

**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>).

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 authorisation 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.

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.

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.

**On Behalf of**  
**TATLIPINAR ENERJİ ÜRETİM ANONİM ŞİRKETİ**  
**Ali İBRAHİMAĞAOĞLU**  
**Chairman**

Company Address: Barbaros Mah. Ihlamur Bul. F Blok No:4B, Door No:1 Ataşehir/İstanbul  
Trade Registry and Number: Istanbul Trade Registry - 801655-0  
MERSİS Number: 0831043062100019

**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.

**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 / 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;**

a) The proxy is authorized to vote in accordance with his/her own opinion.

b) The proxy is authorized to vote in line with the suggestions of the company management.

c) 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.

<b>Agenda Item (*)</b>	<b>Accept</b>	<b>Rejection</b>	<b>Dissenting Opinion</b>
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.			

**(\*) 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:**

a) The proxy is authorized to vote in accordance with his/her own opinion.

b) 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]**