

ISTANBUL TRADE REGISTRY DIRECTORATE
TRADE REGISTRY NO: 801655-0
TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ
THE BOARD OF DIRECTORS' INVITATION TO THE 2023 ORDINARY
GENERAL ASSEMBLY MEETING DATED 20/05/2024

Pursuant to the decision of our Board of Directors dated 22/04/2024 and numbered 2024/9, the 2023 Ordinary General Assembly Meeting ("Ordinary General Assembly Meeting") of our company Tatlıpınar Enerji Üretim Anonim Şirketi ("Company") will be held on 20/05/2024 at 11:00 am at Çakmak Mah. Tavukçuyolu Cd. No.22 34770 Ümraniye / ISTANBUL.

Shareholders whose shares are monitored in registered shares at Merkezi Kayıt Kuruluşu A.Ş. ("MKK") and who have the right to attend the general assembly meetings may attend the Ordinary General Assembly Meeting in person or through their representatives, either physically or electronically. Attendance to the Ordinary General Assembly Meeting electronically: It will be made through the Electronic General Assembly System ("e-GKS") provided by MKK. Shareholders who will carry out transactions in e-GKS must first register with the Investor Information Centre of MKK and must also have a secure electronic signature or 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 power of attorney document, and the proxy appointed through e-GKS can attend the General Assembly Meeting both physically and through e-GKS. 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.

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.

Our Company's agenda items presented below and the Information Notes containing the necessary explanations for compliance with the Capital Markets Board regulations will be made available for the review of the shareholders three weeks prior to the meeting, within the legal period, at the Company Headquarters and in the investor relations section of the website <https://www.tatlipinarenerji.com.tr/>, on the Public Disclosure Platform (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.**

N/A

- 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.**

As stated in our Material Event Disclosure dated 28.09.2023, the appointment made by our Board of Directors in accordance with Article 363 of the Turkish Commercial Code to replace Ms. Ayşe Füsün Özcan, our resigned Independent Board Member, will be submitted to the approval of our shareholders.

Upon the report of our Corporate Governance Committee dated March 26, 2024, Bekir Murat ÖGEL was nominated as an independent member candidate with the decision numbered 2024/4 dated March 26, 2024, 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 ORDINARY GENERAL ASSEMBLY MEETING DATED 20/05/2024

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 2023 Annual Report of the Board of Directors,
3. Discussion of the 2023 Independent Audit Report prepared by the Independent Audit Firm,
4. Discussion and approval of the financial statements for the fiscal year 2023,
5. Discussion of the release of the members of the Board of Directors individually for the activities of the Company in 2023,
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. 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,
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,
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,
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,
11. Determining the utilization of 2023 profit and the rates of profit and dividends to be distributed,
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,
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,
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,
15. Granting the Board of Directors, the permission and authorities set forth under Articles 395 and 396 of the Turkish Commercial Code,
16. Wishes and comments.

**THE 2023 ORDINARY GENERAL ASSEMBLY MEETING EXPLANATIONS
DATED 20th MAY 2024 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 2023 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 2023 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 2023 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 2023 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 2023,

The Financial Statements for the year 2023, 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 2023,

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 2023, 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 40,000.00 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. 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 her predecessor as an independent member of the Board of Directors,

Erman ÇETE was appointed as an independent member of the Board of Directors with the Board of Directors' resolution dated September 28, 2023, to complete the term of office of Ayşe Füsün ÖZCAN, who resigned as an independent member of the Board of Directors. Pursuant to Article 363 of the Turkish Commercial Code, this appointment will be submitted to the approval of the General Assembly.

The curriculum vitae and independence statement of the independent board member candidate are presented in Annex-2.

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,

There will be an election for the independent members as per Capital Markets Boards's "Communique on Corporate Governance" no. II-17.1. The elected candidate should meet all of the independence criteria defined in the Capital Markets Board's Communiqué on Corporate Governance.

The board of Directors upon the report of the Corporate Governance Committee dated March 26, 2024, has designated Bekir Murat ÖGEL as candidate for Independent Member of the Board of Directors with the Resolution dated March 26, 2024, and no.2024/4. The Capital Markets Board has given an opinion in favor with their 19/453 numbered decision dated April 4, 2024, for the independent member candidate.

The curriculum vitae and independence statement of the independent board member candidate are presented in Annex-3.

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,

In accordance with the Capital Markets Board's "Corporate Governance Communiqué" numbered II.17.1, an independent member will be elected. The Board Member to be elected must meet the independence criteria defined in the CMB's mandatory Corporate Governance Principles.

CMB has given a positive opinion for Yusuf GÜNAY with the decision dated 4 April 2024 and numbered 19/543.

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,

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 suggested to 2023 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.

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

According to the financial statements for the accounting period between 01.01.2023 and 31.12.2023 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.

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,

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 22nd footnote of our Financial Statements dated 31.12.2023.

<u>Ana Ortaklık Şirket tarafından verilen TRİ'ler (Teminat-Rehin-İpotekler)</u>	<u>31 Aralık 2023</u>	<u>31 Aralık 2022</u>
A. Kendi Tüzel Kişiliği Adına Vermiş Olduğu TRİ'lerin Toplam Tutarı	10.369.362.671	5.931.758.891
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	10.369.362.671	5.931.758.891

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,

Pursuant to Article 6 of the Capital Markets Board's "Dividend Communiqué" numbered II-19.1 and Article 1.3.10 of the "Corporate Governance Communiqué" numbered II-17.1, the donations made during the year must be submitted for the information of the General Assembly. In 2023, donations and grants made to various foundations, associations and official institutions for social purposes amounted to TRY 1,436,747.85. The list of donations and grants is given in Annex-5 and the General Assembly will be informed about this issue. The abovementioned article is not related to the approval of the General Assembly, but only for information purposes.

Pursuant to paragraph 5 of Article 19 of the Capital Markets Law No. 6362, the limit of donations to be made by the Company in 2024 will be determined by the Shareholders at the General Assembly.

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,

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.

15. 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 “Ban to Enter into Business with the Company and Borrowing” and Article 396 titled “Competition Ban” 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.

16. Wishes and comments.

ANNEXES

Annex-1 : Sample Power of Attorney.

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

Annex-3 : Independent Board Member Candidate Bekir Murat ÖGEL's Declaration of Independence, Duties Performed in the Last Ten Years and Reasons for Resignation, CV.

Annex-4 : Dividend Distribution Table for 2023, Dividend Distribution Ratios Table, Dividend Distribution Proposal.

Annex-5 : List of donations and grants made in 2023.

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 20/05/2024 at 11:00 at Çakmak Mah. Tavukçuyolu Cd. No.22 34770 Ümraniye / ISTANBUL.

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 2023 Annual Report of the Board of Directors,			
3. Discussion of the 2023 Independent Audit Report prepared by the Independent Audit Firm,			
4. Discussion and approval of the financial statements for the fiscal year 2023,			
5. Discussion of the release of the members of the Board of Directors individually for the activities of the Company in 2023,			

<p>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,</p>			
<p>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,</p>			
<p>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,</p>			
<p>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,</p>			
<p>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,</p>			
<p>11. Determining the utilization of 2023 profit and the rates of profit and dividends to be distributed,</p>			
<p>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,</p>			
<p>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,</p>			

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,			
15. Granting the Board of Directors, the permission and authorities set forth under Articles 395 and 396 of the Turkish Commercial Code,			
16. 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.
- 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.

- Type and series:*
- Number/Group:**
- Number-Nominal value:
- Whether they have voting privileges:
- Bearer or registered:*
- 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

28 September 2023

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

ERMAN ÇETE

WORK EXPERIENCE

September 2022-still

Papara Elektronik Para A.Ş. - Director of Public Affairs and Strategy

- Managing public relations,
- Involvement in strategic decisions and management of processes on company acquisitions, entering new fields of activity and similar issues,
- Strategic involvement in the Company's managerial decisions.

Akol Law Office-Counsellor

- Managing the processes related to public offering transactions,
- Managing tax and financial structuring processes,
- Managing mutual fund establishment and issuance processes,
- Providing strategic consultancy on the issuance of all kinds of capital market instruments.

Tatlıpınar Enerji Üretim A.Ş. - Independent Board Member (September 2023 – still)

April 2021 – September 2023

Capital Markets Board Head of Department of Brokerage Activities

July 2019 – April 2021

Deputy Head of the Department of Partnership Finance of the Capital Markets Board

March 2010 – July 2019

Capital Markets Board Department of Partnership Finance - Expert

EDUCATION

2019

Hacettepe University, Bachelor's Degree, (Grade Point Average: 3.49/4)

2015

Hacettepe University, Graduate Studies, Economics, (Grade Point Average: 3,81/4)

2009

Boğaziçi University, Bachelor's Degree, Business Administration, (Grade Point Average: 3.23/4)

LICENSES

- Capital Market Activities Level 3 License, SPL
- Corporate Governance Rating License, SPL
- Derivatives License, SPL
- Real Estate Appraisal License, SPL
- Credit Rating License, SPL

Annex-3

26 March 2024

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

Dr. MURAT ÖGEL

Personal Information

Education

- Marmara University, Department of Banking PhD 2002 - 2006
- Koç University, Master of Business Administration 1997-1998
- Bilkent University, Department of Economics 1988-1992

PROFESSIONAL EXPERIENCE

CONSULTOGEL Managing Partner Advisory services on mergers, acquisitions and project finance Financial management services in corporate restructuring processes	January 2016- ...
ATAKAS Group Companies CFO, Chief Financial Officer Business Areas: Coal trading, iron and steel, energy	2011-2015
AĞAOĞLU Group Companies CFO Business Areas: Construction, tourism, energy	2010-2011
FİNANS PORTFÖY YÖNETİMİ A.Ş. Assistant General Manager - Business Development	2008-2010
YAPI KREDİ PORTFÖY YÖNETİMİ A.Ş. General Manager - Board Member	2003-2007
KOÇ YATIRIM MENKUL DEĞERLER A.Ş. Assistant General Manager - Asset Management	2001-2002
HSBC MENKUL DEĞERLER A.Ş. Department Manager - Asset Management	1999-2001
KOÇ MENKUL DEĞERLER A.Ş. Portfolio Manager	1996-1999
DOW JONES TURKEY Specialist, Marketing	1995-1996
T.C. ZİRAAT BANKASI A.Ş. Dealer Treasury Department	1992-1994

OTHER

KADİR HAS UNIVERSITY Faculty of Business Administration - Part-time Lecturer	2013-2023
TKYD Institutional Investor Managers Association of Turkey General Coordinator	2012-2014

Annex-4

TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ			
2023 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	301.901.464,00	-498.717.749,48
4	Taxes Payable (-)	-289.962.992,00	0,00
5	Net Current Period Profit (=)	591.864.456,00	-498.717.749,48
6	Losses in Previous Years (-)	0,00	0,00
7	Primary Legal Reserve (-)	0,00	0,00
8	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	0,00	0,00
9	DONATIONS MADE DURING THE YEAR (+)	0,00	
10	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	0,00	
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	Special Reserves	0,00	
19	EXTRAORDINARY RESERVES	591.864.456,00	0,00
20	Other Distributable Resources	0,00	0,00
	- Profit in Previous Year	0,00	0,00
	- Extraordinary Reserves	0,00	0,00
	- Other Reserves Distributable in accordance with the Law and Articles of Association	0,00	0,00

	SHARE GROUP	TOTAL DISTRIBUTED PROFIT		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TRY	
		CASH (TRY)	BONUS (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO(%)
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-5

LIST OF DONATIONS AND GRANTS MADE IN 2023	AMOUNT (TL)
TÜREB Member Fee for 2023	37.800,00
Balıkesir Metropolitan Belediyespor Donation	1.000.000,00
Balya Municipality	277.927,85
TUREK Sponsorship	121.020,00
TOTAL	1.436.747,85