

**Internal Directive on the Working Principles and Procedures
of the General Assembly
of Consus Enerji İşletmeciliği Ve Hizmetleri Anonim Şirketi**

CHAPTER ONE

Purpose, Scope, Basis and Definitions

Purpose and scope

ARTICLE 1 – (1) The purpose of this Internal Directive is to determine the working principles and procedures of the General Assembly of Consus Enerji İşletmeciliği Ve Hizmetleri Anonim Şirketi in accordance with the Law, relevant legislation and articles of association. This Internal Directive applies to all ordinary and extraordinary general assembly meetings of Consus Enerji İşletmeciliği Ve Hizmetleri Anonim Şirketi.

Basis

ARTICLE 2 – (1) This Internal Directive was issued by the board of directors in accordance with the provisions of 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.

Definitions

ARTICLE 3 – (1) In this Internal Directive, the terms listed below are defined as follows:

- a) Sitting: A one-day meeting of the General Assembly;
- b) Law: Turkish Commercial Code No. 6102 dated January 13, 2011;
- c) Session: Each part of the sitting that is interrupted for reasons such as rest, meal breaks, etc.;
- d) Meeting: Ordinary and extraordinary General Assembly meetings;
- e) Meeting Committee: The committee consists of the meeting chair elected by the General Assembly to oversee the meeting in accordance with the relevant article of the Law, the meeting vice-chair elected by the General Assembly when necessary, the minute clerk appointed by the meeting chair, and the vote collector if deemed necessary by the meeting chair.

CHAPTER TWO

Working Principles and Procedures of the General Assembly

Applicable provisions

ARTICLE 4 – (1) The meeting is conducted in accordance with the provisions of the Law, relevant legislation, and the articles of association governing the General Assembly.

Entry to the meeting place and preparations

ARTICLE 5 – (1) Only shareholders or their representatives listed on the participants list issued by the board of directors, board members, the Ministry representative (if assigned), and individuals elected or appointed to the meeting committee may enter the meeting venue.

(2) Upon entry to the meeting place, natural-person shareholders must present their IDs, representatives of natural-person shareholders must present their IDs along with their representation documents, and representatives of legal-person shareholders must present their authorization documents. They all must sign the designated fields on the list of participants. These requirements are verified by the board of directors, the board member(s) appointed by the board, or the person(s) designated by the board.

(3) The board of directors arranges the meeting venue to accommodate all shareholders and ensures that all necessary stationery, documentation, tools, and equipment required for the meeting are available.

Opening of the meeting

ARTICLE 6 – (1) The meeting is opened at the Company headquarters or another location outside the borders of Istanbul or abroad at a time previously announced (*subject to the provisions of the Law on unannounced meetings*) by the Chair or Vice Chair of the Board of Directors or a Board Member, following the confirmation that the quorum specified in the relevant articles of the Law has been met.

Establishment of the meeting committee

ARTICLE 7 – (1) General Assembly meetings are chaired by the Chair of the Board of Directors. In their absence, the role is undertaken by Vice Chair of the Board of Directors. If the Vice Chair of the Board of Directors is also absent, the General Assembly elects the meeting chair.

(2) The Chair appoints at least one minute clerk and a sufficient number of vote collectors, if necessary.

(3) The meeting committee is authorized to sign the meeting minutes and any other documents that form the basis of these minutes.

(4) While overseeing the General Assembly meeting, the meeting chair acts in accordance with the Law, the articles of association, and the provisions of this Internal Directive.

Duties and powers of the meeting committee

ARTICLE 8 – (1) Under the guidance of the chair, the meeting committee performs the following duties:

- a) Examining whether the meeting was held at the address stated in the announcement and whether the meeting place complies with any requirements specified in the articles of association.
- b) Examining whether the General Assembly was invited to the meeting through an announcement published in the Turkish Trade Registry Gazette as required by the articles of association, whether this invitation was made at least two weeks prior to the meeting date (excluding the announcement and meeting dates), and whether the shareholders listed in the stock ledger and those who have previously provided the Company with share certificates or documents proving their share ownership and notified their addresses were informed about the meeting date, agenda, and the gazettes in which the announcement was or will be published by registered mail, and then noting these developments in the meeting minutes.
- c) Checking whether any unauthorized individuals have entered the meeting place and whether the duties outlined in the second paragraph of Article 5 of this Internal Directive regarding entry to the meeting place have been fulfilled by the board of directors.
- d) Examining whether all shareholders or their representatives are present if the General Assembly convenes without a formal invitation in accordance with the relevant article of the Law, whether there are any objections to holding the meeting in this manner, and whether the quorum is maintained throughout the meeting.
- e) Determining whether the following documents are present at the meeting place in full and noting these developments in the meeting minutes: the articles of association (including any amendments), stock ledger, annual report of the board of directors, auditor reports, financial statements, agenda, amendment draft prepared by the board of directors if an amendment to the articles of association is on the agenda, letter of approval from the Ministry and the attached amendment draft if the amendment requires Ministry approval, list of participants issued by the board of directors, adjournment minutes of the previous meeting if the General Assembly was reconvened after an adjournment, and any other necessary documents related to the meeting.
- f) Checking the identities of those attending the General Assembly meeting in person or by proxy, if necessary or in response to an objection, having them sign the list of participants, and verifying the accuracy of their representation documents.
- g) Determining whether the executive directors and at least one board member are present at the meeting and noting this in the meeting minutes.
- h) Managing the General Assembly activities in accordance with the agenda, preventing deviations from the agenda except as specified in the Law, ensuring order during the meeting, and taking the necessary measures to maintain this order.

- i) Opening and closing sittings and sessions, and closing the meeting.
- j) Reading or ensuring the reading of decisions, drafts, minutes, reports, suggestions, and similar documents regarding the issues discussed to the General Assembly, and giving the floor to those who wish to speak on the subject.
- k) Taking a vote on decisions to be made by the General Assembly and announcing the results.
- l) Overseeing whether the quorum for the meeting is maintained at the beginning, middle, and end of the meeting, and ensuring that decisions are made in accordance with the quorums stipulated in the Law and the articles of association.
- m) Explaining to the General Assembly the notifications made by the organization representative, independent representative, and/or institutional representatives as specified in the relevant article of the Law.
- n) Preventing those with no voting rights from voting on decisions as specified in the relevant article of the Law, and overseeing all restrictions imposed on the right to vote and the use of privileged votes in accordance with the Law and the articles of association.
- o) Postponing the discussion of the financial statements and related issues, if requested by shareholders owning one-tenth of the capital, to a meeting held one month later without requiring a General Assembly decision.
- p) Ensuring that minutes are kept for the General Assembly activities, noting any objections in the minutes, signing decisions and minutes, and clearly recording in the meeting minutes the votes cast in favor and against the decisions to avoid any ambiguity.
- q) Reporting the meeting minutes, annual report of the board of directors, financial statements, list of participants, agenda, motions, ballot papers and minutes of the elections (if any), and other documents related to the meeting to one of the board members present at the end of the meeting.

Procedures to be carried out before proceeding with the agenda

ARTICLE 9 – (1) The meeting chair reads or ensures that the meeting agenda is read to the General Assembly. The chair asks if there are any suggestions to change the order of discussion of agenda items and submits these suggestions for the General Assembly’s approval. The order of discussion of agenda items may be changed by a majority vote of those present at the meeting.

Agenda and discussion of agenda items

ARTICLE 10 – (1) The following matters must be included in the agenda of the ordinary General Assembly meeting:

- a) Opening and establishment of the meeting committee.
- b) Discussion of the board of directors’ annual report and financial statements.
- c) Discharge of board members from liability.
- d) Election to replace board members whose terms have expired.
- e) Determining the benefits of board members, including remuneration, attendance fees, bonuses, and premiums.
- f) Deciding on the allocation of profits, including profit distribution and profit-sharing ratios.
- g) Discussion of any proposed amendments to the articles of association (if applicable).
- h) Other matters deemed necessary for discussion.

(2) The agenda of the extraordinary General Assembly meeting is determined based on the reasons for convening the meeting.

(3) Matters not included in the meeting agenda cannot be discussed or decided upon, except in the following cases:

- a) If all shareholders are present, a matter may be added to the agenda by unanimous vote.
- b) Pursuant to the relevant article of the Law, any shareholder's request for a special audit must be decided upon by the General Assembly, regardless of whether it is included in the agenda.
- c) Removal of board members and the election of their replacements are considered related to the discussion of the year-end financial statements and may be decided upon directly upon request, regardless of their inclusion in the agenda.
- d) Even if not listed as an agenda item, the removal of board members and the election of their replacements may be added to the agenda with a majority vote by those present at the General Assembly meeting, provided there are justified reasons such as corruption, incompetence, breach of duty of loyalty, inability to fulfill duties due to membership in multiple companies, incompatibility, or abuse of influence.

(4) An agenda item that has been discussed and decided upon at the General Assembly meeting cannot be revisited unless a unanimous decision is made by those present.

(5) Matters requested by the Ministry to be discussed at the Company's General Assembly meeting following an audit or for any other reason are added to the agenda.

(6) The agenda is determined by the party that convenes the General Assembly meeting.

Speaking at the meeting

ARTICLE 11 – (1) Shareholders or other interested parties who wish to speak on the agenda item under discussion must inform the meeting committee. The committee announces the individuals who will speak to the General Assembly and grants them the floor in the order of their requests. If a person is not present at the meeting when it is their turn to speak, they forfeit their right to take the floor. Participants speak to the General Assembly from an area reserved for this purpose. Individuals may change the order in which they speak among themselves. If talk time is limited, the person currently speaking may continue if the next person in line waives their right to speak and the current speaker finishes within the allocated time for that person. Talk times cannot be extended by any other means.

(2) The meeting chair may give the floor to board members and the auditor who wish to make a statement about the matters discussed, regardless of the order of speaking.

(3) Talk time is determined by the General Assembly upon the proposal of the chair or shareholders, considering the agenda's business, the number and importance of the matters to be discussed, and the number of individuals wishing to speak. In such cases, the General Assembly first decides whether to limit talk time and then votes to determine the specific duration of the talk time.

Voting and procedure

ARTICLE 12 – (1) Before the start of the voting, the meeting chair explains the matter to be voted on to the General Assembly. If a draft decision is to be put to vote, the vote is taken after the draft is recorded in writing and read out. The procedure is the only aspect that can be discussed after the voting announcement. If a shareholder has not been given the floor despite a request during this time period, they may take the floor after reminding the chair of their request and receiving approval. No participant may take the floor during the actual voting process.

(2) Matters discussed at the meeting are put to vote by show of hands, rising vote or voice vote. The meeting committee counts these votes. When necessary, the committee may appoint a sufficient number of people to assist with the counting of votes. Participants who do not raise their hands, stand, or express their votes are considered to have voted "nay," and these votes are treated as against the relevant decision during the evaluation.

Keeping of meeting minutes

ARTICLE 13 – (1) The meeting chair signs the list of participants, which includes shareholders or their representatives, their shares, groups, numbers, and nominal values. The chair also ensures that the minutes are kept in accordance with the principles set out in the Law and relevant legislation, clearly recording the

questions asked and answers given, the decisions taken, and the number of “aye” and “nay” votes cast for each decision at the General Assembly meeting.

(2) The General Assembly meeting minutes are recorded at the meeting place using a typewriter, computer, or ink pen, provided that the handwriting is legible. A printer must be available at the meeting place to allow for printouts if the minutes are recorded on a computer.

(3) Minutes are kept in at least two copies, with each page signed by the meeting chair and the Ministry representative (if any).

(4) The minutes must include the Company’s trade name, the date and place of the meeting, the total nominal value and number of the Company’s shares, the total number of shares represented at the meeting in person or by proxy, the full name of the Ministry representative (if any) and the date and number of the letter appointing the representative, and the method of invitation if the meeting was called with notice or whether it was called without notice.

(5) The number of votes regarding the decisions taken at the meeting is stated in the minutes in both figures and words, leaving no room for doubt.

(6) Persons opposing the decisions taken at the meeting and wishing to have their opposition recorded are noted in the minutes along with their full names and reasons for their opposition.

(7) If the reasons for opposition are provided in writing, the related letter is appended to the minutes. The minutes include the full name of the opposing shareholder or representative and note that the letter of opposition is attached. The letter of opposition added to the minutes is signed by the meeting chair, and if applicable, the Ministry representative.

Procedures at the end of the meeting

ARTICLE 14 – (1) At the end of the meeting, the meeting chair presents a copy of the minutes and all other documents related to the General Assembly meeting to a board member in attendance. This is documented in a separate report issued to the parties involved.

(2) The Board of Directors must submit a notarized copy of the minutes to the trade registry directorate within fifteen days of the meeting date and must register and announce any matters in these minutes that are subject to registration and announcement.

(3) Additionally, the meeting chair presents a copy of the list of participants, agenda, and minutes of the General Assembly meeting to the Ministry representative (if any).

CHAPTER THREE Miscellaneous Provisions

Documents regarding the participation of a Ministry representative and the General Assembly meeting

ARTICLE 15 – (1) Requests for a Ministry representative, when necessary, as well as the duties and authorities of the representative, are governed by the provisions of the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and Representatives of Ministry of Trade to be Present at These Meetings.

(2) The provisions of the Regulation specified in the first paragraph must be adhered to when issuing the list of participants, preparing the representation documents for the General Assembly meeting, and compiling the meeting minutes.

Circumstances unforeseen in the Internal Directive

ARTICLE 16 – (1) If unforeseen circumstances arise during the meetings that are not covered by this Internal Directive, actions will be based on the decision of the General Assembly.

Acceptance of the Internal Directive and amendments

ARTICLE 17 – (1) This Internal Directive is put into effect, registered, and announced by the board of directors with the approval of the General Assembly of Consus Enerji İşletmeciliği ve Hizmetleri Anonim Şirketi. Amendments to the Internal Directive are subject to the same procedure.

Effective date of the Internal Directive

ARTICLE 18 – (1) This Internal Directive was accepted at the Consus Enerji İşletmeciliği ve Hizmetleri Anonim Şirketi General Assembly meeting dated June 30, 2015, and came into effect on the date of its announcement in the Turkish Trade Registry Gazette.