

İSTANBUL TRADE REGISTRY DIRECTORATE
TRADE REGISTRY NO: 801655-0
TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ
THE BOARD OF DIRECTORS' INVITATION TO THE ORDINARY GENERAL
ASSEMBLY MEETING DATED 05/05/2025

Pursuant to the resolution of our Board of Directors dated 28/03/2025 and numbered 2025/6, the Ordinary General Assembly Meeting ("Ordinary General Assembly Meeting") of our company Tatlıpınar Enerji Üretim Anonim Şirketi ("Company") will be held on Monday, 05/05/2025 at 11:00 am at Çakmak Mah. Tavukçuyolu Cd. No.22 34770 Ümraniye / İSTANBUL to discuss and resolve on the agenda written below.

Our Company's shareholders will be able to attend the Ordinary General Assembly Meeting physically or electronically, in person or through their representatives. Attendance to the Ordinary General Assembly Meeting electronically: Electronic General Assembly System ("e-GKS") provided by Merkezi Kayıt Kuruluşu A.Ş. ("MKK"). Shareholders who will make transactions in the e-GKS must first register with the Investor Information Center of MKK and must also have a secure electronic signature and mobile signature.

Shareholders or their representatives holding secure electronic signatures who wish to participate in the Ordinary General Assembly Meeting electronically are required to complete their transactions in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies to be Held Electronically" and the "Communiqué on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies". Otherwise, it will not be possible for them to participate in the meeting electronically.

Our shareholders or their representatives who will attend the General Assembly electronically via e-GKS may obtain information on the procedures and principles regarding participation, appointment of a representative, making proposals, expressing opinions and voting from MKK's web-site (<https://egk.mkk.com.tr>).

Shareholders who wish to attend the Ordinary General Assembly Meeting are required to fulfill the procedures announced to the public by MKK. The Ordinary General Assembly Meeting may be attended by the shareholders whose names appear on the list of attendees created by taking into account the "shareholders list" provided by MKK. The check of whether the persons who physically come to the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or representatives will be made on the list received. In the Ordinary General Assembly Meeting to be held physically; real person shareholders are required to present their identity documents; persons authorized to represent legal entity shareholders are required to present their identity documents and power of attorney. Representatives of real persons or legal entities attending the meeting in physical environment may attend the Ordinary General Assembly Meeting by submitting their identity documents and their power of attorney; and representatives authorized through GKS may attend the Ordinary General Assembly Meeting by signing the list of those present by submitting their identity documents.

Legal entity or real person shareholders who cannot attend the meeting physically or electronically may have themselves represented by proxy at the meeting. If the authorization is made through e-GKS, the name and surname of the proxy (representative) must be included in the list received from MKK. The proxy appointed through e-GKS is not required to submit a physical proxy document, and the proxy appointed through e-GKS can attend the General Assembly Meeting both physically and through e-GKS. If the authorization is not made through

e-GKS, for physical attendance, the shareholders are required to arrange their proxies according to the form in Annex-1 and submit them to our Company by having them notarized or by attaching their notarized signature circular or signature declaration to their proxies in accordance with the provisions of the Capital Markets Board's "Communiqué on Voting by Proxy and Proxy Solicitation (II-30.1)". A sample proxy form (**Annex-1**) can be obtained from the Company's general directorate or from the website <https://www.tatlipinarenerji.com.tr/>. Power of attorneys that do not comply with the power of attorney sample attached to the General Assembly Invitation Announcement, which is required by the Capital Markets Board within the framework of the above-mentioned Communiqué, will not be accepted. The proxy who will attend the meeting by proxy and physically, whether appointed by a notarized power of attorney or through e-GKS, is obliged to show his/her ID card at the meeting.

In the Ordinary General Assembly Meeting, open voting method by raising hands will be used for voting on the agenda items, without prejudice to the provisions on voting electronically. As stated in the Articles of Association of our Company, each share of Group A shareholders or their proxies has 5 (five) voting rights and each share of Group B shareholders, or their proxies has 1 (one) voting right.

As per Article 415, Paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, Paragraph 1 of the Capital Markets Law, the right to attend and vote at the General Assembly is not conditional upon the deposit of share certificates. Accordingly, if our shareholders wish to attend the Ordinary General Assembly Meeting, they do not need to block their shares. However, if our shareholders, whose identities and information regarding the shares in their accounts cannot be seen by our Company, wish to participate in the General Assembly Meeting, they are required to apply to the intermediary institutions where their accounts are held and remove the "restriction" preventing their identities and information regarding the shares in their accounts from being notified to our Company until 16:30 at the latest one day before the General Assembly Meeting.

Company's Consolidated Financial Statements and Footnotes for the 2024 financial year, Activity Report, Dividend Distribution Proposal, Independent External Audit Report and the detailed Information Document containing the agenda items within the framework of Corporate Governance Principles, explanations on Compliance with Corporate Governance Principles and Sustainability Principles and explanations required for compliance with Capital Markets Board regulations will be made available for the review of shareholders at the Company Headquarters and in the investor relations section of the website "<https://www.tatlipinarenerji.com.tr/>" internet address, Kamu Aydınlatma Platformu (KAP) and e-GKS.

In accordance with the Law No. 6698 on the Protection of Personal Data, you may access detailed information on the processing of your personal data by our Company from the KVKK tab shared with the public at <https://www.tatlipinarenerji.com.tr/>.

It is hereby submitted for the attention of our Shareholders.

ADDITIONAL EXPLANATIONS UNDER THE SCOPE OF CAPITAL MARKET BOARDS REGULATIONS

The required disclosures pursuant to Capital Market Board's (CMB) "Corporate Governance Communiqué" II-17.1 are provided below the following agenda items, and other mandatory general disclosures are presented for your information in this section.

- a) **Total number of shares and voting rights reflecting the shareholding structure of the company as of the date of disclosure, and if there are privileged shares in the share capital, the number of shares and voting rights representing each privileged share group and the nature of the privileges.**

a. Capital and Shareholding Structure

Paid Capital : 280,500,000.00 TRY

Registered Capital : 1,227,000,000.00 TRY

The Company's issued share capital is TRY 280,500,000.00 (twohundredeightymillionfivehundredthousand TRY) and is fully paid in and free from collusion, it consists of 280,500,000 shares at 1 share of 1 TRY nominal value.

Title / Name Surname	Share Group	Number of Shares	Nominal Value (TL)	(%)
Akdeniz İnşaat ve Eğitim Hizm. A.Ş.	B	43,003,846	43,003,846.00	15.33
Ali İBRAHİMAĞAOĞLU	A	73,620,000	73,620,000.00	26.25
Ali İBRAHİMAĞAOĞLU	B	36,152,466	36,152,466.00	12.89
Hüseyin Avni İBRAHİMAĞAOĞLU	B	57,515,192	57,515,192.00	20.50
Other	B	70,208,496	70,208,496.00	25.04
TOTAL	A+B	280,500,000	280,500,000.00	100

b. Privileged Share Groups and Voting Rights

Pursuant to Article 11 of the Company's Articles of Association titled "General Assembly", each Group A share entitles its holder to 5 (five) votes. Each Group B share entitles its holder to 1 (one) vote.

Pursuant to Article 8 of the Company's Articles of Association titled "Board of Directors and its Term", Group A shares have privileges in the election of the members of the Board of Directors. 2 (two) members of the Board of Directors consisting of 5 (five) members, 3 (three) members of the Board of Directors consisting of 6 (six) members, 3 (three) members of the Board of Directors consisting of 7 (seven) members, 4 (four) members of the Board of Directors consisting of 8 (eight) members, 4 (four) members of the Board of Directors consisting of 9 (nine) members, 5 (five) members of the Board of Directors consisting of 10 (ten) members and 5 (five) members of the Board of Directors consisting of 11 (eleven)

members are elected among the candidates nominated by the majority of Group A shareholders. (Pursuant to the Articles of Association, the Board of Directors may consist of a minimum of 5 and a maximum of 11 members).

Group B shares have no privileges.

- b) Information relating to changes in the management and activities of the corporation 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 corporation significantly, and information on the reasons for such changes.**

Our Company has acquired the shares of Ağaoğlu Yenilenebilir Enerji Yatırım Holding A.Ş. as announced to our stakeholders during the fiscal year 2024. After the share transfer, our Company holds 51% of the shares of Ağaoğlu Yenilenebilir Enerji Yatırım Holding A.Ş.. Other issues that may significantly affect the activities of our Company are disclosed to the public within the framework of the relevant legislation.

- c) If the agenda of the general assembly meeting includes the dismissal, replacement or election of board members, the grounds for dismissal and replacement, the backgrounds of the persons whose candidacy for board membership has been submitted to the corporation, the duties they have carried out in the last ten years and the reasons for their resignation, the nature and materiality level of their relationship with the corporation and the related parties of the corporation, whether they have the qualifications of independence, and information on similar issues that may affect the activities of the corporation in case these persons are elected as members of board of directors.**

The term of office of our Board of Directors expires on 12.12.2025. Therefore, to appoint the members of the Board of Directors at the Ordinary General Assembly to be held, the nominees for the Board of Directors will be submitted to the approval of our shareholders. Upon the report of our Corporate Governance Committee dated 26 February 2025, Yusuf GÜNAY, Bekir Murat ÖGEL and Erman ÇETE have been nominated as independent member candidates with the decision dated 26 February 2025, and numbered 2025/2 taken by our Board of Directors.

- d) 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.**

N/A

- e) 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.**

There is no amendment to the Articles of Association on the agenda.

TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ
AGENDA FOR THE ORDINARY GENERAL ASSEMBLY MEETING
DATED 05/05/2025

1. Formation of the Council of the Ordinary General Assembly and authorization of the Council to sign the minutes,
2. Discussion and approval of the 2024 Activity Report of the Board of Directors,
3. Discussion of the 2024 Independent Audit Report prepared by the Independent Audit Firm,
4. Discussion and approval of the financial statements for the fiscal year 2024,
5. Discussion of the release of the members of the Board of Directors individually for the activities of the Company in 2024,
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,
7. Determination of the number and terms of office of the members of the Board of Directors, appointment of the members according to the number of members determined, appointment of the Independent Members of the Board of Directors,
8. 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 2025 in accordance with the Turkish Commercial Code and the Capital Markets Law,
9. Determining the utilization of 2024 profit and the rates of profit and dividends to be distributed,
10. 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 2024 and the income or benefits obtained,
11. Providing information about the donations and grants made by the Company in 2024 in accordance with the Corporate Governance Principles and determining the upper limit for donations and grants to be made in 2024,
12. In line with the Corporate Governance Principles, Principle No. 1.3.6, informing the shareholders about the significant transactions realized in 2024 that may cause conflict of interest,
13. Granting the Board of Directors, the permission and authorities set forth under Articles 395 and 396 of the Turkish Commercial Code,
14. Wishes and comments.

**THE ORDINARY GENERAL ASSEMBLY MEETING DATED 05/05/2025
EXPLANATIONS REGARDING AGENDA ITEMS**

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

The Chairmanship which is consisted of a chairman that governs the General Assembly Meeting, Vote Collector and Minute Clerk has been formed within the framework of the provisions of Turkish Commercial Code no.6102, the Regulation of the Ministry of Customs and Commerce Regarding Principles and Procedures of General Assembly Meetings of Joint-Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings, Regulation Regarding the Electronic General Assembly of the Joint Stock Company published by the Ministry of Customs and Commerce on the Official Gazette dated August 28th , 2012, and numbered 28395, Communique Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company published on the Official Gazette dated August 29 th , 2012 and numbered 28396, Article 11 of our Articles of Association, and the Internal Directive of the General Assembly of the Company.

2. Reading, Discussion and approval of the 2024 Annual Report of the Board of Directors,

Within the framework of the Turkish Commercial Code, the Regulation, the Capital Markets Law and related Regulations, Internal Directive of the General Assembly, information on the 2024 Annual Report, which was made available to shareholders for review at the Company's Head Office, on the Electronic General Assembly portal of the Central Registry Agency and on our Company's website tatlipinarenerji.com.tr/ three weeks prior to the Ordinary General Assembly, and it shall be presented for opinion, discussion and approval of our shareholders.

3. Reading and Discussion of the 2024 Independent Audit Report prepared by the Independent Audit Firm,

The Independent Audit Reports prepared by Reform Bağımsız Denetim Anonim Şirketi, which was selected to audit the consolidated financial statements and reports of the Company for the fiscal year 2024 and to carry out other activities within the scope of the relevant regulations in these laws, in accordance with the principles determined in accordance with the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, which were made available for the review of our shareholders at our Company's headquarters, the Electronic General Assembly portal of the MKK and Company website tatlipinarenerji.com.tr/ three weeks prior to the General Assembly meeting, will be read at the General Assembly and presented to the shareholders' opinion.

4. Reading, Discussion and approval of the financial statements for the fiscal year 2024,

The Financial Statements for the year 2024, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of MKK, and the Company website tatlipinarenerji.com.tr/ three weeks prior to the General Assembly

Meeting will be read and presented to the opinions and approvals of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, the Capital Markets Law and related Regulations, Internal Directive of the General Assembly.

5. Discussion of the release of the members of the Board of Directors individually for the activities of the Company in 2024,

Pursuant to Turkish Commercial Code, the Regulation and Internal Directive of the General Assembly, release of the members of the Board of Directors in respect of the activities, transactions and accounts for the year 2024, will be presented to the approval of the General Assembly.

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 Company's remuneration policy for the members of the Board of Directors and senior executives, which has been put in writing in accordance with the mandatory Corporate Governance Principle numbered 4.6.2 of the Capital Markets Board, was read and submitted to the information of our shareholders at the Ordinary General Assembly for the year 2022 held on 28 March 2023, and was also disclosed to the public on our Company's website tatlipinarenerji.com.tr/. In this context, the proposal regarding the payment of a monthly net fee of TRY 60,000.00 to each member of the Board of Directors until the end of their term of office as of the date of the General Assembly will be submitted to the approval of the General Assembly.

7. Determination of the number and terms of office of the members of the Board of Directors, appointment of the members according to the number of members determined, appointment of the Independent Members of the Board of Directors,

Pursuant to Article 359 of the Turkish Commercial Code, the appointment of board members whose terms will expire, will take place. In accordance with our Company's Articles of Association, the Board of Directors, which will consist of 8 members, shall include 4 members elected from among the candidates nominated by Group A shareholders. Pursuant to the Capital Markets Board's (CMB) Communiqué on Corporate Governance No. II.17.1, the Board of Directors must include three independent members. The candidates to be appointed as independent board members must meet the independence criteria defined in the mandatory Corporate Governance Principles of the CMB.

Based on the report dated 26 February 2025, prepared by our Corporate Governance Committee after evaluating the proposed candidates, our Board of Directors resolved, by its decision dated February 26, 2025, and numbered 2025/2, to nominate Yusuf GÜNAY, Bekir Murat ÖGEL, and Erman ÇETE as independent board member candidates.

The Capital Markets Board, in its meeting dated 20 March 2025, and numbered 17/541, has decided not to express any negative opinion regarding the board member candidates.

The curriculum vitae of the board member candidates, as well as the curriculum vitae and independence declarations of the independent board member candidates, are included in Annex-2.

8. 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 2025 in accordance with the Turkish Commercial Code and the Capital Markets Law,

In the meeting of our Board of Directors dated April 4, 2024, it has been decided that within the scope of the provisions of Communiqué regarding Independent Audit Standards in Capital Markets published by the Capital Markets Board and upon suggestions of the Audit Committee in the Audit Committee Report dated as April 4, 2024, Reform Bağımsız Denetim A.Ş., which resides at Kavacık Mahallesi Fatih Sultan Mehmet Cad. No: 10/3 Beykoz/ İstanbul, shall be nominated at the Ordinary General Assembly in order to audit 2024 financial statements and reports of the Company in accordance with Turkish Commercial Code no. 6102 and the Capital Markets Law no. 6362 to conduct other activities within the scope of regulations in relation to these issues.

9. Determining the utilization of 2024 profit and the rates of profit and dividends to be distributed,

According to the financial statements for the accounting period between 01.01.2024 and 31.12.2024 that was prepared in compliance with the Turkish Financial Reporting Standards published by Public Oversight Accounting and Auditing Standards Authority and Capital Markets Board's Communiqué on Principles of Financial Reporting in Capital Markets No: II-14.1, and that was audited by Reform Bağımsız Denetim A.Ş.; the Profit Distribution Table and Profit Distribution Proposal which are included to Annex-4 will be presented to the opinions and approvals of the General Assembly.

10. 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 2024 and the income or benefits obtained,

Pursuant to Article 12 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, the guarantees, pledges, mortgages and sureties given by our Company in favor of third parties and the income or benefits obtained by our Company should be included as a separate item on the agenda of the ordinary general assembly meeting, and this issue is included in footnote 21 of our Financial Statements dated 31.12.2024.

Ana Ortaklık Şirket tarafından verilen TRİ'ler (Teminat-Rehin-İpotekler)	31 Aralık 2024	31 Aralık 2023
A. Kendi Tüzel Kişiliği Adına Vermiş Olduğu TRİ'lerin Toplam Tutarı	11.464.389.273	16.825.698.172
B. Tam Konsolidasyon Kapsamına Dahil Edilen Ortaklıklar Lehine Vermiş Olduğu TRİ'lerin Toplam Tutarı	Yoktur	Yoktur
C. Olağan Ticari Faaliyetlerinin Yürütülmesi Amacıyla Diğer 3. Kişilerin Borcunu Temin Amacıyla Vermiş Olduğu TRİ'lerin Toplam Tutarı	Yoktur	Yoktur
D. Diğer Verilen Tri'lerin Toplam Tutarı	--	--
i. Ana Ortak Lehine Vermiş Olduğu Tri'lerin Toplam Tutarı	Yoktur	Yoktur
ii. B ve C Maddeleri Kapsamına Girmeyen Diğer Grup Şirketleri Lehine Vermiş Olduğu Tri'lerin Toplam Tutarı (*)	--	--
iii. C Maddesi Kapsamına Girmeyen 3. Kişiler Lehine Vermiş Olduğu Tri'lerin Toplam Tutarı	Yoktur	Yoktur
Toplam	11.464.389.273	16.825.698.172

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

Pursuant to Article 6 of the Dividend Communiqué No. II-19.1 and Article 1.3.10 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, donations made throughout the year are required to be submitted to the information of the General Assembly. In this context, the total amount of donations and aids made in 2024 for social purposes to various universities, schools, foundations, associations, and public institutions amounted to TRY 583.167,00. The list of such donations and aids is provided in Annex-4, and the General Assembly shall be informed accordingly. This item is for information purposes only and is not subject to the approval of the General Assembly.

Pursuant to paragraph 5 of Article 19 of the Capital Markets Law No. 6362, the upper limit for the donations to be made by the Company in 2025 shall be determined by the Shareholders at the General Assembly.

12. In line with the Corporate Governance Principles, Principle No. 1.3.6, informing the shareholders about the significant transactions realized in 2024 that may cause conflict of interest,

Pursuant to the Capital Markets Board's mandatory Corporate Governance Principle No. 1.3.6, in the event that the shareholders who control the management, members of the board of directors, executives with administrative responsibility and their spouses and relatives by blood or marriage up to second degree make a significant transaction that may cause a conflict of interest with the corporation or its subsidiaries and/or make a transaction on their own behalf or on behalf of others that is within the scope of commercial business of the corporation or its subsidiaries, or enter into another partnership engaged in the same type of commercial business as a partner with unlimited liability; such transactions shall be included in the agenda of the general assembly as a separate agenda item in order to provide detailed information on the subject at the general assembly and shall be recorded in the minutes of the general assembly.

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

The members of our Board of Directors may do business as stipulated in the first subsection of Article 395 titled “Prohibition to Enter into Business with the Company and Borrowing” and Article 396 titled “Prohibition of Competition” of the Turkish Commercial Code, provided that the permission of the General Assembly is obtained, therefore the granting of the permission shall be presented to our shareholders’ approval at the General Assembly meeting.

14. Wishes and comments.

ANNEXES

Annex-1 : Sample Power of Attorney.

Annex-2 : Board Members Candidates' CV, Independent Board Member Candidates' Declaration of Independence, Duties Performed in the Last Ten Years and Reasons for Resignation, CV.

Annex-3 : Dividend Distribution Table for 2024, Dividend Distribution Ratios Table, Dividend Distribution Proposal.

Annex-4 : List of donations and aid made in 2024

Annex-1**POWER OF ATTORNEY
TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ**

I hereby appoint _____, who is introduced in detail below, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the necessary documents in line with the views I have expressed below at the Ordinary General Assembly meeting of Tatlıpınar Enerji Üretim Anonim Şirketi to be held on 05/05/2025 at 11:00 at Çakmak Mah. Tavukçuyolu Cd. No.22 34770 Ümraniye / İSTANBUL.

Proxy (*);

Name Surname/Title of Trade:

T.R. Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) For foreign proxies, the equivalent of the aforementioned information, if any, must be submitted.

A) SCOPE OF REPRESENTATION AUTHORIZATION

The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.

1. About the Items on the Agenda of the General Assembly;

- The proxy is authorized to vote in accordance with his/her own opinion.
- The proxy is authorized to vote in line with the suggestions of the company management.
- The proxy is authorized to vote in accordance with the instructions specified in the table below.

Instructions

In the event that option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options given opposite the relevant general assembly agenda item (acceptance or rejection) and if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the general assembly minutes.

Agenda Item (*)	Accept	Rejection	Dissenting Opinion
1. Formation of the Council of the Ordinary General Assembly and authorization of the Council to sign the minutes,			
2. Discussion and approval of the 2024 Activity Report of the Board of Directors,			
3. Discussion of the 2024 Independent Audit Report prepared by the Independent Audit Firm,			
4. Discussion and approval of the financial statements for the fiscal year 2024,			
5. Discussion of the release of the members of the Board of Directors individually for the activities of the Company in 2024,			

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,			
7. Determination of the number and terms of office of the members of the Board of Directors, appointment of the members according to the number of members determined, appointment of the Independent Members of the Board of Directors,			
8. 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 2025 in accordance with the Turkish Commercial Code and the Capital Markets Law,			
9. Determining the utilization of 2024 profit and the rates of profit and dividends to be distributed,			
10. 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 2024 and the income or benefits obtained,			
11. Providing information about the donations and grants made by the Company in 2024 in accordance with the Corporate Governance Principles and determining the upper limit for donations and grants to be made in 2024,			
12. In line with the Corporate Governance Principles, Principle No. 1.3.6, informing the shareholders about the significant transactions realized in 2024 that may cause conflict of interest,			
13. Granting the Board of Directors, the permission and authorities set forth under Articles 395 and 396 of the Turkish Commercial Code			
14. Wishes and comments.			

(*) There is no voting on disclosure items.

If the minority has a separate draft resolution, this is also indicated separately to ensure proxy voting.

2. Special instruction on other items that may arise at the General Assembly meeting and especially on the exercise of minority rights:

- The proxy is authorized to vote in accordance with his/her own opinion.
- The proxy is not authorized to represent in these matters.

c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

SPECIAL INSTRUCTIONS: Special instructions, if any, to be given by the shareholder to the proxy shall be specified here.

B) The shareholder shall specify the shares he/she wants the proxy to represent by selecting one of the following options.

1. I approve the representation of my shares detailed below by the proxy.

a) Type and series:*

b) Number/Group:**

c) Number-Nominal value:

ç) Whether they have voting privileges:

d) Bearer or registered:*

e) Proportion of total shares/voting rights held by the shareholder:

*This information is not requested for dematerialized shares.

**For dematerialized shares, information regarding the group, if any, will be included instead of the number.

2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the General Assembly prepared by MKK one day before the General Assembly date.

Name, Surname or Title of the Shareholder(*):

TR Identity Number/Tax Number, Trade Registry and Number and MERSIS number:

Tax ID No:

Trade Registry and Number:

MERSIS number:

Address:

(*) For foreign shareholders, the equivalent of the aforementioned information, if any, must be submitted.

Authorized Signatory(ies)

[Signature]

Annex-2

Ali İbrahimağaoğlu – Chairman of the Board of Directors

Ali İbrahimağaoğlu left Kabataş High School due to family reasons and started his career at an early age. In 1981, He founded Akdeniz İnşaat ve Eğitim Hizmetleri A.Ş., laying the foundations of today's Ağaoğlu Group of Companies. He began investing in the tourism sector in 1988 and entered the energy sector in 2007. With the “MY” concept projects he launched in the early 2000s, he initiated the branded housing era in the Turkish construction sector. Today, he continues to serve as the Chairman of the Board of Directors of the Ağaoğlu Group of Companies, which operates in the construction, energy, and tourism sectors.

In 2012, he was ranked 10th in the “Top 100 Richest Turks” list published by Forbes. In March 2013, with a fortune of USD 2.7 billion, he became the 8th richest person in Turkey and the 527th in the world.

In addition to his business ventures, Ali İbrahimağaoğlu continues to fulfill his social responsibilities by providing material and moral support, especially in the fields of education, culture, arts, sports, environment, and health.

Ali Can İbrahimağaoğlu – Vice Chairman of the Board of Directors

Born in Istanbul in 1986, Ali Can İbrahimağaoğlu completed his primary and secondary education in Istanbul and his high school education at the Institut Auf Dem Rosenberg in St. Gallen, Switzerland. He earned his undergraduate degree in International Business from the American Intercontinental University in London.

After graduation, he served as Deputy General Manager responsible for marketing at the Ağaoğlu Group of Companies. He currently serves as a Member of the Board of Directors at various companies within the Group and is also the Chairman of the Board of Directors at Akare Biyokütle Enerji Üretim A.Ş.

Ali Can İbrahimağaoğlu is fluent in English. He is married and has two children.

Hakkı İbrahimağaoğlu – Member of the Board of Directors

Born in Istanbul in 1982, Hakkı İbrahimağaoğlu completed the English preparatory program of the Business Administration Department at Istanbul Bilgi University. He pursued his undergraduate studies in Business Administration at SRH Berlin University of Applied Sciences and Anglia Ruskin University, Cambridge Campus.

He currently serves as the Head of the Energy Group and Member of the Board of Directors at the Ağaoğlu Group of Companies. Prior to his role in the energy division, he was actively involved in the Group's construction, sales, and marketing departments. Since Ağaoğlu Group's entry into the energy sector in 2007, he has played an active role in the development of all energy projects.

In addition to his professional career, Hakkı İbrahimağaoğlu has been involved in motorsports for 17 years and is a licensed athlete with numerous achievements.

Mehmet Burak Kutluğ – Member of the Board of Directors

Mehmet Burak Kutluğ graduated from the Industrial Engineering program of Galatasaray University in 2001. He began his professional career in 2003 and spent 12 years at Akfen Holding Inc., one of Turkey's largest infrastructure investment groups, where he served as Director responsible for business development and investments, playing key roles in numerous projects.

In 2015, he joined the Ađaođlu Group of Companies as Head of Business Development Group and a Member of the Executive Committee. He has actively contributed to the Group's investments in construction, renewable energy, tourism, and new technologies, both in Turkey and abroad.

Throughout his career, he has worked across various sectors and regions, including infrastructure (ports, transportation, public services, energy, health), real estate, tourism, financial services, and new technologies. He has overseen numerous major activities such as mergers and acquisitions, foreign partnerships, financing, IPOs, and restructuring, with a total transaction volume exceeding USD 10 billion.

In 2020, he was appointed Chief Executive Officer (CEO) of the Ađaođlu Group of Companies. He is fluent in both French and English.

Halise Gökçe Okur – Member of the Board of Directors

H. Gökçe Okur completed her primary, secondary, and high school education in İzmir. She graduated from Koç University Faculty of Law in 2010. In 2016, she earned her LL.M. in Economic Law from Istanbul Bilgi University. After completing her legal internship at one of Turkey's leading law firms, she began her career at the Ađaođlu Group of Companies in 2012. Between 2015 and 2018, she served as Legal Counsel.

Since 2018, she has been serving as the Chief Legal Counsel of the Ađaođlu Group of Companies. Throughout her career, she has played an active role in the implementation and management of various projects in the real estate, energy, tourism, and technology sectors. She is responsible for overseeing all legal affairs of the Group, including mergers and acquisitions, domestic and international partnerships, corporate transactions, loans, project financing, and litigation.

She is fluent in English.

Yusuf Günay – Independent Member of the Board of Directors

Born in Sinop in 1965, Yusuf Günay graduated from Ankara University, Faculty of Political Sciences (Mülkiye) in 1985. Between 1986 and 2001, he held several key positions in the Prime Ministry, including Prime Ministry Expert, Head of Economic Decisions Department, Deputy Director General and Director General of Legislation and Decisions. Between 1990 and 1991, he received training on Modern Public Administration Techniques and European Community Law at the Royal Institute of Public Administration in the UK. He also became a European Community Law Specialist at Ankara University ATAUM. Since 1999, he has served as a government representative in the General Assembly and Board of Directors of the Press Advertisement Agency, including Vice President. He was appointed as the Founding President of the Energy Market Regulatory Authority on November 19, 2001. On April 25, 2002, he was elected to the Board of the Energy Regulators Regional Association (ERRA), and in May 2006, he became Vice President of the Mediterranean Energy Regulators Association (MEDREG). In May 2007, he was elected President of ERRA for a two-year term. In 2017, he was elected as a member of the Board of Directors of Galatasaray Sportif and Industrial Investments Inc. and served as Vice President of Galatasaray Sports Club between 2018 and 2021. On June 16, 2022, he was elected to the Board of the Turkish Football Federation (TFF), where he served until July 18, 2024, as Vice President, Executive Committee Member, and Board Member responsible for Club Licensing and Disabled Federations.

Bekir Murat Ögel – Independent Member of the Board of Directors

Born in Istanbul in 1968, Bekir Murat Ögel completed his undergraduate education at Bilkent University. He began his career in the Treasury Department of T.C. Ziraat Bank and later worked for various local and international financial institutions, including Dow Jones Turkey. Since 1999, he has held executive and board-level positions in established and prestigious financial institutions. In 2006, he completed his PhD in Banking at Marmara University. He currently provides financial management and consultancy services to companies in the fields of mergers & acquisitions, project finance, and corporate restructuring.

Erman Çete – Independent Member of the Board of Directors

Erman Çete began his professional career in 2010 at the Capital Markets Board of Turkey in the Department of Corporate Finance. He served as Deputy Head of the Department between 2019 and 2021, and until September 2022, he held the position of Head of the Intermediary Activities Department.

After leaving the Board, he has continued to provide consultancy services in the private sector. He graduated from Boğaziçi University, Department of Business Administration in 2009 and earned his Master's degree in Economics from Hacettepe University in 2015. In 2019, he also graduated from the Faculty of Law at Hacettepe University.

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ** (Company) under related regulations, Articles of Association and the criteria specified in Article 4.3.6 of Communiqué on Corporate Governance No. II-17.1 Annex, as set forth by the Capital Markets Board.

In this regard, I declare that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or **solely by myself**; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders;
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have relevant skills, knowledge, and expertise in order to dully fulfill my duties as an independent board member,
- d) I do not work full-time at public institutions and organizations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e) I am deemed to be a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflict of interests between the Company and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and fort he duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total,
- j) I am not registered in the name of any legal entity elected as a Board Member.

Yusuf Günay

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ** (Company) under related regulations, Articles of Association and the criteria specified in Article 4.3.6 of Communiqué on Corporate Governance No. II-17.1 Annex, as set forth by the Capital Markets Board.

In this regard, I declare that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or **solely by myself**; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders;
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have relevant skills, knowledge, and expertise in order to dully fulfill my duties as an independent board member,
- d) I do not work full-time at public institutions and organizations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e) I am deemed to be a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflict of interests between the Company and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and fort he duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total,
- j) I am not registered in the name of any legal entity elected as a Board Member.

Bekir Murat ÖGEL

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ** (Company) under related regulations, Articles of Association and the criteria specified in Article 4.3.6 of Communiqué on Corporate Governance No. II-17.1 Annex, as set forth by the Capital Markets Board.

In this regard, I declare that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or **solely by myself**; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders;
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have relevant skills, knowledge, and expertise in order to dully fulfill my duties as an independent board member,
- d) I do not work full-time at public institutions and organizations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e) I am deemed to be a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflict of interests between the Company and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and fort he duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total,
- j) I am not registered in the name of any legal entity elected as a Board Member.

Erman Çete

Annex-3

TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ 2024 DIVIDEND DISTRIBUTION TABLE (TRY)			
1	Paid-In / Issued Capital	280.500.000,00	
2	Total Legal Reserves (According to Legal Records)	0,00	
If there is a privilege in dividend distribution in accordance with the articles of association, information on such privilege		There are no privileges.	
		Based on CMB Regulations	Based on Legal Records
3	Current Period Profit	1.181.627.516,00	482.697.336,99
4	Taxes Payable (-)	601.439.209,00	0,00
5	Net Current Period Profit (=)	1.490.823.427,00	482.697.336,99
6	Losses in Previous Years (-)	0,00	-795.400.920,22
7	Primary Legal Reserve (-)	0,00	0,00
8	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	1.490.823.427,00	0,00
9	DONATIONS MADE DURING THE YEAR (+)	583.167,00	
10	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	1.491.406.594,00	
11	First Dividend to Shareholders	0,00	
	- Cash	0,00	
	- Stock	0,00	
	- Total	0,00	
12	Dividend Distributed to Owners of Privileged Shares	0,00	
13	Dividend Distributed to Employee, Board Members etc.	0,00	
14	Dividend to Owners of Redeemed Shares	0,00	
15	Second Dividend to Shareholders	0,00	
16	Secondary Legal Reserves	0,00	
17	Statutory Reserves	0,00	
18	Sprecial Reserves	0,00	
19	EXTRAORDINARY RESERVES	1.490.823.427,00	0,00
20	Other Distributable Resources	0,00	0,00

	GROUP	TOTAL DISTRIBUTED DIVIDEND		TOTAL DISTRIBUTED DIVIDEND/ NET DISTRIBUTABLE PERIOD PROFIT	DIVIDEND PER SHARE WITH A NOMINAL VALUE OF 1 TL	
		CASH (TL)	BONUS SHARES (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	0.00	0.00	0.00	0.00	0.00
	B	0.00	0.00	0.00	0.00	0.00
	TOTAL	0.00	0.00	0.00	0.00	0.00

Annex-4

LIST OF DONATIONS AND AID MADE IN 2024	
EXPLANATION	AMOUNT
YÜZ BİN KOŞ BAĞIŞ KAYDI	₺100.000,00
BURS BEDELİ	₺4.000,00
OKUL TADİLATI	₺404.167,00
BALYA BELEDİYESİ SPOR KULÜBÜ BAĞIŞ	₺75.000,00
TOTAL	₺583.167,00