

**ENERJISA ENERJİ A.Ş. INFORMATION DOCUMENT REGARDING THE 2023 ORDINARY GENERAL  
ASSEMBLY MEETING DATED APRIL 4, 2024**

Our Company's 2023 Shareholders General Assembly Meeting will be held to discuss the agenda below on **April 4, 2024, Thursday, at 15:00** 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 2023 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](http://www.enerjisa.com.tr)

**ENERJİSA ENERJİ A.Ş.**  
**AGENDA FOR THE 2023 ORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON APRIL 4 2024, AT 15.00.**

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2023 Activity Report of the Board of Directors,
- 3) Reading the 2023 Independent Auditor's Reports,
- 4) Reading, discussion and approval of the 2023 Financial Statements,
- 5) Submission to the General Assembly the approval of the appointment to the Board of Directors that became vacant during the relevant year,
- 6) Release of the members of the Board of Directors with regard to the 2023 activities,
- 7) Election of the members of the Board of Directors and determination of their duty term,
- 8) Determination of the usage of the 2023 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 amendment made on the Disclosure Policy,
- 12) Approval of the granting authority to the Board of Directors to decide on the distribution of dividend advances for the fiscal year 2024 in compliance with the Company's Articles of Association and the Capital Markets Board's Communiqué II-19.1 on Dividend Distribution,
- 13) Informing the General Assembly regarding the donations and grants made by the Company in 2023,
- 14) Determination of an upper limit for donations to be made in 2024,
- 15) Granting permission to the members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,
- 16) Wishes and requests.

**ENERJİSA 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 2023 Ordinary General Assembly of Enerjisa Enerji A.Ş. that will convene on April 4, 2024, Thursday at 15:00 at the address of SABANCI CENTER, 4. LEVENT 34330 BEŞİKTAŞ İSTANBUL.

#### The Attorney's (\*);

Name Surname	TR ID Number / Tax 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 2023 Activity Report of the Board of Directors,			
3.	Reading the 2023 Independent Auditor's Reports,			
4.	Reading, discussion and approval of the 2023 Financial Statements,			
5.	Submission to the General Assembly the approval of the appointment to the Board of Directors that became vacant during the relevant year,			
6.	Release of the members of the Board of Directors with regard to the 2023 activities,			
7.	Election of the members of the Board of Directors and determination of their duty term,			
8.	Determination of the usage of the 2023 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 amendment made on the Disclosure Policy,			
12.	Approval of the granting authority to the Board of Directors to decide on the distribution of dividend advances for the fiscal year 2024 in compliance with the Company's Articles of Association and the Capital			

	Markets Board's Communiqué II-19.1 on Dividend Distribution.			
13.	Informing the General Assembly regarding the donations and grants made by the Company in 2023,			
14.	Determination of an upper limit for donations to be made in 2024,			
15.	Granting permission to the members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,			
16.	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 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.

<b>Shareholder</b>	<b>Share in Capital (TL)</b>	<b>Share in Capital (%)</b>
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%
<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 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 2023 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 2023.

### **4. Amendments made on the Disclosure Policy:**

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

## **EXPLANATIONS REGARDING THE AGENDA OF 2023 ORDINARY GENERAL ASSEMBLY MEETING OF ENERJISA ENERJİ A.Ş., DATED APRIL 4, 2024**

### **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 2023 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 2023 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 2023 Financial Statements:**

Financial Statements for the year 2023, 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. Submission to the General Assembly the approval of the appointment to the Board of Directors that became vacant during the relevant year:**

The Board of Directors has appointed Mr. Attila Kiss as a Board of Directors' Member to replace Mr. Johan Magnus Moernstam, who was resigned as being a Board of Directors' Member, effective as of March 1, 2024.

The newly appointed member of the Board of Directors will complete the duty term of the member that he replaces.

The resume of our newly appointed Board of Directors' Member is attached as Appendix 1.

**Appendix-1:** The resume of Attila Kiss.

### **6. Release of the members of the Board of Directors with regard to the 2023 activities:**

Release of the members of the Board of Directors with regard to the 2023 activities, transactions, and accounts will be presented to the approval of our shareholders, according to the provisions of Turkish Commercial Code and the Regulation.

### **7. Election of the members of the Board of Directors and determination of their duty term:**

Pursuant to Article 9 of our Articles of Association, our Company is represented and managed by a Board of Directors consisting of 8 members to be elected by the General Assembly to serve for a maximum of 3 years, within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Board's regulations. The Board of Directors has at least 2 independent board members appointed in accordance with the capital markets legislation.

Accordingly, there shall be election for the members of the Board of Directors, whose term have expired. The General Assembly will determine the duty term of the members of the Board of Directors.

In addition, independent board members will be elected in the General Assembly within the framework of the provisions of the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board. Mehtap Anık Zorbozan and Kamuran Uçar were determined as independent board member candidates with the resolution taken by the Board of Directors, upon the recommendation of the Corporate Governance Committee, who considered the candidates provided to them. The Capital Markets Board did not report any negative opinion for these independent board member candidates.

The resumes and declarations of independence of each independent Board of Directors' member candidate are attached as Appendix-2.

**Appendix-2:** The resumes and declarations of independent Board of Directors' members.

#### **8. Determination of the usage of the 2023 profit, dividend and dividend per share to be distributed:**

According to our financials for the fiscal period 01.01.2023 - 31.12.2023 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 4,517,326,000.00. 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-3.

**Appendix-3:** Dividend Distribution Proposal and Dividend Per Share Tables.

#### **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 104,000 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 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 2024 fiscal 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 amendments made on the Disclosure Policy:**

The amendments made on the Disclosure Policy in order to reflect the recent improvements and actual situation, remove the outdated items and make good practice additions will be presented to the information of the General Assembly. The amended Disclosure Policy is in the form set out in Appendix-4.

**Appendix-4:** Disclosure Policy

#### **12. Approval of the granting authority to the Board of Directors to decide on the distribution of dividend advances for the fiscal year 2024 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 2024, will be submitted to the approval of the shareholders at the General Assembly.

**13. Informing the General Assembly regarding the Donations and Grants Made by the Company in 2023:**

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 2023, the amount of donations made to the Foundations and Associations is TL 2,485,000.00 and remained within the donation limit decided in the previous year. The details of the donations are presented below.

İHTİYAÇ HARİTASI	TL 2,000,000.00
BİLİM KAHRAMANLARI DERNEĞİ	TL 470,000.00
TOGG	TL 15,000.00
<b>Total</b>	<b>TL 2,485,000.00</b>

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

**14. Determination of an Upper Limit for Donations to be Made in 2024:**

The upper limit of the donations to be made in 2024 will be determined by our shareholders at the General Assembly meeting.

**15. 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.

**16. Wishes and requests.**

The closing shall be made following the wishes and requests.



## APPENDIX-1: RESUME OF ATTILA KISS (VICE-CHAIRMAN OF THE BOARD OF DIRECTORS)

### Brief Profile

ATTILA KISS

Senior Vice President

Energy Networks Europe, E.ON SE

Born in Budapest, 1973



### Education

2001 - 2002	Diploma in Management Studies, Buckinghamshire Chilterns University, UK
1998-2000	Postgraduate Course at the University of Economic Sciences (BKE), Budapest, Hungary
1997	Chartered Accountant
1993-1996	College of Commerce and Economics (KGF), Szolnok, Hungary Faculty of Foreign Trade
1988-1992	Szent István Grammar School, Budapest

### Career

1996 - 1999	Océ Hungária Kft., Budapest/Hungary Management Accountant
1999 – 2002	E.ON Hungária Zrt, Budapest / Hungary Project controller (power generation)
2003 – 2006	E.ON Hungária Zrt, Budapest / Hungary Management positions in corporate development, M&A, project and portfolio controlling and power generation
2006 – 2009	E.ON Energie AG, Munich / Germany Management positions in power and gas distribution asset and regulatory management, strategic portfolio management
2009 – 2010	E.ON Hungária Zrt., Budapest/ Hungary Director of Energy Controlling (Energy Networks and Customer Solutions)
2010 – 2014	E.ON Ügyfélszolgálati Kft. (Customer Services for Energy Networks / Customer Solutions) Budapest/ Hungary Managing Director
2015 - 2018	E.ON Hungária Zrt. Budapest/ Hungary Member of the Board of Directors (responsible for power and gas distribution)
2018 – 2022	E.ON Hungária Zrt. Budapest/ Hungary Chairman and CEO
07.2022 - 2023	E.ON SE, Essen / Germany Enterprise Asset Management (EAM) Senior Vice President / Executive Program Lead
01.2024 -	E.ON SE, Essen / Germany Energy Networks Europe Senior Vice President

## APPENDIX-2: STATEMENT OF INDEPENDENCE AND RESUME OF INDEPENDENT BOARD MEMBERS

### **MEHTAP ANIK ZORBOZAN:**

#### STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of **ENERJISA 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 (II-17.1). 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.

MEHTAP ANIK ZORBOZAN

22/01/2024

**Mehtap ANIK ZORBOZAN**

After the AFS Exchange in California in 1988, she completed Istanbul Technical University Industrial Engineering major and started her career in Borusan Holding A.Ş. as Management Trainee in 1992.

Following various management positions in Borusan Group companies and completion of many group wide projects in production, distribution and logistics companies, she has been appointed to Borusan Holding A.Ş. Finance AGM position. In parallel, she has assumed the role of Finance AGM position in Borusan Yatırım, Group's listed investment company and hold Board positions in group companies.

Taking part in the share transfer and establishment of Borusan EnBW Energy company, a JV between Borusan Holding and German energy giant EnBW AG, she has transferred to the Company as AGM, responsible of Finance, Purchasing and Legal. The role she assumed in 2009 lasted until 2017.

In 2017, she has been assigned to the other listed company of Borusan Group, namely Borusan Mannesmann Boru, a partnership of Borusan Holding and German steel giant Mannesmann Salzgitter, as Vice President, Finance and has taken over the responsibility of Import-Export, Legal, IT and International Trade departments as well as all Finance divisions in the industrial company. She has been a Board Member of the subsidiaries, the production companies in USA and Italy and the trade companies in Europe. She carried on her responsibilities until retirement at the end of 2021.



## **KAMURAN UÇAR:**

### **STATEMENT OF INDEPENDENCE**

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of ENERJISA 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 (II-17.1). 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**



22.01/2024

## RESUME - KAMURAN UÇAR

Uçar started her career in TUBITAK Defense 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, Kamuran 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, Kamuran 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.

Kamuran Uçar is married and has 2 children.



**APPENDIX-3: DIVIDEND DISTRIBUTION PROPOSAL AND DIVIDEND PER SHARE TABLES**

<b>ENERJİSA ENERJİ A.Ş. DIVIDEND DISTRIBUTION TABLE 2023 (TL)</b>			
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
		<b>As per Capital Market Board</b>	<b>As per Statutory Records</b>
3.	Profit	5,268,471,000.00	1,920,054,250.29
4.	Taxes (-)	751,145,000.00	0.00
5.	Net Profit For the Period ( = )	4,517,326,000.00	1,920,054,250.29
6.	Previous Years' Losses ( - )	0.00	0.00
7.	General Legal Reserves ( - )	96,002,712.51	96,002,712.51
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	4,421,323,287.49	1,824,051,537.78
9.	Donations during the year ( + )	2,485,000.00	<b>59,053,448.36</b>
10.	Net Distributable Profit Including Donations	4,423,808,287.49	
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	3,236,128,969.90	<b>1,764,998,089.42</b>
16.	General Legal Reserves	0.00	
17.	Status Reserves	0.00	
18.	Special Reserves	0.00	
19.	Extraordinary Reserves		
20.	Other Resource Planned for Distribution		<b>1,471,130,880.48</b>
	- Previous Years' Profit		0.00
	- Extraordinary Reserves		
	- Other distributable reserves as per the legislation and Articles of Association		0.00
			1,471,130,880.48

ENERJİSA ENERJİ A.Ş. 2023 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 (%)
<b>GROSS</b>		3,295,182,418.26	-	75%	2.7900      279.00
<b>NET*</b>		2,965,664,176.44	-	67%	2.5110      251.10

(\*) 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



## DISCLOSURE POLICY

Publication Date:

Please [click](#) for the relevant PDP announcement.



## DISCLOSURE POLICY

### 1. Purpose

Enerjisa Enerji A.Ş. ("the Company") management adopts a simultaneous and transparent communication style with all stakeholders. The main objective is to ensure that the Company's value is fair for shareholders and potential investors.

For this purpose, the Company management has adopted the principle of sharing internal and continuous information with the public in a complete, fair, accurate, timely and understandable manner within the framework of the provisions of the Capital Markets Legislation.

The Company complies with the Capital Markets Law No. 6362, Capital Markets Legislation, and the regulations of the Turkish Commercial Code No. 6102 ("TCC") and pays utmost attention to the realization of the principles set forth in the Capital Markets Board ("CMB") Corporate Governance Principles.

The Disclosure Policy covers all stakeholders, including the Company's employees and consultants, and regulates the Company's written and verbal communication with capital market participants.

The Company's Disclosure Policy has been prepared in accordance with Article 17 of the CMB's Communiqué on Material Events (II 15.1) and is announced to all stakeholders through the Company's Investor Relations website ([www.enerjisainvestorrelations.com/en/](http://www.enerjisainvestorrelations.com/en/)).

### 2. Authority and Responsibility

The Disclosure Policy has been established and approved by the Board of Directors within the framework of the CMB's Communiqué on Material Events No. II-15.1. The monitoring, supervision and development of the Company's public disclosure and information policy is under the authority and responsibility of the Board of Directors. The Investor Relations Department, one of the units reporting to the CFO, has been assigned to oversee and monitor all matters related to public disclosure.

### 3. Public Disclosure Methods and Instruments

Disclosures are made through disclosure tools such as material event disclosures, financial statements and reports, annual reports, website, investor presentations, investor meetings and teleconferences, information letters, press releases, Trade Registry Gazette. Without prejudice to the provisions of the Capital Markets Legislation and the Turkish Commercial Code, the main public disclosure methods and tools used by the Company are as follows;

- Material Event disclosures communicated through the Public Disclosure Platform ("PDP"),
- Financial statements and footnotes, independent audit report and annual report periodically submitted to PDP, announcements and notices made through the Turkish Trade Registry Gazette (circular, general assembly call, etc.),
- Press releases made through printed and visual media and disclosures made to data distribution organizations,
- Informational meetings and meetings held face-to-face or via teleconference with capital market participants and information provided on the Company's Investor Relations website.

### 4. Public Disclosure of Financial Statements

The Company's financial statements and notes are prepared on a consolidated basis and in accordance with Turkish Accounting Standards/Turkish Financial Reporting Standards (TAS/TFRS) and International Financial Reporting Standards (IFRS). Annual and semi-annual financial statements are disclosed to the public with independent audit and quarterly and nine-month financial statements are disclosed without independent audit.

The financial statements and footnotes are approved by the Board of Directors with the approval of the Audit Committee in accordance with the provisions of the Capital Markets Legislation before being disclosed to the public. Following the approval of the Board of Directors, the financial statements and footnotes, the independent audit report and the annexed documents are disclosed to the public by being submitted to the PDP in accordance

BoD Res. re. Approval of Amendment for Disclosure Policy.

with the CMB regulations and published on the Company's Investor Relations website. Prior period financial statements and footnotes are available on the Company's Investor Relations website.

#### **5. Public Disclosure of Annual and Interim Reports**

Annual and interim activity reports are prepared in accordance with Capital Markets Legislation and CMB Corporate Governance Principles. They are approved by the Board of Directors and disclosed to the public on PDP together with the financial statements and published on the Company's Investor Relations website. The annual report is also printed for distribution to the relevant parties.

#### **6. Public Disclosure of Inside Information and Authorized Persons**

Material event disclosures regarding the Company's internal information are signed electronically and disclosed to the public through PDP.

Material event disclosures are prepared in a timely, accurate, comprehensible, complete and free from misleading statements in order to help the persons and organizations that will benefit from the disclosure to make decisions.

If any Company employee determines that any important and private information that has not been previously disclosed to the public has been disclosed to the public unintentionally, he/she immediately notifies the Investor Relations Department, one of the units reporting to the CFO. In this case, the Investor Relations Department, one of the units reporting to the CFO, prepares an appropriate material event disclosure in accordance with the provisions of the Capital Markets Legislation and submits it to the PDP.

The Company announces the material event disclosures in Turkish and English on the Company's Investor Relations website no later than the next business day after the public disclosure is made and keeps the said disclosures on the website for five years.

#### **7. People Authorized to Make Public Disclosures**

Written and verbal information requests transmitted by Capital markets participants or any institution/person other than above mentioned notifications are assessed by the Investor Relations department under the CFO. For the assessment, it is taken into account whether the request is in the nature of a trade secret or not, according to its content and whether it is in the type of affecting investment decisions and the value of capital market instruments pursuant to the Communiqué on the Disclosure of Material Events (II-15.1) of the CMB. Written and verbal information requests are answered generally by the Investor Relations department under the CFO.

Press releases made to written and visual media and data distribution channels can be made only by Chairman of Board of Directors, CEO, CFO or Directors.

Unless specifically assigned, Company employees other than Investor Relations cannot answer questions from capital market participants. Incoming information requests are directed to the Investor Relations Department.

#### **8. List of People Having Managerial Responsibility and Accessing Inside Information**

Persons with administrative responsibilities are those who, directly or indirectly, have regular access to, or have the potential to have regular access to, the Company's internal information and are authorized to make administrative decisions affecting the Company's future development and business objectives.

Members of the Board of Directors, as well as the CEO, CFO and Presidents, who have regular access to inside information and are also authorized to make executive decisions.

The full list of employees with access to insider information is kept at the Investor Relations Department to be submitted to the CMB and/or BIST upon request in accordance with Article 7 of the CMB's Communiqué on Material Events (II 15.1). All persons on the list are informed about the protection of inside information and compliance with confidentiality rules during their duties. This list is available at Enerjisa Enerji A.Ş. and has been notified to the Central Registry Agency. Notification is renewed when there is a change in these persons.

#### **9. Communication with Capital Markets Participants**

To the extent permitted by Turkish capital markets legislation, the Company may provide guidance on expectations regarding interim and annual operating results. In addition, the Company may communicate to capital market participants critical issues affecting its operating results, its strategic approaches and important elements that provide a better understanding of the sector and the environment in which it operates.



#### **10. Incorrect News Circulating on the Market**

In principle, the Company does not express any opinion on market rumors and speculations. The Communications Department monitors news and rumors about the Company that appear in the press and on websites and notifies the Investor Relations Department. This department evaluates whether these news and information will have an impact on capital market instruments.

This department and the CEO/CFO also decide whether to make a material event disclosure in accordance with Article 9 of the CMB's Communiqué on Material Events (II 15.1).

On the other hand, when a verification request is received from the CMB and/or BIST within the provisions of the Capital Markets Legislation, or when the CEO and CFO decide that a response is necessary and more appropriate, a disclosure is made about rumors and gossip in the market.

#### **11. Stay of the Public Disclosure of Inside Information**

People, who are listed for accessing inside information of the Company are informed about obligations of keeping confidential the inside information which they may have during execution of their duties or conduct of works and transactions on behalf of the Company and have not been disclosed to the public yet, not using them by providing any interest for themselves and third parties or not disclosing them to third parties without any authority.

The Company may postpone the public disclosure of the inside information pursuant to Article 6 of the Communiqué on the Disclosure of Material Events (II-15.1) of the CMB in order that its legitimate interests are not damaged and it is not caused to mislead the investors, in this case, it informs the related persons about the postponement and takes measures ensuring confidentiality. Postponement procedure is realized pursuant to written approval of Board of Directors or the senior managers who have been authorized generally by Board of Directors.

As long as postponement reasons of public disclosure of inside information are removed, public disclosure is made in accordance with the legislation. The postponement decision and the reasons of this decision shall be stated on the disclosure to be made.

#### **12. Meetings and Discussions Held with Investors and Analysts**

The CFO is responsible for maintaining regular relations with both existing and potential shareholders, answering investor questions in the most efficient manner and carrying out activities to ensure that the Company's value reaches its fair value.

The CFO and the Investor Relations Department, one of the units reporting to the CFO, use various instruments such as roadshows, teleconferences, e-mails, investor presentations, investor presentations, and statements/announcements for direct information in order to increase the recognition and preferability of the Company in the international stock community, to highlight the Company's advantageous aspects compared to similarly positioned companies, and to make the Company preferable for investors compared to other companies.

The Company considers analyst reports to be the property of the company that prepared the analyst report and does not publish them on the Company's Investor Relations website. The Company does not review, verify, approve, endorse, take responsibility for or disseminate analyst reports or revenue models. However, in certain specific and limited circumstances and upon request, the Company may review analyst reports to avoid misinforming the public, provided that it uses only publicly available historical information and is limited to a specific topic.

#### **13. Public Disclosure of Future Assessments**

The Company may disclose its future expectations publicly from time to time in accordance with the disclosure policy. Future assessments may be disclosed subject to the resolution of board of directors or the written approval of person who is authorized by the Board of Directors. Disclosure may be made maximum four times a year. It may be disclosed at PDP in the material disclosure format or presentation format. It is submitted for information of related parties that future assessments disclosed publicly are made according to some presumptions and may vary from actual results. In the case that there are material changes related to future assessments or it is understood that assessments shall not be realized, the public opinion is informed immediately with the same instruments on a periodical basis.

#### 14. Silent Period

In order to prevent asymmetric information distribution and unauthorized disclosures regarding the financial statements, the Company refrains from discussing the Company's operating results and financial position to be reported in the financial statements with capital market participants during certain periods of the calendar year. This period is referred to as the "quiet period". For the Company, the quiet period begins on the day following the end of each quarterly financial statement period and ends on the day after the financial statements and footnotes are publicly announced.

Furthermore, people who have inside information or ongoing information or spouses, children of such people or persons who live in the same home are forbidden to make transaction in the capital market instruments of the Company within the silent period.

#### 15. Market Failure Actions

Board of Directors of the Company takes and applies required measures for people in the list of inside information not to use confidential information and/or information which is in the nature of trade secret and are not disclosed to the public about the Company under the scope of Market Failure Actions so as to not provide interest for themselves or others, not to provide incorrect, misleading information about the Company, not to publish news in this manner pursuant to related provisions of Communiqué on Market Abuse (VI-104.1) of the CMB.

#### 16. Investor Relations Website of the Company ([www.enerjisainvestorrelations.com/en/](http://www.enerjisainvestorrelations.com/en/))

As recommended by the CMB Corporate Governance Principles, the Company's Investor Relations website at [www.enerjisainvestorrelations.com/en/](http://www.enerjisainvestorrelations.com/en/) is actively used for public disclosure. Disclosures in the website of the Company do not replace notifications and material disclosures which should be made in accordance with provisions of Capital Markets legislation. It is ensured to access all public disclosures made by the Company via the website. The website is configured and partitioned accordingly. All kinds of measures concerning security of the website are taken. The website is arranged within the content and in the manner stipulated by CMB Corporate Governance Principles. Certain information such as disclosures of inside, financial statements, annual and interim reports and certain other information will also be included in English. Especially announcement concerning the general assembly meetings to be held, information document about the agenda articles, other information, documents and reports related to agenda articles and information about methods of participating into the general assembly are stated remarkably in the website. It is continued to the works concerning development of the website continuously.