



**IFORMATION FOR THE AGENDA ITEMS SUGGESTED FOR DISCUSSION IN THE ORDINARY
GENERAL MEETING TO BE HELD ON APRIL 28, 2016**

The Ordinary General Assembly of our company will be held to discuss the agenda given below at 14.00 on Thursday, 28 April 2016 at the Company Headquarters at Fatih Sultan Mehmet Mah. Poligon Cad. Buyaka 2 Sitesi No:8/B 2. Kule Kat 17, 34771 Tepebaşı, Ümraniye.

The shareholders can participate in the Ordinary General Assembly of our Company physically or electronically, in person or by proxy. Participation in the General Assembly electronically media is possible with the secure electronic signatures of the shareholder or their representatives. To this end, the shareholders that shall carry out transactions in the Electronic General Assembly System (EGKS) have to register to the Merkezi Kayıt Kuruluşu A.Ş. (MKK) e-MKK Bilgi Portalı (Information Portal) and enter their information and also have a secure electronic signature. It is not possible for the shareholders or their representatives who have not registered to the E-MKK Bilgi Portalı and do not have electronic signatures to participate in the General Assembly over electronically.

Furthermore, the shareholders or their representatives who wish to participate in meeting electronically have to carry out their obligations as per the provisions of the "Regulations Pertaining to the General Assemblies of Joint-Stock Companies to be held over Electronic Media" published in the Official Gazette dated 28 August 2012 and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be applied for the General Assemblies of Joint-Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396.

Our shareholders who wish to participate in the General Assembly in person can use the rights related to their shares registered in the "Shareholders List" included in the MKK system by submitting their identification cards.

The shareholders who cannot participate in the meeting personally in either physical or electronically have to issue their powers of attorney in accordance with the example below or obtain an example of the power of attorney form from the Company Headquarters or the Company Web site at www.odasenerji.com and they should carry out the other issues stipulated in the "Communiqué on Voting by Proxy and Collection of Powers of Attorney by Invitation" No. II-30-1 of the Capital Market Board that was published in the Official Gazette dated 24 December 2013 and numbered 28861 and submit their powers of attorney, the signatures of which have been certified by a notary public, as attached to the Power of Attorney Form bearing their own signatures.

With the provisions of electronic voting related to the Agenda Items of the Ordinary General Assembly Meeting remaining reserved, open ballot method shall be used through raising hands.

As per article 415 paragraph 4 of the Turkish Trade Law numbered 6102 and article 30 paragraph 1 of the Capital Market Law numbered 6362, the right to participate and vote in the General Assembly shall not be dependent on the condition of reservation of the share certificates. Within this framework, in the case that our partners wish to participate in the General Assembly meeting, they do not have to have their shares blocked. However, in the case that our partners who do not wish their identities and the information to the shares in their account to be notified to the Company and therefore whose information cannot be seen by our company wish to participate in the General Assembly Meeting, they have to apply to the intermediary firms with which their accounts lie and remove the "limitation" preventing their identities and the information on the shares in their accounts to be notified to our company until 16.30 on the day before the General Assembly meeting. The required information on the issue can be obtained from the "Investor Relations Department" at the Company Headquarters.

The detailed Information Document that comprises of the Board of Directors' Annual Report, Auditor's Report, Financial Statements for the year 2015 prepared within the framework of the provisions of the Capital Market Law and the related legislations, and the explanations and related documents within the framework of mandatory Corporate Governance Principles related to the Proposal regarding Profit Distribution shall be made available within the legal period, 3 weeks before the meeting, for review by our Shareholders at the Company Headquarters and the Company Internet site at www.odasenerji.com.

The stakeholders are also invited to the General Assembly meeting, but without the right to speak.

We submit this information for our Shareholders and request their attendance.

ODAS ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

Our Additional Explanations in line with the Capital Market Law and the Corporate Governance Communique

In accordance with the Corporate Governance Communique No. II-17.1, effective from January 3, 2014, of the Capital Market Board (CMB), we have made the agenda explanations in the respective paragraph, and now make the mandatory additional explanations on the agenda items as follows:

1. Shareholder Structure & Voting Rights

The following table shows the current shareholder structure and voting rights of our shareholders.

Shareholder	Group A	Group B	Total	Share Rate	Voting Right	General Meeting
Korkut ÖZAL	-	7.500.000	7.500.000	%15,76	7.500.000	%8,4
Abdülkadir Bahattin ÖZAL	1.500.000	5.800.000	7.300.000	%15,33	28.500.000	%31,8
Burak ALTAY	1.500.000	5.800.000	7.300.000	%15,33	28.500.000	%31,8
BB Enerji Yatırım Sanayi ve Ticaret A.Ş.	-	7.500.000	7.500.000	%15,76	7.500.000	%8,4
Halka Açık(Borsa İstanbul)	-	18.000.180	18.000.180	%37,81	18.000.180	%20,1
Total	3.000.000	44.600.180	47.600.180	%100,0	89.600.180	%100,0

Group (A) shares have the privileged voting rights under Articles 7, 8 and 10 of the Articles of Association (proposing candidates, election as president and acting president, corporate representation and voting right in general meetings). In any ordinary and extraordinary general meetings, the Group (A) shareholders have 15 votes per share, and the Group (B) shareholders have 1 vote per share. The Group (B) Shareholders have no privilege or concession.

The Board of Directors comprising of at least 5 (five) members should compulsorily include 2 members to be elected among the candidates to be nominated by the Group (A) shareholders.

2. Management and Activity Changes in the company and affiliates, which may substantially affect the corporate activities

There are no change in the management and business activities of the company and affiliates, realized in the last accounting year, or planned for the subsequent accounting year as to substantially affect the partnership activities.

3. Matters to be included in the agenda upon request of the shareholders:

While the corporate shareholders are entitled to furnish Investor Relations Department with any request in writing to be included in the meeting agenda, and the refused proposals, if applicable, including the reasons for refusal by the Board of Directors, no such proposal was presented for the Ordinary General Meeting for 2015.

**IFORMATION FOR THE AGENDA ITEMS SUGGESTED FOR DISCUSSION IN THE ORDINARY
GENERAL MEETING TO BE HELD ON APRIL 28, 2016**

1. Opening and Election of the Meeting Chairman

The Meeting Chairman will be elected to manage the General Meeting in accordance with the “Turkish Commercial Code (TCC) No. 6102”, and the “Regulations on the Procedure and Rules for Joint Stock Company General Meetings and the Commissaries of the Ministry of Customs and Commerce to attend such meetings” (hereinafter called “Regulations” or “General Meeting Regulations”) and Clause 7 of the General Meeting Bylaws.

2. Authorization of the Meeting Board to sign the Minutes of Meeting

It will be presented for the approval of the shareholders to authorize the Meeting Board for recording of the General Meeting Resolutions in accordance with the Turkish Commercial Code, Regulations and Corporate laws on General Meeting Rules”

3. Reading, discussion and approval of the 2015 Activity Report prepared by the Corporate Board of Directors

In line with the Turkish Commercial Code, Regulations and the Capital Market Law and related regulations, any necessary actions will be taken to inform, and receive the opinions of the shareholders on the 2015 Annual Report, accompanied with the Report on Adoption of the Corporate Management Rules for three weeks before the date of General Meeting in the corporate principal office, the Electronic General Meeting Portal of MKK, and company website www.odasenerji.com.

4. Reading of the Independent Audit Report for the 2015 Accounting Year

A summary of the Independent Audit Report issued in line with the Turkish Commercial Code, Regulations and the Capital Market Law and related regulations, and published for three weeks before the date of meeting in the corporate principal office, the Electronic General Meeting Portal of MKK, and the company website www.odasenerji.com will be read, and explained to the General Meeting.

5. Reading, discussion and approval of the Balance Sheet and Profit-Loss Statement for the 2015 Accounting Year

In line with the Turkish Commercial Code, Regulations and the Capital Market Law and related regulations, any necessary actions will be taken to inform, and receive the opinions of the shareholders on the Balance Sheet, Profit-Loss Statement and financial tables issued as per the Tax Procedure Law, three weeks before the date of General Meeting in company head office, the Electronic General Meeting Portal of MKK, and company website www.odasenerji.com.

6. Discussion and decision making on the proposal of the Board of Directors on Profit Distribution for the 2015 Accounting Year

An opinion will be presented in for approval of the shareholder in the General Meeting for distribution of no dividend due to the appearance of no distributable profit on the statement issued as per the Statutory Account within the framework of the consolidated financial statements and the 2015 corporate activity report of the company for the accounting term 01.01.2015 – 31.12.2015, audited by “AS Independent Auditors and Chartered Financial Advisors, Inc.” (a member of Nexia International) in line with the Turkish Commercial Code,

Regulations and the Capital Market Law and related regulations. The profit distribution table issued in accordance with the Profit Distribution Template available in the Profit Distribution Guidelines published by the Capital Market Board in line with the Dividend Communique II-19.1 as well as the present Communique is presented in ANNEX/1.

7. Individual acquittal of the Board of Directors members for the corporate activities in 2015

It will be presented for approval of the General Assembly to individually acquit the Board of Directors members for the 2015 activities, operations and accounts in line with the Turkish Commercial Code and Related Regulations.

8. Presentation for the General Meeting Approval of the Board of Directors Members elected in 2015

In line with the resolution taken by the Corporate Board of Directors in the meeting of September 21, 2015, the resignation of Mr. Korkut Özkorkut from his position as Independent Member of the Board of Directors was accepted, whereupon Mr. Salih Erez was appointed as the Independent Board of Directors Member by the Candidate Selection Committee in line with Section 363 of the Turkish Commercial Code, and the criteria specified in the Capital Market Board's Corporate Management Guidelines, and the same appointment will be presented for approval of the General Meeting.

9. Election of the Board of Directors' Members and Determination of Their Commission

In consideration of the CMB regulations, Turkish Commercial Code and Regulations as well as the respective rules of the Corporate Articles of Association for Election of the Board of Directors' Members, the new members of the Board of Directors will be nominated. Furthermore, an independent member will be elected in adaptation of the CMB's Corporate Governance Communique II-17.1.

As per Section 7 of the Articles of Association, the Company is managed by a Board of Directors comprising of at least 5 members to be nominated by the General Meeting for maximum three years in line with the respective rules of the Turkish Commercial Code. The General Assembly may decide to renew the Board of Directors even though its commission has not terminated.

The number of independent members to be commissioned in the Board of Directors, being not less than one third of the total number of all the independent members of the Board of Directors, and their qualifications, criteria, election, duration of commission, working principles and fields, etc. are determined in accordance with the corporate governance regulations of the Capital Market Board, and any other related legislation.

With the resolution taken by the Board of Directors upon suggestion of the Candidate Selection Committee, Mr. Yavuz Baylan / Mr. Salih Erez has been determined as the candidate Independent Member of the Board of Directors.

ANNEX/2 includes the curriculum vitae and statements of independency of the Board of Directors's candidate members and independent candidate members.

10. Determination of the Monthly Remuneration of the Board of Directors' Members

The monthly remuneration of the Board of Directors' members for 2016 will be determined in line with the Corporate Remuneration Policy.

11. General Assembly's Approval on the Independent Audit Company suggested by the Board of Directors for audit of the Corporate Financial Statements and Reports for 2015 in accordance with the Turkish Commercial Code and the Capital Market Board Regulations

In accordance with the Turkish Commercial Code and the CMB regulations, the formal opinion of the Audit Committee was taken in the Board of Directors' Meeting of March 23, 2016, whereupon it was decided to appoint "AS Independent Auditors and Chartered Financial Advisors, Inc." (a member of Nexia International) to audit the corporate financial statements and Board of Directors activity reports for 2016, which will be presented for approval of the General Assembly.

12. Decision on Amendment of Articles 3 and 14 of the Corporate Articles of Association upon permission of the Capital Market Board and the Turkish Ministry of Customs and Commerce in line with the Turkish Commercial Code.

The amendment on Articles 3 and 14 of the Corporate Articles of Association in line with the Board of Directors' Resolution of February 26, 2016 will be presented for approval of the shareholders in the general meeting, subject to the prior approvals of the Capital Market Board and the Ministry of Customs and Commerce.

13. Information the shareholders on the donations made by the Company in 2015

Any donations and grants made in 2015 will be reported to the shareholders during the ordinary general meeting as per Paragraph 6 of the Dividends Communique No. II-19.1 of the Capital Market Board.

14. Decision on the limits of donations and grant aids to be made by the Company in 2016

The General Assembly will determine the maximum limit of donations and grant aids to be made in 2016 as per Paragraph 6 of the Dividends Communique No. II-19.1 of the Capital Market Board.

15. General Meeting Approval of the Corporate Donation Policy prepared as per the respective rules of the Capital Market Board's Corporate Management Regulations.

Any necessary information will be given on the corporate donation policies for approval of the General Meeting as per the attached format according to the Capital Market Board's Corporate Management Rules.

16. Evaluation of the Authorization of the Corporate Board of Directors for Repurchase of the Company's Own Shares in accordance with the Capital Market Board's Communique No. II-22.1 on the Repurchased Shares , and Approval of the Share Buyback Program issued by the Board of Directors.

The attached Buyback Program issued in line with the Capital Market Board's Communique No. II-22.1 on the Repurchased Shares will be presented for approval of the General Meeting.

17. Information of the Shareholders on the securities, liens, mortgages and bails given to the third persons in 2015 as per the respective regulations of the Capital Market Board, and the consequent incomes and benefits

As per Section 12 of the Capital Market Board's Communiqué on Corporate Management No. II-17.1, it is necessary to handle the securities, liens, mortgages and bails given by the Company and/or Affiliates to the third persons and the consequent incomes and benefits under a separate item of the General Meeting agenda, hence the footnote no.25 has been included in the Financial Statements of December 31, 2015.

18. Information of the Shareholders on the permission for the shareholders holding the management control, the board of directors members, top level managers and their spouses and blood and legal relatives up to second level as per Sections 395 and 396 of the Turkish Commercial Code for the relevant transactions realized within 2015.

As it is possible for the Board of Directors' Members only upon approval of the General Meeting to take any action within the framework of Section 395 "Prohibition on Business with Company, and Indebtedness to the Company" and Section 396 "No Competition" of the Turkish Commercial Code, it will be presented to the approval of the shareholders in the general meeting to give the said permission.

19. Information of the General Assembly on the transactions handled with the related parties in 2015 within the framework of the regulations of the Capital Market Board.

The General Assembly will be informed of the transactions handled in 2015 with the related parties within the framework of the Capital Market Board's regulations

20. Wishes and Opinions.

ANNEX 1: TABLE OF PROFIT DISTRIBUTION

ANNEX 2: CURRICULUM VITAE OF BOARD MEMBERS & STATEMENTS OF INDEPENDENTS FOR INDEPENDENTS BOARD MEMBERS

ANNEX 3: AMENDMENTS OF ARTICLE OF ASSOCIATION

ANNEX 4: DONATION POLICY

ANNEX 5: SHARE BUYBACK PROGRAM

ANNEX 6: POWER OF ATTORNEY

ANNEX 1: TABLE OF PROFIT DISTRIBUTION

ODAŞ ELEKTRİK ÜRETİM SANAYİ ANONİM ŞİRKETİ 2015 Yılı Kâr Dağıtım Tablosu (TL)				
1. Ödenmiş/Çıkarılmış Sermaye				47.600.180
2. Genel Kanuni Yedek Akçe(Yasal Kayıtlara göre)				0
Esas sözleşme uyarınca kar dağıtımda imtiyaz var ise söz konusu				
		SPK'ya Göre	Yasal Kayıtlara (YK) Göre	
3.	Dönem Kârı	(1.278.602)	(13.989.876)	
4.	Vergiler (-)	(96.332)		
5.	Net Dönem Kârı (=)	(1.374.934)	(13.989.876)	
6.	Geçmiş Yıllar Zararları (-)			
7.	Genel Kanuni Yedek Akçe (-)			
8.	NET DAĞITILABİLİR DÖNEM KÂRI (=)	(1.374.934)	(13.989.876)	
9.	Yıl içinde yapılan bağışlar (+)	192.441		
10.	Bağışlar Eklenmiş Net Dağıtılabilir Dönem Kârı	(1.182.493)		
11.	Ortaklara Birinci Kar Payı			
	-Nakit			
	-Bedelsiz			
	- Toplam			
12.	İmtiyazlı Pay Sahiplerine Dağıtılan Kar Payı			
13.	Dağıtılan Diğer Kar Payı			
	-Yönetim Kurulu Üyelerine,			
	-Çalışanlara			
	-Pay sahibi Dışındaki Kişilere			
14.	İntifa Senedi Sahiplerine Dağıtılan Kar Payı			
15.	Ortaklara İkinci Kar Payı			
16.	Genel Kanuni Yedek Akçe			
17.	Statü Yedekleri			
18.	Özel Yedekler			
19.	OLAĞANÜSTÜ YEDEK			
20.	Dağıtılması Öngörülen Diğer Kaynaklar			
DAĞITILAN KAR PAYI ORANI HAKKINDA BİLGİ(1)				
PAY BAŞINA TEMETTÜ BİLGİLERİ				
	GRUBU	TOPLAM TEMETTÜ TUTARI (TL)	1 TL NOMİNAL DEĞERLİ HİSSEYE İSABET EDEN TEMETTÜ	
			TUTARI (TL)	ORAN (%)
BRÜT	A	-	-	-
	B	-	-	-
	TOPLAM			
NET (7)	A	-	-	-
	B	-	-	-
	TOPLAM			
DAĞITILAN KAR PAYININ BAĞIŞLAR EKLENMİŞ NET DAĞITILABİLİR DÖNEM KARINA ORANI				
ORTAKLARA DAĞITILAN KAR PAYI TUTARI (TL)	ORTAKLARA DAĞITILAN KAR PAYININ BAĞIŞLAR EKLENMİŞ NET DAĞITILABİLİR DÖNEM KARINA ORANI (%)			
-	-			

ANNEX 2: CIRRICULUM VITAE OF BORAD MEMBER CANDIDATES & STATEMENTS OF INDEPENDENTS

Mr. Abdulkadir Bahattin Özal

Mr. Özal graduated from Istanbul Technical University, Department of Control and Computer Engineering in 1985. Following his education at Boğaziçi University, Department of Physics Engineering in 1988, he engaged in professional business world, founded various companies and worked as a manager in construction, import, export, and energy sectors. He developed many start-up projects in energy sector together with Mr. Burak Altay and carried out successful energy investments. Mr. Özal continues to act as the Company's Chairman of the Board of Directors, as the founding partner of ODAŞ Energy Group.

Mr. Burak Altay

Mr. Altay graduated from Koç University, Department of Business Administration, completed his higher education in Marmara University, Department of Law, and gave lectures as a teaching assistant at Koç University. He started entrepreneurship in the energy sector as the Turkish distributor of Alstom Power, and then developed many start-up projects in the energy sector with Mr. Bahattin Özal and carried out successful energy investments. Mr. Altay continues to act as the Company's Vice Chairman of the Board of Directors, as the founding partner of ODAŞ Energy Group.

Mr. Mustafa Ali Özal

Mr. Özal is an alumnus of Gazi University, Department of Economics. He started his business life in 1982 and worked in various sectors as manager and board member. Mr. Özal is a Board Member of ODAS Energy Group.

Mrs. Hafize Ayşegül Özal Dinç

Mrs. Özal Dinç completed her education in 1972. She started working at the Aköz Foundation in 1994 and later was appointed as the Foundation Manager. She is a Board Member of the Aköz Foundation, which grants scholarships to 250 students and provides assistance to many students and people in need, and a Board Member of ODAS Energy Group.

Mr. Yavuz Baylan

Mr. Baylan graduated from Istanbul University, Department of Economics. Following his position at the Ministry of Finance as Chief Accountant, he started working as a financial consultant in the private sector in 1981. He was the leader in the foundation of BDO Turkey in 1987. Having become a Certified Public Accountant in 1989, Mr. Baylan is an Independent Board Member of ODAS Energy Group.

Mr. Salih Erez

Mr. Erez graduated from Koç University, Department of Business Administration. He continues his position as a Board Member with the companies, Haznedar Refrakter, Durer Refrakter Malzemeleri, and Haznedar Yatırım ve Pazarlama Şirketleri and he is also an Independent Board Member of Odaş Energy Group.

STATEMENTS OF INDEPENDENCE FOR INDEPENDENT BOARD MEMBER CANDIDATES

BAĞIMSIZLIK BEYANI

Tarih: 01.04.2016

ODAŞ Elektrik Üretim Sanayi Ticaret A.Ş. (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun (SPK) Kurumsal Yönetim Tebliği'nde belirlenen kriterler kapsamında "Bağımsız Üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

- a- Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendisi, eşi ve ikinci dereceye kadar kan ve sıhrî hısımları arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticari ilişkinin kurulmadığını,
- b- Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,
- c- Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,
- d- Mevzuata uygun olarak üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmayacağımı,
- e- 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşmiş sayıldığımı,
- f- Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,
- g- Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,
- h- Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,
- i- Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

beyan ederim.

Saygılarımla,

Salih EREZ

BAĞIMSIZLIK BEYANI

Tarih: 01.04.2016

ODAŞ Elektrik Üretim Sanayi Ticaret A.Ş. (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun (SPK) Kurumsal Yönetim Tebliği'nde belirlenen kriterler kapsamında "Bağımsız Üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

- a- Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendisi, eşi ve ikinci dereceye kadar kan ve sıhrî hısımları arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticari ilişkinin kurulmadığını,
- b- Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,
- c- Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,
- d- Mevzuata uygun olarak üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmayacağımı,
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- f- Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,
- g- Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,
- h- Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,
- i- Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve/veya toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

beyan ederim.

Saygılarımla,

Yavuz BAYLAN



ANNEX 3: AMENDMENTS OF ARTICLE OF ASSOCIATION**AMMENDMENTS OF ARTICLES OS ASSOCIATION OF ODAS ELEKTRIK URETIM SANAYI TICARET A.S.**

CURRENT VERSION	AMENDED VERSION
<p data-bbox="193 244 794 277">PURPOSE AND SUBJECT MATTER</p> <p data-bbox="193 293 794 353">Article 3- The purpose and subject matter of the company are basically as follows:</p> <p data-bbox="193 369 794 533">The company is engaged in founding electrical energy production plants, operation and renting of the plants, production of electrical energy, and sale of the produced electrical energy and/or the generated capacity to customers.</p> <p data-bbox="193 548 794 645">In order to achieve this purpose, the Company is engaged in the following activities in accordance with the electricity market legislations.</p> <ol data-bbox="193 660 794 1451" style="list-style-type: none"><li data-bbox="193 660 794 763">1 Founding, taking transfer of, leasing, operating, and renting out any and all facilities for the purpose of electricity production.<li data-bbox="193 779 794 913">2 Selling the electrical energy and/or the generated capacity to legal entities having retail sales licenses and to eligible consumers through mutual agreements.<li data-bbox="193 929 794 1064">3 Entering into participation and association relations with energy distribution companies founded or to be founded without forming a monopoly.<li data-bbox="193 1079 794 1272">4 Entering into participation and association relations with electrical energy production companies founded or to be founded, transferring and taking transfer of production licenses provided that permissions are obtained from the relevant bodies.<li data-bbox="193 1288 794 1451">5 The company may also engage in the following activities in order to realize its purpose and subject matter provided that they are related and limited to the company's purpose and activity fields. <ol data-bbox="193 1518 794 2096" style="list-style-type: none"><li data-bbox="193 1518 794 1585">a) Opening agencies, dealerships, and branches and engaging in marketing activities.<li data-bbox="193 1601 794 1668">b) Buying, selling, leasing, and renting domestic or foreign machinery and equipment.<li data-bbox="193 1684 794 1751">c) Leasing, purchasing, selling, and operating facilities related to its subject matter.<li data-bbox="193 1818 794 2042">d) Acquiring all kinds of movable and immovable properties and vehicles; operating, purchasing, selling those, taking and giving pledges; establishing incorporation, allotment, abandonment, right of easement on the real estate and carrying out similar transactions, establishing estate rights in favor of and against the company.<li data-bbox="193 2065 794 2096">e) Taking loans from domestic and foreign	<p data-bbox="799 244 1401 277">PURPOSE AND SUBJECT MATTER</p> <p data-bbox="799 293 1401 353">Article 3- The purpose and subject matter of the company are basically as follows:</p> <p data-bbox="799 369 1401 533">The company is engaged in founding electrical energy production plants, operation and renting of the plants, production of electrical energy, and sale of the produced electrical energy and/or the generated capacity to customers.</p> <p data-bbox="799 548 1401 645">In order to achieve this purpose, the Company is engaged in the following activities in accordance with the electricity market legislations.</p> <ol data-bbox="799 660 1401 1451" style="list-style-type: none"><li data-bbox="799 660 1401 763">1. 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The company may also engage in the following activities in order to realize its purpose and subject matter provided that they are related and limited to the company's purpose and activity fields. <ol data-bbox="799 1460 1401 2096" style="list-style-type: none"><li data-bbox="799 1460 1401 1527">a) Opening agencies, dealerships, and branches and engaging in marketing activities.<li data-bbox="799 1543 1401 1632">b) Buying, selling, leasing, and renting domestic or foreign machinery and equipment.<li data-bbox="799 1648 1401 1715">c) Leasing, purchasing, selling, and operating facilities related to its subject matter.<li data-bbox="799 1731 1401 2022">d) Acquiring all kinds of movable and immovable properties and vehicles; operating, purchasing, selling those, taking and giving pledges; establishing incorporation, allotment, abandonment, right of easement on the real estate and carrying out similar transactions, establishing estate rights in favor of and against the company.<li data-bbox="799 2038 1401 2096">e) Taking loans from domestic and foreign financial institutions and banks in order to

financial institutions and banks in order to satisfy the financing requirements of the company; being joint debtor and joint guarantor or only guarantor.

f) Executing agreements with domestic and/or foreign companies and entering into tenders and undertakings domestically and overseas.

g) Ensuring the organization and management of the companies existing or to be founded, which it is the founder of or it participated in.

h) With the provision of the Capital Market Law pertaining to transfer of camouflaged earnings remaining reserved, establishing equity companies and ordinary partnerships together with domestic and foreign unlimited companies and ordinary partnerships and business partnerships together with real entities and foreign-capital companies; taking part in founded partnerships, purchasing and selling there share stocks and bonds without engaging in brokerage.

i) Making any and all industrial and commercial investments related to its activities.

j) Acquiring, assigning, transferring and making license agreements on brands, patents, know-how, and other industrial property rights related to its purpose and subject matter.

k) Acquiring, leasing, transferring, renting and making real and personal disposals on any and all sea, air and land transportation vehicles required for the company's business.

l) For electricity production based on any and all energies and renewable energy resources and within the framework of the relevant legislations, selling, purchasing, processing, storing, transporting, exporting, and trading any and all ores and gases, petroleum, natural gas and derivatives, geothermal, water resources, natural resources and any and all similar energy resources and any and all raw materials and auxiliary materials required for electricity production and participating in both official and private tenders on this issue, executing agreements.

m) Provided that the explanations are made that are required within the scope of special conditions to ensure to inform the investors and in compliance with the principles established within the framework of Capital Market legislations, giving securities, guarantees, warranties on its behalf and in favor of 3rd parties or establishing liens including pledges.

Other than the abovementioned activities, in the case that the company wishes to engage in other businesses that may deemed beneficial and necessary for the company, this matter should be submitted to the according to of the general assembly after having obtained all the necessary

satisfy the financing requirements of the company; being joint debtor and joint guarantor or only guarantor.

f) Executing agreements with domestic and/or foreign companies and entering into tenders and undertakings domestically and overseas.

g) Ensuring the organization and management of the companies existing or to be founded, which it is the founder of or it participated in.

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m) Provided that the explanations are made that are required within the scope of special conditions to ensure to inform the investors and in compliance with the principles established within the framework of Capital Market legislations, giving securities, guarantees, warranties on its behalf and in favor of 3rd parties or establishing liens

permission from the Ministry of Customs and Commerce and the Capital Market Board and other relevant public bodies, if required, and the company may engage in any business it desires after such a decision is made. The company shall carry out its activities in accordance with the capital market legislations and in manner that shall not constitute a camouflaged income transfer as defined in the capital market legislations and make the special condition statements required to ensure the informing of the investors.

DETERMINATION AND DISTRIBUTION OF THE PROFIT

Article 14- It complies with the regulations in the Capital Market Legislations.

The profit of the company is determined and distributed as per the Turkish Trade Law, the Capital Market Legislations, and the generally accepted accounting principles. The net profit, which remains after deducting the amounts that are mandatory to be paid and reserved by the Company such as the overhead of the company and various depreciations and the mandatory taxes and all financial liabilities that have to be paid by the corporate identity from the revenue determined at the end of the accounting year and which is shown on the annual balance sheet, is distributed as follows in the same order after the loss from the previous years, if any, is deducted.

General Legal Reserve:

a) As per the provisions performance the

including pledges.

- n) **Provided that they pause no contradictions to the Capital Market Legislations, that the required special condition explanations are made, that donations made within the year are announced to the partners at the general assembly, and that an upper limit is established for the donations to be made and in a manner that shall not interrupt its purpose and subject matter, the company may make donations and aids to foundations established for social purposes, associations, universities and similar institutions and/or real entities; no donations are made that exceed the upper limit established at the general assembly. Donations shall not cause a contradiction with the regulations of SPK (Capital Market Board) regarding the transfer of camouflaged earnings.**

Other than the abovementioned activities, in the case that the company wishes to engage in other businesses that may be deemed beneficial and necessary for the company, this matter should be submitted to the according to of the general assembly after having obtained all the necessary permission from the Ministry of Customs and Commerce and the Capital Market Board and other relevant public bodies, if required, and the company may engage in any business it desires after such a decision is made. The company shall carry out its activities in accordance with the capital market legislations and in manner that shall not constitute a camouflaged income transfer as defined in the capital market legislations and make the special condition statements required to ensure the informing of the investors.

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General Legal Reserve:

- a) As per the provisions performance the relevant article of the Turkish Trade Law, a

relevant article of the Turkish Trade Law, a legal reserve of 5% is reserved.

First Dividend:

- b) The first dividend is reserved from the amount that is calculated with the addition of the donations made within the year, if any, to the remaining amount in accordance with the Turkish Trade Law and Capital Market Legislations.
- c) After the abovementioned deductions are made, the General Assembly has the right to decide that the dividend is distributed to the board members and partnership employees, to foundations established for various purposes and to such parties and organizations with similar nature. The limit of the donations to be made to foundations established for various purposes and to such parties and organizations with similar nature is established by the General Assembly.

Second Dividend:

- d) The General Assembly is authorized to distribute the part of the net profit remaining after the amounts mentioned in subparagraphs (a), (b), and (c) are deducted, partially or wholly, as the second dividend or to set aside as a voluntary reserve as per article 521 of the Turkish Trade Law.

Until the reserves that have to be put aside as per the law provisions are put aside and the first dividend established for the shareholders in the articles of association is distributed in cash, no resolution can be made to put aside additional reserves, to transfer profits to the next year and to distribute dividends to the board members and partnership employees, to foundations established for various purposes and to such parties and/or organizations.

The dividends related to the shares are distributed to all the existing shares at the end of the activity period without taking into account their issue and acquisition dates and without applying the principle of per diem deduction.

The company may distribute dividend advances to its partners within the framework of regulations in article 20 of the Capital Market Law.

The distribution manner and time for the profit decided to be distributed is established by the general assembly upon the board's request on the issue.

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- d) The General Assembly is authorized to distribute the part of the net profit remaining after the amounts mentioned in subparagraphs (a), (b), and (c) are deducted, partially or wholly, as the second dividend or to set aside as a voluntary reserve as per article 521 of the Turkish Trade Law.

General Legal Reserve:

- e) **One tenth of amount found after deducting a dividend of 5% from the part that has been decided to be distributed to the shareholders and other parties taking part to the profit shall be added to the general legal reserve as per article 519 paragraph 2 of the Turkish Trade Law.**

Until the reserves that have to be put aside as per the law provisions are put aside and the first dividend established for the shareholders in the articles of association is distributed in cash, no resolution can be made to put aside additional reserves, to transfer profits to the next year and to distribute dividends to the board members and partnership employees, to foundations established for various purposes and to such parties and/or organizations.

The dividends related to the shares are distributed to all the existing shares at the end of the activity period without taking into account their issue and acquisition dates and without applying the principle of per diem deduction.

The company may distribute dividend advances to its partners within the framework of regulations in article 20 of the Capital Market Law.

The distribution manner and time for the profit decided to be distributed is established by the general assembly upon the board's request on the issue. ***The donations made are added to the***

	<p><u>distributable profit margin.</u></p> <p>As per the provisions of these articles of association, the profit distribution resolution made by the general assembly cannot be revoked.</p>
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In contradiction between the Turkish and English versions of this amendments of AoA, the Turkish version shall prevail.

ANNEX 4: ODAS DONATION POLICY

ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş. DONATION POLICY

ODAŞ Elektrik Üretim Sanayi Ticaret A.Ş. may make all kinds of donations within the framework of corporate and social responsibility in accordance with the Company's Articles of Association and the regulations in the Capital Markets Law and the related legislations. Regarding the manner and amount of the donation and the selection of the institutions, organizations, or non-governmental organizations, the Corporate Social Responsibility activities of the Company are taken into consideration. The upper limit for the total donation to be made within an accounting period is established by the General Assembly. The information on the amount donations and aids made within the accounting period is provided to the shareholders in the Ordinary General Assembly meeting for the relevant year.

This Donation Policy has been accepted with the Board Resolution dated 24.03.2016 and numbered 2016/05 and it shall be submitted for reviewing by the shareholders in the first subsequent Ordinary General Assembly meeting of the company to be held and after it enters into force with the resolution of the General Assembly, it is announced to the public on the Company's Web Site.

ANNEX 5: SHARE BUYBACK PROGRAM

ODAŞ ELEKTİRİK ÜRETİM SANAYİ TİCARET A.Ş. SHARE BUYBACK PROGRAM

Purpose of Buyback

Considering the share price level in Borsa İstanbul (Istanbul Stock Exchange) does not reflect the actual performance of the corporate activities, the buyback program has been developed to reduce the price fluctuations and evaluate the existing market conditions, so that it would be possible for the Company to buyback of its own shares in Borsa İstanbul if needed in the future.

Duration and Procedure for the Buyback Program

The Board of Directors is going to act in line with the Capital Markets' legislation for the said procedure on the basis of the authorization of the General Assembly.

The duration of the Buyback Program approved by the General Assembly is maximum 3 in p years parallel with the time limit specified in the Communiqué. The Board of Directors is however authorized to terminate the program earlier when necessary.

The Board of Directors may realize one or several buyback program(s) for shorter durations, provided that they/it fall(s) within the validity of this permit.

In cases where the capital market conditions and/or corporate financial conditions are not appropriate, the Board of Directors is authorized to never start or immediately stop the share repurchase.

The Board of Directors is authorized to terminate the sales, and start a new repurchase program without selling all the repurchased shares, provided that the Capital Market Regulations are complied. For the sales rules applicable to the shares buyback in the course of the program, the Capital Market Act – Communiqué Series II / No. 22.1 is applicable.

Maximum Number of Buyback Shares

As per the Capital Market Act – Communiqué Series II / No. 22.1, the maximum amount of share purchases, including the previous repurchase transactions, may not exceed 10% of the paid capital. In cases of any amendment on the applicable legislation, or capital increase within the said period of time, any necessary actions are taken in line with the capital increase and the amended legislation. Of the repurchased shares, those which are sold within the program validity would not be considered as a deduction in calculation of this rate.

The total value of repurchased shares may not exceed the total amount of resources that may be subject to the profit distribution.

The program would be terminated upon it reaches to the maximum number of buyback shares.

Minimum and Maximum Price Limits for Share Repurchases

The minimum and maximum price limits for share repurchases are 0 (zero) and 11,43 Turkish Liras, the highest maximum closing share price respectively.

In cases where any realized transaction necessitates the revision of the exchange price of our shares, the same revision would be applicable even to the minimum and maximum price limits determined for repurchase of the shares. Such revised minimum and maximum price limits would be announced in KAP by means of a material disclosures.

Sales Rules for Repurchased Shares

The respective rules of the Capital Market Board Communiqué will apply.

Total Amount and Source of Funds Reserved for Repurchase

For share buyback is possible to use a fund of maximum 12.000.000 Turkish Liras to be created through the revenues of corporate activities. The nominal value of repurchased shares may not exceed 10% of the issue capital, including the previous repurchases. Of the repurchased shares, those which are sold within the program validity would not be considered as a deduction in calculation of this rate.

The total value of repurchased shares may not exceed the total amount of resources that may be subject to the profit distribution.

Number and Capital Ratio of Shares Repurchased and Still Hold, Their Ratio to the Capital, and the Consequences of Previous Program

There is no share repurchased and still hold.

Potential effect of the repurchase program on the financial standing and activity results of the company

The maximum amount of share buyback within the repurchase program, i.e. 12.000.000 Turkish Liras, constitutes 1,85% of the total assets declared in the consolidated financial statements as of December 31, 2015. In this context, the buyback program is not expected to have a considerable effect on the corporate financial standing and activity results.

Information on the affiliates that may repurchase within the program

N/A

Lowest, Highest and Weighed Average Rate Prices Per Annum

The lowest and highest price level scored in 2015 are TL 5,99 and TL 11,43 respectively. The weighed average price is however 8,18 Turkish Liras.

Lowest, Highest and Weighed Average Rate Prices within the last 3 months

The lowest and highest price level scored in 3 months since March 23, 2016 are TL 5,16 and TL 7,26 respectively. The weighed average price is however 6,16 Turkish Liras.

Potential Benefits of Related Parties by Repurchase Transaction

N/A

Authorization for Purchases

Mr. Burak Altay, Vice President and General Manager has been authorized for share buyback.

Date of General Meeting to Vote the Repurchase Program

The Repurchase Program would be presented to the approval of the General Assembly to gather at 14:00 hours on 28.04.2016

Public Announcements

The buyback program prepared by the Board of Directors is to be announced to the public by means of a material disclosure to be published by the Company at least three weeks earlier than the date of general meeting, except the days of announcement and meeting, and concurrently published in the corporate website www.odasenerji.com

Should any change be made by the General Assembly in a buyback program presented to the general meeting approval, it is announced by a material disclosure to be published by the Company at the first subsequent business day after the date of general meeting, and concurrently published in the corporate website.

Two business days earlier than the commencement of the buyback transactions in line with the program, the Company publishes a material disclosure for the nominal amount and capital rate of the shares subject to repurchase, and the starting dates and deadlines of the planned repurchase period. The Company publishes a material disclosure for each transaction realized within the framework of the buyback program, before the commencement of the trading at the first subsequent business day, where the nominal amount of transacted shares, total amount of transaction, capital rates, and the nominal amount of shares repurchased within the program as well as the concessions attached to such shares, and the dates of related transactions.

In cases where the repurchased shares, including the previous repurchases, are sold, the Company publishes a material disclosure before commencement of the session in the first subsequent day of transaction, where the nominal amount of transacted shares, total amount of transaction, capital rates, realized profit/loss amounts, and the nominal amount of shares repurchased within the program as well as the concessions attached to such shares, and the dates of related transactions. Within three business days after completion of all the planned repurchases within the program, and termination of the planned share buyback time, the Company publicly announces the maximum and average prices paid for the repurchased shares, cost of repurchase transaction, used resources, total number of repurchased shares, and the ratio of such shares to the corporate capital.

In cases where the shares repurchased by the Company are resold within the program validity, an additional announcement is published to declare the total nominal amount of sold shares, total amount of profit/loss and average sales price, and if applicable the concessions attached to such shares, and the dates of transaction.

For the transactions realized within the framework of the repurchase program, such special information is also presented to the shareholders in the first General Meeting. Any other details for the Repurchase Program are covered under the headline of reserve fund under the equity capital, by separating reserve fund up to the repurchase amount of the repurchased shares. Such reserved funds are released up to their repurchase values in cases where the repurchased shares are sold or redeemed. The acquired shares would not be taken into account in calculation of the quorum in the general meeting.

In contradiction between the Turkish and English versions of this buyback program, the Turkish version shall prevail.

ANNEX 6: POWER OF ATTORNEY

ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET ANONİM ŞİRKETİ

I hereby assign with the detailed information below as my proxy to represent me, to vote, to make proposals, and to sign the required documents in parallel with the opinions I have specified below in the Ordinary General Meeting of ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET ANONİM ŞİRKETİ for the year 2015 to be held at 14.00 on Thursday, 28 April 2016 at the Company Headquarters at Fatih Sultan Mehmet Mh. Poligon Cd. Buyaka 2 Sitesi No:8B 2. Kule Kat:17 Tepeüstü Ümraniye/İSTANBUL.

The Proxy's(*)

Name Surname/Commercial Title:

Republic of Turkey ID No/Tax No:

Trade Registry and Number and MERSIS number:

(*) For proxies of foreign nationality, the equivalent of the listed information, if any, must be submitted.

A) SCOPE OF THE REPRESENTATION POWER

For the sections 1 and 2 below, one of the options from (a), (b), or (c) should be chosen to specify the authorization scope.

1. Regarding the Items included in the General Assembly Agenda:

a-) The proxy is authorized to vote as per their opinions.

b-) The proxy is authorized to vote as per the opinions of the corporate management.

c-) The proxy is authorized to vote in accordance with the following instructions.

Instructions:

In case the shareholder chooses option (c), the instructions for each agenda item is given by checking the options (accept or reject) given against the related general assembly item and, if the reject option is chosen, then by the dissenting opinion requested to be written in the general assembly minutes, if any.

Agenda Items(-)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Chair;			
2. Authorizing the Meeting Chair to sign the Minutes of the General Assembly Meeting;			
3. Reading, discussion, and voting of the Annual Report for the year 2015 prepared by the Company's Board of Directors;			

4. Reading of the Independent Audit Report related to the accounting period of the year 2015;			
5. Reading, discussion, and voting of the Balance Sheet and the Income Statement related to the accounting period of the year 2015;			
6. Discussion and finalization of the Board of Directors proposal related to the company's dividend distribution for the year 2015;			
7. Acquittal of the members of the Board of Directors individually from the Company activities in 2015;			
8. Submission of the assignments to the Board member within 2015 for the approval of the General Assembly;			
9. Election of the Board Members and determination of their terms of office;			
10. Remuneration of the monthly salaries of the Board members;			
11. Approval of the Independent Audit Firm proposed by the Board of Directors in parallel with the related report of the Company Audit Committee for the audit of the Company's Financial Statements and Reports for the year 2015 as per the regulations of the Turkish Trade Law and the Capital Market Board;			
12. Submission to the approval of the General Assembly of the amendment of the articles 3 and 14 of the Company's Articles of Association amended with the permission granted by the Capital Market Board and the Republic of Turkey Ministry of Customs and Commerce and in accordance with the provisions of the Turkish Trade Law;			
13. Informing shareholders for donations made by the Company in 2015;			
14. Determining the limit of donations and aids to be made by our Company in 2016 as per article 19/5 of the Capital Market Law;			
15. Submission to the approval of the General Assembly of the Company's Donation Policy prepared in accordance with the provision of the Capital Market Board Communiqué on Corporate Governance Principles and approved by the Board of Directors;			

16. Approving Share Buyback Program prepared by Board of Directors within the framework of the provisions of the Communiqué on Repurchased Shares No. II-22.1 of the Capital Market Board;			
17. Informing shareholders on the securities, pledges, mortgage, and guarantees given in favor of third parties in 2015 and the obtained income or benefits as per the regulations of the Capital Market Board;			
18. Informing shareholders on granting permission to the shareholders controlling the management, Board Members, senior directors and their spouses and up to 2nd degree relatives in blood and in marriage within the framework of articles 395 and 396 of the Turkish Trade Law and on transactions carried out within this scope in 2016 as per the Capital Market Board Corporate Governance Communiqué;			
19. Informing the General Assembly on the transactions carried out together with the related parties in 2015 within the scope of the regulations of the Capital Market Board;			
20. Requests and comments.			

(*) The items included in the General Assembly agenda are listed separately. If the minority has a separate draft resolution, this is specified separately to ensure voting by proxy.

Special instruction on the other issues that may arise during the General Assembly meeting and especially on the execution of the minority rights:

- a. The proxy is authorized to vote as per their opinions.
- b. The proxy is not authorized to represent in these issues.
- c. The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: The special instructions to be given to the proxy by the shareholder, if any, are stated here.

B) The shareholder chooses one of the following options to specify the shares to be represented by the proxy.

1. I approve the representation of the shares with the details below by my proxy.

a) Issue and series:*

b) Number/Group:**

c) Number of shares-Nominal value:

ç) Whether the vote is privileged:

d) Whether they are bearer or registered shares:*

e) Their ratio to the total number of shares/voting rights held by the shareholder:

* This information is not required for shares monitored from the registry.

** For shares monitored from the registry, information on the group, if any, shall be given rather than number.

2. It approves the representation by my proxy of all my shares in the list of shareholders that might participate in the general assembly, which is prepared one day before the general assembly date.

NAME SURNAME or TITLE OF THE SHAREHOLDER(*)

Republic of Turkey ID No/Tax No:

Trade Registry and Number and MERSIS number:

Address:

(*) For shareholders of foreign nationality, the equivalent of the listed information, if any, must be submitted.

SIGNATURE