

# NATUREL YENİLENEBİLİR ENERJİ TİCARET ANONİM ŞİRKETİ

## ARTICLES OF ASSOCIATION

### ESTABLISHMENT:

#### Article 1

Article 180 and 193 of the Turkish Commercial Code of (Naturel 1 Enerji Ticaret Limited Şirketi) registered with MERSİS number 0629046319200013 in the 271277 number of Ankara Trade Registry Office A joint stock company has been established in accordance with the provisions of the Turkish Commercial Code on the establishment of joint stock companies among the founders whose names, surnames, addresses and nationalities are written below.

Line No. 1

Name and Surname of the Founder: Yusuf Şenel

.....

ID No:.....

### BUSINESS NAME OF THE COMPANY:

#### Article 2

The title of the company is Naturel Renewable Energy Trade Joint Stock Company.

### PURPOSE AND FIELD OF ACTIVITY

**Article 3** The purpose of the establishment of the Company and the field of activity are as follows:

In order to generate electricity from renewable energy sources, the company is engaged in the establishment of electricity generation plants, the operation of the established power plants, and the trade of the generated electricity.

The Company shall carry out the following activities in accordance with the relevant legislation regarding the electricity market in order to realize this purpose.

Establishing, commissioning, taking over, leasing, leasing or purchasing electricity plants in the country or abroad for the purpose of generating electricity. Obtaining and issuing electricity generation license when necessary.

Purchasing hydroelectric power plants, geothermal electricity generation plants, solar power plants, wind power plants, wind turbines in parts or as a whole, manufacturing, selling, renting, installing, importing-exporting, maintaining and repairing dismantled parts related to these power plants when necessary.

Selling the electricity energy and/or capacity it produces to wholesale licensee legal entities, retail licensee legal entities and eligible consumers, or related organizations through bilateral agreements.

The Company may also engage in the following matters, provided that the necessary special situation explanations are made within the framework of the capital market legislation in order to ensure that the investors are enlightened, provided that the company's activities are limited to the company's activities in order to realize the matters related to its purpose and subject.

a ) In accordance with Article 21 of the Capital Markets Law, May establish new companies related to their purposes and subjects and may participate in those established, without prejudice to the article. Provided that the necessary special situation explanations are made within the framework of the Capital Market legislation in order to clarify the investors for the realization of the purpose and the field of activity, it may procure the necessary internal and external loans and make all kinds of savings for the use of these loans.

b ) Acquiring, operating, buying, selling, receiving and giving mortgages on movable, immovable property and vehicles, establishing unification, abandonment, easement and similar transactions in favor of the company, provided that the necessary special situation explanations are made within the framework of capital market legislation in order to ensure that the investors are informed about the fields of activity.

C) Setting up agencies, representative offices, branches and engaging in marketing activities in relation to its fields of activity.

d ) To enter into agreements with domestic and foreign companies and to participate in tenders in Turkey and abroad in relation to its fields of activity. e ) To provide the administrative and technical organizations of the existing or future companies that it participates and participates in as a founder.

f) Establishing domestic and foreign private companies, capital companies, ordinary companies and real persons and foreign capital companies, ordinary partnerships and business partnerships, participating in established partnerships, provided that the necessary material event disclosures are made within the framework of the capital market legislation in order to enlighten the investors regarding the field of activity, buying and selling stocks and bonds, provided that they are not in the nature of investment services and activities.

g ) Acquiring, transferring and assigning trademark, patent, know-how and other industrial property rights and making license agreements on them, in relation to its purpose.

h ) Carrying out all kinds of energy transmission lines, facility, building and infrastructure construction works related to the fields of activity, to have others do it.

ı ) It may purchase, sell the land and other real estates with and without shares, divide them into parcels and give legal, financial and commercial transactions and location zoning projects and other projects for sale to real and legal persons as well as usufruct, altitude, residence, title deed type allocation, condominium, allotment, unification, transfer and waiver.

The principles determined within the framework of Capital Market legislation shall be complied with in the issue of granting guarantee, surety, guarantee or establishing pledge right including mortgage in the name and on behalf of third parties.

## HEADQUARTERS AND BRANCHES

**Article 4** The headquarters of the company is in Ankara. Address: Kızılırmak Mah. 1450 Sk. ATM Plaza B Blok 1/68 Çankaya/Ankara. In case of change of address, the new address is registered in the Trade Registry and announced in the Turkish Trade Registry Gazette and also notified to the CMB and the Ministry of Trade. The notification made to the registered and announced address shall be deemed to have been made to the company. For the company that has left its registered and announced address but has not registered its new address within the period, this situation is considered as a reason for termination. Based on the decision of the Board of Directors, the Company may open branches, offices and agencies at home and abroad, provided that it informs the Ministry of Trade, the Capital Markets Board and other public authorities when necessary.

## TERM OF THE COMPANY:

### Article 5

The duration of the company is determined as unlimited.

## CAPITAL

**Article 6** The company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law No. 6362 and has switched to this system with the permission of the Capital Markets Board dated 02.07.2020 and numbered 19/412. The registered capital ceiling of the company is 100.000.000 (TwoHundredMillion) TL and divided into 100.000.000 (TwoHundredMillion) shares with a nominal value of 1 TL each.

The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2019-2023 (5 years). Even if the authorized registered capital ceiling has not been reached at the end of 2023, it is obligatory to obtain authorization from the General Assembly for a new period, not exceeding 5 years, by obtaining permission from the Capital Markets Board for the given ceiling or a new ceiling amount. In case such authorization is not obtained, capital increase cannot be made with the decision of the board of directors. The issued capital of the company is 165.000.000 (one hundred and sixty five million)TL and the said issued capital has been paid in full and in cash, free from collusion. The distribution of the shares representing the capital is as follows.

Partner Name	GROUP	Number of Shares	Share Amount
Naturel Holding A.Ş	A.	15.000.000	15.000.000
Naturel Holding A.Ş	B	84.000.000	84.000.000
Yusuf Şenel	B	6.000.000	6.000.000
Public Portion	B	60.000.000	60.000.000

The capital of the company can be increased or decreased, if necessary, within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Legislation.

Group A shares are registered shares. Group B shares are written to the bearer. All of the portion of the issued capital to be offered to the public is covered by the Group B bearer shares.

The Company's board of directors may not approve the transfer of A group shares, provided that it is limited to the reasons defined in Article 493 of the Turkish Commercial Code.

Unless otherwise agreed by the Board of Directors in capital increases, each group shall exercise the right of recourse from its own group. In the event that Group A shareholders have shares remaining from the use of the pre-emptive right, this share group shall be transformed into Group B and bearer shares without any further action. However, if the Board of Directors restricts the shareholders' right to receive new shares, all new shares to be issued shall be issued in writing to Group B and bearer. In addition, the board of directors is authorized to issue Group B bearer shares in return for Group A shares in capital increases.

In accordance with the provisions of the Turkish Commercial Code Capital Markets Law, when deemed necessary the Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling, to restrict the rights of privileged shareholders, to limit the shareholders' right to purchase new shares, and to issue shares with a premium or below their nominal value. The authority to restrict the rights to receive new shares cannot be used in a way that leads to inequality between shareholders.

The shares representing the capital are recorded within the framework of the simplification principles.

## **ELECTION, DUTIES, RESPONSIBILITIES AND MEETINGS OF THE BOARD OF DIRECTORS**

Article 7 The affairs and administration of the company are 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.

Those who have the right to attend the meeting of the board of directors of the company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the Communiqué on the Boards to be held in Electronic Environment other than the General Assemblies of Joint Stock Companies, the Company may establish the Electronic Meeting system that will enable the right holders to participate and vote in these meetings in electronic environment or may purchase services from the systems created for this purpose. In the meetings to be held, it is ensured that the right holders can use the rights specified in the relevant legislation within the framework specified in the provisions of the Communiqué through the system established in accordance with this provision of the Company's Articles of Association or through the system from which support service will be received.

In the event that the number of members of the board of directors is 6 or 7 members, 3 members are selected from among the Group A shareholders or the candidates they will nominate.

If the number of members of the board of directors is 8, 4 members are selected from among Group A shareholders or the candidates they will nominate.

The number and qualifications of independent members to serve in the Board of Directors are determined according to the regulations of the Capital Markets Board regarding Corporate Governance.

The remaining board members are selected from among Group B shareholders or the candidates they will nominate.

The Board of Directors elects a chairman from among its members each year and a deputy chairman to act as its proxy in the absence of the chairman.

The members of the Board of Directors are elected for three years, and the members of the Board of Directors whose election period expires may be re-elected unless they are dismissed. In the event that a membership is vacated for any reason, the Board of Directors shall temporarily elect a person who has the conditions specified in the Turkish Commercial Code and this articles of association to this place

and submit it to the approval of the first general assembly. Thus, the selected member completes the mandate of the former member.

The committees are formed within the board of directors and the working principles of the committees are carried out in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board on corporate governance and other relevant legislation.

The Board of Directors establishes a committee for the early detection of the reasons that endanger the existence, development and continuation of the company as defined in Article 378 of the Turkish Commercial Code, for the implementation of the necessary measures and remedies and for the management of the risk.

The regulations of the Capital Markets Board regarding corporate governance are complied with in the transactions considered important in terms of the implementation of the Corporate Governance Principles and in all kinds of related party transactions of the company and in the transactions regarding the granting of guarantees, pledges and mortgages in favor of third parties.

If the General Assembly deems it necessary, it may change the members of the Board of Directors at any time

Pursuant to Article 394 of the Turkish Commercial Code, provided that the amounts are determined in the General Assembly, the members of the Board of Directors have the right to attendance, wages, bonuses, and premiums, vehicles and housing rights. The provisions of the Capital Markets Law and the relevant legislation regarding the remuneration of the independent members of the board of directors are reserved.

## **REPRESENTATION AND BINDING OF THE COMPANY**

**Article 8** The management and representation of the company belongs to the Board of Directors. The Board of Directors performs the duties assigned to it by the General Assembly with the Turkish Commercial Code, the Capital Market Law and other relevant legislation. In order for all the documents to be given by the company and the agreements to be made to be valid, they must bear the signature of the person or persons authorized to bind the company, placed under the company's title. The Chairman of the Board of Directors may represent the company alone and may bind and bind the company with individual signatures under the title of the company.

The Board of Directors may authorize the general manager, deputy general manager, manager and chiefs to double sign and bind, provided that one of them is a member of the board of directors, with an internal directive and signature circular to be accepted and published. In this case, it regulates an internal directive in accordance with the provisions of the first paragraph of Article 367 of the Turkish Commercial Code. The general manager, whose job description is made with the internal directive and who is authorized to represent the company, cannot take any action that will put the company under debt and commitment. Such powers may not be transferred to others in any way.

With the development of the company's affairs and activities, the Board of Directors determines how and on what basis the administrative affairs and duties will be divided among its members if deemed necessary and necessary. In addition, commercial agents, commercial agents and/or other merchant assistants may be appointed in accordance with the provisions of Articles 368 and 371 of the Turkish Commercial Code. According to the provision of Article 371 of the Turkish Commercial Code, the duties and powers of the board members who are not authorized to be appointed as commercial agents or other merchant assistants with limited authority or those who are affiliated with the Company with the act of service are determined in the internal directive to be prepared and registered and announced.

## **AUDITORS AND THEIR DUTIES**

**Article 9** The relevant provisions of the Turkish Commercial Code and the Capital Market Legislation shall be applied in the audit of the Turkish Commercial Code, the Capital Market Law and other matters stipulated in the relevant legislation.

## **GENERAL ASSEMBLY**

### **Article 10**

a. Form of Invitation:

General Assemblies convene ordinarily or extraordinarily.

b. Notice:

Ordinary and extraordinary General Assembly meetings are announced at least three weeks before the date of the meeting, except for the announcement and meeting day. The agenda and other documents related to the meeting are also attached to this announcement. In the announcements to be made, the Turkish Commercial Code and the regulations of the Capital Markets Board and the regulations that enter into force within this framework are complied with.

c. Meeting Time:

The Ordinary General Assembly shall convene within three months from the end of the accounting period of the Company and at least once a year, and extraordinary General Assemblies shall convene in cases and times when the Company's affairs are required.

d. Participation in the General Assembly, Voting and Appointment of a Proxy:

Shareholders or officials present at ordinary and extraordinary General Assembly meetings shall have five votes for each Group A share and one vote for each Group B share. At the General Assembly meetings, the shareholders may be represented by other shareholders or by a proxy appointed by them from outside. The regulations of the Capital Markets Board regarding voting by proxy are complied with. The proxies who are shareholders of the company are authorized to vote in the name of the shareholder they represent in addition

to their own votes.

Pursuant to Article 479/3 of the Turkish Commercial Code, the privilege in the Vote cannot be used in the following decisions:

- Amendment of the articles of association.
- Selection of transaction auditors.
- Opening a release and liability lawsuit.

The company cannot demand from the shareholder who wishes to attend the general assembly, that the documents proving that he is the owner of the shares or the share certificates are deposited in the company, in a credit institution or in another place.

e. Negotiations and Decision Quorum:

At the meetings of the General Assembly of the Company, the minimum issues stipulated by the relevant legislation are negotiated and the necessary decisions are taken. General Assembly meetings and the quorum in the meetings are subject to the provisions of the Turkish Commercial Code and the Capital Markets legislation.

f. Place of Meeting:

The General Assembly convenes in the head office building of the Company or in a convenient place of the city where the head office is located.

g. The beneficiaries who have the right to attend the general assembly meetings of the company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the "Regulation on General Assemblies to be held in Electronic Environment in Joint Stock Companies", the Company may establish the Electronic General Assembly System that will enable the right holders to participate in the General Assembly meetings in electronic environment, to express their opinions, to make suggestions and to vote, or may purchase services from the systems created for this purpose. In all General Assembly meetings to be held, in accordance with this provision of the Articles of Association, it is ensured that the right holders and their representatives can exercise their rights specified in the provisions of the aforementioned regulation on the established system.

## **ANNOUNCEMENT**

**Article 11** In the announcements to be made by the Company, the Turkish Commercial Code, the Capital Markets Law and the regulations of the Capital Markets Board and the provisions of the relevant legislation are complied with.

## **ACCOUNTING PERIOD AND ANNUAL REPORTS**

**Article 12** The company's accounting period is a calendar year, starts on the first day of January and ends on the last day of December.

In the event that the financial statements and reports envisaged to be issued by the Capital Markets Board are subject to independent audit, the independent audit report shall be prepared and announced to the public in accordance with the procedures and principles set out in the Turkish Commercial Code and Capital Market legislation.

## **DETERMINATION AND DISTRIBUTION OF PROFIT**

**Article 13** 'From the income determined at the end of the operating period of the Company, the amounts that are obligatory to be paid or separated by the Company such as general expenses and various depreciation and the remaining profit after deducting the taxes that are obligatory to be paid by the Company's legal entity and the profit for the period seen in the annual balance sheet, if any, and the remaining amount after deducting the losses of the previous year are distributed as follows, respectively:

General Legal Reserve Fund:

- a) 5% of the capital is allocated to the legal reserve until it reaches 20%.

First Dividend:

- b) The first dividend is allocated from the remainder, over the amount to be found by adding the donation amount made during the year, if any, in accordance with the Turkish Commercial Code and the Capital Market Legislation, within the framework of the Company's profit distribution policy.

- c) After the above reductions are made, the general assembly has the right to decide that the share of the share is to be distributed to the members of the board of directors, partnership employees and persons other than the shareholder.

Second Dividend:

d) After deducting the amounts specified in subparagraphs (a), (b) and (c) from the net profit for the period, the General Assembly decides to distribute it partially or completely as a second dividend or as a reserve fund voluntarily set aside in accordance with Article 521 of the Turkish Commercial Code. authorized to separate.

General Legal Reserve Fund:

e) Ten percent of the amount found after deducting the profit share of 5% of the capital from the portion decided to be distributed to the shareholders and other persons participating in the share capital is added to the general legal reserve in accordance with the second paragraph of Article 519 of the TCC.

Unless the reserve funds to be allocated according to the TCC and the profit share determined for the shareholders in the articles of association or profit distribution policy are allocated, it cannot be decided to allocate another reserve, to transfer the profit to the next year, to distribute the share from the profit to the members of the board of directors, partnership employees and persons other than the shareholder, and the share determined for the shareholders cannot be distributed to these persons from the profit unless the share determined for the shareholders is paid in cash.

The profit share is distributed equally to all of the existing shares as of the distribution date, regardless of their export and acquisition dates. The form and time of distribution of the money decided to be distributed shall be decided by the General

Assembly upon the proposal of the Board of Directors in this regard.' According to the provisions of this articles of association, the profit distribution decision made by the general assembly cannot be reversed.

#### **DIVIDEND ADVANCE**

**Article 14** The Board of Directors may decide to grant a dividend advance provided that it is authorized by the General Assembly and complies with the Capital Markets Law and the Capital Markets Legislation in this regard. The total profit share advance to be given in an operating period is determined on the condition that it does not exceed the lower of the net profit for the previous year and the other sources that may be subject to profit distribution, except for the net profit for the relevant interim period. The Board of Directors cannot decide to give and distribute dividend advances without deducting the dividend advances paid in the previous period.

#### **TERMINATION AND DISSOLUTION OF THE COMPANY**

**Article 15** In case of termination and dissolution of the company, its liquidation shall be carried out in accordance with the provisions of the Turkish Commercial Code and Capital Market Legislation.

#### **COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES**

**Article 16** The Corporate Governance Principles, which are mandatory to be implemented by the Capital Markets Board, are complied with. Transactions made without complying with mandatory principles and decisions of the board of directors taken shall be deemed invalid and contrary to the articles of association, the regulations of the Capital Markets Board regarding corporate governance shall be complied with in the transactions deemed important in terms of the implementation of the Corporate Governance Principles and in the transactions of the company with significant related parties. In case the regulations of the Capital Markets Board regarding the independent board members are subjected, the number and qualifications of the independent members to take part in the board of directors shall be determined according to the regulations of the Capital Markets Board regarding corporate governance.

#### **LEGAL PROVISIONS**

**Article 17** The provisions of the Turkish Commercial Code and the Capital Markets Law apply to matters not covered in this Articles of Association.