



**POWER OF ATTORNEY  
ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.**

I hereby appoint ..... as attorney in order to represent me, to vote, to make proposals and to sign the required documents, as per the views I stated below, in the 2014 Extraordinary General Shareholders' Meeting of ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET ANONİM ŞİRKETİ to be held on February 13, 2014, Thursday, at 10.00 a.m. in Fatih Sultan Mehmet Mahallesi Poligon Cad. Buyaka2 Sitesi No:8B 2.Kule Kat:17 Tepeüstü, Ümraniye, İstanbul.

Proxy's (\*);

Name, Surname/Title:

ID No./Tax No., Trade Registry and No/MERSIS no.

(\*Equivalent information should be provided for foreign proxies.

**A) SCOPE OF THE REPRESENTATIVE AUTHORITY**

**For Part 1 and 2 below, one of them among the choices (a), (b) or (c), should be marked to define the scope of representative.**

**1. With regards to the Agenda Items of General Assembly;**

- a) The proxy has power to vote on each agenda item in line with his/her opinion
- b) The Proxy is authorized to vote in line with the recommendations of the Company's Management
- c) The proxy has power to vote on each agenda item in line with the instructions given below.

**Instructions:**

**In case option (c) is checked by the shareholder, instructions for a specific agenda item of the General Assembly should be submitted by marking one of the alternatives provided across for the related agenda item ("accept" or "reject") and, in case the "reject" option is chosen, it is furnished by means of specifying the dissenting opinion, objection and reservations sought to be incorporated into the Minutes of the General Assembly, if any;**

Agenda Items (*)	Accept	Reject	Reservations
1.			
2.			
3.			



**(\*) Agenda items are noted separately. If the minority has a separate draft resolution, this is also noted in order to be voted by proxy.**

**2. Special instructions with regards to the other items that may arise during the General Assembly and minority rights**

- a) The proxy has power to vote on each agenda item in line with his/her opinion
- b) The Proxy is not authorized to for these items
- c) The proxy has power to vote on each agenda item in line with the special instructions given below.

**Special Instructions:** (please insert special instructions)

**B) Shareholder should define the shares to be represented by checking the choices stated below.**

**1. I hereby confirm the proxy to represent the shares, which have the details stated below.**

- a) The proxy has power to vote on each agenda item in line with his/her opinion
- b) The Proxy is not authorized to for these items
- c) The proxy has power to vote on each agenda item in line with the special instructions given below.

a) Serie:\*

b) Number/Group:\*\*

c) Nominal Value:

ç) Privileged or not:

d) Bearer - Registered:\*

e) Ratio/percentage of stakeholder in total shares/voting rights:

\*Information is not required for the registered shares.

\*\*Information about the group instead of number will be provided for the registered shares.

**2. I hereby confirm the proxy to represent all of the shares listed on CRA's Shareholders Table provided one day before the General Assembly.**

**Shareholder's Name, Surname or Title(\*):**

ID No./Tax No., Trade Registry and No/MERSIS no.

Address:

**(\*)**Equivalent information should be provided for foreign proxies.

Signature: