

Trade Registry and Number: İstanbul/80651

AYGAZ A.Ş.

Mersis Number: 0119005102700141

Company Address: Büyükdere Caddesi, No: 145/1 Zincirlikuyu, İstanbul / Şişli

**BOARD OF DIRECTORS' INVITATION TO THE ORDINARY GENERAL ASSEMBLY
MEETING OF SHAREHOLDERS DATED MARCH 27, 2025**

Aygaz A.Ş.'s Ordinary General Assembly Meeting shall be convened on 27 March 2025 Thursday at 15:00 (12:00 GMT) at the address of Büyükdere Caddesi, No: 145/1 Zincirlikuyu, İstanbul / Şişli (Tel: +90 212 354 1515, Faks: +90 212 288 31 51). At the meeting, the activities of the Company for the fiscal year 2024 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with the legal requirements, 2024 Financial Statements, the Independent Auditor Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.'s Report, draft amendment to articles of association and the Board of Directors' Annual Report, including the Corporate Governance and Sustainability Principles Compliance Report, and the dividend distribution proposal of the Board of Directors, along with the following agenda and the Memorandum containing the information required by Capital Markets Board regulations shall be made available to the shareholders at Company Headquarters, on the Company's corporate website at www.aygaz.com.tr, on the Public Disclosure Platform, and in the Electronic General Meeting System of the Central Registry Agency three weeks prior to the meeting.

Shareholders who are unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare their proxy documents as per the attached sample forms, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul), our Company, or from the corporate website at www.aygaz.com.tr and shall submit to the Company in accordance with the requirements of the Declaration No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. **The proxy documents which do not comply with the requirements of the aforementioned Declaration, and the sample form attached hereto shall not be accepted, given our legal liability.**

Shareholders who intend to vote via the Electronic General Meeting System are requested to obtain information from the Central Registry Agency, our Company's website at www.aygaz.com.tr or from the Company Headquarters (Tel: +90 212 354 15 15) to ensure that they comply with the provisions of the related communicate and by-laws.

Pursuant to Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102 and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly Meeting do not need to block their shares.

In accordance with the Personal Data Protection Law numbered 6698, please see Personal Data Protection and Processing Policy of Aygaz A.Ş., which is available to the public on Company's website at www.aygaz.com.tr, for further information about your personal data processed by our Company.

At the Ordinary General Assembly Meeting, the voters shall use an open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

All the holders of relevant rights, stakeholders and the media are invited to our General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the Stock Exchange will not receive a separate registered invitation letter for the meeting.

It is submitted to the shareholders with due respect.

AYGAZ A.Ş. BOARD OF DIRECTORS

AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING OF AYGAZ A.Ş. TO BE HELD ON MARCH 27, 2025

1. Opening and election of the Chairman of the Meeting,
2. Reading, discussing and approving the 2024 Annual Report prepared by the Board of Directors,
3. Reading the summary of Independent Audit Report Summary for 2024 accounting period,
4. Reading, discussing and approving of the Financial Statements related to 2024 accounting period,
5. Acquitting of each member of the Board of Directors in relation to the activities of Company in 2024,
6. Discussing and approving of the amendment to be made to the Company's "Dividend Distribution Policy" for the year 2025 and the following years in accordance with the Capital Markets Board regulations,
7. Acceptance, acceptance after amendment or refusal of the proposal of the Board of Directors in accordance with the Company's profit distribution policy regarding the distribution of the profits of 2024 and the date of the distribution of profits,
8. Provided that the necessary approvals are obtained from the Capital Markets Board and the Ministry of Trade; acceptance, acceptance with amendments or rejection of the proposal of the Board of Directors on the amendment of the Article 6 titled "Capital" of the company's Articles of Association, for the purpose of increasing the registered capital ceiling and extending its validity period,
9. Determining the number and duty term of the Members of the Board of Directors, making elections in accordance with the determined number of members, selecting the Independent Members of the Board of Directors,
10. Informing and approval of the Shareholders about the Remuneration Policy for the Members of the Board of Directors and Executive Management and the payments made within the scope of the policy in accordance with the Corporate Governance Principles,
11. Determining the annual gross salaries of the members of the Board of Directors,
12. Approval of the Independent Auditing Institution selection made by the Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,

13. Informing the shareholders of the donations made by the Company in 2024 and resolution of an upper limit for donations to be made for 2025 as per the “Donation and Sponsorship Policy”,
14. Informing the shareholders about the collaterals, pledges, mortgages and surety granted in favour of third parties and the income and benefits obtained in 2024 by the Company and subsidiaries in accordance with Capital Markets Board regulations,
15. Authorizing the shareholders holding management capacity, the Members of the Board of Directors, executive managers and their spouses and relatives by blood and marriage up to the second degree within the framework of the articles 395th and 396th of Turkish Commercial Code and informing shareholders about transactions performed within the scope during 2024 as per the Corporate Governance Communiqué of Capital Markets Board,
16. Informing the shareholders about the activities carried out in 2024 within the scope of the Company's goal of transitioning to a low-carbon economy and the progress made toward these goal,
17. Wishes and opinions.

POWER OF ATTORNEY

AYGAZ A.Ş.

I hereby authorise and appoint as proxy _____ who is introduced below in detail to represent me, to vote, to submit proposals and to sign necessary documents on behalf of me at Aygaz A.Ş.'s Ordinary General Meeting scheduled to be held on 27.03.2025, Thursday, at 15:00 at Büyükdere Caddesi, No: 145/1 Zincirlikuyu, Şişli/İstanbul in accordance with the following:

Proxy's (*)

Name Surname/Trade Name:

T. R. ID No/Taxpayer ID No, Commercial Registry and Number along with the MERSIS (Central Registry System) number:

(*) Submitting equivalents of information referred for Proxies with foreign nationality is mandatory.

A) SCOPE OF THE POWER TO REPRESENT

Scope of the power to represent must be determined by choosing either (a), (b) or (c) for the following sections numbered 1 and 2.

1. Regarding the Issues in the Agenda of General Meeting;
 - a) Proxy shall be authorised to vote as per her/his own opinion.
 - b) Proxy shall be authorised to vote as per the proposals of the partnership management.
 - c) Proxy shall be authorised to cast vote as per the instructions given in the table.

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Instructions:

In the event that the shareholder chooses option (c), instructions specific to the agenda items shall be given provided that one of the options given against the relevant agenda item of general meeting is checked (acceptance or refusal), or if refusal option is chosen, by specifying opposition note which is required to be written in moments of general meeting (if any).

Agenda Items	Affirmative Vote	Dissentive Vote	Dissenting Opinion
1. Opening and election of the Chairman of the Meeting,			
2. Reading, discussing and approving the 2024 Annual Report prepared by the Board of Directors of the company,			
3. Reading the Summary of Independent Audit Report for the accounting period of 2024,			
4. Reading, discussing and approving the Financial Statements related to the accounting period of 2024,			
5. Acquitting of each member of the Board of Directors in relation to the activities of Company in 2024,			
6. Discussing and approving of the amendment to be made to the Company's "Dividend Distribution Policy" for the year 2025 and the following years in accordance with the Capital Markets Board regulations,			
7. Acceptance, acceptance after amendment or refusal of the proposal of the Board of Directors in accordance with the Company's profit distribution policy regarding the distribution of the profits of 2024 and the date of the distribution of profits,			
8. Provided that the necessary approvals are obtained from the Capital Markets Board and the Ministry of Trade; acceptance, acceptance with amendments or rejection of the proposal of the Board of Directors on the amendment of the Article 6 titled "Capital" of the company's Articles of Association, for the purpose of increasing the registered capital ceiling and extending its validity period,			
9. Determining the number and duty term of the Members of the Board of Directors, making elections in accordance with the determined number of members, selecting the Independent Members of the Board of Directors,			
10. Informing and approval of the Shareholders about the "Remuneration Policy" for the Members of the Board of Directors and Executives and the payments made within the scope of the policy in accordance with the Corporate Governance Principles,			
11. Determining annual gross salaries of the members of the Board of Directors,			
12. Approval of the Independent Auditing Institution selected by the Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,			
13. Informing the shareholders of the donations made by the Company in 2024 and resolution of an upper limit for donations to be made for 2025 as per the "Donation and Sponsorship Policy",			
14. Informing the shareholders about the collaterals, pledges, mortgages and surety granted in favour of third parties and the income and benefits obtained in 2024 by			

the Company and subsidiaries in accordance with Capital Markets Board regulations,			
15. Authorising the shareholders holding management capacity, the Members of the Board of Directors, executives and their spouses and relatives by blood and marriage up to the second degree within the framework of the articles 395th and 396th of Turkish Commercial Code and informing shareholders about the transactions performed within the scope during 2024 as per the Corporate Governance Communiqué of Capital Markets Board,			
16. Informing the shareholders about the activities carried out in 2024 within the scope of the Company's goal of transitioning to a low-carbon economy and the progress made toward these goal,			
17. Wishes and opinions.			

*No vote shall be casted for the information items.

2. Special instruction for other issues which may arise in the General Meeting and using minority rights in particular:

- a) Proxy shall be authorised to vote as per her/his own opinion.
b) Proxy shall not be authorised to represent for these issues.
c) Proxy shall be authorised to cast vote as per the following special instructions.

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SPECIAL INSTRUCTIONS; If any, special instructions from the shareholder to the proxy shall be specified here.

B) The shareholder defines which shares to be represented by the proxy by choosing one of the following options.

1. I certify that the proxy shall represent my shares which are specified below in detail.
a) Array and serial: *
b) Number/Group: **
c) Quantity-Nominal value:
d) If multiple vote securities or not:
e) Whether shares are bearer shares or in the name of the holder: *
f) Proportion of the shareholder to the total shares/voting rights possessed:

*The information about shares which are followed from registrations is not requested.

**If any, information regarding the group shall be used instead of number for shares which is followed from registrations.

2. I hereby certify that proxy shall represent all shares of mine in the list regarding the shareholders who may attend to the General Meeting organized by Merkezi Kayıt Kuruluşu A.Ş. the day before the General Meeting.

FULL NAME OR TITLE OF THE SHAREHOLDER (*)

T. R. ID No/Taxpayer ID No, Commercial Registry and Number along with the MERSIS (Central Registry System) number:

Address:

(*) Submitting equivalents of information referred for shareholders with foreign nationality is mandatory.

AYGAZ A.Ş.

Amendment of Aygaz A.Ş. Articles of Association

Old Text

Article 6: Capital

In accordance with the provisions of the Capital Market Law, the Company has accepted the registered capital system and adopted this system with the permission no. 96 of the Capital Markets Board dated March 2, 1987.

Registered capital of the company shall be TL 500,000,000 (Five hundred million Turkish Liras), and divided into 50,000,000,000 (fifty billion Turkish Liras) shares with 1 (one) Kuruş value per share.

The authorized capital limit granted by the Capital Markets Board is valid for (five years) between 2021 and 2025. Even if the authorized capital limit permitted as above is not reached as of the end of 2025, in order for the Board of Directors to take a capital increase decision after 2025, authorization is required to be taken from the General Assembly of Shareholders for a new term of up to 5 years, with a prior permission of the Capital Markets Board for the previous upper limit or for a new upper limit amount. If such authorization is not taken, the Company cannot make a capital increase by a decision of the Board of Directors.

The issued capital of the company is TL 219,800,767.00 (two hundred and nineteen million and eight hundred thousand and seven hundred and sixty-seven Turkish Liras) and the entire issued capital has been pledged and paid in full by the partners free of collusion. Issued capital is divided into 21,980,076,700 (twenty-one billion and nine hundred and eighty million and seventy-six thousand and seven hundred) registered shares with 1 (one) Kuruş nominal value per share.

Finally, Company's issued capital of TL 300,000,000 is decreased by TL 80,199,233 to TL 219,800,767 through a partial demerger through the model of share transfer to its shareholders.

The shares making up the capital are monitored on the records within the framework of the recording rules. The capital of the company may be increased or decreased as necessary within the framework of the provisions of the Turkish Commercial Code and Capital Market legislation.

The Board of Directors is authorized to increase the issued capital by issuing new shares up to the ceiling value of the registered capital as deemed necessary in compliance with the provisions of the Capital Market Law as well as restricting the rights of the owners of the privileged shares and limiting the right of the shareholders to buy new shares. The power of restricting the right of buying new shares may not be used in a manner that might create inequality between the shareholders.

New Text

Article 6: Capital

In accordance with the provisions of the Capital Market Law, the Company has accepted the registered capital system and adopted this system with the permission no. 96 of the Capital Markets Board dated March 2, 1987.

Registered capital of the company shall be TL 1.000,000,000 (One billion Turkish Liras), and divided into 100,000,000,000 (hundred billion Turkish Liras) shares with 1 (one) Kuruş value per share.

The authorized capital limit granted by the Capital Markets Board is valid for (five years) between 2025 and 2029. Even if the authorized capital limit permitted as above is not reached as of the end of 2029, in order for the Board of Directors to take a capital increase decision after 2029, authorization is required to be taken from the General Assembly of Shareholders for a new term of up to 5 years, with a prior permission of the Capital Markets Board for the previous upper limit or for a new upper limit amount. If such authorization is not taken, the Company cannot make a capital increase by a decision of the Board of Directors.

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