

**INVITATION FOR THE ANNUAL GENERAL MEETING OF
ZORLU ENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ
FOR THE YEAR 2021
BY THE BOARD OF DIRECTORS
Bursa Trade Registry Directorate – Trade Registration Number: 33550**

Zorlu Enerji Elektrik Üretim AŞ's Annual General Meeting for the year 2021 will be held on 28 April 2022, Thursday, at 2:00 pm at the address of Levent 199 Büyükdere Cad. No: 199 Floor: -1 34394 Şişli/İstanbul, in order to discuss and decide on the agenda specified below.

The Company's shareholders may attend the Annual General Meeting in person or via the electronic media, either by themselves or through their proxies. Attendance in the meeting in the electronic environment is only possible with the secure electronic signatures of shareholders or their proxies. Accordingly, the shareholders or their proxies, who will be using the Electronic General Meeting System ("e-GEM"), must have secure electronic signatures, and register on the "e-Investor: Investor Information Center" platform of the Central Securities Depository ("CSD").

Additionally, the shareholders or proxy holders who wish to attend the meeting electronically are required to fulfill their obligations stipulated by the "Regulation Regarding the Electronic General Assembly Meetings of Joint Stock Companies," published in the Official Gazette dated August 28, 2012 and numbered 28395, and from the "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies," published in the Official Gazette dated August 29, 2012 and numbered 28396.

Shareholders who are unable to attend the meeting in person or electronically should issue their proxy statements by fulfilling the requirements stipulated in the "Communiqué (No: II-30.1) on Voting by Proxy and Proxy Solicitation" ("Communiqué") of the Capital Markets Board of Turkey, published in the Official Gazette dated December 24, 2013 and numbered 28861 by using the enclosed sample proxy statement form, either by having the signature on the proxy statement certified by a notary public or by attaching the statement of signature issued in front of a notary public to the signed proxy statement. A sample of the proxy statement may also be obtained from the Company headquarters or the Company website at www.zorluenerji.com.tr. Shareholders who wish to attend the Annual General Meeting in person may exercise their rights arising from their shares registered in the "Shareholders List" in the Central Securities Depository's system upon presenting their IDs. Proxy statements that do not comply with the attached sample proxy statement required by the Communiqué will not be accepted.

Shareholders who will electronically attend the Annual General Meeting via e-GEM may learn more about the procedures and principles regarding attendance, the assignment of proxies, making suggestions, expressing opinions and voting on the website of CSD at <https://www.mkk.com.tr/en>.

The Company's Annual Report of the Board of Directors, Consolidated Financial Statements and the Independent Audit Report for the year 2021, the Board's Proposal for Profit Distribution and the General Assembly Information Memorandum will be available for the review by shareholders at the Company headquarters, on www.zorluenerji.com.tr and on the Electronic General Assembly System of the Central Securities Depository at least 3 weeks prior to the Annual General Meeting in line with the legal period.

Pursuant to the Capital Market Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

We kindly submit for the information of our esteemed shareholders.
Respectfully,

ZORLU ENERJİ ELEKTRİK ÜRETİM AŞ
Board of Directors

Annexes:

- Agenda
- Sample Proxy Statement

ZORLU ENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ
AGENDA OF THE 2021 ANNUAL GENERAL MEETING

1. Opening, the moment of silence and election of the Assembly Presidential Board,
2. Authorization of the Assembly Presidential Board for signing the minutes of the Annual General Meeting,
3. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2021,
4. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2021,
5. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2021,
6. With respect to the net loss in the consolidated financial statements prepared in line with the Turkish Accounting Standards / Turkish Financial Reporting Standards (“TAS/TFRS”) and the format required by the Capital Markets Board (“CMB”) based on the “Communiqué on the Principles of Financial Reporting in Capital Markets” No. II-14.1 of the CMB and despite the net profit recorded in the statutory financial statements prepared according to the Turkish Commercial Code and Tax Procedure Law, informing the General Assembly about the Board’s resolution that no profit distribution could be made for the year 2021 due to accumulated losses from previous years,
7. Acquittal of each member of the Board of Directors of their liabilities for the Company’s activities and transactions in the fiscal year 2021,
8. Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the year 2022,
9. Discussion and resolution of the authority to be granted to Board Members for performing the transactions specified in the Articles 395 and 396 of the Turkish Commercial Code,
10. Discussion and resolution of the Board of Directors’ proposal regarding the selection of the independent audit firm for auditing the Company’s accounts and transactions for the fiscal year 2022 in accordance with the Capital Market Law and the Turkish Commercial Code,
11. Giving information to shareholders about the collaterals, pledges, mortgages and sureties granted in favor of third parties by the Company and its subsidiaries and the income and benefits generated therefrom in 2021 in accordance with the CMB regulations,
12. Giving information to the General Assembly about the donations and aids made in 2021; discussion and resolution of the upper limit for the donations to be made in the period of 1 January - 31 December 2022,
13. Discussion and resolution of the amendment of the Article 5 of the Company’s Internal Directive Regarding the Working Principles and Procedures of the General Shareholders’ Meetings,
14. Closing.

ZORLU ENERJİ ELEKTRİK ÜRETİM AŞ
SAMPLE PROXY STATEMENT FOR THE ANNUAL GENERAL MEETING
FOR THE YEAR 2021
To the General Assembly Presidency of Zorlu Enerji Elektrik Üretim AŞ

I hereby appoint as my Proxy who is introduced in detail below, to represent me, to vote, to make proposals and to sign the required documents on my behalf at Zorlu Enerji Elektrik Üretim AŞ's 2021 Annual General Meeting scheduled to be held at 2:00 pm on 28 April 2022 at the address of Levent 199 Büyükdere Cad. No: 199 Floor: -1 34394 Şişli/Istanbul in accordance with the following instructions:

Proxy's (*);

Name-Surname/Trade Name:

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

(*) Foreign nationality proxies should submit the equivalent information mentioned above, if any.

A) Scope of the Authority to Represent

In the sections 1 and 2 below, please specify the scope of the authority to represent by selecting one of the options listed as (a), (b) or (c).

1. Regarding the agenda items;

- a) The proxy is authorized to vote based on his/her opinion. ☐
- b) The proxy is authorized to vote in accordance with the proposals of the company management. ☐
- c) The proxy is authorized to vote in accordance with the following instructions. ☐

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should check the “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be included in the Minutes of the General Assembly, if any.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening, the moment of silence and election of the Assembly Presidential Board			
2. Authorization of the Assembly Presidential Board for signing the minutes of the Annual General Meeting			
3. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2021			
4. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2021			
5. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2021			
6. With respect to the net loss in the consolidated financial statements prepared in line with the Turkish Accounting			

Standards / Turkish Financial Reporting Standards (“TAS/IFRS”) and the format required by the Capital Markets Board (“CMB”) based on the “Communiqué on the Principles of Financial Reporting in Capital Markets” with number No. II-14.1 of the CMB and despite the net profit recorded in the the statutory financial statements prepared according to the Turkish Commercial Code and Tax Procedure Law, informing the General Assembly about the Board’s resolution that no profit distribution could be made for the year 2021 due to accumulated losses from previous years			
7. Acquittal of each member of the Board of Directors of their liabilities for the Company’s activities and transactions in the fiscal year 2021			
8. Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the year 2022			
9. Discussion and resolution of the authority to be granted to Board Members for performing the transactions specified in the Articles 395 and 396 of the Turkish Commercial Code			
10. Discussion and resolution of the Board of Directors’ proposal regarding the selection of the independent audit firm for auditing the Company’s accounts and transactions for the fiscal year 2022 in accordance with the Capital Market Law and the Turkish Commercial Code			
11. Giving information to shareholders about the collaterals, pledges, mortgages and sureties granted in favor of third parties by the Company and its subsidiaries and the income and benefits generated therefrom in 2021 in accordance with the CMB regulations			
12. Giving information to the General Assembly about the donations and aids made in 2021; discussion and approval of the upper limit for the donations to be made in the period of 1 January - 31 December 2022			
13. Discussion and resolution of the amendment of the Article 5 of the Company’s Internal Directive Regarding the Working Principles and Procedures of the General Shareholders’ Meetings			
14. Closing			

(*) All the agenda items will be listed one by one in the above table. If the minority has another draft resolution, this is also separately indicated in the table to enable vote by proxy.

2. Special Instructions related to other issues that may come up during the General Assembly Meeting, in particular related to the exercise of minority rights:

- a) The proxy is authorized to vote based on his/her opinion. ☐
- b) The proxy is not authorized to vote for these issues. ☐
- c) The proxy is authorized to vote in accordance with the following special instructions. ☐

SPECIAL INSTRUCTIONS

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

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

1. I hereby confirm that the Proxy represents the shares specified in detail as follows: ☐

- a) Order and Serial*:
b) No./Group**:
c) Number of Units-Nominal Value:
d) Any Voting Privilege:
e) Type (registered or bearer shares)*:
f) Ratio to total shares/voting rights held by the shareholder:

* Not required for dematerialized shares

** If available, information regarding the Group shall be used instead of the No. for the dematerialized shares

2. I hereby confirm that the Proxy represents all my shares on the list prepared by CSD (Central Securities Depository) regarding the shareholders who could attend the General Assembly the day before the Annual General Meeting. ☐

NAME –SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

Address:

(*) Foreign nationality proxies are required to present the equivalents of the same information, if any.

SIGNATURE: