

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

According to the resolution no. 2021/239 of our Board of Directors dated 02/03/2021 and Article 13 of our Company's Articles of Association, our Company's 2020 Shareholders General Assembly Meeting will be held to discuss the agenda below on **30 March 2021, Tuesday, at 9 am**, 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 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 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 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, Amendment Text, Independent Audit Report, The Board of Directors' Annual Report and Information Document Regarding General Assembly Meeting for the year 2020 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**

**Hakan TİMUR**  
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 2020 ORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON 30 MARCH 2021, AT 09.00 A.M.**

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2020 Annual Report of the Board of Directors,
- 3) Reading the 2020 Independent Auditor's Reports,
- 4) Reading, discussion and approval of the 2020 Financial Statements,
- 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,
- 6) Release of the members of the Board of Directors with regard to the 2020 activities,
- 7) Determination of the usage of the 2020 profit, dividend and dividend per share to be distributed,
- 8) Election of the members of the Board of Directors and determination of their duty term,
- 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) Discussion and approval on the amendment to be made on the Article 7 ("Capital and Shares") and Article 10 ("Meetings of the Board of Directors and the Management of the Company") of the Articles of Association provided that the required permits are granted/to be granted from the Capital Markets Board and the Ministry of Trade,
- 12) Discussion and approval of the amendments to be made on the Donation and Grants Policy,
- 13) Discussion and approval of the amendment to be made on the Dividend Policy,
- 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 2020,
- 16) Determination of an upper limit for donations to be made in 2021,
- 17) 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,
- 18) Wishes and requests.

**ENERJISA ENERJİ A.Ş.**

**Hakan TİMUR**  
**Member of the BoD**

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

**AMENDMENT TEXT OF ENERJISA ENERJİ A.Ş.'S  
ARTICLES OF ASSOCIATION**

CURRENT TEXT	REVISED TEXT
<p><b>Article 7 – Capital and Shares</b></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 registered shares, each with a nominal value <del>of TL 0.01 (1 Kuruş).</del></p> <p>The registered capital ceiling of the Company granted by the Capital Markets Board shall be valid from <del>2017</del> until 2024 (five years). Even though the ceiling of the registered capital has not been reached by the end of 2024, <del>after this date</del> 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 (<del>one billion one hundred eighty one million sixty eight thousand nine hundred sixty seven Turkish Lira and twelve Kuruş</del>) and <del>the Company's issued share capital</del> 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</p>	<p><b>Article 7 – Capital and Shares</b></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 <b>(4 Hundred Billion)</b> registered shares, each with a nominal value <b>of 1 (One) Kuruş.</b></p> <p>The registered capital ceiling of the Company granted by the Capital Markets Board shall be valid from 2021 to 2025 (five years). Even though the ceiling of the registered capital has not been reached by the end of <b>2025, after the year of 2025</b> 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 <b>(One billion one hundred eighty one million sixty eight thousand nine hundred sixty seven Turkish Lira and twelve Kuruş)</b> and <del>the Company's issued share capital</del> 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</p>

<p>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>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><b>ARTICLE 10 - MEETINGS OF THE BOARD OF DIRECTORS AND THE MANAGEMENT OF THE COMPANY:</b></p> <p>The Board of Directors shall meet whenever necessitated by the business of the Company. However, the Board of Directors shall meet at least four (4) times per year.</p> <p>Unless a proposal for meeting is submitted by any of the members of the Board of Directors, the Board of Directors may adopt decisions by obtaining written approval of a sufficient number of members in order to meet the decision quorum set forth under this Articles of Association, for a resolution proposal made by any one of the members. Such circular resolution must be submitted to each of the Board of Directors members.</p> <p>Meetings of the Board of Directors shall be held at the headquarters of the Company or some other location in or outside of Turkey if at least a majority of the Board of Directors agrees upon such other location.</p> <p>The quorum for meetings of the Board of Directors shall be met if at least six (6) members of the Board of Directors are present at the meeting.</p> <p>The decision quorum of the Board of Directors shall be met with the affirmative votes of at least six (6) members, provided always that, if required by Applicable Law, the affirmative votes of the independent members are obtained.</p> <p>The regulations of the Capital Markets Board regarding corporate governance are reserved.</p>	<p><b>ARTICLE 10 - MEETINGS OF THE BOARD OF DIRECTORS AND THE MANAGEMENT OF THE COMPANY:</b></p> <p>The Board of Directors shall meet whenever necessitated by the business of the Company. However, the Board of Directors shall meet at least four (4) times per year.</p> <p>Unless a proposal for meeting is submitted by any of the members of the Board of Directors, the Board of Directors may adopt decisions by obtaining written approval of a sufficient number of members in order to meet the decision quorum set forth under this Articles of Association, for a resolution proposal made by any one of the members. Such circular resolution must be submitted to each of the Board of Directors members.</p> <p>Meetings of the Board of Directors shall be held at the headquarters of the Company or some other location in or outside of Turkey if at least a majority of the Board of Directors agrees upon such other location.</p> <p>The quorum for meetings of the Board of Directors shall be met if at least six (6) members of the Board of Directors are present at the meeting.</p> <p>The decision quorum of the Board of Directors shall be met with the affirmative votes of at least six (6) members, provided always that, if required by Applicable Law, the affirmative votes of the independent members are obtained.</p> <p>The regulations of the Capital Markets Board regarding corporate governance are reserved.</p> <p><b><u>Those who have the right to attend the meeting of the Board of Directors of the Company can also participate in these meetings electronically in accordance with the Article 1527 of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that allows the right holders to attend and vote in electronic environment in accordance with the provisions of the Communiqué on the Board Meetings to be held electronically in commercial companies other than Joint Stock Company General Assemblies, as well as purchasing services from systems established for this purpose.</u></b></p>

	<p><b><u>In the meetings to be held, it is ensured that the right holders can exercise their rights specified in the relevant legislation, within the framework of the Communiqué, through the system established in accordance with this provision of the articles of association or the system from which support services will be received.</u></b></p>
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**BOARD OF DIRECTORS**

**Hakan TİMUR**  
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 30, 2021, Tuesday at 09:00 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.

<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
1. Opening and formation of the Meeting Council,			
2. Reading and discussion of the 2020 Annual Report of the Board of Directors,			
3. Reading the 2020 Independent Auditor's Reports,			
4. Reading, discussion and approval of the 2020 financial statements,			
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,			
6. Release of the members of the Board of Directors with regard to the 2020 activities,			
7. Determination of the usage of the 2020 profit, dividend and dividend per share to be distributed,			
8. Election of the members of the Board of Directors and determination of their duty term,			
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. Discussion and approval on the amendment to be made on the Article 7 ("Capital and Shares") and Article 10 ("Meetings of the Board of Directors and the Management of the Company") of the Articles of Association provided that the required permits are granted/to be granted from the Capital Markets Board and the Ministry of Trade,			

12. Discussion and approval of the amendments to be made on the Donation and Grants Policy,			
13. Discussion and approval of the amendment to be made on the Dividend Policy,			
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 2020,			
16. Determination of an upper limit for donations to be made in 2021,			
17. 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,			
18. 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 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.