

ENERJISA ENERJİ A.Ş. INFORMATION DOCUMENT REGARDING THE 2024 ORDINARY GENERAL ASSEMBLY MEETING DATED MARCH 24, 2025

Our Company's 2024 Shareholders General Assembly Meeting will be held to discuss the agenda below on **March 24, 2025, Monday, at 11:00** at the address of SABANCI CENTER, 4. LEVENT 34330 BEŞİKTAŞ İSTANBUL TURKEY.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who have the right to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature through the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders can authorize their representatives by using Electronic General Assembly System or filling the below proxy form or the proxy form which is available at the Company headquarters and our Company's web-site's Investor Relations page addressed <http://www.enerjisa.com.tr> and notarizing their signature in line with provisions of the Capital Markets Board Communiqué on Voting by Proxy and Proxy Solicitation numbered II-30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

For attending physical General Assembly Meeting;

- Real person shareholders should submit their ID card,
- Legal person shareholders should submit their representatives' ID card and authorization documents,
- Real and legal person's representatives should submit their ID card and representation documents,
- Representatives authorized through the Electronic General Assembly System should submit ID card and should sign the List of Attendants.

Our shareholders, who attend the meeting electronically through the Electronic General Assembly System, can get information regarding procedures and principles of participation, authorization of representatives, making proposals, explanations and voting from the Central Registry Agency web site <http://www.mkk.com.tr>.

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The Financial Statements, Profit Distribution Proposal, Independent Audit Report, The Board of Directors' Activity Report and Information Document Regarding General Assembly Meeting for the year 2024 are made available for the shareholders examination at the Electronic General Assembly System section of the Central Registry Agency web-site, at the Investors Relation section of the Company web-site addressed <http://www.enerjisa.com.tr>, at the below address of our Company's headquarters at least twenty-one days before the General Assembly meeting.

Our Shareholders are requested with respect to honor the meeting on specified day and time.

BOARD OF DIRECTORS

Nusret Orhun KÖSTEM
Member of the BoD

Kıvanç ZAIMLER
Chairman of the BoD

Address of the Company Headquarters:

Barbaros Mah. Begonya Sok. Nida Kule No: 1/1 Batı Ataşehir/İstanbul

Tel: 0216 579 05 79 **Fax:** 0216 579 05 30

Web: www.enerjisa.com.tr

ENERJISA ENERJİ A.Ş.
AGENDA FOR THE 2024 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON MARCH 24 2025, AT 11.00.

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2024 Activity Report of the Board of Directors,
- 3) Reading the 2024 Independent Auditor's Reports,
- 4) Reading, discussion and approval of the 2024 Financial Statements,
- 5) Release of the members of the Board of Directors with regard to the 2024 activities,
- 6) Discussion and approval of the amendment to be made on the Dividend Policy,
- 7) Determination of the usage of the 2024 profit, dividend and dividend per share to be distributed,
- 8) Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,
- 9) Election of the auditor,
- 10) Approval of the granting authority to the Board of Directors to decide on the distribution of dividend advances for the fiscal year 2025 in compliance with the Company's Articles of Association and the Capital Markets Board's Communiqué II-19.1 on Dividend Distribution,
- 11) Informing the General Assembly regarding the donations and grants made by the Company in 2024,
- 12) Determination of an upper limit for donations to be made in 2025,
- 13) Granting permission to the members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,
- 14) Wishes and requests.

ENERJISA ENERJİ ANONİM ŞİRKETİ

PROXY FORM

TO THE BOARD OF DIRECTORS' OF ENERJİSA ENERJİ A.Ş.

We hereby appoint separately **and** introduced as detailed below as our proxy authorized to represent, to vote, to make proposals and to sign the required papers in line with the views we express below at 2024 Ordinary General Assembly of Enerjisa Enerji A.Ş. that will convene on March 24, 2025, Monday at 11:00 at the address of SABANCI CENTER, 4. LEVENT 34330 BEŞİKTAŞ İSTANBUL.

The Attorney's (*);

Name Surname / Trade Name
TR ID Number/ Tax ID Number, Trade
Register and Number and MERSİS
Number

(*) Foreign shareholders should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATION

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. Regarding the agenda items of General Assembly;

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

| No. | Agenda Items (*) | Accept | Reject | Dissenting Opinion |
|-----|--|------------------|--------|--------------------|
| 1 | Opening and formation of the Meeting Council, | | | |
| 2 | Reading and discussion of the 2024 Activity Report of the Board of Directors, | | | |
| 3 | Reading the 2024 Independent Auditor's Reports, | | | |
| 4 | Reading, discussion and approval of the 2024 Financial Statements, | | | |
| 5 | Release of the members of the Board of Directors with regard to the 2024 activities, | | | |
| 6 | Discussion and approval of the amendment to be made on the Dividend Policy, | | | |
| 7 | Determination of the usage of the 2024 profit, dividend and dividend per share to be distributed, | | | |
| 8 | Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors, | | | |
| 9 | Election of the auditor, | | | |
| 10 | Approval of the granting authority to the Board of Directors to decide on the distribution of dividend advances for the fiscal year 2025 in compliance with the Company's Articles of Association and the Capital Markets Board's Communiqué II-19.1 on Dividend Distribution, | | | |
| 11 | Informing the General Assembly regarding the donations and grants made by the Company in 2024, | INFORMATION ITEM | | |
| 12 | Determination of an upper limit for donations to be made in 2025, | | | |
| 13 | Granting permission to the members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code, | | | |
| 14 | Wishes and requests. | INFORMATION ITEM | | |

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

Special Instruction:

The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as below

- a) Order and Serial (*):
- b) Number/Group (**):
- c) Amount-Nominal Value :
- ç) Privilege on Vote or not:
- d) Bearer- Registered (*):
- e) Ratio of the total shares/voting rights of the shareholder:

(*)Such information is not required for dematerialized shares.

(**)For dematerialized shares, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

SHAREHOLDER'S (*)

Name Surname OR Trade Name :
TR ID Number/ Tax ID Number,
Trade Register and Number and
MERSİS Number :
Address :
Signature :

(*)Foreign shareholders should submit the equivalent information mentioned above.

ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CAPITAL MARKETS BOARD REGULATIONS

Within the context of Capital Markets Board, Corporate Governance Communiqué numbered II-17.1 and its attachment "Capital Markets Board Principles of Corporate Governance", the information concerning the agenda articles has been presented below. General information has been presented to our shareholders in this section.

1. Shareholder Structure and Voting Rights

According to the Article 7 of the Articles of Association, paid-in share capital of the Company amounting TRY 1,181,068,967.12 is divided into 118,106,896,712.100 registered shares, each of which is fully paid-up with a par value of TRY 0.01 (1 Kuruş), within the authorized capital of TRY 4,000,000,000. No share groups were created amongst the shares representing share capital and hence there is not any privileged shares. The shareholding structure is represented in the table below.

| Shareholder | Share in Capital (TL) | Share in Capital (%) |
|--|------------------------------|-----------------------------|
| HACI ÖMER SABANCI HOLDİNG A.Ş. | 472,427,587.56 | 40.00% |
| E.ON INTERNATIONAL PARTICIPATIONS N.V. | 472,427,587.56 | 40.00% |
| OTHER SHAREHOLDERS | 236,213,792.00 | 20.00% |
| TOTAL : | 1,181,068,967.12 | 100.00% |

As per Article 13 of the Articles of Association of the Company, the shareholders shall exercise their voting rights in the General Assembly pro rata to the aggregate nominal values of their shares in accordance with Article 434 of the Turkish Commercial Code. There are no privileged shares and cumulative voting rights.

2. Information Regarding the Past or Planned Changes that Can Affect Our Company's or Subsidiaries Operations

With the decision of our Company's Board of Directors dated May 13, 2024, it was decided to establish a new company with the title "Enerjisa Araç Filo Hizmetleri A.Ş.", with 100% of the shares held by our Company. The necessary applications have been completed, and the establishment of Enerjisa Araç Filo Hizmetleri A.Ş. was registered before the Trade Registry Office on May 14, 2024, and announced in the Trade Registry Gazette dated May 14, 2024 and numbered 11081.

3. Information Regarding the Demands of Shareholders, Capital Markets Board or Other Public Authority for Adding New Article to Agenda

Any kind of demand has not been received for the ordinary general assembly meeting for 2024.

4. Amendments made on the Dividend Policy:

Amendments on the Company's Dividend Policy are submitted for the information of our shareholders during the ordinary general assembly process.

**EXPLANATIONS REGARDING THE AGENDA OF 2024 ORDINARY GENERAL ASSEMBLY MEETING
OF ENERJISA ENERJİ A.Ş., DATED MARCH 24, 2025**

1. Opening and Formation of the Meeting Council:

In accordance with the provisions of the Turkish Commercial Code numbered 6102 (“**Turkish Commercial Code**”), Articles of Association and the Ministry of Industry and Trade Regulation on the General Assembly Meetings of the Capital Companies (“**Regulation**”), the Chairman or the Vice-Chairman governs the General Assembly meeting, as the President. The President establishes the Chair, by determining the Clerk and the Vote Collector, if he considers this necessary.

2. Reading and Discussion of the 2024 Activity Report of the Board of Directors:

The Board of Directors’ Activity Report, which will be available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and at the Investor Relations section of the Company web-site addressed <http://www.enerjisa.com.tr> twenty-one days before the General Assembly meeting, will be read and presented to the opinions of our shareholders, according to the provisions of Turkish Commercial Code and the Regulation.

3. Reading the 2024 Independent Auditor’s Reports:

Auditor’s Report, which is available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and at the Investor Relations section of the Company web-site addressed <http://www.enerjisa.com.tr> twenty-one days before the General Assembly meeting, will be read and presented to the opinions of our shareholders according to the provisions of Turkish Commercial Code and the Regulation.

4. Reading, Discussion and Approval of the 2024 Financial Statements:

Financial Statements for the year 2024, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, at the Investor Relations section of the Company web-site addressed <http://www.enerjisa.com.tr> twenty-one days before the General Assembly meeting, will be read and presented to the opinions and approval of our shareholders according to the provisions of Turkish Commercial Code and the Regulation.

5. Release of the members of the Board of Directors with regard to the 2024 activities:

Release of the members of the Board of Directors with regard to the 2024 activities, transactions, and accounts will be presented to the approval of our shareholders, according to the provisions of Turkish Commercial Code and the Regulation.

6. Discussion and approval of the amendment to be made on the Dividend Policy:

Approval of a change of the Dividend Policy to distribute dividends based on the underlying net income with inflation accounting will be presented to the approval of our shareholders. With the introduction of inflation accounting in 2024, underlying net income was significantly distorted. With the amended Dividend Distribution Policy, it is aimed to provide a consistent profit distribution to shareholders. The amended Dividend Policy is in the form set out in Appendix-1.

Appendix-1: Dividend Policy

7. Determination of the usage of the 2024 profit, dividend and dividend per share to be distributed:

According to our financials for the fiscal period 01.01.2024 - 31.12.2024 prepared by our Company in compliance with the Turkish Financial Reporting Standards according to the Capital Markets Board Communiqué numbered II-14.1. and audited by Deloitte- DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., it has been determined to distribute the total of TL 3,389,667,935.63 dividend in compliance with the criteria set out in our Company’s Dividend Policy. The profit distribution proposal, which is prepared according to our long-term strategy, capital requirements, investment and financing policies, profitability and cash position of our Company, its subsidiaries and its affiliates is presented in Appendix-2.

Appendix-2: Dividend Distribution Proposal and Dividend Per Share Tables.

8. Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors:

The monthly gross wages of the Members of the Board of Directors will be determined by the General Assembly within the framework of the provisions of the Turkish Commercial Code, the Regulation and the Articles of Association. In this context, paying a monthly gross salary of TL 135,000 the Independent Member of the Board of Directors and non-payment of attendance fee to the other members of Board of Directors will be submitted to the approval of the General Assembly.

9. Election of the auditor:

Upon the recommendations of the Audit Committee, in line with the regulations of the Turkish Commercial Code and Capital Markets Law numbered 6362, our Board of Directors has resolved that Deloitte- DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. is elected to audit Financial Reports for the 2025 fiscal period and to perform the sustainability audit for the years of 2024 and 2025, within the scope of the Turkish Commercial Code No. 6102, the relevant provisions of the Decree Law No. 660, along with carrying out other activities, under the related laws, and this decision will be submitted for the approval of the General Assembly.

10. Approval of the granting authority to the Board of Directors to decide on the distribution of dividend advances for the fiscal year 2025 in compliance with the Company's Articles of Association and the Capital Markets Board's Communiqué II-19.1 on Dividend Distribution.

In accordance with the Company's Articles of Association and the Capital Markets Board's Dividend Communiqué No. II-19.1, the issue of authorizing the Board of Directors to decide on the distribution of dividend advances limited to the fiscal year 2025, will be submitted to the approval of the shareholders at the General Assembly.

11. Informing the General Assembly regarding the Donations and Grants Made by the Company in 2024:

According to the Article 6 of the Capital Markets Board's Communiqué on Dividends numbered II-19.1 and the Article 1.3.10 of the attachment of the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1, the information regarding the donations made during the year must be submitted to the General Assembly. In 2024, the amount of donations made to the Foundations and Associations is TL 17,269,178.50 and remained within the donation limit decided in the previous year. The details of the donations are presented below.

| FOUNDATION / ASSOCIATION | AMOUNT (TL) |
|---------------------------------------|----------------------|
| BİRLEŞMİŞ MİLLETLER KALKINMA PROGRAMI | 17,236,678.50 |
| SABANCI ÜNİVERSİTESİ | 30,000.00 |
| TÜRK EĞİTİM VAKFI | 2,500.00 |
| TOTAL | 17,269,178.50 |

This article is only informative purpose, not for the submission to the approval of the General Assembly.

12. Determination of an Upper Limit for Donations to be Made in 2025:

The upper limit of the donations to be made in 2025 will be determined by our shareholders at the General Assembly meeting.

13. 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 members of our Board of Directors can do business as stipulated in the 1st subsection of Articles 395 and 396 of Turkish Commercial Code entitled as "Ban to Enter into Business with the Company and Borrowing to the Company" and "Competition Ban" only with the approval of the General Assembly.

14. Wishes and requests.

The closing shall be made following the wishes and requests.

APPENDIX-1: DIVIDEND POLICY

DIVIDEND POLICY

Enerjisa Enerji A.Ş.'s ("Company") Dividend Policy ("**Policy**") is prepared in accordance with the provisions of the Turkish Commercial Code no. 6102, Capital Markets Law no. 6362, and Communique on Dividends (II-19.1) of the Capital Markets Board of Turkey ("**CMB**"), Capital Markets Legislation and the provisions of our Articles of Association. Within the scope of this Policy, the Company targets distributing cash dividends at least 80% of the net profit recorded under the consolidated and audited annual financial statements which are prepared in accordance with Turkish Accounting Standards/Turkish Financial Reporting Standards ("**TAS/IFRS**"), excluding any exceptional and one-off earnings and losses.

The annual dividend amount to be distributed in cash shall be determined by calculation of the 'distributable earnings' in accordance with the Capital Markets Legislation and the targets stated above.

Implementation of this Policy and the ratio of distributable dividend in cash is subject to various components, including but not limited to, the Company's investment and financing strategies and needs, amendments and developments in the applicable regulation, mid to long-term strategies the Company, capital and investment requirements, profitability, financial position, indebtedness and liquidity position, as well as domestic and global economic conditions. In line with these conditions, the amount of the distributable dividend may be lower than the targeted amount, or the Company may decide not to distribute dividend upon proposal of the Board of Directors and approval of the General Assembly.

Dividends will be distributed equally to all shareholders, regardless of their date of issuance and acquisition within the legal period following the approval of the General Assembly on the date determined by the General Assembly. Dividend payments will be made once or in instalments.

Articles of Association of the Company determines that the Company may distribute advanced dividends in accordance with the applicable legislation.

Unless all reserves required by law are set aside and the dividend determined for the shareholders as per these Articles of Association are distributed, it cannot be resolved to set aside other reserve funds, or to carry forward profit to the next year, or to distribute profit to the holders of dividend shares (shall be written if there are any holders of dividend share), members of the Board of Directors, employees of the partnership and to distribute profit to these persons unless the dividend determined for the shareholders is paid in cash.

Provided that all reserves required by law are set aside and the dividend determined for the shareholders as per these Articles of Association are distributed, General Assembly can transfer a portion or all of the net profit to the extraordinary reserves. If the Board of the Company offers the General Assembly not to distribute dividend, the reason for not distributing dividends and information about the usage of undistributed profit needs to be presented to the shareholders at the General Assembly Meeting.

APPENDIX-2: DIVIDEND DISTRIBUTION PROPOSAL AND DIVIDEND PER SHARE TABLES

| ENERJISA ENERJİ A.Ş DIVIDEND DISTRIBUTION TABLE 2024 (TL) | | | |
|---|---|------------------------------------|---------------------------------|
| 1.Paid-In/Issued Capital | | | 1,181,068,967.12 |
| 2.General Legal Reserves (As per Statutory Records)) | | | 245,303,878.88 |
| According to the Article of Association, if there is a privilege in dividend distribution | | | None |
| | | As per Capital Market Board | As per Statutory Records |
| 3. | Profit | 2,742,837,000.00 | 5,552,397,056.95 |
| 4. | Taxes (-) | 7,595,620,000.00 | 0.00 |
| 5. | Net Profit For the Period (=) | -4,852,783,000.00 | 5,552,397,056.95 |
| 6. | Previous Years' Losses (-) | 0.00 | 0.00 |
| 7. | General Legal Reserves (-) | 0.00 | 0.00 |
| 8. | NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=) | -4,852,783,000.00 | 5,552,397,056.95 |
| 9. | Donations during the year (+) | 17,269,178.50 | |
| 10. | Net Distributable Profit Including Donations | -4,835,513,821.50 | |
| 11. | First Category Dividend For Shareholders | 0.00 | 59,053,448.35 |
| | -Cash | 0.00 | 59,053,448.35 |
| | -Share | 0.00 | |
| | -Total | 0.00 | |
| 12. | Dividends Distributed to the Privileged Shareholders | 0.00 | |
| 13. | Other Dividends Distributed | 0.00 | |
| | -Members of the Board of Directors | 0.00 | |
| | - Employees | 0.00 | |
| | - Non Shareholders | 0.00 | |
| 14. | Dividends Distributed to the Holders of Usufruct Right Certificates | 0.00 | |
| 15. | Second Category Dividend For Shareholders | 0.00 | 3,330,614,487.28 |
| 16. | General Legal Reserves | 0.00 | |
| 17. | Status Reserves | 0.00 | |
| 18. | Special Reserves | 0.00 | |
| 19. | Extraordinary Reserves | 0.00 | 2,162,729,121.32 |
| 20. | Other Resource Planned for Distribution | 3,389,667,935.63 | 0.00 |
| | - Previous Years' Profit | 3,389,667,935.63 | 0.00 |
| | - Extraordinary Reserves | 0.00 | 0.00 |
| | - Other distributable reserves as per the legislation and Articles of Association | 0.00 | 0.00 |
| | | 0.00 | 0.00 |

ENERJISA ENERJİ A.Ş.
2024 DIVIDEND PER SHARE

| | TOTAL DIVIDEND AMOUNT | | TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD | DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF 1 TL | |
|--------------|-------------------------|-------------|---|---|-----------|
| | CASH (TL) | SHARES (TL) | RATIO (%) | AMOUNT (TL) | RATIO (%) |
| GROSS | 3,389,667,935.63 | - | 0% | 2.8700 | 287.00 |
| NET* | 2,881,217,745.29 | - | 0% | 2.4395 | 243.95 |

() Net amount is calculated with the 15% withholding tax assumption. Withholding tax rates may vary due to the legal status of the shareholders and the Double Tax Treaties*