

**INFORMATIVE DOCUMENT RELATED TO THE ORDINARY GENERAL ASSEMBLY  
MEETING, DATED APRIL 12, 2021**

The Ordinary General Assembly Meeting of our Company for the year 2021 shall convene at Kızılırmak Mah. 1450 Sok. ATM Plaza Kat:14 No:1/68 Çukurambar Çankaya/ANKARA, at 8:30 am, on, April 12, 2021 to discuss the below-mentioned agenda and reach at a decision thereupon.

In order for shareholders to attend the General Assembly, they must be registered in the "Shareholders List" prepared by Central Securities Depository Institution (MKK). Whether the persons physically attending the meeting are shareholders or representatives will be checked through the list of shareholders.

Attendance of our shareholders or their representatives in electronic media is possible by their secure electronic signature. Hence our shareholders, who will use Electronic General Assembly Meeting System, should sign up or login to Central Securities Depository Institution (MKK) e-MKK Information Portal, submit their contact information and possess electronic signature. It is not possible to attend the general assembly meeting in electronic media for shareholders or their representatives without signing up and logging in the e-MKK Information Portal and having electronic signature. Moreover, those shareholders or their representatives who want to attend General Assembly Meetings in the electronic environment must fulfil their liabilities in accordance with "Regulation Regarding Participation to General Assembly Meetings of Joint Stock Companies on Electronic Medium".

In accordance with Article 1527 of the Turkish Commercial Code numbered 6102, the "Regulation Regarding Participation to General Assembly Meetings of Joint Stock Companies on Electronic Medium" of the Ministry of Customs and Trade, published in the Official Gazette dated 28 August 2018 and numbered 28395, has come into force at 01.01.2012. With this regulation, it has become compulsory for companies whose shares are listed on the stock exchange, to participate in the general assembly meetings electronically and to implement the electronic voting system.

Our shareholders who cannot attend the meeting in person, are required to arrange their proxies in accordance with the attached sample and submit their notary approved power of attorney to our Company, by fulfilling the requirements set forth by the Capital Markets Board. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System.

The reports of the Board of Directors, Independent Audit Company Report, Financial Tables and Activity Report of the Board of Directors with Corporate Governance Principles Compliance Report for the year 2020 will be available for review by the shareholders at the Company headquarters and our web site at "www.naturelenerji.com.tr" at least three weeks prior to the meeting. In accordance with the arrangements set forth by Capital Markets Board (CMB), the documents of the General Assembly Meeting with the documents mentioned above will be available at Public Disclosure Platform (KAP) and our web site at "www.naturelenerji.com.tr".

Our shareholders who will vote with the Electronic General Assembly System can obtain information from the Central Registry Agency, our company's website [www.naturelenerji.com.tr](http://www.naturelenerji.com.tr) or the Company Headquarters (Tel: +90 312 467 18 33) in order to fulfil their obligations under the relevant Regulation and Communiqué.

It is duly submitted to inform our Esteemed Shareholders.  
Kind Regards,

**BOARD OF DIRECTORS**

## **AGENDA OF GENERAL ASSEMBLY MEETING FOR THE YEAR OF 2020**

1. Opening and Appointment of the Meeting Presidential Board,,
2. Authorization of the Meeting Presidency to sign the minutes of the General Assembly,
3. Reading, negotiating and approving of fiscal year 2020 Annual Activity Report prepared by Board of Directors,
4. Reading the fiscal year 2020 report of the independent auditing firm,
5. Reading, negotiating and approving of fiscal year 2020 financial statements,
6. Discharge of liability of the members of the Board of Directors one by one for fiscal year 2020,
7. Approval of the independent auditing firm decided by the Board of Directors, in accordance with the regulations of Capital Markets Board,
8. Informing the shareholders about the decision of the Board of Directors on the appropriation of 2020 net profit operating year in accordance with the Capital Markets Board's Dividend Communiqué, No: II-19.1.
9. Approval of new Board members during the period,
10. Determination of the compensation of the Members of the Board of Directors,
11. Informing the shareholders about the donations and charities made by our Company in 2020 at the General Assembly, determining the limit of donations and charities to be made by our Company in 2021, in accordance with Article 19/5 of the Capital Market Law,
12. Submitting information on the subject that shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degrees or empowerment of the Board of Directors in connection with matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board and informing the shareholders about the transactions carried out within this scope in 2020 in line with the Corporate Governance Principles,
13. Submitting information to the General Assembly about the income or benefits obtained from the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties within the scope of Article 12/4 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board,
14. Wishes, recommendations and ending.

## POWER OF ATTORNEY

### NATUREL YENİLENEBİLİR ENERJİ TİCARET A.Ş.

I hereby appoint \_\_\_\_\_ as my attorney in order to represent me, to vote, to make proposals and to sign the required documents in the Ordinary General Assembly Meeting of Naturel Yenilenebilir Enerji Ticaret A.Ş. to be held on April 12, 2021, at 8:30 am/pm, at Kızılırmak Mah. 1450 Sok. ATM Plaza Kat:14 No:1/68 Çukurambar, Çankaya, ANKARA

#### Of the Attorney (\*);

**Name Surname/Commercial Title:**

**TC Identification No/Tax No, Trade Register and No:**

**MERSİS No:**

(\* ) For foreign attorneys, if exist, the corresponding information must be submitted.

#### A) Scope of the Representative Power

For sections 1 and 2 given below, the scope of the representative power should be determined by choosing one of the options (a), (b) or (c).

#### About the Subjects of General Assembly Agenda;

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote on proposals of the company management.
- The attorney is authorized to vote in accordance with the instructions given below in table.

#### Instructions:

If the shareholder chooses option (c); the directives for each item of the agenda are given by choosing among the given alternatives (accept or reject) for the related item and if the alternative “reject” is chosen, the dissenting opinion shall be stated which should be written in -if exists- the minutes of general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1.			
2.			
3.			

(\* ) Each item of the agenda is listed in order. If the minority has a separate draft resolution, this will be stated additionally for/by assuring proxy voting.

#### 2. Special instruction regarding the other subjects that may come up at the General Assembly Meeting and especially regarding the use of minority rights;

- The attorney is authorized to vote according to his/her opinion.
- The attorney does not have the power of representation on these issues.
- The attorney is authorized to vote in accordance with special instructions given below.

**SPECIAL INSTRUCTIONS;** If exist, the special instructions to be given by the shareholder to the attorney are identified here.

**B) Shareholder determines the shares to be represented by the attorney by choosing one of the options below.**

**1. I approve the representation of shares specified below by the attorney.**

- a) Distribution and Serial Number: :
- b) Number / Group (\*\*) :
- c) Quantity-Nominal Value :
- ç) Has privilege in voting or not :
- d) Nominative or Bearer (\*) :
- e) The ratio of specified shares to total shares/voting rights owned by the shareholder:

*\* This information is not required for dematerialized shares.*

*\*\* For dematerialized shares, information about the group, if available, will be given instead of the number.*

**2. I approve the representation of all my shares, which are in the list of attendants prepared by MKK one day prior to the general assembly, by the attorney.**

**Of the Shareholder:**

**Name Surname/Commercial Title (\*):**

*(\*) For foreign shareholders, if exist, the corresponding information must be submitted.*

**TC Identification No. /Tax No, Trade Register and No. :**

**MERSİS No. :**

**Address :**

**Signature :**

Note: A notarized Signatory Circular of the Principal shall be attached to the Power of Attorney.

## EXPLANATIONS IN SCOPE OF CAPITAL MARKETS BOARD REGULATIONS

Additional explanations to be made in accordance with the "Corporate Management Communiqué" numbered II.17.1 of the Capital Markets Board are presented in this section:

### 1. Shareholding Structure and Vote Rights

The company's issued capital shares are divided into 33,000,000 shares, each worth 1 Turkish Lira. The issued capital of the company consists of 3,000,000 Group A bearer shares and 30,000,000 Group B registered shares.

According to the 10<sup>th</sup> article titled General Assembly of our Articles of Association, "(A) group shareholders have 15 votes for one share, and (B) group shareholders have 1 vote for one share in ordinary and extraordinary General Assembly meetings.

Capital Structure as of April 12, 2021 as follows:

Name/Surname of Shareholder	Group	April 12, 2021	
		Share of Capital (%)	Capital Amount (TL)
Yusuf Şenel	A	9,09	3.000.000
Yusuf Şenel	B	54,55	18.000.000
Public quotation	B	36,36	12.000.000
	A	<b>9,09</b>	<b>3.000.000</b>
<b>Total</b>	<b>B</b>	<b>90,91</b>	<b>30.000.000</b>
		<b>100</b>	<b>33.000.000</b>

### 2. Information about Management and Operational Changes That May Affect Our Company's Activities Significantly:

Information regarding the changes that took place in the fiscal period and are planned to be realized in the upcoming fiscal periods were disclosed in the public offering prospectus and material event disclosures. Relevant disclosures can be accessed on our company's website [www.naturelenerji.com.tr](http://www.naturelenerji.com.tr) and the website of the Public Disclosure Platform (KAP) at [www.kap.org.tr](http://www.kap.org.tr).

### 3. Information Regarding the Written Requests of the Shareholders, Capital Market Boards and Other Public Authorities Submitted to Investor Relations Department with respect to Adding Items to the Agenda:

While preparing the agenda, attention is paid to the issues submitted by the shareholders to the Investor Relations Unit that they want include in the agenda, by the Board of Directors.

During the period when the agenda for the Ordinary General Assembly Meeting of 2020 was prepared, our company has not received any request in this regard.

## **ORDINARY GENERAL ASSEMBLY MEETING AGENDA**

### **1. Opening and Appointment of the Chairman of the Meeting**

Pursuant to the provisions of the Turkish Commercial Code and the provisions of the “Regulation Regarding the Methods and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry of Customs and Trade Representatives who shall Attend These Meetings” which was published by the Ministry of Trade in the Turkish Republic Official Gazette numbered 28481 and dated 28.11.2012, the General Assembly elect the Chairman to conduct the meeting and the Vice Chairman, if deemed necessary. The meeting chairmanship is authorized to sign the meeting minutes and other documents that form the basis of this minute.

### **2. Authorization of Chairman of the Meeting to Sign the Minutes of the General Assembly**

The authority will be given to the chairmanship of the meeting for signing the minutes of the General Assembly will be put to the vote of the partners.

### **3. Reading, Discussion and Approval of Board of Directors’ Activity Report for the 2019 period**

The annual report is disclosed at our Company Headquarters, the Central Registry Agency's Electronic General Assembly portal, the Public Disclosure Platform and the company's website at least three weeks before the General Assembly meeting, which is a legal obligation in line with the provisions of TCC and CMB and the Regulation of the Ministry of Customs and Trade. The Annual Activity Report of the Board of Directors for the fiscal period 01.01.2020-31.12.2020 will be read at the General Assembly Meeting and submitted to the discussion of our shareholders

### **4. Reading the Fiscal Year 2019 Report of the Independent Auditing Firm:**

The Independent Audit Report summary for the fiscal period 01.01.2020-31.12.2020 shall be read at the General Assembly Meeting in line with the provisions of TCC, CMB and the Regulations of the Ministry of Customs and Trade.

### **5. Reading, negotiating and approving of fiscal year 2020 financial statements:**

Within the framework of the provisions of TCC and relevant regulation, the Financial Statements of 2020, which are submitted for the review of our shareholders at our Company Headquarters, on the company's website and Public Disclosure Platform three weeks before the General Assembly meeting, will be read at and submitted to discussion of our shareholders.

### **6. Discharge of liability of the members of the Board of Directors one by one for fiscal year 2020,**

In accordance with the provisions of the TCC and the Regulation, the acquittal of the members of the Board of Directors for their 2020 activities and accounts will be submitted for the approval of the shareholders.

### **7. Approval of the independent auditing firm decided by the Board of Directors, in accordance with the regulations of Capital Markets Board**

In line with the opinions of the Audit Committee, our Board of Directors will submit the independent audit of the Company for the year 2020 by Güncel Bağımsız Denetim Danışmanlık ve

YMM A.Ş. to the approval of the General Assembly in accordance with the Capital Markets Board Legislation.

**8. Informing the shareholders about the decision of the Board of Directors on the appropriation of 2020 net profit operating year in accordance with the Capital Markets Board's Dividend Communiqué, No: II-19.1.:**

The year 2020 dividend distribution proposal which is given below of our Board of Directors and the proposal that shall be given by the shareholders will be submitted to the approval of Ordinary General Assembly.

Profit Distribution Proposal

<b>NATUREL YENİLENEBİLİR ENERJİ TİCARET ANONİM ŞİRKETİ</b>			
<b>1</b>	<b>Paid -In/ Issued Capital</b>		33.000.000,00
<b>2</b>	<b>Total Legal Reserve (According to Legal Records)</b>		1.052.572,81
<b>Information regarding the privileges on profit distribution as per the Company Articles of Association, if there are any</b>			There are no privileges.
		<b>According to Capital Markets Board</b>	<b>According to the Legal Records</b>
<b>3</b>	Profit for the Period	92.606.414,00	71.332.730,74
<b>4</b>	Taxes Payable (+)	-8.265.120,00	3.167.368,53
<b>5</b>	Net Profit for the Period (=)	78.018.865,00	68.165.362,21
<b>6</b>	Accumulated Loss	0,00	0,00
<b>7</b>	First Legal Reserve (-)	3.408.268,11	3.408.268,11
<b>8</b>	Net Distributable Profit for the Period (=)	74.610.596,89	64.757.094,10
<b>9</b>	Donations Made throughout the Year (+)	400.712,50	
<b>10</b>	Net Distributable Profit for the Period, Donations Included	75.011.309,39	
<b>11</b>	First Dividend to Shareholders	4.950.000,00	
	-Cash	4.950.000,00	
	-Non paid-up share	0,00	
	-Total	0,00	
<b>12</b>	Dividends Distributed to Preferred Shareholders	0,00	
<b>13</b>	Dividends Distributed to Members of Board of Directors, Employees etc.	0,00	
<b>14</b>	Dividends Distributed to Holders of Usufruct Right Certificates	0,00	
<b>15</b>	Second Dividend to Shareholders	0,00	
<b>16</b>	Second Legal Reserve	330.000,00	
<b>17</b>	Statutory Reserve	0,00	0,00
<b>18</b>	Special Reserve	0,00	0,00
<b>19</b>	Extraordinary Reserve	69.330.596,89	0,00
<b>20</b>	Other Resources to be Distributed	<b>0,00</b>	0,00

\* The net profit for the period is 100.817.534 (92.606.414+8.265.120) TL, however, as 22,852,669 TL of this amount corresponds to non-controlling interests, the net profit of the parent company in the amount of 78,018,865 TL was taken as the basis.

## **9. Approval of new Board members during the period:**

In accordance with the CMB, TCC and regulations, taking into account the principles regarding the election of members of the Board of Directors included in our articles of association, new members of the Board of Directors whose term has expired will be elected. In addition, independent members will be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1. The business and administration of the company is carried out by a Board of Directors consisting of at least six and at most eight members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code. According to Article 7 of our Articles of Association, members of the Board of Directors of our Company can be elected for a maximum of three years. Unless dismissed, members of the Board of Directors, whose election period has expired, may be re-elected.

Our Company's Board Member Vice Chairman Mr. Cem Göçmen has resigned and Mr. Ragıp Ali Kılınç has been appointed a Board Member Vice Chairman. It is submitted to the approval of the General Assembly of the appointed members of the Board of Directors. Curriculum vitae of the Board Member of Mr. Ragıp Ali Kılınç is presented in Annex-1.

## **10. Determination of the compensation of the Members of the Board of Directors:**

In the General Assembly, proposals made by the shareholders on this matter shall be put to vote. The monthly net wages to be paid to the members of the Board of Directors will be determined until the Ordinary General Assembly Meeting in 2021, while the discussion of activities of 2022 and these wages will be effective from the date of the general assembly.

## **11. Informing the shareholders about the donations and charities made by our Company in 2020 at the General Assembly, determining the limit of donations and charities to be made by our Company in 2021, in accordance with Article 19/5 of the Capital Market Law:**

The limit of the donation to be made pursuant to Article 19/5 of the Capital Market Law should be determined by the general assembly in cases which is not specified in the articles of association, and information about donations and payments made must be submitted to the shareholders at the ordinary general assembly. The limit of donations and aids to be made in 2020 will be determined at the general assembly.

## **12. Submitting information on the subject that shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degrees or empowerment of the Board of Directors in connection with matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board and informing the shareholders about the transactions carried out within this scope in 2020 in line with the Corporate Governance Principles;**

During the year, the shareholders holding the management control, the shareholder Board Members, senior executives and their spouses and relatives up to third degree by blood and affinity have not made any transaction that may cause conflict of interest with the company or its subsidiaries did not make a transaction of the type of business that falls within the scope of the business on behalf of himself or someone else. As in every general assembly, approval will be obtained from the general assembly within the framework of articles 395 and 396 of the Turkish Commercial Code.



**13. Submitting information to the General Assembly about the income or benefits obtained from the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties within the scope of Article 12/4 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board:**

Within the scope of article 12/4 of the "Corporate Governance Communiqué" of the Capital Markets Board, our shareholders will be informed about the guarantees, pledges, mortgages and sureties given by our company in favour of third parties in 2019, and the income or benefits the company has obtained from these transactions.

**14. Wishes, recommendations and ending.**