

# AYEN ENERJİ A.Ş.

## The Notification regarding the Increasing-Decreasing of Capital Transactions

Sending Date:10.06.2019 18:16:24

Type of Notification: ODA

Year:

Period:

Summary Info	About Capital Increase through rights issues									
Is the notification for update?	No									
Is the notification for amendment?	No									
Is the notification a delayed notification?	No									
Date of the Board Decision	10.06.2019									
The Upper Limit of Registered Capital (TL)	600.000.000									
Current Capital (TL)	171.042.300									
The Capital to be reached (TL)	277.500.000									
Capital Increase through rights issues (by the usage of Pre-emptive right)										
Share Group Information	Current Capital (TL)	Usage Amount of Pre-emptive Right (TL)	Usage Rate of Pre-emptive Right (%)	Price of the Usage of Pre-emptive Right (TL)	The Group of Movable to be granted	Security to be Granted	Lot	The ISIN Code of Pre-emptive Right	The Unused Amount of Pre-emptive Right (TL)	Cancelled Share Amount (TL)
Group A, unprocessed, TREAYEN00012	97.297.200	60.558.330,480	62,24056	1,00	A Group	Group A, unprocessed, TREAYEN00012	Registered			
B Group, AYEN, TRAAAYENW91L0	73.745.100	45.899.369,520	62,24056	1,00	B Group	B Group, AYEN, TRAAAYENW91L0	Mixed			
	Current Capital (TL)	Usage Amount of Pre-emptive Right (TL)	Usage Rate of Pre-emptive Right (%)	The Unused Amount of Pre-emptive Right (TL)		Cancelled Share Amount (TL)				
TOTAL	171.042.300	106.457.700,000	62,24056							
The Notification on Undertaking of Unsaleable Shares	Aydiner İnşaat A.Ş have undertaken that they will buy all Group B shares, which could not be sold in the term of sale.									
Currency	TRY									
The Other Issues Needed to be Reported										
The qualifications of Shares which represent the Increased Capital	Dematerialized Share									
Additional Instructions										
The Board of Directors convened on 10.06.2019 at the company headquarters and has taken the decisions numbered 399:										
<ol style="list-style-type: none"><li>1- In order for the company to have a strong equity structure, to establish a healthy financial structure and to strengthen its liquidity, in accordance with the authorization granted by Article 7 of the Company's Prime Contract, increasing the issued capital of our company from TL 171,042,300 to TL 277,500,000 by increasing TL 106,457,700 all in cash within the Upper Limit of Registered Capital of TL 600,000,000,</li><li>2- Not to restrict the (Pre-emptive) rights to receive new shares in this capital increase and to issue (A) Group shares against (A) Group shares, (B) Group Registered Shares against (B) Group Registered Shares, (B) Group Bearer Shares against (B) Group Bearer Shares in the capital increase, creating the shares as Publicly-Traded for (B) Group Bearer,</li><li>3- Pursuant to the authority granted to the Board of Directors by Article 7 of the Prime Contract of our Company, the right of the shareholders (Pre-emptive) to Receive New Share to be exercised at a nominal value of TL 0.01 for 1 share,</li><li>4- The usage period of the right to receive New Shares shall be determined as 15 (fifteen) days and if the last day of this period coincides with the public holiday, the usage period of the right to receive new shares shall expire on the following working day evening,</li></ol>										

5. **5-** To accept the deduction of the capital commitment debt corresponding to its share in this capital increase (The usage fees of the right to receive New Shares) of our Company's Main Partner Aydiner İnşaat A.Ş. from its receivables amounting to TL 94.594.811,28 aroused due to funds provided by Aydiner İnşaat A.Ş. to the company in cash and payable by our company,
6. **6-** To sell (B) group bearer shares remaining as (B) Group bearer after the exercise of the rights to receive New Share in the Stock Exchange from the price to be formed in the Borsa İstanbul A.Ş: Primary Market not to be less than nominal value for 2 (two) business days,
7. **7-** In the event that shares remain to the Account Owners after sale, to sell these shares to Aydiner İnşaat A.Ş. within 3 (three) working days following the expiry date of term of sale, in accordance with the purchase commitment given by our main partner Aydiner İnşaat A.Ş. within the scope of the decision of Board of Directors numbered 384 and dated 10/06/2019, by paying the prices in full and in cash, not less than the average price to be formed in the Borsa İstanbul A.Ş. primary market,
8. **8-** To distribute the shares to be issued due to the capital increase to the shareholders of the Company as a Deposit Share within the scope of the Capital Markets Board (CMB) and Central Registry Agency's (CRA) dematerialization regulations and to ensure that the new share purchase rights are used within the framework of dematerialization system principles,
9. **9-** To apply to the Capital Markets Board for approval of the Registration Statement regarding the issuance and sale of shares with an increased nominal value of TL 106.457.700,
10. **10-** The approval of the report prepared for the purpose of using the fund to be obtained from capital increase pursuant to Article 33 of Share Communique numbered VII-128.1 of CMB,
11. **11-** Within the scope of this decision, to make all necessary applications in the presence of Capital Markets Board, Borsa İstanbul A.Ş., Central Registry Agency A.Ş. and other authorities, preparation of necessary documents, registration statement and sales announcement to the account owners in this context, preparation of the report on the usage of funds to be obtained from capital increase, making announcements, preparing information, documents and other records, making and signing of declarations and acceptances, determination of the term of use of the right to receive new shares in the Registration Statement, if there are unsaleable shares after the expiry of the sale period pursuant to the provision of (VII-128.1)25/(1)/(b) of Share Communique, completion of the sale by selling the shares up to the commitment amount to the Legal Entity Aydiner İnşaat A.Ş. which made purchase commitment, appointment of the authorized organization, Financial Advisors or Legal Advisors to act as the intermediary for the sale and acceptance of all the terms and provisions of these agreements for the services to be received in connection with the capital increase and to authorize management to carry out all kinds of transactions regarding the signing of these contracts,

Have been unanimously decided.

We hereby declare that the foregoing disclosures are in accordance with the principles of the Capital Markets Board's Exceptions Communique in force, reflect fully the information we have received on this matter(s), that the information is in accordance with our books, records and documents, and that we have made all the necessary efforts to obtain complete and correct information and we are responsible for these statements.