

ESENBOĞA ELEKTRİK ÜRETİM ANONİM ŞİRKETİ

MEETING MINUTES OF ORDINARY GENERAL ASSEMBLY DATED ON 29/04/2022

The ordinary general assembly meeting of Esenboğa Elektrik Üretim Anonim Şirketi held at 8.30, Kızılırmak Mah. 1450. Sok. ATM Plaza Blok Kat:14 No:1/67 Çankaya, Ankara, on April 29, 2022 with supervision of the Ministry Representative, Mr. Satılmış BATUR, who was appointed with the letter of the Ankara Governorship Provincial Directorate of Commerce dated 28/04/2022 and numbered E-94566553-431.03-00074252863.

The meeting invitation in accordance with the Law and the Articles of Association, including the meeting agenda, according to article 414 of Turkish Commercial Code, has been announced in a timely manner on the 10554 numbered Official Gazette dated April 6, 2022 and on the Public Disclosure Platform dated April 7, 2022 and on our company's website addressed at www.esenbogaelektrik.com.tr and on the Electronic General Assembly System of the Central Registry Agency.

In the examination of the list of attendees, 64,000,000 total shares (Group A 4,000,000 - Group B 60,000,000) with a nominal value of 1 TL corresponding to a capital of 64,000,000 TL (Group A 4,000,000 - Group B 39.298.083) upon understanding that the share of TL 43.298.083 was represented at the meeting and thus, understanding that the meeting quorum stipulated in both the law and the articles of association was available the meeting was opened by Yusuf SENEL, the Chairman of the Board of Directors, and the agenda was discussed simultaneously in physical and electronic media.

1. It was unanimously decided to elect Bora BİLGİN, Vice Chairman of the Board of Directors, as the chairman of the meeting and Gökhan KILIÇ as the minutes clerk. Chairman has assigned Yasin OĞUZ to use the Electronic General Assembly system, who is certified on it.
2. The chairmanship of the meeting was unanimously authorized to sign the minutes of the General Assembly.
3. Due to the fact that the Annual Report of the Board of Directors for the year 2021, excluding the announcement and meeting days, was opened to review for the shareholders at the Company headquarters, at www.esenbogaelektrik.com.tr and on the Public Disclosure Platform within the legal period three weeks before the date of the general assembly meeting, it was suggested not to read again. The motion was accepted unanimously. It was opened to negotiation. No one took the floor. The Annual Report of the Board of Directors was accepted unanimously.
4. 2021 Independent Audit Report Summary was read by Yiğit ÖZDİLEK from Güncel Bağımsız Denetim Danışmanlık ve YMM A.Ş.
5. Due to the fact that the Financial Statements for the year 2021, excluding the announcement and meeting days, was opened to review for the shareholders at the Company headquarters, at www.esenbogaelektrik.com.tr and on the Public Disclosure Platform within the legal period three weeks before the date of the general assembly meeting, it was suggested not to read again. The motion was accepted unanimously. Financial Statements for the year 2021 were opened to negotiation. No one took the floor. It was put to the vote and unanimously accepted in the voting.

6. The release of the Members of the Board of Directors started due to the activities and accounts of 2021. Board Members were acquitted unanimously during the delay. Board members did not vote for their own release.
7. Decision for the independent external audit of the company for the fiscal period that started on 01.01.2022 and ended on 31.12.2022 by Güncel Bağımsız Denetim Danışmanlık ve YMM A.Ş.. in accordance with the principles determined as regards to the Turkish Commercial Code No. 6102 and Capital Market Law No. 6362, The Board of Directors Proposal Resolution dated 23.03.2022 and numbered 2022/09 was submitted to the approval of the General Assembly and approved unanimously.
8. In accordance with the Capital Markets Board's Dividend Communiqué numbered II-19-1, a net distributable profit of TRY 980,121,401,91 in the independently audited balance sheet, prepared in accordance with TFRS standards, can be distributed in the balance sheet for the year 31.12.2021 prepared in accordance with the statutory records period profit is TRY 8,261,125,72 Based on the proposal of our Board of Directors dated 23.03.2022 and numbered 2022/10, the proposal to distribute a gross dividend of TRY 7,680,000 and to distribute it in one go on 10.08.2022 was submitted for approval. As a result of the voting, it was accepted with unanimously.
9. It was proposed to elect Yusuf ŞENEL, Bora BİLGİN, Ebru ŞENEL and Hilal ASLAN as Members of the Board of Directors of the Company to serve for a term of three year, and Uğur YİĞİT and Ziya AKBAŞ to serve as Independent Board Members of our Company for a term of three year. Since there was no one taking the floor, voting was started. It was unanimously decided by the participants to elect Yusuf ŞENEL, Bora BİLGİN, Ebru ŞENEL and Hilal ASLAN as Members of the Board of Directors to serve for three year, and Uğur YİĞİT and Ziya AKBAŞ to serve as Independent Board Members of our Company for three year.
10. The negotiation and approval of the remuneration of the Members of the Board of Directors started. As a result of the voting, it was accepted with a majority of 43.106.576 votes against 191.507 rejection votes that the Chairman of the Board of Directors were paid a net monthly wage of TRY 20,000, the Independent Board Members were paid a net monthly wage of TRY 5,000, and that the Deputy Chairman of the Board and the Members of the Board of Directors did not receive any wages other than the salary they were assigned to in the Company.
11. Donations and charities made were put on the agenda at the Ordinary General Assembly Meeting of the relevant year and presented to the partners, donations and aids made in 2021 are TRY 633,759. It was unanimously decided to set an upper limit for donations and aids in 2022, limited to 2% of our yearly turnover it was accepted with a majority of 43.106.576 votes against 191.507 rejection votes
12. Within the framework of CMB Corporate Governance Principles and Articles 395 and 396 of the TCC No 6102, shareholders who holding the management power, shareholder members of the Board of Directors, senior executives and their spouses and relatives by blood and affinity up to third degree; to be able to perform transactions and compete with the company or its subsidiaries, which may cause conflict of interest, to transact with the company on behalf of themselves or someone else, to perform the activities within the field of activity of the company in person or on behalf of others and to be a partner in companies that do the same type of work as an unlimited partner and to perform other transactions, it was decided to give permission with unanimously within the framework of Articles 395 and 396 of the TCC and CMB regulations. Shareholders were informed about the transactions carried out within this scope in 2021.
13. Within the scope of Article 12/4 of the "Corporate Governance Communiqué of the Capital Markets Board (II-17.1), the general assembly was informed about the income or benefits obtained from the guarantees, pledges, mortgages and sureties given by the company in favor of third parties.

14. Authorization of the Board of Directors to decide on the distribution of Advance Dividends for the 2022 accounting period within the scope of the 14th article of the Articles of Association titled Dividend Advance and the Capital Markets Board's Dividend Communiqué No. II-19.1 dated January 23, 2014 was put to the vote and accepted unanimously.
15. In case of insufficient profit or loss at the end of the 2022 accounting period, the advance dividend to be distributed will be deducted from the resources that can be subject to the profit distribution in the annual statement of financial position for the 2022 accounting period was put to the vote and accepted unanimously.
16. The general assembly was terminated at 08.49 am, without appealing to the decisions taken by the meeting chair in the wishes and desires. This report has been written and signed by us at the site. 29.04.2022

Chairman of the Meeting

Bora BİLGİN

Minutes Clerk

Gökhan KILIÇ

MINISTRY REPRESENTATIVE

Satılmış BATUR