

INVITATION TO THE ORDINARY GENERAL ASSEMBLY FROM ENERJİSA ENERJİ A.Ş. BOARD OF DIRECTORS

According to the resolution no. 211 of our Board of Directors dated February 25, 2020 and Article 13 of our Company's Articles of Association, our Company's 2019 Shareholders General Assembly Meeting will be held to discuss the agenda below on 23 March 2020, Monday, at 11 am at SADIKA ANA SALONU, at the address of SABANCI CENTER, 4.LEVENT 34330 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 Electronics General Assembly System or filling the below proxy form or the proxy form which is available at the Company headquarters and our company's website addressed <http://www.enerjisa.com.tr> and notarizing their signature in line with provisions of the Capital Markets Board Communiqué 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 Present List.

Our shareholders, who attend the meeting electronically through the Electronics General Assembly System, can get information about 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, Amendment Text, Independent Audit Report, The Board of Directors' Annual Report and Information Document Regarding General Assembly Meeting for the year 2018 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 meeting.

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

BOARD OF DIRECTORS

Hakan TİMUR
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

ENERJİSA ENERJİ A.Ş.
AGENDA FOR THE 2019 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 23 MARCH 2020, AT 11.00 A.M.

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2019 Annual Report of the Board of Directors,
- 3) Reading the 2019 Independent Auditor's Reports,
- 4) Reading, discussion and approval of the 2019 financial statements,
- 5) Release of the members of the Board of Directors with regard to the 2019 activities,
- 6) Determination of the usage of the 2019 profit, dividend and dividend per share to be distributed,
- 7) Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,
- 8) Presenting the members of the Board of Directors which had appointed during the current year due to the occurrence of the absence in the Board of Directors' membership to serve for the remaining period for the approval of the General Assembly,
- 9) Election of the auditor,
- 10) Approval of the amendments to be made on the Remuneration Policy for the members of the Board of Directors and the Executives,
- 11) Informing the General Assembly regarding the donations and grants made by the Company in 2019,
- 12) Determination of an upper limit for donations to be made in 2020,
- 13) Granting permission to the Chairman and members of the board of directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,
- 14) Wishes and requests.

ENERJİSA ENERJİ A.Ş.

Hakan TİMUR
Member of the BoD

Kıvanç ZAIMLER
Chairman of the BoD

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

I hereby appoint _____ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Enerjisa Enerji A.Ş. that will convene on March 23, 2020, Monday at 11:00 at the address of SABANCI CENTER, 4.LEVENT 34330 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. About 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.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and formation of the Meeting Council,			
2. Reading and discussion of the 2019 Annual Report of the Board of Directors,			
3. Reading the 2019 Independent Auditor's Reports,			
4. Reading, discussion and approval of the 2019 financial statements,			
5. Release of the members of the Board of Directors with regard to the 2019 activities,			
6. Determination of the usage of the 2019 profit, dividend and dividend per share to be distributed,			
7. Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,			
8. Presenting the members of the Board of Directors which had appointed during the current year due to the occurrence of the absence in the Board of Directors' membership to serve for the remaining period for the approval of the General Assembly,			

9. Election of the auditor,			
10. Approval of the amendments to be made on the Remuneration Policy for the members of the Board of Directors and the Executives,			
11. Informing the General Assembly regarding the donations and grants made by the Company in 2019,			
12. Determination of an upper limit for donations to be made in 2020,			
13. Granting permission to the Chairman and members of the board of directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,			
14. Wishes and requests.			

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 Tittle :

TR ID Number/ Tax ID Number, Trade :

Register and Number and MERSİS Number :

Address :

Signature :

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