



ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

INFORMATION NOTE FOR THE ORDINARY GENERAL ASSEMBLY OF 2014 YEAR END

MAY 25 2015

INVITATION LETTER TO THE ORDINARY GENERAL ASSEMBLY DATED MAY 25 2015

The Ordinary General Assembly Meeting of our Company for the year of 2014 will be held at our company headquarters, Fatih Sultan Mehmet Mh. Poligon Cd. Buyaka 2 Sitesi No:88 2. Kule Kat:17 Tepeüstü Ümraniye/İSTANBUL on May, 25 2015, Monday.

Pursuant to the 4th paragraph of the article 415 of the Turkish Commercial Code no 6102 and 1st paragraph of the article 30 of the Capital Market Law no.6362, the right to attend the general assembly and to vote can not be bound to the condition of keeping share certificates. Therefore, it is not required that our shareholders who will attend the general assembly their blocked shares at the Central Registry Agency (CRA). It is requested that our shareholders be ready at the meeting before the time of the meeting comes so that the Share Ownership Chart is prepared and the meeting can start in time since the ordinary general assembly meeting of our company will take place through electronically.

Not only can our shareholders attend the ordinary general assembly meeting of our company in physically or through electronically but also they can attend through their representatives. Attendance to the general assembly via electronically is possible with the qualified electronic signatures of our shareholders or their representatives. Therefore, our shareholders who will attend at Electronical General Assembly System first need to sign up in MKK e-MKK IT portal and register their data of communication and they also should have electronic signature. Our shareholders who do not sign up in the e-MKK IT portal and who do not have qualified electronic signatures or their representatives are not allowed to attend the General Assembly electronically.

Furthermore, our shareholders or their representatives who want to attend the general assembly through electronically must perform their obligations in conformity with the clauses of “the Regulation for the General Assembly Meetings to be done through Digital Connection” and “the Communique on the Digital General Assembly System to be Applied in the General Assembly Meetings of Joint-Stock Companies”.

Reserving the rights of the and obligations of the shareholders who will attend by digital connection, our shareholders who will not be able to participate in the meeting personally must prepare their power of attorneys in compliance with the copy found herein below and must fulfill the issues of the Communique of the Capital Market Board for Using Vote by Proxy and Calling for Proxy by Summon (II-30.1) and submit their power of attorneys having the signatures approved by notary. There is no need for submitting a separate physical power of attorney certificate for the representative who has been assigned by digital method over Electronical General Assembly System.



ODAŞ ENERJİ

Consolidated financial statements which belong to the fiscal term dated 01.01.2014 – 31.12.2014 and which have passed an independent audit, Board Activity Report for the year of 2014 and the attached Corporate Governance Compliance Report, the offer by the Board for profit distribution and profit distribution table which was prepared in compliance with the Profit Share Communique no.II-19.1 and information note on the matters of agenda will be made available at our company headquarters 21 days before the General Assembly meeting and on the company internet site at the address of www.odasenerji.com.tr and at the Electronic General Assembly system of Central Register Agency.

Respectfully presented to the information of our Shareholders and kindly request their presence.

BOARD OF DIRECTORS OF ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

POWER OF ATTORNEY

ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET ANONİM ŞİRKETİ

I hereby authorizewho is introduced in detail herein below to represent me, vote, suggest and sign necessary documents at the Ordinary General Assembly Meeting in the year of 2014 that will be held at our company headquarters at the address of Fatih Sultan Mehmet Mh. Poligon Cd. Buyaka 2 Sitesi No:88 2. Kule Kat:17 Tepeüstü Ümraniye/İSTANBUL on May, 25 2015, Monday

Name , Surname/Commercial Title of the

Proxy ():

T.R. Identification Number/Tax Administration Number, Trade Registry and Number and MERSİS number:

()It is mandatory to submit information for the proxies who have foreign citizenship and their equals, if any.

A) SCOPE OF REPRESENTATION AUTHORITY

Scope of representation must be defined by selecting any one of those (a), (b) and (c) options for the sections 1 and 2 given herein below.

1. About the Issues Taking Place on the Agenda of General Assembly;

a-) Proxy is authorized to vote in direction of his opinion.

b-) Proxy is authorized to vote in direction of the suggestions of partnership management.

c-) Proxy is authorized to vote in direction of the instructions specified in the table herein below.

Instructions:

If the shareholder chooses option (c) , instructions especially for the agenda item is given by marking any one of the options given across the related general assembly agenda item (accept or reject) and by giving counter statement which is demanded to be written in the general assembly minute.

| Agenda Items () | Accept | Reject | Counter Statement |
|--|---------------|---------------|--------------------------|
| 1. Opening and Electing Meeting Chairman | | | |
| 2. Authorizing to the Executive Board to sign General Assembly Minute, | | | |
| 3. Reading, discussing and approving the Annual Report prepared by the Company's Board for the year of 2014 | | | |
| 4. Reading Independent Audit Report Abstract for the accounting term of 2014 | | | |
| 5. Reading, discussing and approving Balance Sheet and Income Statement for the fiscal year of 2014, | | | |
| 6. Discussing the proposal of the board for distributing the profit of the Company for the year 2014 and deciding thereon, | | | |
| 7. Releasing Board Members severally for the operations of the year 2014 of the Company | | | |
| 8. Election of board members and determining their time of office | | | |
| 9. Deciding monthly salary of board members, | | | |
| 10. As per the regulations of the Turkish Commercial Code and Capital Market Board, approval of the Independent Audit Company suggested by the Board in line with the related report of Company's Audit Committee in order to audit Financial Statements and the Reports of the Company for the year of 2015. | | | |
| 11. Giving information to the Shareholders about the donations that the | | | |

| | | | |
|--|--|--|--|
| Company has made within the year of 2014 | | | |
| 12. Giving information to the Shareholders about the incomes and benefits gained together with the guarantee, pledge, mortgage and indemnity granted in favor of 3rd parties in the year of 2014 as per the regulations of Capital Market Board, | | | |
| 13. Giving permission to the shareholders which have executive control, Board Members, senior managers and their spouses and their blood relatives to the second degree and relatives by marriage within the 395th and 396th articles of the Turkish Commercial code and giving information to the Shareholders about the transactions realized under this scope within the year of 2014 in line with the Capital Market Board Corporate Management Communique, | | | |
| 14. Giving information about the transactions done with the related parties within the year of 2014 under the scope of Capital Market Board Regulations, | | | |
| 15. Wishes and expectations. | | | |

()Issues are listed one by one as they take place in the agenda of general assembly. If there is a different decision layout of the minority it is distinctively specified by giving proxy vote.

12. Special instruction for other issues that may arise at the general assembly meeting and use of minority rights:

a.Proxy is authorized to vote in line with his opinion.

b.Proxy is not authorized on these issues.

c.Proxy is authorized to vote in direction of the special instructions given herein below.

SPECIAL INSTRUCTIONS: Special instructions to be given to the proxy by the shareholder is hereby stated, if any.

B) Shareholder chooses one of the following options and states the shares to be represented by the proxy.

1. I approve that my proxy represents my shares stated in detail herein below.

a) **Order and seria:**

b) **Number/Group:**

c) **Amount-nominal value:**

d) **If he has any privilege at the voting:**

e) **That it is payable the holder/in the name of the holder:**

f) **Ratio to the total shares/voting rights that the shareholder is holding:**

Those information is not requested for the shares that are being monitored on the record.

Group detail will be given for the shares that are being monitored on the record instead of number detail , if any.

2. I approve the representation of all of my shares included in the list regarding the shareholders that may attend the general assembly which is prepared by MMK a day earlier before the general assembly date.

NAME SURNAME AND TITLE OF THE SHAREHOLDER ()

T.R. Identification number/Tax Administration.

Trade Registry and Number and MERSİS number:

Address: It is mandatory to submit information for the proxies who have foreign citizenship and their equals, if any.

SIGNATURE