

ISTANBUL TRADE REGISTRY OFFICE
TRADE REGISTRY NO: 800865-0

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

Our Company's General Assembly Meeting for the year 2025 will be held to discuss the agenda below on **March 25, 2026, Wednesday, at 10:00**, at the address of SABANCI CENTER, KULE 2, 4. LEVENT, 34330, BEŞİKTAŞ, İSTANBUL.

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 addressed under "Investor Relations" link <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, Dividend Distribution Proposal, Independent Audit Report, The Board of Directors' Activity Report, 2024 and 2025 Sustainability Reports prepared in compliance with TSRS, and Amendment Draft of Articles of Association are made available for the shareholders examination at the Electronic General Assembly System section of the Central Registry Agency web-site, at the "Investor Relations" section of the Company web-site addressed <http://www.enerjisa.com.tr>, at the below address of our Company's headquarters at least three weeks before the General Assembly meeting.

Our shareholders are requested with respect to honor the meeting on specified day and time.

İhsan Erbil BAYÇÖL
Chairman of the Board of Directors

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 2025 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON MARCH 25, 2026, AT 10:00

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2025 Activity Report of the Board of Directors,
- 3) Reading the 2025 Independent Auditor's Reports,
- 4) Reading, discussion and approval of the 2024 and 2025 Sustainability Reports prepared in compliance with TSRS (Turkish Sustainability Reporting Standards),
- 5) Reading, discussion and approval of the 2025 Financial Statements,
- 6) Presenting the members of the Board of Directors, who 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,
- 7) Release of the members of the Board of Directors with regard to the 2025 activities,
- 8) Discussion and approval of the amendment to be made on the Dividend Policy,
- 9) Determination of the usage of the 2025 profit, dividend and dividend per share to be distributed,
- 10) Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,
- 11) Election of the auditor,
- 12) Discussion and approval of the amendment to be made on the Article 7 with the "Capital and Shares" title of the Articles of Association,
- 13) Approval of the granting authority to the Board of Directors to decide on the distribution of dividend advances for the fiscal year 2026,
- 14) Informing the General Assembly regarding the amendment made on the Disclosure Policy,
- 15) Informing the General Assembly regarding the donations and grants made by the Company in 2025,
- 16) Determination of an upper limit for donations to be made in 2026,
- 17) Providing information to the General Assembly regarding the transactions, if any, carried out within the scope of Corporate Governance Principle numbered 1.3.6. by shareholders having management control, members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree,
- 18) Granting permission to the members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,
- 19) Wishes and requests.

BOARD OF DIRECTORS

İhsan Erbil BAYÇÖL
Chairman of the Board of Directors

PROXY FORM
TO THE BOARD OF DIRECTORS' OF ENERJISA 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 2025 that will convene on March 25, 2026, Wednesday at 10:00 at the address of SABANCI CENTER, 4. LEVENT, 34330, BEŞİKTAŞ, 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 2025 Activity Report of the Board of Directors			
3.	Reading the 2025 Independent Auditor's Reports			
4.	Reading, discussion and approval of the 2024 and 2025 Sustainability Reports prepared in compliance with TSRS (Turkish Sustainability Reporting Standards)			
5.	Reading, discussion and approval of the 2025 Financial Statements			
6.	Presenting the members of the Board of Directors, who 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			
7.	Release of the members of the Board of Directors with regard to the 2025 activities			
8.	Discussion and approval of the amendment to be made on the Dividend Policy			
9.	Determination of the usage of the 2025 profit, dividend and dividend per share to be distributed			
10.	Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors			
11.	Election of the auditor			
12.	Discussion and approval of the amendment to be made on the Article 7 with the "Capital and Shares" title of the Articles of Association			
13.	Approval of the granting authority to the Board of Directors to decide on the distribution of dividend advances for the fiscal year 2026			
14.	Informing the General Assembly regarding the amendment made on the Disclosure Policy	INFORMATION ITEM		
15.	Informing the General Assembly regarding the donations and grants made by the Company in 2025	INFORMATION ITEM		

16.	Determination of an upper limit for donations to be made in 2026			
17.	Providing information to the General Assembly regarding the transactions, if any, carried out within the scope of Corporate Governance Principle numbered 1.3.6. by shareholders having management control, members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree	INFORMATION ITEM		
18.	Granting permission to the members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code			
19.	Wishes and requests	INFORMATION ITEM		

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.

ENERJISA ENERJİ ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION AMENDMENT TEXT

PREVIOUS TEXT	NEW TEXT
<p>Article 7 – Capital and Shares</p> <p>Pursuant to the provisions of Capital Markets Law, the Company has adopted the registered capital system and has entered to the registered capital system in accordance with the Capital Markets Board's decision dated 10/11/2017 and numbered 40/1368.</p> <p>The share capital of the Company may be increased or reduced within the framework of the provisions of Turkish Commercial Code and the capital markets legislation, if and when necessary.</p> <p>During capital increases, bonus shares are distributed to the shares existing on the date of increase.</p> <p>The ceiling of the Company's registered capital is TL 4,000,000,000 (4-Billion Turkish Lira), divided into 400.000.000.000 (4-Hundred Billion) registered shares, each with a nominal value of 1 (One) Kuruş.</p> <p>The registered capital ceiling of the Company granted by the Capital Markets Board shall be valid from 2024 to 2025 (five years). Even though the ceiling of the registered capital has not been reached by the end of 2025, after the year of 2025 in order for the Board of Directors to adopt capital increase decisions, the Board of Directors must be authorized by the General Assembly for a new term, which shall not exceed five (5) years, upon receipt of the Capital Markets Board's approval for the previously approved registered capital ceiling, or, a new registered capital ceiling amount. If such authorization is not granted, share capital increase cannot be made through a Board of Directors' decision.</p> <p>The Company's issued share capital is TL 1,181,068,967.12 (One billion one hundred eighty-one million sixty-eight thousand nine hundred sixty-seven Turkish Lira and twelve Kuruş) and the Company's issued share capital is fully paid in and free of any encumbrances.</p> <p>The shares representing the capital shall be monitored in dematerialized form, within the framework of the dematerialization principles.</p> <p>The Board of Directors of the Company shall be authorized in accordance with the provisions of Turkish Commercial Code and Capital Market Legislation, when it deems necessary, (i) to increase the share capital up to the registered capital ceiling determined by the General Assembly, by way of issuing new shares, (ii) to restrict the existing shareholders' pre-emption rights and (iii) to issue shares having a value of above or below their nominal value. Authority to restrict existing shareholders' pre-emption rights shall not be used in a way to cause unequal treatment between shareholders. In case the pre-emption rights of shareholders are restricted, and provided that such issuance is will be within the registered capital ceiling, the Board of Directors can use its authority under the registered capital system for a capital increase of up to 10] % of the paid-in capital for a single capital increase.</p>	<p>Article 7 – Capital and Shares</p> <p>Pursuant to the provisions of Capital Markets Law, the Company has adopted the registered capital system and has entered to the registered capital system in accordance with the Capital Markets Board's decision dated 10/11/2017 and numbered 40/1368.</p> <p>The share capital of the Company may be increased or reduced within the framework of the provisions of Turkish Commercial Code and the capital markets legislation, if and when necessary.</p> <p>During capital increases, bonus shares are distributed to the shares existing on the date of increase.</p> <p>The ceiling of the Company's registered capital is TL 10,000,000,000 (Ten Billion Turkish Lira), divided into 1.000.000.000.000 (One Trillion) registered shares, each with a nominal value of 1 (One) Kuruş.</p> <p>The registered capital ceiling of the Company granted by the Capital Markets Board shall be valid from 2026 to 2030 (five years). Even though the ceiling of the registered capital has not been reached by the end of 2030, after the year of 2030 in order for the Board of Directors to adopt capital increase decisions, the Board of Directors must be authorized by the General Assembly for a new term, which shall not exceed five (5) years, upon receipt of the Capital Markets Board's approval for the previously approved registered capital ceiling, or, a new registered capital ceiling amount. If such authorization is not granted, share capital increase cannot be made through a Board of Directors' decision.</p> <p>The Company's issued share capital is TL 1,181,068,967.12 (One billion one hundred eighty-one million sixty-eight thousand nine hundred sixty-seven Turkish Lira and twelve Kuruş) and the Company's issued share capital is fully paid in and free of any encumbrances.</p> <p>The shares representing the capital shall be monitored in dematerialized form, within the framework of the dematerialization principles.</p> <p>The Board of Directors of the Company shall be authorized in accordance with the provisions of Turkish Commercial Code and Capital Market Legislation, when it deems necessary, (i) to increase the share capital up to the registered capital ceiling determined by the General Assembly, by way of issuing new shares, (ii) to restrict the existing shareholders' pre-emption rights and (iii) to issue shares having a value of above or below their nominal value. Authority to restrict existing shareholders' pre-emption rights shall not be used in a way to cause unequal treatment between shareholders. In case the pre-emption rights of shareholders are restricted, and provided that such issuance is will be within the registered capital ceiling, the Board of Directors can use its authority under the registered capital system for a capital increase of up to 10] % of the paid-in capital for a single capital increase.</p>