

**ENERJİSA ENERJİ A.Ş. INFORMATION DOCUMENT REGARDING THE 2018 ORDINARY  
GENERAL ASSEMBLY MEETING DATED 28 MARCH 2019**

Our Company's 2018 Shareholders General Assembly Meeting will be held to discuss the agenda below on 28 March 2019, Thursday, at 2 pm 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 Reports, 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.

**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](http://www.enerjisa.com.tr)

**ENERJİSA ENERJİ ANONİM ŞİRKETİ**  
**AGENDA FOR THE 2018 ORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON 28 MARCH 2019, AT 2.00 P.M**

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2018 Annual Report of the Board of Directors,
- 3) Reading the 2018 Independent Auditor's Reports,
- 4) Reading, discussion and approval of the 2018 financial statements,
- 5) Presenting the members of the Board of Directors which had appointed during the year 2018 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,
- 6) Release of the members of the Board of Directors with regard to the 2018 activities,
- 7) Determination of the usage of the 2018 profit, dividend and dividend per share to be distributed,
- 8) Election of the auditor,
- 9) Decision on the amendment of Article 6 ("Head Office and Branch Offices") of the articles of association provided that the required permits are granted from the Capital Markets Board and Ministry of Customs and Trade,
- 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 2018,
- 12) Determination of an upper limit for donations to be made in 2019,
- 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.

**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 28, 2019, Thursday at 14:00 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 2018 Annual Report of the Board of Directors,			
3. Reading the 2018 Independent Auditor's Reports,			
4. Reading, discussion and approval of the 2018 financial statements,			
5. Presenting the members of the Board of Directors which had appointed during the year 2018 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,			
6. Release of the members of the Board of Directors with regard to the 2018 activities,			
7. Determination of the usage of the 2018 profit, dividend and dividend per share to be distributed,			
8. Election of the auditor,			
9. Decision on the amendment of Article 6 ("Head Office and Branch Offices") of the articles of association provided that the required permits are granted from the Capital Markets Board and Ministry of Customs and Trade,			
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 2018,			
12. Determination of an upper limit for donations to be made in 2019,			

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.			
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**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.

## **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**

The registered share capital ceiling of the Company which is TL 4.000.000.000,00 is divided to 400.000.000.000 registered share, each of them corresponding to 1 kuruş nominal value.

The issued capital of the Company which is TL 1.181.068.967,12 is fully paid.

The shareholding structure of the Company is stated below:

<b>Shareholder</b>	<b>Share in Capital (TL)</b>	<b>Share in Capital (%)</b>
H.Ö. SABANCI HOLDİNG ANONİM ŞİRKETİ	472.427.587,56	40,00%
DD TURKEY HOLDINGS S.A.R.L	472.427.587,56	40,00%
OTHER SHAREHOLDERS	236.213.792,00	20,00%
<b>TOTAL :</b>	<b>1.181.068.967,12</b>	<b>100,00%</b>

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 About The Past Or Planned Changes That Can Affect Our Company's Or Subsidiaries Operations**

Within the framework of the Public Offering approval of the Board, the shares representing the share capital of Enerjisa Enerji A.Ş., which was offered to the public on 1-2 February 2018 outside the Exchange, were publicly traded on 8 February 2018 in BIST Stars Market, at TL 6.25 base price.

### **3. Information About 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 2018.

## **EXPLANATIONS REGARDING THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING OF ENERJİSA ENERJİ A.Ş. DATED 28 MARCH 2019**

### **1. Opening and Formation of the Meeting Council**

In accordance with the provisions of the Turkish Commercial Code numbered 6102 ("TCC"), Articles of Association and the Ministry of Industry and Trade Regulation on the General Assembly Meetings of the Capital Companies ("the **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 2018 Annual Report of the Board of Directors**

The Board of Directors' Annual Report, which is available for the review of our shareholders at the company headquarters, and the company web site addressed <http://www.enerjisa.com.tr> twenty-one days before the general assembly meeting, including corporate governance adoption report and Dividend Distribution Proposal of the Board of Directors, will be read and presented to the opinions of our shareholders according to the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

### **3. Reading the 2018 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 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, the Regulation, and Internal Directive of the General Assembly.

### **4. Reading, Discussion and Approval of the 2018 Financial Statements**

Financial Statements for the year 2018, which are available for the review of our shareholders at the company headquarters, Electronic General Assembly System of Central Registry Agency, and 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, the Regulation, and Internal Directive of the General Assembly.

### **5. Presenting the members of the Board of Directors which had appointed during the year 2018 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**

Effective as of June 15, 2018, Mr. Keith PLOWMAN, the Vice Chairman of the Board of Directors resigned his positions and Mr. Eric René C. DEPLUET was appointed as the new Vice Chairman of the Board of Directors.

Effective as of July 1, 2018, Mr. Mehmet GÖÇMEN, the Chairman of the Board of Directors resigned his positions and Mr. Kivanç ZAIMLER was appointed as the new Chairman of the Board of Directors.

Effective as of August 27, 2018, Mr. Eduard Hans-Jochen KLEY, resigned his position and Mr. Manfred Michael PAASCH was appointed as the new Member of the Board of Directors.

The Geneneral Assembly will determine the duty term of the temporarily appointed Board of Directors' members.

**6. Release of the Members of the Board of Directors with Regard to the 2018 Activities**

Release of the members of the Board of Directors with regard to the 2018 activities and accounts will be presented to the approval of our shareholders according to the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

**7. Determination the Usage of the 2018 Profit and Rate of Dividend to be Distributed**

According to our financials for the accounting period 1 January 2018 - 31 December 2018 prepared by our Company in compliance with the Turkish Financial Reporting Standards according to the the Capital Markets Board Communiqué numbered II-14.1. and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., Consolidated Net Profit attributed to equity holders of the parent for the period is TL 747.697.000,00TL. 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-1.

**8. Election of the Auditor**

In line with the regulations of the Turkish Commercial Code numbered 6102 and Capital Market Law numbered 6362, our Board of Directors has resolved that, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. is elected to audit Financial Reports for the 2019 accounting period and to carry out other activities according to the regulations in the related laws, and this decision will be presented to the approval of the General Assembly.

**9. Decision on the amendment of Article 6 ("Head Office and Branch Offices") of the articles of association provided that the required permits are granted from the Capital Markets Board and Ministry of Customs and Trade**

Provided that the required permits are granted from the Capital Markets Board and Ministry of Customs and Trade, the amendment of Article 6 ("Head Office and Branch Offices") of Articles of Association will be submitted for the approval of the General Assembly for consistency with the company's actual address. The amendent text is in the Appendix-2.

**10. Approval of the Amendment Made on the Remuneration Policy for Members of Board of Directors and Executives**

The amendment made on the Remuneration Policy for Members of Board of Directors and Executives of our Company due to our Company's procedures will be presented to the approval of the General Assembly. The amended Remuneration Policy for Members of the Board of Directors and Executives is in the form set out in Appendix-3.

**11. Informing the General Assembly Regarding the Donations and Grants Made by the Company in 2018**

According to the Article 6 of the Capital Markets Board Communiqué numbered II-19.1 and the Article 1.3.10 of the attachment of the Communiqué numbered II-17.1, the information regarding the donations made during the year must be submitted to the General Assembly. In 2018, the amount of donations made to the Foundations and Associations is TL 95.884,00. This article is not for the approval of the General Assembly, the purpose is only to inform the General Assembly.

**12.Determination of an Upper Limit for Donations to be Made in 2019**

The upper limit of the donations to be made in 2019 will be determined by our shareholders at the General Assembly Meeting.

**13.Granted 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.**

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 "Ban to Enter into Business with the Company and Borrowing" and "Competition Ban" only with the approval of the general assembly. In order to fulfill the necessity of these regulations, the granting of this permission shall be presented to our shareholders' approval at the General Assembly meeting and the information shall be given for these kind of transactions has been realized during the year.



**Appendix-1:**

ENERJİSA ENERJİ A.Ş. PROFIT DISTRIBUTION TABLE FOR 2018 (TL)			
1.	Paid in Capital		1.181.068.967,12
2.	General Legal Reserves (As per Statutory Records)		69.407.084,38
	According to the Article of Association, if there is a privilege in dividend distribution		None
		<b>As per Capital Market Board</b>	<b>As per Statutory Records</b>
3.	Profit	1.321.996.000,00	-158.223.869,47
4.	Taxes (-)	574.299.000,00	0,00
5.	<b>Net Profit For the Period</b>	<b>747.697.000,00</b>	<b>-158.223.869,47</b>
6.	Previous Years' Losses (-)	0,00	0,00
7.	General Legal Reserves (-)	0,00	0,00
8.	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>747.697.000,00</b>	<b>0,00</b>
9.	Donations during the year (+)	95.884,00	
10.	<b>Net Distributable Profit Including Donations</b>	<b>747.792.884,00</b>	
11.	First Category Dividend For Shareholders	59.053.448,36	
	- Cash	59.053.448,36	
	- Share	0,00	
	- Total	59.053.448,36	
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.	<b>Second Category Dividend For Shareholders</b>	<b>413.374.138,49</b>	
16.	General Legal Reserves	0,00	
17.	Status Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	<b>Extraordinary Reserves</b>	<b>275.269.413,15</b>	<b>0,00</b>
20.	Other Resource Planned for Distribution		<b>472.427.586,85</b>
	- Previous Years' Profit		196.227.508,51
	- Extraordinary Reserves		276.200.078,34
	- Other distributable reserves as per the legislation and Articles of Association		

ENERJİSA ENERJİ A.Ş. 2018 DIVIDEND PER SHARE TABLE					
	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	472.427.586,85	-	63,18	0,4000	40,00
NET (*)	401.563.448,82	-	53,71	0,3400	34,00

(\*) Net amount is calculated with the 15% withholding tax assumption.

## **Appendix-2:**

### **AMENDMENT DRAFT OF THE ARTICLES OF ASSOCIATION**

<b>CURRENT TEXT</b>	<b>REVISED TEXT</b>
<b>HEAD OFFICE AND BRANCH OFFICES ARTICLE 6:</b>	<b>HEAD OFFICE AND BRANCH OFFICES ARTICLE 6:</b>
<p>The Company's headquarters are in District of Beşiktaş of Istanbul. The address is Sabancı Center, 4. Levent 34330, Istanbul, Turkey. In case of a change of address, the new address is registered at the trade registry and announced in the Turkish Trade Registry Gazette. The address change shall also be notified to the Ministry of Customs and Trade and the Capital Markets Board. Any notifications made to the address registered and announced shall be deemed to have been made to the Company. If the Company does not register a new address although it has vacated its address which was registered and announced, this shall constitute a basis for its dissolution.</p> <p>The Company may open branch offices in Turkey and abroad, by notice to and/or registration before the authorized bodies; establish agencies and representation offices, in accordance with the Turkish Commercial Code and other applicable legislation.</p>	<p>The Company's headquarters are in District of Ataşehir of Istanbul. The address is Barbaros Mah. Begonya Sok. Nida Kule No: 1/1 Batı Ataşehir, Istanbul, Turkey. In case of a change of address, the new address is registered at the trade registry and announced in the Turkish Trade Registry Gazette. The address change shall also be notified to the Ministry of Customs and Trade and the Capital Markets Board. Any notifications made to the address registered and announced shall be deemed to have been made to the Company. If the Company does not register a new address although it has vacated its address which was registered and announced, this shall constitute a basis for its dissolution.</p> <p>The Company may open branch offices in Turkey and abroad, by notice to and/or registration before the authorized bodies; establish agencies and representation offices, in accordance with the Turkish Commercial Code and other applicable legislation.</p>

### **Appendix-3:**

#### **REMUNERATION POLICY FOR MEMBERS OF BOARD OF DIRECTORS AND EXECUTIVES**

The Remuneration Policy ("**Policy**") of Enerjisa Enerji A.Ş. ("**Company**") defines the remuneration system and benefits applicable to the members of board of directors and executive managers, who have administrative liabilities in accordance with the Capital Markets Law numbered 6362, Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board of Turkey ("**CMB**") and other Capital Markets legislation.

The dividend, stock option or the Company's performance-based payment plans do not apply to independent members of board of directors.

Expenses incurred by members of board of directors during their service to the Company (transportation, telephone, insurance and other costs) may be reimbursed by the Company.

The remuneration policy and benefits management system are based on fair, objective, performance-oriented, competitive, encouraging and motivating criteria.

The objectives of our remuneration policy are to ensure that remuneration take into consideration business size, performance, business contribution, knowledge, skills and competencies; to increase employee motivation and loyalty through observing wage balance within the company and among similar companies, and achieving competitiveness in the market; and to retain a competent workforce that will enable the Company to achieve its targets.

The business family model<sup>1</sup> in effect defines organizational roles, key responsibilities, performance indicators, knowledge and skills, and competencies, and the remuneration policy is built on an objective system that is designed with the business family model at its core.

The remuneration of executive managers consists of two components: base pay and performance bonus.

The base component is paid 16 times a year. Executive managers may also be eligible for a variable performance bonus to be paid three months following the close of relevant fiscal year, which is calculated as a percentage of gross annual wages according to Company and individual performance ratings. The purpose of the performance-driven bonus pay is to reward achievements and encourage employees to display exceptional performance and meet or exceed the budgeted targets of the Company, thereby instilling a goal-oriented performance culture in the Company.

Benefits constitute an important part of total reward management in order to support wages with additional benefits. The Company seeks to ensure that additional benefits are fair, competitive and compatible with market conditions. Benefits extended to executive managers include, among others, private medical and health insurance, Company-matched pension plans, Company telephone lines and Company cars.

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<sup>1</sup> "business family model" describes a number of different roles which are engaged in the same kind of work. Every Business Family forms a homogeneous set of job positions of the same nature which are responsible for the accomplishment of a certain role within an organization. (e.g. Operational management, Professional Administrative, Technological)