



**INVITATION LETTER FOR THE 2020 ANNUAL GENERAL MEETING ON 28 MAY 2021  
BY BOARD OF DIRECTORS OF AKSA ENERJİ ÜRETİM A.Ş.**

2020 Annual General Meeting of our Company shall be held at the address of **Rüzgarlıbahçe Mahallesi, Özalp Çıkmazı, No. 10, Kavacık, Beykoz, İstanbul, our Head Office, at 10.30 a.m. on 28.05.2021, Friday** 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-30-1of 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, 2020 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) 2020 Annual General Meeting Agenda
- 2) Power of Attorney Sample

**AKSA ENERJİ ÜRETİM A.Ş.**  
**2020 ANNUAL GENERAL MEETING AGENDA**  
**(28 MAY 2021)**

1. Opening and constitution of Meeting Council,
2. Authorizing Meeting Council to sign the Annual General Meeting Minutes,
3. Review, discussion and approval of 2020 Annual Report,
4. Review, discussion and approval of 2020 Independent Audit Report Summary,
5. Review, discussion and approval of the year end financial statements for the fiscal year 2020,
6. Release of each member of the Board of Directors of liability related to activities of the Company during 2020,
7. Amendment of Article 6 of the Articles of Association titled "Capital and Type of Shares" for the purpose of extending the validity of authorised capital as per the permissions obtained from the Capital Markets Board and the Ministry of Trade,
8. Appointment of Board Member to replace previous Board Member who resigned from his position and determination of the term of office of the newly elected member,
9. Appointment of Independent Board Member to replace previous Independent Board Member who resigned from his position and determination of the term of office of the newly elected member,
10. Discussion and approval of the rights of the members of the Board of Directors regarding remuneration, bonus, premium,
11. Approval of the Independent Audit Company for the fiscal year 2021 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,
12. Discussion and approval of dividend distribution proposal by the Board of Directors for the fiscal year 2020,
13. Discussion and approval of Donation and Aid Policy prepared in accordance with the Capital Markets Board's Corporate Governance Communiqué,
14. Informing General Assembly about the donations granted during the fiscal year of 2020,
15. Determination of the upper limit for donations and grants to be made in 2021,
16. Granting permission to the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code
17. Informing General Assembly about transactions stated in principles 1.3.6 and 1.3.7 of Capital Markets Board's Corporate Governance Communiqué,
18. Informing General Assembly about securities-pledges, mortgages and acquired incomes and benefits given in favor of third parties during the fiscal year of 2020,
19. 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 2020 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 28 May 2021, Friday.

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 2020 Annual Report,                                         |            |           |            |
| Review, discussion and approval of 2020 Independent Audit Report Summary,                      |            |           |            |
| Review, discussion and approval of the year end financial statements for the fiscal year 2020, |            |           |            |

|                                                                                                                                                                                                                                                                    |                                       |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--|--|
| Release of each member of the Board of Directors of liability related to activities of the Company during 2020 accounting period,                                                                                                                                  |                                       |  |  |
| Amendment of Article 6 of the Articles of Association titled "Capital and Type of Shares" for the purpose of extending the validity of authorised capital as per the permissions obtained from the Capital Markets Board and the Ministry of Trade,                |                                       |  |  |
| Appointment of Board Member to replace previous Board Member who resigned from his position and determination of the term of office of the newly elected member,                                                                                                   |                                       |  |  |
| Appointment of Independent Board Member to replace previous Independent Board Member who resigned from his position and determination of the term of office of the newly elected member                                                                            |                                       |  |  |
| 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 2021 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 proposal by the Board of Directors for the fiscal year 2020,                                                                                                                                                      |                                       |  |  |
| Discussion and approval of Donation and Aid Policy prepared in accordance with the Capital Markets Board's Corporate Governance Communiqué,                                                                                                                        |                                       |  |  |
| Informing General Assembly about the donations granted during the fiscal year of 2020,                                                                                                                                                                             | <b>NO VOTING ON INFORMATIVE ITEMS</b> |  |  |
| Determination of the upper limit for donations and grants to be made in 2021,                                                                                                                                                                                      |                                       |  |  |
| 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 Communiqué,                                                                                                                     | <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 2020 | <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.*