



Lydia Yeşil Enerji

KAYNAKLARI

JANUARY 1 – DECEMBER 31, 2025 PERIOD ACTIVITY REPORT

“ This Activity Report (“Report”) has been prepared in accordance with the provisions of Article 516 of the Turkish Commercial Code, the provisions of the Regulation on the Minimum Content of Companies’ Activity Reports published in the Official Gazette dated August 28, 2012 and numbered 28395 by the Ministry of Customs and Trade, Article 8 of the Capital Markets Board’s Communiqué (II-14.1) on Principles Regarding Financial Reporting in the Capital Markets, and the relevant provisions of the Communiqué (II-17.1) on Corporate Governance. This Report has been prepared in order to evaluate the activities of our Company for the period from January 1, 2025 to December 31, 2025 and to provide information to our investors.”

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COMPANY INFORMATION

In this Activity Report, the term “our Company” is used, depending on the context, to refer to either the Company itself or, within the scope of consolidation, to its subsidiaries, collectively referred to as the Group.

Lydia Yeşil Enerji Kaynakları Corp. was established under the trade name Taze Kuru Ltd. Şti. in April 2009 as a Limited Liability Company. In October 2012, the Company was offered to the public on the Borsa İstanbul Emerging Companies Market. Pursuant to the resolution adopted at the Ordinary General Assembly Meeting held on September 24, 2021, the Company’s trade name was changed to Tetamat Gıda Yatırımları Corp.

At the Ordinary General Assembly Meeting for the year 2023, held on August 27, 2024, the amendment text of the Articles of Association, which included the change of the Company’s field of activity to energy generation and its trade name to Lydia Yeşil Enerji Kaynakları Corp., was approved and subsequently registered with the Trade Registry on September 4, 2024.

The Company’s purpose and scope of activities are as follows.

- To generate electricity and thermal energy by utilizing all kinds of underground and aboveground energy sources, including solar, hydrogen, wind, river, lake, sea, or underground/aboveground thermal water and steam, in compliance with the Energy Market Legislation, and upon obtaining the necessary permits and licenses from the Energy Market Regulatory Authority (EMRA), or without a license in cases permitted by the relevant legislation,
- To sell the generated electricity and thermal energy and/or capacity to legal entities holding wholesale or retail licenses and to eligible consumers through bilateral agreements,
- To establish, commission, acquire, lease, or rent out all kinds of facilities for the purpose of electricity generation,
- To manufacture and sell, in part or in whole, power plants operating with wind or solar radiation that provide electricity generation,
- To manufacture and trade domestically and internationally steam turbines, steam boilers, engines, generators, energy instruments, filters, and heat recovery units related to the generation of electricity and thermal energy,
- To design projects for recovery units of all kinds of biological and chemical treatment system wastes,
- To establish partnership relations with existing and future electricity distribution companies and to participate in existing or future electricity generation companies.

Company Name	: Lydia Yeşil Enerji Kaynakları Corp.
Registered Address in the Trade Registry	: Levazım Mah. Vadi Cad. Zorlu Center No:2 İç Kapı No: 141 Beşiktaş/İstanbul
Trade Registry Office of Registration	: Istanbul Trade Registry Office
Trade Registry Number	: 259130-5
Website Address	: www.lydiayesilenerji.com
E-mail Address	: info@lydiayesilenerji.com
Telephone Number	: + 90 533 895 99 60
Kep Address	: lydiayesilenerji@hs03.kep.tr
Share Capital	: 1.891.069,68 TL

The Company produces electricity energy through its Solar Power Plants (SPP) located in Çankırı and sells electricity to the affiliated distribution company within the framework of EMRA renewable energy regulations. The installed capacity of the SPPs is 6,290.60 kWp, and the detailed table is provided below.

Lydia Renewable Energy SPP Details		
Plant Name	Plant Address	Installed Capacity (kWp)
Yörük 1	Çankırı Province, Central District	1.263,16
Yörük 2	Çankırı Province, Central District	1.286,78
Yörük 3	Çankırı Province, Central District	1.268,82
Yörük 4	Çankırı Province, Central District	1.280,79
Yörük 5	Çankırı Province, Central District	1.191,05
Total Installed Capacity		6.290,60

CAPITAL AND SHAREHOLDING STRUCTURE

The Company has adopted the registered capital system pursuant to the provisions of the Capital Markets Law, with the permission of the Capital Markets Board of Türkiye (CMB) dated August 29, 2012 and numbered 30/964. The Company's registered capital ceiling is TL 50,000,000 (Fifty Million Turkish Lira), divided into 50,000,000 (Fifty Million) shares each with a nominal value of TL 1 (One). The authorization granted by the Capital Markets Board for the registered capital ceiling is valid for the years 2024–2028 (5 years).

The Company's issued and fully paid-in capital amounts to TL 1,891,069.68 (One Million Eight Hundred Ninety-One Thousand Sixty-Nine Turkish Lira and Sixty-Eight Kurus), consisting of TL 59,488.99 of registered (A) Group shares and TL 1,831,580.69 of bearer (B) Group shares. This capital is divided into 1,891,069.68 shares, each with a nominal value of TL 1.00, and has been fully paid-in free of collusion.

In the election of the members of the Board of Directors, each (A) Group registered share entitles the holder to 15 (fifteen) voting rights, while each (B) Group bearer share entitles the holder to 1 (one) voting right.

The shareholding structure of the Company is as follows:

LYDİA YEŞİL ENERJİ KAYNAKLARI CORP. CAPİTAL AND SHAREHOLDİNG STRUCTURE		
Shareholder Name	Share Amount (TL)	Shareholding (%)
Lydia Holding Corp.	1.227.078,73	64,89
Others	663.992,35	35,11
TOTAL	1.891.069,68	100,00

SUBSIDIARIES AND AFFILIATES

Lydia Yeşil Enerji Kaynakları Corp. has merged with its wholly-owned subsidiaries, Birinci Enerji Üretim Corp. and Taze Kuru Net Gıda Pazarlama Corp., through a merger by acquisition. The merger was carried out pursuant to Articles 155 and 156 of the Turkish Commercial Code (TCC), under the provisions governing a “simplified merger procedure.”

The financial statements dated December 31, 2024 were used as the basis for the merger, and the application to the Capital Markets Board of Türkiye (CMB) was submitted on March 13, 2025. Since Lydia Yeşil Enerji was the sole shareholder of the absorbed companies, no capital increase, right of withdrawal, equalization payment, or severance payment arose as a result of the merger.

Accordingly, no merger report was prepared, the transaction was not submitted for the approval of the general assembly, and the right of examination was not applicable. Along with the merger announcement, the Merger Agreement, the Merger Announcement Text, and the financial statement attachments were publicly disclosed.

Within this scope, the application made by our Company for a simplified merger pursuant to TCC and the CMB Communiqué No. II-23.2 on Mergers and Demergers, through the acquisition of its 100% subsidiaries Birinci Enerji Üretim Corp. and Taze Kuru Net Gıda Pazarlama Corp., was approved by the Capital Markets Board on May 30, 2025. Following the CMB approval, the merger was registered with the Trade Registry on June 30, 2025 and announced in the Turkish Trade Registry Gazette (TTRG).

BOARD OF DIRECTORS

The Members of the Board of Directors are vested with the authorities stipulated in Articles 8 and 9 of the Company’s Articles of Association, within the framework of the relevant provisions of the Turkish Commercial Code (TCC) and the Capital Markets Board (CMB) regulations. The Company is managed by the Board of Directors and represented and bound externally by the Board. The Board of Directors

fulfills the duties assigned to it under the Turkish Commercial Code, the Capital Markets Law, other applicable legislation, and resolutions of the General Assembly.

The General Manager is responsible for managing the Company in accordance with the resolutions of the Board of Directors and the provisions of the Turkish Commercial Code, the Capital Markets Law, the Communiqués of the Capital Markets Board, and other applicable legislation. The auditors to be appointed within the Company must meet the qualifications specified in the Turkish Commercial Code and Capital Markets Legislation.

Members of the Board of Directors may engage in transactions under the first paragraph of Article 395 of the TCC, titled “Prohibition of Transactions with the Company and Borrowing from the Company,” and Article 396, titled “Non-Competition Obligation,” only with the approval of the General Assembly. During the period, neither the members of the Board of Directors nor their spouses or relatives up to the second degree by blood or marriage have engaged in any transactions within the scope of these provisions.

Some of the shareholders holding management control, members of the Board of Directors, and their spouses and relatives up to the second degree by blood or marriage serve as board members or executives in other companies, including those engaged in similar fields of activity as the Company. During the period, there have been no significant transactions requiring disclosure within the scope of Article 1.3.6 of the Corporate Governance Communiqué. There are no restrictions on the members of the Board of Directors holding other duties or positions outside the Company.

At the Ordinary General Assembly Meeting of our Company held on August 27, 2024, regarding the financial year 2023, in accordance with the Corporate Governance Principles and the regulations of the Capital Markets Board, the members of the Board of Directors were elected to serve for a term of three years.

Dr. Semra Demircioğlu was appointed as a member of the Board of Directors by the resolution of the Board dated July 25, 2025, to be submitted for the approval of the next General Assembly.

Our Board of Directors convened 29 times during the period, with an attendance rate of 83.44%.

As of December 31, 2025, the members of the Board of Directors are presented in the table below.

BOARD OF DIRECTORS						
Name and Surname	Position	Date of Election at the General Assembly and Term of Office	Positions Held in the Issuer During the Last Five Years	Duties Held Outside the Company	Share (TL)	Ratio (%)
Enver Çevik	Chairman of the Board of Directors	August 27, 2024; 3 years	-	Chairman of the Board of Directors of Lydia Holding Corp. and	0	0

BOARD OF DIRECTORS						
Name and Surname	Position	Date of Election at the General Assembly and Term of Office	Positions Held in the Issuer During the Last Five Years	Duties Held Outside the Company	Share (TL)	Ratio (%)
Kemal Akkaya	Vice Chairman of the Board of Directors	August 27, 2024; 3 years	-	Ufuk Yatırım Yönetim ve Gayrimenkul Corp. Chairman, Vice Chairman and Board Memberships of the Board of Directors in Various Companies	0	0
Dr. Semra Demircioğlu	Member of the Board of Directors	Appointed by the Board resolution dated 25.07.2025 to be submitted for approval at the next General Assembly	-	Board Memberships of the Board of Directors in Various Companies	0	0
Osman Dereli	Independent Member of the Board of Directors	August 27, 2024; 3 years	-	Board Memberships of the Board of Directors in Various Companies	0	0
Ergin İçenli	Independent Member of the Board of Directors	August 27, 2024; 3 years	-	Board Memberships of the Board of Directors in Various Companies	0	0

CURRICULA VITAE

Enver ÇEVİK – Chairman of the Board of Directors

Enver Çevik started his business career in Istanbul at a young age and entered the capital markets—then newly developing in Türkiye in the early 1990s—as an investor. While continuing his commercial activities, he simultaneously enhanced his knowledge and experience in the capital markets. Over time, Enver Çevik combined his commercial experience with his capital markets expertise, investing in various sectors and diversifying his business activities. Mr. Çevik currently serves as the Chairman of the Board of Directors of Lydia Holding Corp., Lydia Yeşil Enerji Kaynakları Corp., Ufuk Yatırım Yönetim ve Gayrimenkul Corp. and EC Gayrimenkul Yatırımları Corp.

Kemal AKKAYA- Vice Chairman of the Board of Directors

Kemal Akkaya completed his undergraduate and graduate studies in the field of Business Administration. Mr.Akkaya began his career in 1997 at Oyak Yatırım Menkul Değerler Corp. as an Assistant Specialist and, until 2015, successively held the positions of Investment Specialist, Deputy Investment Manager, and Investment Manager. Kemal Akkaya has over 20 years of experience in the capital markets and is also experienced in the field of venture capital as an angel investor. He holds the Capital Market Activities Level 3 License and the Derivative Instruments License. He currently serves as the Vice Chairman of the Board of Directors of Lydia Holding Corp., Lydia Yeşil Enerji Kaynakları Corp., and Ufuk Yatırım Yönetim ve Gayrimenkul Corp. also serves as the Chairman of the Board of Directors within the Bulls Group of Companies.

Dr. Semra DEMİRCİOĞLU – Member of the Board of Directors

After graduating with honors from the English Economics Department of Marmara University, Dr. Semra Demircioğlu began her career in the financial sector, serving as an economist in various investment companies. During this period, she contributed to magazines and newspapers with her economic articles and reached broad audiences by appearing on television programs with her market analyses. In 2016, Dr. Demircioğlu joined Ziraat Portföy Corp., where she held responsibilities as an economist and risk manager. During the same period, she accelerated her academic development, completing her master's degrees at Marmara University and Boğaziçi University. In 2019, Dr. Demircioğlu joined the Param Group as Deputy General Manager of Treasury, shaping the group's financial strategies. In 2021, she was appointed CEO of Turk Finansman Corp., where she pioneered the establishment of Türkiye's first "Buy Now, Pay Later" (BNPL) system, leading the creation of an end-to-end digital consumer credit infrastructure. In 2022, she was appointed Executive Board Member Responsible for Risk within the Param Group. During this period, she also successfully completed her academic studies and received her Ph.D. degree in 2024, achieving significant milestones both academically and professionally.

As of 2025, Dr. Demircioğlu serves as the CEO and Member of the Board of Directors of Lydia Holding Corp., while also holding board memberships at Lydia Yeşil Enerji Kaynakları Corp., Ufuk Yatırım Yönetim ve Gayrimenkul Corp., and various other companies. Blending her academic background with her business expertise, Dr. Demircioğlu continues to contribute to the public by providing economic and market analyses on television channels.

Ergin İÇENLİ– Member of the Board of Directors

Ergin İçenli graduated from the Faculty of Political Sciences, Department of Business Administration at Ankara University in 1989. He began his professional career in the same year as an Assistant Inspector at the Inspection Board of the Ministry of Finance. Between 1993 and 2000, he served as Finance Manager at Bem Dış Ticaret Corp., between 2001 and 2007 as General Manager at Abbate Giyim

Tekstili Corp., and between 2007 and 2009 as Financial Affairs Coordinator at Star Gazetecilik and Kanal 24 TV.

Mr. İenli also served as Chairman of the Board of Trustees of Ahmet Yesevi University between 2008 and 2009, Deputy General Manager at Bileşim Corp. between 2009 and 2012, and Deputy General Manager at Güneş Sigorta Corp. between 2012 and 2014. He was a Member of the Board of Directors at RCT Asset Management Corp. between 2010 and 2016, and General Manager of Asya Emeklilik ve Hayat Corp. (appointed by the SDIF) between 2015 and 2016.

Between 2016 and 2020, he served as General Manager and Chairman of the Board of Directors of Türkiye Şeker Fabrikaları Corp. under the Ministry of Treasury and Finance, and between 2020 and 2022, as General Manager and Member of the Board of Directors of Tarım Kredi Holding, also holding Chairman and Member of the Board positions in other group companies.

Between 2023 and 2024, he served as a Member of the Board of Directors at Koru Sigorta Corp. (appointed by the Insurance and Private Pension Regulation and Supervision Agency – SEDDK).

Ergin İenli is currently serving as an Independent Member of the Board of Directors at Lydia Yeşil Enerji Kaynakları Corp.

Osman DERELİ – Member of the Board of Directors

Osman Dereli graduated from the Faculty of Political Sciences at Ankara University. Between 1997 and 2008, he served at the Ministry of Finance as Assistant Account Specialist and Account Specialist at the Board of Account Experts. From 2008 to 2012, he worked as Group Head at the Revenue Administration, and between 2012 and 2016, he held the position of Deputy Chairman of the Public Oversight Authority. From 2016 to 2020, Mr. Dereli served as President of the Financial Crimes Investigation Board (MASAK), and between 2020 and 2023, Mr. Dereli worked as Advisor to the Minister of Finance. In 2023, he became a partner at RYM Reform and continues to hold this position. Osman Dereli is an Independent Member of the Board of Directors at Lydia Holding Corp.

STATEMENTS OF INDEPENDENCE OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS

Our independent board members, Ergin İenli and Osman Dereli, submitted to the Board of Directors at the time of their appointment the declaration confirming their independence, in accordance with the relevant legislation and the Company’s Articles of Association.

At Lydia Yeşil Enerji Kaynakları Corp.,

a) I declare that within the last five years, there has been no employment relationship in an executive position entailing significant duties and responsibilities between myself, my spouse, or my relatives by blood or marriage up to the second degree and the Company, its subsidiaries or affiliates under its management control or significant influence, its shareholders holding management control or significant

influence, or the legal entities controlled by such shareholders; that I do not, individually or jointly, hold more than 5% of the Company's capital, voting rights, or privileged shares; and that no material commercial relationship has been established with these parties.

b) I declare that within the last five years, I have not worked in or served as a board member in the companies providing significant services or goods to or purchasing significant services or goods from the Company, especially in the areas of audit (including tax audit, statutory audit, and internal audit), rating, or consultancy, within the periods when such services or goods were purchased or sold, nor have I been a shareholder (5% or more) in such companies.

c) I declare that, as an independent member of the Board of Directors, I possess the professional education, knowledge, and experience required to duly perform my duties

d) I declare that, in accordance with the applicable legislation, except for university faculty membership, I will not be employed full-time in public institutions or organizations after being elected as a member.

e) I declare that, pursuant to the Income Tax Law No. 193 dated 31/12/1960, I am considered a resident of Türkiye.

f) I declare that I have strong ethical standards, professional reputation, and experience that will enable me to make positive contributions to the Company's operations, maintain my impartiality in conflicts of interest between the Company and its shareholders, and make independent decisions taking into account the rights of stakeholders.

g) I declare that I can devote sufficient time to follow the Company's activities and to fulfill my duties and responsibilities completely.

h) I declare that I have not served as a member of the Company's Board of Directors for more than six years within the last ten years.

i) I declare that I do not serve as an independent board member in more than three companies controlled by the Company or its shareholders holding management control, and in no more than five publicly traded companies in total.

j) I declare that I have not been registered and announced as a legal entity representative elected as a member of the Board of Directors.

COMMITTEES ESTABLISHED WITHIN THE BOARD OF DIRECTORS

Pursuant to Article 8 of the Company's Articles of Association, titled "Board of Directors, Election of Members, Meetings, Distribution of Duties, and Term of Office," and in order to ensure that the Board of Directors fulfills its duties and responsibilities effectively, a total of three committees—namely, the Audit Committee, the Corporate Governance Committee, and the Early Detection of Risk Committee—have been established in accordance with the Turkish Commercial Code (TCC) and the Capital Markets

Legislation. The working principles of these committees were updated by the resolution of the Board of Directors dated September 18, 2024. The Nomination and Remuneration Committees have not been established, and their duties shall be carried out by the Corporate Governance Committee.

The working principles of the Board of Directors' Committees are available on the Company's website at <https://www.lydiayesilenerji.com/tr/komiteler-1> .

Audit Committee	
Committee Chairperson	Ergin İcenli
Committee Member	Osman Dereli

The Audit Committee convened 5 times during the period, with the required quorum and decision-making requirements duly met.

The primary purpose of the Audit Committee is to oversee the operation of the Company's accounting and reporting systems within the framework of applicable laws and regulations, the public disclosure of financial information, and the functioning and effectiveness of the independent audit and internal control systems.

The Audit Committee consists of at least two members, who are selected from among the independent members of the Board of Directors. At least one of these members must have a minimum of five years of experience in auditing, accounting, or finance. The members of the Audit Committee are appointed by the Board of Directors each year, at the latest during the first board meeting following the Company's Ordinary General Assembly meeting.

The activities and the results of the meetings of the Audit Committee are disclosed in the annual report. The number of written notifications made by the Audit Committee to the Board of Directors during the fiscal period is also stated in the annual report.

The Audit Committee performs the following duties, including but not limited to:

- Oversees the Company's accounting system, the public disclosure of financial information, the independent audit, and the functioning and effectiveness of the Company's internal control and internal audit systems.
- The selection of the independent audit firm, the preparation of the independent audit agreements, the initiation of the independent audit process, and the supervision of all phases of the work conducted by the independent audit firm are carried out under the oversight of the Audit Committee.
- The independent audit firm to provide services to the Company and the scope of the services to be received from such firms are determined by the Audit Committee and submitted to the Board of Directors for approval.

- The methods and criteria to be applied in the examination and resolution of complaints received by the Company regarding its accounting and internal control system and independent audit, and in the confidential evaluation of notifications from Company employees concerning accounting and independent audit matters, are determined by the Audit Committee.
- The Audit Committee submits to the Board of Directors, in writing, its assessments on the accuracy and fairness of the annual and interim financial statements to be disclosed to the public, together with the opinions of the Company’s responsible managers and independent auditors, and its own evaluations regarding their compliance with the accounting principles adopted by the Company.

In addition, in the event that the Company’s shares are offered to the public through a capital increase, the Audit Committee is obliged to prepare, in addition to the aforementioned report, a report within ten business days following the announcement of the first two financial statements disclosed to the public after the Company’s shares start to be traded on the stock exchange, indicating whether the funds obtained from the capital increase have been used in accordance with the purposes stated.

The resolutions of the Audit Committee are of an advisory nature to the Board of Directors, and the activities and recommendations of the committee do not remove the responsibilities of the members of the Board of Directors arising from the Turkish Commercial Code. The Board of Directors provides the necessary resources and support for the Audit Committee to fulfill its duties and responsibilities. The Audit Committee may obtain information from the Company’s executives and employees (within the framework of confidentiality, if necessary) regarding the matters under its review or related issues and may invite relevant persons to committee meetings. The Audit Committee may also benefit from the opinions of independent experts on matters it deems necessary in connection with its activities.

Early Detection of Risk Committee	
Committee Chairperson	Osman Dereli
Committee Member	Hüseyin Erkan

The Early Detection of Risk Committee (“Risk Committee”) convened 5 times during the period, with the required quorum and decision-making requirements duly met.

The primary purpose of the Early Detection of Risk Committee is to identify, assess, and evaluate all strategic, operational, financial, legal, and other risks that may endanger the Company’s existence, development, and continuity; to calculate their impact and probability; to ensure that these risks are managed and reported in line with the Company’s corporate risk-taking profile; to oversee the implementation of necessary measures related to identified risks; to ensure that such risks are taken into consideration in decision-making processes; and to provide recommendations to the Board of Directors for the establishment and integration of effective internal control systems accordingly.

The Early Detection of Risk Committee consists of at least two members. The chairperson of the Committee is selected from among the independent members. If the Committee consists of two members, both shall be non-executive members of the Board of Directors; if it consists of more than two members, the majority shall be selected from among non-executive members of the Board of Directors. Individuals who are not board members but are experts in their field may also be appointed as members of the Committee. The Chief Executive Officer or General Manager may not serve on the Committee.

The Early Detection of Risk Committee convenes and takes decisions with the presence of the absolute majority of its members. It may also adopt resolutions without holding a meeting, provided that all members agree in writing. The Committee may meet as frequently as required by its duties, either at the Company's headquarters or at another location where the members are present. The quorum for meetings and decisions is the absolute majority of the total number of members.

The Early Detection of Risk Committee documents all its work in writing, keeps records thereof, and reports to the Board of Directors the information, findings, and results regarding its activities and meetings. The Committee immediately submits to the Board of Directors in writing its findings and recommendations related to its field of responsibility. The resolutions of the Early Detection of Risk Committee are of an advisory nature to the Board of Directors, and the final decision-making authority on related matters rests with the Board of Directors.

The Early Detection of Risk Committee fulfills the following duties, including but not limited to:

- Identifying and evaluating all risks that may endanger the Company's existence, development, and continuity, as well as assessing their likelihood and potential impacts.
- Ensuring the early detection of potential technical insolvency and warning the Board of Directors on this matter, along with developing recommendations for necessary measures.
- Establishing risk measurement models and risk management systems and reviewing their effectiveness at least once a year.
- Informing the Board of Directors regarding the measurement and monitoring of risks and ensuring that risk factors are taken into account in decision-making processes.
- Providing recommendations to the Board of Directors to improve risk management practices and models.
- Conducting necessary activities to ensure that risk management policies and practices are adopted and implemented by all Company units and employees.
- Fulfilling other duties assigned or to be assigned to the Committee by the Capital Markets Board regulations and the Turkish Commercial Code.

All necessary resources and support required for the Committee to perform its duties are provided by the Board of Directors. The Early Detection of Risk Committee may invite any executive it deems necessary to its meetings and obtain their opinions. The Committee may also seek the opinions of independent experts when necessary. The Committee acts within its authority and responsibility, prepares a report every two months containing its assessments, recommendations, and suggestions, and submits it to the Board of Directors. The reports submitted to the Board of Directors are also communicated to the independent auditor. The final decision-making authority rests with the Board of Directors.

Corporate Governance Committee	
Committee Chairperson	Osman Dereli
Committee Member	Ergin İçenli
Committee Member	Akın Taylan Alkan

The Corporate Governance Committee convened 2 times during the period, with the required quorum and decision-making requirements duly met.

The primary purpose of the Corporate Governance Committee is to determine whether the corporate governance principles are being implemented in the Company, to identify the reasons if they are not implemented, and to detect any conflicts of interest arising from the failure to fully comply with these principles, and to provide recommendations to the Board of Directors for the improvement of corporate governance practices. In addition, the Committee fulfills the duties of the Nomination Committee and the Remuneration Committee within the scope of the relevant Communiqué of the Capital Markets Board.

The Corporate Governance Committee consists of at least two members of the Board of Directors and the Manager of the Investor Relations Department. The Chairperson of the Committee is selected from among the independent members of the Board of Directors. The Chief Executive Officer or General Manager may not serve on the Committee. If the Committee consists of two members other than the Investor Relations Manager, both shall be non-executive members of the Board of Directors; if it consists of more than two members other than the Investor Relations Manager, the majority shall be selected from among non-executive members of the Board of Directors.

The members of the Committee are appointed by the Board of Directors each year, at the latest during the first board meeting following the Company's Ordinary General Assembly meeting. Members whose term of office has expired may be reappointed. To the extent possible, members of the Committee are selected from among individuals who are not involved in the execution of the Company's daily operations. Individuals with expertise in fields such as accounting, finance, law, or auditing may serve as members of the Committee.

The Committee may convene as frequently as required by its duties, either at the Company's headquarters or at another location where the Committee members are present. The Committee convenes and takes decisions with the presence of the absolute majority of its members. It may also adopt resolutions without holding a meeting, provided that all members agree in writing.

The Corporate Governance Committee documents all its work in writing, keeps records thereof, and reports to the Board of Directors the information, findings, and results regarding its activities and meetings. The Committee immediately submits to the Board of Directors in writing its findings and recommendations related to its field of responsibility.

The Corporate Governance Committee fulfills the following duties, including but not limited to:

- Determining whether the corporate governance principles are being implemented in the Company, identifying the reasons if they are not implemented, detecting any conflicts of interest arising from the failure to fully comply with these principles, and providing recommendations to the Board of Directors for the improvement of corporate governance practices.
- Overseeing the activities of the Investor Relations Department.
- Reviewing the reports and disclosures prepared by the Investor Relations Department, and evaluating the accuracy and consistency of the information contained therein with the information submitted to the Corporate Governance Committee.
- Reviewing the "Corporate Governance Compliance Report" to be disclosed to the public and verifying the accuracy and consistency of the information contained therein with the information available to the Committee.
- Ensuring the development, adoption, and implementation of corporate governance principles within the Company, conducting studies on areas where compliance cannot be achieved, and making recommendations to the Board of Directors to improve the level of compliance.
- Monitoring corporate governance principles worldwide and making recommendations to the Board of Directors to implement the necessary elements within the Company.

The duties foreseen for the Nomination Committee and the Remuneration Committee under the Capital Markets Board regulations are carried out by the Corporate Governance Committee in our Company, and the duties of the Committee in this context are as follows:

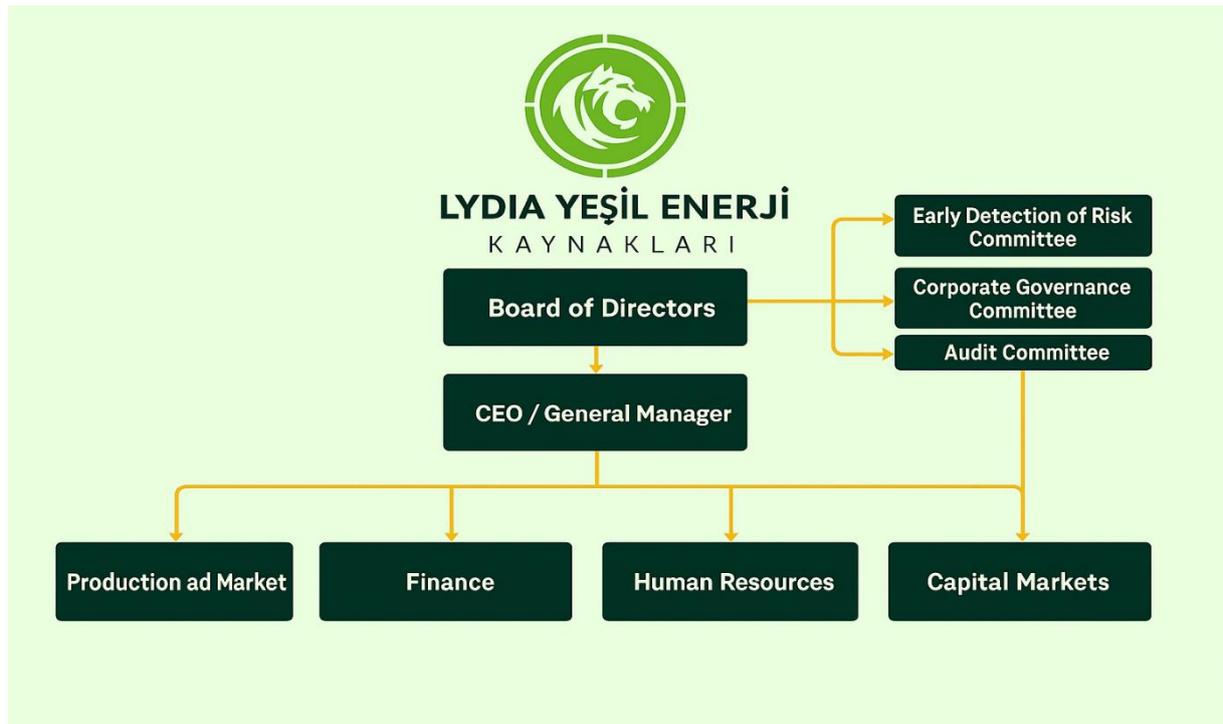
- Establishing a transparent system for identifying, evaluating, and training suitable candidates for membership of the Board of Directors and for managerial positions with administrative responsibility, and developing policies and strategies in this regard.
- In the event of a vacancy in independent board memberships, evaluating suitable candidates for appointment to ensure that the minimum number of independent members is reestablished until the next

General Assembly meeting, and submitting the results of this evaluation to the Board of Directors in writing.

- Conducting regular assessments on the structure and efficiency of the Board of Directors and submitting recommendations to the Board of Directors regarding potential changes.
- Determining and monitoring the Company's approach, principles, and practices on the performance evaluation and career planning of the members of the Board of Directors and senior executives.
- Determining the principles and practices regarding the remuneration of the members of the Board of Directors and senior executives, taking into account the Company's long-term goals, and monitoring their implementation.
- Establishing criteria that can be used in remuneration based on the performance of the Company and the member.
- Submitting recommendations to the Board of Directors regarding the remuneration of the members of the Board of Directors and senior executives, considering the degree to which the established criteria have been achieved.

All necessary resources and support required for the Committee to perform its duties are provided by the Board of Directors. The Corporate Governance Committee may invite any executives it deems necessary to its meetings and obtain their opinions. The Committee may also benefit from the opinions of independent experts when necessary.

ORGANIZATIONAL CHART



INTERNAL SYSTEMS, PRINCIPLES AND POLICIES OF THE COMPANY

Evaluation of Performance in Achieving Strategic Financial Targets

Strategic and financial plans are prepared annually by Lydia Yeşil Enerji Kaynakları Corp. and submitted to the Board of Directors. Within the framework of the strategic and financial plan evaluated by the Board of Directors, the Company prepares its annual budget at the end of each year in line with the established procedures and principles, which is then submitted to the Board of Directors following approval by senior management. Based on the strategic plans and budgets, the annual performance of the managers and the Company is determined. The Board of Directors and senior management of Lydia Yeşil Enerji Kaynakları Corp. monitor the Company's progress toward its targets, performance against its budget, and activities through periodic meetings held throughout the year. When necessary, required measures are discussed, and the financial performance of senior management is reviewed against the budget. Strategic progress is monitored in line with the Company's objectives, and recommendations are developed when deemed necessary. During the period, the strategic meetings held by the Board of Directors ensured access to sufficient and transparent information about the Company and allowed for strategic evaluations. In this context, all decisions taken during the period were in line with the Company's strategic objectives and implemented in a timely manner.

Principles of Remuneration for Members of the Board of Directors and Senior Executives

Members of the Board of Directors are paid remuneration at a level determined annually by the General Assembly. When determining the remuneration levels of the Board members, factors such as the member's responsibilities in the decision-making process, the required knowledge, skills, competence, and efficiency are taken into consideration. In addition, comparisons are made with the remuneration levels of board members in similar companies within the sector.

Compliance with Legislation

The Audit Committee evaluates whether an adequate and continuous system that meets legal requirements has been established within the Company for the transmission of financial statements, reports, and other financial information submitted to the administrative authorities or disclosed to the public.

The Committee ensures compliance with the Company's internal regulations designed to prevent conflicts of interest that may arise between the members of the Board of Directors, senior management, or other related parties, and to avoid the misuse of information that constitutes a trade secret or that may affect the value of the Company's shares.

When necessary, the Committee assesses any non-compliance by the independent external auditor or by the officials who hold significant responsibilities within the Company's accounting or internal control system with the relevant regulations mentioned herein, and shares its findings and recommendations on the matter with the Board of Directors.

The Committee evaluates legal disputes in consultation with legal advisors that may have a material impact on the financial statements.

Risk Management

The Audit Committee evaluates the effectiveness of the risk management system implemented within the Company and, for this purpose, exchanges information and cooperates with other committees established by the Board of Directors.

Risks related to the Company's operations are classified into five main categories: Operational Risk, Capital Risk, Credit Risk, Exchange Rate Risk and Liquidity Risk.

- **Operational Risk:** The risk of direct or indirect loss arising from a wide range of causes associated with the Company's processes, employees, technology, and infrastructure. Operational risks may stem from all activities of the Company. The Company aims to manage operational risk by avoiding financial losses and reputational damage, while also promoting entrepreneurship and innovation.

- **Capital Risk:** Capital risk refers to changes in interest rates, exchange rates, and the value of other financial contracts that may adversely affect the Company.

- **Credit Risk:** Credit risk arises from the possibility that a customer or counterparty will fail to fulfill the terms of a contract related to financial instruments. It primarily consists of potential financial losses that may arise from the Company's receivables from its customers, receivables from related parties, and bank deposits. The Company's credit risk mainly originates from its trade receivables. The Company's management evaluates its trade receivables by taking into consideration past experience and current economic conditions. The management of the Company does not foresee any additional risk related to its trade receivables.

- **Exchange Rate Risk:** Exchange rate risk refers to the potential financial loss that an enterprise, investor, or individual may face due to fluctuations in exchange rates resulting from transactions conducted in different currencies.

- **Liquidity Risk:** Liquidity risk refers to the possibility that the Company may fail to fulfill its net funding obligations. The Company's management manages liquidity risk by maintaining sufficient levels of cash and cash equivalents to meet its current and potential obligations through diversified funding sources.

CORPORATE POLICIES

Disclosure Policy

The purpose of the Disclosure Policy of Lydia Yeşil Enerji Kaynakları Corp. is to maintain active and transparent communication with all stakeholders, including shareholders, investors, employees, and customers (collectively referred to as "capital markets participants"), in compliance with the provisions of the Capital Markets Law ("CML"), the regulations of the Capital Markets Board of Türkiye ("CMB"),

the Corporate Governance Principles, other applicable legislation (collectively referred to as the “Capital Markets Legislation”), and the Company’s Articles of Association, by providing information regarding the Company’s past performance and future expectations. The Company believes that, excluding information considered a “trade secret,” sharing its strategies, key elements, risks, and growth opportunities related to its activities with the public will contribute to a more efficient market for its capital market instruments.

In matters of public disclosure, the Company complies with the Capital Markets Legislation as well as the provisions of the Turkish Commercial Code (“TCC”), Borsa İstanbul A.Ş. (“Borsa İstanbul”), and Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) regulations, and exercises the utmost diligence in implementing the principles set forth in the CMB Corporate Governance Principles. The Disclosure Policy of Lydia Yeşil Enerji Kaynakları Corp. has been prepared within the framework of the CMB Communiqué Series: VIII, No: 54 on “Principles Regarding Public Disclosure of Material Events.” This policy is available on the Company’s website (www.lydiayesilenerji.com).

Dividend Distribution Policy and Principles

The Company’s profit distribution principles are regulated under Article 15 of the Articles of Association, titled “Determination and Distribution of Profit.” Accordingly, the Company acts in compliance with the provisions of the Turkish Commercial Code (TCC) and the Capital Markets Legislation in determining and distributing profit.

“At the end of the fiscal period, after deducting the Company’s general expenses, depreciation, and other amounts that must be paid or set aside by the Company, as well as the taxes that must be paid by the Company as a legal entity, the remaining profit, as shown in the annual balance sheet, and after deducting previous year losses, if any, shall be distributed in the following order:

General Legal Reserve

a) 5% of the profit shall be set aside as a legal reserve until it reaches 20% of the issued capital.

First Dividend

b) From the remaining amount, adding any donations made during the year, a first dividend shall be set aside within the framework of the Company’s profit distribution policy and in accordance with the Turkish Commercial Code and the Capital Markets Legislation.

c) After these deductions, the General Assembly has the right to decide on the distribution of profit shares to the members of the Board of Directors, officers, employees, workers, foundations established for various purposes, and similar entities and institutions.

Second Dividend

d) After deducting the amounts specified in paragraphs (a), (b), and (c) from the net profit for the period, the remaining amount may be partially or fully distributed as a second dividend, or may be set aside as a voluntary reserve in accordance with Article 521 of the TTK, as decided by the General Assembly.

General Legal Reserve

e) Of the portion resolved to be distributed to shareholders and other parties entitled to profit participation, one-tenth (1/10) of the amount remaining after deducting a profit share of five percent (5%) of the paid-in capital shall be set aside as a general legal reserve pursuant to the second paragraph of Article 519 of the TTK.

f) Unless the reserves required to be set aside in accordance with the law and the profit share allocated to shareholders as specified in the articles of association or profit distribution policy are set aside; no decision may be made to allocate other reserve funds, to carry profits forward to the following year, or to distribute profits to members of the Board of Directors, officers, employees, and workers, to foundations established for various purposes, and to such persons and/or institutions; nor may profits be distributed to these persons unless the profit share determined for shareholders is paid in cash.

g) The profit share shall be distributed equally to all existing shares as of the distribution date, regardless of their issuance and acquisition dates.

The method and timing of profit distribution shall be determined by the General Assembly upon the proposal of the Board of Directors.

The Company may distribute advance dividends to its shareholders within the framework of the regulations set forth in the Capital Markets Legislation.

The profit distribution resolution adopted by the General Assembly in accordance with these provisions of the Articles of Association cannot be revoked.

This policy and the Company's Articles of Association can be accessed at www.lydiayesilenerji.com.tr

Donation and Aid Policy

The purpose of the Donation and Aid Policy is to establish the principles of donations and aids to be made by the Company in compliance with the applicable regulations and the provisions of the Articles of Association.

The Company's Articles of Association include provisions authorizing the Company to make donations.

Within the framework of corporate social responsibility practices, and provided that such donations do not constitute a violation of the provisions on disguised profit transfer under the Capital Markets Law, that the necessary material event disclosures are made, and that donations made within the year are presented to the information of the shareholders at the General Assembly, the Company may make

donations and aids by a resolution of the Board of Directors within the limits determined by the General Assembly, provided that such donations do not hinder the Company's operations.

The main principle is that the distributable profit resulting from the Company's activities shall be at the highest possible level to ensure the protection of shareholders' rights, and therefore, donations and aids that would deviate from this principle shall be avoided. No donations may be made in excess of the upper limit determined by the General Assembly, and donations made within a fiscal year shall be added to the net distributable profit base for the relevant accounting period.

Donations and aids may be made in cash and/or in kind.

The Board of Directors is responsible for the implementation, development, and monitoring of this Donation and Aid Policy.

Shareholders shall be informed about any amendments to this Policy during the General Assembly meetings of the relevant accounting period.

Remuneration Policy

The purpose of the Remuneration Policy is to establish the principles of remuneration for the members of the Board of Directors and senior executives with administrative responsibility, in compliance with the applicable regulations and the provisions of the Articles of Association, taking into account the Company's long-term objectives. The Company complies with the provisions of the Turkish Commercial Code (TCC), the Capital Markets Law (CML), and other relevant legislation regarding remuneration.

In determining the remuneration of the members of the Board of Directors and senior executives, factors such as the industry in which the Company operates, macroeconomic indicators, prevailing market compensation levels, the size of the Company, and its long-term goals are taken into consideration. The Corporate Governance Committee conducts research and studies and provides recommendations to the Board of Directors on this matter.

The members of the Board of Directors are paid a Board membership fee each year in the amount determined by the General Assembly.

When determining the remuneration levels of the Board members, factors such as whether they are executive or non-executive, the responsibilities undertaken in the decision-making process, the knowledge, skills, competencies, and experience required for the position, the time and effort spent, and the costs incurred are taken into account. In addition, benchmarking is performed by comparing the remuneration levels of Board members in similar companies within the same industry.

With respect to the remuneration of Independent Members of the Board of Directors, care is taken to ensure that the compensation is at a level that safeguards their independence. Independent Board

Members are not granted stock options or performance-based payment plans linked to the Company's performance, no profit share payments are made, and no loans or credits are extended to them.

The expenses incurred by the members of the Board of Directors in connection with their contributions to the Company (such as travel, telephone, insurance, etc.) may be covered by the Company.

Senior Executives and employees of the Company are paid remuneration in the amounts approved by the Board of Directors.

In determining the Remuneration Policy for Senior Executives and Employees, the structure and competitive conditions of the industry, salary surveys, the nature of the ongoing operations, the scope of operational sites, the level of knowledge required, and the number of employees are taken into consideration.

The remuneration of senior executives and employees is determined based on the diversity and scale of the Company's operations, the knowledge, skills, competencies, experience, costs incurred, scope of responsibility, and problem-solving criteria required by their positions. This ensures that remuneration within the Company is fair and competitive with market standards.

All elements of remuneration are personal and confidential. Only the employee, their direct supervisors, and the Human Resources Department have access to this information. Employees are required to exercise the utmost discretion regarding confidentiality and are strictly prohibited from sharing such information with third parties or other Company employees.

The total amounts paid within the year to Senior Executives and Members of the Board of Directors, as determined according to the above principles, are presented to the information of the shareholders at the following General Assembly meeting in accordance with the relevant legislation and are publicly disclosed within the framework of the financial reports.

The Board of Directors is responsible for the implementation, development, and monitoring of this Remuneration Policy.

GENERAL ASSEMBLY INFORMATION

The Ordinary General Assembly Meeting for the Year 2024 – April 29, 2025

The Ordinary General Assembly Meeting of our Company, convened to evaluate the activities of the 2024 fiscal year, was held on Tuesday, April 29, 2025, at 14:30, at Mövenpick Hotel Istanbul Bosphorus, Barbaros Bulvarı No.165, Beşiktaş / Istanbul, under the supervision of Ms. Şeyma Işık, the Ministry Representative appointed by the Istanbul Provincial Directorate of the Ministry of Trade of the Republic of Türkiye pursuant to its letter dated April 25, 2025, and numbered 00108604920.

In summary, the following resolutions were adopted by the General Assembly:

- The financial statements and the annual activity report for the year 2024 were approved.

- All members of the Board of Directors were individually released (discharged) from liability for the 2024 fiscal year.
- The proposal of the Board of Directors regarding no profit distribution for the year 2024 was accepted.
- It has been resolved that a monthly net attendance fee of TRY 45,000 shall be paid to the Members of the Board of Directors.
- The upper limit for donations, aids, and sponsorships for the year 2025 was approved as TL 1,000,000.
- It was decided to obtain independent audit services for the 2025 fiscal year financial reports from Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri Corp.

The relevant General Assembly Meeting Minutes and other documents are available on the Company's website at www.lydiayesilenerji.com and on the Public Disclosure Platform (KAP) at <https://www.kap.org.tr/tr/Bildirim/1430832> .

SIGNIFICANT DEVELOPMENTS DURING THE REPORTING PERIOD

- As of September 2024, the Company's trade name and field of activity were changed to energy generation; in order to ensure the adaptation of the subsidiaries Birinci Enerji Üretim Corp. and Taze Kuru Net Gıda Pazarlama Corp. to the structural transformation and to reduce operational costs, the Board of Directors resolved that the said companies be merged into Lydia Yeşil Enerji Kaynakları Corp. by way of acquisition under the simplified procedure. In relation to the merger transaction, an application to the Capital Markets Board of Türkiye (CMB) was submitted on 13.03.2025.
- The CMB's review regarding the merger transaction was completed, and the Merger Announcement Text was approved on 30.05.2025 and notified to our Company on 02.06.2025.
- Following the CMB approval, the merger transaction was registered with the trade registry on 30.06.2025 and announced in the Turkish Trade Registry Gazette No. 11361 on the same date. After registration, Lydia Yeşil Enerji Kaynakları Corp. absorbed Birinci Enerji Üretim Corp. and Taze Kuru Net Gıda Pazarlama Corp. by way of acquisition.
- Abdullah Yavaş, Member of the Board of Directors, resigned, and Dr. Semra Demircioğlu was appointed in his place. The appointment was made to be submitted for the approval of the first General Assembly and was publicly disclosed on KAP.
- Bulls Portfolio Management Corp., via the fund it manages, Bulls Portfolio Second Equity Free Fund – BIK, purchased 28,884 nominal shares of Lydia Yeşil Enerji Kaynakları Corp. As a result of this transaction, the fund's shareholding ratio in the Company's capital increased to 6.497%. The relevant disclosure was made pursuant to the CMB Material Events Communiqué (II-15.1).
- By the Board of Directors' resolution dated 01.09.2025, Akın Taylan Alkan, who holds the Capital Market Activities Advanced Level (Level 3) License, the Corporate Governance Rating License, and

- the Derivatives License, was appointed as Investor Relations Manager and as a Member of the Corporate Governance Committee. The appointment was made pursuant to the CMB Communiqué No. II-17.1 on Corporate Governance.
- Pursuant to Principle No. 4.2.8 of the Capital Markets Board's Corporate Governance Communiqué, a Directors' and Officers' Liability Insurance policy was taken out for our Company on October 22, 2025, valid for a period of one year.

FINANCIAL STATEMENTS

	Current period	Prior period
	Audited	Audited
ASSETS	31 December 2025	31 December 2024
Current Assets	33,322,918	1,818,218,458
Cash and Cash Equivalents	78,604	17,671,425
Financial Investments	21,443,791	1,780,384,228
Trade Receivables	6,626,221	5,337,022
Trade Receivables Due from Third Parties	6,626,221	5,337,022
Other Receivables	-	893,026
Other Receivables Due from Third Parties	-	893,026
Prepaid Expenses	990,313	375,433
Other Current Assets	4,183,989	13,557,324
Total	33,322,918	1,818,218,458
Non-Current Assets	4,580,021,225	691,521,057
Financial Investments	4,099,992,000	-
Other Receivables	5,088	-
Other Receivables Due from Third Parties	5,088	-
Investment Properties	-	351,693
Property, Plant and Equipment	480,024,137	690,439,461
Intangible Assets	-	729,903
Other Intangible Assets	-	729,903
TOTAL ASSETS	4,613,344,143	2,509,739,515

	Current period	Prior period
	Audited	Audited
LIABILITIES	31 December 2025	31 December 2024
Current Liabilities	3,427,210	54,373,986
Trade Payables	1,054,767	1,363,839
Trade Payables Due to Related Parties	-	360,703
Trade Payables Due to Third Parties	1,054,767	1,003,136
Employee Benefits	-	143,255
Other Payables	-	1,604,503
Other Payables Due to Related Parties	-	99,146
Other Payables Due to Third Parties	-	1,505,357
Deferred Income	-	8,853
Current Income Tax Liabilities	-	49,420,269
Short-Term Provisions	1,929,894	1,658,109
Short-Term Provisions for Employee Benefits	-	4,699
Other Short-Term Provisions	1,929,894	1,653,410
Other Current Liabilities	442,549	175,158
Total	3,427,210	54,373,986
Non-Current Liabilities	1,061,469,345	544,151,307
Long-Term Provisions	-	418,495
Long-Term Provisions for Employee Benefits	-	418,495
Deferred Tax Liabilities	1,061,469,345	543,732,812

Equity Attributable to Owners of Parent	3,548,447,588	1,911,214,222
Paid-in Share Capital	1,891,070	1,891,070
Adjustment to Share Capital	16,835,435	16,835,435
Share Premium	155,880,311	155,880,311
Additional Capital Contributions of the Shareholders	12,283,767	12,283,767
Business Combinations	-	324,490,323
Other Comprehensive Income or Expenses not to be Reclassified to Profit or Loss	110,694,289	204,126,595
Actuarial gains/(losses) on Employee Benefits	-	(650,358)
Gains/(losses) on revaluation and reclassifications	110,694,289	204,776,953
Retained Earnings	1,195,706,721	(61,401,538)
Profit for the Period	2,055,155,995	1,257,108,259
TOTAL LIABILITIES AND EQUITY	4,613,344,143	2,509,739,515

	Current period <i>Audited</i>	Prior period <i>Audited</i>
	1 January- 31 December 2025	1 January - 31 December 2024
Profit or loss		
Revenue	53,229,195	71,532,332
Cost of Sales (-)	(34,002,465)	(48,369,738)
GROSS PROFIT	19,226,730	23,162,594
Marketing, Sales and Distribution Expenses (-)	-	(139,806)
General Administrative Expenses (-)	(20,557,197)	(34,702,736)
Other Operating Income	18,964,859	10,389,200
Other Operating Expenses (-)	(60,059,501)	(6,053,206)
OPERATING PROFIT	(42,425,109)	(7,343,954)
Gains from investment activities	2,340,981,702	1,775,531,196
Losses from investment activities (-)	(7,049,710)	(382,263)
Operating profit before financial income/(expense)	2,291,506,883	1,767,804,979
Financial Income	19,887,350	-
Financial Expense (-)	(16,024,229)	(50,191,888)
Net monetary position gains/(losses)	313,020,625	816,932
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	2,608,390,629	1,718,430,023
Tax income/(expense)	(553,234,634)	(461,321,764)
- Current period tax income/(expense)	-	(51,805,796)
- Deferred tax income/(expense)	(553,234,634)	(409,515,968)
PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS	2,055,155,995	1,257,108,259
PROFIT FOR THE PERIOD	2,055,155,995	1,257,108,259
Attributable to		
Non-Controlling Interests	-	-
Equity Attributable to Owners of Parent	2,055,155,995	1,257,108,259
Earnings per share from continuing operations	1,086.77	664.76
OTHER COMPREHENSIVE INCOME/(EXPENSE)	40,337,847	204,916,594
Items not to be reclassified to profit or loss	-	139,641
Actuarial gains/(losses) on Employee Benefits	-	111,713
Tax effect	-	27,928
Items to be reclassified to profit or loss	40,337,847	204,776,953
- Gains/losses on revaluation and reclassifications	49,646,582	273,035,937
- Tax effect	(9,308,735)	(68,258,984)
TOTAL COMPREHENSIVE INCOME	2,095,493,842	1,462,024,853

RELATED PARTY TRANSACTIONS

Benefits Provided to Senior Management & Information on Personnel

The total benefits provided to senior management include salaries, bonuses, social security contributions, and attendance fees paid to the members of the Board of Directors. The benefits provided to senior management during the period are as follows:

	31.12.2025	31.12.2024
Benefits and Advantages Provided to Senior Management (TL)	3,059,808	1,988,698
TOTAL	3,059,808	1,988,698

As of 31 December 2025, the Company has no employees. All operational, technical and regulatory personnel requirements of Lydia Yeşil Enerji Kaynakları A.Ş. are fulfilled through external service procurement, primarily from its parent company, Lydia Holding A.Ş. (31 December 2024: 3 employees).

Receivable / Payable Balances

The details of the Company's trade payables to related parties as of December 31, 2025 and December 31, 2024 are as follows:

Short-Term Other Payables	December 31, 2025	December 31, 2024
Lydia Holding Corp.	-	80,707
EC Gayrimenkul Yatırımları Sanayi ve Ticaret Corp.	-	279,996
Total	-	360,703

As of December 31, 2025 and December 31, 2024, the Company's other payables to related parties are as follows:

Short-Term	December 31, 2025	December 31, 2024
Lydia Yatırım Holding Corp.	-	99,146
Total	-	99,146

Purchase / Sales

The details of the purchase and sales transactions conducted with related parties as of December 31, 2025 and December 31, 2024 are as follows:

December 31, 2025	Sales	Purchases	Rental Expenses
Lydia Holding Corp.	-	3,924,637	-
EC Gayrimenkul Yatırımları Sanayi ve Ticaret Corp.	-	-	1,148,732
Birinci Enerji Üretim Corp.	891,624	-	282,710
Taze Kuru Net Gıda Pazarlama Corp.	11,569,373	-	-
Total	12,460,997	3,924,637	1,431,442

December 31, 2024	Sales	Purchases	Rental Expenses
Lydia Holding Corp.	129,582,188	50,388,161	-
EC Gayrimenkul Yatırımları Sanayi ve Ticaret Corp.	-	-	1,368,720
Total	129,582,188	50,388,161	1,368,720

OTHER DISCLOSURES OF THE COMPANY WITHIN THE SCOPE OF CMB AND TCC REGULATIONS

Company's Financing Resources and Financial Position

Balance Sheet	31.12.2025	%	31.12.2024	%
Current Assets	33,322,918	0.72%	1,818,218,458	72.45%
Non-Current Assets	4,580,021,225	99.28%	691,521,057	27.55%
TOTAL ASSETS	4,613,344,143	100.00%	2,509,739,515	100.00%
Short-Term Liabilities	3,427,210	0.07%	54,373,986	2.17%
Long-Term Liabilities	1,061,469,345	23.01%	544,151,307	21.68%
TOTAL LIABILITIES	1,064,896,555	23.08%	598,525,293	23.85%
EQUITY	3,548,447,588	76.92%	1,911,214,222	76.15%

As of the last quarter of 2025, the Company financed 0.07% of its assets with short-term liabilities and 23.01% with long-term liabilities, totaling 23.08% financed by liabilities, while the remaining 76.92% was financed by equity.

Report on Related and Controlling Companies

Pursuant to Article 199 of the Turkish Commercial Code, in line with the Report on Affiliated and Controlling Companies dated 06.02.2026, it has been determined that our Company, Lydia Yeşil Enerji Kaynakları Corp., does not have any subsidiaries, and that in all legal transactions carried out with its controlling company, Lydia Holding Corp., during the year 2025, an appropriate consideration consistent with arm's length principles was obtained for each transaction based on the circumstances and conditions known to our Board of Directors at the time the transaction was carried out, the measure was taken, or the measure was refrained from. It has also been concluded that there were no measures taken or refrained from that could cause loss to our Company, and accordingly, there were no transactions or measures requiring compensation within this scope.

Information on Conflicts of Interest Between the Company and the Institutions from Which It Receives Services Such as Investment Consultancy and Credit Rating, and the Measures Taken by the Company to Prevent Such Conflicts of Interest

In this regard, the Company does not receive services from any institution.

Significant Communiqués or Legislative Amendments Affecting the Company's Operations

None.

Information on Lawsuits

It has been disclosed in Note 15,2 of the financial statements dated December 31, 2025.

Information on Donations Made During the Year

As of December 31, 2025, the Company made donations and aids amounting to TL 838,238.

Research and Development Activities

None.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

None.

GENERAL ECONOMIC ASSESSMENTS

Consumer Confidence Index

According to TurkStat data, the Consumer Confidence Index declined by 1.8% month-on-month in December 2025, falling to 83.5. Although there was a limited improvement in perceptions regarding the current situation and expectations for the next 12 months, weakness in unemployment expectations and spending propensity caused the index to remain below the reference value of 100. According to the results of the TurkStat–CBRT Consumer Tendency Survey, while a limited increase was observed in the propensity to spend on durable consumer goods, expectations regarding the general economic situation declined.

Inflation

According to the data announced by TurkStat for December 2025, the Consumer Price Index (CPI) increased by 0.89% month-on-month, while annual inflation was realized at 30.89%. According to TurkStat, within the composition of price developments, the Housing group recorded the most significant increase (49.45% year-on-year), constituting the highest contributing factor, while Food and non-alcoholic beverages increased by 28.31% and Transportation by 28.44% on an annual basis. These three groups made the highest contributions to annual inflation, respectively. Core inflation (Index B) stood at 31.66% on a year-on-year basis in December. This outlook indicates that price increases continued across a broad basket towards year-end, with particularly strong increases in the housing category remaining one of the key determinants of annual inflation.

Exchange Rate Movements

The US Dollar (USD) started 2025 at a level of TRY 35.76 and, following a volatile course throughout the year, closed December at TRY 42.96. The Euro (EUR), on the other hand, opened January at TRY 37.15 and maintained its steady upward trend, ending December at around TRY 50.55.

Electricity & Energy Sector

According to the data of the Ministry of Energy and Natural Resources of the Republic of Türkiye, as of the end of December 2025, Türkiye's total installed electricity capacity reached 122,519 MW. As of this date, the distribution of installed capacity by source consisted of 26.4% hydroelectric energy, 19.6% natural gas, 18.0% coal, 12.1% wind, 20.5% solar, 1.4% geothermal, and 2.1% other sources.

As of the same period, the number of electricity generation power plants across Türkiye (including unlicensed power plants) increased to 39,697. Of the existing power plants, 773 are hydroelectric, 69 coal-fired, 395 wind, 68 geothermal, 350 natural gas, 37,629 solar energy, and 413 based on other sources.

Türkiye's electricity consumption increased by 2.1% year-on-year in 2025 to 360.9 TWh, while electricity generation rose by 2.4% year-on-year to 362.9 TWh.

According to the projections made within the scope of the Türkiye National Energy Plan, electricity consumption is expected to reach 455.3 TWh in 2030 and 510.5 TWh in 2035.

SHARE PERFORMANCE (“LYDYE.E”)

Based on price movements, LYDYE.E recorded a lowest level of TRY 10,127.500 and a highest level of TRY 21,100.00 during the period, while the weighted average price for the same period was realized at TRY 13,321.375.



CORPORATE GOVERNANCE & SUSTAINABILITY

The ‘Corporate Governance Principles,’ which were first disclosed to the public by the Capital Markets Board (“CMB”) in July 2003, have been adopted by our Company and are largely implemented. Within the scope of the Corporate Governance Communiqué No. II-17.1 (the ‘Communiqué’) in force as of 2021, full compliance has been achieved with all mandatory principles, while compliance has also been ensured with the vast majority of the non-mandatory principles.

Although full compliance has not yet been achieved with the non-mandatory principles listed below, there is no conflict of interest arising from non-compliance with such principles.

With respect to Principle No. 1.5.2; minority rights have not been granted through the Articles of Association to shareholders holding less than one-twentieth of the share capital, and in line with common market practices, minority shareholders have been granted rights within the framework of the general provisions set forth in the relevant legislation. No requests have been received from investors in this regard, and best practice examples are followed; therefore, no change is anticipated in this matter in the near future.

With respect to Principle No. 2.1.4; although the majority of the information on the Company’s Turkish corporate website is also provided in English, not all information is available in a foreign

language. However, efforts will be made in the forthcoming periods to align the English version of the website with the Turkish version in terms of content.

With respect to Principle No. 2.2.2; information regarding the number of resolutions adopted by the Board of Directors during the year is disclosed in the Company's activity reports, while individual member-based attendance information is not separately disclosed. As the members of the Board of Directors make every effort to attend meetings, the attendance rate at meetings is very high. Therefore, it is considered that there is no need to provide disclosures on an individual basis.

With respect to Principle No. 3.1.2; the Company has a written compensation policy for its employees, prepared in compliance with the compensation provisions of the Labor Law. At this stage, it is considered that the compensation provisions set forth under the Labor Law are effective and sufficient, and that there is no need for an additional compensation arrangement.

With respect to Principle No. 3.1.2; the Company protects the rights of its stakeholders within the framework of applicable legislation, in good faith and to the extent of its capabilities. Considering the Company's current stakeholder structure and scale, it is deemed that there is no need for written policies and procedures for the protection of stakeholder rights.

With respect to Principle No. 3.2.1; although there is no specific regulation or provision in the Articles of Association regarding the participation of stakeholders in the management of the Company, it is deemed that the disclosures published on the Company's corporate website and the public disclosures made through the Public Disclosure Platform are sufficient to ensure the protection of stakeholders' rights.

With respect to Principle No. 3.3.1; the Company provides equal opportunity to its employees, and the fundamental principle aimed at ensuring equal opportunity is included under the Basic Ethical Principles section of the Company's Code of Ethics. However, the Company's internal regulation on Human Resources does not include a succession planning program for key executives.

With respect to Principle No. 4.3.9; it is considered that ensuring diversity in terms of knowledge, experience and perspective within the Board of Directors would make a positive contribution to the Company's operations and to the effective functioning of the Board of Directors. In this context, the ratio of female members on the current Board of Directors is 20%. There is no policy in place regarding a minimum ratio of female members on the Board of Directors, and the development of such a policy is not on the agenda at this stage. Nevertheless, this matter may be reassessed in the following years in parallel with the expansion of the pool of suitable candidates.

With respect to Principle No. 4.4.1; physical meetings of the Board of Directors were held with sufficient frequency in 2025. Except for the resolutions adopted at the physical meeting held during the year, the Board of Directors adopted its resolutions through electronic means in 2025.

With respect to Principle No. 4.4.2; there is no specific definition in this regard. The timing for the submission of information to the members of the Board of Directors is determined by taking into account the matters and processes included in the Board agenda, and the members are informed within a reasonable period in advance. Considering the effective functioning of the Board of Directors, it is not deemed necessary to establish a specific definition on this matter in the near future.

With respect to Principle No. 4.4.5; although there are processes that are consistently applied within the Company regarding the manner in which meetings of the Board of Directors are conducted, there is no specific written internal regulation dedicated to this matter. Taking into account the effective functioning of the Board of Directors, it is not deemed necessary to establish an internal regulation on this matter in the near future.

With respect to Principle No. 4.4.7; due to the significant contribution of the professional background and sectoral experience of the members of the Board of Directors to the Board, the members have not been restricted from undertaking duties outside the Company. The resumes of the members of the Board of Directors are included in the Company's annual report. Taking into account the effective functioning of the Board of Directors, no change is envisaged in the short term in the current practice, which is considered not to create any adverse situation in terms of corporate governance.

With respect to Principle No. 4.5.5; committee assignments are made within the framework of the applicable legislation and regulations, taking into account the knowledge and experience of the members of the Board of Directors. In this context, members of the Board of Directors may be assigned to more than one committee. Members serving on multiple committees contribute to effective communication between committees operating on related matters and enhance opportunities for cooperation. Considering the contributions of the members of the Board of Directors' knowledge and experience to the committee activities, as well as the efficient functioning of the committees, the current committee structure is deemed effective, and no change is envisaged in the short term.

With respect to Principle No. 4.6.1; while performance evaluations are conducted for individuals with administrative responsibilities, no specific assessment has been carried out at the Board of Directors level in this regard. Best practices on this matter are being reviewed, and implementation may be considered in the medium term.

With respect to Principle No. 4.6.5; the payments made to the members of the Board of Directors and executives with administrative responsibilities are publicly disclosed on an aggregated basis at the Ordinary General Assembly and in the notes to the financial statements, in line with prevailing market practices. Market practices regarding this matter, which is considered important in terms of the confidentiality of personal information, are closely monitored, and it is envisaged that the Company will act in parallel with the common practice.

Pursuant to the Capital Markets Board’s Decision dated 10 January 2019 and numbered 2/49 the Corporate Governance Compliance Report (URF) and the Corporate Governance Information Form (KYBF) for the year 2025 which were prepared and approved by the Company’s Board of Directors, are also available on the Company’s corporate governance page on the Public Disclosure Platform.

TATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Within the scope of the Corporate Governance Principles publicly disclosed by the Capital Markets Board, and taking into account the minimum requirements that companies are obliged to include in their annual reports regarding compliance, the Corporate Governance Compliance Report and the Corporate Governance Information Form for the accounting period ended as of 31 December 2025 have been prepared for Lydia Yeşil Enerji Kaynakları Corp.

The Company acts with the understanding that sound corporate governance is a fundamental element for the sustainability of companies and takes the necessary steps in this direction. Within this framework, the Company has adopted compliance with the four fundamental principles of corporate governance, namely:

- Transparency,
- Fairness,
- Responsibility,
- Accountability.

The Company considers compliance with the requirements of the Corporate Governance Principles as a strategic objective and has fully complied with the principles that are mandatory under the Capital Markets legislation. In addition, among the non-mandatory corporate governance principles, the Company has adopted the principle of implementing those that do not adversely affect its competitiveness, do not result in the disclosure of trade secrets, and do not create inequality of opportunity among shareholders. Efforts to ensure that the requirements of such principles are implemented in harmony with the Company’s own dynamics and to further improve the existing management systems within the framework of these principles are ongoing. The principles that are not currently implemented, other than those already in practice, have not led to any conflict of interest among stakeholders to date.

TATEMENT OF COMPLIANCE WITH SUSTAINABILITY PRINCIPLES

In the Sustainability Principles Compliance Framework published by the Capital Markets Board in 2020, the fundamental principles that publicly traded companies are expected to disclose while conducting their environmental, social and corporate governance activities were set forth. In parallel with this development, following the amendment made by the Capital Markets Board to the Corporate Governance Communiqué on 2 October 2020, which put the Sustainability Principles Compliance Framework into practice, evaluation studies were carried out by the Company, and the Company’s current status in terms of compliance and reporting, as well as areas for improvement, were examined.

The Company follows good practices in the field of sustainability, including those specified in the Capital Markets Board's Sustainability Principles Compliance Framework, and carries out its activities with the aim of aligning, to the greatest extent possible, with generally accepted best practices in this field.

Within this framework, Lydia Yeşil Enerji Kaynakları Corp. is able to comply with certain principles set out in the non-mandatory "Sustainability Principles Compliance Framework" prepared by the Capital Markets Board under the "comply or explain" approach. Full compliance with some of these principles has not yet been achieved due to reasons such as practical challenges encountered in implementation, uncertainties in the national and international arena, the fact that certain principles do not fully correspond to the Company's current structure, and the determination of compliance principles based on the findings to be obtained from ongoing studies. For the operating period ended on 31 December 2025, explanations regarding compliance with, and non-compliance with, the principles included in the Sustainability Report template that entered into force pursuant to the Capital Markets Board's decision dated 23 June 2022 and numbered 34/977 have been provided. The Company continues its efforts to carry out the necessary improvements in accordance with the Sustainability Principles Compliance Framework, taking into account the interests of all stakeholders. In this context, the 2025 Sustainability Compliance Report prepared by the Company has been published on the Public Disclosure Platform.

Lydia Yeşil Enerji Kaynakları Corp.

Board of Directors