

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.
INFORMATIVE DOCUMENT
FOR THE JUNE 6, 2024 ORDINARY GENERAL ASSEMBLY MEETING
TO REVIEW FINANCIAL YEAR 2023

The Ordinary General Assembly Meeting to discuss our Company's 2023 financial year will be held on June 6, 2024, at 2:00 p.m. at the Company headquarters located at Esentepe Mah. Büyükdere Cad. No: 193/2, Şişli/Istanbul.

The Financial Statements and Footnotes, Independent Audit Report, Board of Directors Annual Report, and detailed Informative Document containing the necessary disclosures regarding the agenda items, in accordance with the Corporate Governance Principles, for the accounting period from June 1, 2023 to December 31, 2023 will be made available to our shareholders at the Company headquarters, on the Public Disclosure Platform (KAP; www.kap.org.tr), on the Company website (www.consusenerji.com.tr), and in the Electronic General Meeting System ("EGKS") of the Central Securities Depository and Trade Repository of Türkiye ("MKK") at least three weeks prior to the meeting date.

Company shareholders can attend the Ordinary General Assembly Meeting in person, through representatives, or electronically. Shareholders or their representatives must have secure electronic signatures to participate in the meeting electronically. Therefore, shareholders who wish to conduct transactions on the EGKS must first obtain a secure electronic signature and register on the e-MKK Information Portal. Shareholders or their representatives who are not registered on the e-MKK Information Portal and do not have secure electronic signatures will be unable to participate in the General Assembly Meeting electronically via the EGKS.

Pursuant to Article 415/4 of the new Turkish Commercial Code No. 6102 and Article 30/1 of the Capital Markets Law No. 6362, the right to participate and vote in general assembly meetings does not require the deposit of share certificates. To that end, shareholders who wish to participate in the General Assembly meeting are not required to block their shares through the MKK. However, shareholders whose identities and information regarding the shares held in their accounts are not visible to our Company due to their preferences must apply to their intermediaries and lift the "restriction" preventing this information from being reported to our Company by 5:00 p.m. on the day before the General Assembly meeting if they wish to participate.

Shareholders voting via the EGKS are kindly requested to consult the MKK to fulfill their obligations under the Regulation on Electronic General Assembly Meetings of Joint Stock Companies, published in the Official Gazette on August 28, 2012 (No. 28395) by the Ministry of Trade, and the Communiqué on the Electronic General Meeting System for Joint Stock Companies, published in the Official Gazette on August 29, 2012 (No. 28396).

Shareholders attending the meeting in person are only required to present their ID upon arrival at the meeting venue. Shareholders unable to attend the meeting in person, without prejudice to the rights and obligations of those participating electronically, must prepare their proxy forms according to the sample in ANNEX-1, have them notarized per the relevant Communiqué of the Capital Markets Board, and submit them to our Company by 5:00 p.m. the day before the General Assembly. Representatives appointed electronically via the EGKS are not required to present a proxy form.

The Ordinary General Assembly Meeting will be conducted with open voting by show of hands, in accordance with the provisions for voting on agenda items in the electronic environment.

In addition to all stakeholders, the press and media are invited to attend our General Assembly meeting, although they do not have the right to speak or vote.

Pursuant to the Law on the Protection of Personal Data No. 6698, more information regarding the processing of your personal data by our Company is available in the public Personal Data Protection section at www.consusenerji.com.tr.

We kindly request that our esteemed shareholders participate in the meeting.

Sincerely,

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

Mehmet Ali Deniz
Board Member

Serdar Kırmaz
Vice Chair of the Board

Headquarters : Esentepe Mah. Büyükdere Cad. No: 193/2 Şişli İstanbul
Trade Registry and Number : İstanbul Trade Registry Office / 935636
MERSİS No : 0211067958100011

ADDITIONAL DISCLOSURES IN ACCORDANCE WITH CMB REGULATIONS

1. Shareholding Structure and Voting Rights

The Company adopted the registered capital system in compliance with the provisions of the Capital Markets Law No. 6362 and transitioned to this system with the approval of the Capital Markets Board on December 23, 2021, under decision number 14814. The Company's upper limit of registered capital is TRY 1,500,000,000, divided into 1,500,000,000 shares, each with a nominal value of TRY 1 (one Turkish lira). All shares are registered shares.

The Company's issued capital of TRY 385,500,000 (three hundred and eighty-five million five hundred thousand Turkish lira) is divided into 385,500,000 shares (three hundred and eighty-five million five hundred thousand), each with a nominal value of TRY 1 (one).

The registered capital upper limit authorized by the Capital Markets Board is valid for the years 2021–2025 (five years). Even if this upper limit is not reached by the end of 2025, any decision by the Board of Directors to increase capital after 2025 requires further authorization from the general assembly for a period not exceeding five years, following approval from the Capital Markets Board for the previous or a new upper limit. The Company cannot increase its capital by Board decision unless this authorization is obtained.

The Company's issued capital is TRY 385,500,000 and has been fully paid and is free of collusion.

The shares representing the capital are monitored as book entries under the principles of dematerialization.

The shareholding structure of our Company and the voting rights of our shareholders are detailed in the table below:

Shareholding Structure and Voting Rights	
Global Yatırım Holding A.Ş.	50.99%
Other	49.01%
Total	100%

There are no privileged shares in our Company capital.

2. Information on Management and Operational Changes Which May Significantly Affect Our Company's Activities or the Activities of Our Key Affiliates and Subsidiaries:

Events from 2023 or those planned for the 2024 accounting period that will significantly affect our Company's activities are announced to the public through material event disclosures, financial statements, and annual reports in accordance with the relevant legislation. These disclosures as per the relevant legislation are available in the Material Event Disclosures section on our website at <https://consusenerji.com.tr/yatirimci-iliskileri/> and at <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/5582-consus-enerji-isletmeciligi-ve-hizmetleri-a-s>.

3. If the agenda of the General Assembly Meeting includes the dismissal, replacement, or election of Board Members, information on the grounds for dismissal and replacement should be provided. This includes the CVs of the individuals whose candidacies for Board membership have been submitted, detailing the positions they have held in the last 10 years and the reasons for leaving these positions. Additionally, the nature and significance of their relationship with the Company and its related parties should be disclosed, along with whether they are considered independent, and any other matters that may affect the Company's activities if these individuals are elected as Board Members.

Since the term of the Company's current Board Members, Ayşegül Bensele, Serdar Kırmaz, Feyzullah Tahsin Bensele, Ercan Nuri Ergül, Mehmet Ali Deniz, Mustafa Karahan, and Talip Selçuk Şaldırak, will end on May 4, 2024, the election of new Board Members has been included in the agenda of the General Assembly meeting. According to Article 7 of our Company's Articles of Association, the Board of Directors consists of at least five members elected to serve for a period of up to three years. The CVs of our Company's current Board Members are available on our website (<https://consusenerji.com.tr/yatirimci-iliskileri/yonetim-kurulu/>). In addition to electing the Board of Directors members, the General Assembly will elect independent members in accordance with the CMB's II-17.1 Communiqué on Corporate Governance. Mustafa Karahan and Talip Selçuk Şaldırak are the candidates proposed for Independent Board Member positions to the General Assembly. Mustafa Karahan and Talip Selçuk Şaldırak meet the independence criteria outlined in the Communiqué on Corporate Governance. The CVs and declarations of independence of the independent Board Member candidates to be presented to the General Assembly are available in ANNEX-2.

4. Information on Requests from Shareholders, the CMB, or Other Public Authorities to Add Items to the Agenda:

No requests have been made by shareholders, the Capital Markets Board, or other public authorities to add additional items to the agenda for the Ordinary General Assembly meeting, which will discuss activities for 2023.

**ANNOUNCEMENTS REGARDING THE AGENDA ITEMS
OF THE ORDINARY GENERAL ASSEMBLY MEETING ON JUNE 6, 2024**

1. Opening and formation of the Meeting Committee

The election of the Meeting Committee managing the General Assembly meeting will be conducted in accordance with the provisions of the Turkish Commercial Code No. 6102 (“TCC”) and the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Trade to be Present at These Meetings (“Regulation” or “General Assembly Regulation”).

2. Authorization for the Meeting Committee to sign the meeting minutes

In accordance with the provisions of the TCC and the Regulation, the General Assembly will vote on authorizing the Meeting Committee to record the minutes of the decisions made at the General Assembly meeting.

3. Reading and discussion of the 2023 Board of Directors Annual Report issued by our Company’s Board of Directors

In accordance with the TCC, the Regulation, the Capital Markets Law No. 6362 (“Capital Markets Law”), and other relevant regulations, information and documentation related to the 2023 Annual Report will be shared with and submitted for the consideration and approval of our shareholders three weeks prior to the General Assembly meeting. This report will be made available at our Company headquarters, on the Public Disclosure Platform (KAP; www.kap.org.tr), on the Company website at www.consusenerji.com.tr, and on the MKK’s Electronic General Meeting portal.

4. Reading and discussion of the Independent Audit Report Summary for the 2023 accounting period

In accordance with the TCC, the Regulation, and the Capital Markets Law, the Independent Audit Report Summary for the accounting period from January 1, 2023, to December 31, 2023, will be read at the General Assembly meeting. The Independent Audit Report is available on the Company website at www.consusenerji.com.tr.

5. Reading, discussion and approval of the Balance Sheet and Income Statement for the accounting period of 2023

The consolidated balance sheet and income statement, prepared as per the TCC, the Capital Markets Law, and the relevant legislation, and in compliance with the financial statement formats determined by the Capital Markets Board, will be read and submitted to the General Assembly for approval. Our shareholders can find these documents at our Company headquarters, on the Public Disclosure Platform (KAP; www.kap.org.tr), on the Company website at www.consusenerji.com.tr, and the MKK’s Electronic General Meeting portal.

6. Discussion on the discharge of the Board Members from liability regarding the Company’s activities in 2023

The discharge of our Board Members from liability concerning the activities, transactions, and accounts for 2023, in accordance with the provisions of the TCC, will be submitted to the General Assembly for approval.

7. Deciding on the use of the profit recorded in our Company’s 2023 financial statements and any potential profit distribution

While the Company’s consolidated financial statements for the accounting period ending on December 31, 2023, issued in accordance with the Capital Markets Board regulations and Turkish Financial Reporting Standards, reported the Profit for the Period as TRY 209,432,485 and Prior Years’ Losses as TRY 190,663,004, the financial statements prepared according to tax legislation and the Uniform Chart of Accounts published by the Ministry of Finance recorded the Loss for the Period as TRY 52,824,506.04 and Prior Years’ Losses as TRY 249,155,441.58. As a result, there will be no profit distribution, and this decision will be communicated to the shareholders at the General Assembly meeting.

8. Determining the number of Board Members, followed by their election, and then establishing their terms of office

Since the term of the Company’s current Board Members (Ayşegül Bense, Serdar Kırmaz, Feyzullah Tahsin Bense, Ercan Nuri Ergül, Mehmet Ali Deniz, Mustafa Karahan, and Talip Selçuk Şaldırak) will end on May 4, 2024, the

election of new Board Members and the determination of their terms have been included in the agenda of the General Assembly meeting. According to Article 7 of our Company's Articles of Association, the Board of Directors consists of at least five members elected to serve for a period of up to three years. The CVs of our Company's current Board Members are available on our website (<https://consusenerji.com.tr/yatirimci-iliskileri/yonetim-kurulu/>). Additionally, the General Assembly will elect independent members in accordance with the CMB's II-17.1 Communiqué on Corporate Governance. Upon the recommendation of the Corporate Governance Committee, Mustafa Karahan and Talip Selçuk Şaldırak have been nominated by the Board of Directors as the Independent Board Member candidates to be proposed to the General Assembly. Mustafa Karahan and Talip Selçuk Şaldırak meet the independence criteria outlined in the Communiqué on Corporate Governance. The CVs and declarations of independence of the independent Board Member candidates to be presented to the General Assembly are available in ANNEX-2.

9. Determining the remuneration and attendance fees to be paid to the Board Members

The remuneration and attendance fees to be paid to the Board Members will be determined in accordance with the TCC, the Regulation, and other relevant regulations.

10. Selection of an independent external audit company to conduct an independent external audit for the 2024 accounting period, in accordance with Article 399 of the Turkish Commercial Code and the Capital Markets Board regulations

Considering the opinion of the Audit Committee, the decision has been made to seek the General Assembly's approval for appointing PKF Aday Bağımsız Denetim A.Ş. to conduct the independent external audit of the year-end and interim financial statements for the 2024 accounting period in accordance with the Turkish Commercial Code and Capital Markets Legislation. PKF Aday Bağımsız Denetim A.Ş. is located at Reşitpaşa Mahallesi Eski Büyükdere Caddesi Park Plaza Apt. No: 14/10 Sarıyer/Istanbul. The company is registered with the Istanbul Trade Registry under trade registry number 561406 and with the Maslak Tax Office under tax ID number 007 051 1435. Its MERSİS number is 0-0070-5114-3500017.

11. Informing shareholders about donations and aids made in 2023 and setting an upper limit for donations to be made in 2024

In accordance with the second paragraph of Article 6 of the Capital Markets Board's Communiqué on Dividends (II-19.1), any donations made during the year must be reported to the General Assembly. This article is not subject to approval of the General Assembly and is solely informational.

The total amount of donations and aids made in accordance with our Company's Donation and Aid Policy in 2023 was TRY 539,485 on a nominal basis (equivalent to TRY 647,740 when adjusted for purchasing power as of December 31, 2023). This amount consists of various donations and aids made to different institutions and organizations, each of which was less than TRY 250,000 and is considered immaterial information for investors.

Additionally, in accordance with the fifth paragraph of Article 19 of the Capital Markets Law No. 6362, the upper limit for donations to be made in 2024 will be determined by the shareholders at the General Assembly.

12. Informing shareholders regarding the collateral, pledges, and mortgages given, as well as income or benefits obtained, for the purpose of securing the debts of third parties in 2023, as per Article 12/4 of the Capital Markets Board's II-17.1 Communiqué on Corporate Governance

Shareholders will be informed that in 2023, no collateral, pledges, or mortgages were given by our Company to secure the debts of third parties, and no related income or benefits were obtained in this regard.

13. Informing shareholders about the transactions carried out in 2023 with the related parties and the individuals specified in Article 1.3.6 of the Capital Markets Board's Corporate Governance Principles

Pursuant to Article 1.3.6 of the Corporate Governance Principles of the Capital Markets Board's Corporate Governance Communiqué (II-17.1), transactions that may cause a conflict of interest or constitute competition with the Company and its subsidiaries, carried out by shareholders with executive control, Board Members, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree, must be notified to the General Assembly.

Shareholders will be informed that there were no transactions carried out with related parties or persons under Article 1.3.6 of the Capital Markets Board's Corporate Governance Principles in 2023. All other transactions with related parties are described in detail in Footnote 6 of the consolidated financial statements dated December 31, 2023.

14. Approval of payments made by our Company to Board Members and senior executives during the 2023 accounting period

The payments made by our Company to Board Members and senior executives during the 2023 fiscal year will be submitted to the shareholders for approval.

15. Granting permission to Board Members in accordance with the provisions of Articles 395 and 396 of the Turkish Commercial Code

Our Board Members may only carry out transactions in accordance with the first paragraph of Article 395, titled “Prohibition on Transactions with and Indebtedness to the Company,” and Article 396, titled “Prohibition on Competition,” of the TCC with the approval of the General Assembly.

To fulfill the requirements of these regulations, the granting of the said permission will be submitted to the approval of our shareholders at the General Assembly. Additionally, if our Company receives information that such transactions have been carried out during the year, our shareholders will be informed about these transactions at the General Assembly meeting.

16. Wishes and Conclusion

ANNEXES :

1 – Sample Proxy Form

2 – CVs and Declarations of Independence of Independent Board Member Candidates

ANNEX-1

PROXY FORM

CONSUS ENERJİ İŞLETMELİĞİ VE HİZMETLERİ A.Ş.
Esentepe Mahallesi Büyükdere Caddesi 193/2 Şişli/Istanbul

Based on the opinions I/we have expressed below, I/we hereby appoint as proxy to represent me/us, vote, make proposals and sign any necessary documents at the Ordinary General Assembly Meeting of Consus Enerji İşletmeciliği ve Hizmetleri A.Ş. on JUNE 6, 2024, at 2:00 p.m. at Esentepe Mahallesi Büyükdere Caddesi No: 193/2 Şişli/Istanbul.

A. SCOPE OF REPRESENTATIVE POWER:

- a) The proxy is authorized to vote on all agenda items according to their own judgment.
- b) The proxy is authorized to vote on agenda items according to the following instructions.
Instructions (Special instructions, if any, are stated here):
- c) The proxy is authorized to vote based on the recommendations of the Company's management.
- d) The proxy is authorized to vote on other issues that may arise at the meeting in accordance with the instructions below (if no instructions are provided, the proxy may vote freely).
Instructions (Special instructions, if any, are stated here):

B. SHAREHOLDER'S SHARE:

- a) Composition and Group :
- b) Number :
- c) Amount – Nominal Value :
- d) Privileged/Not Privileged :
- e) Bearer Share/Registered Share :

SHAREHOLDER'S FULL NAME/TITLE :

ADDRESS :

SIGNATURE :

NOTE: In section (A), one of the (a), (b) or (c) options is selected. Options (b) and (d) must be provided with explanations.

ANNEX-2

CVs and Declarations of Independence of Independent Board Member Candidates

Mustafa Karahan

Mustafa Karahan serves as an Independent Member of the Board of Directors at Consus Enerji and is also the Chair of the Company's Corporate Governance Committee. Additionally, he is a member of the Audit Committee and the Early Detection of Risk Committee.

Karahan graduated from Ankara Atatürk Anatolian High School in 1985. He earned his bachelor's degree in Economics from the Faculty of Political Sciences at Ankara University in 1990. In the same year, he began working at Hitit Menkul Değerler. Karahan worked in the Treasury and Finance Department of Türk Eximbank between 1992–1994. He received his MBA degree from NY Institute of Technology (Old Westbury) University between 1994–1998. During the same period, he interned at Merrill Lynch Private Clientele Group and worked for Broadway Inc. for two years.

Returning to Türkiye in 1998, Karahan began his career at Demirbank's Treasury Department, where he worked until 2004, when the bank was acquired by HSBC. During this period, he worked at the International Capital Markets, Treasury Sales, and Derivative Products desks.

In 2004, he joined Central Asian Financial Advisory Services (CAFAS) in Kazakhstan as a partner and manager. He also managed the risks and non-performing loans of Central Asian banks. Until 2008, while living in Kazakhstan, he worked as an investor, manager, or consultant for various companies, including BASF Central Asia Construction Chemicals Inc., BetonAta (Çiments Francais/Italcementi Group), and Galatafilm, through his partner BFV company. In 2008, he began his role as a managing partner at EFT Türkiye, where he worked until 2012, when he sold his shares in the company. During this period, he also traded electricity within EFT.

He served as the founder and Chair of the Board of Directors for two terms at the Energy Trade Association (ETD), which he established in 2009. Karahan heads the Wholesale Markets, Organized Markets, and Demand Side Participation Working Groups at ETD. He is currently the Vice Chair of the Board of Directors of ETD, Manager at Dragon Enerji Finansal Danışmanlık Hizmetleri, President of the Türkiye Energy Summit, and Board Member of Enerji Piyasaları İşletme A.Ş. (EPIAŞ). Karahan is also an Independent Board Member at Naturelgaz San. ve Tic. A.Ş. and a Board Member at Straton Maden Yatırımları ve İşlet. A.Ş., both subsidiaries of Global Investment Holdings.

Talip Selçuk Şaldırak

Talip Selçuk Şaldırak serves as an Independent Board Member of Consus Enerji. He graduated from Boğaziçi University with a degree in Mechanical Engineering in 1979. He worked as an engineer at Türkiye Gemi Sanayii until 1986 and began his banking career in the same year. He received his Master's degree in Business Administration from Istanbul University. After holding various positions in several banks, including Interbank, Körfezbank, and Demirbank, Şaldırak was appointed to Romania to oversee the establishment of a subsidiary of Demirbank.

After the establishment of Demirbank Romania SA, he served as the founding General Manager and Chair of the Board of Directors of the Bank. Following the acquisition of the Bank by the Italian UniCredit Group in 2001, he continued in his role as General Manager of UniCredit Romania until 2004. Later, he continued his career as the General Manager and Chair of the Board of Directors at Banca Tiriac, then the largest local bank in Romania. After the Bank's merger with a subsidiary of Bank Credit Einstalt Romania, Şaldırak took a new position in 2007 at Demir Halk Bank NV in the Netherlands, where he served as General Manager until 2010.

During his career in Romania, he served as a Member of the Board of Directors at UniCredit Leasing, as well as a Member of the Board of Directors of Demir Kazakhstan. He became the Board Chair of IK Bank Macedonia (now Halk Bank Macedonia), which was then a subsidiary of Demir Halk Bank.

Since 2011, he has served as a Partner and Founding Board Member of Access Financial Services SA, a non-banking financial institution located in Romania, and Access Business Solutions Srl, a consultancy firm. He is also an Independent Board Member of Credit West Bank, a commercial bank located in Ukraine. At Consus Enerji, Şaldırak is the Chair of the Early Detection of Risk Committee and serves as a Member of the Corporate Governance and Audit Committees.

DECLARATION OF INDEPENDENCE

For Consus Enerji İşletmeciliği ve Hizmetleri A.Ş. (“Company”):

- I have not served as a Board Member for more than six years in the last 10 years;
- In the last five years, neither I, my spouse, nor my blood relatives or relatives by marriage up to the second degree have held a managerial position requiring key duties and responsibilities at the Company, or at its subsidiaries or affiliates over which the Company has administrative control or significant influence. We have also not been employed by shareholders with administrative control or significant influence over the Company, nor by legal entities controlled by these shareholders. Additionally, we do not jointly or individually own more than 5 percent of the Company’s capital, voting rights, or privileged shares, nor have we engaged in any significant commercial relationships with the Company.
- In the last five years, I have not served as a partner (5 percent and above), in a managerial position that would require undertaking key duties and responsibilities, or as a Board Member in companies from/to which the Company purchased or sold key services or products during the periods of purchases or sales of services or products as part of the agreements made, primarily in the auditing (including tax audit, legal audit, and internal audit), rating, and consultancy of the Company;
- I have the professional training, knowledge, and experience required to properly fulfill the duties I will undertake as an Independent Board Member;
- I will not be working full-time in a public institution or organization as of the date of nomination and, if elected, during my term;
- I am a resident of Türkiye in accordance with the Income Tax Law;
- I have strong ethical standards, a professional reputation, and experience that will allow me to contribute to the Company’s activities, maintain my impartiality in conflicts of interest between the Company’s partners, and make decisions freely while considering the rights of stakeholders;
- I am not serving as an Independent Board Member in more than three companies where the Company or the partners controlling the management of the Company have administrative control, or in more than five publicly traded companies;
- I am able to devote enough time to Company affairs to keep track of the Company’s activities and properly fulfill the requirements of my duties;

and I will duly fulfill my role as an independent member of the Company’s Board of Directors.

Talip Selçuk Şaldırak

[signature in the original document]

DECLARATION OF INDEPENDENCE

For Consus Enerji İşletmeciliği ve Hizmetleri A.Ş. (“Company”):

- I have not served as a Board Member for more than six years in the last 10 years;
- In the last five years, neither I, my spouse, nor my blood relatives or relatives by marriage up to the second degree have held a managerial position requiring key duties and responsibilities at the Company, or at its subsidiaries or affiliates over which the Company has administrative control or significant influence. We have also not been employed by shareholders with administrative control or significant influence over the Company, nor by legal entities controlled by these shareholders. Additionally, we do not jointly or individually own more than 5 percent of the Company’s capital, voting rights, or privileged shares, nor have we engaged in any significant commercial relationships with the Company.
- In the last five years, I have not served as a partner (5 percent and above), in a managerial position that would require undertaking key duties and responsibilities, or as a Board Member in companies from/to which the Company purchased or sold key services or products during the periods of purchases or sales of services or products as part of the agreements made, primarily in the auditing (including tax audit, legal audit, and internal audit), rating, and consultancy of the Company;
- I have the professional training, knowledge, and experience required to properly fulfill the duties I will undertake as an Independent Board Member;
- I will not be working full-time in a public institution or organization as of the date of nomination and, if elected, during my term;
- I am a resident of Türkiye in accordance with the Income Tax Law;
- I have strong ethical standards, a professional reputation, and experience that will allow me to contribute to the Company’s activities, maintain my impartiality in conflicts of interest between the Company’s partners, and make decisions freely while considering the rights of stakeholders;
- I am not serving as an Independent Board Member in more than three companies where the Company or the partners controlling the management of the Company have administrative control, or in more than five publicly traded companies;
- I am able to devote enough time to Company affairs to keep track of the Company’s activities and properly fulfill the requirements of my duties;

and I will duly fulfill my role as an independent member of the Company’s Board of Directors.

Mustafa Karahan

[signature in the original document]