

INFORMATION DOCUMENT
REGARDING AYDEM RENEWABLE ENERGY JOINT STOCK COMPANY'S
ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2024 TO BE HELD ON
AUGUST 11, 2025

OUR ADDITIONAL DISCLOSURES UNDER CAPITAL MARKETS BOARD
REGULATIONS

Below are the general explanations for the agenda items regarding the additional disclosures required under the Capital Markets Board's ("CMB") Communiqué on Corporate Governance (Serial II-17.1) ("the Communiqué").

1. Shareholding Structure and Voting Rights

As of the date this Information Document is published, the total number of shares and voting rights reflecting the partnership's shareholding structure, along with information on the number of shares and voting rights representing each privileged share group (if any privileged shares exist in the partnership's capital) and the nature of these privileges, are provided below:

1.1. Our Company's issued share capital, amounting to TRY 705,000,000.00 (seven hundred five million) within a registered share capital ceiling of TRY 2,000,000,000 (two billion), is divided into 705,000,000.00 (seven hundred five million) registered shares, each with a nominal value of TRY 1.00 (one).

The entirety of this capital has been fully paid in cash, free from any collusion. The Company's issued share capital of TRY 705,000,000 is divided into 420,000,000 (four hundred twenty million) Group A registered shares, each with a nominal value of TRY 1.00 (one), and 285,000,000 (two hundred eighty-five million) Group B registered shares, each with a nominal value of TRY 1.00 (one).

Real and Legal Persons Directly Holding the Capital as of the Latest Practicable Date

Name-Surname/Title of Trade of the Partner	Share in Capital (TL)	Share in Capital (%)
Aydem Enerji Yatırımları A.Ş.	574.975.680	81,5568
¹ Other	24.320	0,0034
Publicly Traded	130.000.000	18,4397
Total Paid-in Capital	705.000.000	100,00
Capital Adjustment Differences	4.327.573.437	
Total Capital	5.032.573.437	

¹ It consists of shares from 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%) .

Information on the Shares Representing the Capital

Share Group	Registered / Bearer	Nominal Value Per Share (TL)	Currency	Nominal Value of Shares	Proportion to Capital	Traded on the Stock Exchange
A	Registered	1	TRY	420.000.000	59,57	Not Traded
B	Registered	1	TRY	285,000,000	40.43	Not Traded

1.2. According to our Company's Articles of Association:

- Decisions regarding the following matters can only be made with the approval of the majority shareholders holding Class A shares' represented capital:

The election of half of the Company's board members from among candidates nominated by the majority shareholders holding Class A shares' represented capital, provided that the capital represented by Class A shares continues to constitute at least 30% of the Company's issued capital.

- The approval of the annual activity report, budget, and financial statements, and the discharge of board members.
- Amendments to the articles of association, except for capital increases made under the registered capital system.
- Changes to the Company's scope of business, entry into new business lines, or abandonment of existing business lines.
- Capital increases (excluding those made under the registered capital system), liquidation, termination, capital reduction, or changes in the Company's type.
- Applications for bankruptcy, composition with creditors, or financial restructuring under Article 309/m of the Enforcement and Bankruptcy Law No. 2004.
- The transfer of all or part of the Company's commercial enterprise.
- The approval by the majority shareholders holding Class A shares' represented capital for the sale of Class A shares on the stock exchange

. Otherwise, the decisions made will be rendered invalid.

2. Information on Changes in Management and Operations That Significantly Affected or Are Planned to Affect Our Company's and Its Subsidiaries' Operations in Past or Future Accounting Periods, and the Reasons for These Changes:

There have been no changes in management or operations that significantly affected the Company's and its subsidiaries' activities in the past accounting period, nor are any planned for future accounting periods. Such matters are announced to the public via material event disclosures. These disclosures can be accessed at <https://www.aydemrenewablesinvestorrelations.com.tr/ozel-durum-aciklamalari> and/or through our Company's Public Disclosure Platform (KAP) page.

3. Information Regarding Dismissal, Replacement, or Election of Board Members on the General Assembly Meeting Agenda: Reasons for Dismissal and Replacement; Resumes of Nominated Board Candidates; Duties Held in the Last Ten Years and Reasons for Departure; Nature and Materiality of Relationships with the Partnership and its Related Parties; Independence Status; and Similar Issues That May Affect Partnership Activities if These Individuals Are Elected as Board Members:

Since the term of office for our Company's Board of Directors members is until March 29, 2026, there will be no new Board of Directors member elections; however, the following changes have occurred;

- Due to the departure of Board Member Galip Ayköse, Mehmet Özülkü has been appointed as a Board Member, effective from September 5, 2024, to serve for the remaining term, in accordance with Article 8 of the Company's Articles of Association, as per the Board of Directors' decision dated September 5, 2024, and numbered 2024/31,

- Due to the departure of İdris Küpeli, the real person representative on behalf of Aydem Holding A.Ş., the Chairman of the Board, Serdar Marangoz has been appointed as the real person representative on behalf of Aydem Holding A.Ş., as per the Board of Directors' decision dated October 17, 2024, and numbered 2024/34,

Given that Serdar Marangoz will act as the real person representative on behalf of Aydem Holding A.Ş. starting from October 31, 2024, his ongoing Board membership in his individual capacity has been terminated, and Baran Saldanlı has been appointed to this membership, in accordance with Article 8 of the Company's Articles of Association, as per the Board of Directors' decision dated October 17, 2024, and numbered 2024/34,

-Due to the resignation of Mehmet Özülkü, a Board Member of our Company, Uğur Yüksel has been appointed as the Vice Chairman of the Board, in accordance with Article 8 of the Company's Articles of Association, as per the Board of Directors' decision dated January 2, 2025, and numbered 2025/01.

These changes will be submitted for the approval of the shareholders at the Ordinary General Assembly Meeting regarding the 2024 fiscal year operations

You can access the resumes of Uğur Yüksel and Baran Saldanlı, who were appointed during the year and continue to serve as Board members, on the company's corporate website at <https://www.aydemyenilenebilir.com.tr/yonetim-kurulu>

<https://www.aydemyenilenebilir.com.tr/yonetim-kurulu>; these resumes have been prepared in accordance with Principle 1.3.1 of the CMB's Corporate Governance Principles.

4. Information Regarding Shareholders', CMB's, and Other Public Authorities' Requests for Agenda Items:

No such request has been submitted for the Ordinary General Assembly meeting where the 2024 operations will be discussed.

OUR EXPLANATIONS REGARDING THE AGENDA ITEMS FOR THE 2024 ORDINARY GENERAL ASSEMBLY MEETING ON AUGUST 11, 2025:

1. Election of the Meeting Chair and Authorization for the Meeting Chair to Sign Meeting Minutes

In accordance with the Turkish Commercial Code (Law No. 6102 - "TCC"), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Trade Present at These Meetings ("**the Regulation**"), and the provisions of Article 7 of the General Assembly Internal Directive, the Meeting Chair for the General Assembly meeting will be elected. The Meeting Chair will appoint at least one Minute Taker and, if deemed necessary, a sufficient number of vote collectors, in line with the General Assembly Internal Directive. The Meeting Chair is authorized to sign the meeting minutes and other documents forming the basis of these minutes.

2. Reading, Discussion, and Approval of the 2024 Integrated Activity Report Prepared by the Company's Board of Directors.

In accordance with the provisions of the Turkish Commercial Code ("TCC"), the Regulation, relevant Capital Markets Law regulations, and our General Assembly Internal Directive, our Board of Directors' Integrated Activity Report, which has been made available for inspection by shareholders for three weeks prior to the General Assembly meeting at our Company's headquarters, on the Central Registry Agency's ("CRA") Electronic General Assembly portal, and on our Company's website at <https://www.aydemrenewablesinvestorrelations.com.tr/raporlar/faaliyet-raporlari/yillik-faaliyet-raporlari> will be read at the General Assembly and submitted for the shareholders' review and discussion.

3. Reading, discussion and approval of the 2024 Commitment Report prepared by the Company's Board of Directors.

In accordance with the provisions of the Turkish Commercial Code (TCC), the Regulation, relevant Capital Markets Law regulations, and our General Assembly Internal Directive, Board of Directors' Report on Affiliation, which has been made available for inspection by shareholders for three weeks prior to the General Assembly meeting at our Company's headquarters, on the Central Registry Agency's ("CRA") Electronic General Assembly portal, and on our Company's corporate website at <https://yatirimciiliskileri.aydemyenilenebilir.com.tr/raporlar/faaliyet-raporlari> will be read at the General Assembly and submitted for the shareholders' review and discussion.

4. Reading of the Independent Audit Report for the 2024 Accounting Period

The Independent Audit Reports prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., selected to audit the consolidated financial statements and reports for the 2024 accounting period and perform other activities under the Turkish Commercial Code (Law No. 6102) and the Capital Markets Law (Law No. 6362), which have been available for shareholder review for three weeks prior to the General Assembly meeting at the Company's headquarters, on the CRA's Electronic General Assembly portal, and on the Company's corporate website at <https://www.aydemrenewablesinvestorrelations.com.tr/finansal-sonuclar> will be read and presented for shareholder review at the General Assembly.

5. Reading, discussion and approval of the Financial Statements for the fiscal year 2024.

In accordance with the Turkish Commercial Code (TCC), the Regulation, and relevant Capital Markets Law regulations, our financial statements will be presented for shareholder review and approval at the General Assembly. These statements have been made available for inspection by shareholders for three weeks prior to the meeting at our Company's headquarters, on the CRA's Electronic General Assembly portal, and on our Company's corporate website at <https://www.aydemrenewablesinvestorrelations.com.tr/finansal-sonuclar>.

6. Resolution of the Company's Board of Directors' Proposal Regarding Profit/Loss for the 2024 Financial Period

In line with the Company's Board of Directors' decision dated July 17, 2025, and numbered 2025/16, the situation of non-distribution of profit will be presented for the approval of shareholders at the Ordinary General Assembly meeting.

7. Providing Information on Related Party Transactions Conducted in 2024

In accordance with Corporate Governance Communiqué II-17.1 and the Company's Principles on Related Party Transactions, shareholders will be informed about Ongoing Related Party Transactions that exceed 3% of net sales in the financial statements of the previous fiscal year.

8. Selection of Independent Auditor for the 2025 Operating Period

In accordance with the TCC and CMB regulations, and in line with our Company's Board of Directors' decision dated June 12, 2025, and numbered 2025/11, the selection of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi as the independent auditor to audit our Company's financial reports for the 2025 accounting period and to conduct other activities within the scope of the relevant regulations in these laws, will be submitted for the approval of the shareholders.

9. Discussion and Resolution Regarding the Individual Release (İbra) of Board Members for the 2024 Accounting Period

In accordance with the provisions of the Turkish Commercial Code (TCC), the Regulation, and our General Assembly Internal Directive, the individual release (ibra) of our Board of Directors members from their responsibilities concerning the 2024 activities, transactions, and accounts will be submitted for the approval.

10. Submission of Appointed Members to Vacant Board Memberships for Approval, to Serve for the Remaining Term

Since the term of office for our Company's Board of Directors members is until March 29, 2026, there will be no new Board of Directors member elections; however, the following appointments, made to fill vacant Board memberships for the remaining term, will be submitted for approval:

- Due to the departure of Board Member Galip Ayköse, Mehmet Özülkü was appointed as a Board Member, effective from September 5, 2024, to serve for the remaining term, in accordance with Article 8 of the Company's Articles of Association, as per the Board of Directors' decision dated September 5, 2024, and numbered 2024/31.

- Due to the departure of İdris Küpeli, the real person representative on behalf of Aydem Holding A.Ş., the Chairman of the Board, Serdar Marangoz was appointed as the real person representative on behalf of Aydem Holding A.Ş., as per the Board of Directors' decision dated October 17, 2024, and numbered 2024/34,

Given that Serdar Marangoz will act as the real person representative on behalf of Aydem Holding A.Ş. starting from October 31, 2024, his ongoing Board membership in his individual capacity was terminated, and Baran Saldanlı was appointed to this membership, in accordance with Article 8 of the Company's Articles of Association, as per the Board of Directors' decision dated October 17, 2024, and numbered 2024/34,

-Due to the resignation of Mehmet Özülkü, a Board Member of our Company, Uğur Yüksel was appointed as the Vice Chairman of the Board, in accordance with Article 8 of the Company's Articles of Association, as per the Board of Directors' decision dated January 2, 2025, and numbered 2025/01.

These amendments shall be submitted to the approval of the shareholders at the Ordinary General Assembly to be held regarding the activities of 2024.

11. Selection of the Sustainability Auditor for the 2024 Operating Period

In accordance with Turkish Commercial Code (TCC) regulations, and in line with our Company's Board of Directors' decision dated July 17, 2025, and numbered 2025/17, the selection of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi to perform the limited assurance audit of our Company's TSRS-compliant sustainability reports for 2024 will be submitted for the approval of the shareholders.

12. Informing and Approving Shareholders Regarding Payments Made Under the Remuneration Policy for Board Members and Senior Executives

The Remuneration Policy for board members and senior executives, formalized in accordance with CMB's Mandatory Corporate Governance Principle 4.6.2, was adopted by the Board of Directors' decision dated July 6, 2020, and numbered 2020/27 that it was presented to shareholders at the Extraordinary General Assembly Meeting on August 14, 2020, and has also been publicly disclosed on Company's corporate website at <https://yatirimciiliskileri.aydemyenilenebilir.com.tr/kurumsal-yonetim/politikalar>.

Shareholders will also be informed about the benefits provided by our Company to board members and senior executives, as stated in the "Related Party Transactions" section of our consolidated financial reports for the 2024 operating year.

13. Determination of Remuneration, Attendance Fees, Bonuses, and Premiums for Board Members

The Remuneration Policy for board members and senior executives, formalized in accordance with CMB's Mandatory Corporate Governance Principle 4.6.2, was adopted by the Board of Directors' decision dated July 6, 2020, and numbered 2020/27. It was presented to our shareholders at the Extraordinary General Assembly Meeting on August 14, 2020, and has also been publicly disclosed on our Company's corporate website at <https://yatirimciiliskileri.aydemyenilenebilir.com.tr/kurumsal-yonetim/politikalar>.

In this context, the attendance fees to be paid to board members in 2025 will be submitted for shareholder approval.

14. Providing Information on Transactions in 2024 by Individuals Mentioned in Principle 1.3.6 of the Capital Markets Board's Communiqué on Corporate Governance (Serial II-17.1)

In accordance with CMB's Mandatory Corporate Governance Principle 1.3.6, if controlling shareholders, board members, executives with administrative responsibilities, or their spouses and relatives up to the second degree by blood or affinity, conduct a significant transaction that may cause

a conflict of interest with the partnership or its subsidiaries, and/or engage in a commercial transaction falling within the partnership's or its subsidiaries' scope of business on their own behalf or for another's account, or join another partnership engaged in the same type of commercial business as an unlimited partner, such transactions will be included as a separate agenda item in the general assembly for detailed disclosure and recorded in the general assembly minutes.

Shareholders will be informed about transactions of this nature conducted during the 2024 operating period, noting that some of the controlling shareholders, board members, executives with administrative responsibilities, and their spouses and relatives up to the second degree by blood or affinity, also serve as board members in other Aydem Group companies, including those with similar business activities to our Company.

During 2024, there were no significant transactions requiring disclosure under Principle 1.3.6 of the Corporate Governance Communiqué.

15. Authorization for Board Members to Conduct Business as Per Articles 395 and 396 of the Turkish Commercial Code (Law No. 6102)

The Board members can only engage in transactions under Article 395, first paragraph, titled "Prohibition of Dealing with the Company and Borrowing from the Company," and Article 396, titled "Non-Compete Clause," of the Turkish Commercial Code with the approval of the General Assembly.

To fulfill the requirements of these regulations, the granting of this authorization will be submitted for the shareholders' approval at the General Assembly.

16. Information on Donations and Aid Made During the 2024 Operating Period

In accordance with Article 6 of the Capital Markets Board's Communiqué on Dividends (Serial II-19.1), Article 1.3.10 of the Corporate Governance Communiqué (Serial II-17.1), and the Donations and Aid Policy (which was adopted by the Board of Directors' decision dated July 6, 2020, and numbered 2020/27, and subsequently presented to shareholders at the Extraordinary General Assembly Meeting on August 14, 2020), all donations made during the year must be brought to the attention of shareholders.

The total donations and aid made in 2024 will be submitted for shareholder approval at the General Assembly.

17. Discussion and Resolution on Setting an Upper Limit for Donations and Aid in 2025

An upper limit for donations and aid to be made in 2025 will be determined and resolved at the General Assembly.

18. Informing About Guarantees, Pledges, Mortgages, and Sureties Given in Favor of Third Parties, and the Income or Benefits Obtained Therefrom, During the Company's 2024 Operating Period, as Required by CMB Regulations

In accordance with Article 12 of the Capital Markets Board's Communiqué on Corporate Governance (Serial II-17.1), guarantees, pledges, mortgages, and sureties given by our Company and its subsidiaries in favor of third parties, along with the income or benefits obtained therefrom, must be included as a separate item on the ordinary general assembly meeting agenda that this matter has been detailed in the Consolidated Financial Statements.

19. Information on Share Buyback-Sale and Eurobond Buyback Transactions

- The Company initiated a share buyback program with the Board of Directors' decision dated February 14, 2022, and numbered 2022/4. This was done within the framework of Article 379 of the Turkish Commercial Code (TCC), Article 22 of the Capital Markets Law (Law No. 6362), the Communiqué on Repurchased Shares (II-22.1), and the Capital Markets Board's (CMB) announcements dated July 21, 2016, July 25, 2016, and March 23, 2020. Our Company's Share Buyback Program concluded on February 14, 2025, in accordance with Article 7/1 of the Communiqué on Repurchased Shares (II-22.1).

No share buybacks were carried out in 2024. As of the end of 2024, our company holds 6,105,026 repurchased shares under its share buyback program.

- In line with the Board of Directors' decision dated 11.05.2022, and numbered 2022/19, our company conducts Eurobond buybacks when market conditions and bond prices are deemed favorable. Following this strategy, our company repurchased Eurobonds with a total nominal value of USD 75,893,000 in 2022 and 2023, at an average price of 79.066%. (In other words, for these buybacks, the company settled a USD 100 debt for an average of USD 79.066). The company did not perform any Eurobond buybacks in 2024. As of year-end 2024, the Eurobond amount decreased to USD 674,107,000 after repayments.

The coupon and redemption payments for the Eurobond issued by our company are shown in the table below.

Eurobond Redemption Plan

Coupon Payment Date	Redemption Payment Status
1 2.02.2022	- Completed
2 2.08.2022	- Completed
3 2.02.2023	- Completed
4 2.08.2023	- Completed
5 2.02.2024	- Completed
6 2.08.2024	- Completed
7 3.02.2025	10% Completed
8 4.08.2025	10%
9 2.02.2026	10%
10 3.08.2026	10%
Maturity Date 2.02.2027	60%

These matters will be presented for the shareholders' information at the General Assembly.

20. Reading, Discussion, and Approval of the Amendment to Article 6 of the Company's Articles of Association Regarding the Extension of the Registered Capital Ceiling Authorization Period to Cover the Years 2025-2029 (5 years)

Regarding the extension of the registered capital ceiling authorization period, as stated in Article 6 titled "Capital" of the Company's Articles of Association, to cover the years 2025-2029 (5 years), the amendment text, approved by the Capital Markets Board Presidency's Department of Corporate Finance in its letter dated June 30, 2025, and numbered E-29833736-110.04.04-74543, and further approved by the Ministry of Trade's General Directorate of Domestic Trade in its letter dated July 16, 2025, and numbered E-67300147-431.99-00111403593, will be submitted for the shareholders' approval at the General Assembly.

21. Wishes, recommendations and closing.