

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

According to the resolution no. 174 of our Board of Directors dated February 15, 2019 and Article 13 of our Company's Articles of Association, 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 Report, The Board of Directors' Annual Report and Information Document Regarding General Assembly Meeting for the year 2018 are made available for the shareholders examination at the Electronic General Assembly System section of the Central Registry Agency web site, at the Investors Relation section of the company web site addressed <http://www.enerjisa.com.tr>, at the below address of our Company's headquarters at least twenty-one days before the meeting.

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

**BOARD OF DIRECTORS**

**Cenk ALPER**  
Member of the BoD

**Kıvanç ZAIMLER**  
Chairman of the BoD

**Address of the Company Headquarters:**

Barbaros Mah. Begonya Sok. Nida Kule No: 1/1 Batı Ataşehir/İstanbul

Tel: 0216 579 05 79 Fax: 0216 579 05 30

Web: [www.enerjisa.com.tr](http://www.enerjisa.com.tr)

**ENERJISA ENERJİ A.Ş.**  
**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 ("Headquarter 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.

**ENERJISA ENERJİ A.Ş.**

**Cenk ALPER**  
**Member of the BoD**

**Kıvanç ZAIMLER**  
**Chairman of the BoD**

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

I hereby appoint \_\_\_\_\_ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Enerjisa Enerji A.Ş. that will convene on March 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 ("Headquarter 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 Title :  
TR ID Number/ Tax ID Number, Trade :  
Register and Number and MERSİS Number :  
Address :

Signature :

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

**ENERJİSA ENERJİ A.Ş.**

**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>

**ENERJİSA ENERJİ A.Ş.**

**Cenk ALPER**  
Member of the BoD

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