

**ORDINARY GENERAL ASSEMBLY MEETING MINUTES
OF CONSUS ENERJİ İŞLETMECİLİĞİ VE HİZMETLERİ ANONİM
ŞİRKETİ
(JUNE 6, 2024)**

The Ordinary General Assembly of Consus Enerji İşletmeciliği ve Hizmetleri Anonim Şirketi (“Company”) convened on Thursday, June 6, 2024, at 2:00 p.m. at the Company Headquarters located at Esentepe Mahallesi Büyükdere Caddesi No: 193/2 Şişli/Istanbul to discuss the 2023 annual accounts under the supervision of Ministry Representative Mr. Orhan Karabey, who was assigned with the letter dated June 4, 2024, and numbered 97500633 by the Istanbul Governorship Provincial Directorate of Trade.

The Company invited its shareholders to the Ordinary General Assembly Meeting on May 13, 2024, through the Public Disclosure Platform of Türkiye’s Central Securities Depository and Trade Repository (“MKK”). The invitation was also published in the Turkish Trade Registry Gazette No. 11082 on May 15, 2024 (pages 1,173–1,174) and made available on both the MKK Electronic General Meeting System and the Company’s website.

A review of the List of Participants revealed that out of the 385,500,000 shares representing the Company’s total capital of TRY 385,500,000, a total of 196,599,850 shares corresponding to TRY 196,599,850 were represented at the meeting. Of these, shares representing TRY 196,572,550 were represented by proxy, and shares representing TRY 27,300 were represented in person. Accordingly, it was concluded that the meeting quorum required by the Turkish Commercial Code, the Capital Markets Law, and the Articles of Association was met. The meeting was opened by Serdar Kırmaz, Vice Chair of the Board of Directors. The meeting continued with the discussion of the agenda items.

1. As a result of the election held to form the Meeting Committee, it was unanimously decided that Serdar Kırmaz would be elected as Meeting Chair, Ece Bayraktar as Minute Clerk, and Uğur Noyan as Vote Collector.
2. The participants unanimously decided that the Meeting Minutes would be signed by the members of the Meeting Committee on behalf of the shareholders.
3. The request to consider the 2023 Board of Directors Annual Report as read, since it had been made available to shareholders, was unanimously accepted. The report was then opened for discussion, but no one took the floor.
4. The Independent Audit Report summary (Opinion page) for the 2023 accounting period was read by the representative of PKF Aday Bağımsız Denetim A.Ş., the independent audit company present at the meeting. The summary was then opened for discussion, but no one took the floor.
5. Since the independently audited consolidated financial statements of our Company for the accounting period ending on December 31, 2023, were made available to shareholders at least three weeks before the meeting at the Company headquarters, on the Company website (www.consusenerji.com.tr), on the Public Disclosure Platform, and in the Electronic General Meeting System, and there was sufficient time for shareholders to review the statements before the meeting, the request to consider the financial statements for the 2023 accounting period as read was unanimously accepted by the participants. The meeting then continued with the negotiations. As a result of the negotiations, the Company’s Balance Sheet and Income Statement for the 2023 accounting period were unanimously approved by the participants.
6. As a result of the voting on the activities and accounts of 2023, it was decided by a majority of 196,575,550 votes, with 4,300 abstentions, to discharge all Board Members who served in 2023 from liability, without the Board Members exercising the voting rights attached to their shares.
7. While the Company’s consolidated financial statements for the accounting period ending on December 31, 2023, issued in accordance with 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, it was determined that no profit distribution would occur, and this decision was communicated to the shareholders by the Meeting Chair.
8. The meeting continued with the election of members for the Company’s Board of Directors. It was suggested that our Company’s Board of Directors should consist of eight members. The nominees were Ayşegül Bensel, Feyzullah Tahsin Bensel, Serdar Kırmaz, Ercan Nuri Ergül, Mehmet Ali Deniz, Mustafa Karahan, Talip Selçuk Şaldırak, and Canan Çelik.

It was unanimously decided that the Board of Directors would consist of the following eight members:
Ayşegül Bensel, whose letter of acceptance was submitted at the meeting, with a TR ID No.;

Serdar Kırmaz, who was present at the meeting and submitted his letter of acceptance, with a TR ID No. ; Feyzullah Tahsin Bensele, whose letter of acceptance was submitted at the meeting, with a TR ID No. ; Ercan Nuri Ergül, whose letter of acceptance was submitted at the meeting, with a TR ID No. ; Mehmet Ali Deniz, whose letter of acceptance was submitted at the meeting, with a TR ID No. ; Mustafa Karahan, who was appointed as an independent member as per the corporate governance legislation of the Capital Markets Board and whose letter of acceptance was submitted at the meeting, with a TR ID No. ; Talip Selçuk Şaldırak, who was appointed as an independent member as per the corporate governance legislation of the Capital Markets Board and whose letter of acceptance was submitted at the meeting, with TR ID No. ; and Canan ÇELİK, who was appointed as an independent member as per the corporate governance legislation of the Capital Markets Board and whose letter of acceptance was submitted at the meeting, with a TR ID No. It was unanimously decided that the term for the Board of Directors would be 1 (one) year.

9. It was unanimously decided that the net monthly attendance fee would be TRY 60,000 for each Independent Board Member and TRY 47,500 for the other Board Members, starting from the month following the General Assembly meeting until a new amount is determined by the General Assembly.
10. In accordance with Article 399 of the Turkish Commercial Code and the regulations of the Capital Markets Board, it was unanimously decided by the participants that the independent external audit of the year-end and interim financial statements for the 2024 accounting period would be carried out by PKF Aday Bağımsız Denetim A.Ş. The firm is located at Reşitpaşa Mahallesi Eski Büyükdere Caddesi Park Plaza Apt. No: 14/10, Sarıyer/Istanbul, is registered with the Istanbul Trade Registry under trade registry number 561406 and is registered with the Maslak Tax Office under tax ID number 007 051 1435, with MERSİS number 0-0070-5114-3500017.
11. The Meeting Chair informed the shareholders that the total amount of donations and aid made in accordance with our Company's Donation and Aid Policy in 2023 was TRY 539,485 on a nominal basis (or TRY 647,740 when adjusted for purchasing power as of December 31, 2023). This amount included various donations, grants, and education scholarships provided to the Turkish Cogeneration Association, the Fight Against Terrorism Veterans Association, the Turkish Education Foundation (TEV), the Foundation for the Protection and Promotion of the Environment and Cultural Heritage (ÇEKÜL), the Make a Wish Foundation, Derik Sports Club, and various other institutions and individuals, with each donation or aid being less than TRY 250,000. It was unanimously decided by the participants that the upper limit for donations and aid in 2024 would be TRY 5 million.
12. In accordance with Article 12/4 of the Capital Markets Board's II-17.1 Communiqué on Corporate Governance, the shareholders were 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. Shareholders were informed that in 2023, no transactions were carried out with the related parties or the individuals specified under Article 1.3.6 of the Principles of Corporate Governance Annex to the Capital Markets Board's II-17.1 Corporate Governance Communiqué, and all the other transactions carried out with related parties were described in detail in Footnote 6 of the financial statements dated December 31, 2023.
14. It was unanimously decided by the participants to approve the total gross payment of TRY 33,932,093 made by our Company to Board Members and senior executives in 2023.
15. It was unanimously decided by the participants to grant permission to the Board Members to operate in accordance with the provisions of Articles 395 and 396 of the Turkish Commercial Code.
16. Taking the floor, shareholder Talat Başak requested that Darüşşafaka be included among the institutions provided with donations.

The Chair announced that the meeting was closed, as all agenda items had been discussed.

June 6, 2024, 14.24

Orhan Karabey
Ministry Representative

Serdar Kırmaz
Meeting Chair

Ece Bayraktar
Minute Clerk

Uğur Noyan
Vote Collector