



AKSA ENERJİ ÜRETİM A.Ş.

2024 ANNUAL GENERAL MEETING

13 JUNE 2025

INFORMATION DOCUMENT

INVITATION TO THE 2024 ANNUAL GENERAL MEETING ON 13 JUNE 2025

BY BOARD OF DIRECTORS OF AKSA ENERJİ ÜRETİM A.Ş.

2024 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 13 June 2025 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 "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" issued at Official Gazette no. 28395 and dated 28 August 2012 and "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.

In accordance with subparagraph 4 of article 415 of 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 Annual General Meeting.

Our shareholders who want to attend Annual General Meeting 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 Annual General Meeting at the latest in case they want to attend to Annual 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 Annual 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 sample of the power of attorney form from our Company's Headquarters or our Company's Investor Relations website at 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 Annual General Meeting 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, 2024 Annual Report, Financial Statements, Independent Audit Report, 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 Annual General Meeting at the Company's corporate web-site, 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

Further Explanation On Agenda Items of 2024 Annual General Meeting Dated 13 June 2025

- 1. Opening and Election of the Chairperson for Annual General Meeting,**
Pursuant to the provisions of "Turkish Commercial Code" (TCC) No. 6102, "Regulation on the Procedures and Principles of the General Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Trade to Attend These Meetings" ("Regulation") and Article 6 and 7 of Internal Directive on Working Principles of General Assembly of the Company, Meeting Chairman and the Presidency Council to direct the Annual General Meeting shall be formed.
- 2. Authorizing Meeting Council to sign the Annual General Meeting Minutes,**
This authorization is stipulated in Article 7 of the Internal Directive and will be submitted for the approval of our shareholders.
- 3. Review, discussion and approval of 2024 Annual Report,**
Pursuant to the provisions of TCC, Regulation, Capital Markets Law No.6362 ("Capital Markets Law) and other applicable legislation; information shall be given about 2024 Annual Report which was available to our shareholders for examination purposes at our Investor Relations web site (www.aksainvestorrelations.com/en), Electronic General Assembly portal of the Central Registry Agency, Public Disclosure Platform ("PDP") and our headquarters before three weeks prior to the date of the meeting, within statutory period. The mentioned financial statements shall be submitted to the approval of our shareholders.
- 4. Review of 2024 Independent Audit Report Summary,**
Pursuant to the provisions of TCC, Regulation, Capital Markets Law and other applicable legislation; information shall be given about 2024 Independent Audit Report which was available to our shareholders for examination purposes at the Head Office of our Company, three weeks prior to the date of the meeting, within statutory period, as well as at our Investor Relations web site (www.aksainvestorrelations.com/en), Electronic General Assembly portal of the Central Registry Agency, Public Disclosure Platform ("PDP").
- 5. Review, discussion and approval of the consolidated financial statements for the fiscal year of 2024,**
Pursuant to the provisions of TCC, Regulation, Capital Markets Law and other applicable legislation; information shall be given about Financial Statements for the January 1st 2024 – December 31st 2024 period which was available to our shareholders for examination purposes

at the Head Office of our Company, three weeks prior to the date of the meeting, within statutory period, as well as at our Investor Relations web site (www.aksainvestorrelations.com/en), Electronic General Assembly portal of the Central Registry Agency, Public Disclosure Platform ("PDP") . The mentioned report shall be submitted to the approval of our shareholders.

6. Release of each member of the Board of Directors of liability related to activities of the Company during 2024,

Pursuant to the provisions of TCC and Regulation, release of each member of the Board of Directors separately for activities, transactions and accounts for the year 2024 shall be submitted to the approval of our shareholders.

7. Appointment of the members of the Board of Directors including Independent Members,

The members of the Board of Directors whose terms of office will expire within the framework of the provisions of the Capital Markets legislation, the Turkish Commercial Code and the Regulation will be re-elected for a period of three years. In addition, within the scope of the CMB's Corporate Governance Communiqué numbered II-17.1, Independent Members of the Board of Directors will also be elected.

The Corporate Governance Committee, which performs the duties of the Nomination Committee, convened on 8 May 2025 to evaluate the Independent Board Member candidates. In this context, it has been decided to nominate Mr. Halit Haydar Yıldız, Ms. İlkay Demirdağ and Mr. İlhan Helvacı, whose term of office will expire on 19 July 2025, as Independent Board Members at the first Ordinary General Assembly to be held in 2025, for the recommendation of the Board of Directors.

Pursuant to the resolution of the Board of Directors of our Company dated 09 May 2025, it has been decided to submit the nomination of Mr. Halit Haydar Yıldız and Ms. İlkay Demirdağ as Independent Board Member until 13 June 2028 and Mr. İlhan Helvacı until 19 July 2025 as he will be completing six years term of duty in the last 10 years, for the approval of the CMB. According to CMB letter dated 2 June 2025, there is no negative opinion regarding Independent Board Member nominations.

The curriculum vitae of the candidates for the Board of Directors and the declarations of independence of the Independent Member candidates, which are determined to be submitted to the approval of the shareholders at the Ordinary General Assembly Meeting, are presented in Annex 1.

8. Approval of the amendment of Article 6 titled 'Capital' of the Articles of Association of the Company in order to increase the ceiling of the registered capital from TL 4,750,000,000 (four billion, seven hundred and fifty million Turkish Liras) to TL 10,000,000,000 (ten billion Turkish Liras) and to extend the validity period of the ceiling,

4

Pursuant to the decision of the Board of Directors of our Company dated 17 March 2025 and numbered 627, it is planned to amend Article 6 titled 'Capital' of the Articles of Association of the Company in order to increase the current registered capital ceiling, which will expire in 2025, from TL 4,750,000,000 to TL 10,000,000,000 and to extend its term. In this context, the Amendment Text of the Articles of Association in Annex-2 has been approved by the Capital Markets Board and Ministry of Trade.

The amendment to the Articles of Association to increase the amount of the authorized capital ceiling and to extend the validity period for five (5) years between 2025 and 2029 will be submitted to the approval of the General Assembly.

9. Discussion and approval of the rights of the members of the Board of Directors regarding remuneration, bonus, premium,

In parallel with the Corporate Governance Principles of the Capital Markets Board, the proposal for paying each Independent Member of the Board of Directors in 2025, a remuneration in the monthly net amount of 26,000 TL and, paying other Members of the Board of Directors an attendance fee and/or remuneration in the net amount of 2,600 TL shall be submitted to approval of the General Assembly.

10. Approval of the Independent Audit Company recommended by the Board of Directors pursuant to the Turkish Commercial Code, Capital Markets Board and Public Oversight Accounting and Auditing Standards Authority regulations,

In accordance with TCC, Capital Markets Board and Public Oversight Accounting and Auditing Standards Authority regulations, Board of Directors' proposal for appointment of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Deloitte Touche Tohmatsu Limited) for the independent audit of financial statements during the fiscal year 2025 and also for 2024 independent sustainability audit service in line with Turkish Sustainability Reporting Standards as published by Public Oversight Accounting shall be submitted to the approval of shareholders.

11. Discussion and approval of dividend distribution proposal by the Board of Directors for the fiscal year 2024,

According to our Company's financial statements prepared in accordance with the provisions of the Capital Markets Board's Communiqué No. II-14.1, although the Company's activities for the year 2024 resulted in a profit, no dividend distribution is proposed in order to further strengthen the Company's existing balance sheet structure and to ensure a better management of cash flow for the upcoming period. The profit for the period is planned to be used to meet the Company's working capital requirements for the upcoming period and to finance the investment activities to be carried out.

Our dividend distribution proposal prepared in accordance with the Dividend Distribution Table format in the Dividend Distribution Communiqué numbered II-19.1 and the CMB Dividend Guideline announced in accordance with this communiqué is presented in **Annex 3**.

12. Informing the shareholders about the revised Donation and Aid Policy in order to reach Global Corporate Governance standards,

Pursuant to the resolution of the Board of Directors of our Company dated 9 May 2025, it has been decided to revise the Donation and Aid Policy in order to reach global corporate governance standards. The Donation and Aid Policy in **Annex 4** will be submitted for the information of our shareholders.

13. Informing the shareholders about the donations and grants made by the Company in the fiscal year of 2024,

As per Article 6 of Dividend Distribution Communiqué No. II-19.1 and Capital Markets Board's Corporate Governance Communiqué numbered II-17.1, shareholders must be informed about the donations during the fiscal year. In this respect, total amount of donations granted in 2024 was 27,554,274 TL, of which 278,714 TL to sport clubs, 3.299.410 to educational institutions, 23,976,150 TL to various associations and foundations.

14. Determination of the upper limit for donations and aids to be made in 2025,

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, the upper limit of donations to be made must be determined by the General Assembly in cases not specified in the articles of association. In 2025, the upper limit of donations to be made will be submitted to the approval of the General Assembly as TL 100,000,000.

15. Granting permission to the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,

The ability of the members of our Board of Directors to carry out transactions with our Company within the scope of Article 395 of the Turkish Commercial Code and to carry out commercial transactions within the scope of our Company's field of activity in accordance with the provisions of Article 396 of the Turkish Commercial Code is subject to the authorization to be granted by our shareholders at the General Assembly. Accordingly, the authorization and permission granted to the members of the Board of Directors with respect to the matters specified in the aforementioned articles are submitted for the opinion and approval of our shareholders.

16. Informing General Assembly about transactions stated in principles 1.3.6 and 1.3.7 of Capital Markets Board's Corporate Governance Communiqué during the fiscal year of 2024,

Since it is only possible with the approval of the General Assembly for the Shareholders, Members of the Board of Directors, Senior Executives and their spouses and relatives by blood or marriage up to second degree to carry out transactions and compete with the Company or its Subsidiaries that may cause conflict of interest, within the framework of Articles 395 titled 'Prohibition of Transactions with the Company and Borrowing Money from the Company' and 396 titled 'Prohibition of Competition' of the Turkish Commercial Code and

in accordance with the Corporate Governance Communiqué of the Capital Markets Board No. II.17.1 numbered Corporate Governance Communiqué of the Capital Markets Board, the granting of the mentioned permission will be submitted to the approval of our shareholders at the General Assembly (Article 15) and information will be given on whether there are any transactions made within the scope of the permission granted at the Ordinary General Assembly held on 5 June 2024 in accordance with the relevant article of the Turkish Commercial Code.

Note 4 of our Independent Audit Report dated 31.12.2024 contains information on related party transactions.

17. Informing General Assembly about securities-pledges, mortgages and acquired incomes and benefits given in favor of third parties during the fiscal year of 2024,

Pursuant to the Article 12 of the Capital Markets Board Corporate Governance Communiqué No. II-17.1, securities-pledges, mortgages and acquired incomes and benefits given in favor of third parties must be stipulated in a separate article of the agenda of the Annual General Meeting. These details can be found in note 16 of our audit report dated 31 December 2024.

18. Responses to questions asked by shareholders,

Necessary explanations shall be made by the authorities if there are questions asked by the Shareholders.

ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKETS BOARD

General disclosures pursuant to the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 and Corporate Governance Principles are provided in this section.

1. Information Regarding Shareholding Structure and Voting Rights

The shares of the company are divided into two groups as A and B. Group A shares are privileged in nominating nominees for the election of members of the board of directors in accordance with Article 9 of the Articles of Association, and there is no privilege regarding voting rights.

As of the date of the announcement of this Information Document, the issued capital of the Company has been divided into 1,226,338,236 shares, 587,792,440 of which are Group A registered shares, 638,545,796 Group B bearer shares, each with a nominal value of 1 TL.

Share Group	Registered or Bearer	Nominal Value (TRY)
A	Registered	587,792,440
B	Bearer	638,545,796
Total		1,226,338,236

Information about the total number of shares and voting rights reflecting the shareholding structure of our company, the number of shares representing each privileged share group and voting rights are presented below:

	Share Amount (TRY)	Share Group	Share (%)	Voting Share (%)
Kazancı Holding A.Ş.	587,753,940	A	47.928%	47.928%
Kazancı Holding A.Ş.	376,229,796	B	30.679%	30.679%
Kazancı Holding A.Ş. (Publicly Traded)	18,667,924	B	1.522%	1.522%
Total- Kazancı Holding A.Ş.	982,651,660		80.129%	80.129%
Ali Metin Kazancı	9,628	A	0.0008%	0.0008%
Mehmet Kazancı	9,624	A	0.0008%	0.0008%
Ş.Cemil Kazancı	9,624	A	0.0008%	0.0008%
Necati Baykal	9,622	A	0.0008%	0.0008%
Tülay Kazancı	2	A	0.0000%	0.0000%
Other (Publicly Traded)	243,648,076	B	19.87%	19.87%
TOTAL	1,226,338,236		100.00%	100.00%

Kazancı Holding A.Ş. acquired 18,667,924 shares in 2012, 2013, 2014, 2018 and 2024 through

purchases of shares under 'Other (Publicly Traded Portion)' and these shares are shown in Kazancı Holding A.Ş. shares in the table above.

It is required to obtain the approval of Energy Market Regulation Authority before specific transactions resulting in a change in shareholding structure due to an acquisition/transfer/sale of at least 5% shares by a real or legal person directly or indirectly.

2. Requests of shareholders, Capital Markets Board and other public authorities to add items to the agenda

Pursuant to the provisions of "Turkish Commercial Code" (TCC) No. 6102, Article 411, there has not been any request for placing an agenda item to be discussed on the 2024 Annual General Meeting.

3. Changes in management and operations which have significant impact on activities of the Company and its Subsidiaries

There has not been any material change that took place in 2024 impacting operations of our Company.

4. If the dismissal, replacement or election of the members of the Board of Directors is on the agenda of the general assembly meeting; reasons for dismissal and replacement, CVs of persons whose candidacy for Board Membership was submitted to the partnership, duties held in the last ten years and reasons for leaving, the nature and significance level of the partnership and its relationship with its related parties, whether they have the qualifications for independence, and in case these persons are elected as members of the board of directors, the partnership information on similar matters that may affect its operations:

Agenda item number 7 of the Annual General Meeting for the year 2024 includes an item regarding the election of Board Members. The CVs of the candidates are given in Annex 1. The duties undertaken by the candidates in the last 10 years have been explained in their CVs, and there are no issues that may adversely affect the Company's activities in accordance with the CMB Corporate Governance Principles in case they are elected as Board Members.

Declarations of independence of the Independent Board Member candidates have been received.

ANNEX 1: Curriculum Vitae of Board Member Candidates and Declarations of Independence of Independent Member Candidates

Şaban Cemil Kazancı (Candidate for Chairman of the Board of Directors)

Cemil Kazancı started his professional career in family businesses. He first held managerial positions in generator production and sales, and later played an active role in the establishment of Aksa Energy, which was launched in 1997 with the aim of expanding the Group's energy operations and generating electricity. In addition to serving as Chairman and CEO of Aksa Energy, Mr. Kazancı is also the Vice Chairman and CEO of Kazancı Holding and a Board Member at Group companies.

Naci Ağbal (Vice Chairman Candidate)

Naci Ağbal was born in Bayburt on 1 January 1968. He graduated from Istanbul University, Faculty of Political Sciences, Department of Public Administration. Ağbal completed his master's degree in Business Administration General Business Management (MBA) Programme at the University of Exeter, UK. He worked as an inspector, deputy chairman of the Inspection Board and head of department at the General Directorate of Revenues at the Ministry of Finance. He served as the General Directorate of Budget and Financial Control between 2006-2009 and as the Undersecretary of the Ministry of Finance between 2009-2015. Mr Ağbal served as a member of the Board of Directors of TÜPRAŞ between 2004-2006, as a member of the Board of Directors of PETKİM A.Ş. in 2006, as a member of the Board of Directors of Turkish Airlines (THY) A.Ş. between 2006-2015, and as a member of the Board of Directors of Vakıf Katılım Bankası A.Ş. between 2018-2021. He served as a member of the Council of Higher Education between 2008-2015 and 2018-2020. He served as a member of the Board of Trustees of International Ahmed Yesevi University between 2008-2015 and as a member of the Council of Turkish-Japanese Science and Technology University between 2019-2020. Ağbal, who served as an MP in the 25th and 26th terms in the Turkish Grand National Assembly, also served as the Minister of Finance in the 64th and 65th Governments. Ağbal, who served as the Presidential Strategy and Budget Chairman between 2018-2020, served as the Governor of the Central Bank between November 2020 and March 2021. Since July 2022, Naci Ağbal has been serving as Vice Chairman of the Board of Directors of Kazancı Holding and Vice Chairman of the Board of Directors of Aksa Energy.

Ahmet Serdar Nişli (Vice Chairman Candidate)

Serdar Nişli graduated from Middle East Technical University, Department of Mechanical Engineering with a Bachelor's and Master's degree. Following his graduation, Mr Nişli worked in various positions at Çayırhan Thermal Power Plant (TEK) and in the private sector for 18 years before joining Kazancı Holding in 1996. Mr Nişli served as General Manager at Aksa Energy and continues to serve as Vice Chairman of the Board of Directors.

Tülay Kazancı (Board Member Candidate)

Tülay Kazancı is a member of Kazancı Holding's Board of Directors and also serves as a member of the Board of Partners of ATK Insurance Brokerage Services and Aksa Anatolian Side Machinery Sales and Service. Tülay Kazancı is also a member of the Board of Directors of Aksa Energy.

Ömer Muzaffer Baktır (Board Member Candidate)

Ömer Muzaffer Baktır graduated from Istanbul Technical University, Department of Mining Engineering in 1986. He served as Assistant General Manager of Credits and Marketing at Halk Bank, CFO at Cengiz Holding and Member of the Executive Board of the Group's Electricity Distribution companies, Assistant General Manager in charge of Marketing and Transformation at Ziraat Bank, and served on the supervisory and management boards of various foreign companies of the same institution. In 2017-2018, he served as Chairman of the Board of Directors at Erdemir Group. Since 5 February 2018, Mr. Baktır has served as Deputy Chairman of the Board of Directors of Kazancı Holding and is also a member of the Board of Directors of Aksa Energy.

Korhan Baykal (Board Member Candidate)

Korhan Baykal, born in 1987, graduated from Fatih University with a degree in Business Management in 2009. He began his career as a Business Development Executive at Aksa Enerji from 2010 to 2012, then served as Budget and Reporting Executive at Kazancı Holding between 2012 and 2013. In 2013, he joined Aksa Power Generation as a Manufacturing Engineer and later worked as Dealership Manager at Aksa Elektrik from 2014 to 2016. Between 2016 and 2017, he held the position of Company Manager at Fırat Elektrik. From 2017 to 2022, Korhan Baykal served as the Sales Director at Aksa Elektrik. Since 2022, he has been a Board Member and an Executive Committee Member at Aksa Elektrik and Member of the Executive Committee of Aksa Power Generation as of 2024.

İlhan Helvacı (Independent Board Member Candidate)

İlhan Helvacı graduated from Galatasaray High School in 1983 and from Istanbul University Faculty of Law in 1987. He completed his master's degree at Istanbul University Institute of Social Sciences, Department of Private Law in 1989 and started to work as a research assistant at Istanbul University Faculty of Law, Department of Civil Law in the same year. Prof. Dr. İlhan Helvacı also worked as a lecturer at various universities between 2004 and 2010, and currently acts as an arbitrator both within the Istanbul Chamber of Commerce and privately in disputes related to his areas of expertise. Since 1991, he has been a lawyer affiliated to the Istanbul Bar Association and is also the Founder and Manager of Av. Prof. Dr. İlhan Helvacı Law Office. Prof. Dr. Helvacı has been serving as an Independent Board Member of Aksa Energy since July 2019.

Halit Haydar Yıldız (Independent Board Member Candidate)

Halit Haydar Yıldız graduated from Marmara University Faculty of Business Administration in 1984 and completed his master's degree in Business Finance and Business Management at Istanbul University. Mr. Yıldız began his career at İktisat Bank as dealer and assumed various positions at Pamukbank between 1987 and 2003 and served as Head of Retail Loans and Operations. Yıldız worked as Retail Loans Assistant General Manager at Akbank between 2003 and 2008, then he worked as Assistant General Manager responsible for Retail Banking at Şekerbank between 2009-2020 where he was promoted as CEO. He has been a Board Member at Şekerbank between March 2016 and May 2020. Currently, he is a Board Member at Turkey's Finance Executives Association and Board Member at Misyon Bank A.Ş. Mr. Yıldız has been appointed as Independent Board Member at Aksa Energy in June 2021.

İlkay Demirdağ (Independent Board Member Candidate)

İlkay Demirdağ holds a Bachelor's and Master's degree in Architecture from Istanbul Technical University and a Master's degree in Economics from University College London. İlkay Demirdağ started his professional career at Ove Arup in 1998 and worked at Ove Arup, Deloitte and Hypo Real Estate Bank in London between 2000 and 2010. Between 2010 and 2011, he took part in the establishment of Turkey's first clean energy venture capital fund at Crescent Capital. Between 2011-2013, he worked as Fund Coordinator at Akfen Holding, and then in 2014, he worked at the Islamic Development Bank Infrastructure Fund in Bahrain, responsible for Turkey investments. He served as Financial Relations Director at Çalık Holding in 2014-2017 and as Investor Relations Manager at Enerjisa Enerji between 2018 and 2022. He is currently working as a Board Member of Avanea Asset Management and Venture Partner of Sente Venture. Demirdağ was appointed as an Independent Board Member to Aksa Enerji Üretim A.Ş. as of October 2023.

Independence Declarations of Independent Board Members

I declare myself as a candidate to serve as an “Independent Member” as per the criteria set forth in the Corporate Governance

Principles announced by the Capital Markets Board and thereby state that:

a) Between the company, partnerships where the company has managerial control or significant influence, partners or legal entities that hold managerial control or significant influence over the company; and myself, my spouse, and blood or in-law relatives to the second degree, there was no relationship of employment as a manager with major duties and responsibilities;

I did not hold 5% or above of their shares, voting rights or preferred shares either singlehandedly or collectively; I did not establish significant commercial relations with them,

b) In the last five years, I did not serve as a partner (with a stake of 5% and above), a manager with major duties and responsibilities, or a Board Member, particularly in the audit (including tax audit, statutory audit, internal audit), rating and consultancy functions, at any company with which the Company has traded significant amounts of products or services, in periods when such products and services were sold or purchased in line with business agreements,

c) I have the vocational training, knowledge and experience to duly fulfill my tasks as an Independent Board Member,

d) I will not be a full time employee of public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation

e) I am a resident of Turkey, in accordance with Income Tax Act No. 193, dated 31.12.1960,

f) As can be seen in my CV, I have strong ethical standards, professional reputation and experience to contribute positively to the Company's activities, to maintain my objectivity on conflicts of interest between the company and shareholders, to make decisions freely in due consideration of stakeholders' rights,

g) I will make sufficient time for keeping track of the Company's activities and for fully performing my duties on behalf of the company,

h) Over the last ten years, I did not serve as a member of the Board of Directors of the Company for more than six years,

i) I did not serve as an independent board member in more than three of the companies where the Company or its ultimate controlling partners have managerial control nor in more than five companies traded in the stock Exchange

j) I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors.

Best regards,

HALİT HAYDAR YILDIZ

I declare myself as a candidate to serve as an “Independent Member” as per the criteria set forth in the Corporate Governance

Principles announced by the Capital Markets Board and thereby state that:

a) Between the company, partnerships where the company has managerial control or significant influence, partners or legal entities that hold managerial control or significant influence over the company; and myself, my spouse, and blood or in-law relatives to the second degree, there was no relationship of employment as a manager with major duties and responsibilities;

I did not hold 5% or above of their shares, voting rights or preferred shares either singlehandedly or collectively; I did not establish significant commercial relations with them,

b) In the last five years, I did not serve as a partner (with a stake of 5% and above), a manager with major duties and responsibilities, or a Board Member, particularly in the audit (including tax audit, statutory audit, internal audit), rating and consultancy functions, at any company with which the Company has traded significant amounts of products or services, in periods when such products and services were sold or purchased in line with business agreements,

c) I have the vocational training, knowledge and experience to duly fulfill my tasks as an Independent Board Member,

d) I will not be a full time employee of public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,

e) I am a resident of Turkey, in accordance with Income Tax Act No. 193, dated 31.12.1960,

f) As can be seen in my CV, I have strong ethical standards, professional reputation and experience to contribute positively to the Company’s activities, to maintain my objectivity on conflicts of interest between the company and shareholders, to make decisions freely in due consideration of stakeholders’ rights,

g) I will make sufficient time for keeping track of the Company’s activities and for fully performing my duties on behalf of the company,

h) Over the last ten years, I did not serve as a member of the Board of Directors of the Company for more than six years,

i) I did not serve as an independent board member in more than three of the companies where the Company or its ultimate controlling partners have managerial control nor in more than five companies traded in the stock Exchange

j) I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors.

Best regards,

İLKAY DEMİRDAĞ

I declare myself as a candidate to serve as an “Independent Member” as per the criteria set forth in the Corporate Governance

Principles announced by the Capital Markets Board and thereby state that:

a) Between the company, partnerships where the company has managerial control or significant influence, partners or legal entities that hold managerial control or significant influence over the company; and myself, my spouse, and blood or in-law relatives to the second degree, there was no relationship of employment as a manager with major duties and responsibilities;

I did not hold 5% or above of their shares, voting rights or preferred shares either singlehandedly or collectively; I did not establish significant commercial relations with them,

b) In the last five years, I did not serve as a partner (with a stake of 5% and above), a manager with major duties and responsibilities, or a Board Member, particularly in the audit (including tax audit, statutory audit, internal audit), rating and consultancy functions, at any company with which the Company has traded significant amounts of products or services, in periods when such products and services were sold or purchased in line with business agreements,

c) I have the vocational training, knowledge and experience to duly fulfill my tasks as an Independent Board Member,

d) I will not be a full time employee of public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,

e) I am a resident of Turkey, in accordance with Income Tax Act No. 193, dated 31.12.1960,

f) As can be seen in my CV, I have strong ethical standards, professional reputation and experience to contribute positively to the Company’s activities, to maintain my objectivity on conflicts of interest between the company and shareholders, to make decisions freely in due consideration of stakeholders’ rights,

g) I will make sufficient time for keeping track of the Company’s activities and for fully performing my duties on behalf of the company,

h) Over the last ten years, I did not serve as a member of the Board of Directors of the Company for more than six years,

i) I did not serve as an independent board member in more than three of the companies where the Company or its ultimate controlling partners have managerial control nor in more than five companies traded in the stock Exchange

j) I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors.

Best regards,

İLHAN HELVACI

ANNEX 2 – AMMENDMENT TO THE ARTICLES OF ASSOCIATION

OLD VERSION	NEW VERSION
<p>CAPITAL AND TYPES OF SHARES Article 6:</p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has acceded to the registered capital system upon the approval of the Capital Markets Board dated April 16, 2010, numbered 10/330. The registered capital of the Company is TL 4,750,000,000.00 (four billion seven hundred and fifty million TL), which is divided into 4,750,000,000 shares each with a nominal value of TL 1. The authorization given by the Capital Markets Board for the registered capital ceiling is valid between 2021-2025 (for 5 years). Even though the authorized registered capital ceiling is not reached at the end of 2025, following 2025, the Board of Directors may only adopt a decision for a capital increase if an authorization is obtained from the General Assembly for a new term, provided that the Capital Markets Board's authorization for the previously authorized ceiling or a new ceiling is obtained. The paid capital of the Company is TL 1,226,338,236.00. The capital is divided into 1,226,338,236 shares each with a nominal value of TL 1. The paid capital of the Company is fully paid and is free from any encumbrances. All of the shares of the Company are registered, other than the B Group shares that are listed in the stock exchange pursuant to the capital markets legislation. The Company may not issue bearer share certificates other than the B Group shares that are listed in the stock exchange. The shares of the Company are divided as A and B Group shares. The paid capital of the Company is divided into 1.226.338.236 shares consisting of 587.792.440 A Group registered shares and 638.545.796 B Group bearer shares, each with a nominal value of TL 1.</p>	<p>CAPITAL AND TYPES OF SHARES Article 6:</p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has acceded to the registered capital system upon the approval of the Capital Markets Board dated April 16, 2010, numbered 10/330. The registered capital of the Company is TL 10,000,000,00.00 (ten billion TL), which is divided into 10,000,000,000 shares each with a nominal value of TL 1. The authorization given by the Capital Markets Board for the registered capital ceiling is valid between 2025-2029 (for 5 years). Even though the authorized registered capital ceiling is not reached at the end of 2029, following 2029, the Board of Directors may only adopt a decision for a capital increase if an authorization is obtained from the General Assembly for a new term, provided that the Capital Markets Board's authorization for the previously authorized ceiling or a new ceiling is obtained. The paid capital of the Company is TL 1,226,338,236.00. The capital is divided into 1,226,338,236 shares each with a nominal value of TL 1. The paid capital of the Company is fully paid and is free from any encumbrances. All of the shares of the Company are registered, other than the B Group shares that are listed in the stock exchange pursuant to the capital markets legislation. The Company may not issue bearer share certificates other than the B Group shares that are listed in the stock exchange. The shares of the Company are divided as A and B Group shares. The paid capital of the Company is divided into 1.226.338.236 shares consisting of 587.792.440 A Group registered shares and 638.545.796 B Group bearer shares, each with a nominal value of TL 1.</p>

Pay Grubu	Nama veya Hamiline Yazılı Olduğu	Nominal Değeri (milyon TL)
A	Nama	587.792.440
B	Hamiline	638.545.796
Toplam		1.226.338.236

The Board of Directors shall be authorized to increase the paid capital by issuing new shares up to the registered capital ceiling, issue privileged shares or shares above or below the nominal value, restrict the rights of the shareholders to acquire new shares, or render decisions restricting the rights of the privileged shareholders, if and when it deems necessary, between 2021-2025, in accordance with the provisions of the Capital Markets Legislation. In the capital increases, A Group shares shall be issued in return for A Group shares and B Group shares shall be issued in return for B Group shares. The shares representing the capital shall be monitored in dematerialized form, within the framework of the dematerialization principles. The regulations of the Capital Markets Board and the other relevant authorities regarding the dematerialization of the shares are reserved.

Share Group	Bearer/Registered	Nominal Value (TL)
A	Registered	587.792.440
B	Bearer	638.545.796
Total		1.226.338.236

The Board of Directors shall be authorized to increase the paid capital by issuing new shares up to the registered capital ceiling, issue privileged shares or shares above or below the nominal value, restrict the rights of the shareholders to acquire new shares, or render decisions restricting the rights of the privileged shareholders, if and when it deems necessary, between **2025-2029**, in accordance with the provisions of the Capital Markets Legislation. In the capital increases, A Group shares shall be issued in return for A Group shares and B Group shares shall be issued in return for B Group shares. The shares representing the capital shall be monitored in dematerialized form, within the framework of the dematerialization principles. The regulations of the Capital Markets Board and the other relevant authorities regarding the dematerialization of the shares are reserved.

ANNEX 3: DIVIDEND DISTRIBUTION TABLE

AKSA ENERJİ ÜRETİM A.Ş.
2024 DIVIDEND DISTRIBUTION TABLE (TL)

1. Paid-in Capital		1,226,338,236	
2. Legal Reserves (According to Statutory Books)		405,564,421	
Info on privileges regarding dividends, if there is any per Articles of Association		None	
		According to CMB Financials	According to Statutory Financials
3.	Profit Before Tax	4,698,576,666	11,208,775,640
4.	Tax Expense (-)	1,750,239,844	689,584,360
5.	Net Profit (=)	2,007,268,539	10,519,191,279
6.	Prior Years' Losses (-)	-	-
7.	1st Legal Reserves	-	-
8.	NET DISTRIBUTABLE PROFIT (=)	2,007,268,539	10,519,191,279
9.	Donations made during the year (+)	27,554,274	
10.	Net Distributable Profit including donations to be used in the calculation of first dividend	2,034,822,813	
11.	First Dividend to Shareholders	-	
	- Cash	-	
	- Bonus Shares	-	
	- Total	-	
12.	Dividends Distributed to Owners of Privileged Shares	-	
13.	Dividends to Board Members, Employees, etc	-	
14.	Dividends Distributed to Redeemed Shareholders	-	
15.	Second Dividend to Shareholders	-	
16.	Second Legal Reserves	-	
17.	Statutory Reserves	-	
18.	Special Reserves	-	
19.	EXTRAORDINARY RESERVES	2,007,268,539	10,519,191,279
20.	Other sources provided for distribution	-	-

Akse Enerji Üretim A.Ş.
2024 DIVIDEND PAY OUT RATIO

	TOTAL DIVIDEND AMOUNT		THE RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE INCOME	DIVIDEND PER SHARE WITH 1 TL NOMINAL VALUE	
	CASH (TL)	BONUS SHARES (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS	-	-	-	-	-
NET (*)	-	-	-	-	-

(*) Net calculation is made according to the assumption of 10% withholding tax.

ANNEX 4: DONATION AND AID POLICY

AKSA ENERJİ ÜRETİM A.Ş. DONATION AND AID POLICY

1- PURPOSE AND SCOPE

This policy determines the principles regarding “Donations and Sponsorships” adopted and implemented by the Company in its activities, relations with national and international public institutions and the private sector.

This policy is an integral part of the Global Corporate Compliance Program of Kazancı Holding, the major shareholder of the Company, together with national and international legal regulations aimed at providing an honest, transparent and ethical business environment, and is compatible with the Company's other policies.

The policy aims to protect and develop the Company's reputation and trust, meet the expectations of internal and external stakeholders, and demonstrate the Company's determination to manage compliance risks effectively and efficiently.

This policy covers all managers and employees in the countries where the Company operates. All Business Partners are obliged to meet the ethical standards expected from the Company's business partners in the services and actions performed on behalf of the Company.

2- DEFINITIONS

Donation: Cash and in-kind aid provided by the Company to institutions and organizations for the purpose of contributing to the realization of a public benefit or social goal without expecting anything in return.

Sponsorship: Cash and in-kind support of social and cultural activities by the Company for the purpose of obtaining a corporate benefit.

Business Partners: The party with which the Company has any type of business relationship or plans to establish a business relationship. Business partners have a wide definition including but not limited to joint ventures, contractors, subcontractors, consultants, suppliers, intermediaries, distributors, representatives, investors.

3- BASIC PRINCIPLES

The Company defines supporting the development of social standards in the countries where it operates as one of its basic goals.

In line with this goal, the Company researches and supports donation programs in the following areas:

- Society,
- Education,
- Environment,
- Health,

- Culture and Arts,
- Sports

4- SCOPE OF DONATION AND SPONSORSHIP ACTIVITIES

The Company aims to take part in sponsorship activities that are in line with its brand, advertising and marketing strategies.

All donation and sponsorship activities must be in line with,

- National and international regulations in force,
- Company Policies.

It is prohibited to engage in donation and sponsorship activities that fall within the scope of the following:

- Activities that may violate current regulations,
- Activities that may cause a conflict of interest,
- Activities that may harm the Company's reputation.

5- LIMIT OF DONATIONS TO BE MADE

According to the Capital Markets Board's Communiqué on Dividends No. II-19.1, the upper limit of the donation to be made is determined by the General Assembly each year in cases not specified in the articles of association.

6- POLICY-RELATED QUESTIONS AND CONSULTANCY

For questions and consultancy requests in order to ensure that business plans are carried out in accordance with the policy, the Compliance Department can be contacted at uyum@aksa.com.tr.

7- ENFORCEMENT

In accordance with the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1, the policy created regarding donation processes is submitted to the General Assembly for approval. In line with the approved policy, the amount and beneficiaries of all donations and aid made during the period and the necessary announcements are made to the public by informing the shareholders with a separate agenda item at the Annual General meeting. This revised policy entered into force with the decision of the Aksa Energy Board of Directors dated 9 May 2025

