

**SAMPLE PROXY STATEMENT FOR THE 2022 ANNUAL GENERAL MEETING  
To the General Assembly Presidency of Zorlu Enerji Elektrik Üretim AŞ**

I hereby appoint ..... as my Proxy who is introduced in detail below, to represent me, to vote, to make proposals and to sign the required documents on my behalf at Zorlu Enerji Elektrik Üretim AŞ's 2022 Annual General Meeting scheduled to be held at 10:30 am on 30 May, 2023 at the address of Levent 199 Büyükdere Cad. No: 199 Floor: -1 34394 Şişli/Istanbul in accordance with the following instructions:

Proxy's (\*);

Name-Surname/Trade Name:

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

(\* Foreign nationality proxies should submit the equivalent information mentioned above, if any.

**A) Scope of the Authority to Represent**

**In the sections 1 and 2 below, please specify the scope of the authority to represent by selecting one of the options listed as (a), (b) or (c).**

**1. Regarding the agenda items;**

- a) The proxy is authorized to vote based on his/her opinion.
- b) The proxy is authorized to vote in accordance with the proposals of the company management.
- c) The proxy is authorized to vote in accordance with the following instructions.

**Instructions:**

**In the event that the shareholder chooses the (c) option, the shareholder should check the “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be included in the Minutes of the General Assembly, if any.**

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening, the moment of silence and election of the Assembly Presidential Board			
2. Authorization of the Assembly Presidential Board for signing the minutes of the Annual General Meeting			
3. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2022			
4. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2022			

5. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2022			
6. Informing the General Assembly about the Board's resolution that no profit distribution could be made for the year 2022 due to accumulated losses from previous years			
7. Acquittal of the members of the Board of Directors of their liabilities for the Company's activities and transactions in the fiscal year 2022			
8. Determination of the number and the terms 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 year 2023			
10. Discussion and resolution of the authority to be granted to Board members for performing the transactions specified in the Articles 395 and 396 of the Turkish Commercial Code			
11. Discussion and resolution of the Board of Directors' proposal regarding the selection of the independent audit firm for auditing the Company's accounts and transactions for the fiscal year 2023 in accordance with the Capital Market Law and the Turkish Commercial Code			
12. Giving information to shareholders about the collaterals, pledges, mortgages and sureties granted in favor of third parties by the Company and its subsidiaries and the income and benefits generated therefrom in 2022 in accordance with the CMB regulations			
13. Giving information to the General Assembly about the donations and aids made in 2022; discussion and approval of the upper limit for the donations to be made in the period of 1 January - 31 December 2023			
14. Closing			

**(\*) All the agenda items will be listed one by one in the above table. If the minority has another draft resolution, this is also separately indicated in the table to enable vote by proxy.**

**2. Special Instructions related to other issues that may come up during the General Assembly Meeting, in particular related to the exercise of minority rights:**

- a) The proxy is authorized to vote based on his/her opinion.
- b) The proxy is not authorized to vote for these issues.
- c) The proxy is authorized to vote in accordance with the following special instructions.

**SPECIAL INSTRUCTIONS**

The special instructions (if there is any) to be given by the shareholder to the proxy are stated herein.

**B) The shareholder specifies the shares to be represented by the Proxy by choosing one of the following.**

**1. I hereby confirm that the Proxy represents the shares specified in detail as follows:**

- a) Order and Serial\*:  
b) No./Group\*\*:  
c) Number of Units-Nominal Value:  
d) Any Voting Privilege:  
e) Type (registered or bearer shares)\*:  
f) Ratio to total shares/voting rights held by the shareholder:

\* Not required for dematerialized shares

\*\* If available, information regarding the Group shall be used instead of the No. for the dematerialized shares

**2. I hereby confirm that the Proxy represents all my shares on the list prepared by CSD (Central Securities Depository) regarding the shareholders who could attend the General Assembly the day before the Annual General Meeting.**

**NAME –SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

Address:

(\*) Foreign nationality proxies are required to present the equivalents of the same information, if any.

**SIGNATURE:**