

AKFEN YENİLENEBİLİR ENERJİ ANONİM ŞİRKETİ
Information Memorandum & Invitation
for 2024 Ordinary General Assembly Meeting dated 09.07.2025

Our company's 2024 Ordinary General Assembly Meeting will be held at 10:00 on 09.07.2025 at our company headquarters located at İlkbahar Mah. Turan Güneş Bulvarı Galip Erdem Cad. No:3 Çankaya, Ankara.

Proxy forms, the meeting agenda, detailed explanations for agenda items, the 2024 Board of Directors Activity Report, the Corporate Governance Compliance Report, financial statements, the independent audit report, and the profit distribution table will be made available for our Shareholders' review three weeks prior to the General Assembly meeting, at the Company Headquarters, on the Company's website www.akfenren.com.tr, and in the Electronic General Assembly system of the Central Registry Agency.

Shareholders who cannot attend the meeting in person are requested to arrange their proxies in accordance with the attached form or obtain a proxy form from the Company headquarters or our website www.akfenren.com.tr. They must submit their notarized proxies to the Company, following the guidelines of the Communiqué on Voting by Proxy and Proxy Collection through Solicitation, published in the Official Gazette dated 24.12.2013 and numbered 28861, issued by the Capital Markets Board.

An agent appointed electronically via the Electronic General Assembly System does not require a proxy document. Shareholders voting via the Electronic General Assembly System should ensure compliance with applicable Regulations and Communiqués by obtaining information from the Central Registry Agency, the Company's website www.akfenren.com.tr, or our company headquarters (Tel: 0312 408 14 00, Fax: 0312 442 48 24).

According to Article 415, paragraph 4, of the Turkish Commercial Code No. 6102 and Article 30, paragraph 1, of the Capital Markets Law, the right to attend and vote at the General Assembly cannot be conditional upon the deposit of share certificates. Thus, shareholders wishing to attend the General Assembly do not need to block their shares. However, shareholders who do not wish to disclose their identities and information about their shareholdings to the Company, and therefore have this information hidden, must contact their intermediary institution to lift the "restriction" preventing this information from being shared with the Company, no later than 16:30 on the day before the General Assembly meeting.

In the Ordinary General Assembly meeting, unless specified for electronic voting, voting will be conducted by a show of hands in an open manner.

All stakeholders, as well as the media, are invited to our General Assembly meeting.

According to the Capital Markets Law, for registered shares traded on the stock exchange, no additional notification will be sent to shareholders via registered mail. We present this information to our valued Shareholders.

Kind regards,

AKFEN YENİLENEBİLİR ENERJİ A.Ş.

AKFEN YENİLENEBİLİR ENERJİ A.Ş.
Agenda for the Ordinary General Assembly Meeting

- 1 - Opening, and the election of the Presidential Board
- 2 - Authorization of the Chair of the Meeting for signing of the Minutes of the General Assembly Meeting
- 3 - Reading the Annual Report for the year 2024 prepared by the Company's Board of Directors and its conclusion
- 4 - Discussion and approval of the Annual Report for 2024 prepared by the Company's Board of Directors
- 5 - Reading the Summary of the Independent Audit Report for the fiscal year 2024
- 6 - Accepting the Financial Statements for the fiscal year 2024 as read and reading the conclusion
- 7 - Discussion and approval of the Financial Statements for the fiscal year 2024
- 8- Separately acquitting the members of the Board of Directors for the activities of the Company for the year 2024
- 9 - Submitting the Board of Directors' proposal on not distributing dividends to the approval of the General Assembly in line with the Board of Directors' resolution dated 06.05.2025 and numbered 2025/5 and the attached Profit Distribution Table
- 10 – Determination of the number of Board Members, election of the members, and determination of their term of office
- 11- Determining the monthly salaries of the members of the Board of Directors
- 12 - Submitting the matter of determining DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent audit firm for the year 2025 in line with the TCC and CMB regulations to the approval of the General Assembly
- 13 - Informing the shareholders about the donations made by the Company in 2024, setting an upper limit for donations to be made in 2025, and submitting the proposed upper limit to vote
- 14 – In terms of statutory records; submission to the approval of the General Assembly of the Board of Directors' resolution dated 06/05/2025 and numbered 2025/7 regarding the offsetting of previous years' losses amounting to TRY 745,658,822.04, arising from the 2023 inflation adjustment, against the positive differences from capital adjustment
- 15- Informing the Shareholders about the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained in 2024 in accordance with the CMB regulations
- 16 - Informing the shareholders about the transactions made with Related Parties in 2024 within the framework of the Corporate Governance Communiqué in accordance with the CMB regulations
- 17 - Informing shareholders about the transactions carried out within the scope of the share buyback program initiated within the scope of the Board of Directors' decision numbered 2025/4 dated 25/03/2025 of our Company, which was taken within the framework of the Principle Decision numbered i-SPK.22.9 (dated 19.03.2025 and numbered 16/531) of the CMB Decision Making Body, the Decision numbered 18/574 dated 23.03.2025 and the Communiqué on Buyback Shares numbered II-22.1
- 18 - In line with the CMB Corporate Governance Communiqué, informing shareholders about the transactions carried out regarding the shareholders who hold management control, Board Members, senior executives and their spouses and blood relatives up to the second degree within 2024; granting permission to the shareholders who hold management control, Board Members, senior executives and their spouses and blood relatives up to the second degree within the framework of Articles 395 and 396 of the TCC
- 19 - Wishes and opinions, closure

PROXY FORM TEMPLATE

TO THE PRESIDENCY OF THE GENERAL ASSEMBLY MEETING OF AKFEN YENİLENEBİLİR ENERJİ A.Ş.,

I/we hereby appoint as my/our proxy to represent me/us, vote, make proposals, and sign necessary documents in accordance with my/our specified views at the 2024 Ordinary General Assembly meeting of AKFEN YENİLENEBİLİR ENERJİ A.Ş., which will be held at the company headquarters located at İlkbahar Mah. Galip Erdem Cad. No:3 Çankaya/Ankara (Tel: 0312 408 14 00, Fax: 0312 442 48 24) at 10:00 on 09.07.2025.

A) SCOPE OF REPRESENTATION AUTHORITY (One of the following options must be selected)

- a. The proxy is authorized to vote on all agenda items at their discretion.
- b. The proxy is authorized to vote on the agenda items in accordance with the following instructions.
Instructions: *(If any, special instructions should be written here)*
- c. The proxy is authorized to vote in line with the company's management recommendations.
- d. For other matters that may arise during the meeting, the proxy is authorized to vote according to the following instructions. (If no instructions are given, the proxy is free to vote at their discretion.) Instructions: *(If any, special instructions should be written here)*

B) SHAREHOLDER'S OWNERSHIP DETAILS

- a. Quantity – nominal value :
- b. Whether there are voting privileges :
- c. Whether the shares are bearer or registered :

SHAREHOLDER'S NAME AND SURNAME OR TITLE

ADDRESS:

SIGNATURE:

Notes:

- In section (A), one of the options (a), (b), or (c) must be selected.
- If options (b) or (d) are selected in section (A), clear instructions must be provided.

Disclosures in Accordance with Capital Markets Board Regulations

In compliance with the Capital Markets Board's (III-48.1) "Communiqué on Principles Applicable to Joint-Stock Companies Subject to the Capital Markets Law" and (II-17.1) "Corporate Governance Communiqué," the required notifications and disclosures related to the agenda items have been provided in the respective agenda sections above. General disclosures are also presented here for our shareholders' information:

1. Shareholding Structure and Voting Rights

The company's issued capital is 1,196,962,446.00 TL, consisting of 1,196,962,446.00 shares, each with a nominal value of 1.00 TL. The company's issued capital has been fully paid without any fraud or misrepresentation.

Out of these shares, 203,206,390 are Class A registered shares, and 993,756,056 are Class B bearer shares. Class A shares have the privilege to nominate candidates to the board of directors and special voting rights in the general assembly. Class B shares have no such privileges. The privileges associated with Class A shares are summarized below:

- With the amendment to the Articles of Association approved at the Ordinary General Assembly meeting for the year 2021, held on January 18, 2023, voting privileges were granted to Class A shares. Accordingly, each Class A share grants its holder five voting rights, while each Class B share grants its holder one voting right.
- According to the amendments to the Articles of Association approved at the General Assembly on January 18, 2023, the Company is governed by a Board of Directors consisting of a minimum of 5 and a maximum of 10 members, including 5 members nominated by Class A shareholders and an appropriate number of independent members with required qualifications under capital markets legislation. Class A shares have a privilege in the selection of board members. For a board with 5 members, 2 are selected from candidates nominated by Class A shareholders; for a board with 6 members, 3 are from Class A nominees; for a board with 7 members, 3 are from Class A nominees; for a board with 8 members, 4 are from Class A nominees; for a board with 9 members, 4 are from Class A nominees; and for a board with 10 members, 5 are from Class A nominees. Board members selected from Class A nominees are those other than the independent board members.

Currently, all Class A shares of the Company are owned by Akfen Holding. The publicly offered shares of the Company began trading on Borsa İstanbul under the ticker "AKFYE" as of March 16, 2023.

The shareholding structure of our Company is shown in the table below.

Tittle of the Shareholder	Share Group	Capital	
		TL	%
Akfen Holding A.Ş.	A	203.206.390	16,98%
	B	472.454.854	39,47%
Akfen International Holding B.V.	B	180.930.499	15,12%
Other Free Float	B	340.370.703	28,43%
Total Paid-in Capital		1.196.962.446	100,00%

2. Information Regarding Management and Operational Changes in the Company or Significant Affiliates and Subsidiaries That Could Significantly Affect Company Activities

In 2024, the following management and operational changes occurred in the Company or significant affiliates and subsidiaries, which could significantly affect the Company's activities:

With the decision of our Company's Board of Directors dated 23.01.2024, it was decided to establish the Investment Committee in order to evaluate investment and business development projects over 1 million Euros in line with the purpose and subject of our Company's articles of association, to submit them to the approval of the Board of Directors and to effectively carry out the follow-up processes.

- Our Company's Deputy Chairman of the Board of Directors, Selim AKIN, was appointed as the Chairman of our Company's Investment Committee, while General Manager Mustafa Kemal GÜNGÖR, Deputy General Manager of Construction and Operations, Celal ÖZTOP, and Deputy General Manager of Financial Affairs, Özgür UZUNOĞLU, were appointed as members.

Our company made an announcement on 27.03.2024, stating that it was decided to establish a company based in Romania with an initial capital of 200 RON (Romanian Leu) (approximately 50 Euro) in partnership with DEVVIS SERVICES S.R.L, for the purpose of developing potential projects in the energy sector in Romania. Our company will participate as a founding partner with a stake of 85% in the said company.

- As of May 7, 2024, the establishment and registration application processes for the SPV company in Romania, named SUNWAY ENERGY S.R.L., have been completed.

Regarding the allocated capital increase within the registered capital ceiling of our company, which is 20,000,000,000 TL, the issued capital of 1,016,031,947 TL has been increased by 180,930,499 TL to 1,196,962,446 TL. This increase was conducted by completely restricting the pre-emptive rights of the existing shareholders and raising the capital in cash, without any reservation or collusion. The shares with a nominal value of 180,930,499 TL were issued and allocated for sale to Akfen International Holding B.V. (Akfen International) on November 28, 2024, at a share price of 17.41 TL, as determined under the framework of Borsa Istanbul A.Ş.'s "Procedure for Wholesale Transactions," generating a total sales value of 3,150,000,000 TL. Accordingly, our company's issued capital has been raised to 1,196,962,446 TL.

- In exchange for the newly issued B group, bearer, and publicly traded shares representing the increased capital of 180,930,499 TL, a capital inflow of 3,150,000,000 TL (to be used in financing our total 188 MW solar and wind power plant investments, all of which have started and some of which will be operational by the end of this year) was achieved by offsetting Akfen International's outstanding cash receivables from our company,

3. Information on Requests from Shareholders, the Capital Markets Board, and/or Other Public Institutions and Organizations Related to the Company Regarding the Addition of Agenda Items:

There are no such requests.

Explanations Regarding the Agenda Items for the Extraordinary General Assembly Meeting to be Held on 09.07.2025

1. Opening and election of the Meeting Chairman

After the opening speech made by our Chairman of the Board of Directors, or if he has an excuse, by our Deputy Chairman of the Board of Directors, or by a Member of the Board of Directors authorized by the Chairman of the Board of Directors; The Chairman of the Meeting, who will preside over the General Assembly meeting, will be elected in accordance with The provisions of the Turkish Commercial Code ("TCC"), the Company's Articles of Association, the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies, the Regulation on the Representatives of the Ministry of Customs and Trade to Attend These Meetings ("Regulation"), the provisions of our company's Internal Directive on the Working Principles and Procedures of the General Assembly, and other legislative regulations.

2. Authorization of the Meeting Chairman to sign the General Assembly Meeting Minutes

The subject of authorizing the Meeting Chairmanship to sign the General Assembly meeting minutes shall be voted on by the general assembly in accordance with the Turkish Commercial Code and applicable legislation.

3. Deeming the 2024 Annual Report prepared by the Board of Directors as read and reading its summary

In accordance with the provisions of the Turkish Commercial Code and related Regulations, and the Capital Markets Law No. 6362, within the framework of the Corporate Governance Principles of the Capital Markets Board ("CMB"), the following matter will be presented for approval at the General Assembly: The request to consider as read the concluding part of the Annual Report for the fiscal year 01.01.2024 – 31.12.2024, which has been made available for review to our shareholders 21 days before our General Assembly meeting at the Company Headquarters, on the Electronic General Assembly portal of the Central Securities Depository (MKK), and on our company website at www.akfenren.com.tr in the Investor Relations > Financial and Annual Reports > CMB/TCC Activity Reports section. If approved, the concluding part of the Annual Report will be deemed read.

4. Discussion and approval of the 2024 Annual Report prepared by the Board of Directors

The 2024 Annual Report for the fiscal year 01.01.2024 – 31.12.2024, prepared by the Company's Board of Directors, will be presented for the consideration and approval of the shareholders. The report has been made available for our shareholders' review 21 days prior to our General Assembly meeting at the Company Headquarters, on the Electronic General Assembly portal of the Central Securities Depository (MKK), and on our company website at www.akfenren.com.tr in the Investor Relations > Financial and Annual Reports > CMB/TCC Activity Reports.

5. Reading the summary of the Independent Audit Report for the 2024 fiscal year

In accordance with the provisions of the Turkish Commercial Code, related Regulations, and the Capital Markets Law No. 6362, within the framework of the Corporate Governance Principles of the Capital Markets Board, the summary of the Independent Audit Report for the fiscal year 01.01.2024 – 31.12.2024 will be presented at the General Assembly to inform our shareholders. This summary had been made available for review by our shareholders 21 days prior to the General Assembly meeting at the Company Headquarters, on the Electronic General Assembly portal of the Central Securities Depository (MKK), and on our company website at www.akfenren.com.tr in the Investor Relations > Financial and Annual Reports > Financial Statements section.

6. Deeming the Financial Statements for the 2024 fiscal year as read and reading their summary

In accordance with the provisions of the Turkish Commercial Code and related regulations, as well as the Capital Markets Law No. 6362, within the framework of the Corporate Governance Principles of the Capital Markets Board, the proposal to consider the concluding part of the balance sheet dated 31.12.2024 and the financial statements for the fiscal year 01.01.2024 - 31.12.2024 as read will be submitted for approval at the General Assembly. These documents were made available for review by our shareholders 21 days prior to the General Assembly meeting at the Company Headquarters, on the Electronic General Assembly portal of the Central Securities Depository (MKK), and on our company website at www.akfenren.com.tr in the Investor Relations > Financial and Annual Reports > Financial Statements section. If approved, the concluding part of the Annual Report will be read.

7. Discussion and approval of the Financial Statements for the 2024 fiscal year

The balance sheet dated 31.12.2024 and the financial statements for the fiscal year 01.01.2024 - 31.12.2024, which were made available for review by our shareholders 21 days prior to the General Assembly meeting at the Company Headquarters, on the Electronic General Assembly portal of the Central Securities Depository (MKK), and on our company website at www.akfenren.com.tr in the Investor Relations > Financial Statements and Annual Reports > Financial Statements section, will be presented to our shareholders for their consideration and approval.

8. Separate discharge of the Board of Directors for the Company's activities in 2024

In accordance with the provisions of the Turkish Commercial Code and related regulatory frameworks, the matter of granting a separate discharge to each member of the Board of Directors for their activities, transactions, and accounts during 2024 will be submitted to the General Assembly for approval. If the Board Members are shareholders, they will not participate in the voting for their own discharge.

9. Submission to the approval of the General Assembly of the Board of Directors' proposal not to distribute dividends, in line with the Board resolution dated 06.05.2025 and numbered 2025/5 and the attached Profit Statement

The Company's Board of Directors has resolved to submit to the approval of the shareholders the proposal not to distribute dividends. This decision was taken despite the presence of a net profit of TRY 157,356,000 (consolidated, attributable to the parent company) in our financial statements for the accounting period 01.01.2024 – 31.12.2024, which were prepared in accordance with the Turkish Accounting Standards and Turkish Financial Reporting Standards issued by the Public Oversight, Accounting and Auditing Standards Authority, pursuant to the provisions of the Capital Markets Board (CMB) Communiqué II-14.1, and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. However, since no distributable profit has been generated under the Tax Procedure Law, it has been decided to propose no profit distribution. This proposal will be submitted for the approval of our shareholders. The related Profit Statement is provided in Annex-1.

10. Determination of the number of Board Members, election of the members, and determination of their term of Office

The Nomination Committee, taking into consideration the provisions of the Turkish Commercial Code (TCC) and Capital Markets Board (CMB) regulations, has nominated 6 (six) candidates for the Board of Directors, 2 (two) of whom are independent. Information about the candidates is provided in Annex-2.

In accordance with the criteria set forth in the "Corporate Governance Communiqué (II-17.1)," the Corporate Governance Committee, convening as the Nomination Committee, has evaluated the submitted candidates and, based on its recommendation, our Board of Directors has resolved to submit to the approval of the General Assembly the election of Hasan Köktaş and Ömer Serdar as Independent Board Members, who have declared that

they meet the independence criteria defined in the mandatory Corporate Governance Principles of the CMB. The résumés and other relevant information regarding all Board Member candidates are presented in Annex-2, while the Independence Declarations of the independent Board Member candidates are provided in Annex-3.

Our independent member candidates will be submitted to the information and assessment of the Capital Markets Board within the period specified in the legislation, in accordance with Article 5, Paragraph 5 of the Corporate Governance Communiqué No. II-17.1 and Paragraph 3 of Principle 4.3.7 in the annex of the Communiqué, which contains the CMB's Corporate Governance Principles. The application and its outcome will be disclosed via the Public Disclosure Platform (KAP) prior to the General Assembly.

11. Determination of the monthly fees for the Board of Directors

The monthly fees to be paid to the members of the Board of Directors will be determined within the framework of our Compensation Policy and submitted to the General Assembly for approval.

12. Presentation to the General Assembly for approval of DRT Independent Audit and Certified Public Accountancy Inc. as the independent audit firm for 2025 in accordance with TCC and CMB regulations

In accordance with the provisions of the Turkish Commercial Code and Capital Markets Board regulations, the Board of Directors has decided, under the relevant provisions of the Capital Markets Board's "Communiqué on Independent Auditing Standards in the Capital Markets," to appoint DRT Independent Auditing and Certified Public Accounting Inc. as the independent auditing firm for the year 2025. This decision is to be presented to the first General Assembly for approval. Therefore, the matter of selecting DRT Independent Auditing and Certified Public Accounting Inc. as the independent auditing firm will be submitted to the shareholders for their approval.

13. Information to shareholders about the donations made by the Company in 2024 and setting an upper limit for donations to be made in 2025, with the proposed upper limit to be voted upon

Akfen Yenilenebilir Enerji A.Ş. will provide information to its shareholders about the total donations made to various associations and foundations during 2024.

Additionally, according to Article 6 of the Capital Markets Board's Dividend Communiqué, Series: II-19.1, the limit for donations to be made in 2024 must be set by the General Assembly in cases where it is not specified in the Articles of Association. Furthermore, the donations and payments made during the year must be presented to the shareholders at the ordinary General Assembly meeting. In accordance with Article 6/1 of the Communiqué, the limit for donations in 2025 will be determined by the General Assembly.

14. In terms of statutory records; submission to the approval of the General Assembly of the Board of Directors' resolution dated 06/05/2025 and numbered 2025/7 regarding the offsetting of previous years' losses amounting to TRY 745,658,822.04, arising from the 2023 inflation adjustment, against the positive differences from capital adjustment

With the decision dated 06/05/2025 and numbered 2025/7 taken by our Company's Board of Directors, it has been resolved that, for statutory records, the previous years' losses amounting to TRY 745,658,822.04, arising from the 2023 inflation adjustment, shall be offset against TRY 11,692,798,312.25 — the portion related to the 2023 inflation adjustment — of the TRY 15,317,909,506.82 in positive capital adjustment differences shown in the Company's balance sheet dated 31.12.2024. After this offsetting, the remaining balance of the positive capital adjustment differences shall be TRY 14,572,250,684.78 in the balance sheet. It has also been resolved that this offsetting transaction be submitted to the approval of the shareholders at the Ordinary General Assembly Meeting.

15. Information to shareholders about guarantees, pledges, mortgages, and sureties provided for third parties in 2024 and any revenues or benefits gained from them in accordance with CMB regulations

There will be no voting on this agenda item; it is intended only for informational purposes. In accordance with Article 12 of the Capital Markets Board's Corporate Governance Communiqué, Series: II-17.1, any guarantees, pledges, mortgages, and sureties provided by our Company and/or its Subsidiaries on behalf of third parties, as well as the income or benefits derived from them, must be presented as a separate item on the agenda of the ordinary general assembly meeting. This information has been detailed in Note 12 of our Consolidated Financial Statements as of 31.12.2024.

16. Information to shareholders about related party transactions falling within the scope of the Corporate Governance Communiqué in 2024, in accordance with CMB regulations

There will be no voting on this agenda item; it is intended solely for informational purposes. According to the Related Party Transactions section in Chapter Three of the Capital Markets Board's Corporate Governance Communiqué (II-17.1), information regarding "Related Party Disclosures," which is provided in Note 27 of the Consolidated Financial Statements as of 31.12.2024, will be presented to the shareholders.

17. Informing shareholders about the transactions carried out within the scope of the share buyback program initiated pursuant to the Company's Board of Directors Resolution dated 25/03/2025 and numbered 2025/4, in accordance with the Capital Markets Board's (CMB) Principle Decision i-SPK.22.9 (dated 19.03.2025 and numbered 16/531), Decision dated 23.03.2025 and numbered 18/574, and the provisions of the Communiqué on Buy-Backed Shares No. II-22.1

No voting will be held on this agenda item, as it is solely for informational purposes. The transactions carried out under the share buyback program initiated in line with the Company's Board of Directors Resolution dated 25/03/2025 and numbered 2025/4, in accordance with the Capital Markets Board's Principle Decision dated 19.03.2025 and numbered 16/531, the Decision dated 23.03.2025 and numbered 18/574, and the provisions of the Communiqué on Buy-Backed Shares No. II-22.1, have been shared with our shareholders through the Public Disclosure Platform (KAP).

18. In line with the CMB Corporate Governance Communiqué, informing shareholders about the transactions carried out regarding the shareholders who hold management control, Board Members, senior executives and their spouses and blood relatives up to the second degree within 2024; granting permission to the shareholders who hold management control, Board Members, senior executives and their spouses and blood relatives up to the second degree within the framework of Articles 395 and 396 of the TCC

For our Board members to engage in transactions under Article 395 titled "Prohibition on Transactions with the Company and Borrowing from the Company" and Article 396 titled "Prohibition on Competition" of the Turkish Commercial Code, they must obtain approval from the General Assembly.

In accordance with the Capital Markets Board's mandatory Corporate Governance Principle No. 1.3.6, if controlling shareholders, board members, executives with administrative responsibilities, and their spouses or relatives up to the second degree by blood or marriage engage in significant transactions that may cause a conflict of interest with the company or its subsidiaries, and/or conduct a commercial business similar to that of the company or its subsidiaries, either on their own or someone else's behalf, or join another partnership engaged in similar commercial activities with unlimited liability, then these transactions must be included as a separate agenda item in the General Assembly. Detailed information on these matters must be provided to the shareholders at the General Assembly, and the details must be recorded in the meeting minutes.

To fulfill these regulatory requirements, approval for controlling shareholders, Board Members, senior executives, and their spouses and relatives up to the second degree by blood or marriage to engage in transactions within the scope of Articles 395 and 396 of the Turkish Commercial Code will be submitted to the General Assembly for shareholders' approval.

Additionally, shareholders will be informed about any transactions of this nature carried out during the year, but there will be no voting on this part of the agenda item.

19. Wishes and opinions, closing remarks

APPENDIX:

1. Profit Distribution Table
2. Information about the Board Member Candidates
3. Declaration of Independence

APPENDIX-1 Profit Distribution Table

AKFEN YENİLENEBİLİR ENERJİ A.Ş. 2024 DIVIDEND PAYMENT TABLE (TL)		
1. Paid-In / Issued Capital		1.196.962.446,00
2. Total Legal Reserves (According to Legal Records)		23.023.448,15
Information on privileges in dividend distribution, if any, in the Articles of Association:		None
	Based on CMB Regulations	Based on Legal Records
3. Current Period Profit (excl. minority share)	-927.552.625,51	-201.089.890,64
4. Taxes Payable (-)	1.227.882.000,00	0,00
5. Net Current Period Profit (excl. minority share) (=)	157.356.000,00	-201.089.890,64
6. Losses in Previous Years (-)	0,00	-1.669.911.501,91
7. Primary Legal Reserve (-)	0,00	0,00
8. Net Distributable Current Period Profit	157.356.000,00	-1.871.001.392,55
9. Donations Made During The Year (+)	14.839.996,92	
10. Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	172.195.996,92	
11. First Dividend to Shareholders	0,00	
- Cash	0,00	
- Stock	0,00	
- Total	0,00	
12. Dividend Distributed to Owners of Privileged Shares	0,00	
13. Other Dividend Distributed (To the Employees, board members)	0,00	
14. Dividend to Owners of Redeemed Shares	0,00	
15. Second Dividend to Shareholders	0,00	
16. Secondary Legal Reserves	0,00	
17. Statutory Reserves	0,00	0,00
18. Special Reserves	0,00	0,00
19. EXTRAORDINARY RESERVES	157.356.000,00	0,00
20. Other Distributable Resources	0,00	0,00
- Previous year profits	0,00	0,00
- Extraordinary Reserves	0,00	0,00
- Other Reserves Distributable Pursuant to the Law and Articles of Association	0,00	0,00

(*) The concept of participation is used to include the parent company's affiliates, subsidiaries and joint ventures.

DIVIDEND PAYMENT RATES TABLE				
DIVIDEND PER SHARE INFORMATION				
	GROUP	TOTAL DIVIDEND AMOUNT (TL) /	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
			AMOUNT (TL)	RATE (%)
GROSS	A	0,00	0,00	0
	B	0,00	0,00	0
	TOTAL	0,00		
NET	A	0,00	0,00	0
	B	0,00	0,00	0
	TOTAL	0,00		
RATIO OF DISTRIBUTED DIVIDEND TO NET DISTRIBUTABLE PERIOD PROFIT WITH DONATIONS ADDED				
DIVIDEND AMOUNT DISTRIBUTED TO SHAREHOLDERS (TL)	RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE TERM PROFIT WITH DONATIONS ADDED (%)			
0,00	0,00			

It has been proposed to the General Assembly that no dividend distribution be made.

APPENDIX-2 Information about the Board Member Candidates**Hamdi AKIN – Chairman**

Hamdi Akın was born in 1954. He graduated from Gazi University, Department of Mechanical Engineering. In 1976 he founded Akfen Holding, whose main activity area is to invest in, manage and coordinate partnerships and subsidiaries active in infrastructure and superstructure construction, port management, marine transportation, water distribution and waste water services, energy and real estate sectors. In addition to serving as the Chairman of the Board of Directors at Akfen Holding, he is also the Chairman of Board at MIP (Mersin International Port), Akfen Renewable Energy (Akfen Yenilenebilir Enerji A.Ş.) and Akfen REIT (Akfen Gayrimenkul Yatırım Ortaklığı A.Ş.). In 1997, he founded the TAV brand to build and operate Turkey's first high capacity airport in the aviation sector, one of the hardest sectors of the world, and he managed the company as Chairman of Board until 2017.

In addition to his private entrepreneurship, Mr. Akın realized projects in infrastructure, energy and investment in scope of privatization efforts. He also carried his dynamism and hard work in business to volunteer efforts and non-governmental organizations as a Manager and founder of many societies, foundations, chambers of commerce. He has served as Vice President of Fenerbahçe Sports Club (2000-2002), MESS-Metal Industrialists' Union President of Ankara Regional Representatives Council (1992-2004), President of TÜGİAD-Turkish Young Businessmen's Association(1998-2000), Board Member of TİSK-Turkish Confederation of Employers' Associations (1995-2001), Board Member of TÜSİAD-Turkish Industrialists' and Businessmen's Association President of Information Society and New Technologies Commission (2008-2009) and Board Member of Clean Seas Association/TURMEPA (2011-2018).

Hamdi Akın is a founder of the Contemporary Turkey Studies Chair at the London School of Economics. He is also the Founding Member and Honorary President of the Turkey Human Resources Foundation (TİKAV), founded in 1999 to provide Turkey with well-trained human resources. He is also member of the Board of Trustess at Support and Education Foundation for Basketball and Board Member of Bodrum Promotion Foundation (BOTAV).

Selim AKIN – Vice Chairman of the Board

Selim Akın, graduated from Surrey University, Business Administration Department in the United Kingdom, and after coming back to Turkey Mr. Akın started his professional career in the Akfen Holding Accounting Department and later served in the Project Development and Finance Departments.

The main projects in which he participated are the privatization and financing of Vehicle Inspection Stations, the privatization and financing of Mersin Port and Akfen Holding's public offering and bond issue. Besides his Chairman of the Board of Directors role at Akfen Altyapı Holding A.Ş., Akfen İnşaat ve Turizm A.Ş., Mr. Akın also serves as the Vice Chairman of the Board of Directors and CEO at Akfen Holding and its various subsidiaries.

Mr. Akın has become a member of the Turkish Young Businessmen's Association. Mr. Akın is a member of TÜSİAD and Turkish Tourism Investors Association (TTYD). Also, he is Vice Chairman of Young Businessmen Association of Turkey (TÜGİAD) and he has also been serving as DEİK representative since 2018.

İrfan ERCİYAS – Board Member Candidate

İrfan Erciyas, graduated from Economics and Finance Department of Gazi University in 1977, has started to work in Türkiye Vakıflar Bankası. After having worked as inspector and Branch manager in Türkiye Vakıflar Bankası, he continued to work as Vice General Manager between 1996 and 2002 and as General Manager between 2002-2003.

Erciyas who joined Akfen Holding in 2003 as Vice Chairman of the Board of Administrators, had worked especially on privatization of Vehicle Inspection Stations, Mersin International Port and IDO and also during the foundation and investment processes of Akfen REIT and Akfen Enerji, for the public offering of Akfen Holding and Akfen REIT and on the subjects of

the share sales of the shareholdings and long term financing. İrfan Erciyas is working in Akfen Holding , as Executive Board Member since March 2010 and he is also Chairman of the Board of Administrators, Vice Chairman and Member of Board of Administrators of several subsidiaries and affiliates of Akfen Holding.

Pelin AKIN ÖZALP – Board Member

After graduating from Surrey University, UK, in 2010, Pelin Akın Özalp started her career in Deutsche Bank. Following her return to Turkey, she attended the MT Program of TAV Airports Holdings. Later moving on to the parent company, she has been serving as a Board Member in Akfen Holding as of 2012.

She is an active member of the Board of Trustees and the Board of Directors at TİKAV (Turkish Human Resources Education and Health Foundation) and Vice President of The Duke of Edinburgh’s International Award-Türkiye National Committee. She is also Chairwoman at the Advisory Board of the Contemporary Turkish Studies Chair founded in London School of Economics since 2010.

She has been serving in DEİK(Foreign Economic Relations Board of Turkey) as a Board Member in Spanish, British and US Business Councils. She is also a Board Member of Turkish Tourism Investors Association (TTYD), Turkey Business Women’s Association (TIKAD), the Marine Environment Protection Association (TURMEPA) and American Turkish Society (ATS) Boards and in Steering Committee Member of Inclusive Capitalism at the moment.

Previously, her experience entails different Board Memberships in various networks such as Association of Family Businesses (TAİDER) and Turkey Union of Chambers and Commodity Exchanges (TOBB) Young Entrepreneurs Advisory Councils, Association of Women in Board of Directors (YKKD). She was elected as the youngest deputy board member in TUSIAD in 2014.

Currently serving as Board Member of Akfen Holding, and Board of Directors Member of Akfen Renewable Energy, Akfen REIT, Istanbul Sea Buses (İDO) and Travelex.

Hasan KÖKTAŞ – Independent Member of the Board

Hasan Köktaş was born in 1963 in Trabzon. In 1988, he graduated from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Public Administration. He started his career at Türkiye İş Bankası. He worked in Family Finance between 1990-1994 in various positions, and served as a member of the Board of Directors at Vakıfbank between 1996-1997 and as the General Manager of Belko between 1994 and 1999. Between 2003 and 2008, he served as the Vice President of the Privatization Administration of Turkey. He also served as Deputy Chairman of the Board of Directors of Erdemir between 2004 and 2006, and Chairman and Vice Chairman of the Board of Directors of Türkiye Petrol Rafinerileri A.Ş. (TÜPRAŞ) between 2003 and 2008.

During his career in the Privatization Administration, he took part in the privatization and public offering of Turkey’s largest companies such as Tüpraş, Erdemir, Halkbank, Esgaz, Bursagaz and also harbors and mining companies. Hasan Köktaş worked as the Vice President of Privatization Administration in charge of oil, natural gas and electricity sectors, and served as the Chairman of Energy Market Regulatory Board (EMRA) between 2008 and 2014. Hasan Köktaş, who has been serving as the Chairman of the Board of Directors and Chairman of the Board of Trustees of the Turkish Energy Foundation (TENVA) since 2014, has been a Member of the Board of Directors of Aydem Energy Holding since 2017 and Chairman of Board of Directors of ACC Energy Investment & Consultancy Co since 2019. Köktaş has training certificates in various fields and participated in many national and international meetings on energy. Hasan Köktaş speaks English; he is married and has 3 children.

Ömer Serdar – Independent Board Member Candidate

He started his career as a lawyer in 1991 and continues his career as a managing attorney at Mizan Law Consultancy Office, which he founded. He started his career in politics in 1991 as the Vice President of the Welfare Party Elazığ Province.

He served as the Provincial President of the Welfare Party in 1996. He served as the President of the Motherland Party in 2000; and as the Motherland Party Central Executive Committee member and Deputy Chairman between 2007-2010.

He served as a board member in the NGOs Science Dissemination Society, Fırat Assembly, TÜKÇEV (Consumer Environmental Education Foundation) and Palu Association. He served as a board member of KGF (Credit Guarantee Fund) between 2020-2023. He has been serving as a board member in Bera Holding since 2021.

He served in the parliament as the 26th Term Elazığ Deputy of the TBMM. He served as the Secretary of the TBMM Presidency Board, the Vice President of the TBMM Culture and Arts Publication Board, and the President of the TBMM Human Rights Investigation Commission. He is currently a member of the AK Party Central Decision and Management Board, and the Vice President of the General Directorate of Political and Legal Affairs.

He is married and has two children.

APPENDIX-3 Declaration of Independence

Declaration of Independence

I am a candidate to serve as an “independent member” in the Board of Directors of Akfen Yenilenebilir Enerji A.Ş. (“Company”) within the scope of the criteria set forth in the capital market legislation, Corporate Governance Principles and the Company’s Articles of Association, and in this direction;

- a) I have not had an employment relationship in a managerial position that would undertake significant duties and responsibilities within the last five years between the Company, partnerships in which the Company has management control or significant influence, partners who have management control of the Company or significant influence in the Company, and legal entities in which these partners have management control, and myself, my spouse, and my relatives by blood or marriage up to the second degree; I do not own more than 5% of the capital or voting rights or privileged shares, either jointly or individually, or I have not established significant commercial relationships,
- b) In the last five years, I have not been a partner (5% and above), an employee in a managerial position with significant duties and responsibilities, or a member of the board of directors in companies from which the Company has purchased or sold significant services or products within the framework of agreements made, primarily in the auditing (including tax audit, legal audit, internal audit), rating and consultancy of the Company, during the periods when the service or product was purchased or sold,
- c) I have the professional training, knowledge and experience to properly perform the duties I will undertake as an independent board member,
- d) I have not worked full-time in public institutions and organizations after being elected as a member, except for university faculty, provided that it is in accordance with the legislation they are affiliated with,
- e) I am considered to be a resident in Turkey according to the Income Tax Law No. 193 dated 31/12/1960,
- f) I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the Company's activities, maintain my impartiality in conflicts of interest between the Company and shareholders, and make decisions freely by taking into account the rights of stakeholders,
- g) I can devote enough time to the Company's affairs to follow the operation of the Company's activities and fully fulfill the requirements of the duties I undertake,
- h) I have not served as a board member on the Company's board of directors for more than six years in the last ten years,
- i) I do not serve as an independent board member in more than three companies in which the same person, the Company or the partners who control the Company have management control, and in more than five companies traded on the stock exchange in total, and
- j) I have not been registered and announced on behalf of the legal entity elected as a board member.

I declare and undertake. 06.05.2025
Hasan KÖKTAŞ

Declaration of Independence

I am a candidate to serve as an “independent member” in the Board of Directors of Akfen Yenilenebilir Enerji A.Ş. (“Company”) within the scope of the criteria set forth in the capital market legislation, Corporate Governance Principles and the Company’s Articles of Association, and in this direction;

- a) I have not had an employment relationship in a managerial position that would undertake significant duties and responsibilities within the last five years between the Company, partnerships in which the Company has management control or significant influence, partners who have management control of the Company or significant influence in the Company, and legal entities in which these partners have management control, and myself, my spouse, and my relatives by blood or marriage up to the second degree; I do not own more than 5% of the capital or voting rights or privileged shares, either jointly or individually, or I have not established significant commercial relationships,
- b) In the last five years, I have not been a partner (5% and above), an employee in a managerial position with significant duties and responsibilities, or a member of the board of directors in companies from which the Company has purchased or sold significant services or products within the framework of agreements made, primarily in the auditing (including tax audit, legal audit, internal audit), rating and consultancy of the Company, during the periods when the service or product was purchased or sold,
- c) I have the professional training, knowledge and experience to properly perform the duties I will undertake as an independent board member,
- d) I have not worked full-time in public institutions and organizations after being elected as a member, except for university faculty, provided that it is in accordance with the legislation they are affiliated with,
- e) I am considered to be a resident in Turkey according to the Income Tax Law No. 193 dated 31/12/1960,
- f) I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the Company's activities, maintain my impartiality in conflicts of interest between the Company and shareholders, and make decisions freely by taking into account the rights of stakeholders,
- g) I can devote enough time to the Company's affairs to follow the operation of the Company's activities and fully fulfill the requirements of the duties I undertake,
- h) I have not served as a board member on the Company's board of directors for more than six years in the last ten years,
- i) I do not serve as an independent board member in more than three companies in which the same person, the Company or the partners who control the Company have management control, and in more than five companies traded on the stock exchange in total, and
- j) I have not been registered and announced on behalf of the legal entity elected as a board member.

I declare and undertake. 06.05.2025

Ömer SERDAR