



**EXTRAORDINARY GENERAL ASSEMBLY MEETING
INVITATION LETTER**

Our Board of Directors has decided to convene the Extraordinary General Assembly Meeting for the year 2014 on **February 13, 2014**, at **10.00** a.m. at “Fatih Sultan Mehmet Mahallesi Poligon Cad. Buyaka2 Sitesi No:8B 2.Kule Kat:17 Tepeüstü, Ümraniye, İstanbul” to deliberate, resolve and act upon the items incorporated into the attached agenda.

Pursuant to the provisions of sub-paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102, and sub-paragraph 1 of Article 30 of the Capital Markets Law No. 6362, the right to attend the General Assembly sessions and subsequently to vote shall not be made conditional upon depositing the underlying share certificates. In this context, if our shareholders want to attend the General Assembly Meeting, they are not required to have their shares deposited.

Pursuant to the provisions of the General *Communiqué* No. 559 issued by the Central Registry Agency (CRA), in order to participate in the meeting, our shareholders whose shareholdings are registered under the CRA’s regulations, should ensure that their names are duly recorded in the in the Shareholders’ Log – provided by the CRA. Pursuant to the mentioned *communiqué* the Shareholders’ Log shall be submitted to us over the MEVITAS by 17.00 hours, at the latest, one (1) day prior to the scheduled date of the General Assembly meeting. However, the identities of investors who expressly request to withhold information on their share accounts and refrain from public disclosure on such particulars will not appear in the Shareholders’ Log. In this regard, afore-mentioned investors desiring to attend the meeting should complete the specified procedures aimed at benefiting from this exception by February 12, 2014, until 16.00, at the latest. Investors may freely contact CRA to obtain further information and receive guidelines on this matter.

Since our Company’s Extraordinary General Assembly will transpire subject to the virtual electronic meeting system, our shareholders are kindly summoned to arrive conveniently in advance, prior to the notified meeting hour, in order to terminate the procedures for the Shareholders Log, for the purpose of punctual commencement of the deliberations.

The investors may either personally attend the meeting or utilize electronic means for such purposes, and they may be also represented by their proxies. Participation in the General Assembly meeting via electronic platform is possible only through the electronic signature of the concerned investors and their duly-assigned proxies. Accordingly, investors choosing attendance through the electronic medium must register their personal and contact details on the “*e-CRA Information Portal*,” and obtain a certified “*electronic signature*.” Shareholders and their proxies who are not registered in the CRA Information Portal and lacking an electronic signature will not be able to participate in the meeting.



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Additionally, investors and their proxies intending to employ electronic facilities for attendance must comply with and affirm liabilities and obligations defined under the provisions of the “Legislation for the Electronically-Convened General Assembly Meetings Relating to Joint-Stock Companies” and the “*Communiqué* of the Electronic General Assembly System Implemented in the Assembly Meetings of Joint-Stock Companies.”

The shareholders who will be represented by proxy in the meeting must issue and document their specific powers of attorney, complying with the enclosed sample, and must submit such proxy statements, certified by a notary public, in accordance with the provisions of the “Annotation on Principles with Regard To Proxy Voting and Collection of Power of Attorney or Shares by Way of Call (II-30.1), reserving the rights and liabilities of the shareholders who will participate in the meeting electronically. An attorney appointed and assigned by electronic means through the Electronic General Assembly System is not required to present a power of attorney.

The relative information document and the prospectus, including the explanations and elaborations pertaining to the agenda items, and all other pertinent documentation, prepared in conformity with the “Regulations of the Capital Market Board Corporate Governance Principles,” will be ready for the perusal and examination of our shareholders twenty-one (21) days before the date of the meeting, and available at our head office premises, and poste also on our Company’s website www.odasenerji.com.tr

Respectfully submitted herewith to the attention and consideration of our esteemed Shareholders.

Odaş Elektrik Üretim Sanayi Ticaret A.Ş.

For further information please e-mail to yatirimciiliskileri@odasenerji.com.tr or call ODAS Energy Investor Relations at (+ 90 216 474 1474).



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ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.
AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
Dated February 13, 2014

1. Opening and election of the Presiding Council,
2. Authorizing the Presiding Council to sign and endorse Minutes of the meeting,
3. Authorizing and empowering the Board of Directors to decide, act upon, perform and execute any and all requisite acts for the issuance of all types of bonds, share-convertible bonds, debenture bonds, bonds and certificates backed by gold, silver and platinum, commercial papers and bonds, participation and dividend redemption notes/certificates, bills of exchange, profit-and-loss sharing certificates, in conformity and compliance with the Capital Market Law as well as the provisions of the corpus of relevant legislations, rules and regulations; and any and all other capital market instruments and negotiable instruments and securities that shall be deemed and accepted by the Capital Market Board as debt instruments owing to the nature thereof for the eventual sale and disinvestment of our Company to real and legal/corporate entities both in the country and abroad; to procure the necessary decisions and ascertain the particulars of the issue, and the tenure, period, term, validity as well as the maximum amounts, type, maturity, interest and other applicable terms and conditions that shall apply to such issuance, inclusive also of the warranted acts and procedures that shall ensure the listing and eventual trading of such assets and securities on the Borsa Istanbul.
4. Authorizing the Board Members as per Article 395 and 396 of the Turkish Commercial Code,
5. Reflections, Concluding Comments, and Closure.