



KAMUYU AYDINLATMA PLATFORMU

ZORLU ENERJİ ELEKTRİK ÜRETİM A.Ş. Notification Regarding General Assembly



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklanması ve Veri Depolama Kuruluşu

Notification Regarding General Assembly

Summary Info	Registration of the 2025 Ordinary General Assembly Meeting
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2025
Ending Date Of The Fiscal Period	31.12.2025
Decision Date	20.04.2026
General Assembly Date	15.05.2026
General Assembly Time	10:30
Record Date (Deadline For Participation In The General Assembly)	14.05.2026
Country	Turkey
City	İSTANBUL
District	BEŞİKTAŞ
Address	Raffles İstanbul, Levazım Mah. Vadi Cad. Zorlu Center No: 2 İç Kapı No: 170 34340 Beşiktaş/İstanbul

Agenda Items

- 1 - Opening, the moment of silence and election of the Assembly Presidential Board,
- 2 - Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2025,
- 3 - Reading the Summary Statement of the Independent Audit Report for the fiscal year 2025,
- 4 - Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2025,
- 5 - Reading, discussion, and resolution of the Sustainability Report for the 2024 activity year, prepared in compliance with the Türkiye Sustainability Reporting Standards,
- 6 - Informing the shareholders of the Board of Directors' Resolution stating that no dividend distribution will be made due to the existence of a period loss according to the Company's consolidated financial statements for the 2025 financial year prepared in accordance with CMB legislation,
- 7 - Discussion and resolution of the release of the members of the Board of Directors from liability in respect of their activities and transactions for the 2025 financial year,
- 8 - Determination of the number and the term of office for the members of the Board of Directors and election of the Board members including the Independent Directors,
- 9 - Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the activity year 2026,
- 10 - Discussion and resolution of the Board of Directors' proposal regarding the selection of the Independent Audit Firm for the audit of the accounts and transactions for the 2026 financial year, in accordance with the Turkish Commercial Code and the Capital Markets Law,
- 11 - Discussion and resolution of the Board of Directors' proposal regarding the selection of the independent audit firm for the Sustainability Report to be prepared for the 2026 activity year in accordance with the Sustainability Audit Regulation issued by the Public Oversight, Accounting and Auditing Standards Authority of the Republic of Türkiye,
- 12 - Informing the General Assembly about the donations and grants made in 2025; and discussion and resolution of the Board of Directors' proposal regarding the upper limit for donations to be made during the activity year 01.01.2026 – 31.12.2026,
- 13 - Granting permission to the shareholders who hold management control, members of the Board of Directors, senior executives, and their spouses and relatives by blood or marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and informing the shareholders, in line with Principle No. 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board, about the transactions carried out within this scope during the 2025 activity year,
- 14 - Informing the shareholders, within the framework of the regulations of the Capital Markets Board, about the guarantees, pledges, mortgages, and sureties granted by the Company and its subsidiaries in favor of third parties in 2025, and the income or benefits derived therefrom,
- 15 - Closing.

Corporate Actions Involved In Agenda

Dividend Payment

General Assembly Invitation Documents

Appendix: 1	Zorlu Enerji 2025 - OGK Bilgilendirme Dokümanı.pdf - General Assembly Informing Document
Appendix: 2	Zorlu Enerji - 2025 OGK Daveti.pdf - Announcement Document
Appendix: 3	Zorlu Enerji - 2025 OGK Daveti EN.pdf - Announcement Document
Appendix: 4	Zorlu Enerji 2026-15 2025 OGK Gündem YKK.pdf - Other Invitation Document
Appendix: 5	Zorlu Enerji - 2025 OGK Gündem YKK EN.pdf - Other Invitation Document
Appendix: 6	Zorlu Enerji 2025 - OGK Bilgilendirme Dokümanı EN.pdf - General Assembly Informing Document

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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At the Ordinary General Assembly Meeting of the Company pertaining to the 2025 fiscal year, held on 15 May 2026, the resolutions set out below were duly adopted:

The consolidated financial statements of the Company for the 2025 fiscal year were approved.

The TSRS-Compliant Sustainability Report of the Company for the 2024 fiscal year was approved.

Although our Company recorded a net profit for the period in its statutory books maintained in accordance with the Tax Procedure Law in 2025, the shareholders were informed that no dividend distribution would be made due to the period loss reflected in the consolidated financial statements prepared in accordance with the Capital Markets Board regulations.

The members of the Board of Directors were released separately for their activities and transactions during the 2025 fiscal year.

The Board of Directors was determined to consist of 5 (five) members. For a term of office of 1 (one) year, Mr. Cem Mengi and Ms. Betül Ebru Edin were elected as independent members of the Board of Directors; and ZES Teknik Enerji Tesisleri Bakım ve Yenileme Anonim Şirketi (represented by its real person representative Mr. Ahmet Nazif Zorlu), Zorlu Yenilenebilir Enerji Anonim Şirketi (represented by its real person representative Ms. Selen Zorlu Melik), and Zorlu Renewable USA, Inc. (represented by its real person representative Mr. Bekir Cem Köksal) were elected as members of the Board of Directors.

General Assembly Results

The remuneration of the independent Board members was determined, and it was resolved that no remuneration would be paid to the other Board members.

KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi was elected as the independent auditor to conduct the audit of the accounts and transactions for the year 2026 in accordance with the Turkish Commercial Code and

capital markets legislation, and to carry out the mandatory sustainability assurance audit for 2026 pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards Authority.

The Company during the 01/01/2026 – 31/12/2026 financial year as 1.5% of the Company's earnings before interest, taxes and depreciation (EBITDA) set forth in the annual consolidated financial statements of the previous financial year disclosed to the public in accordance with the regulations of the Capital Markets Board.

It was resolved to authorize the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code.

The Minutes of the 2025 Ordinary General Assembly Meeting and the List of Attendees are attached hereto.

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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General Assembly Registry

Were The Minutes Registered?	Yes
Date of Registry	22.05.2026

General Assembly Result Documents

Appendix: 1	ZOREN OGK Tutanağı TR.pdf - Minute
Appendix: 2	ZOREN OGK Tutanağı ENG.pdf - Minute
Appendix: 3	hazirun_1041206_15.05.2026.KVKxlsx.pdf - List of Attendants

Additional Explanations

The Ordinary General Assembly Meeting of Zorlu Enerji held on May 15, 2026 has been registered by the Bursa Trade Registry Directorate as of May 22, 2026.

This statement has been translated into English for informative purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure, the Turkish version shall prevail.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.