th item of the agenda was started to be discussed. Since the consolidated financial statements for the fiscal year 2023, which are accurately reflected in accordance with the accounting principles and standards set out in the Communiqué on Principles Regarding Financial Reporting in Capital Markets Serial:II.14.1 published by the Capital Markets Board for the fiscal year 2023, were submitted for the review of the shareholders three weeks prior to the general assembly meeting on the Public Disclosure Platform (KAP), on our Company's website (<https://tatlipinarenerji.com.tr/>), on the Electronic General Assembly System (e-GEM) and at the Company's headquarters, the written proposal submitted to the Meeting Chairmanship by the representative of Ali İbrahimağaoğlu, Attorney Ceren Güneç Yarkin, for the financial statements to be deemed to have been read was submitted to the approval of the shareholders. As a result of the voting on deeming the financial statements for the 2023 accounting period as read, they were approved by a majority of votes with 504,796,754 votes in favour against 12 votes against.

Derya Deniz Yılmaz Adalıoğlu, Assistant General Manager in charge of Financial Affairs, was given the floor to read the main items of the balance sheet and income statement for the 2023 accounting period.

The 2023 financial statements were discussed. No shareholder took the floor.

The financial statements for the 2023 accounting period were approved unanimously with 504,796,754 votes in favour against 12 votes against.

5. Discussion of the release of the members of the Board of Directors individually for the activities of the Company in 2023,

Article 5 of the agenda was started to be discussed. 2023 activities, transactions and accounts, the release of the members of the Board of Directors who took office during the period was submitted to the approval of the shareholders.

No shareholder took the floor regarding the related agenda item.

2023 activities, transactions and accounts of the year 2023, the vote on the release of the members of the Board of Directors who took office during the period was passed. The release of the members

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of the Board of Directors for the activities of the year 2023 was unanimously approved with 100,535,792 affirmative votes against 12 reject votes.

Pursuant to Article 436 of the TCC, the members of the Board of Directors who are shareholders did not vote for their own release.

6. Determining and resolving on all kinds of financial rights such as remuneration and attendance fees of the members of the Board of Directors within the framework of the Company's Remuneration Policy,

The 6th item of the agenda was started to be discussed. Pursuant to the company's remuneration policy for the members of the Board of Directors and senior executives as per the mandatory Corporate Governance Principle numbered 4.6.2 of the Capital Markets Board, it was submitted for the approval of the shareholders that each member of the Board of Directors be paid a monthly net fee of TRY 40,000.00 until the end of their term of office as of the date of the general assembly.

No shareholder took the floor regarding the related agenda item.

The proposal to pay a monthly net remuneration of TL 40,000.00 to each of the members of the Board of Directors until the end of their term of office as of the date of the General Assembly was approved by a majority of votes with 504,796,754 affirmative votes against 12 rejected votes.

7. Pursuant to Article 363 of the Turkish Commercial Code, submission to the General Assembly for approval of Erman ÇETE, independent member of the Board of Directors elected to replace Ayşe Füsün ÖZCAN, independent member of the Board of Directors who resigned, to complete the term of his predecessor as an independent member of the Board of Directors,

The 7th item of the agenda was started to be discussed. Erman ÇETE was appointed as an independent member of the Board of Directors with the decision of the Board of Directors dated 28 September 2023 to complete the term of office of Ayşe Füsün ÖZCAN, who resigned from the independent board membership of our Company. Erman Çete's declaration of independence and curriculum vitae were submitted for the information of the shareholders in the Public Disclosure Platform with the material event disclosure dated 28.09.2023 and in the annex of our explanations regarding the agenda items of the general assembly. The relevant appointment has been submitted to the approval of the shareholders pursuant to Article 363 of the Turkish Commercial Code.

Regarding the related agenda item, Hamza İnan, one of the shareholders, asked for confirmation whether Erman Çete was present at the meeting. Erman Çete declared that he was present at the meeting.

Pursuant to Article 363 of the Turkish Commercial Code, the appointment of Erman Çete to the vacant seat on the Board of Directors to complete the term of his predecessor was approved with a majority of 504,796,754 votes in favour against 12 votes against.

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8. Submission of the independent board member candidate Bekir Murat ÖGEL for the approval of the general assembly, pursuant to Article 359 of the Turkish Commercial Code,

The 8th item of the agenda was started to be discussed. Upon the report of the Corporate Governance Committee dated 26 March 2024, Bekir Murat ÖGEL was nominated as an independent member candidate with the decision numbered 2024/4 and dated 26 March 2024 taken by the Board of Directors.

The shareholders were informed that the CMB did not express a negative opinion for this independent board member candidate with the decision dated 4 April 2024 and numbered 19/543 and that the resume and independence declaration of the independent board member candidate were submitted for the information of the shareholders in the annex of our explanations regarding the agenda items of the general assembly.

No shareholder took the floor regarding the related agenda item.

The election of Bekir Murat Ögel, Independent Board Member Candidate, with Turkish ID Number [REDACTED] and residing in Çekmeköy / Istanbul, as an independent board member to serve until 12.12.2025 was submitted to the votes of the shareholders. The proposal for the election of Bekir Murat Ögel as an independent member of the Board of Directors was approved by a majority of votes with 504,796,754 votes in favour against 12 votes against.

9. Informing the shareholders about the Capital Markets Board's opinion that Yusuf GÜNAY, who was elected as an independent member of the Board of Directors at the Ordinary General Assembly meeting dated 28.03.2023, meets the conditions specified in Article 4.3.6 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué numbered II-17.1 in line with the Capital Markets Board's meeting dated 04.04.2024 and numbered 19/543,

Yusuf GÜNAY, who was elected as an independent member of the board of directors at the ordinary general assembly meeting dated 28.03.2023, was notified by the CMB with the decision dated 4 April 2024 and numbered 19/543 that it has no negative opinion. Since this item was added for information purposes only, no voting was carried out.

No shareholder took the floor regarding the related agenda item.

10. Discussion and resolving on the Board of Directors' proposal for the selection of an Independent Audit Firm for the audit of the accounts and transactions for the year 2024 in accordance with the Turkish Commercial Code and the Capital Markets Law,

The 10th item of the agenda was started to be discussed. Within the framework of the provisions of the "Communiqué on Independent Audit Standards in Capital Markets" published by the Capital Markets Board and upon the proposal of the Audit Committee in the Audit Committee Report dated 04 April 2024, at the meeting of our Board of Directors dated 04 April 2024, it was resolved to propose Reform Bağımsız Denetim A.Ş., located at Kavacık Mahallesi Fatih Sultan Mehmet Cad. No: 10/3 Beykoz/ İstanbul, as the independent auditor at the Ordinary General Assembly of our Company for the year 2023 in order to audit the financial statements and reports of our Company for the year 2024 in accordance with the Turkish Commercial Code No. 6102 and the Capital

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Markets Law No. 6362 and to carry out other activities within the scope of the relevant regulations on these issues. The related resolution was submitted to the votes of the shareholders.

No shareholder took the floor regarding the related agenda item.

The proposal to appoint Reform Bağımsız Denetim A.Ş. as the independent auditor to audit the financial statements and reports for the year 2024 and to carry out other activities within the scope of the relevant regulations on these matters was approved by a majority of votes with 504,796,754 votes in favour against 12 votes against.

11. Determining the utilization of 2023 profit and the rates of profit and dividends to be distributed,

The 11th item of the agenda was started to be discussed. The financial statements for the accounting period 1 January - 31 December 2023, prepared by Tatlıpınar Enerji Üretim A.Ş. on the basis of Turkish Financial Reporting Standards (TFRS) and audited by Reform Bağımsız Denetim A.Ş., were deemed appropriate to be submitted to the General Assembly. As a result of the examination of the said Financial Statements and the financial statements of Tatlıpınar Enerji Üretim Anonim Şirketi according to the records kept in accordance with the provisions of the Tax Procedure Law (TPL); According to the financial statements prepared in accordance with TFRS, it has been observed that there is a current period net profit of TRY 591,864,456.00 belonging to the Parent Company, and according to the TPL records, TRY - 498,717,749.48 current year net loss for the period.

In accordance with the Capital Markets legislation, Article 17 of the Company's Articles of Association and the Company's Dividend Distribution Policy approved by the shareholders at the General Assembly dated 28/03/2023, it was submitted to the shareholders' votes that no dividend distribution be made for the 2023 activity period due to the fact that the net profit for the period amounting to TRY 591,864,456.00 according to the financial statements prepared in accordance with TFRS was transferred to retained earnings and the loss for the period amounting to TRY 498,717,749.48 according to TPL records was transferred to retained losses.

No shareholder took the floor regarding the related agenda item.

The proposal for determining the utilization of the profit for 2023 and the rates of profit and dividends to be distributed was approved by a majority of votes with 504,796,754 votes in favour against 12 votes against.

12. Pursuant to the Turkish Commercial Code and Capital Markets Board regulations; informing the shareholders about the guarantees, pledges, mortgages, and sureties given by the Company and its subsidiaries in favor of third parties in 2023 and the income or benefits obtained,

The 12th item of the agenda was started to be discussed. Derya Deniz Yılmaz Adalıoğlu, Assistant General Manager in charge of Financial Affairs, was given the floor to make explanations regarding the relevant item.

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Shareholders were informed about the guarantees, pledges, mortgages and sureties given by our Company in favour of third parties and the income or benefits obtained, as stated in footnote 22 of our Financial Statements dated 31.12.2023. Since this item was added for information purposes only, no voting was held.

No shareholder took the floor regarding the related agenda item.

13. Providing information about the donations and grants made by the Company in 2023 in accordance with the Corporate Governance Principles and determining the upper limit for donations and grants to be made in 2024,

The 13th item of the agenda was discussed. Derya Deniz Yılmaz Adalıoğlu, Assistant General Manager in charge of Financial Affairs, was given the floor to give information about the donations and aid made by our Company in 2023. In 2023, shareholders were informed about the donations and aid amounting to TRY 1,436,747.85 in total.

Hamza İnan, one of the shareholders, took the floor regarding the related agenda item and asked whether scholarships were given within the scope of the donations made.

Derya Deniz Yılmaz Adalıoğlu, Assistant General Manager in charge of Financial Affairs, explained the donations made.

Mehmet Burak Kutluğ, Chairman of the Meeting, stated that even if not on behalf of Tatlıpınar, donations are made from group companies and the Company will take the necessary steps in this regard.

Within the framework of the capital markets legislation, the Company's Articles of Association and the Company's Donation Policy; in accordance with the written proposal submitted to the chairmanship of the meeting by Attorney Ceren Güneç Yarkın, representative of shareholder Ali İbrahimağaoğlu, for the donations to be made in the 01.01.2024-31.12.2024 activity year, the upper limit to be determined as 0.4% (four per thousand) of the 2023 revenue in accordance with the Capital Markets Board regulations was submitted to the approval of the shareholders.

The proposal for determining the upper limit for donations and aid to be made in 2024 was approved by a majority of votes with 504,796,754 votes in favour against 12 votes against.

14. In line with the Corporate Governance Principles, Principle No. 1.3.6, informing the shareholders about the significant transactions realized in 2023 that may cause conflict of interest,

The 14th item of the agenda was started to be discussed. Regarding the information about the transactions carried out in 2023 with the members of the Board of Directors of the Company and the persons listed in Article 1.3.6 of the CMB's Corporate Governance Principles in this context, it was informed that the said information was disclosed in detail in footnote 5 titled "Related Party Disclosures" of the financial statements for the 2023 accounting period, and that no other transactions took place in addition to those disclosed.

No shareholder took the floor regarding the related agenda item.

Since this item was added for information purposes only, no voting was carried out.

CHAIRMAN

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Hakan Aydın

MINUTES CLERK

Bakıcan Gençtürk

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15. Grating the Board of Directors, the permission and authorities set forth under Articles 395 and 396 of the Turkish Commercial Code,

The 15th item of the agenda was started to be discussed. The proposal to authorize the members of the Board of Directors to carry out transactions within the framework of the first paragraph of Article 395 titled "Prohibition of Transactions with the Company and Borrowing Money from the Company" and Article 396 titled "Prohibition of Competition" of the Turkish Commercial Code was submitted to the approval of the shareholders.

The proposal to authorise the members of the Board of Directors to carry out the transactions stipulated in Articles 395 and 396 of the Turkish Commercial Code was approved by a majority of votes with 504,796,754 votes in favour against 12 votes against.

No shareholder took the floor regarding the related agenda item.

16. Wishes and comments.

Article 16 of the agenda started to be discussed. Shareholders were given the floor to express their wishes and comments.

Hamza İnan, a shareholder, expressed gratitude to the Meeting Chairmanship for managing the meeting in an open and transparent manner. He thanked for the contributions made in the field of renewable energy. He stated that he expects that everything will improve after the period of difficulty.

Mehmet Dönmez, one of the shareholders, stated that the trust of the company and the image of the shareholders affect the investors and requested the company to make efforts in this regard. He demanded that the investor should be supported with a bonus issue and that necessary measures should be taken due to the continued share sales of İfo Yatırım Menkul Değerler A.Ş. He thanked the Meeting Chairmanship for the efforts made.

Mehmet Burak Kutluğ, Chairman of the Meeting, stated that the necessary investments were made considering the public offering price. He thanked the participating shareholders for their criticisms. Since there were no matters to be discussed on the agenda, the Meeting Chairman closed the meeting at 12:30 pm.

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