

ENERJISA ENERJİ A.Ş. INFORMATION DOCUMENT REGARDING THE 2022 ORDINARY GENERAL ASSEMBLY MEETING DATED 29 MARCH 2023

Our Company's 2022 Shareholders General Assembly Meeting will be held to discuss the agenda below on **29 March 2023, Wednesday, at 10 a.m.**, 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 website'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 2022 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

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 2022 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 29 MARCH 2023, AT 10.00 A.M

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2022 Activity Report of the Board of Directors,
- 3) Reading the 2022 Independent Auditor's Reports,
- 4) Reading, discussion and approval of the 2022 Financial Statements,
- 5) Presenting the members of the Board of Directors, which were 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,
- 6) Release of the members of the Board of Directors with regard to the 2022 activities,
- 7) Discussion and approval of the amendment to be made on the Dividend Policy,
- 8) Determination of the usage of the 2022 profit, dividend and dividend per share to be distributed,
- 9) Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,
- 10) Election of the auditor,
- 11) Informing the General Assembly regarding the donations and grants made by the Company in 2022,
- 12) Determination of an upper limit for donations to be made in 2023,
- 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 ANONİM ŞİRKETİ

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. for the year 2022 that will convene on March 29, 2023, Wednesday at 10:00 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. 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.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and formation of the Meeting Council,			
2. Reading and discussion of the 2022 Activity Report of the Board of Directors,			
3. Reading the 2022 Independent Auditor's Reports,			
4. Reading, discussion and approval of the 2022 financial statements,			
5. Presenting the members of the Board of Directors, which were 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,			
6. Release of the members of the Board of Directors with regard to the 2022 activities,			
7. Discussion and approval of the amendment to be made on the Dividend Policy,			
8. Determination of the usage of the 2022 profit, dividend and dividend per share to be distributed,			
9. Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,			
10. Election of the auditor,			
11. Informing the General Assembly regarding the donations and grants made by the Company in 2022,	INFORMATION CLAUSE		
12. Determination of an upper limit for donations to be made in 2023,			
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.	INFORMATION CLAUSE		

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

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 (%)
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%
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

There has not been any material change that took place in the year 2022 and no material change is contemplated for the forthcoming periods with regard to the management and activities of the Company and its subsidiaries.

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 2022.

EXPLANATIONS REGARDING THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING OF ENERJISA ENERJİ A.Ş. FOR THE YEAR OF 2022 DATED 29 MARCH 2023

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 2022 Annual Report of the Board of Directors:

The Board of Directors' Annual Report, which will be available for the review of our shareholders at the Company headquarters, and at the Investors Relation 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 2022 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 Investors Relation 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 2022 Financial Statements:

Financial Statements for the year 2022, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, at the Investors Relation 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. Presenting the members of the Board of Directors, which was 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

Nusret Orhun Köstem was appointed as Board of Directors' Member by the Board of Directors to be valid as of April 1, 2022, in lieu of Cenk Alper.

Guntram Würzburg was appointed as Board of Directors' Member by the Board of Directors to be valid as of April 1, 2022 in lieu, of Eva-Maria Verana Volpert

Kamuran Uçar was appointed as Independent Board of Director's member to be valid as of April 1, 2022, in lieu of Mehmet Sami.

Yeşim Özlale Önen was appointed as Board of Directors' Member by the Board of Directors to be valid as of March 15, 2023 in lieu of Hakan Timur.

The newly appointed members of the Board of Directors will complete the duty term of the member, whom they were replaced.

Appendix-1: CVs

Appendix-2: CVs and Independence Declarations of Independent Board Members

6. Release of the members of the Board of Directors with regard to the 2022 activities:

Release of the members of the Board of Directors with regard to the 2022 activities and accounts will be presented to the approval of our shareholders according to the provisions of Turkish Commercial Code and the Regulation.

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

It has been decided to amend our Company's Dividend Distribution Policy as stated under the Appendix-3 and such amendment will be submitted to the approval of the General Assembly. The proposed policy includes amendment of dividend basis from "60-70% of IFRS Underlying Net Income" to "60-70% of TFRS Underlying Net Income".

8. Determination of the usage of the 2022 profit, dividend and dividend per share to be distributed:

According to our financials for the accounting period 01.01.2022 - 31.12.2022 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 PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., Consolidated Net Profit for the period is TL 14.498.093.000,00. 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-4.

9. 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 80,000 to 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.

10. Election of the auditor:

Upon the recommendations of the Audit Committee, in line with the regulations of the Turkish Commercial Code and Capital Market Law numbered 6362, our Board of Directors has resolved that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. is elected to audit Financial Reports for the 2023 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.

11. Informing the General Assembly regarding the Donations and Grants Made by the Company in 2022:

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 2022, the amount of donations made to the Foundations and Associations is TL 3.660,00 and the details of the donations are presented below.

Türk Eğitim Vakfı	TL 1.800
TEMA	TL 900
Türkiye Eğitim Gönüllüleri Vakfı	TL 960
Total	TL 3.660,00

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 2023:

The upper limit of the donations to be made in 2023 will be determined by our shareholders at the General Assembly meeting.

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:

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” 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: CVs

Nusret Orhun Köstem

Orhun Köstem received his bachelor's degree from Middle East Technical University Mechanical Engineering Department in 1991 and his MBA degree at the same university. He also has a master's degree in Finance and Corporate Law from Bilgi University.

Mr. Köstem joined Anadolu Group in 1994 and held various management positions until 2008. In 2008, he was appointed as the CFO of Efes Breweries International and in 2009 continued his career as Corporate Finance Coordinator of Anadolu Group. Mr. Orhun Köstem pursued his career in Coca-Cola İçecek where he worked from 2010 to 2016 as the CFO and from 2017 to 2018 as the Regional Director responsible for Middle East and Pakistan. Mr. Köstem served as the CFO of Anadolu Efes between 2019 and 2021. Mr. Köstem is the Group CFO of Sabancı Holding since July 1, 2021. He is also the Chairman of Carrefoursa, Vice Chairman of Sabancı İklim Teknolojileri, Supervisory Board Member of Cimsa Sabancı Cement BV and Member of the Board of Directors of Akbank, Kordsa, Enerjisa Enerji and Enerjisa Üretim.

Mr. Köstem is one of the three authors of the book "A Window to Capital Markets: The A to Z of Public Offering and Investor Relations" published in 2009. In 2016, 2019, 2020 and 2021 he was listed among "Turkey's Most Influential 50 CFOs", according to a research conducted by BMI Business School in collaboration with DataExpert. He was awarded as Turkey's Best CFO in the Investor Relations Awards organized by Thomson Reuters Emtel in 2011 and 2013, while he was also honored with the "Best CFOs" by Sell Side analysts in Consumer Sector in Emerging EMEA by Institutional Investor Magazine and Institutional Investor Research Group in 2020. He was ranked as Best CFO in Industrials Sector in the Emerging EMEA Region by Institutional Investor in 2022 and he was named among C-Suite Series – Fortune CFO 2022 list. He is also a member of CFA Society and CFO Network of the World Business Council for Sustainable Development (WBCSD).

Dr. Guntram Würzburg

Dr. Guntram Würzburg studied Law at University of Göttingen. He holds a PhD in Law and took part in several Executive Programs of Harvard Business School and MIT, Boston.

Mr. Würzburg started his career with PreussenElektra AG, Hannover in 1995 as in-house counsel for Energy, Antitrust and Corporate Law. In his various positions, he worked on several major M&A transactions and reorganizations of the European Energy industry in the recent decades. He joined the Legal Department of E.ON's Holding Company in 2001 after having worked on the merger VEBA/VIAG. Mr. Würzburg held several positions as General Counsel in different E.ON group companies thereafter - amongst others in the real estate business with Viterra AG and in the gas trading & supply business with E.ON Ruhrgas AG. In 2003, he worked in the US as in-house counsel for Regulatory Affairs at LG&E, Louisville, KY. In July 2009, Mr. Würzburg changed from his legal role and took over as HR Director for E.ON Ruhrgas AG, which he continued for the successor companies E.ON Energy Trading SE and E.ON Global Commodities SE until December 2013.

Effective January 2014 he became responsible as Head of E.ON's Corporate Audit function. Mr. Würzburg served as General Counsel and Chief Compliance Officer with E.ON between January 2017 and July 2022, is CEO of E.ON Hungary, since July 2022.

Yeşim Özlale Önen

Mrs. Yeşim Özlale Önen who graduated from İzmir Amerikan Lisesi in 1993, received a Bachelors' degree at Psychology from Middle East Technical University in 1997 and Clinical Psychology Master's degree in 1999. She started her professional career as a Consultant at Davranış Bilimleri Enstitüsü in 1999 and continued her career as a Senior Consultant at Deloitte between 2003-2005. Mrs. Yeşim Özlale Önen acted as a Project Manager at DDI Turkey between 2005-2007. Mrs. Yeşim Özlale Önen joined Sabancı Holding in 2007 as Group Human Resources Manager and worked in Sabancı Group until 2011. In 2011, she was appointed as the Senior Client Partner of the Korn Ferry. As of 15 March 2023, Önen has been appointed as Human Capital & Sustainability Group President at Sabancı Holding and Board of Directors' Member for Enerjisa Enerji.

Appendix-2

INDEPENDENCE DECLARATIONS AND CVs OF INDEPENDENT BOARD MEMBERS

FATMA DİLEK YARDIM (Independent Board Member)

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of **Enerjisa Enerji A.Ş.** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board ("CMB")'s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,
- d) I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e) I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not registered in the name of any legal entity elected as a Board member,
- j) I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of the Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.



Fatma Dilek Yardim

26 Ocak 2021

CV:

After graduating from the Department of Business Administration at Boğaziçi University, Dilek Yardım started with a long-standing banking career in 1988.

Between 1990 and 1999, she worked as VP of Project Finance and later Corporate Finance divisions at Bankers Trust. From 1999–2001, she served as Assistant General Manager of Global Banking department at Deutsche Bank. From 2001 until 2016, she served as CEO and Board Member at Deutsche Bank, Credit Agricole CIB and Standard Chartered Bank, consecutively. Since 2018 onwards she is working as Independent Director and chair/member of various Board Committees at EnerjiSa Enerji, Çimsa Çimento, Afyon Çimento, Altinyunus and Pınar Et. Yardım is serving as branch manager of Germany based Real Estate Fund, Commerzreal Investment, and also continues to work as management consultant at her own company.

She has an MBA degree from the joint program of Manchester Business School and University of Bangor and certificates from Harvard Executive Education, furthermore she has played active roles at TUSIAD, YASED and DEİK along with her professional career.

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **ENERJİSA ENERJİ A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance. In this regard, I declare and confirm that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,
- d) I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e) I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not registered in the name of any legal entity elected as a Board member,
- j) I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

Kamuran UÇAR

01 /04/ 2022



CV:

Kmauran Uçar started her career in TUBITAK Defence Industry Research and Development after having graduated from Middle East Technical University with a master's degree in Chemical Engineering in 1996.

Then starting her career at Unilever in 1999, Mrs. Uçar was appointed in chronological as the Brand Product Manager of Omo, the Category Vice President in the Home Cleaning and Laundry Categories responsible for the regions of Africa, Middle East and Turkey and she led the category teams in South Africa, Turkey and Dubai. During this period, she took part in the Unilever Global Home Care Category Board team at the same time. Uçar continued her duty as Unilever Turkey, Russia, Middle East, North Africa, Central Asia and Caucasus Assistant and Unilever Turkey Board Member in the Home and Personal Care Category between 2016 and 2018. During this period, she took part in Global Executive Projects in the Sustainability and Diversity Development group of the company. In 2019, she was appointed as the General Manager of Unilever Iran, Caucasus and Central Asia Region, and continued her duty as a Board Member of Unilever Turkey, Iran, Caucasus, Central Asia.

As of January 2022, Mrs. Uçar left her position at Unilever in order to start her own business in the field of technology and currently she is taking role as the Founder & CEO of her own company. At the same time, she is a member of the Advisory Board of the Advertisers Association and a Dream Partner of Young Guru, which is a non-governmental organization and works as an Investor-Mentor in various start-ups.

Appendix-3:

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 Communiqué 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 cash dividend distribution in an amount between 60% and 70% 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 items.

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 with in 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-4:

ENERJİSA ENERJİ A.Ş. DIVIDEND DISTRIBUTION TABLE 2022 (TL)			
1.Paid-In/Issued Capital			1,181,068,967.12
2.General Legal Reserves (As per Statutory Records))			177,615,830.01
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	4,446,624,000.00	2,400,962,327.35
4.	Taxes (-)	-10,051,469,000.00	-
5.	Net Profit For the Period (=)	14,498,093,000.00	2,400,962,327.35
6.	Previous Years' Losses (-)	0.00	-
7.	General Legal Reserves (-)	67,688,048.87	67,688,048.87
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	14,430,404,951.13	2,333,274,278.48
9.	Donations during the year (+)	3,660.00	
10.	Net Distributable Profit Including Donations	14,430,408,611.13	
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.	Second Category Dividend For Shareholders	2,657,405,176.02	
16.	General Legal Reserves	0.00	
17.	Status Reserves	0.00	

18.	Special Reserves	0.00	
19.	Extraordinary Reserves	0.00	0.00
20.	Other Resource Planned for Distribution		383,184,345.91
	- Previous Years' Profit		0.00
	- Extraordinary Reserves		
	- Other distributable reserves as per the legislation and Articles of Association		0.00
			383,184,345.91

ENERJİSA ENERJİ A.Ş. 2022 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	2,716,458,624.38	-	19%	2.3000	230.00
NET*	2,444,812,761.94	-	17%	2.0700	207.00

(*) Net amount is calculated with the 10% withholding tax assumption. Withholding tax rates may vary due to the legal status of the shareholders and the Double Tax Treaties