ESENBOĞA ELEKTRİK ÜRETİM ANONİM ŞİRKETİ

Minutes of the Ordinary General Assembly Meeting

Held on 29 July 2026

The Ordinary General Assembly meeting of ESENBOĞA ELEKTRİK ÜRETİM ANONİM ŞİRKETİ for the 2025 fiscal year was held on Wednesday, 29 July 2026, at 09:30 a.m., at the meeting address of Kızılırmak Mahallesi, 1452. Sokak, Next Level Loft Ofis No:6/A, Çankaya/Ankara, under the supervision of Ministry Representative Ms. Fazilet UZUN, who was appointed by letter dated 28.07.2026 and numbered E-94566553-431.03-00124653856.

The call for the meeting was made in accordance with Article 414 of the Turkish Commercial Code (TTK), as stipulated by law and the articles of association, and included the agenda; **as announced on pages 434 and 435 of issue No. 11616 of the Turkish Trade Registry Gazette dated 6 July 2026**, the date and agenda of the meeting were notified within the legal period by publication on the Public Disclosure Platform and through the Electronic General Assembly System (E-GKS) of the Central Securities Depository of Turkey (Merkezi Kayıt Kuruluşu A.Ş.) on **2 July 2026**, and by announcement on the Company's website, www.esenbogaelektrik.com.tr.

Upon examination of the attendance list, it was determined that, out of a total of 1,820,000,000 shares with a nominal value of TL 1 each, corresponding to the Company's share capital of TL 1,820,000,000 (Group A: 113,750,000 – Group B: 1,706,250,000), a total of 1,028,244,928 shares (Group A: 113,750,000 – Group B: 914,494,928) were represented at the meeting, and that the quorum required by both the Law and the articles of association was thus present. The meeting was accordingly opened by Vice Chairman of the Board of Directors **Çağlar GÜLVEREN**, and the agenda items began to be discussed simultaneously in physical and electronic form.

1. The meeting was opened by Vice Chairman of the Board of Directors **Çağlar GÜLVEREN**, and it was unanimously resolved by those present to elect **Çağlar GÜLVEREN** as Chairman of the Meeting and **Gökhan KILIÇ** as Minutes Secretary. **Yasin OĞUZ**, who holds a certificate to use the Electronic General Assembly System, was appointed by the Chairman of the Meeting.

2. Authorization was unanimously granted by those present to the Chairman of the Meeting to sign the General Assembly minutes.

3. It was proposed that the Board of Directors' Annual Activity Report for 2025 not be re-read at the meeting, as it had been made available for shareholders' review at the Company's head office, on the website www.esenbogaelektrik.com.tr, and on the Public Disclosure Platform, within the legal period of three weeks prior to the General Assembly meeting date, excluding the announcement and meeting days. The motion was unanimously approved by those present. The floor was opened for discussion. No one requested to speak. Upon voting, the 2025 Annual Activity Report of the Board of Directors was unanimously approved by those present.

4. A summary of the 2025 Independent Audit Report was read out by **Doğa GÜNEŞ**, the responsible partner of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte), and presented to the General Assembly for information.

5. It was proposed that the Company's 2025 Financial Statements not be re-read at the meeting, as they had been made available for shareholders' review at the Company's head office, on the website www.esenbogaelektrik.com.tr, and on the Public Disclosure Platform, within the legal period of three weeks prior to the General Assembly meeting date, excluding the announcement and meeting days. The motion was unanimously approved by those present. The 2025 Financial Statements were opened for discussion. No one requested to speak. The matter was put to a vote and was unanimously approved by those present.

6. The discharge (ibra) of the Members of the Board of Directors in respect of the Company's 2025 operations and accounts was taken up. In the vote held, Board Members **Yusuf ŞENEL, Çağlar GÜLVEREN, Tolgay BENDERLİ, Selma DİKMEN, Bora BİLGİN, Çiğdem DİLEK and Mehmet ARPACI** were unanimously discharged by those present. Board members did not vote on their own discharge.

7. Pursuant to Communiqué No. II-19-1 on Dividends of the Capital Markets Board, the net distributable loss for the period in the audited balance sheet prepared in accordance with TFRS standards is TL -1,552,103,347.00, while the net distributable profit for the period in the balance sheet as at 31.12.2025 prepared in accordance with statutory records (under the Tax Procedure Law) is TL 27,871,188.86. In line with our Company's growth-oriented strategies and planned investment policies both domestically and abroad, the proposal not to distribute the net

distributable profit for the period realized in the statutory records for 2025 was put to a vote. It was unanimously approved by those present.

8. The Board of Directors' Proposal Resolution No. 28.07.2026/14, regarding the independent external audit of the Company's fiscal period commencing 01.01.2026 and ending 31.12.2026 being conducted by Eren Bağımsız Denetim Anonim Şirketi (Grant Thornton Türkiye) in accordance with the principles set forth under Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, was submitted for the approval of the General Assembly and was approved by majority vote, with 1,001,000,020 votes in favor against 27,244,908 votes against, of those present.

9. Pursuant to Article 363 of the Turkish Commercial Code, the resolution regarding the appointment by the Board of Directors of **Tolgay BENDERLİ** to the Board membership that had become vacant during the period following the departure of **Bora BİLGİN** was submitted for the approval of the General Assembly, it being stated that the appointed member would complete the remaining term of office of his predecessor, and was unanimously approved by those present.

10. The determination and approval of the remuneration to be paid to the Members of the Board of Directors was taken up. As a result of the vote held, it was approved by majority vote, with 1,001,000,020 votes in favor against 27,244,908 votes against, of those present, that the net remuneration to be paid to the Members of the Board of Directors shall be a net monthly amount of TL 275,000.00 for the Chairman of the Board, a net monthly fee of TL 60,000.00 for the Independent Board Members, and that the Vice Chairman of the Board and the other Board Members shall not receive any remuneration other than the salary they receive for their duties within the Company.

11. The donations and contributions made were presented to the shareholders for information; donations and contributions made in 2025 amounted to TL 11,974,985. It was approved by majority vote, with 1,001,000,020 votes in favor against 27,244,908 votes against, of those present, to set an upper limit for donations and contributions to be made in 2026, capped at 2% of our 2025 consolidated revenue.

12. Within the framework of the CMB Corporate Governance Principles and Articles 395 and 396 of Turkish Commercial Code No. 6102, it was unanimously resolved by those present to grant permission, pursuant to Articles 395 and 396 of the TCC and CMB regulations, to shareholders holding management control, shareholder members of the Board of Directors, senior executives, and their spouses and blood and marital relatives up to the third degree, to engage in transactions and compete in a manner that could give rise to a conflict of interest with the Company or its subsidiaries, to transact with the Company on their own behalf or on behalf of others, to personally or through others carry out business falling within the Company's scope of activity, to become partners with unlimited liability in companies conducting the same type of business, and to carry out other such transactions. No transactions of this nature were carried out in 2025. Shareholders were informed accordingly.

13. Pursuant to Article 12/4 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, there are no guarantees, pledges, mortgages, or sureties provided by the Company in favor of third parties, nor any income or benefits obtained therefrom. The General Assembly was informed accordingly.

14. The resolution regarding the termination, by the Board of Directors' resolution dated 26.08.2025, of the share buy-back program initiated pursuant to the Board of Directors' resolution dated 26.08.2022 and revised by the Board of Directors' resolution dated 15.02.2023, was presented to the General Assembly for information. Shareholder **Ali DEMİRTAŞ** took the floor and asked why the dividend was low under the Company's policy, and why the buy-back program had been terminated. The necessary information was provided in response by Company officials.

15. Pursuant to Article 14 of the Articles of Association, titled “Advance on Dividends,” and the Capital Markets Board's Communiqué No. II-19.1 on Dividends dated 23 January 2014, the proposal to authorize the Board of Directors to resolve on the distribution of an advance on dividends for the 2026 fiscal period was put to a vote, and was unanimously approved by those present.

16. The proposal that, in the event that sufficient profit does not arise, or a loss arises, at the end of the 2026 fiscal period, the dividend advance to be distributed shall be set off against the sources available for profit distribution shown in the annual statement of financial position for the 2026 fiscal period, was put to a vote and was unanimously approved by those present.

17. The proposal to delegate to the Board of Directors the authority to issue debt instruments domestically and abroad, pursuant to the Capital Markets Board's Communiqué No. VII-128.8 on Debt Instruments, was put to a

vote, and was approved, with 1,001,000,020 votes in favor against 27,244,908 votes against, of those present. Shareholder **Ali DEMİRTAŞ** took the floor and asked why debt would be incurred. The necessary information was provided in response by Company officials.

18. Under Wishes and Requests, no objection was raised to the matters taken up by the Chairman of the Meeting; in addition, shareholder **Ali DEMİRTAŞ** took the floor and asked whether an analyst meeting would be held this year. The necessary information was provided in response by Company officials, and the General Assembly meeting was concluded at **10:00**. These minutes have been written and signed by us at the meeting venue. 29.07.2026

Chairman of the Meeting: Çağlar GÜLVEREN **Minutes Secretary:** Gökhan KILIÇ

MINISTRY REPRESENTATIVE

Fazilet UZUN