



**INVITATION LETTER FOR THE 2022 ANNUAL GENERAL MEETING ON 2 MAY 2023  
BY BOARD OF DIRECTORS OF AKSA ENERJİ ÜRETİM A.Ş.**

2022 Annual General Meeting of our Company shall be held at the address of **Rüzgarlıbahçe Mahallesi, Özalp Çıkmaşı, No. 10, Kavacık, Beykoz, İstanbul, our Head Office, at 10.30 a.m. on 02.05.2023, Tuesday** to discuss and conclude the agenda stated in this letter.

The Annual General Meeting of our Company may be attended by shareholders in physical environment or electronic media and they may also attend through their representatives. Attendance in the General Assembly is possible with secure electronic signatures of shareholders or their representatives. Therefore, it is necessary for shareholders to take action at Electronic General Assembly System (EGAS) to register in Central Registry Agency A.Ş. (CRA) e-CRA Information Portal and record their contact details and to have secure e-signatures. Shareholders or their representatives who are not registered in e-CRA Information Portal or do not have secure electronic signatures can not attend the General Assembly electronically.

In addition, shareholders or their representatives who want to attend to the meeting on electronic media are required to fulfill their obligations in accordance with provisions of "Communiqué on Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies issued at Official Gazette no. 28396 and dated 29 August 2012 and "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" issued at Official Gazette no. 28395 and dated 28 August 2012.

In accordance with subparagraph 4 of article 415 of New Turkish Commercial Code no. 6102 and subparagraph 1 of article 30 of Capital Markets Law, right to attend to general assembly and voting shall not be affiliated to term of storing share certificates. Within this framework, there is no need for our shareholders to block their shares in case they want to attend to General Meeting.

Our shareholders who want to attend General Assembly in physical environment can use their rights as to their shares registered in "Shareholders List" stated in CRA system by submitting their identity. However, our shareholders who do not want their identities and information as to shares in their accounts to be communicated to our Company and therefore information of whom can not be seen by our Company are required to apply to intermediary agencies where their accounts are available and to remove "limitation" that block their identities and information as to shares in their accounts to be informed to our Company until 16.30 one day before the General meeting at the latest in case they want to attend to General Meeting.

Open ballot system shall be used by the procedure of raising hand provided that voting provisions for electronic media are reserved as to approval of Agenda items at General Meeting.

It is required for shareholders who can not participate in the meeting personally in physical or electronic media to arrange their powers of attorney in compliance with the following sample of the power of attorney form in **Annex-2**, or to provide the sample form from our Company Headquarter or our Company's Investor Relations website at [www.aksainvestorrelations.com](http://www.aksainvestorrelations.com) and to fulfill matters foreseen in "Voting by Proxy and Proxy Solicitation" Communiqué II-30-1 of Capital Markets Board published in the Official Gazette dated 24 December 2013, no.28861 and to submit their notarized power of attorney forms bearing their own signatures. Proxy holders who have been electronically appointed via Electronic General Assembly System don't have to submit a notarized power of attorney. **Power of attorney forms which do not comply with the sample of power of attorney forms stipulated in the aforementioned Communiqué and attached to the General Assembly Invitation Announcement will not be accepted due to our legal responsibility.**

In accordance with related legislation of Turkish Commercial Code, Capital Markets Board and Ministry of Trade, 2022 Annual Report, Independent Audit Report, Financial Statements, Dividend Distribution Proposal and detailed Information Document including requirements of Corporate Governance Principles will be readily available for review of shareholders 21 days prior to the General Meeting at the Company's corporate web-site, [www.aksainvestorrelations.com](http://www.aksainvestorrelations.com), Public Disclosure Platform and Electronic General Assembly System.

It is noticed to our shareholders respectfully.

**Aksa Enerji Üretim A.Ş. Board of Directors**

**Annex:**

- 1) 2022 Annual General Meeting Agenda
- 2) Power of Attorney Sample

**AKSA ENERJİ ÜRETİM A.Ş.**  
**2022 ANNUAL GENERAL MEETING AGENDA**  
**(2 MAY 2023)**

1. Opening and constitution of Meeting Council,
2. Authorizing Meeting Council to sign the Annual General Meeting Minutes,
3. Review, discussion and approval of 2022 Annual Report,
4. Review, discussion and approval of 2022 Independent Audit Report Summary,
5. Review, discussion and approval of the year end financial statements for the fiscal year 2022,
6. Release of each member of the Board of Directors of liability related to activities of the Company during 2022,
7. The amendment of Article 9 of our Company's Articles of Association, titled "Board of Directors and Term of Office", as specified in the amendment draft below, will be submitted for the approval of our shareholders.

**AMENDMENT DRAFT REGARDING ARTICLE 9 OF AKSA ENERJİ ÜRETİM ANONİM  
 ŞİRKETİ COMPANY'S ARTICLE AGREEMENT**

OLD SHAPE	NEW SHAPE
<p>BOARD OF DIRECTORS AND TERM OF OFFICE</p> <p>Article 9:</p> <p>The Board of Directors consists of 8 people. Half of the Board of Directors to be formed shall be elected by the General Assembly from among the candidates to be nominated by the majority of the registered shareholders of group (A). There are executive and non-executive members on the Board of Directors. The majority of the members who will serve on the Board of Directors consists of non-executive members who do not have any other administrative duties in the Company other than membership of the Board of Directors and do not interfere in the daily workflow and ordinary activities of the Company. Among the non-executive members, there are independent members in the number and quality specified in the regulations on corporate governance published by the Capital Markets Board, which will be elected by the General Assembly. If a legal entity is elected a member of the Board of Directors, only one natural person determined by the legal entity, on behalf of the legal entity, on behalf of the legal entity, along with the legal entity, is also registered and announced. A legal entity that is a member of the Board of Directors may change the person registered in its name at any time. The Board of Directors elects the Chairman and the Deputy Chairman among the members representing the (A) group registered shareholders at the meeting after each Ordinary</p>	<p>BOARD OF DIRECTORS AND TERM OF OFFICE</p> <p>Article 9:</p> <p>The Board of Directors consists of at least 6 people. Half of the Board of Directors to be formed shall be elected by the General Assembly from among the candidates to be nominated by the majority of the registered shareholders of group (A). If half of the number of members of the board of directors is an odd number, the odd is rounded up to the nearest whole number. There are executive and non-executive members on the Board of Directors. The majority of the members who will serve on the Board of Directors consists of non-executive members who do not have any other administrative duties in the Company other than membership of the Board of Directors and do not interfere in the daily workflow and ordinary activities of the Company. Among the non-executive members, there are independent members in the number and quality specified in the regulations on corporate governance published by the Capital Markets Board, which will be elected by the General Assembly. If a legal entity is elected a member of the Board of Directors, only one natural person determined by the legal entity, on behalf of the legal entity, along with the legal entity, is also registered and announced. A legal entity that is a member of the Board of Directors may change the person registered in its name at any time. The Board of Directors elects the Chairman and the Deputy</p>

<p>General Assembly or each General Assembly where the members are elected. The regulations related to the corporate governance principles published by the Capital Markets Board regarding the nomination and election procedure of independent members are applied. In the event that the members of the Board of Directors are vacant due to death, resignation or other reasons, a new member of the Board of Directors is elected among the group shareholders in which the vacant member is elected by the Board of Directors, and the situation is submitted to the approval of the first General Assembly to be convened. In this way, the elected members serve until the first General Assembly and when their elections are approved by the General Assembly, they replenish the remaining terms of the members they were elected to replace. For independent members, if a situation arises that eliminates independence, an independent member resigns or becomes unable to perform his/her duties, this situation is communicated to the Board of Directors for public announcement by the independent member and the member resigns as a matter of principle. The appointment to replace the resigned member is carried out as specified in the regulations on the determination and application of corporate governance principles published by the Capital Markets Board. The members of the Board of Directors are elected for a maximum of 3 years. The members of the Board of Directors whose term of election has expired may be re-elected. The board can change its members at any time.</p>	<p>Chairman among the members representing the (A) group registered shareholders at the meeting after each Ordinary General Assembly or each General Assembly where the members are elected. The regulations related to the corporate governance principles published by the Capital Markets Board regarding the nomination and election procedure of independent members are applied. In the event that the members of the Board of Directors are vacant due to death, resignation or other reasons, a new member of the Board of Directors is elected among the group shareholders in which the vacant member is elected by the Board of Directors, and the situation is submitted to the approval of the first General Assembly to be convened. In this way, the elected members serve until the first General Assembly and when their elections are approved by the General Assembly, they replenish the remaining terms of the members they were elected to replace. For independent members, if a situation arises that eliminates independence, an independent member resigns or becomes unable to perform his/her duties, this situation is transmitted to the Board of Directors for public announcement by the independent member, and the member resigns in principle. The appointment to replace the resigned member is carried out as specified in the regulations on the determination and application of corporate governance principles published by the Capital Markets Board. The members of the Board of Directors are elected for a maximum of 3 years. The members of the Board of Directors whose term of election has expired may be re-elected. The board can change its members at any time.</p>
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8. Discussion and approval of the rights of the members of the Board of Directors regarding remuneration, bonus, premium,
9. Approval of the Independent Audit Company for the fiscal year 2023 recommended by the Board of Directors in accordance with the Company's related Audit Committee report pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,
10. Discussion and approval of Dividend Distribution Policy revised by the decision of the Board of Directors,
11. Discussion and approval of dividend distribution proposal by the Board of Directors for the fiscal year 2022,
12. Informing General Assembly about the donations granted during the fiscal year of 2022,
13. Determination of the upper limit for donations and grants to be made in 2023,
14. Granting permission to the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code
15. Informing General Assembly about transactions stated in principles 1.3.6 and 1.3.7 of Capital Markets Board's Corporate Governance Communiqué,
16. Informing General Assembly about securities-pledges, mortgages and acquired incomes and benefits given in favor of third parties during the fiscal year of 2022,
17. Responses to questions asked by shareholders.

**POWER OF ATTORNEY****AKSA ENERJİ ÜRETİM A.Ş.**

I, the undersigned, hereby appoint, empower and delegate \_\_\_\_\_, as identified in details hereinbelow, as my proxy holder fully authorized to represent me, and vote and make proposals and sign the required documents on behalf of me, in accordance with my opinions cited below, in the 2021 annual meeting of the general assembly of shareholders of Aksa Enerji Üretim A.Ş. to be held at the address of Rüzgarlıbahçe Mahallesi, Özalp Çıkmazı, No:10, Kavacık, Beykoz, İstanbul at 10:30 a.m. on 19 July 2022, Tuesday

Proxy Holder's (\*)

Name & Surname / Title :

TR Identity No. / Tax Identity No. :

Trade Registry and Number (If it is a legal person) :

MERSİS No. :

Signature :

(\*)For foreign proxy holders, the equivalents, if any, of such information should be provided

**A) SCOPE OF THE POWER OF REPRESENTATION**

**Scope of the power of representation should be determined by choosing one of the options (a), (b) and (c) for the sections 1 and 2 hereinbelow.**

**1. On the topics included in the agenda of the general assembly meeting;**

- a) Proxy holder is authorized to vote in line with his/her own opinions
- b) Proxy holder is authorized to vote in line with proposals of the corporation management
- c) Proxy holder is authorized to vote in line with the instructions given in the following table.

**Instructions:** If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.

Agenda Topics (*)	Acceptance	Rejection	Dissention
Opening and constitution of Meeting Council,			
Authorizing Meeting Council to sign the Annual General Meeting Minutes,			
Review, discussion and approval of 2022 Annual Report,			
Review, discussion and approval of 2022 Independent Audit Report Summary,			
Review, discussion and approval of the year end financial statements for the fiscal year 2022,			

Release of each member of the Board of Directors of liability related to activities of the Company during 2021 accounting period,			
The amendment of Article 9 of our Company's Articles of Association, titled "Board of Directors and Term of Office", as specified in the amendment draft below, will be submitted for the approval of our shareholders.			
Discussion and approval of the rights of the members of the Board of Directors regarding remuneration, bonus, premium,			
Approval of the Independent Audit Company for the fiscal year 2023 recommended by the Board of Directors in accordance with the Company's related Audit Committee report pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,			
Discussion and approval of Dividend Distribution Policy revised by the decision of the Board of Directors,			
Discussion and approval of dividend distribution proposal by the Board of Directors for the fiscal year 2022,			
Informing General Assembly about the donations granted during the fiscal year of 2022,	<b>NO VOTING ON INFORMATIVE ITEMS</b>		
Determination of the upper limit for donations and grants to be made in 2023,			
Granting permission to the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code			
Informing General Assembly about transactions stated in principles 1.3.6 and 1.3.7 of Capital Markets Board's Corporate Governance Communique,	<b>NO VOTING ON INFORMATIVE ITEMS</b>		
Informing General Assembly about securities-pledges, mortgages and acquired incomes and benefits given in favor of third parties during the fiscal year of 2022	<b>NO VOTING ON INFORMATIVE ITEMS</b>		
Responses to questions asked by shareholders	<b>NO VOTING ON INFORMATIVE ITEMS</b>		

(\*)Topics included in the agenda of general assembly meeting are listed one by one. If the minority proposes a separate draft decision, it is also given separately for the sake of voting by proxy holder.

**2. Special instructions on other issues that may raise during the general assembly meeting and particularly regarding use of minority rights:**

- a) Proxy holder is authorized to vote in line with his/her own opinions.
- b) Proxy holder is not authorized to represent on these issues.
- c) Proxy holder is authorized to vote in line with the special instructions stated below.

**Special Instructions;** Special instructions, if any, of the shareholder to the proxy holder are stated herein.

**B) REPRESENTED SHARES**

**1. I am approving the representation by the proxy holder of my shares as detailed below**

a) Rank and Serial:\*

b) Number / Group:\*\*

c) Quantity / Nominal Value:

d) Whether privileged in voting or not:

e) Registered / Bearer:\*

f) Ratio to total shares/voting rights held by shareholder:

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

*\*\* Information on group, if any, rather than number will be given for dematerialized shares.*

**2. I am approving the representation by the proxy holder of all of my shares shown in the list of shareholders eligible for attending the general assembly meeting, which is prepared by CRA one day before the date of general assembly meeting.**

**NOTE:** In section (B), one of the options (1) or (2) should be selected and the shares that the attorney is required to represent should be specified.

**SHAREHOLDERS NAME & SURNAME or TITLE(\*) :**

TR Identity No. / Tax Identity No. :

Trade Registry and Number (If it is a legal person) :

MERSİS No. :

Signature :

*(\*)For foreign proxy holders, the equivalents, if any, of such information should be provided.*