

**AYDEM YENİLENEBİLİR ANONİM ŞİRKETİ**  
**INFORMATION DOCUMENT ON ORDINARY GENERAL ASSEMBLY MEETING HELD ON 29 MARCH**  
**2023 FOR THE YEAR 2022**

**ADDITIONAL EXPLANATIONS AS PER THE REGULATIONS OF THE CAPITAL MARKETS BOARD**

With regard to the additional explanations required to be made pursuant to the Communiqué on Corporate Governance (“**Communiqué**”) of the Capital Markets Board (“**CMB**”) numbered II-17.1, general explanations for the agenda items are presented below for your information.

**1. Shareholding Structure and Voting Rights**

Total number of shares and voting rights reflecting the partnership structure of the company as of the date of announcement of this Information Document and number of shares and voting rights reflecting the privileged share groups and the nature of privileges, if any, are given below

**1.1.** Issued capital of our company, which is 705.000.000,00 (seven hundred five million) TL, within upper limit of registered capital of 2,000,000,000 (two billion) Turkish Lira (TL), divided into 705,000,000.00 (seven hundred five million) registered shares, each with a nominal value of 1.00 (one) TL.

All of this capital has been paid in cash and in full, free from collusion. The issued capital of the company amounting to TL 705.000.000, is divided into 420.000.000 (four hundred and twenty million) group A registered shares, each with a nominal value of TL 1.00 (one) 285.000.000 (two hundred eighty-five million) divided into B group registered shares, each with a nominal value of TL 1.00 (one).

**Real and Legal Entities Directly Owning the Capital**

Name and Surname/Business Name of the Shareholder	Capital Ratio (TL)	Capital Ratio (%)
Aydem Enerji Yatırımları A.Ş.	574.975.680	81,557
<sup>1</sup> Other	24.320	0,003
<sup>2</sup> Public	130.000.000	18,440
<b>Total</b>	<b>705.000.000</b>	<b>100,00</b>

**Information on Shares Representing the Capital**

Share Group	Registered/Bearer	Nominal value of each share (TL)	Currency	Nominal Value of Shares	Capital Ratio	Whether traded at the stock exchange
A	Nama	1	TRY	420.000.000	59,57	İşlem Görmüyor
B	Nama	1	TRY	285.000.000	40,23	İşlem Görüyor

<sup>1</sup> Kocaer Demir San. Tic. Ltd. Şti. (0,00164%), Mopak Kağıt Karton San. Tic. A.Ş. (0,00164%), Acıselsan Acıpayam Sel. San. Tic. A.Ş. (0,00010%) shares.

<sup>2</sup> Within the 30-day period following the start of trading of the Company shares on BIST, price stabilisation transactions were carried out on the Company shares. In this context, 18,679,595 shares were purchased by Aydem Enerji Yatırımları A.Ş.

**1.2. In accordance with the Articles of Association of our company; the decisions regarding**

- Half of the members of the Company's board of directors will be elected among the candidates nominated by the shareholders holding the majority of the capital represented by Group A shares provided that the capital represented by Group A shares continues to represent at least 30% of the Company's issued capital,
- Approval of the annual report, budget and financial statements and acquittal of the members of the board of directors,
- Amending the articles of association, excluding capital increases to be made according to the registered capital system,
- Changing the business subject of the company, entering new lines of business or leaving existing business lines
- Capital increase, liquidation, termination, capital reduction, change of company type, except for capital increases to be made according to the registered capital system,
- Applying for bankruptcy, concordat and financial restructuring within the scope of the article 309/m of the Enforcement and Bankruptcy Law, No.2004
- Transferring of all or part of the commercial enterprise of the company,
- Approval of the shareholders holding the majority of the capital represented by the Group A shares, for the sale of Group A shares on the stock exchange

can only be taken with the approval of the shareholders holding the majority of the capital represented by the A group shares. Otherwise, the decisions taken become invalid.

**2. Information on the Changes in the Management and Activities of Our Company and Affiliates that have taken place in the previous accounting period or planned in the future accounting periods that will significantly affect the partnership activities and the Reasons for these Changes**

There are no changes, whether completed or estimated, regarding management and activities of our company at previous periods or future plans which significantly affect the activities of the company and its affiliates. Material disclosures made by our Company within the scope of the relevant legislation may be reached through <https://www.aydemyenilenebilir.com.tr/yatirimciiliskileri/ozel-durum-aciklamalari>

**3. If the dismissal, replacement or election of the members of the board of directors is on the agenda of the general assembly meeting; resumes of the persons whose candidacy for membership of the board of directors has been communicated to the partnership, the duties they have carried out in the last ten years and the reasons for leaving, the nature and significance level of their relationship with the partnership and its related parties and similar issues that may affect the partnership activities in case these persons are elected as members of the board of directors**

Members of the Board of Directors of the Company whose term of office will expire on 3 April 2023;

- Aydem Holding A.Ş., Ömer Fatih Keha, Mehmet Hayati Öztürk and Ersin Akyüz were appointed at the Extraordinary General Assembly Meeting held on 03 April 2020.
- Serpil Demirel and Fatma Dilek Bil were appointed pursuant to the Board of Directors decision dated 10 June 2021 and numbered 2021/18, in accordance with Article 8 of the Company's Articles of Association, to be effective from 10 June 2021 and to serve for an increasing period of time due to the resignation of Board Members Hamdi Alp and Korhan Tiryaki,

- Pursuant to the Board of Directors' resolution dated 19 September 2021 and numbered 2021/30, Mehmet Gökay Üstün was appointed in accordance with Article 8 of the Company's Articles of Association, to be effective as of 19 September 2021 and to serve for an increasing period of time due to the resignation of Board Member Serdar Marangoz,

- Asya Vuslat Saldanlı was appointed in accordance with the Board of Directors' resolution dated 20 December 2021 and numbered 2021/41, in accordance with Article 8 of the Company's Articles of Association, to be effective as of 20 December 2021 and to serve for an increasing period of time due to the resignation of Board Member Galip Ayköse,

These amendments were submitted to the approval of the shareholders at the Ordinary General Assembly Meeting held on 30 March 2022 regarding the activities of 2021 and were approved by the majority of votes.

Since the term of office of the members of the Board of Directors expires on 3 April 2023, in accordance with the decision of the Board of Directors dated 20 January 2023 and numbered 2023/3;

- The CVs of independent board members Serpil Demirel, Fatma Dilek Bil, Mehmet Hayati Öztürk, Ersin Akyüz, prepared in accordance with CMB's Corporate Governance Principle No. 1.3.1, are available at <https://www.aydemyenilenebilir.com.tr/yatirimciiliskileri/yonetim-kurulu-uye-bilgileri>

- Declarations of independence of the independent candidates for the Board of Directors are presented in Annex-1.

There are no significant issues that may affect the activities of the Company regarding the candidates for the Independent Board of Directors.

#### **4. Information on the Requests of the Shareholders, the CMB and Other Public Authorities for the inclusion of an item to the Agenda**

No such request is submitted for the Ordinary General Assembly meeting where the activities of 2022 will be discussed.

## **EXPLANATIONS ON THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING DATED 30 MARCH 2022**

### **1. Opening and establishment of the Board of the Assembly and delegating power to the Board of the Assembly to sign the meeting.**

The election will be made for the Chairman who will chair the General Assembly Meeting pursuant to “Turkish Commercial Code No. 6102” (“TCC”), “Regulation on Procedures and Principles for General Assembly Meetings of Joint Stock Companies and Ministry of Customs and Commerce Representatives to Attend Such Meetings” (“Regulation”) and Article 7 of the General Assembly Internal Regulation. Chairman will assign minimum one Meeting Minutes Recorder as per the General Assembly Internal Regulations and assign required number of vote collector. Chairman is authorized to sign the meeting minutes and relevant other documents.

### **2. Reading out, discussion and approval of the Annual Report for the year 2022 prepared by the Company's Board of Directors.**

Information will be provided on the Annual Report of the Board of Directors which is made available at Company Headquarters, Central Securities Depository (“MCK”) Electronic General Assembly System and Company website [www.aydemyenilenebilir.com.tr](http://www.aydemyenilenebilir.com.tr) three weeks prior to the General Assembly meeting within the scope of TCC, Regulation and Capital Markets Board legislation General Assembly Internal Regulation and comments and approval of the Shareholders will be taken

### **3. Reading out, discussion and approval of the Affiliation Report for the year 2022 prepared by the Company's Board of Directors.**

Information will be provided on Affiliation Report of the Board of Directors which are made available at Company Headquarters, Central Securities Depository (“MCK”) Electronic General Assembly System and Company website [www.aydemyenilenebilir.com.tr](http://www.aydemyenilenebilir.com.tr) three weeks prior to the General Assembly meeting within the scope of TCC, Regulation and Capital Markets Board legislation and comments and approval of the Shareholders will be taken.

### **4. Reading out the Independent Audit Report for the 2022 accounting period.**

Independent Audit reports prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci mali Müşavirlik A.Ş., appointed within the scope of relevant laws to audit the consolidated financial statements and reports in 2021 accounting period based on the principles in the TCC, No.6102 and Capital Markets Law, No.6362 will be provided on the Independent Audit Report which is prepared as per TCC and Capital Markets Board legislation and made available at Company Headquarters, Central Securities Depository Electronic General Assembly System and Company website [www.aydemyenilenebilir.com.tr](http://www.aydemyenilenebilir.com.tr) three weeks prior to the General Assembly meeting for the review of the Shareholders

### **5. Reading out, discussion and approval of the Financial Statements for the 2022 accounting period.**

Information will be provided on financial statements which are made available at Company Headquarters, Central Securities Depository (“MCK”) Electronic General Assembly System and Company website [www.aydemyenilenebilir.com.tr](http://www.aydemyenilenebilir.com.tr) three weeks prior to the General Assembly meeting within the scope of TCC, Regulation and Capital Markets Board legislation and comments and approval of the Shareholders will be taken.

## **6. Resolving on the proposal of the Board of Directors of the Company regarding the profit/loss for the 2021 accounting period.**

According to Article 7 of the General Principles Regarding Dividend Distribution section of the Capital Markets Board (CMB) Dividend Guidelines, the entire amount of dividend to be distributed can only be distributed to the extent that it can be covered from the net distributable profit in the statutory records (records kept in accordance with the Tax Procedure Law) or from other sources. In other words, the upper limit for the amount of dividends to be distributed is the distributable amount of the relevant profit distribution sources in the statutory records.

Due to the “lack of distributable profit” in the records kept in accordance with the Tax Procedure Law, no dividend distribution will be made and this situation will be submitted to the approval of the shareholders at the Ordinary General Assembly meeting for the 2022 activity period.

## **7. Providing information about transactions with related parties that took place in 2022**

As per the Communiqué on Corporate Governance, No. II-17.1, shareholders will be informed about On-going Related Party Transactions exceeding 3% of the net sales in the previous financial year's financial statements realized within the framework of our Company's Principles regarding Related Party Transactions.

## **8. Election of Independent Auditor for the Activity Period of 2023.**

In accordance with the TCC and CMB regulations, with the opinion and recommendation of our Company's Audit Committee and the decision of our Board of Directors dated 02.03.2023 and numbered 2023/09, an independent auditor will be selected to audit the financial reports of our Company for the 2023 accounting period and to carry out other activities within the scope of the relevant regulations in these laws, and will be submitted to the approval of the shareholders.

## **9. Resolving on the issue of acquitting the members of the Board of Directors respectively for the 2022 accounting period by discussion.**

Acquittal of each member of the Board of Directors from liability in respect of the operations, activities and accounts in 2022 pursuant to provisions of TCC and Regulation and Internal Regulation of the General Assembly will be submitted to the approval of the shareholders.

## **10. Election of the board members.**

In accordance with the CMB regulations, the Turkish Commercial Code and the Regulation, taking into account the principles regarding the election of the members of the Board of Directors in our Articles of Association, the members of the Board of Directors will be elected as the term of office of the members of the Board of Directors will expire on 03 April 2023.

## **Article 8 of the Articles of Incorporation;**

*"The affairs and administration of the Company shall be managed by a board of directors consisting of 8 (eight) members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law, and who shall fulfil the conditions specified in the Turkish Commercial Code and the capital markets legislation. It is not obligatory for the members of the board of directors to be shareholders. Legal entities may be elected to the board of directors. If a legal entity is elected as a member of the board of directors, only one real person designated by the*

*legal entity on behalf of the legal entity shall be registered and announced together with the legal entity; in addition, the fact that the registration and announcement has been made shall be announced on the company's website. Only this registered person may attend and vote on behalf of the legal entity.*

*Provided that the capital represented by Group A shares continues to represent at least 30% of the issued capital of the Company, half of the members of the Board of Directors of the Company shall be elected among the candidates nominated by the shareholders holding the majority of the capital represented by Group A shares. The members of the board of directors to be elected from among the candidates nominated by the shareholders holding the majority of the capital represented by the Group A shares shall be members other than the independent members specified in the corporate governance principles of the Capital Markets Board."*

#### **Article 9;**

***"Members of the board of directors may be elected for a maximum of three years. Board members whose term of office expires may be re-elected.***

*Regarding the term of office of the independent members of the board of directors, the regulations of the Capital Markets Board on corporate governance and the provisions of these articles of association shall be complied with"*

In this context, Serpil Demirel, Fatma Dilek Bil, Mehmet Hayati Öztürk, Mehmet Hayati Öztürk and Ersin Akyüz, who are currently Independent Board Members, have been proposed as Independent Board Member candidates by the decision taken by our Board of Directors upon the proposal of our Corporate Governance Committee, which evaluated the candidates submitted to it. The CVs of our Board member candidates are available at <https://www.aydemyenilenebilir.com.tr/yatirimciiliskileri/yonetim-kurulu-uye-bilgileri> and the declarations of independence of the independent member candidates are presented in Annex-1.

#### **11. Giving information and approval the payments made within the scope of the Remuneration Policy for the Members of the Board of Directors and Senior Executives.**

As per CMB Corporate Governance Principle, No. 4.6.2, remuneration principles for Board Members and top level managers was accepted upon decision of the Board of Directors, dated 6 July 2020, numbered 2020/27 and notified to the shareholders at the Extraordinary General Assembly held on 14 August 2020 for their views. Remuneration Policy was announced to the public on corporate website [www.aydemyenilenebilir.com.tr](http://www.aydemyenilenebilir.com.tr)

Pursuant to the decision taken at the Ordinary General Assembly Meeting dated 30 March 2022, the attendance fee paid to the Independent Members of the Board of Directors as gross TL 40,000 per month was increased by 55% and determined as gross TL 62,000 to be effective as of 1 April 2022 with the Board of Directors decision dated 25 July 2022 and numbered 2022/25 (Annex-3), taking into account the current inflation rate, the economic developments in the world and the market conditions whose effects are felt in our country. This decision will be submitted to the approval of the shareholders.

In addition, shareholders shall be informed about the benefits provided by our Company to the members of the board of directors and senior executives, which are stated in the "Transactions Related to Related Parties" section of our consolidated financial reports for the 2022 operating year.

**12. Determining the remuneration of the members of the Board of Directors and their rights such as attendance fees, bonuses and premiums.**

As per CMB Corporate Governance Principle, No. 4.6.2, remuneration principles for Board Members and top level managers was accepted upon decision of the Board of Directors, dated 6 July 2020, numbered 2020/27 and notified to the shareholders at the Extraordinary General Assembly held on 14 August 2020 for their views. Remuneration Policy was announced to the public on corporate website [www.aydemyenilenebilir.com.tr](http://www.aydemyenilenebilir.com.tr)

In this context, the remuneration to be given to the members of the board of directors in 2023 office will be submitted to the approval of the shareholders

**13. Giving information about the transactions of the persons specified in principle 1.3.6 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board in the year 2022.**

Pursuant to the CMB's mandatory Corporate Governance Principle no. 1.3.6, in the event that the shareholders holding the management control, members of the board of directors, managers with administrative responsibility and their spouses and relatives by blood or marriage up to second degree make a significant transaction that may cause a conflict of interest with the partnership or its subsidiaries and/or make a transaction on their own behalf or on behalf of someone else in a commercial business that falls within the field of activity of the partnership or its subsidiaries, or enter into another partnership engaged in the same type of commercial business as a partner with unlimited liability; such transactions shall be included in the agenda of the general assembly as a separate agenda item in order to provide detailed information on the subject at the general assembly and shall be recorded in the minutes of the general assembly.

In 2022, shareholders will be informed about the transactions carried out in this nature. Some of the shareholders who control the management, members of the board of directors, managers with administrative responsibility, and their spouses and blood relatives and relatives by marriage up to the second degree serve as members of the board of directors in some other Aydem Group companies, including those with similar fields of activity with our Company.

In 2022, there were no significant transactions requiring information within the scope of principle 1.3.6 of the Corporate Governance Communiqué.

**14. Authorizing the members of the Board of Directors to perform the activities listed in Articles 395 and 396 of the Turkish Commercial Code No. 6102**

It is only possible for our members of the Board of Directors to carry out transactions within the framework of the first paragraph of Article 395 titled "Prohibition of Transactions with the Company and Borrowing Money from the Company" and Article 396 titled "Prohibition of Competition" of the TCC only with the approval of the General Assembly.

In order to fulfil the requirements of these regulations, the granting of the said authorization will be submitted to the approval of the shareholders at the General Assembly.

**15. Giving information about donations and aids made during the activity period of 2022, and discussing and resolving on the determination of the upper limit for donations and aids to be made in 2023**



Pursuant to Article 6 of the Capital Markets Board's "Dividend Communiqué" numbered II-19.1, Article 1.3.10 of the "Corporate Governance Communiqué" numbered II-17.1 and the Donation and Aid Policy adopted by the Board of Directors decision dated 6 July 2020 and numbered 2020/27 and read and informed at the Extraordinary General Assembly Meeting dated 14 August 2020, the donations made during the year must be submitted for the information of the shareholders.

In 2022, the total amount of donations and grants made amounted to TL 876,290. This amount consists of donations and grants made to various institutions and organizations. In 2023, the upper limit for donations and grants to be made will be determined by the General Assembly.

**16. Informing the Company about the income or benefits obtained through guarantees, pledges, mortgages and sureties given in favor of third parties during the Company's operating period of 2022 in accordance with the regulations of the Capital Markets Board.**

As per Article 12 of CMB's Corporate Governance Communiqué no. II-17.1, guarantees, pledges, securities and sureties supplied by the Company and its Affiliates in favor of third parties and the profits and benefits gained should be added to the agenda of the general assembly meeting as a separate item and the footnotes 10.2 and 10.3 of the Consolidated Financial Statements provide information on this issue.

**16. Giving information about share buy-back and sale transactions**

Pursuant to the Article 379 of the TCC, Article 22 of the Capital Market Law No. 6362, Communiqué on Repurchased Shares (II-22.1), and the announcements of the Capital Markets Board dated 21.07.2016, 25.07.2016 and 23.03.2020 respectively, purchases on 23.02.2022 within the scope of share repurchase transactions initiated with the decision of the Board of Directors numbered 4 are added to the table to protect the shareholders, to contribute to the formation of the share price in a stable and consistent manner with its real value, to protect the trust in our Company, and to plan the repurchase of the Company's own shares, dated 14.02.2022, numbered 2022/4 since the share price of our Company is not thought to reflect the actual performance of the Company's activities.

Share subject to the transaction	Date of Transaction	Nominal value of shares (TL)	Capital ratio (%)	Transaction Price (TL/pc)	Privileges of the shares, if any
B Group, AYDEM, TREAYDM00024	17.02.2022	200.000	0,028369	7,974527	-
B Group, AYDEM, TREAYDM00024	21.02.2022	700.000	0,099291	8,034058	-
B Group, AYDEM, TREAYDM00024	22.02.2022	50.000	0,007092	8,056200	-
B Group, AYDEM, TREAYDM00024	23.02.2022	310.000	0,043972	8,002742	-
B Group, AYDEM, TREAYDM00024	01.03.2022	500.000	0,070922	7,757900	-



B Group, AYDEM, TREAYDM00024	09.03.2022	500.000	0,070922	6,995611	-
B Group, AYDEM, TREAYDM00024	11.03.2022	163.502	0,023192	7,058348	-
B Group, AYDEM, TREAYDM00024	16.03.2022	200.000	0,028369	7,390386	-
B Group, AYDEM, TREAYDM00024	23.03.2022	500.000	0,070922	7,694300	-
B Group, AYDEM, TREAYDM00024	07.04.2022	180.000	0,025532	8,396651	-
B Group, AYDEM, TREAYDM00024	11.04.2022	300.000	0,042553	8,900439	-
B Group, AYDEM, TREAYDM00024	13.04.2022	500.000	0,070922	9,157100	-
B Group, AYDEM, TREAYDM00024	18.04.2022	300.000	0,042553	9,609526	-
B Group, AYDEM, TREAYDM00024	25.04.2022	200.000	0,028369	9,582744	-
B Group, AYDEM, TREAYDM00024	18.05.2022	200.000	0,028369	8,463750	-
B Group, AYDEM, TREAYDM00024	25.05.2022	300.000	0,042553	8,321719	-
B Group, AYDEM, TREAYDM00024	09.06.2022	300.000	0,042553	8,469107	-
B Group, AYDEM, TREAYDM00024	16.06.2022	30.000	0,004255	8,583333	-
B Group, AYDEM, TREAYDM00024	05.07.2022	300.000	0,042553	9,009242	-

With the Board of Directors decision dated 11.05.2022 and numbered 2022/19, our Company carries out Eurobond repurchases under the conditions that it considers appropriate depending on the market conditions and bond price. Based on this idea, our Company repurchased Eurobonds with a total nominal value of USD 49,789,000 in 2022 at an average price of 75.45%. (In other words, in the

aforementioned repurchases, our Company settled its USD 100 debt with an average price of USD 75.45). Our Company plans to continue to repurchase Eurobonds in 2023 according to market conditions, bond price and liquidity of our Company.

With the Board of Directors decision dated 23.12.2022 and numbered 2022/37, all of the total nominal 5,733,502 shares repurchased by the Company during the accounting period were sold to a non-resident institutional investor on 23.12.2022 at a price of TL 24.76 per share and by block sale method with a special order on Istanbul Stock Exchange. On the other hand, the share repurchase transactions initiated with the decision of the Board of Directors of our Company dated 14.02.2022 and numbered 2022/4 are still in effect, and share repurchases will continue within the framework of the relevant legislation and in line with market conditions.

These issues will be submitted for the information of shareholders

**18. Wishes, requests and closing.**

## Annex-1 Statements of Independence

### STATEMENT OF INDEPENDENCE

I declare that I have complied with the independence criteria stated below within the scope of Article 4.3.6 in the Annex of the Communiqué on “Corporate Governance” No. II-17.1 of the Capital Markets Board and I will serve as an independent member of the Board of Directors of Aydem Yenilenebilir Enerji A.Ş. within this scope.

I declare that at AYDEM YENİLENEBİLİR ENERJİ A.Ş.,

- I do not have any employment relationship between the company, the partnerships in which the company has management control or significant influence, the partners holding the management control of the company or having significant influence in the company, and the legal entities over which these partners have management control, and myself, my spouse, and my relatives by blood and marriage up to the second degree in the last five years and I do not own more than 5% of the capital or voting rights or privileged shares, together or individually, or have not established any significant commercial relations
- I am not a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in firms that the company purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods
- I have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member
- I will not work as a full-time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation
- I am a resident in Turkey in accordance with the Income Tax Law (ITL), dated 31/12/1960, No. 193,
- I am capable to contribute positively to the operations of the corporation, to maintain my objectivity in conflicts of interests between the corporation and the shareholders, and I have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- I am able to allocate time for the company’s business in order to follow up the activities of the corporation and duly fulfill the allocated duties
- I have not conducted membership of board of directors more than a term of six years in the last ten years,
- I do not act as the independent member of the board of directors in more than three of the companies, the company or the controlling shareholders of the company who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange,
- I am not registered and announced as a board member representing a legal entity

**ANNEX-2 Board of Directors Decision dated 25.07.2022 and numbered 2022/25****YÖNETİM KURULU KARAR DEFTERİ****Kararın****AYDEM YENİLENEBİLİR ENERJİ ANONİM ŞİRKETİ  
YÖNETİM KURULU KARARI**

**Karar Numarası** :2022/25  
**Karar Tarihi** :25.07.2022  
**Konu** : Bağımsız Yönetim Kurulu Üyelerine ait Huzur hakkı ödemesinin artırılması hk

**KARAR**

Türk Ticaret Kanunu'nun 390/4'üncü maddesine göre aşağıda karara bağlanan hususlara ilişkin öneri Yönetim Kurulu Başkanı tarafından Şirketimizin Yönetim Kurulunun tüm üyelerine sunulmuş ve herhangi bir üyenin Yönetim Kurulu toplantısı yapılmasını talep etmemesi üzerine aşağıdaki şekilde sirkülasyon yolu ile karara bağlanmıştır.

- 1- Şirketimizin bağımsız yönetim kurulu üyelerine aylık brüt 40.000-TL olarak ödenen huzur hakkının, Dünyada yaşanan ve ülkemizde de etkileri hissedilen ekonomik gelişmeler ve piyasa koşulları gereği, ülkemizdeki mevcut enflasyon oranı da göz önünde bulundurularak, 1 Nisan 2022 tarihinden itibaren geçerli olmak üzere, %55 oranında artırılarak brüt 62.000-TL olarak belirlenmesine;
- 2- İşbu konunun yapılacak olan ilk genel kurul toplantısında pay sahiplerimizin onayına sunulmasına, katılanların oybirliği ile karar verilmiştir.

**Yönetim Kurulu Başkanı**  
Aydem Holding A.Ş.  
(İstanbul Ticaret Sicili/194877-5  
Adına  
İdris KÜPELİ  
(T.C. Kimlik No.234\*\*\*\*\*302)

**Yönetim Kurulu Başkan Yardımcısı**  
Ömer Fatih KEHA  
(T.C. Kimlik No.349\*\*\*\*\*248)

**Yönetim Kurulu Üyesi**  
Mehmet Gökay ÜSTÜN  
(T.C. Kimlik No.270\*\*\*\*\*146)

**Yönetim Kurulu Üyesi**  
Asya Vuslat SALDANLI  
(T.C. Kimlik No.368\*\*\*\*\*860)

**Yönetim Kurulu Üyesi**  
Serpil DEMİREL  
(T.C. Kimlik No.112\*\*\*\*\*028)

**Yönetim Kurulu Üyesi**  
Mehmet Hayati ÖZTÜRK  
(T.C. Kimlik No.359\*\*\*\*\*800)

**Yönetim Kurulu Üyesi**  
Ersin AKYÜZ  
(T.C. Kimlik No.641\*\*\*\*\*890)

**Yönetim Kurulu Üyesi**  
Fatma Dilek BİL  
(T.C. Kimlik No.286\*\*\*\*\*554)