

## ESENBOĞA ELEKTRİK ÜRETİM ANONİM ŞİRKETİ

### MEETING MINUTES OF ORDINARY GENERAL ASSEMBLY DATED ON 10/04/2023

The ordinary general assembly meeting of Esenboğa Elektrik Üretim Anonim Şirketi held at 9.00, Kızılırmak Mah. 1450. Sok. ATM Plaza Blok Kat:14 No:1/67 Çankaya, Ankara, on April 10, 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 07/04/2022 and numbered E-94566553-431.03-00084382987.

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 10792 numbered Official Gazette dated 17.03.2023 and on the Public Disclosure Platform dated March 15, 2023 and on our company's website addressed at [www.esenbogaelektrik.com.tr](http://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 41.073.587) upon understanding that the share of TL 45.073.587 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 2022, excluding the announcement and meeting days, was opened to review for the shareholders at the Company headquarters, at [www.esenbogaelektrik.com.tr](http://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. 2022 Independent Audit Report Summary was read by YILMAZ SEZER from Güncel Bağımsız Denetim Danışmanlık ve YMM A.Ş.
5. Due to the fact that the Financial Statements for the year 2022, excluding the announcement and meeting days, was opened to review for the shareholders at the Company headquarters, at [www.esenbogaelektrik.com.tr](http://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. , it was accepted with a majority of 45.073.087 votes against 500 rejection votes. Financial Statements for the year 2022 were opened to negotiation. No one took the floor, it was accepted with a majority of 45.073.087 votes against 500 rejection votes.
6. The release of the Members of the Board of Directors started due to the activities and accounts of 2022. It was accepted with a majority of 44.673.087 votes against 500 rejection votes.
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 DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik 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 15.03.2023 and numbered 2023/14 was submitted to the approval of the General Assembly and approved unanimously.
8. In accordance with the Capital Markets Board's Dividend Communique numbered 11-19-1, a net distributable profit of TRY 530.512.830,80 in the independently audited balance sheet, prepared in accordance with TFRS standards, can be distributed in the balance sheet for the year 31.12.2022 prepared in accordance with the statutory records period profit is TRY 57.039.770,84 Based on the proposal of our Board of Directors dated 15.03.2023 and numbered 2023/16, the proposal to distribute a gross dividend of TRY 10,000,000 and to distribute bonus profit TRY 47,039,770,84 to distribute it in one go on 11.04.2023 was submitted for approval. As a result of the voting, it was accepted 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 YIĞİT 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 that the Chairman of the Board of Directors were paid a net monthly wage of TRY 40,000, the Independent Board Members were paid a net monthly wage of TRY 8,500, and decision of 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 was accepted with a majority of 45.012.281 votes against 61.306 rejection votes. . During the meeting Yaşar Mustafa Alagöz, who took the floor, said that they do not deserve the amounts to be given.
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 2022 are TRY 2.220.046. 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 45.021.735 votes against 51.852 rejection votes. meeting Yaşar Mustafa Alagöz, who took the floor said that there is no need for donations and help.
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 2022.
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. Within the framework of the Capital Markets Board's Communiqué II-22.1, the decision regarding share buy-back programme which was approved by the Board of Directors on 26/08/2022 and revised on 15.02.2023, has been submitted to the information of the General Assembly
15. .Authorization of the Board of Directors to decide on the distribution of Advance Dividends for the 2023 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 was put to the vote and accepted unanimously.
16. In case of insufficient profit or loss at the end of the 2023 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 2023 accounting period was put to the vote and accepted unanimously.
17. The general assembly was terminated at 09.32 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. 10.04.2023. Yaşar Mustafa Karagöz said that in the meeting, the amount of dividend is insufficient, in the dividend policy, it should be determined how much will be pay each year, it is important for investors and bigger companies are implemented this policy.

Chairman Of The Meeting  
Bora BİLGİN

Minutes Clerk  
Gökhan KILIÇ

Ministry Representative  
Satılmış BATUR