

**AYDEM YENİLENEBİLİR ANONİM ŞİRKETİ**  
**INFORMATION DOCUMENT ON EXTRAORDINARY GENERAL ASSEMBLY MEETING**  
**DATED 29 JULY 2024**

**ADDITIONAL EXPLANATIONS AS PER THE REGULATIONS OF THE CAPITAL MARKETS BOARD**

With regard to the additional explanations required to be made pursuant to the Communiqué on Corporate Governance (“**Communiqué**”) of the Capital Markets Board (“**CMB**”) numbered II-17.1, general explanations for the agenda items are presented below for your information.

**1. Shareholding Structure and Voting Rights**

Total number of shares and voting rights reflecting the partnership structure of the company as of the date of announcement of this Information Document and number of shares and voting rights reflecting the privileged share groups and the nature of privileges, if any, are given below

**1.1.** Issued capital of our company, which is 705.000.000,00 TL (seven hundred five million Turkish Lira), within upper limit of registered capital of 2,000,000,000 TL (two billion Turkish Lira) , divided into 705,000,000.00 (seven hundred five million) registered shares, each with a nominal value of 1.00 (one) TL.

All of this capital has been paid in cash and in full, free from collusion. The issued capital of the company amounting to 705.000.000 TL, is divided into 420.000.000 (four hundred and twenty million) group A registered shares, each with a nominal value of 1.00 TL (one) and 285.000.000 (two hundred eighty-five million) divided into B group registered shares, each with a nominal value of 1.00 TL (one).

**Real and Legal Entities Directly Owning the Capital currently**

<b>Name and Surname/Business Name of the Shareholder</b>	<b>Capital Ratio (TL)</b>	<b>Capital Ratio (%)</b>
Aydem Enerji Yatırımları A.Ş.	574.975.680	81,5568
<sup>1</sup> Other	24.320	0,0034
<sup>2</sup> Public	130.000.000	18,4397
<b>Total Paid-in Capital</b>	<b>705.000.000</b>	<b>100,00</b>
Capital Adjustment Differences	4.327.573.437	
<b>Total Capital</b>	<b>5.032.573.437</b>	

<sup>1</sup> Consists of Kocaer Demir San. Tic. Ltd. Şti. (0,00164%), Mopak Kağıt Karton San. Tic. A.Ş. (0,00164%), Aciselsan Acıpayam Sel. San. Tic. A.Ş. (0,00010%) shares.

<sup>2</sup> Within the 30-day period following the commencement of trading of the Company's shares on the BIST, price stabilization transactions were carried out on the Company's shares. In this context, 18,679,595 shares were purchased by Aydem Enerji Yatırımları A.Ş.

### Information on Shares Representing the Capital

Share Group	Registered/ Bearer	Nominal value of each share (TL)	Currency	Nominal Value of Shares	Capital Ratio	Whether traded at the stock exchange
A	Registered	1	TRY	420.000.000	59,57	Not traded
B	Registered	1	TRY	285.000.000	40,23	Not traded

#### 1.2. In accordance with the Articles of Association of our company; the decisions regarding

- Half of the members of the Company's board of directors will be elected among the candidates nominated by the shareholders holding the majority of the capital represented by Group A shares provided that the capital represented by Group A shares continues to represent at least 30% of the Company's issued capital,
- Approval of the annual report, budget and financial statements and acquittal of the members of the board of directors,
- Amending the articles of association, excluding capital increases to be made according to the registered capital system,
- Changing the business subject of the company, entering new lines of business or leaving existing business lines
- Capital increase, liquidation, termination, capital reduction, change of company type, except for capital increases to be made according to the registered capital system,
- Applying for bankruptcy, concordat and financial restructuring within the scope of the article 309/m of the Enforcement and Bankruptcy Law, No.2004
- Transferring of all or part of the commercial enterprise of the company,
- Approval of the shareholders holding the majority of the capital represented by the Group A shares, for the sale of Group A shares on the stock exchange

can only be taken with the approval of the shareholders holding the majority of the capital represented by the A group shares. Otherwise, the decisions taken become invalid.

#### 2. Information on the Changes in the Management and Activities of Our Company and Affiliates that have taken place in the previous accounting period or planned in the future accounting periods that will significantly affect the partnership activities and the Reasons for these Changes:

There are no changes, whether completed or estimated, regarding management and activities of our company at previous periods or future plans which significantly affect the activities of the company and its affiliates. Such matters are disclosed to the public through material event disclosures and such disclosures can be accessed at <https://yatirimciiliskileri.aydemyenilenebilir.com.tr/ozel-durum-aciklamalari> and/or on the Public Disclosure Platform (KAP) page of our Company.

**3. If the dismissal, replacement or election of the members of the board of directors is on the agenda of the general assembly meeting; resumes of the persons whose candidacy for membership of the board of directors has been communicated to the partnership, the duties they have carried out in the last ten years and the reasons for leaving, the nature and significance level of their relationship with the partnership and its related parties and similar issues that may affect the partnership activities in case these persons are elected as members of the board of directors:**

None.

**4. Information on the Requests of the Shareholders, the CMB and Other Public Authorities for the inclusion of an item to the Agenda:**

There is no written request submitted by the shareholders to the Company's Investor Relations Department for the inclusion of any item on the agenda.

**5. In case there is an amendment to the Articles of Association on the agenda, the old and new versions of the amendments to the Articles of Association together with the relevant Board of Directors resolution:**

The agenda item regarding the amendment of "Article 6-Capital" and "Article 8-Board of Directors" of the Articles of Association of our Company approved by the CMB and the Ministry of Commerce is to be submitted to the approval of the General Assembly if approved by the CMB, and the text of the amendment is attached (**Annex-1**. Amendment Text).

## EXPLANATIONS ON THE AGENDA OF EXTREORDINARY GENERAL ASSEMBLY MEETING DATED 29 JULY 2024

### **1-Opening and establishment of the Board of the Assembly and delegating power to the Board of the Assembly to sign the meeting.**

The election will be made for the Chairman who will chair the General Assembly Meeting pursuant to "Turkish Commercial Code No. 6102" ("TCC"), "Regulation on Procedures and Principles for General Assembly Meetings of Joint Stock Companies and Ministry of Customs and Commerce Representatives to Attend Such Meetings" ("Regulation") and Article 7 of the General Assembly Internal Regulation. Chairman will assign minimum one Meeting Minutes Recorder as per the General Assembly Internal Regulations and assign required number of vote collector. Chairman is authorized to sign the meeting minutes and relevant other documents.

### **2. Resolution on the proposal of the Company's Board of Directors regarding dividend distribution,**

In Item 6 of the Agenda of the Ordinary General Assembly Meeting of the Company dated June 12, 2024, Although it was stated that "*Within the scope of the Company's Articles of Association, Capital Markets Law No. 6362 ("CMB Law"), Turkish Commercial Code No. 6102 ("TCC"), Communiqué on Dividends No. II-19.1 ("Dividend Communiqué"), Corporate Governance Communiqué No. II-17. 1, and related legislation and the Company's Dividend Distribution Policy, according to Article 7 of the General Principles Regarding Dividend Distribution section of the Capital Markets Board ("CMB") Dividend Guidelines, the entire amount of dividend to be distributed can only be distributed to the extent that it can be covered from the net distributable dividend for the year 2023 available in the legal records (records kept in accordance with the Tax Procedure Law). In line with the Board of Directors decision dated 16.05.2024 and numbered 2024/18 taken in this context, since there is no distributable net dividend for the relevant year, the issue of not distributing dividends cannot be subject to voting, and only the shareholders have been informed within the scope of this article.*";

Following the Ordinary General Assembly, dated June 12, 2024, according to the Dividend Distribution Table in Annex-1 (**Annex-2**. Dividend Distribution Table) prepared according to the financial statements taken as basis in accordance with Article 4/2.a of the Communiqué on Financial Statements to be taken as basis in Companies Applying Inflation Adjustment published in the Official Gazette dated June 15, 2024 and numbered 32577, since the gross distributable dividend remaining after deducting the legal reserves was determined as TL 384,758,014, to distribute this amount in cash will be proposed.

The proposal included in the Board of Directors Resolution No. 2024/25 dated 05.07.2024 regarding the commencement of dividend payments as of the date of the extraordinary general assembly will be submitted to the approval of the General Assembly.

### **3. If approved by the CMB, to submit for approval the amendment of Articles 6 and 8 of the Company's Articles of Association in accordance with the attached amendment text within the framework of the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362 and other relevant legislation,**

Pursuant to the Board of Directors decision dated June 24, 2024 and numbered 2024/23; in case the CMB application made by the Company regarding the amendment of "Article 6-Capital" and "Article

8-Board of Directors" of the Articles of Association of the Company as shown in the Amendment Text in Annex-1 is approved, the Amendment text of the Articles of Association will be submitted to the approval of the General Assembly.

**4. Wishes, requests and closing.**