

**ZORLU ENERJİ ELEKTRİK ÜRETİM ANONİM ŞİRKETİ**  
**AGENDA FOR THE EXTRAORDINARY GENERAL MEETING**  
**TO BE HELD ON AUGUST 18, 2020**

1. Opening, the moment of silence and election of the Chairman of the Meeting,
2. Authorization of the Chairperson of the Meeting for signing the Minutes of the General Meeting,
3. In relation to the partial demerger transaction to be discussed under the 5<sup>th</sup> agenda item, giving information to shareholders about the Announcement for the Right to Review, Demerger Report, Demerger Plan and the Certified Public Accountant's Report pursuant to the Turkish Commercial Code,
4. Giving information to shareholders about the Board's Statement for the non-origination of retirement right under the partial demerger transaction, pursuant to the Capital Markets Board's "Communique on the Common Principles Regarding Significant Transactions and the Retirement Right" numbered II-23.1,
5. In line with the paragraph 1, subparagraph (b) of the Article 159 of the Turkish Commercial Code, the facilitated demerger provisions of the Capital Markets Board's Communique on Mergers and Demergers (II-23.2) and the provisions in the Article 19, paragraph 3, subparagraph (b) and the Article 20 of the Corporate Tax Law No. 5520, presentation of the Demerger Report and Demerger Plan dated 05.06.2020, which have been prepared for the transfer of Zorlu Enerji Elektrik Üretim AŞ's 100% shares in its wholly-owned subsidiaries, Zorlu Jeotermal Enerji Elektrik Üretimi AŞ, Zorlu Doğal Elektrik Üretimi AŞ and Rotor Elektrik Üretim AŞ, which are involved in electricity generation from renewable energy sources, to Zorlu Yenilenebilir Enerji Anonim Şirketi, a new company to be founded as a 100% subsidiary of Zorlu Enerji Elektrik Üretim AŞ through partial demerger and without affecting the integrity of operation; and discussion and approval of the said Demerger Report and Demerger Plan, Articles of Association of the new company (Zorlu Yenilenebilir Enerji AŞ), and the Board of Directors' Proposal for the partial demerger transaction,
6. Closing.