

ZORLU RENEWABLES

Investor Presentation

June 2021



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Zorlu Renewables at a Glance

Overview of Zorlu Holding and Zorlu Energy

Zorlu Holding Overview

- Operates as an industrial conglomerate of c.60 companies
- Active in textile, consumer electronics, energy, real estate, mining and other sectors
- Key Subsidiaries: Zorlu Textiles Group, Vestel Group, Zorlu Real Estate Group, Meta Nikel Kobalt and Zorlu Energy Group

Key Subsidiaries

- One of Turkey's seven biggest exporters
- Founded: 1953 by Haci Mehmet Zorlu
- HQ: Istanbul, Turkey
- Employees: c.30,000

Zorlu Energy Overview

- Zorlu Energy is a leading integrated utility company engaged in:
 - Electricity generation: 991 MW current installed capacity across Turkey (65%), Israel & Palestine (29%) and Pakistan (6%)
 - Electricity distribution: 6.3TWh of electricity from 1.8m connections (2020)
 - Electricity trade and supply: 11.1TWh of total electricity sales to 1.89m customers (2020)
 - Natural gas distribution: 1.93bcm of gas to 758K subscribers (2020)
 - EV charging stations: 600 EV charging sockets in >325 locations in 81 cities (as of Sep-20)
- Generated net revenues and EBITDA of \$1.2bn and \$345m, respectively, in 2020
- Listed on the Borsa Stock Exchange in Turkey with a market capitalisation of \$470m⁽¹⁾

Zorlu Energy Simplified Corporate Structure





Source: Financial Reports (1) As of 12 May 2021 (2) Istanbul stock exchange (3) Also includes Digital Products (4) 61.3% direct ownership and 17.5% ownership through Korteks

Zorlu Renewables is a Highly Strategic Subsidiary of Zorlu Energy



Source: Company information

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Renewables

Zorlu Renewables Overview

Zorlu Renewables Overview

- Zorlu Renewables was founded by Zorlu Energy in 2020 as part of a reorganisation of the energy business to provide a clear growth trajectory for its renewables generation assets
- Zorlu Renewables is poised to unlock significant value for the group by creating a homogenous asset base with a clear future focus in a growing sector, with a stable and supportive regulatory framework
- Zorlu Renewables has an installed capacity of 559 MW as at 31 March 2021:
 - Geothermal: 305 MW (55% of total installed capacity)
 - Wind: 135 MW (24% of total installed capacity)
 - Hydro: 119 MW (21% of total installed capacity)
- With a pure focus on green energy and its status as the largest Turkish geothermal producer, Zorlu Renewables is poised to become a flagship investment in the sector



Source: Company information (1) As at 31 March 2021 (2) For the last twelve months ended 31 March 2021 (before eliminations) (3) For the last twelve months ended 31 March 2021

Corporate Structure

Historical Development of Zorlu Renewables



Renewables

A Streamlined Organisational Structure for Independent Operations

Relationship with Zorlu Energy		Zorlu Renewables	
Senior Management Support from Zorlu Energy	Sinan AkCEO, Zorlu EnergyBoard of Directors, Zorlu RenewablesCEO, Zorlu Energy	Ali Kindap, General Manager • General manager in charge of	
	Elif Yener• CFO of Zorlu Energy since 2016CFO, Zorlu Energy• Experience: >17 YearsBoard of Directors, Zorlu Renewables• Experience: >17 Years	investments and O&M since 2017 Experience: >30 Years In charge of Zorlu Renewables	
Provided Services	Asset Operation and Treasury and Purchasing and Construction Purchasing and Logistics Investor Relations Corporate Human Resources Services are provided on an arm's length basis	 Operational separation: Zorlu Renewables Maintains its books and records separately from Zorlu Energy Maintains its accounts separately from Zorlu Energy Does not commingle its assets with those of Zorlu Energy Conducts its own business in its own name Maintains separate financial statements Provisions of Turkish law support separation of Zorlu Renewables from Zorlu Energy's other business, namely: Corporate law: Requires loyalty of the board of directors to the company Insolvency law: No concept of "substantive consolidation" with any parent company on an insolvency The bond HY covenant package applies to Zorlu Renewables, and Zorlu Enerji will be treated as a third party, namely: Covenants restrict dividend payments, distributions, and loans out to Zorlu Energy Any transactions with Zorlu Energy will be subject to affiliate transactions covenant 	

Technologically Diversified Asset Base with Geothermal Focus



Source: Company information. Data as of 31 March 2021 unless stated otherwise. (1) Net generation is calculated by deducting internal energy consumption of power plants from gross electricity generation.

ZORLU Renewables

High Quality Asset with Stable Production and Resilient Historical Earnings Record











ZORLU

Renewables

Source: Company information

Wholistic Business Strategy

Strategy Focus	Description
People	 Seek to hire and retain the best talent in the sector and ensure the right people are placed in the right roles Empower employees to achieve clear targets while also providing proper management oversight Remunerate employees in accordance with company and individual performance
Asset and Cost Optimization	 Optimize capacity and availability factors for the portfolio through effective maintenance program Work with O&M partners to find the most cost-efficient way to run the plants and enhance net generation Minimize plant idle time and operational volatility through regular monitoring and plant performance assessment
Capital Structure and Financial Policy	 Capital structure focused on achieving optimal leverage levels Effective allocation of capital through appropriate risk and reward assessment Asset financing strategy which takes into consideration each asset's cash flow and return profile
Growth	 Continue to grow geothermal portfolio due to high load factors and abundant geothermal resource in Turkey Focus on developing projects under Feed-in-Tariff scheme or PPAs to minimize merchant exposure 40MW additional capacity under development
ESG	 Full commitment to green and sustainable energy sources with strict health, safety and environment policy and goals to protect all employees and shareholders Host and participate in projects with favourable environmental impact, and that helps the company achieve its sustainable development KPIs



Turkey Power Market Overview

Turkish Power Market Value Chain



ZORLU Renewables

Source: TEIAS, EMRA, EXIST, CBRT (1) Prices are computed by converting volume weighted average spot prices in TL terms using average USD/TRY rates derived from CBRT's time series.

Regulated Liberalized

Supportive Regulatory Framework and Environment for Development of the Renewables Sector in Turkey

Zorlu Renewables' Assets Benefit from the Pre-2021 Feed-in-Tariff Mechanism in Turkey

Pre-2021 Feed-in-Tariff (YEKDEM) Mechanism

- Turkey introduced Renewable Energy Support Mechanism ("YEKDEM", or "feed-in-tariff") in 2005 with the aim of decreasing foreign dependency on energy and lowering the current account deficit
- With amendments to the Renewable Energy Law in 2016, participants in the system price output at a premium to the market price for electricity generated from renewable energy sources
- Prices are denominated in USD. YEKDEM expenses are charged to the electricity bills of industrial consumers
- Feed-in-tariff is valid for 10 years from the operation date with further incentives for the usage of locally manufactured equipment in renewable energy sources added to the feed-in-tariff for 5 years

Legislation on Hybrid Power Plants

- Hybrid plants will be supported through YEKDEM mechanism on the lowest price guaranteed for the primary power plant, over the remaining YEKDEM term of the primary plant
- With the legislation, power companies will be able to set up solar plants as secondary plants and switch to this source at the times when primary sources generate less than expected energy

YEKA Tenders

- In October 2016, Turkish Government announced the Regulation on Renewable Energy Resource Areas for efficient and effective use of renewable energy resources by setting up large scale renewable energy zones
 in selected areas
- A reverse auction mechanism with the winner granted the right to sell electricity at the tender price
- The auction involves establishment of R&D facilities or utilization of locally manufactured equipment

Feed-in Tariffs for Plants Becoming Operational before 2021 (KWh)



Source: EMRA, Res Legal. (1) Photovoltaic Technology (2) Concentrated Solar Power

Supportive Regulatory Framework and Environment for Development of the Renewables Sector in Turkey (Cont'd)





Landfill gas or waste tyre processing facility.
 Biomethanisation generation facility.
 Thermal disposal facility.

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Key Credit Highlights

Summary of Credit Highlights



Attractive Economic and Demographic Fundamentals...



Significant Share of Young Population



...Supported by Large and Growing Demographics



CPI Projected to Decline after 2020



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Source: International Monetary Fund (World Economic Outlook Database, April 2021), World Bank (Population Estimates and Projections Database, December 2020)

... Combined with Strong Regulatory Support to Propel Further Growth in Renewables



Leader in Turkey's Fast-Growing Geothermal Sector

Leader in Turkey's Geothermal Sector

- Turkey has one of the fastest growing geothermal sector in the world increasing installed capacity from 1.1GW in 2017 to 1.6GW by 2020. It added 168MW of newly installed geothermal capacity in 2020
- Turkey is estimated to have ~4.5GW of geothermal energy potential
- Zorlu Renewables is the largest geothermal operator in Turkey with 305MW representing 19% market share and operates the largest geothermal plant, Kızıldere III, with 165MW installed capacity
- Zorlu Renewables has developed unique development and operational expertise as the leader and first mover in Turkey's geothermal sector, helping it to create some barriers to entry into the sector
- Also owns 119MW of hydro and 135MW of onshore wind, providing generation diversity

Top Geothermal Players in Turkey by Installed Capacity





Renewables

Source: FMRA

World-Class Technical Expertise and State-of-the-Art Asset Base, Creating Barriers to Entry

Zorlu Renewables Has Developed Strong Technical Expertise...

- As one of the largest geothermal operators in the world, and the largest operator in Turkey, Zorlu Renewables has developed strong technical expertise and supplier relationships with globally leading manufacturers
- Zorlu Renewable's Kizildere plants are among the largest geothermal plants globally
- Assets count among the largest and technologically most advanced renewables power plants in Turkey
- Business deploys state-of-the-art technologies in its power plants to ensure the highest feasible degree of efficiency

Examples



Kizildere III

- **Description**: Largest geothermal power plant in Turkey with 165 MW
- Capacity factor: 71% (2020)
- **Technology**: Triple flash (Toshiba), Binary (Ormat + Exergy), Combined Cycle

Gokcedag Wind

- **Description**: Large wind park in South Turkey with a capacity of 135 MW
- Capacity factor: 29% (2020)
- Technology: General Electric 2.5 XL PMG Turbines

...With its Power Plants Deploying Parts from Leading Suppliers



Zorlu Renewables Is Highly Experienced in Exploration And Drilling



- A Comprehensive Exploration capability for any volcanic and tectonic fields using geological and geophysical surveys associated with geochemical analysis
- Expertise in determining well location, well testing, reservoir modelling and well design
- All phases of drilling operations outsourcing relevant rigs and services are managed by Zorlu team as well

Well Invested, Diversified Asset Base with High and Stable Load Factors



Source: Company information

(1) Net capacity factor is calculated as the actual electricity generated over a given period of time minus internal consumption from gross generation divided by the maximum possible electricity generation capacity. Maximum possible electricity generation capacity factors in availability factor, which is calculated as the amount of time that the relevant power plant is able to produce electricity over the relevant period, excluding any planned maintenance time

ZORLU **Renewables**

... with High Cash Flow Visibility and Limited FX Risk Under the Current FiT Mechanism

Summary of Feed-in-Tariffs (FiT) by Operating Asset					
Power Plant	Operating Company	Capacity (MW)	Power Purchaser	FiT (USc/kWh)	FiT Expiration
Geothermal	Doğal / Jeotermal	305			
Kızıldere I	Zorlu Doğal	15	Merchant	n.a.	n.a
Kızıldere II	Zorlu Doğal	80	FiT (YEKDEM)	10.5	31-Dec-23
Kızıldere III	Zorlu Doğal	165	FiT (YEKDEM)	11.2	31-Dec-27
Alaşehir I	Zorlu Jeotermal	45	FiT (YEKDEM)	11.2	31-Dec-25
Wind	Rotor	135			
Gökçedağ	Rotor	135	Merchant	n.a.	31-Dec-20
Hydro	Zorlu Doğal	119			
Ataköy	Zorlu Doğal	5.5	Merchant	n.a	n.a
Beyköy	Zorlu Doğal	16.8	Merchant	n.a	n.a
Çıldır	Zorlu Doğal	15.4	Merchant	n.a	n.a
İkizdere	Zorlu Doğal	24.9	Merchant	n.a	n.a
Kuzgun	Zorlu Doğal	20.9	Merchant	n.a	n.a
Mercan	Zorlu Doğal	20.4	Merchant	n.a	n.a
Tercan	Zorlu Doğal	15.0	Merchant	n.a	n.a

Installed Capacity by Remaining FiT Life (as of 31-Mar-21)



Circa 95% of USD Linked EBITDA Secured Under the FiT Mechanism



Renewables

Source: Company information

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Robust Corporate Government Framework with Prudent Financial Policy and Risk Management

Corporate Governance Framework

- Zorlu Renewables is committed to doing business responsibly and creating trust through transparency and high standards of corporate governance
- Zorlu Renewables is incorporated in Turkey and subject to Turkish commercial law
- The company is 100% owned by Zorlu Energy, which is a publicly listed company and is used to complying with strict corporate governance standards and capital market requirements
- Strategic decisions related to financing, dividend, and capital deployment typically requires board level approvals at Zorlu Renewables level

Board of Directors and Committees	 Zorlu Renewables currently adopts the corporate governance structure of its parent company, Zorlu Energy Six board members including three female members and four non-executive members Board committees are formed at the Zorlu Energy Group level but with responsibilities for Zorlu Renewables Board members: Sinan Ak (CEO, Zorlu Energy), Elif Yener (CFO, Zorlu Energy), Olgun Zorlu, Selen Zorlu Melik, Sule Cumbus, Mehmet Emre Zorlu 				
Key Elem	ents of Zorlu Renewables' Financial Policy	Risk Management Framework			
Balance Sheet Management	 Net Leverage Target: Target leverage of <4.0x 	Foreign Exchange Risk	 Over 95% of EBITDA is linked to USD, providing a natural hedge for foreign currency obligations 		
Dividend	 Zorlu Renewables' cash flows are ring-fenced such that dividends are paid only after obligations from the proposed bond issuance have been met Company's dividend distribution is further regulated by Turkish Company Code, requiring: 	Interest Rate Risk	 The Company is exposed to interest rate risks in national and international markets, due to its variety of financing sources The company uses interest rate swap derivatives to hedge its exposure to interest rate volatility 		
Distribution Policy	 Positive retained earnings before which the company cannot distribute any dividends, and Approximately 15% of annual net income allocated as legal reserves 	Liquidity Risk	 Conducts periodic analysis of the liquidity risks that the company may be exposed to, such as inability to access funding to meet business needs or obligations that fall due 		
			700111		

Strong Commitment to Environmental, Social and Governance Principles

Zorlu Renewables is Committed to	Sustainable Development Goals
100% green energy Strong alignment with ESG principles	Zorlu Renewables adopts 15 of the UN Sustainable Development Goals-17, through the Corporate Management Approach, Environmental and Social
Pioneering commitment in Turkey to majority independent Board of Directors	Responsibility, R&D innovation, Employees, Customer and Supplier relatio and most importantly the investments the company has made



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Strong Commitment to Environmental, Social and Governance Principles (Cont'd)

Environmental	Social
 Preparing Environmental and Social Impact Assessment Reports Reporting to the Carbon Disclosure Project (CDP) Climate Change and Water Management Programs Calculating greenhouse gas emissions according to the ISO 14064-1 Greenhouse Gas Inventory Standard Calculating water footprint with ISO 14046 Water Footprint Standard Certificate of "Gold Standard" in Renewable Energy Power, accredited to Voluntary Carbon Markets Gökçedağ WPP awarded with "Gold Certificate" for reducing GHG emissions by c.300 k tons/year Planted 240k tree saplings throughout the year 2019 	 Adopts gender equality as an important Company policy Supporting local communities as an investment policy (recruiting local employees, working with local suppliers etc.) Initiates & participates in the "Our Energy is for Children" project, aimed at explaining to young students the benefits of renewable energy
Governance	R&D Projects
 Responsible management based on internationally accepted corporate governance principles Ensuring employee happiness, health and safety Establishing and retaining open and regular communication with our stakeholders and contributing to the social and cultural life in the operational regions Zorlu Renewables awarded with Turkey's first and world's fifth Green Loan, whose interest rate varies with the ESG scores of the company and was selected as the Best Green Loan by EMEA Finance in 2019 	 ✓ Horizon 2020 is the biggest EU research and innovation programme ever. Almost €80bn of funding was made available over seven years (2014 to 2020) – in addition to the private and national public investment that this program attracted, Horizon 2020 is expected to propel smart, sustainable and inclusive economic growth. The overall goal is to ensure Europe produces world-class science and technology, removes barriers to innovation and makes it easier for the public and private sectors to work together in delivering solutions to big challenges facing our society ✓ GECO: Geothermal Emission Control ✓ GeoSmart :Smart Geothermal PPs ✓ GeoPro: Accurate Geofluid Properties as key to Geothermal Process Optimization ✓ SmartPDM: A Smart Predictive Maintenance Approach based on Cyber Physical Systems ✓ SmartWind: Smart Wind Asset O&M Planning



Historical Financial Information Overview

Stable Revenue and Earnings Resilience



Source: Company information

Strong Cash Flow Generation and Stable Leverage



ZORLU Renewables



Conclusion

Summary of Credit Highlights

