

**INFORMATIVE DOCUMENT RELATED TO THE ORDINARY GENERAL ASSEMBLY  
MEETING, DATED APRIL 12, 2021**

The Ordinary General Assembly Meeting of our Company for the year 2021 shall convene at Kızılırmak Mah. 1450 Sok. ATM Plaza Kat:14 No:1/68 Çukurambar Çankaya/ANKARA, , at 10:30 am, on, April 12, 2021 to discuss the below-mentioned agenda and reach at a decision thereupon.

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

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

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

Our shareholders who cannot attend the meeting in person, are required to arrange their proxies in accordance with the attached sample and submit their notary approved power of attorney to our Company, by fulfilling the requirements set forth by the Capital Markets Board. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System.

The reports of the Board of Directors, Independent Audit Company Report, Financial Tables and Activity Report of the Board of Directors with Corporate Governance Principles Compliance Report for the year 2020 will be available for review by the shareholders at the Company headquarters and our web site at “[www.esenbogaelektrik.com.tr](http://www.esenbogaelektrik.com.tr)” at least three weeks prior to the meeting. In accordance with the arrangements set forth by Capital Markets Board (CMB), the documents of the General Assembly Meeting with the documents mentioned above will be available at Public Disclosure Platform (KAP) and our web site at “[www.esenbogaelektrik.com.tr](http://www.esenbogaelektrik.com.tr)”.

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

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

**BOARD OF DIRECTORS**

## **AGENDA OF GENERAL ASSEMBLY MEETING FOR THE YEAR OF 2020**

1. Opening and Appointment of the Meeting Presidential Board,
2. Authorization of the Meeting Presidency to sign the minutes of the General Assembly,
3. Reading, negotiating and approving of fiscal year 2020 Annual Activity Report prepared by Board of Directors,
4. Reading the fiscal year 2020 report of the independent auditing firm,
5. Reading, negotiating and approving of fiscal year 2020 financial statements,
6. Discharge of liability of the members of the Board of Directors one by one for fiscal year 2020,
7. Approval of the independent auditing firm decided by the Board of Directors, in accordance with the regulations of Capital Markets Board,
8. Giving information about the Net Profit Policy of our company and submitting it to the approval of the general assembly,
9. Informing the shareholders about the decision of the Board of Directors on the appropriation of 2020 net profit operating year in accordance with the Capital Markets Board's Dividend Communiqué, No: II-19.1.
10. Approval of new Board members during the period,
11. Providing information about the Remuneration Policy and submitting it to the approval of the general assembly,
12. Determination of the compensation of the Members of the Board of Directors,
13. Providing information regarding the donations and submitting it to the approval of the general assembly,
14. Informing the shareholders about the donations and charities made by our Company in 2020 at the General Assembly, determining the limit of donations and charities to be made by our Company in 2021, in accordance with Article 19/5 of the Capital Market Law,
15. Submitting information about the Information Policy and submitting it to the approval of the General Assembly,
16. Submitting information on the subject that shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degrees or empowerment of the Board of Directors in connection with matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board and informing the shareholders about the transactions carried out within this scope in 2020 in line with the Corporate Governance Principles,
17. Submitting information to the General Assembly about the income or benefits obtained from the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties within the scope of Article 12/4 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board,
18. Wishes, recommendations and ending.

## POWER OF ATTORNEY

### ESENBOĞA ELEKTRİK ÜRETİM A.Ş.

I hereby appoint \_\_\_\_\_ as my attorney in order to represent me, to vote, to make proposals and to sign the required documents in the Ordinary General Assembly Meeting of Esenboğa Elektrik Üretim A.Ş to be held on April 12, 2021, at 8:30 am, at Kızılırmak Mah. 1450 Sok. ATM Plaza Kat:14 No:1/68 Çukurambar, Çankaya, ANKARA

#### Of the Attorney (\*);

**Name Surname/Commercial Title:**

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

**MERSİS No:**

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

#### A) Scope of the Representative Power

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

#### About the Subjects of General Assembly Agenda;

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

#### Instructions:

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

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

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

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

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

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

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

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

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

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

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

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

**Of the Shareholder:**

**Name Surname/Commercial Title (\*):**

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

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

**MERSİS No. :**

**Address :**

**Signature :**

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

## EXPLANATIONS IN SCOPE OF CAPITAL MARKETS BOARD REGULATIONS

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

### 1. Shareholding Structure and Vote Rights

The company's issued capital shares are divided into 64,000,000 shares, each worth 1 Turkish Lira. The issued capital of the company consists of 4,000,000 Group A bearer shares and 60,000,000 Group B registered shares.

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

Capital Structure as of April 12, 2021, 2021 as follows:

Name/Surname of Shareholder	Group	April 12, 2021	
		Share of Capital (%)	Capital Amount (TL)
Yusuf Şenel	A	6,25	4.000.000
Yusuf Şenel	B	56,25	36.000.000
Public quotation	B	37,25	24.000.000
	A	<b>6,25</b>	<b>4.000.000</b>
<b>Total</b>	<b>B</b>	<b>93,75</b>	<b>60.000.000</b>
		<b>100</b>	<b>64.000.000</b>

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

Information regarding the changes that took place in the fiscal period of 2020 and are planned to be realized in the upcoming fiscal periods were disclosed in the public offering prospectus and material event disclosures. Relevant disclosures can be accessed on our company's website [www.esenbogaelektrik.com.tr](http://www.esenbogaelektrik.com.tr) and the website of the Public Disclosure Platform (KAP) at [www.kap.org.tr](http://www.kap.org.tr).

### 3. Reading, negotiating and approving of fiscal year 2020 Annual Activity Report prepared by Board of Directors:

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

During the period when the agenda for the Ordinary General Assembly Meeting of 2020 was prepared, our company has not received any request in this regard.

## **ORDINARY GENERAL ASSEMBLY MEETING AGENDA**

### **1. Opening and Appointment of the Chairman of the Meeting**

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

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

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

### **3. Reading, negotiating and approving of Board of Directors’ Activity Report for the 2019 period**

The annual report is disclosed at our Company Headquarters, the Central Registry Agency's Electronic General Assembly portal, the Public Disclosure Platform and the company's website at least three weeks before the General Assembly meeting, which is a legal obligation in line with the provisions of TCC and CMB and the Regulation of the Ministry of Customs and Trade. The Annual Activity Report of the Board of Directors for the fiscal period 01.01.2020-31.12.2020 will be read at the General Assembly Meeting and submitted to the discussion of our shareholders

### **4. Reading the Fiscal Year 2019 Report of the Independent Auditing Firm:**

The Independent Audit Report summary for the fiscal period 01.01.2020-31.12.2020 shall be read at the General Assembly Meeting in line with the provisions of TCC, CMB and the Regulations of the Ministry of Customs and Trade.

### **5. Reading, negotiating and approving of fiscal year 2020 financial statements:**

Within the framework of the provisions of TCC and relevant regulation, the Financial Statements of 2020, which are submitted for the review of our shareholders at our Company Headquarters, on the company's website on “www.esenbogaelektrik.com.tr” and Public Disclosure Platform three weeks before the General Assembly meeting, will be read at and submitted to discussion of our shareholders.

### **6. Discharge of liability of the members of the Board of Directors one by one for fiscal year 2020,**

In accordance with the provisions of the TCC and the Regulation, the acquittal of the members of the Board of Directors for their 2020 activities and accounts will be submitted for the approval of the shareholders.

### **7. Approval of the independent auditing firm decided by the Board of Directors, in accordance with the regulations of Capital Markets Board**

In line with the opinions of the Audit Committee, our Board of Directors will submit the independent audit of the Company for the year 2020 by Köker Yeminli Mali Müşavirlik ve Bağımsız Denetim A.Ş. to the approval of the General Assembly in accordance with the Capital Markets Board Legislation.

### **8. Giving information about the Net Profit Policy of our company and submitting it to the approval of the general assembly,**

In accordance with Corporate Governance Principle numbered 1.6.1, our Company has to have a specific and consistent dividend policy and this policy must be submitted for the approval of our Shareholders at the General Assembly Meeting. Accordingly, the Dividend Distribution Policy included in Annex-1 will be submitted to the approval of the General Assembly

**9. Informing the shareholders about the decision of the Board of Directors on the appropriation of 2020 net profit operating year in accordance with the Capital Markets Board's Dividend Communiqué, No: II-19.1.:**

The year 2020 dividend distribution proposal which is given below of our Board of Directors and the proposal that shall be given by the shareholders will be submitted to the approval of Ordinary General Assembly.

Profit Distribution Proposal

<b>ESENBOĞA ELEKTRİK ÜRETİM ANONİM ŞİRKETİ</b>			
<b>1</b>	<b>Paid -In/ Issued Capital</b>		64.000.000,00
<b>2</b>	<b>Total Legal Reserve (According to Legal Records)</b>		0,00
<b>Information regarding the privileges on profit distribution as per the Company Articles of Association, if there are any</b>			There are no privileges.
		<b>According to Capital Markets Board</b>	<b>According to the Legal Records</b>
<b>3</b>	Profit for the Period	73.806.389,00	748.669,14
<b>4</b>	Taxes Payable (+)	(7.815.831)	165.752,10
<b>5</b>	Net Profit for the Period (=)	81.622.220,00	582.917,04
<b>6</b>	Accumulated Loss	0,00	(89.233)
<b>7</b>	First Legal Reserve (-)	24.684,18	24.684,18
<b>8</b>	Net Distributable Profit for the Period (=)	81.597.535,82	468.999,46
<b>9</b>	Donations Made throughout the Year (+)	147.800,00	
<b>10</b>	Net Distributable Profit for the Period, Donations Included	81.745.335,82	
<b>11</b>	First Dividend to Shareholders	450.000,00	
	-Cash	450.000,00	
	-Non paid-up share	0,00	
	-Total	0,00	
<b>12</b>	Dividends Distributed to Preferred Shareholders	0,00	
<b>13</b>	Dividends Distributed to Members of Board of Directors, Employees etc.	0,00	
<b>14</b>	Dividends Distributed to Holders of Usufruct Right Certificates	0,00	
<b>15</b>	Second Dividend to Shareholders	0,00	
<b>16</b>	Second Legal Reserve	0,00	
<b>17</b>	Statutory Reserve	0,00	
<b>18</b>	Special Reserve	0,00	
<b>19</b>	Extraordinary Reserve	81.147.535,82	
<b>20</b>	Other Resources to be Distributed		

\*In this context, our company's Board of Directors has been submitted to the approval of the General Assembly to distribute a net profit for the period is 450.000 TL.

**10. Approval of new Board members during the period:**

In accordance with the CMB, TCC and regulations, taking into account the principles regarding the election of members of the Board of Directors included in our articles of association, new members of the Board of Directors whose term has expired will be elected. In addition, independent members will be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1. The business and administration of the company is carried out by a Board of Directors consisting of at least six and at most eight members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code. According to Article 7 of our Articles of Association, members of the Board of Directors of our Company can be elected for a maximum of three years. Unless dismissed, members of the Board of Directors, whose election period has expired, may be re-elected.

Our Company's Board Member Vice Chairman Mr. Cem Göçmen has resigned and Mr. Ragıp Ali Kılınç has been appointed a Board Member Vice Chairman. It is submitted to the approval of the General Assembly of the appointed members of the Board of Directors. Curriculum vitae of the Board Member of Mr. Ragıp Ali Kılınç is presented in Annex-5.

### **11. Providing information about the Remuneration Policy and submitting it to the approval of the general assembly**

The Remuneration Policy, prepared in accordance with the mandatory Corporate Governance Principle numbered 4.6.2 of the Capital Markets Board, in order to put the remuneration principles of the members of the Board of Directors and employees with administrative responsibility in writing, is presented in Annex-2. The Remuneration Policy will be submitted to the information of the Shareholders at the General Assembly Meeting and the Shareholders will be given the opportunity to express their opinions on this matter.

In footnote 37 of our financial statements for the fiscal year 2020, information is given about the benefits provided by the Company to the members of the Board of Directors and senior executives in the 2021 fiscal period.

### **12. Determination of the compensation of the Members of the Board of Directors:**

In the General Assembly, proposals made by the shareholders on this matter shall be put to vote. The monthly net wages to be paid to the members of the Board of Directors will be determined until the Ordinary General Assembly Meeting in 2021, while the discussion of activities of 2022 and these wages will be effective from the date of the general assembly.

### **13. Providing information about donations and aids policy and submission of approval of the general assembly**

In accordance with the Corporate Governance Principle numbered 1.3.10, our Company has to have a policy regarding donations and aids and this policy must be submitted for the approval of our Shareholders at the General Assembly Meeting. In this direction, the Donation and Aid Policy included in Annex-3 will be submitted to the approval of the General Assembly.



**14. Informing the shareholders about the donations and charities made by our Company in 2020 at the General Assembly, determining the limit of donations and charities to be made by our Company in 2021, in accordance with Article 19/5 of the Capital Market Law:**

The limit of the donation to be made pursuant to Article 19/5 of the Capital Market Law should be determined by the general assembly in cases which is not specified in the articles of association, and information about donations and payments made must be submitted to the shareholders at the ordinary general assembly. The limit of donations and aids to be made in 2020 will be determined at the general assembly.

**15. Providing information on the Information Policy and submitting it to the approval of the general assembly**

In accordance with the Corporate Governance Principle numbered 2.1.1, our company must have an information policy and this policy must be submitted to the approval of our Shareholders at the General Assembly Meeting. In this direction, the Information Policy included in Annex-4 will be submitted to the approval of the General Assembly.

**16. Submitting information on the subject that shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degrees or empowerment of the Board of Directors in connection with matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board and informing the shareholders about the transactions carried out within this scope in 2020 in line with the Corporate Governance Principles;**

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

**17. Submitting information to the General Assembly about the income or benefits obtained from the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties within the scope of Article 12/4 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board:**

Within the scope of article 12/4 of the "Corporate Governance Communiqué" of the Capital Markets Board, our shareholders will be informed about the guarantees, pledges, mortgages and sureties given by our company in favour of third parties in 2019, and the income or benefits the company has obtained from these transactions.

**18. Wishes, recommendations and ending.**

## **ESENBOĞA ELEKTRİK ÜRETİM A.Ş.**

### **DIVIDEND POLICY**

Esenboğa Elektrik Üretim A.Ş. (The "Company") follows a balanced and consistent policy between the interests of the Company and its shareholders in accordance with the provisions of the Company's Articles of Association ("Articles of Association") and the relevant legislation.

Considering the Company's fund requirements, cash flow, profitability and cash status, investment and financing plans, developments and expectations in market and economic conditions, within the framework of the relevant legislation, net distributable profit of the Company for each fiscal period is aimed to be distributed as cash and/or as scrip issue. This ratio is reviewed by the Board of Directors, depending on national and global conditions, the Company's medium and long-term growth strategies, investment strategies and cash requirements.

Dividend distribution decision and the method and time of distribution are decided by the General Assembly of the Company upon the proposal of the Board of Directors in this regard. Dividend distribution operations are started on the date decided by the General Assembly, provided that the distribution decision is made at the end of the accounting period in which the General Assembly meeting is held.

Dividends are distributed equally to all existing shares as of the date of distribution, regardless of their date of issue and acquisition. Payments related to dividends can also be made in instalments of equal or different amounts, provided that it is decided at the same General Assembly meeting with profit distribution decision. The profit distribution decision made by the General Assembly, in accordance with the provisions of the Articles of Association cannot be withdrawn.

If the Board of Directors proposes to the General Assembly not to distribute the profit, the reasons and the information regarding the usage of the undistributed profit are included in the agenda item regarding profit distribution.

The company may also distribute advance dividends within the framework of the Turkish Commercial Code No. 6102 and Capital Market Legislation.

In case of any change demand in this Dividend Distribution Policy, the decision of the Board of Directors regarding this change and the reason for the change are announced to the public within the framework of the Capital Markets Board's regulations on public disclosure of material events.

**ESENBOĞA ELEKTRİK ÜRETİM A.Ş.****REMUNERATION POLICY****I.SCOPE**

This Remuneration Policy (“Policy” or “Remuneration Policy”), The Turkish Commercial Code 6102 (“TCC”) and the Capital Markets Law no 6362 (“CMBn”) and the Corporate Governance Communique no II – 17.1 (“Corporate Governance Communique”) and within the framework of the Capital Markets Board (“CMB” or “Board”) regulations, including the Corporate Governance Principles (“Corporate Governance Principles”) in its annex, Esenboğa Elektrik Üretim A.Ş. (“Company”) to define remuneration principles of the members of the Board of Directors and managers with administrative responsibility.

**II. PURPOSE**

The purpose of this Remuneration Policy is to ensure that the pricing principles to be applied by the Company are determined in line with the relevant legislation, activities and strategies of the Company. Our company aims to adopt a fair wage policy that will support the retaining of executives who are competent in their field, high performance, loyalty and motivation to realize its long-term goals and strategies.

**III. REMUNERATION PRINCIPLES**

Each year, the members of the Board of Directors will be paid an amount determined by the General Assembly. In determining the remuneration to be paid to the members of the Board of Directors, criteria such as contribution to the decision-making process, responsibilities taken and knowledge and skills will be taken into consideration, and attention will be paid to ensure that the remuneration of the independent board members is at a level that will protect the independence of the members.

Managers with administrative responsibility will be paid an amount approved by the Board of Directors. Payments made to managers with administrative responsibility will be determined in a way that will encourage high performance and loyalty and compete with the sector. While determining the wages, the company's activities, size, internal balances, targets, macroeconomic data in the market, wage policies applied in the market, sectoral data, international standards and legal obligations will also be considered.

Premium payments will be determined according to Company performance and individual performance in order to increase the efficiency and performance of managers with administrative responsibility, to ensure continuity of performance, and to differentiate managers who create added value for the Company. Performance-based payments, especially premium payments, will not be guaranteed in advanced.

Confidentiality of wages, premiums and other personal rights is essential.

The expenses incurred by the members of the board of directors and executives due to their responsibilities and duties in the company will be covered by the company.

The Board of Directors is responsible for the implementation and development of this Policy. The Corporate Governance Committee carries out the monitoring, auditing and reporting of the remuneration practices on behalf of the Board of Directors.

**ESENBOĞA ELEKTRİK ÜRETİM A.Ş.**  
**DONATION AND CHARITY POLICY**

**I. SCOPE**

This Donation and Charity Policy ("**Policy**") regulates the principles regarding donations and aids that may be made by Esenboğa Elektrik Üretim A.Ş. ("**Company**").

The policy has been prepared in accordance with the Capital Markets Law No. 6362 ("**CMBn**"), the Turkish Commercial Code No. 6102 ("**TCC**"), the Dividend Communiqué No. II-19.1, the Corporate Governance Communiqué No. II-17.1, and the corporate governance principles attached to the relevant communiqué and other relevant capital market legislation and the relevant provisions of the Company's Articles of Association ("**Articles of Association**").

**II. PURPOSE**

The main purpose of donations and charities that may be made by the company is to fulfill social responsibilities, to create social responsibility awareness, to meet social needs, to benefit the public and to encourage public activities with donations

**II. DONATION AND CHARITY PRINCIPLES**

The Company, to abide by the provisions of the capital market legislation, TCC, Turkish Code of Obligations No. 6098, and other relevant legislation as well as the Company's internal regulations and the Articles of Association, not to violate the provisions of the capital market legislation and the provisions of other relevant legislation, to make the necessary material disclosures and Provided that the donations made during the year are submitted to the information of the shareholders at the General Assembly, they may make donations and charities within the limits determined by the General Assembly, with the decision of the Board of Directors, without disrupting the Company's purpose and subject. The Capital Markets Board is authorized to impose an upper limit on the donation amount.

It is possible that donations and charities to be made by the Company within the scope of this Policy can be in cash and in kind.

This Policy is submitted to the approval of the General Assembly of the Company. In line with the Policy approved by the General Assembly, the shareholders are informed about the amount, beneficiaries, and policy changes of all donations and aids made by the Company during the period with a separate agenda item. Restrictive regulations arising from the legislation that the Company is subject to are reserved in donation practice.

## ESENBOĞA ELEKTRİK ÜRETİM A.Ş.

### INFORMATION POLICY

#### I. SUBJECT

This Information Policy ("Policy" or "Information Policy"), within the framework of the regulations of Capital Markets Board ("CMB" or "Board"), Borsa İstanbul AŞ ("Borsa İstanbul") regulations, Turkish Commercial Code numbered 6102 ("TCC") and Capital Markets Law numbered 6362 ("CMB"), Special Cases Communiqué No. II-15.1 ("Special Cases Communiqué"), Corporate Governance Communiqué no.II-17.1 ("Corporate Governance Communiqué") and Corporate Governance Principles ("Corporate Governance Principles") in its annex, was prepared to regulate the principles of communication with all stakeholders, including investors, and was put into effect by the decision of the Board of Directors.

#### II. PURPOSE

The main purpose of this Information Policy is to ensure that information and developments that may affect the investment decisions of Esenboğa Elektrik regarding the past performance and future expectations, which do not have the characteristics of trade secrets, are presented to the stakeholders in a complete, fair, accurate, on time and understandable manner.

#### III. INFORMATION POLICY PRINCIPLES

##### 1. Principals and Methods of Information Policy

Within the frame of SPK and BİST regulations and TCC, methods and tools used for public disclosure in accordance with the Disclosure Policy are as follows:

- (i) Material Event Disclosures on Public Disclosure Platform (KAP) and Company General Information Form
- (ii) Financial statements, footnotes, independent audit reports, annual reports and statements of responsibility that are periodically announced through KAP
- (iii) Corporate website ([www.esenbogaelektrik.com.tr](http://www.esenbogaelektrik.com.tr)),
- (iv) Announcements and disclosures through Turkish Trade Registry Gazette or daily newspapers
- (v) Press releases through printed media, visual media and social media
- (vi) Information and discussion meetings with capital market participants, either face to face or via teleconference,
- (vii) Prospectuses, issuance documents, announcements and other documents issued in accordance with CMB regulations,
- (viii) Presentations, information and promotional documents prepared for investors.

##### 2. Authorized Persons to Make a Public Disclosure

Explanations and information to be made on behalf of the company within the framework of the methods and tools mentioned above are made by the members of the Board of Directors and persons authorized by the Board of Directors, except for the forms, statements and reports signed in accordance with the signature circular.

### **3. Public Disclosure of Material Events**

Disclosures, which has to be made within the framework of the Material Events Communiqué, are prepared within the framework of the information received from the relevant units in accordance with the provisions of the aforementioned communiqué and then announced to the public through KAP.

### **4. Disclosure of Financial Statements and Term Reports to Public**

Company's annual and interim financial statements are prepared within the framework of the Turkish Commercial Code and capital markets legislation and also in accordance with Turkish Accounting Standards and Turkish Financial Reporting Standards. Financial statements are audited independently for the periods stipulated by the legislation. Within the framework of the capital market legislation, it is announced to the public through the Public Disclosure Platform (KAP) with the approval of Audit Committee and Board of Directors and together with the statement of responsibility stating its accuracy by authorized persons.

Annual Activity Reports are prepared in accordance with the TCC, CMB, Corporate Governance Principles and other relevant legislative regulations. The reports are disclosed to the public through the Public Disclosure Platform (KAP), after the approval of the Board of Directors in line with the periods and procedures specified in the relevant legislation.

### **5. Corporate Website**

The corporate website of the company has been arranged to contain all the information in accordance with the legislation, and information are updated periodically.

### **6. Ensuring the Confidentiality of Insider Information Until Public Disclosure**

Insider information is information, events and developments have not yet been disclosed to the public that may affect the value and price of the Company's capital market instruments and the investment decision of the investors.

The Company, may postpone the disclosure of insider information to the public in order not to damage its legitimate interests, mislead the investors and the company can postpone the disclosure provided that the information is kept confidential. Postponement of the disclosure of insider information is under the authority of the Board of Directors and the General Manager. After the reasons for postponement are eliminated, an explanation is made together with the reasons for the decision to postpone. If, the situation which causes the information postponed, does not occur, no disclosure may be made.

Company employees who have insider information are informed that they are obliged to protect the confidentiality in the process from the occurrence to the disclosure of the special situation.

### **7. Persons with Administrative Responsibility and Persons Closely Related with That**

These persons are defined as follows within the framework of the Special Circumstances Communiqué:

- Members of the Board of Directors of the Company and persons who regularly access internal information of the Company directly or indirectly, although they are not a Board member,
- Affecting the future development and commercial objectives of the Company and persons who are authorized to make administrative decisions,
- Persons who have administrative responsibility considering the organizational structure and job descriptions of the company.

The shares representing the capital of persons with administrative responsibility and all transactions carried out in relation to other capital market instruments based on these shares must be disclosed to the public within the framework of the principles written in the Special Cases Communiqué by the transactors

### **8. Unusual Price and Quantity Movements**

The Company makes an announcement to the public upon the request of the stock exchange when there are changes in the prices or transaction volumes of capital market instruments that cannot be explained by the usual market conditions. In this statement, it is stated whether there are any special cases that have not disclosed to the public yet, and if any, all special cases that have not disclosed, without indicating the postponement of the disclosure, are included.

### **9. News and Rumours in Media**

The Company monitors the news about the Company in the press and similar communication channels. The Company detects the issues that may affect the value and price of capital market instruments or the investment decisions of investors, news or rumours that are different from the information that were first announced to the public through the press or other communication means or that were previously announced to the public. In this case, whether these are correct or sufficient, a public disclosure is made by the Board or the relevant exchange without waiting for any warning, notification or request. Within the framework of the principles specified in the comments, analyses, evaluations and estimates made about the Company based on publicly disclosed information are excluded from this scope. If the news, market rumours and speculations in press do not fall within the definition of insider information, no disclosure may be made about them.

### **10. Public Disclosure of Future Assessments**

Public disclosure of forward-looking assessments is not mandatory. However, the Company may announce its future evaluations within the framework of the Special Cases Communiqué, with the decision of the Board of Directors or with the written approval of the authorized person.

Future evaluations are made public at most 4 times a year. This disclosure can be made in the form of a material event disclosure, as well as through annual reports or presentations on informing the investors, provided that it is disclosed through KAP. In the explanations regarding future evaluations, if there is a significant difference between the issues previously disclosed to the public and the realizations, the reasons for these differences are included.

## **11. Meetings with Investors and Analysts**

Investors, potential investors and other capital market participants can communicate with persons authorized by the Company, and Company employees other than these persons should not respond to questions and information requests from the Company.

The Company may organize and participate in conferences and meetings in order to share financial, operational and strategic developments about the Company with investors and / or analysts. Presentation that shared with investors at investor information meetings, are published on the corporate website of the Company.

Analyst reports are considered the property of the organization that prepared the report and they are not published on the Company's corporate website. The company is not responsible for reviewing, checking and confirming analyst reports and its comments, estimates and evaluations. On the other hand, in certain and limited cases and upon request, in order to prevent misinforming the public, the company may review the analyst reports, provided that only public and historical information is used and limited with a specific issue.



**EDUCATION**

<b>Istanbul University, Faculty of Business - Business Administration (English)</b>	<b>2000 – 2006</b>
<b>Bahçeşehir University, MBA - Capital Markets and Finance</b>	<b>2007 – 2009</b>

**JOB EXPERIENCE**

<b>Kuveyt Türk Katılım Bankası A.Ş.</b>	<b>2007 – 2019</b>
---	--------------------

Ragıp, who started his professional career in the bank's first MT (executive candidate) program, worked in Financial Analysis, Loans, Strategic Planning and Corporate Performance Management, Investment Banking, and finally Project and Structured Finance units.

During periods of work in the Financial Analysis and Credit unit, he has made financial analysis, , including leading corporate firms primarily in the energy, construction, iron and steel and textile industries in Turkey, for bank's board credit committee and prepared credit valuation reports.

Later, he continued his career in the Strategic Planning and Corporate Performance Management Directorate and worked with international management consultancy firms in the creation of the bank's 5-year strategic plans and took an active role as the project manager of this study. At the same time, he worked with project teams to design initiatives that have a critical role to realize these strategic plans and to determine corporate performance indicators.

After his success in the Strategic Planning and Corporate Performance Management Directorate, Ragıp switched to the Investment Banking Department, where he designed and managed domestic and international sukuk issues and syndication loans with a total amount of USD 3.5 billion.

As a result of the successful sukuk issuances and syndication loans, Ragıp, who became Investment Banking Manager, subsequently established the Project and Structured Finance Department and as department manager had an active role with international banks, a total investment amount of over 10 billion USD, in the field infrastructure (highway, bridge, city hospital, etc.) In addition, he has financed solar energy with an installed power of more than 700 MW, wind energy and hydro power plants over 500 MW.

At the same time, he has provided resources for the international syndication transactions of the leading corporate companies of our country. Apart from this, he designed the first sukuk transactions of private sector companies and state-owned enterprises, each of which is the leader of its sector, and mediated their issuance.

<b>Ernst Young Kurumsal Finansman Danışmanlık Hizmetleri A.Ş</b>	<b>2019 – 2021</b>
--	--------------------

Ragıp, after 12 years of banking experience, has been transferred to EY Turkey as Director of the Capital and Debt Counseling Service. Here, he played an active role in financing the petrochemical

plant with an investment amount of 2 billion USD from the financing of renewable energy plants with a size of 50-250 million USD. successfully managed and closed the financial restructuring of public-private partnership city hospital projects as project director. Also he took an active role as a financial advisor in the financial restructuring of leading companies operating in the construction sector and tourism sector. Apart from that, he managed the preparation of feasibility reports for investments of many different sectors and sizes.