



**PARK ELEKTRİK ÜRETİM MADENCİLİK
SANAYİ VE TİCARET A.Ş.**

**ANNUAL REPORT OF THE BOARD OF DIRECTORS
FOR THE PERIOD OF 1 JANUARY - 31 DECEMBER 2024**

INDEPENDENT AUDIT REPORT ON THE ANNUAL REPORT OF THE BOARD OF DIRECTORS

To the General Assembly of Park Elektrik Üretim Madencilik Sanayi ve Ticaret A.Ş.:

1) **Opinion**

Since, we have audited the full set of consolidated financial statements of Park Elektrik Üretim Madencilik Sanayi ve Ticaret A.Ş. (the "Company") and its subsidiary (hereinafter collectively referred to as the "Group") for the period of 1 January - 31 December 2024, we have also audited the annual report for this period.

In our opinion, the consolidated financial data contained in the annual report of the Board of Directors and the examinations made by the Board of Directors on the Group's position, are, in all their important aspects, consistent with the full set of consolidated financial statements and the data that we have obtained during the independent audit, and they reflect the truth.

2) **Basis of our Opinion**

We conducted the independent audit in accordance with the Standards on Independent Auditing, which were published by the Capital Markets Board, and the Standards on Independent Auditing ("SIA"), which are a part of Turkish Audit Standards published by the Public Oversight, Accounting and Auditing Standards Authority (POA). Our responsibilities under these Standards are explained in detail in the section titled "Responsibilities of Independent Auditor in Respect of Independent Audit" of the Annual Report. We hereby declare that we are independent of the Group in accordance with the Code of Ethics for Independent Auditors ("Code of Ethics") published by POA and with the principles of ethics provided in the legislation for independent audit of financial statements. We also fulfilled the Code of Ethics and other ethics-related responsibilities under the legislation. We believe that the independent audit evidence that we collected during the independent audit process constituted a sufficient and proper basis for us to build our opinion.

3) **Our Auditor's Opinion in Respect of the Full Set of Consolidated Financial Statements**

We have expressed an affirmative opinion in our auditor's report dated 6 March 2025 on the full set of consolidated financial statements of the Group for the period of 1 January - 31 December 2024.

4) **Other Issues**

The annual report of the Group's Board of Directors for the year which ended on 31 December 2023 was independently audited by another independent audit firm. The previous independent audit firm expressed a positive opinion in its independent audit report dated 25 April 2024, regarding the annual report of the Group's Board of Directors for 2023.

5) Responsibility of the Board of Directors for the Annual Report

The Group Management is responsible for the following, regarding the annual report, in accordance with articles 514 and 516 of Turkish Commercial Code (TCC) and the provisions of the Communiqué on Principles of Financial Reporting in Capital Markets No. II-14.1 (the “Communiqué”) of the Capital Markets Board (“CMB”):

- a) It prepares the annual report and submits it to the general assembly within the first three months following the balance sheet date.
- b) It prepares the annual report in a way to reflect the course of the Group’s operations for that year as well as its consolidated financial position in all aspects, correctly, completely, straightforwardly, realistically and honestly. In this report, the consolidated financial position is assessed in accordance with the consolidated financial statements. The report also expressly points out the Group’s development as well as the risks that it is likely to be faced with. Assessment of the Board of Directors relating to these issues is also included in the report.
- c) The annual report also includes the following:
 - Important events that occurred in the Group after the end of the activity year,
 - The Group’s research and development operations,
 - Financial benefits such as salaries, premiums, bonuses, allowances, travel, accommodation and representation expenses, benefits in kind and in cash, insurances and similar guarantees paid to members of the Board of Directors and senior executives.

While preparing the annual report, the Board of Directors also takes into account the secondary legislative regulations issued by the Ministry of Commerce and the relevant institutions.

6) Responsibility of the Independent Auditor for the Independent Audit of the Annual Report

Our purpose is to express an opinion within the framework of the provisions of TCC and the Communiqué on whether the consolidated financial data contained in the annual report and the examinations made by the Board of Directors are consistent with the Group’s audited consolidated financial statements and the data that we have obtained during the independent audit, and on whether they reflect the truth, and to issue a report containing our opinion.

Our independent audit was conducted in accordance with the regulations of the Capital Markets Board and SIA. These standards require compliance with ethical principles, and the planning and conduction of an independent audit in order to obtain reasonable assurance regarding whether the consolidated financial data contained in the annual report and the examinations made by the Board of Directors are consistent with the consolidated financial statements and the data obtained during the audit, and whether they reflect the truth.

The auditor in charge who conducted and finalized this independent audit is Okan Öz.

DRT BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş.
Member of **DELOITTE TOUCHE TOHMATSU LIMITED**

Okan Öz, CPA
Auditor in Charge

Istanbul, 6 March 2025

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IN ACCORDANCE WITH THE COMMUNIQUÉ ON
PRINCIPLES REGARDING FINANCIAL REPORTING IN CAPITAL MARKETS (II-14.1)

I. GENERAL INFORMATION

- a) Reporting Period : 01.01.2024 – 31.12.2024
b) The Company's Trade Name : PARK ELEKTRİK ÜRETİM MADENCİLİK SAN. VE TİC. A.Ş.
Mersis (Central Registration System) No. : 0815006930100014
Tax Office and No. : ISTANBUL LARGE TAXPAYERS TAX OFFICE –
8150069301
Trade Registration No. : 312858

Contact Details

- Head Office : Sultantepe Mahallesi Paşalimanı Caddesi No: 41 Üsküdar /
ISTANBUL
Phone : 0 216 531 24 00
Fax : 0 216 531 25 71
Website : www.parkedlektrik.com.tr

c) Capital Distribution and Shareholding Structure of the Company

- Registered Capital Ceiling : TL 6,000,000,000
Issued Capital : TL 148,867,243

With the decision of the Company's Board of Directors dated 25 April 2024, it was decided to amend the Company's articles of association in order to increase the Company's current registered capital ceiling amount of TL 300,000,000 to TL 6,000,000,000 and to renew the registered capital ceiling period to be valid from 2024 to 2028, and following completion of the relevant processes for a positive opinion/permission, the amendment to the articles of association was approved at the Ordinary General Assembly meeting for 2023, which was held on 25 June 2024.

SHAREHOLDING STRUCTURE OF PARK ELEKTRİK ÜRETİM MADENCİLİK SANAYİ VE TİCARET ANONİM ŞİRKETİ					
SHAREHOLDER	Share Group	Registered/Bearer	Number of Shares	Holding Ratio	Nominal Value (TL)
Park Holding A.Ş.	A	Registered	1,648,365,856	11.07%	16,483,658.56
Park Holding A.Ş.	B	Registered	7,468,696,385	50.17%	74,686,963.85
Subtotal			9,117,062,241	61.24%	91,170,622.41
Turgay CİNER	A	Registered	105,715,714	0.71%	1,057,157.14
Turgay CİNER	B	Registered	900,882,574	6.05%	9,008,825.74
Subtotal			1,006,598,288	6.76%	10,065,982.88
Other	A	Registered	75,005,000	0.49%	750,050.00
Other	B	Registered	4,688,058,771	31.51%	46,880,587.71
Subtotal			4,763,063,771	32.00%	47,630,637.71
TOTAL			14,886,724,300	100.00%	148,867,243.00

Park Holding A.Ş., the controlling shareholder of the Company, is controlled by Turgay Ciner. The Company has no cross-shareholding relationship.

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I. GENERAL INFORMATION (cont'd)

ç) Explanations Regarding Preference Shares and Voting Rights Attached to Shares

Six (6) members of the Board of Directors are elected from among the Group A shareholders and three (3) members are elected from among the Group B shareholders or their nominees. There are no privileges with respect to the exercise of voting rights.

Share Group	Registered/Bearer	Number of Shares	Nominal Value (TL)	Ratio on Capital	Type of Privilege
A	Registered	1,829,086,570	18,290,866	12.29%	Right to nominate 6 members of the Board of Directors
B	Registered	13,057,637,730	130,576,377	87.71%	Right to nominate 3 members of the Board of Directors

d) Information on the Board of Directors, Senior Executives and Number of Personnel

i) Members of the Board of Directors

The Company's members of the Board of Directors were elected for a 3-year term at the Ordinary General Assembly meeting for 2023, which was held on 25 June 2024, in accordance with Turkish Commercial Code ("TCC") and relevant regulations and within the framework of the Articles of Association of the Company. The General Assembly approved and accepted the proposal to elect for a 3-year term Gürsel Usta, Çiğdem Yılmaz, Orhan Yüksel, Cevdet Özçevik, Hacı Mustafa Kırış and Selçuk Yeşiltaş, who were nominated by the Company's controlling shareholder Park Holding A.Ş. on behalf of Group A shareholders, and the independent members of the Board of Directors Dilek Emil, Cemal Tüfekçi and Hülya Saygı, who were nominated by Group B shareholders, as a member of the Board of Directors. Details of the Ordinary General Assembly meeting for 2023 were publicly disclosed at www.kap.org.tr on 25 June 2024.

Members of the Board of Directors as of 31 December 2024:

Name and Surname	Position	Whether Executive Director Or Not	The Election Date to Board
Gürsel Usta	Chairman of the Board of Directors	No	25.06.2024
Çiğdem Yılmaz*	Deputy Chairman of the Board of Directors	No	25.06.2024
Orhan Yüksel*	Member of the Board of Directors	Yes	25.06.2024
Cevdet Özçevik	Member of the Board of Directors	Yes	25.06.2024
Hacı Mustafa Kırış	Member of the Board of Directors	Yes	25.06.2024
Selçuk Yeşiltaş	Member of the Board of Directors	Yes	25.06.2024
Dilek Emil	Independent Member of the Board of Directors	No	25.06.2024
Cemal Tüfekçi	Independent Member of the Board of Directors	No	25.06.2024
Hülya Saygı	Independent Member of the Board of Directors	No	25.06.2024

*It was decided, with the decision dated 31 January 2025 of the Board of Directors, that İsmail Karakuzu be appointed as a member of the Board of Directors, to the position which became vacant following the resignation of our member of the Board of Directors Çiğdem Yılmaz, and that Orhan Yüksel be appointed as the Deputy Chairman of the Board of Directors as a result of the distribution of duties which was made, to be submitted for the approval of the General Assembly at the first General Assembly meeting to be held, in accordance with Article 363 of TCC.

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I. GENERAL INFORMATION (cont'd)

d) Information on the Board of Directors, Senior Executives and Number of Personnel (cont'd)

i) Members of the Board of Directors (cont'd)

The majority of the members of the Board of Directors are non-executive members of the Board of Directors in accordance with the capital markets legislation. The positions held by the members of the Board of Directors outside the Company are summarized in the below table:

Member of the Board of Directors	Current Positions Held Outside the Company
Gürsel Usta	Senior Executive at Ciner Group and Member of the Board of Directors at Ciner Group Companies
Çiğdem Yılmaz	Senior Executive at Ciner Group and Member of the Board of Directors at Ciner Group Companies
Orhan Yüksel	Senior Executive at Ciner Group and Member of the Board of Directors at Ciner Group Companies
Cevdet Özçevik	Senior Executive at the Energy and Mining Group of Ciner Group and Member of the Board of Directors at Ciner Group Companies
Hacı Mustafa Kıraç	Senior Executive at the Energy and Mining Group of Ciner Group and Member of the Board of Directors at Ciner Group Companies
Selçuk Yeşiltaş	Financial Affairs Senior Executive at Ciner Group, Member of the Board of Directors at Ciner Group Companies and Member of the Board of Directors at Koç University Alumni Association
Dilek Emil	EWA Kurumsal Danışmanlık Limited Şirketi - Shareholder, StaminaPA Kurumsal İlişkiler Danışmanlık A.Ş. Shareholder and Chairman of the Board of Directors, Public Communication and Corporate Relations Management Association (KİYED) - Member of the Board of Directors, Association of Analytical Approach to Habitat (HABDER) - Member of the Board of Directors, Shapeless Ideas Association - Chairman of the Board of Directors
Cemal Tüfekçi	Polaris Yeminli Mali Müşavirlik Limited Şirketi - Shareholder, and Sky Bağımsız Denetim A.Ş. - Shareholder and Auditor in Charge
Hülya Saygı	Ankara Autistic Individuals Association (ANOBDER) Member of the Board of Directors/Secretary-General

CVs of the members of the Board of Directors and independence declarations of independent members of the Board of Directors are provided in Annex-1. No incidents have occurred in the period of 2024 invalidating the independence of the independent members of the Board of Directors.

ii) Personnel and Labor Movements, Collective Bargaining Implementations and Rights and Benefits Granted to Personnel and Workers

	31 December 2023			31 December 2024		
	White Collar	Blue Collar	Total	White Collar	Blue Collar	Total
Park Elektrik	12	11	23	12	11	23
Konya Ilgın	9	15	24	9	15	24
Total	21	26	47	21	26	47

Total number of personnel of the Company and its subsidiary (the "Group") as of 31 December 2024, is 47. 21 of the employees are white collar and 26 of them are blue collar.

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I. GENERAL INFORMATION (cont'd)

d) Information on the Board of Directors, Senior Executives and Number of Personnel (cont'd)

ii) Personnel and Labor Movements, Collective Bargaining Implementations and Rights and Benefits Granted to Personnel and Workers (cont'd)

Personnel working within the Group have no collective bargaining agreements as of the current period. Employees are paid in accordance with the wages and rights set forth in their employment contracts.

As of 31 December 2024, the amount of the provision for severance pay set aside for the Group's employees is TL 19,325,280, and the amount of the provision for unused leave is TL 7,264,542.

iii) Transactions carried out by the members of the Board of Directors with the Company on their own behalf or on behalf of third parties, and their operations within the scope of the prohibition of competition

At the respective Ordinary General Assembly meetings of the Company, the members of the Board of Directors were authorized to carry out transactions within the framework of the relevant articles of TCC. No transaction was carried out in the period of 2024 in this context.

II. FINANCIAL RIGHTS GRANTED TO MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR EXECUTIVES

At the Ordinary General Assembly meeting for 2022, which was held on 19 June 2023, the remuneration to be paid to the independent members of the Board of Directors was determined as monthly net TL 25,000. At the Ordinary General Assembly meeting for 2023, which was held on 25 June 2024, the remuneration to be paid to the independent members of the Board of Directors was increased to monthly net TL 35,000. No remuneration is paid to other members of the Board of Directors in their capacity as a member of the Board of Directors. In accordance with the Company's Disclosure Policy, senior executives other than the members of the Board of Directors consist of the positions of General Manager, Assistant General Managers and executives above Manager level (Director, Coordinator, etc.), and there is no payment made by the Group to these positions in 2024. Total of benefits provided to the members of the Board of Directors for the period of 1 January - 31 December 2024 is TL 1,410,838 (2023/12: TL 1,124,224). No other side benefits or benefits were provided by the Group to the members of the Board of Directors in 2024.

The Group also receives management services from Park Holding A.Ş., its controlling shareholder, in the areas necessary for the sound conduct of its operations. This service includes, but is not limited to, performing procurement functions, implementing IT investments, providing technical information and support for human resources processes, assisting with financial reporting, audit and tax planning, and legal counseling processes. Park Holding A.Ş. allocates the costs incurred in providing such management services to the Group by using the cost allocation method. The amount of expenses incurred by the Group in this context in 2024 is TL 3,150,146 (2023/12: TL 3,101,887).

III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS

Bauxite Mining Operations:

As part of the production operations in 2024 of CTC Enerji Madencilik Sanayi ve Ticaret A.Ş. ("CTC Enerji"), which operates by royalty method the bauxite site with the license no. 78173, located in İslahiye District of Gaziantep Province, the operating license of which is held by the Company, the royalty income earned by the Company was at the amount of TL 293,017,871, corresponding to 2,501,679 tonnes of bauxite produced (2023/12: TL 225,762,988). Production volume increased by approximately 35.8% compared to the production volume of 1,842,295 tonnes in 2023.

III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS (cont'd)

Bauxite Mining Operations (cont'd):

Both the increase in production volume and the devaluation of Turkish Lira against US Dollar led to an increase in royalty income, since the royalty fee is in foreign currency.

In addition, the royalty fee paid to the Company as USD 2.70 per each tonne of mineral produced from the bauxite site, was revised to USD 3.20, effective from 15 April 2024, which started to have a positive impact on the royalty income starting from the second quarter of the year.

Total of costs incurred for monitoring and control of the aforementioned mining operations, including labor costs and the depreciation expenses of the plant, was recognized as TL 11,585,820 (2023/12: TL 9,371,435) CTC Enerji continues its mining operations with the open pit method and processes the bauxite ore obtained in the crushing and screening plant and sells it in various sizes. The royalty agreement, which was signed on 15 April 2019 and expired on 15 April 2024, was amended in March 2024 upon the request by CTC Enerji, by mutual agreement of the parties, and the term of the royalty agreement was extended until 14 December 2028, which is the date of expiry of the license. In case the license term is extended, the term of the royalty agreement may be extended considering the current conditions, provided that the parties mutually agree.

Within the framework of the amendment to the agreement, the royalty fee paid to the Company as USD 2.70 per each tonne of mineral to be produced from the bauxite site, was determined to be USD 3.20, effective from 15 April 2024, and the amount that will constitute the basis for the royalty fee to be paid cannot be lower than amount to be paid for minimum committed production volume. CTC Enerji's minimum production commitment of 1,000,000 tonnes, which is valid for the current fifth royalty year, will continue to be valid for each royalty year until the end of the agreement period.

The fifth royalty year ended on 26 July 2024 with a total achieved production volume of 2,110,497 tonnes, exceeding the minimum production commitment of 1,000,000 tonnes. Production volume in the calendar year 2025 is anticipated to be at a level of approximately 2.3 to 2.5 million tonnes. CTC Enerji's production volume of bauxite, the raw material for aluminum production, is also affected by the course of aluminum prices in the world.

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III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS (cont'd)

Bauxite Mining Operations (cont'd):

The following table provides basic information on the bauxite site:

Province / District	Gaziantep / Islahiye									
License Group	IV. Group (C) Operating License									
License Term	14.12.2018 – 14.12.2028									
Term of the Royalty Agreement	Considering the market conditions, economic developments and the reserve and tenor conditions in the site, the term of the royalty agreement, which expired on 15 April 2024, was extended, upon the request by CTC Enerji, until 14.12.2028, which is the date of expiry of the license.									
Minimum Production Commitment	Minimum 200,000 tonnes of bauxite for the first royalty year, minimum 600,000 tonnes for the second royalty year, and 1,000,000 tonnes for each year starting from the third royalty year.									
Estimated Reserve Amount	<p>The grade of bauxite ore depends on the aluminum oxide (Al₂O₃) content of the ore. As a result of the studies carried out by the Russian company VAMI in 2005, the estimated total amount of bauxite reserves in the relevant site according to ore grade is given below. Under current market conditions, bauxite ore with an Al₂O₃ content below 42-43% has no direct economic value and must be beneficiated.</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Ore Grade</th> <th>Estimated Resource (Million Tonnes)</th> </tr> </thead> <tbody> <tr> <td>Al₂O₃ = 41.1</td> <td>76.7</td> </tr> <tr> <td>Al₂O₃ = 49.5</td> <td>23.8</td> </tr> <tr> <td>Al₂O₃ = 52.8</td> <td>13.5</td> </tr> </tbody> </table>		Ore Grade	Estimated Resource (Million Tonnes)	Al ₂ O ₃ = 41.1	76.7	Al ₂ O ₃ = 49.5	23.8	Al ₂ O ₃ = 52.8	13.5
Ore Grade	Estimated Resource (Million Tonnes)									
Al ₂ O ₃ = 41.1	76.7									
Al ₂ O ₃ = 49.5	23.8									
Al ₂ O ₃ = 52.8	13.5									

Since bauxite ore with an Al₂O₃ content below 42-43% must be enriched essentially, and there is no such investment planning currently, current production at the site is predominantly achieved from ore with an ore grade above 42-43%.

Investment Properties:

The Company has leased its investment property located in Beyoğlu District of Istanbul Province to Istanbul Galata University for use as a university building for higher education activities. The lease term is set for 5 years starting from 1 June 2021 and may be extended for an additional 5 years at the end of the lease term. In 2024, the rental income from the relevant property was recognized as TL 17,082,270 (at the purchasing power for December 2024, 2023/12: TL 16,795,054).

The Company carried out fair value determination studies for its investment properties, as part of the year-end financial reporting studies for 2024. The relevant study was conducted by TSKB Gayrimenkul Değerleme A.Ş., which was authorized by the Capital Markets Board ("CMB").

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**III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS
RELATED TO THE OPERATIONS
(cont'd)**

Investment Properties (cont'd):

The following table provides summary information on investment properties.

Address	Type	Surface Area of Building Land/Arable Field	Total Construction Area	Fair Value (TL)
Beraketzade Mah. Okçu Musa Cad. No:1 Beyoğlu/Istanbul	10-Storey Building	332 m ²	2,904 m ²	580,800,000
Kapıkule Yolu Üzeri, Kemalköy, Merkez/Edirne	Idle Textile Factory and Land	341,614 m ²	44,543 m ²	293,280,946
Hürriyet Mah. İskenderun Yolu 5. Km ve Büyük Mangıt Mah. Ceyhan/Adana	Idle Textile Factory and its Building Land and Arable Fields	390,037 m ²	46,232 m ²	828,998,921
Other	Building Land-Building	-	-	3,220,583
			Total	1,706,300,450

As a result of bringing the fair value of investment properties reported as of 31 December 2023, which is TL 1,167,650,780, to the purchasing power as of 31 December 2024, the relevant amount increased to a level of TL 1,685,839,851. The fair value of investment properties was recognized as TL 1,706,300,450 as of 31 December 2024. As a result of the valuation studies, an increase in value of TL 58,301,342 was recognized for investment properties, while an impairment of TL 37,840,743 was recognized for the same, and a net increase in value of TL 20,460,599 was reported. The resulting impairments generally arise from the fact that the increase in the fair value of the relevant assets remained below the inflation rates.

Plants, Machinery and Equipment:

The Group carried out the fair value determination studies which were last carried out in 2023, also within scope of the year-end financial reporting studies for 2024, since the recent inflationary environment and the course of the exchange rates had an impact on the fair value of plants, machinery and equipment. The relevant study was conducted by TSKB Gayrimenkul Değerleme A.Ş., which was authorized by the CMB. The fair value of the Group's plants, machinery and equipment was reported in the consolidated statement of financial position dated 31 December 2024, by deducting the subsequent accumulated depreciation from their fair value on 31 December 2024, as TL 59,098,463 in total (at the purchasing power level for 2024, 31.12.2023: TL 68,978,610). Within the scope of valuation studies, some of the Group's plants, machinery and equipment were found to have been impaired, and these impairments were associated with the revaluation fund and/or the statement of profit or loss if they exceeded the fund amount. These impairments generally arise from the fact that the increase in the fair value of the relevant assets remained below the inflation rates.

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**III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS
RELATED TO THE OPERATIONS
(cont'd)**

a) The Company's Investments and Benefits from Incentives in the Relevant Period

Investments made by the Group in 2024 mainly consist of the investments related to the mining operations carried out within the Company's subsidiary Konya Ilgın Elektrik Üretim Sanayi ve Ticaret A.Ş. ("Konya Ilgın"). Detailed information on the operations of Konya Ilgın is provided in subparagraph (i) of this section.

The Group has not benefited from any direct investment incentives other than the insurance premium incentive and the minimum wage incentive during the current period.

b) Information on the Internal Control System and Internal Audit Activities of the Company

The Board of Directors has established a risk management mechanism for the Company's existing and potential risks. Internal control mechanisms are in place to monitor risk management. The effectiveness of risk management is periodically reviewed and any deficiencies or failures are corrected as soon as possible.

The Company has established an internal audit unit within its own organization. Internal Audit assesses how the organization manages existing and potential risks, the effectiveness of internal controls against risks, errors, fraud and other potential losses, and the soundness of management processes and organizational structure, reports its findings to the appropriate internal authority, and proposes solutions to problems.

c) Information on the Company's Direct or Indirect Affiliates and their Holding Ratios

		Shareholder Structure			
		31.12.2023		31.12.2024	
Company Name	Current Operations	Direct and Indirect Ownership Ratio	Effective Ownership Ratio	Direct and Indirect Ownership Ratio	Effective Ownership Ratio
Konya Ilgın Elektrik Üretim Sanayi ve Ticaret A.Ş.	Production and sale of coal	100%	100%	100%	100%

Konya Ilgın, 100% of the shares of which were acquired by the Company, has a project of building an integrated thermal power plant with an installed capacity of 500 MW and is currently engaged in lignite mining in Ilgın district of Konya Province.

ç) Information on the Company's Own Shares Acquired by Itself

In 2017, the Company bought back shares at a nominal value of TL 750,000 acquired under the resignation right granted to shareholders under the capital markets legislation. As these shares were acquired through the exercise of the resignation right in accordance with the CMB regulations, they are not subject to the share buyback limit of 10% of the share capital.

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III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS (cont'd)

ç) Information on the Company's Own Shares Acquired by Itself (cont'd)

The share buyback program, which entered into force by being approved at the Ordinary General Assembly meeting for 2020, which was held on 2 June 2021, ended on 2 June 2023, since its term was 2 years. During the Buyback Program, 55,000,000 shares at a nominal value of TL 550,000 were bought back. The shares that were bought back were not sold during the program.

Considering that it would be beneficial to continue the share buyback program, since it allows the share buyback in case certain conditions are met and an authorization is granted to the Board of Directors, the new 3-year Share Buyback Program prepared by the Board of Directors was approved at the Ordinary General Assembly meeting for 2022, which was held on 19 June 2023.

The "lower price limit" for share buyback is 1 (one) kurus. For the buyback of shares, the "upper price limit" for a share at a nominal value of TL 1 (one) is 200% higher than the "share book value" to be found by dividing the total shareholders' equity in the consolidated financial statement which was last disclosed to the public in the Public Disclosure Platform by the issued capital of the Company [(total shareholders' equity/issued capital) x 3]. In case transactions requiring the adjustment of the share price are carried out, the lower and upper price limits specified shall be adjusted within the framework of the Stock Exchange regulations.

Considering the consolidated financial statement dated 31 December 2024, which was last disclosed to the public, maximum share buyback price was revised as TL 76.7550 for a share at a nominal value of TL 1. The nominal value of the shares to be bought back may not exceed 10% of the Company's issued capital, including previous purchases, if any. Since the current number of shares of the Company is 14,886,724,300, the maximum number of shares that can be bought back is 1,488,672,430 shares. Within the scope of the current program, a further share buyback at a nominal value of TL 335,000 took place in 2024. A total of TL 8,449,510 was paid in 2024 for share buybacks, including transaction costs, at the purchasing power for December 2024 (31 December 2023: TL 11,808,698). As a result of all transactions carried out within the scope of Share Buyback Programs, considering the matching orders as of 31 December 2024, the percentage in capital of the shares at a total nominal value of TL 1,245,000, that have been bought back, reached 0.8363%. As of 31 December 2024, TL 43,418,266 was paid for the shares at a total nominal value of TL 1,995,000, that have been bought back, including transaction costs.

As stated in the relevant buyback program, the approval of the share buyback program by the General Assembly is an authorization granted to the Board of Directors and the approval of the program does not constitute a commitment that the full authorization granted under the program will be used.

The price of the shares of public companies is determined under free market conditions, depending on the situation of the company and the sector in which it operates, the financial data and specific conditions of the company, the general macroeconomic conditions and the supply and demand for the respective shares. In this regard, the maximum share buyback price announced by our company each quarter should not be considered a target price set by our company.

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III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS

(cont'd)

d) Remarks on the Private Audit and Public Audit Conducted During the Period

There were no special audit requests under article 438 of TCC during the period.

The selection, as the independent auditor, of " DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.", which was determined by the Board of Directors upon the proposal of the Audit Committee, to conduct the independent audit activity and to review the operations and accounts of 2024 in accordance with the provisions of the Capital Markets Legislation and TCC, was approved at the General Assembly meeting held on 25 June 2024.

Our consolidated financial statements for 2024, which were prepared in accordance with the Turkish Financial Reporting Standards, were audited by an independent auditing company, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., and their audit report expressed a positive opinion.

e) Information on the Lawsuits Brought Against the Group which may Affect the Financial Position and Operations of the Group, and the Possible Outcomes Thereof

The Group has been involved in various lawsuits as both defendant and plaintiff due to its operations during the period. A significant portion of the Group's current lawsuits are labor lawsuits related to the Company's Madenköy operation in Şirvan district of Siirt, which was closed in 2017, and include the claims (death related pecuniary and non-pecuniary damages, receivables, and reemployment) of the Company's personnel and subcontractors' personnel and their legal successors. As a result of the legal opinions received regarding the civil, labor, commercial and administrative lawsuits filed against the Group, and the assessment of the similar lawsuits finalized in the past and the current litigation stages, the Group set aside a total provision of TL 39,690,108 in its consolidated financial statements, as of the end of 2024 (31 December 2023: TL 83,178,940). The amount of the provision is updated at each reporting period considering the risks and uncertainties associated with the liability, according to the developments occurring in the lawsuits.

In the lawsuit, where certain non-governmental organizations filed a lawsuit against the Presidency of the Republic of Türkiye for the closure of all of the 30 coal-fired thermal power plants in operation in our country, by revoking their production licenses, and for the revocation of the production licenses and projects of 7 thermal power plants that have not yet been put into operation, which also included the thermal power plant project of our Company's subsidiary Konya Ilgın, and Konya Ilgın is also a party to which lawsuit, since its 49-year electricity generation license with the license no. EÜ/4292/02479 was also requested to be revoked, Ankara 11th Administrative Court decided to dismiss the lawsuit, appeal application to the Regional Court of Justice to be available. The appeal application to the Regional Court of Justice, which was filed by the relevant non-governmental organizations, was dismissed by the 8th Administrative Law Chamber of Ankara Regional Administrative Court, appeal application to the Council of State to be available, and the appeal application to the Council of State was also dismissed finally.

f) Remarks on Administrative and Judicial Sanctions Imposed on the Company and the Members of its Management Body Due to Practices which are in Breach of Legislation Provisions

The application of our Company's subsidiary Konya Ilgın to the Energy Market Regulatory Authority ("EMRA") to amend its electricity generation license by extending by 66 months the completion period of the plant, which was included in its electricity generation license, was rejected by EMRA's Board Decision no. 11321-10 dated 27 October 2022, and the electricity generation license was revoked.

III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS (cont'd)

f) Remarks on Administrative and Judicial Sanctions Imposed on the Company and the Members of its Management Body Due to Practices which are in Breach of Legislation Provisions (cont'd)

The relevant decision of EMRA decided, in summary;

- 1) That the grounds presented to EMRA for being unable to start the construction of the Power Plant, are outside the scope of "force majeure events and just causes not arising from the licensee" under the legislation on the electricity market,
- 2) That the electricity generation license no. EÜ/4292/02479 dated 27.02.2013, which was granted to Konya Ilgın for "Ilgın 500 MW Thermal Power Plant", be revoked,
- 3) That TL 7,575,000 of the two bank guarantees submitted to EMRA for the aforementioned project, at the amount of TL 14,375,000 and TL 1,000,000, be recorded as a revenue pursuant to Article 45 of the Electricity Market License Regulation ("Regulation"), and that the remaining portion of them be refunded,

That, pursuant to paragraph three of Article 27 of the Regulation, all natural and legal persons who directly or indirectly hold shares in the capital of Konya Ilgın, and the members of the Board of Directors of Konya Ilgın, be deemed to be prohibited for three years following the revocation of the license. While EMRA concluded that the grounds we presented in our application for the extension of the plant completion period included in the generation license, due to economic and sectoral developments beyond the control of our Company and its subsidiary, are outside the scope of "force majeure events and just causes not arising from the licensee" under the electricity market legislation, as such assessment is not considered reasonable and in accordance with the relevant legislation, legal proceedings are being pursued against the decision, since it is considered that such a conclusion is unreasonable and in breach of the relevant legislation.

Konya Ilgın filed an action for nullity against the aforementioned administrative action of EMRA, on 3 January 2023, at Ankara 21st Administrative Court, with the file no. 2023/11, requesting for a stay of execution. As EMRA also decided that all natural persons and legal entities that directly or indirectly hold shares in the capital of Konya Ilgın and the members of the Board of Directors of our subsidiary Konya Ilgın be deemed to be prohibited from the electricity market for three years following the revocation of the license, our Company and our controlling shareholder Park Holding A.Ş. also filed an action for nullity on 3 January 2023, requesting for a stay of execution. The persons against whom a prohibition order was issued also filed a lawsuit on their own behalf.

In its decision dated 8 March 2023, Ankara 21st Administrative Court stated that paragraph 2 of Article 27 of the Administrative Procedure Law no. 2577 rules that administrative courts may decide to stay the execution by citing the relevant grounds, in cases where the conditions that the implementation of an administrative action will result in damages which are difficult or impossible to be compensated and that the administrative action is clearly unlawful, are met together, and decided to reject the request for stay of execution, on the grounds that the conditions prescribed by the aforementioned provision of law were not met.

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III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS (cont'd)

f) Remarks on Administrative and Judicial Sanctions Imposed on the Company and the Members of its Management Body Due to Practices which are in Breach of Legislation Provisions (cont'd)

As a result of the appeal application to the Regional Court of Justice, which was filed by Konya İlgin against the court decision regarding the rejection of the request for a stay of execution, 8th Administrative Law Chamber of Ankara Regional Administrative Court decided, with its decision dated 13 April 2023, to reject the application to the Regional Court of Justice. At the hearing held on 12 December 2023, statements and defenses of the parties were presented to the court verbally. Ankara 21st Administrative Court decided, in its decision which was served on 11 January 2024, to reject the request of Konya İlgin for the nullity of the decision no. 11321-10 dated 27.10.2022 of EMRA, on the grounds that the decision of EMRA is not in breach of the legislation and is not unlawful, appeal application to the Regional Court of Justice to be available. In the appeal application to the Regional Court of Justice, which was filed by Konya İlgin, 8th Administrative Law Chamber of Ankara Regional Administrative Court decided, in its decision which was served on 27 September 2024, to reject the appeal application to the Regional Court of Justice, on the grounds that the decision rejection taken by Ankara 21st Administrative Court was in accordance with the procedure and law, appeal application to the Council of State to be available. In this context, our Company's subsidiary Konya İlgin, filed an appeal application to the Council of State against the aforementioned decision of 8th Administrative Law Chamber of Ankara Regional Administrative Court on 25 October 2024, and the judicial process is ongoing.

The annual reports of our Company for the previous periods explained in detail the adverse events in the electricity sector and general economic conditions in Türkiye, which were not possible to be anticipated as of the date when Konya İlgin Thermal Power Plant Project was acquired by our Company, as well as the reasons for having been unable to proceed to the construction stage in the project due to global pandemic which started to show its effects in 2020.

Konya İlgin, which holds the mining license of one of the most important mining areas in our country where production can be made with domestic resources, is of strategic importance. The importance of Konya İlgin Thermal Power Plant Project is revealed in all aspects, with the efficient use in economy of the coal reserves in Konya İlgin mining area, its contribution to the energy supply security as it is a base load power plant, and the increase in employment in the region. Accordingly, considering that EMRA's decision is not final and subject to judicial review, currently our business plan to put into practice the Konya İlgin Thermal Power Plant Project in the medium-term is valid. We consider that utilizing the coal reserves in the relevant site as a thermal power plant fuel to create added value is the most appropriate business model, and we continue to work to put the project into practice, despite the restrictions beyond the control of our Company, that have arisen worldwide regarding thermal power plants, and the adverse effect of the ambiguity caused by the legal proceedings taken against the decision of EMRA for revocation of the license on the operations carried out for both the construction and the financing processes of the plant.

Finally, within the framework of the preliminary mining planning, which was put into practice in 2019 in order to prepare for the master mining plan with a high coal production capacity to be implemented during the power plant's operation, our subsidiary Konya İlgin is currently engaged in lignite mining operation in the site with the license no. 1247, which is located in İlgin District of Konya Province, under the royalty agreement to which it is a party together with the General Directorate of Turkish Coal Enterprises ("TCE"). The date of expiry of the operating license for the site with the license no. 1247 is 21 June 2026, and the royalty agreement is valid until 9 April 2036. The operating license of the site with the license no. 1247 was taken over from TCE in the second quarter of 2023, limited to the royalty term, and after the expiry of the license term, the license term can be extended until the end of the royalty term.

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III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS (cont'd)

f) Remarks on Administrative and Judicial Sanctions Imposed on the Company and the Members of its Management Body Due to Practices which are in Breach of Legislation Provisions (cont'd)

The royalty agreement in question relates only to the use of the mineral resources in the site and does not include any requirement to construct a power plant or similar plant. The license of site with the license no. 2444, which is a continuation of site with the license no. 1247, where coal production operations are anticipated to continue in the future, is held directly by Konya İlgin and is valid until 4 March 2043.

In this framework, although the decision to revoke the license is subject to judicial review and there is no final decision, there is no obstacle to coal production from the relevant sites, even if the power plant investment cannot be put into practice as a result of the process. In this context, EMRA's decision to revoke the electricity generation license does not affect the ongoing mining operations of Konya İlgin.

g) Significant changes in the environment in which the Company operates and the Company's policies in response to those changes

The mining plan of the Konya lignite site of the Company's subsidiary Konya İlgin is reviewed annually in light of the actual achievements. In this context, considering the achievements in 2024 and the ambiguity created on the investment calendar by the legal proceedings initiated against the decision to revoke the license, which was taken by EMRA, the term of the preliminary mining planning, which was put into practice prior to the high-volume coal production, was extended in a way to cover the entire calendar year 2029. Within the scope of the planning studies carried out, the minimum production commitment in the site with license no. 1247 was also revised from 300,000 tonnes to 200,000 tonnes, within the framework of the negotiations carried out with TCE, by also considering the site conditions, in order to more effectively manage the royalty expenses, which are a part of the production costs in terms of lignite mining. The minimum production commitment determines the lower limit for the royalty fee paid to TCE, and the actual production amount to be achieved from the site is determined by considering the timing of the power plant investment calendar and coal sales volumes within the scope of the preliminary mining planning implemented by our subsidiary Konya İlgin.

Within the framework of this updating, total amount of stripping to be carried out during the preliminary planning was revised to approximately 52 million m³ and total amount of coal to be produced until the end of 2029 was revised to approximately 2.5 million tonnes. Considering the timing of the power plant investment schedule and coal sales volumes, the term of the preliminary mining planning and planned coal production volumes can be revised.

The achievements as of the end of 2024 as part of the aforementioned planning, which started production in the last quarter of 2019, are given below.

Year	Stripping Amount (m ³)	Coal Production (Tonnes)
2019	4,484,150	20,184
2020	5,557,187	270,180
2021	5,321,817	275,054
2022	4,360,352	301,061
2023	5,206,196	212,621
2024	7,010,910	190,460
Total	31,940,612	1,269,560

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III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS

(cont'd)

g) Significant changes in the environment in which the Company operates and the Company's policies in response to those changes

The coal sales agreements signed with Eti Soda Üretim Pazarlama Nakliyat ve Elektrik Üretim A.Ş. ("Eti Soda"), to which our subsidiary made all of its coal sales in 2024, ruled that coal sales prices will be escalated, considering the changes in fuel prices, as a measurement against possible cost increases during the term of the agreement. In this framework, since the cost of stripping, which is the largest cost item of coal production, is dependent on fuel prices at a percentage of approximately 50% to 55%, the coal sales price is revised monthly to reflect the fuel prices and every 4 months to reflect general inflation rates. If the fuel price change is more than 5% in the same month, the price is updated separately without waiting for the next month.

As a result of its mining operations, our subsidiary is subject to environmental controls and regulations. Konya Ilgın is obliged to restore the environment to its previous condition after the end of mining operations, by decommissioning the plants and other assets that it used regarding mining operations. Konya Ilgın's management believes that its environmental obligations mainly include the following aspects:

- Rehabilitation of the land structure and other forms of continuous rehabilitation; and
- Decommissioning of equipment used during mining operations at the end of mining operations and restoration of mining sites in a manner that ensures the safety of the surrounding population and the protection of the environment, buildings and other plants.

The Group continuously reviews the amount of the provision for the rehabilitation of the Konya Ilgın mine site and has recorded a provision of TL 45,897,939 as of the end of 2024 in its financial statements.

ğ) Key Factors Affecting the Company's Performance

The Group is currently in the investment process and plans to operate mainly in the electricity generation sector as well as mining operations after completion of the Konya Ilgın Thermal Power Plant Project within the Company's subsidiary. Actually, the Company is engaged in bauxite mining, which is operated by the Company under royalty, and lignite mining, which was started by its subsidiary in preparation for the period when the thermal power plant will be in operation.

The main factors affecting the financial results of the mining operations are the production volume and the royalty per tonne, on which the royalty income from bauxite mining is directly dependent. As royalties are denominated in foreign currencies, currency fluctuations also have an indirect impact on the revenue. For lignite mining, fuel prices are the most important factor in determining both the production costs and the coal selling prices.

As Türkiye is an oil importer, exchange rates also have an indirect impact on both coal production costs and coal sales prices. In addition, changes in the price of imported coal also indirectly affect the price of domestic coal, which is a substitute product.

In this framework, the price per barrel of Brent oil was at a level of approximately USD 75 in January 2024, while it increased during the year to a level of USD 92 and decreased to a level of approximately USD 74 as of 31 December 2024. Forward coal prices in the Rotterdam market, which are considered as an indicator for imported coal prices, decreased from a level of USD 118, which was observed at the end of December last year, to a level of USD 114 at the end of December this year. It is considered that the high interest rate environment suffered on a global scale and the economic recession expected in connection with this and geopolitical developments have an effect on the aforementioned price developments. The decline in imported coal prices also creates a downward pressure on domestic coal prices.

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III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS

(cont'd)

ğ) Key Factors Affecting the Company's Performance (cont'd)

As stated above, the weak course of energy commodity prices on a global scale and the actual increase in value of Turkish Lira against US Dollar due to the tight monetary policy implemented within the framework of the disinflation process in our country, caused the increases in fuel prices to remain below the increase in inflation in 2024. This circumstance leads to an inability to reflect the cost increases in 2024 on the coal sales prices as desired.

Our subsidiary Konya Ilgın is engaged in the production of domestic lignite, which has a very low calorific value compared to imported coal, and average calorie of coal in the site is considered to be approximately 2,022 kcal/kg. On the other hand, the calorie of coal obtained from the site may be below or above this average from time to time. Changes in caloric value may also have an impact on the revenue and profit margins, by affecting the sales prices.

In addition, the targets set by countries and companies to reduce carbon emissions and the transformation strategies they have started to implement in line with these targets also have an impact on the demand for fossil fuels, and this affects the mining sector.

Konya Ilgın Thermal Power Plant Project is a greenfield investment project and many factors affect the timing of the investment, including the exchange rate of the Turkish Lira against US Dollar, electricity supply/demand, electricity prices, incentives for the use of renewable energy resources and domestic resources and environmental regulations.

The low-price levels observed in Turkish electricity sector for many years have started to trend upwards since the last quarter of 2021. The average Market Clearing Price ("PTF"), which increased to TL 2,505/MWh in 2022, completed 2023 at an average level of TL 2,189/MWh.

The average PTF was recognized at a level of TL 2,030/MWh in the first quarter of 2024, while it decreased to a level of TL 1,969/MWh in the second quarter of the year. The average PTF increased to a level of TL 2,520/MWh in the third quarter, while it was recognized at a level of TL 2,415/MWh in the fourth quarter. With the upward trend of prices in the second half of the year, the average PTF, which was recognized at a level of TL 2,235/MWh in 2024, showed a limited increase of 2.11% in nominal prices in TL compared to 2023. Looking at the course of prices in USD, the average PTF was at a level of USD 97 /MWh in 2023, while it decreased by approximately 29% this year, falling to a level of USD 68/MWh. It is considered that the extent of occurrence of the expected economic recession in our country and in the global economy in the coming period, and the course of the prices of energy commodities in connection with this, will also have an impact on our country's electricity market.

In this respect, global economic developments, dynamics in the Turkish energy sector and changes in tax, environmental and incentive legislation are considered among the most important factors influencing the Group's investment process. The Group closely monitors recent macroeconomic developments and their impact on energy investments, the supply/demand balance in the electricity sector, and the incentive mechanisms of public authorities.

h) Corporate Governance Principles Compliance Report

The mandatory "Corporate Governance Principles" published by the CMB have been complied with and implemented during the period of 1 January 2024 - 31 December 2024. The "Corporate Governance Compliance Report" ("CGCR") and the "Corporate Governance Information Form" ("CGIF") for 2024, prepared in accordance with the formats determined pursuant to the decision no. 2/49 dated 10.01.2019 of CMB and the Communiqué on Corporate Governance No. II-17.1, were publicly disclosed at www.kap.org.tr. The CGCR templates were used to report on compliance with voluntary principles, and the CGIF templates were used to provide information on current corporate governance practices.

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(cont'd)

h) Corporate Governance Principles Compliance Report (cont'd)

The Company's Declaration of Compliance with the Corporate Governance Principles and additional explanations on the Corporate Governance Rules are included in the section titled "IX - Additional Information on Corporate Governance" of the annual report.

As a result of the rating studies carried out by SAHA Kurumsal Yönetim ve Derecelendirme Hizmetleri A.Ş., the Company's Corporate Governance Rating score was revised as 91.85 (9.18) with the report dated 6 June 2024.

Major Categories	Weight	Rating
Shareholders	25%	89.38
Public Disclosure and Transparency	25%	97.99
Beneficiaries	15%	85.55
Board of Directors	35%	91.92
Total		91.85

i) Amendments Made During the Period to the Articles of Association, and the Reasons Therefor

The text of amendment prepared for the amendment of article 3 titled "Head Office and Branches of the Company", article 5 titled "Purpose and Scope of Business of the Company", article 6 titled "Capital, Type and Transfer of Shares", article 19 titled "Merger Provisions" and article 20 titled "Amendment to Articles of Association" of the articles of association in order to increase the Company's current registered capital ceiling amount of TL 300,000,000 to TL 6,000,000,000 and to renew the registered capital ceiling period to be valid from 2024 to 2028 and to bring the articles of association in compliance with the relevant legislation and to simplify it, was discussed and approved at the Ordinary General Assembly meeting for 2023, which was held on 25 June 2024, after having obtained the necessary permits and positive opinions from the relevant authorities.

The decisions of the Ordinary General Assembly meeting for 2023, which also included the amendment to the Company's articles of association, were published in the Turkish Trade Registry Gazette no. 11119 dated 10 July 2024.

i) Operations of the Company's Subsidiary ("Konya Ilgın")

The Company's subsidiary Konya Ilgın has a project of building an integrated thermal power plant with an installed capacity of 500 MW. Konya Ilgın was incorporated for the purpose of extracting lignite from the relevant sites and producing and selling electric power, within the framework of the mining licenses it holds and the royalty agreement to which it is a party. Currently, the construction of the thermal power plant could not be started due to the economic and global developments beyond the control of our Group, which are detailed in subparagraph (ğ) of this section, and the ongoing legal proceedings arising from the decision to revoke the electricity generation license.

Considering that the construction stage of the power plant has not yet started and that the process after the start of construction of the power plant will take approximately 3.5 years, a preliminary mining planning was put into practice. According to the latest updated plan, which covers the period of June 2019 - December 2029, a total of approximately 52 million m³ of stripping is planned and a total of approximately 2.5 million tonnes of coal is planned to be produced during the plan period. Within the scope of this planning, since it is not possible to store the coal to be produced (spontaneous heating due to oxidation, etc.), the coal is sold during this transitional period to generate income, and the coal to be produced from the site within the scope of the master mining plan will be used to meet the fuel needs of the thermal power plant.

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(cont'd)

i) Operations of the Company's Subsidiary ("Konya Ilgın") (cont'd)

Since the main business model of Konya Ilgın is based on electricity generation, and the practice of selling the coal to be produced from the site externally will not be continuous, there is no performance target for the coal production and sales operation, which is achieved in a very limited volume according to the master mining plan. The main purpose of this plan is to prepare for a high coal production capacity master mining plan (a 30-year master mining plan requiring approximately 3.5 million tonnes of coal production per year) to be implemented in the future when the power plant will be in operation.

As part of the ongoing stripping and coal production activities in the Konya Ilgın site, a total of 7,010,910 m³ of stripping was carried out in 2024 (2023/12: 5,206,196 m³), while coal production in the current period was recognized at a level of 190,460 tonnes (2023/12: 212,621 tonnes). Predominantly with the effect of stripping operations carried out in the site, the net value of investments in mining assets increased to TL 1,631,862,505 as of December 2024 (31 December 2023: TL 1,194,909,397). The end-of-period coal inventory level is 33,753 tonnes.

In order to carry out the stripping operations in 2024, an agreement was signed with Yener Tarım İnşaat Madencilik Besicilik ve Organik Ürünler Sanayi ve Ticaret Limited Şirketi for a total of 7,000,000 m³ of stripping operations, with a tolerance of (+/-) 20%. The base unit price for the stripping was set in the agreement at TL 63/m³, and the base unit price is being put through escalation during the work in accordance with the terms of the agreement.

Regarding the sale of coal produced at Konya Ilgın site, a 1-year coal purchase and sales agreement was signed with Eti Soda, one of our related companies, on 1 June 2023, under which 240,000 tonnes of coal ($\pm 25\%$) would be sold to Eti Soda until 31 May 2024. Following the expiry of the relevant agreement, a 1-year new coal purchase and sales agreement was signed for the agreement terms revised by taking into account the current market conditions, effective from 1 June 2024. Under the new agreement, coal sales to Eti Soda will continue for an additional 1 year and minimum 180,000 tonnes of coal will be delivered to Eti Soda until 31 May 2025. The coal sales price will be escalated during the term of the agreement, taking into account the changes in fuel prices and inflation rates.

Under the provisions of the aforementioned agreement, a total of net 186,426 tonnes of coal was sold to Eti Soda in 2024, and as a result of coal sales, a net coal sales income of TL 344,354,753 was received from Eti Soda.

By also considering the regulations prescribed by the decision no. 21/500 dated 11.04.2019 of CMB, regarding that the reports prepared by competent persons authorized by the National Mineral Resource and Reserve Reporting Commission ("UMREK") in accordance with the UMREK standards must be taken as basis in the reporting of mineral exploration, mineral resource and mineral reserve estimation results, in the valuation of the mining license, and in the valuation of mineral resources and mineral reserves, in addition to the studies carried out so far regarding the site, studies were started to determine the reserve in the site in accordance with UMREK norms and standards and to report it according to UMREK (2018) code.

As part of the studies carried out, the Coal Resource Estimation Report dated 10 January 2022, which was prepared by Güvenli ve Verimli Maden Teknolojileri San ve Tic Limited Şirketi in accordance with the UMREK (2018) Code, stated in summary:

1) That the amount of coal resource, which was determined to be approximately 175 million tonnes in the last study which was carried out in 2017 by ITU Faculty of Mining, Department of Mining Engineering to estimate the amount of coal in the site, was determined to be 188 million tonnes, and that the average lower calorific value on the original basis was determined to be 2,079 kcal/kg,

III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS (cont'd)

i) Operations of the Company's Subsidiary ("Konya Ilgın") (cont'd)

2) That, as a result of the data produced from the drillings carried out in the site from 1977 to 2011 and the confirmation drillings carried out in 2021 within the scope of UMREK (2018) reporting, the entire 188 million tonnes of coal resource was classified in the Potential Category, on the grounds that the quality, accuracy, precision and representativeness of the data produced from the drillings support the resource in the potential category, and

3) That, since it is not possible to convert the mineral resources in the Potential Category into mineral reserves, additional drilling operation is required to proceed with mineral reserve estimation.

In accordance with the UMREK (2023) code, the "Potential" category resource classification was changed to "Possible", and in this context, an agreement was signed with Güvenli ve Verimli Maden Teknolojileri San. ve Tic. Limited Şirketi on 21 November 2023 for the conduction of necessary studies to upgrade the coal resource classified in the "Possible" category to the "Determined" and/or "Measured" coal resource category and for the reporting of this circumstance in accordance with the UMREK (2023) code. In this framework, an agreement was signed on 21 December 2023 between our Company's subsidiary Konya Ilgın and Avrasya Jeotek Sondaj Mühendislik Madencilik Sanayi ve Ticaret Ltd. Şti. for the conduction of a core drilling of 6,000 (six thousand) meters (+/- 20%) in order to obtain data to be used in the reporting to be made for the mining sites with the license nos 1247 and 2444 in accordance with the UMREK (2023) code. Necessary drilling work and analysis studies were completed in the second quarter of 2024.

The Coal Resource Estimation Report dated 20 August 2024, which was prepared by Güvenli ve Verimli Maden Teknolojileri San ve Tic Limited Şirketi, concluded in summary:

1) That the amount of coal resource, which was determined to be 188 million tonnes in the last study which was carried out in 2022 to estimate the amount of coal in the site, was revised as 193.7 million tonnes, and that the average lower calorific value on the original basis was determined to be 2,022 kcal/kg,

2) That, as a result of data produced from the drillings performed in the site from 1997 to 2024 and the confirmation drillings performed in 2024 within the scope of UMREK (2023) reporting, it was seen that data produced from the drillings have sufficient accuracy and precision, and that these data support the resource classes of "Measured" and/or "Determined", which allow mineral reserve estimation in terms of both quantity and quality, and

3) In this context, that, out of the total calculated coal resource of 193.7 million tonnes, total amount of "Measured" and/or "Indicated" resources is 104.2 million tonnes, 62.6 million tonnes of which to be in the resource class of "Measured" and 41.6 million tonnes of which to be in the resource class of "Determined", and that 89.5 million tonnes of resource are in the resource class of "Possible".

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III. OPERATIONS OF THE COMPANY AND SIGNIFICANT DEVELOPMENTS RELATED TO THE OPERATIONS (cont'd)

i) Operations of the Company's Subsidiary ("Konya Ilgın") (cont'd)

The following table provides basic information on the Konya Ilgın Thermal Power Plant Project:

Project Name - Province / District	İlgın Thermal Power Plant - Konya / İlgın
Plant Type	Thermal - Fluid Bed Combustion
Total Installed Capacity	500 MW
Fuel Type	Domestic Lignite / Fuel Oil
Anticipated Cost	Taking into account the main power plant investment (approximately USD 600 million) and the non-main power plant investments (switchgear, water intake, ash dam, etc.), the total power plant investment is projected to be approximately USD 650 million.
Projected Avg. Annual Gross Production Volume	3,800,000,000 MWh / Year
Projected Annual Coal Consumption Volume	Approximately 3.5 million tonnes
Estimated Construction Time	43 months (Approx. 3.5 years)
Term of the Electricity Generation License	49 years (obtained on 27 February 2013) (See Section III/(f))
Term of the Right of Way	49 years (established on 27 February 2013) for the purpose of building an electricity generation plant at the power plant site
License Term (the site with the license no 2444)	Group IV (B) mining license which covers an area of 1,865.42 hectares and is valid until 04.03.2043 (The site is temporarily suspended until 23.10.2025).
License Term (the site with the license no 1247)	Group IV (B) mining license which covers an area of 5,649.65 hectares and is valid until 21.06.2026
Environmental Permit and License Certificate	Currently, Konya Ilgın, which carries out mining operations in the site with the license no. 1247, has an Environmental Permit and License Certificate which is valid until 14 November 2029.
Term of the Royalty Agreement (the site with the license no. 1247)	Royalty agreement which covers an area of 5,649.65 hectares and is valid until 09.04.2036. There is a minimum production commitment of 200,000 tonnes per year.
Estimated Reserve/Resource Amount	According to the UMREK (2023) code, the sites with the license nos 1247 and 2444 were reported to contain a total of approximately 104.2 million tonnes of "Measured" and/or "Determined" coal resource and 89.5 million tonnes of "Possible" coal resource.

j) Information on Conflicts of Interest Between the Company and Institutions from Which It Procures Services in Matters such as Investment Consultancy and Rating, and on Measures Taken by the Company to Prevent such Conflict of Interest

N/A.

k) Research and Development Studies

N/A.

l) Donations and Aid Granted and Social Responsibility Projects

The Group made donations and grants amounting to TL 39,694 in 2024.

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IV. FINANCIAL POSITION

a) Summary of Financial Statements

SUMMARY BALANCE SHEET (TL)	31/12/2024	31/12/2023
Current Assets	430,082,746	611,508,842
Non-Current Assets	3,841,708,923	3,837,685,906
TOTAL ASSETS	4,271,791,669	4,449,194,748
Current Liabilities	192,525,597	252,301,661
Non-Current Liabilities	270,497,376	222,420,141
Shareholders' Equity	3,808,768,696	3,974,472,946
TOTAL LIABILITIES	4,271,791,669	4,449,194,748

SUMMARY INCOME STATEMENT (TL)	31/12/2024	31/12/2023
Revenue	638,518,544	573,872,450
Gross profit	242,923,836	218,517,778
Operating Profit/(Loss)	169,914,936	84,497,687
Income / (Expenses) from Investment Operations - net	33,659,140	415,093,408
Financing Income	150,208,745	682,658,702
Financing Expenses	(6,614,591)	(3,531,524)
Net Monetary Position Losses	(216,322,143)	(588,725,541)
Profit/(Loss) Before Tax	130,846,087	589,992,732
Tax Income/(Expense)	(57,799,972)	(102,032,034)
Profit from Ongoing Operations	73,046,115	487,960,698

b) Key Indicators and Ratios

Quick Ratios*	31/12/2024	31/12/2023
Current Ratio	2.23	2.42
Quick Ratio	1.91	2.19

(*) Current Ratio : Current Assets / Current Liabilities, Quick Ratio : Current Assets - Inventories / Current Liabilities

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IV. FINANCIAL POSITION (cont'd)

b) Key Indicators and Ratios (cont'd)

Financial Structure Ratios	31/12/2024	31/12/2023
Total Liabilities / Shareholder's Equity	12.16%	11.94%
Current Liabilities / Total Assets	4.51%	5.67%
Non-Current Liabilities / Total Assets	6.33%	5.00%
Tangible Assets / (Shareholder's Equity + Non-Current Liabilities)	42.82%	31.93%

Profitability Ratios	31/12/2024	31/12/2023
Net Profit / Total Assets	1.71%	10.97%
Net Profit / Shareholder's Equity	1.92%	12.28%

General Assessment

As a result of the mining operations started in 2019 within the scope of the preliminary mining planning which was put into practice by Konya Ilgın, a net revenue of TL 344,354,753 was generated in 2024 (2023/12: TL 345,861,471) from the sale of totally net 186,426 tonnes of coal (2023/12: 210,738 tonnes). In addition to coal sales, Park Elektrik generated a royalty income of TL 293,017,871 (2023/12: TL 225,762,988) in return for 2,501,679 tonnes of bauxite produced in 2024 (2023/12: 1,842,295 tonnes) as part of the production operations of CTC Enerji, which operates by royalty method the bauxite site in Islahiye, Gaziantep, the operating license of which is held by the Company. In addition, a revenue of TL 1,145,919 was generated from clay sales (2023/12: TL 2,247,991).

A gross profit of TL 242,923,836 was generated as part of the mining operations in 2024, (2023/12: TL 218,517,778). With the effect of other operating expenses incurred and other operating income, the Group generated an operating profit of TL 169,914,936 (2023/12: TL 84,497,687).

In the current period, the Group generated a total financial income of TL 147,129,894 (2023/12: TL 674,180,161), arising from the receivable from its controlling shareholder Park Holding A.Ş. in the amount of TL 134,331,986 as of the end of December 2024, which was reported under the "Other Receivables from Related Parties" item. As of 31 December 2024, balance of non-trade receivables from Park Holding A.Ş. consists of balances both in foreign currency and in Turkish Lira, and the balance of foreign currency is USD 3,518,109. At the end of 2023, the related foreign currency balance was USD 18,095,960.

The Group has caused the fair values of its investment properties to be determined as of 31 December 2024. An increase in value of TL 58,301,342 was recognized for the relevant properties, while an impairment of TL 37,840,743 was recognized for the same, and a net increase in value of TL 20,460,599 (2023/12: TL 393,706,590) was reported. The resulting impairments generally arise from the fact that the increase in the fair value of the relevant assets remained below the inflation rates.

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IV. FINANCIAL POSITION (cont'd)

General Assessment (cont'd)

The financial structure ratios continue to remain at positive levels due to the Group's strong shareholders' equity and low indebtedness, with a Total Debt/Shareholders' Equity ratio of 12.16% as of the end of December 2024. The Group is expected to maintain its strong equity-based structure.

c) Financing Resources of the Corporation

As of 31 December 2024, percentage of the Group's current and non-current liabilities in total liabilities is 10.84%, and the Group finances its operations to a large extent with the shareholders' equity. There is no situation of non-reciprocated capital.

d) Nature and Amount of the Issued Capital Market Instruments

No capital market instruments were issued by the Company during the period.

e) Dividend Distribution Policy

The Company distributes dividends within the framework of the capital markets legislation, provisions of TCC, tax regulations and other relevant legislation, and the article on dividends of the articles of association. Pursuant to the Company's current articles of association, there are no preferences regarding distribution of dividends. The dividend shall be distributed equally to all shares existing as of the distribution date, regardless of their issuance and acquisition dates.

The dividend distribution percentage is decided every year by the General Assembly, and, to the extent permitted by the relevant regulations and financial conditions, dividends may be distributed in cash or by distribution to shareholders of the bonus shares to be issued by adding the dividends to the capital, or by distributing a certain percentage of cash and a certain percentage of bonus shares, considering the general economic expectations, the Company's growth targets, investment and financing policies, profitability and cash position.

Dividends are distributed after such distribution is submitted to the General Assembly for approval as a proposal of the Board of Directors and the dividend to be distributed is determined, at the latest as of the end of the period in which the General Assembly meeting which decided upon the distribution of dividends was held. In accordance with the Company's articles of association, the Board of Directors may distribute advance dividends, provided that it is authorized by the General Assembly and in compliance with the capital market regulations.

At the Ordinary General Assembly meeting for 2023, which was held on 25 June 2024, in line with the proposal of the Company's Board of Directors, the proposal to distribute a total gross dividend of TL 200,000,000 in cash, and to determine the dividend distribution date as 23 July 2024, was approved.

Cash dividends were paid to the resident entity taxpayer shareholders and non-resident taxpayer shareholders obtaining dividend income through an office or a permanent representative in Türkiye, as TL 1.3434789 (gross =net) for shares at a nominal value of TL 1.00 (134.34789%), and to the rest of our shareholders as TL 1.3434789 gross (TL 1.2091310 net) for shares at a nominal value of TL 1.00 (gross: 134.34789%; net: 120,91310%), in compliance with the rules of Central Securities Depository of Türkiye applicable to "fractions" on the date of commencement of dividend distribution, on the date decided by the General Assembly.

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V. ELECTRICITY INDUSTRY ASSESSMENT

a) Information on the Industry in which the Company Operates, and the Company's Position in the Industry

The Group is currently in the investment process and plans to operate mainly in the electricity generation sector as well as mining operations, after completion of the thermal power plant investment within it.

In 2024, Türkiye's electricity consumption increased by 3.80% compared to the previous year and was recognized at a level of 347,921 GWh. During the same period, electricity generation increased by 5.36%, and the total electricity generation in 2024 was recognized as 348,906 GWh.

In December 2024, the average spot electricity price was recognized at a level of approximately TL 2,446/MWh, with an increase of approximately 17.89% compared to December 2023. Based on average annual electricity sales prices, they followed a horizontal course compared to the previous year, while the increase was approximately 2%. The average electricity sales price, which was TL 2,189/MWh in 2023, increased to a level of TL 2,233/MWh in 2024.

Due to the decline in the energy commodity prices in international markets, the high increase trend in electricity sales prices, suffered especially in the second half of 2022, gave way to a decline as of the beginning of 2023. The average spot electricity prices decreased by 27.15% on average in the first quarter of 2024 compared to the same period of the previous year, while they increased by 11.4% on average in the second quarter, 21.23% on average in the third quarter and 13.35% on average in the fourth quarter, with an annual average increase in spot electricity prices of 2%.

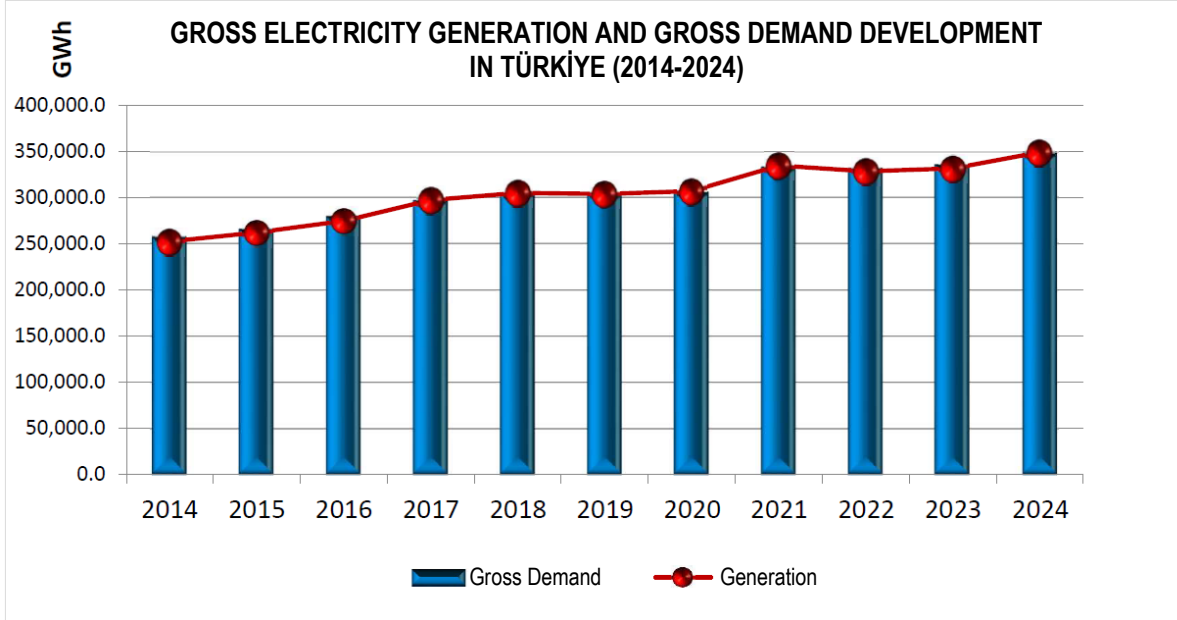
	Dec.23	Dec.24	Change	2023	2024	Change
Generation (GWh)	28,314	30,918	9.20%	331,149	348,906	5.36%
Consumption (GWh)	28,717	30,419	5.92%	335,168	347,921	3.80%
Average Spot Price (TL/MWh)	2075.00	2446.22	17.89%	2189.30	2233.40	2.01%

Reference: TEİAŞ Sector Reports, TEİAŞ YTBS (Load Dispatching Information System), EPIAŞ (Energy Exchange Istanbul)

Having examined the trend of electricity generation values of Türkiye by years, it is observed that electricity generation was on an upward trend every year, except for a decrease of 0.30% in 2019. The average increase in the 10-year period of 2012 - 2022 was 3.89%. However, in contrast to previous years, electricity generation decreased by 1.90% in 2022. In 2023, the electricity production level remained relatively stable compared to the previous year and increased by 0.84%. In 2024, the electricity production increased by 5.36% compared to the previous year.

V. ELECTRICITY INDUSTRY ASSESSMENT (cont'd)

a) Information on the Industry in which the Company Operates, and the Company's Position in the Industry (cont'd)



Reference: TEİAŞ

A significant portion of the investments that were put into practice in the Turkish electricity generation sector in the recent period were achieved based on renewable energy resources, with the effect of the incentives provided as well, and the energy supply problems suffered in the recent period both globally and in our country have once again demonstrated the importance of having reliable base load power plants with a high availability, as well as increasing the diversity of resources to be used for electricity generation. In this context, many countries are reviewing their energy policies in the light of developments, and the utilization of lignite sites, which occupy an important place among domestic fossil fuels, remains important for the national energy policy of our country. According to Turkish National Energy Plan, it is anticipated that domestic coal-fired power plants with an installed capacity of 1.7 GW will be put into operation by 2030, and it is expected that electricity generation from coal-fired power plants will continue to decrease until 2053.

Distribution of Installed Capacity and Generation by Energy Resources

According to TEİAŞ ("Turkish Electricity Transmission Company") Load Dispatching Information System data, total installed capacity in the sector as of 31 December 2024 was recognized as 115,983 MW, with a net increase of 4,956 MW compared to the previous year (after having taken into account the plants which were shut down and the capacity of which was reduced).

It is seen, having examined the change in the installed capacity by fuel type, that the increase in installed capacity was driven by renewable energy resources, being to a large extent solar (4,148 MW), wind (1,058 MW) and hydroelectric (240 MW) power plants. A net decrease of 698 MW is noted in the installed capacity of natural gas-fired power plants.

It is seen, having analyzed the distribution of the installed capacity of Türkiye by energy resources, that renewable energy (wind + solar), hydroelectric and natural gas-fired power plants respectively take the first three places in 2024. The percentages of these three groups in total installed capacity are at a level of approximately 28%, 27% and 21% respectively. The share of coal-fired power plants was recognized as 19%, ranking 4th.

V. ELECTRICITY INDUSTRY ASSESSMENT (cont'd)

a) Information on the Industry in which the Company Operates, and the Company's Position in the Industry (cont'd)

Distribution of Installed Capacity and Generation by Energy Resources (cont'd)

According to the electricity generation-Consumption Sector Report published by TEİAŞ, it is seen, having examined the distribution of total electricity generation among energy resources in 2024, that the highest change compared to the previous year was recognized in Hydroelectric power plants with an increase of 2.13%. On the other hand, in the thermal power plants group, electricity production decreased by 2.06% in natural gas-fired power plants, 0.55% in lignite-fired power plants, and 0.45% in hard coal, imported coal and asphaltite-fired power plants. The increase in share in production of geothermal, solar and wind power plants was recognized as 0.93%.

In parallel with this, although coal-fired power plants are the largest energy resource in production with a share of approximately 35%, their share in production decreased by 1% compared to the same period of the previous year. It was observed that the share of natural gas power plants, which had the highest share in production in the past periods, decreased by 2% compared to the previous year, and that the electricity generation from natural gas was recognized at a level of 19%.

It is seen, having compared the data of 2024 with that of 2023, that there was an increase in the share in production of hydroelectric power plants (from 19.33% to 21.46%) and renewable energy (wind, solar and geothermal) power plants (from 20.32% to 21.25%), while there was a decrease in coal-fired power plants (from 36.18% to 35.18%) and natural gas-fired power plants (from 20.97% to 18.92%).

Incentive Practices in the Electricity Market

In recent years, the public authority has been providing various support to power plants that generate power from domestic resources with renewable energy, with the aim of reducing external dependence in energy, ensuring sustainable growth, reducing the current deficit and supporting the electricity generation sector.

An advantage provided to power plants generating electricity with domestic coal under the "Electricity Market Capacity Mechanism Regulation" ("Regulation"), is the capacity payments made to generation plants that meet the conditions specified in the regulation, primarily those using domestic resources. Approximately 62% of the capacity mechanism support for 2023 was paid to natural gas-fired power plants, while 30% of it was paid to domestic coal-fired power plants and 8% of it to hydroelectric power plants.

With the amendment to the regulation which was made at the beginning of 2024, hydroelectric power plants were excluded from the scope of the capacity mechanism, and it was decided that 25% of the payment system of the capacity mechanism be based on the installed capacity and 75% of it be based on the free market electricity sales prices and the fixed and variable cost components determined for different resource types. In addition to this, with EMRA's Board Decision dated 25.01.2024, it was decided that domestic coal-fired power plants that have a royalty agreement in "kurus/kWh" be paid 1/3 of the monthly royalty fee they pay, primarily through the capacity mechanism.

With the amendment to the Regulation, which was published in the Official Gazette dated 25 July 2024, an additional budget was allocated to the Capacity Mechanism to be distributed equally in the months to be implemented in 2024, and it was decided that the said additional budget be distributed only based on the installed capacity, fixed cost component and capacity utilization rate, and the fixed cost components and capacity utilization rates of natural gas and domestic coal-fired power plants were changed in favor of domestic coal-fired power plants. It was decided to pay 8 billion TL as an additional budget, and 1.3 billion TL per month was added to the existing Capacity Mechanism budget, starting from July.

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V. ELECTRICITY INDUSTRY ASSESSMENT (cont'd)

a) Information on the Industry in which the Company Operates, and the Company's Position in the Industry (cont'd)

Incentive Practices in the Electricity Industry (cont'd)

As a result of the implementations summarized above, the share of natural gas-fired power plants was recognized as 63.95% in 2024, the share of power plants that have a royalty agreement as 11.48%, and the share of other domestic coal-fired power plants as 24.57%.

Taking all these regulations into account, it is considered that the public authority has recently shifted from a policy of promoting the use of domestic resources to a set of policies that prioritize supply security and ensure that electricity price increases are not passed on to consumers as much as possible. It is considered that policies that encourage domestic resources may be prioritized again in the coming period, depending on the course of the conditions in the electricity market. It is considered that the elimination of ambiguities regarding the continuity of all these incentive mechanisms will positively affect the investment climate in the electricity sector.

Paris Agreement

The Paris Agreement entered into force in 2016, with the aim of improving the implementation of the United Nations Framework Convention on Climate Change and mitigating the adverse effects of climate change.

For the Paris Agreement to enter into force in the countries where it is signed, it must also be ratified by those countries' parliaments. On 6 October 2021, the Paris Agreement was officially adopted and ratified by the Grand National Assembly of Türkiye, while Türkiye was the only OECD and G20 member that had signed but not ratified the Paris Agreement.

In its Intended Nationally Determined Contribution that it announced in 2016, Türkiye also anticipated a "reduction from an increase", stating that it plans to reduce its emissions, which it anticipates to increase to 1 billion 175 tonnes in 2030, to 929 million tonnes through the measures it will take.

At the COP27 Climate Summit which was held in November 2022, Türkiye's updated Nationally Determined Contribution was announced, stating that Türkiye's emission target of a reduction from an increase of 21%, which it set for 2030, has been increased to 41%.

The extent to which coal and fossil fuel-based electricity generation will be affected by emission mitigation targets is uncertain. Within the framework of the Paris Agreement, Türkiye's emission targets and the policies to be implemented to achieve these targets will play an important role in shaping the investment environment in the electricity sector.

VI. RISKS, AND ASSESSMENTS OF THE BOARD OF DIRECTORS

Park Elektrik conducts its operations in a transparent, accountable, fair and responsible manner. The Board of Directors, taking into account the opinions of the relevant committees of the Board of Directors, establishes internal control systems, including risk management and information systems and processes, that can minimize the impact of risks that may affect the Company's stakeholders, in particular shareholders.

With the decision dated 12 September 2013 of the Board of Directors, a Committee for Early Detection of Risks was established within the Company in accordance with the Corporate Governance Principles Communiqué. The purpose of the Committee, which reports to the Board of Directors, is to identify, analyze, measure, monitor and report strategic, financial and operational risks that may affect the Company's operations, and to mitigate and prepare for both controllable and uncontrollable risks. As part of this role, the Committee makes suggestions and recommendations to the Board of Directors.

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VI. RISKS, AND ASSESSMENTS OF THE BOARD OF DIRECTORS (cont'd)

In addition, an Audit Committee has been established within the Board of Directors for the purpose of internal control of the financial reporting process, and the necessary reports are submitted to the Board of Directors on a quarterly basis.

VII. INFORMATION ON RELATED PARTY TRANSACTIONS AND BALANCES

Explanations regarding the related party transactions and balances covering the period of 1 January 2024 - 31 December 2024, are given in footnote 4 to the consolidated financial statements for the relevant period.

As of 31 December 2024, the Group's total trade and non-trade receivables from related parties amounted to TL 171,632,295. The relevant receivable amount was reported as TL 582,051,338 in the financial statements dated 31 December 2023, and in order to ensure comparative presentation in accordance with inflation accounting, it was brought to the purchasing power as of 31 December 2024 and presented as TL 840,358,570. Of total receivables, TL 37,300,309 were trade receivables and TL 134,331,986 were non-trade receivables. The entire balance of such non-trade receivables was due from Park Holding A.Ş. As of 31 December 2024, balance of non-trade receivables from Park Holding A.Ş. consists of balances both in foreign currency and in Turkish Lira, and the balance of foreign currency is USD 3,518,109. At the end of 2023, the related foreign currency balance was USD 18,095,960.

In 2024, the interest rates charged on commercial and financial transactions in TL were 54.36% from January to March, 64.42% from April to June, 49.88% from July to September and 49.43% from October to December (in 2023, 20.33% from January to March, 24.44% from April to June, 34.28% from July to September and 49.29% from October to December). The interest rates charged on financial transactions in USD were 5.38% from January to March, 5.31% from April to June, 4.86% from July to September and 4.49% from October to December (in 2023, 5.30% from January to March, 5.64% from April to June, 6.15% from July to September and 6.23% from October to December). In accordance with the Group's policy, interest rates are re-determined every quarter by taking into account the arithmetic average of the current deposit and commercial loan interest rates announced by the Central Bank of the Republic of Türkiye, provided that they are not below the deposit interest rates for the fund lender.

The total financial income generated in 2024 from non-trade receivables from Park Holding A.Ş. amounted to TL 147,129,894.

A net revenue of TL 344,354,753 was generated in 2024 (2023/12: TL 345,861,471) from the sale of totally net 186,426 tonnes of coal (2023/12: 210,738 tonnes) to Eti Soda.

The Board of Directors of the Company has prepared a report explaining the relations with the controlling shareholder and its subsidiaries within the scope of the provisions of Turkish Commercial Code and the conclusion part of the said report:

"In the legal transactions carried out by our Company with our controlling shareholder Park Holding and its subsidiaries in the period of 2024, it was assessed that an arm's length performance was achieved in each transaction, that the said transactions did not cause any loss to our Company, and that the interests of our Company were observed and protected within the framework of the rules of honesty through transactions carried out within the framework of the "arm's length principle" and market rules; in the period of 2024, it was concluded that there were no legal transactions made with the controlling shareholder of our Company, Park Holding and its subsidiaries and their directives for the benefit of Park Holding or any subsidiary, and there were no measures taken or avoided for the benefit of Park Holding or any subsidiary."

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VIII. EVENTS AFTER THE REPORTING DATE

No significant development occurred after the reporting date.

IX. ADDITIONAL INFORMATION ON CORPORATE GOVERNANCE

a) Declaration of Compliance with Corporate Governance Principles

Our Company started to work on the Corporate Governance Principles, which were first announced to the public by the CMB in July 2003, immediately after the publication of the Principles. By the end of 2004, the Company had completed its initial work on compliance with the Corporate Governance Principles and had complied with all subsequent updates.

Within this framework, the Company has fully incorporated the concepts of equality, transparency, accountability and responsibility, which form the basis of corporate governance, into its management approach.

The Company has complied with all of the compulsory principles and the majority of the non-compulsory principles within the scope of the CMB's Communiqué on Corporate Governance No. II-17.1, which entered into force by being published in the Official Gazette on 03.01.2014. Although the Company aims to achieve full compliance with the non-compulsory principles, full compliance has not yet been achieved due to existing difficulties in implementation, periodic changes related to the Company, and ongoing discussions in Türkiye and in international markets regarding the application of some principles.

The "Corporate Governance Compliance Report" ("CGCR") and the "Corporate Governance Information Form" ("CGIF") for the period of 2024, prepared in accordance with the decision no. 2/49 dated 10.01.2019 of the Capital Markets Board and the Communiqué on Corporate Governance no. II-17.1, were publicly disclosed at www.kap.org.tr on 6 March 2025.

For the period which ended on 31 December 2024, compliance with the corporate governance principles annexed to the Communiqué on Corporate Governance and explanations regarding the voluntary principles that have not yet been complied with are included in the relevant sections of the Corporate Governance Compliance Report ("CGCR") and Corporate Governance Information Form ("CGIF").

If the content of the relevant forms changes significantly during the reporting period, the relevant development will be communicated to the public by updating the Public Disclosure Platform, and the relevant information will also be included in the interim report.

b) Corporate Governance Policies

The Company's applicable corporate governance policies were disclosed to the public by being published on the Company's corporate website at www.parkedlektrik.com.tr under the title of "Corporate Governance"

c) Investor Relations Department

As of 26 April 2005, the Company established an Investor Relations Department to ensure the exercise of shareholders' rights and communication between the Company's management and shareholders. The Investor Relations Department reports to the Capital Markets Director. The Investor Relations department carries out its duties in cooperation with the Board of Directors, the committees established within the Board of Directors and the executives responsible for financial affairs and financial reporting.

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IX. ADDITIONAL INFORMATION ON CORPORATE GOVERNANCE (cont'd)

c) Investor Relations Department (cont'd)

Ayşe Yıldırım Yüksel is holding office as the department manager of the Investor Relations Department. Contact and licensing information for the Investor Relations Department Manager is provided below:

Name	Position	Type of License	License No.	Contact Details
Ayşe Yıldırım Yüksel	Investor Relations Manager	Capital Markets Operations Level 3 License - Corporate Governance Rating License	205653 - 927298	Phone: 0216 5312533 Fax: 0216 5312571 yatirimci.iliskileri@cinergroup.com.tr investor.relations@cinergroup.com.tr

Written and oral requests for information submitted to the department by investors and all other stakeholders are replied in writing and/or orally by the Investor Relations Department with the knowledge and approval of the higher authority to which it reports.

Information and meeting requests from investors and all other stakeholders are evaluated by the Investor Relations Department within the framework of the Disclosure Policy and all information is shared within the framework of what has been previously disclosed to the public. The Company does not provide guidance to investors regarding expectations for the Company's operating results or share price performance.

In addition, opinions and requests for information received from our shareholders by telephone and electronic mail are replied in a manner that does not create an information imbalance, excludes confidential information and business secrets, and ensures that our investors are informed.

d) Exercise by the Shareholders of their Right to Information

Shareholding rights are exercised in accordance with the law, the Articles of Association and other relevant regulations; all shareholders are treated equally in the exercise of their right to receive and review information; and information that does not constitute trade secrets is shared with all shareholders on an equal basis.

The Company's corporate website, www.parkedlektrik.com.tr, under the Investor Relations and Corporate Governance sections, is designed to provide investors with the maximum amount of information in the shortest time in a simultaneous, accurate, fast, complete and understandable manner.

e) General Assembly Meetings

The Ordinary General Assembly Meeting of Park Elektrik Üretim Madencilik Sanayi ve Ticaret Anonim Şirketi for 2023 was held on 25 June 2024 at the Company's head office. The General Assembly convened with an attendance percentage of 68.05%. The Company's 2023 Ordinary General Assembly Meeting was also held electronically and shareholders with a total nominal value of TL 9,767 participated in the meeting electronically.

At the General Assembly, all items on the agenda were communicated in a clear, impartial and understandable manner, and shareholders were able to participate in the voting process under equal conditions. Shareholders had the right to ask questions at the General Assembly, and these questions were answered in detail by the Chairman of the Board of Directors and other relevant persons. There were no unanswered written questions during the meeting, which were forwarded to the Investor Relations Department.

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IX. ADDITIONAL INFORMATION ON CORPORATE GOVERNANCE (cont'd)

f) Voting Rights and Minority Rights

The Company's Articles of Association do not provide for any privileges with respect to the exercise of voting rights. Each share has one voting right. There is no provision in the Articles of Association that prevents a person who is not a shareholder from voting by proxy.

The shareholders who hold less than one-twentieth of the share capital are not granted minority rights, and they are provided with the rights enumerated in general regulations in the legislation.

g) Structure, Duties and Authorities of the Board of Directors

The Board of Directors consists of a total of 9 members. The Board of Directors consists of executive and non-executive members. The Board of Directors is vested with the duties and authorities set forth in the Turkish Commercial Code, capital market legislation and the Company's Articles of Association.

Pursuant to the Internal Directive on the Delegation of Management, the members of the Board of Directors delegate to the executive members of the Board of Directors the duties and authorities in the areas of responsibility set forth in Article 7 of the Directive, in order to ensure that the Company's operations are carried out efficiently.

There are 3 female members on the Board of Directors as of 31 December 2024. The Corporate Governance and Nomination Committee has set a target of 25% female representation on the Board of Directors and has established a policy to this effect. In the election of the members of the Company's Board of Directors at the Ordinary General Assembly meeting for 2023, the said target of female representation was achieved by electing three female members to the Company's Board of Directors.

While the Board of Directors took a total of 14 decisions in 2024, 2 of these decisions were signed by circulation following assessments made through other channels, without physically convening. Members of the Board of Directors have been regularly informed of the financial performance and operations of the Company.

h) Assessment of the Board of Directors Regarding the Working Principles and Effectiveness of the Committees Established within the Board of Directors, Including Their Members, Frequency of Meetings and Operations Carried Out

The committees reporting to the Board of Directors, their members and the frequency of their meetings are given in the following table. The duties of the Nomination and Remuneration committees, which are currently not included within the Board of Directors, are being performed by the Corporate Governance and Nomination Committee in accordance with the Corporate Governance Principles.

Committee	Committee Members	Position in the Committee	Title	Meeting Frequency
Audit Committee	Cemal Tüfekçi	Chairman	Independent Board Member	Minimum 4 times in a year in 3-month periods
	Dilek Emil	Member	Independent Board Member	
	Hülya Saygı	Member	Independent Board Member	
Corporate Governance and Nomination Committee	Dilek Emil	Chairman	Independent Board Member	Minimum 2 times in a year
	Hülya Saygı	Member	Independent Board Member	
	Ayşe Yıldırım Yüksel	Member	Investor Relations Department Manager	
Committee for Early Detection of Risk	Cemal Tüfekçi	Chairman	Independent Board Member	Minimum 6 times in a year in 2-month periods
	Çiğdem Yılmaz	Member	Non-Executive Member	

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IX. ADDITIONAL INFORMATION ON CORPORATE GOVERNANCE (cont'd)

h) Assessment of the Board of Directors Regarding the Working Principles and Effectiveness of the Committees Established within the Board of Directors, Including Their Members, Frequency of Meetings and Operations Carried Out (cont'd)

In 2024, the Audit Committee reported to the Board of Directors 5 times, the Corporate Governance and Nomination Committee 4 times and the Committee for Early Detection of Risk 6 times. In 2024, our Audit Committee, Corporate Governance and Nomination Committee and Committee for Early Detection of Risk performed their duties and responsibilities in accordance with their respective charters and operated effectively.

The duties and working principles of the Committees of the Board of Directors are disclosed to the public on the Company's website www.parkedlektrik.com.tr under the title of "Corporate Governance".

X. REPORTING ON THE SUSTAINABILITY PRINCIPLES COMPLIANCE FRAMEWORK

The amendment made by CMB to the Communiqué on Corporate Governance no. II-17.1 entered into force on 2 October 2020. With the aforementioned amendment, a "Sustainability Principles Compliance Framework", which includes the basic principles that public companies are expected to disclose while conducting their Environmental, Social and Corporate Governance ("ESG") operations, was announced to the public. While the implementation of these principles is voluntary, it is mandatory to report whether or not they have been implemented in annual reports under the "Comply or Explain" principle.

Due to the mining sector in which our company currently operates, sustainability reporting requires intensive work in many areas, particularly in the area of environmental principles. Considering that our Company's previous studies in the area of ESG have focused mainly on corporate governance and that our Company's current operations are limited to mining operations carried out by subcontractors due to the ongoing investment process through our Company's subsidiary, the Board of Directors of our Company has decided to first establish a roadmap on this issue and to gradually implement the necessary action plans to comply with the "Sustainability Principles Compliance Framework" in accordance with this roadmap.

The Sustainability Principles Compliance Report, which was prepared in accordance with the formats determined by the decision no. 34/977 dated 23.06.2022 of CMB and approved by the Board of Directors of our Company, was disclosed to the public by being published at www.kap.org.tr on 6 March 2025.

In the said report, the principles that have not yet been complied with are disclosed to the public for reasons such as the difficulties in implementing the principles due to the sector in which our Company operates, the fact that some principles do not fully overlap with the current structure of the Company, and the fact that the principles of compliance will be determined by our Company according to the progress of the ongoing power plant investment process. Our Company carries out its mining operations in compliance with the mining and environmental laws applicable in our country.

The impact on environmental and social risk management of not fully complying with non-compulsory principles is monitored by our Company and assessed through sustainability studies.

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**ANNEX 1: CVS OF THE MEMBERS OF THE BOARD OF DIRECTORS AND
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BOARD OF DIRECTORS**

GÜRSEL USTA

Gürsel Usta, who holds office as a Senior Executive of Ciner Group and the Chairman of the Board of Directors of Park Holding A.Ş., holds a bachelor's degree from Ankara University, Faculty of Political Sciences. Gürsel Usta started his career as an Account Specialist at the Ministry of Finance and subsequently held office as an advisor to the Deputy Prime Minister. After having held office as the deputy general manager of the Social Security and Child Protection Agency, where he was appointed by proxy, he joined the Tepe Group in 1992 and started working in the private sector. He joined Ciner Group in 2003 while holding office as the General Manager of the Tepe Group's marketing companies. Since 2003, he has held senior positions within Ciner Group.

ÇİĞDEM YILMAZ

Çiğdem Yılmaz graduated from Marmara University, Department of Economics in English in 1997. Having started her career in the banking sector, Yılmaz held office as a branch manager and Commercial Banking Marketing Director within Garanti Bank. She held office as the Head of Commercial Banking Sales within Yapı ve Kredi Bankası from 2018 to 2022. Having come into office in July 2022 as a CFO in Ciner Group, Yılmaz is also a member of the Board of Directors in Ciner Group companies.

ORHAN YÜKSEL

Orhan Yüksel graduated from Marmara University, Faculty of Administrative Sciences, Department of Business Administration in 1984 and has been working in various private sector companies since 1978. He is a licensed Certified Public Accountant and Financial Advisor and is also a certified independent auditor by the POA. Since 1994, he has been holding office as a senior financial affairs executive in Ciner Group, and is also a member of the Board of Directors in Ciner Group companies.

HACI MUSTAFA KIRAÇ

After having received his bachelor's degree in 1978 from Hacettepe University, Faculty of Geosciences, Department of Mining Engineering, Hacı Mustafa Kıraç, a mining engineer, started his career at the General Directorate of Mineral Research and Exploration. He worked in various mining enterprises as a pit engineer and enterprise manager from 1979 to 1995. He held office as the General Manager and Chairman of the Board of Directors at Turkish Hard Coal Enterprise from 1995 to 1997. He worked as a Counselor to the Minister at the Ministry of Energy and Natural Resources from 1997 to 2001, and retired from this position. He held office as the General Manager of Kömür İşletmeleri A.Ş. from 2004 to 2011. Since 2013, he has been holding office as a senior executive in the Energy and Mining Group of Ciner Group, and is also a member of the Board of Directors in Ciner Group companies.

CEVDET ÖZÇEVİK

Having graduated in 1980 from Ankara State Engineering Architecture Academy as an Electrical Engineer, Mr. Özçevik joined the Ciner Group in 1999 while he was working at Soma Lignite Enterprise of TCE. He is holding office as a senior executive in the Energy and Mining Group of Ciner Group, and is also a member of the Board of Directors in Ciner Group companies.

SELÇUK YEŞİLTAŞ

Born in 1984 in Ordu/Fatsa, Selçuk Yeşiltaş graduated from Koç University, Department of Physics in 2007 and joined Bahçeşehir University, Financial Economics graduate program in 2009. In 2007, Mr. Yeşiltaş started his career in the corporate banking department of Denizbank and worked in the corporate banking departments of Fibabanka and TSKB before joining Ciner Group in June 2015. Mr. Yeşiltaş, who started his career as Project Finance and Business Development Manager in Ciner Group, has been holding office as the Group Finance Coordinator since 2016, and is also a member of the Board of Directors in Ciner Group companies.

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**ANNEX 1: CVS OF THE MEMBERS OF THE BOARD OF DIRECTORS AND
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DİLEK EMİL, Independent Member of the Board of Directors

Dilek Emil graduated from Ankara University, Faculty of Political Sciences, Department of Economics and Finance, and completed her postgraduate education in the field of economy at Birkbeck College, University of London. She started her career at the Prime Ministry, Undersecretariat of Treasury, and held office in various positions from 1994 to 2004, including Advisor to the Undersecretary, Executive Economic Counselor in Washington D.C. and Deputy General Manager of Foreign Capital.

In addition to her role as Yaşar Holding's Corporate Affairs Coordinator between 2004 and 2018, Dilek Emil also chaired Yaşar Holding's Sustainable Development Committee and coordinated the sustainability studies of 10 Yaşar Holding companies that signed the Global Compact in 2007 and their reporting based on the Global Reporting Initiative (GRI), an international standard. In this framework, in addition to coordinating projects to reduce carbon and water footprints and water risks, she ensured Pınar Süt Mamulleri Sanayii A.Ş.'s participation in the Carbon and Water Transparency Program (CDP-Carbon Disclosure Project). She has also developed projects on waste prevention, waste reduction and women's empowerment.

Dilek Emil, who held office as the first Chairman of the Board of Directors of Pınar Institute from 2012 to 2016, also led the Institute's "The Future of Our Milk is in Conscious Hands" and "Let's Move with Fun, Let's Eat Healthy" projects. The Future of Our Milk is in Conscious Hands project attracted the attention of the UNDP and was included in the "Business Call to Action". The "Let's Move with Fun, Let's Eat Healthy" project was expanded throughout Türkiye with a protocol signed with the Ministry of National Education.

Dilek Emil is currently working at EWA Kurumsal Danışmanlık Limited Şirketi, which is owned by her, in the areas of combating climate change, sustainability, corporate relations and communication, public communication, corporate identity, corporate reputation, all kinds of government support, particularly investment incentives, project development, research and analysis for access to various funding sources, non-governmental organizations, Small and Medium Enterprises and Start-up mentoring. She is also holding office as a founding partner and Chairman of the Board of Directors at StaminaPA Kurumsal İlişkiler Danışmanlık Anonim Şirketi, which carries on a business in the area of corporate relations. She is also holding office as the Chairman of the Board of Directors of the Public Communication and Corporate Relations Management Association and the Shapeless Ideas Association, and as a member of the Board of Directors of the Association for Analytical Approach to Habitat.

CEMAL TÜFEKÇİ, Independent Member of the Board of Directors

Having graduated in 1982 from Ankara University, Faculty of Political Sciences, Cemal Tüfekçi started his career as Assistant Account Specialist at the Ministry of Finance in 1983, and was appointed as Account Specialist in 1986 and Chief Account Specialist in 1993. In 1995, Tüfekçi resigned from the Board and worked as an executive in various private sector companies. He has been working as a Sworn-In Certified Public Accountant since 1999, and is the sole shareholder of Polaris Yeminli Mali Müşavirlik Limited Şirketi since 2014. In addition, after having become a founding partner of the audit firm Sky Bağımsız Denetim A.Ş. in 2023, he retired from his shareholding in Oluşum Bağımsız Denetim ve Danışmanlık A.Ş. as of February 2024. Tüfekçi is also a trustee in composition procedure at Istanbul Courthouse.

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BOARD OF DIRECTORS (cont'd)**

HÜLYA SAYGI, Independent Member of the Board of Directors

Having graduated from Ankara University, Faculty of Political Sciences, Department of Economics and Finance, Hülya Saygı completed her postgraduate education in the field of economy at Middle East Technical University, Faculty of Administrative Sciences, Department of Economics. She started her career as an Assistant Project Evaluation and Review Specialist at the State Investment Bank. Having completed her specialization there, she worked as a senior specialist, Deputy Manager and Country Credits Manager at Türkiye İhracat Kredi Bankası ("Turk Eximbank") from 1987 to 2007. She held office as a parliamentary advisor in the Turkish Grand National Assembly under temporary assignment from 2007 to 2011. Having retired from the public sector, she worked as a Certified Public Accountant at Oluşum Yeminli Mali Müşavirlik A.Ş. from 2011 to 2023. Subsequently, she started working as a Certified Public Accountant at Oluşum Bağımsız Denetim ve Danışmanlık A.Ş. and left this position as of March 2024. In addition, she held office as a member of the Board of Directors/Secretary General at the Autism Foundation from 2014 to 2023, and since 2023, she has been holding as a member of the Board of Directors and Secretary General at Ankara Autistic Individuals Association ("ANOBDER").

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INDEPENDENCE DECLARATION

I hereby declare that I am a candidate to hold office as an independent member of the Board of Directors of Park Elektrik Üretim Madencilik Sanayi ve Ticaret A.Ş. (the Company), which has a public company status, in accordance with the independence criteria set forth in the Corporate Governance Principles enclosed with the Communiqué on Corporate Governance no. II-17.1, and I also declare in this context:

a) That there has been no employment relationship, within the last five years, in a managerial position undertaking important duties and responsibilities, between myself, my spouse and blood relatives and relatives by marriage up to secondary degree, and the Company, corporations in which the Company has management control or a significant degree of influence as well as shareholders that have management control or a significant degree of influence in the Company and legal entities in which these shareholders have management control, that we have not owned more than 5% of their capital or voting rights or preferential shares individually or jointly, and that we have not established a significant commercial relationship with them,

b) That I have not worked, within the last five years, as a shareholder (5% and above), in a managerial position undertaking important duties and responsibilities, or a member of the Board of Directors, particularly concerning the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, in companies from which the Company purchases significant amount of services or products, or to which the company sells the same under the agreements concluded, in those periods of during which such services or products were purchased or sold,

c) That I have the professional training, knowledge and experience to duly perform my duties that I will undertake since I am an independent member of the Board of Directors,

ç) That I will not work full-time at public institutions and organizations after having been elected as a member of the Board of Directors, except as a faculty member at universities pursuant to the legislation applicable to them,

d) That I am deemed to be residing in Türkiye pursuant to the Income Tax Law no. 193 dated 31/12/1960,

e) That I have strong ethical standards, professional reputation and experience to be able to positively contribute to the Company's operations, to keep my impartiality in conflicts of interest between the company and shareholders, and to take decisions freely, taking into account the rights of the stakeholders,

f) That I will be able to follow the course of the company's operations and allocate time to the Company's operations to the extent that I can completely fulfill the requirements of the duties I undertake,

g) That I have not held office as a member of the Board of Directors in the Company's board of directors for more than six years within the last ten years,

ğ) That I am not an independent member of the Board of Directors in more than three of the companies whose management control is held by the shareholders who control the management of the Company, and in total more than five of the companies traded on Borsa Istanbul,

h) That I have not been registered and announced in the name of the legal entity elected as a member of the Board of Directors, and, in the event that a situation arises that would impair my independence, I will personally notify the Board of Directors and the Capital Markets Board of this change at the same time.

Dilek EMİL
02.04.2024

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- a) That there has been no employment relationship, within the last five years, in a managerial position undertaking important duties and responsibilities, between myself, my spouse and blood relatives and relatives by marriage up to secondary degree, and the Company, corporations in which the Company has management control or a significant degree of influence as well as shareholders that have management control or a significant degree of influence in the Company and legal entities in which these shareholders have management control, that we have not owned more than 5% of their capital or voting rights or preferential shares individually or jointly, and that we have not established a significant commercial relationship with them,
- b) That I have not worked, within the last five years, as a shareholder (5% and above), in a managerial position undertaking important duties and responsibilities, or a member of the Board of Directors, particularly concerning the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, in companies from which the Company purchases significant amount of services or products, or to which the company sells the same under the agreements concluded, in those periods of during which such services or products were purchased or sold,
- c) That I have the professional training, knowledge and experience to duly perform my duties that I will undertake since I am an independent member of the Board of Directors,
- ç) That I will not work full-time at public institutions and organizations after having been elected as a member of the Board of Directors, except as a faculty member at universities pursuant to the legislation applicable to them,
- d) That I am deemed to be residing in Türkiye pursuant to the Income Tax Law no. 193 dated 31/12/1960,
- e) That I have strong ethical standards, professional reputation and experience to be able to positively contribute to the Company's operations, to keep my impartiality in conflicts of interest between the company and shareholders, and to take decisions freely, taking into account the rights of the stakeholders,
- f) That I will be able to follow the course of the company's operations and allocate time to the Company's operations to the extent that I can completely fulfill the requirements of the duties I undertake,
- g) That I have not held office as a member of the Board of Directors in the Company's board of directors for more than six years within the last ten years,
- ğ) That I am not an independent member of the Board of Directors in more than three of the companies whose management control is held by the shareholders who control the management of the Company, and in total more than five of the companies traded on Borsa İstanbul,
- h) That I have not been registered and announced in the name of the legal entity elected as a member of the Board of Directors, and, in the event that a situation arises that would impair my independence, I will personally notify the Board of Directors and the Capital Markets Board of this change at the same time.

Cemal TÜFEKÇİ
02.04.2024

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I hereby declare that I am a candidate to hold office as an independent member of the Board of Directors of Park Elektrik Üretim Madencilik Sanayi ve Ticaret A.Ş. (the Company), which has a public company status, in accordance with the independence criteria set forth in the Corporate Governance Principles enclosed with the Communiqué on Corporate Governance no. II-17.1, and I also declare in this context:

- a) That there has been no employment relationship, within the last five years, in a managerial position undertaking important duties and responsibilities, between myself, my spouse and blood relatives and relatives by marriage up to secondary degree, and the Company, corporations in which the Company has management control or a significant degree of influence as well as shareholders that have management control or a significant degree of influence in the Company and legal entities in which these shareholders have management control, that we have not owned more than 5% of their capital or voting rights or preferential shares individually or jointly, and that we have not established a significant commercial relationship with them,
- b) That I have not worked, within the last five years, as a shareholder (5% and above), in a managerial position undertaking important duties and responsibilities, or a member of the Board of Directors, particularly concerning the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, in companies from which the Company purchases significant amount of services or products, or to which the company sells the same under the agreements concluded, in those periods of during which such services or products were purchased or sold,
- c) That I have the professional training, knowledge and experience to duly perform my duties that I will undertake since I am an independent member of the Board of Directors,
- ç) That I will not work full-time at public institutions and organizations after having been elected as a member of the Board of Directors, except as a faculty member at universities pursuant to the legislation applicable to them,
- d) That I am deemed to be residing in Türkiye pursuant to the Income Tax Law no. 193 dated 31/12/1960,
- e) That I have strong ethical standards, professional reputation and experience to be able to positively contribute to the Company's operations, to keep my impartiality in conflicts of interest between the company and shareholders, and to take decisions freely, taking into account the rights of the stakeholders,
- f) That I will be able to follow the course of the company's operations and allocate time to the Company's operations to the extent that I can completely fulfill the requirements of the duties I undertake,
- g) That I have not held office as a member of the Board of Directors in the Company's board of directors for more than six years within the last ten years,
- ğ) That I am not an independent member of the Board of Directors in more than three of the companies whose management control is held by the shareholders who control the management of the Company, and in total more than five of the companies traded on Borsa Istanbul,
- h) That I have not been registered and announced in the name of the legal entity elected as a member of the Board of Directors, and, in the event that a situation arises that would impair my independence, I will personally notify the Board of Directors and the Capital Markets Board of this change at the same time.

Hülya SAYGI
02.04.2024

AUDITOR'S REPORT ON THE SYSTEM AND COMMITTEE FOR EARLY DETECTION OF RISK

To Board of Directors of Park Elektrik Üretim Madencilik Sanayi ve Ticaret A.Ş.

We have audited the activities in 2024 of the Committee for Early Detection of Risk, which was established by Park Elektrik Üretim Madencilik Sanayi ve Ticaret A.Ş. ("the Company").

Responsibility of the Board of Directors

Pursuant to paragraph one of Article 378 of Turkish Commercial Code no. 6102 ("TCC"), the Board of Directors is obliged to establish a specialized committee and to operate and improve the system, in order to early detect the causes endangering the existence, development and continuity of the Company, to implement the necessary measures and remedies in this regard and to manage the risks.

Responsibility of the Independent Auditor

Our responsibility is to express a conclusion on the Committee for Early Detection of Risk based on our audit. We conducted our audit in accordance with TCC, the "Principles of the Auditor's Report on the System and Committee for Early Detection of Risk", which was published by the Public Oversight, Accounting and Auditing Standards Authority ("POA"), and ethical rules. These Principles require us to determine whether the Company has established a System and Committee for Early Detection of Risk and, if so, to assess whether the system and committee function within the framework of Article 378 of TCC. The adequacy of the measures taken by the Committee for Early Detection of Risk against risks and the Company Management's response to risks are not within the scope of our audit.

Information on the System and Committee for Early Detection of Risk

It was seen that the Independent Member of the Board of Directors Cemal Tüfekçi was the Chairman of the Company's "Committee for Early Detection of Risk" (the chairman of the meetings for February and April was Galip Taşdemir), and Çiğdem Yılmaz was holding office in the committee as a member.

The Committee convened 6 times in 2024: 28 February 2024, 25 April 2024, 4 July 2024, 30 September 2024, 22 November 2024 and 26 December 2024.



Conclusion

As a result of our audit, we have concluded that the activities in 2024 of the System and Committee for Early Detection of Risk of Park Elektrik Üretim Madencilik Sanayi ve Ticaret A.Ş. are adequate in all material aspects in accordance with Article 378 of Turkish Commercial Code.

DRT BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş.
Member of **DELOITTE TOUCHE TOHMATSU LIMITED**

Okan Öz, CPA
Auditor in Charge

Istanbul, 6 March 2025

**ANNUAL REPORT OF THE BOARD OF DIRECTORS
FOR THE PERIOD OF 1 JANUARY - 31 DECEMBER 2024,
IN ACCORDANCE WITH THE COMMUNIQUÉ ON
PRINCIPLES REGARDING FINANCIAL REPORTING IN CAPITAL MARKETS (II-14.1)**

This report was prepared in accordance with the provisions of the "Communiqué on Principles of Financial Reporting in Capital Markets" no. II-14.1 of the Capital Markets Board and the provisions of the "Regulation on Determination of the Minimum Content of the Annual Reports of Companies", which was published by the Ministry of Commerce in the Official Gazette no. 28395 dated 28.08.2012, and it was signed and approved by the Company's members of the Board of Directors named below.

06.03.2025

**GÜRSEL USTA
Chairman of the Board of
Directors**

**ORHAN YÜKSEL
Deputy Chairman of the
Board of Directors**

**İSMAİL KARAKUZU
Member of the Board of
Directors**

**SELÇUK YEŞİLTAŞ
Member of the Board of
Directors**

**CEVDET ÖZÇEVİK
Member of the Board of
Directors**

**HACİ MUSTAFA KIRAÇ
Member of the Board of
Directors**

**DİLEK EMİL
Member of the Board of
Directors**

**CEMAL TÜFEKÇİ
Member of the Board of
Directors**

**HÜLYA SAYGI
Member of the Board of
Directors**