

## INVITATION FOR THE ORDINARY GENERAL MEETING of 2016

TO BE HELD ON MAY 02, 2017

**The Ordinary General Assembly of our company will be held to discuss the agenda given below at 14.00 on Tuesday, 02 May 2017 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](http://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 2016 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](http://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.**

*In contradiction between the Turkish and English versions of this disclosure, the Turkish version shall prevail.*

**ODAS ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.**  
**2016 ORDINARY GENERAL ASSEMBLY AGENDA**  
**02 MAY 2017**

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 2016 prepared by the Company's Board of Directors;
4. Reading of the Independent Audit Report related to the accounting period of the year 2016;
5. Reading, discussion, and voting of the Balance Sheet and the Income Statement related to the accounting period of the year 2016;
6. Discussion and finalization of the Board of Directors proposal related to the company's dividend distribution for the year 2016;
7. Acquittal of the members of the Board of Directors individually from the Company activities in 2016;
8. Election of the Board Members and determination of their terms of office;
9. Remuneration of the monthly salaries of the Board members;
10. 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 2017 as per the regulations of the Turkish Trade Law and the Capital Market Board;
11. Informing shareholders for donations made by the Company in 2016;
12. Determining the limit of donations and aids to be made by our Company in 2017 as per article 19/5 of the Capital Market Law;
13. Informing shareholders on the securities, pledges, mortgage, and guarantees given in favor of third parties in 2016 and the obtained income or benefits as per the regulations of the Capital Market Board;
14. 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;
15. Informing the General Assembly on the transactions carried out together with the related parties in 2016 within the scope of the regulations of the Capital Market Board;
16. Requests and comments.

## 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 2016 to be held at 14.00 on Tuesday, 02 May 2017 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.

<b>Agenda Items(-)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
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 2016 prepared by the Company's Board of Directors;			

4. Reading of the Independent Audit Report related to the accounting period of the year 2016;			
5. Reading, discussion, and voting of the Balance Sheet and the Income Statement related to the accounting period of the year 2016;			
6. Discussion and finalization of the Board of Directors proposal related to the company's dividend distribution for the year 2016;			
7. Acquittal of the members of the Board of Directors individually from the Company activities in 2016;			
8. Election of the Board Members and determination of their terms of office;			
9. Remuneration of the monthly salaries of the Board members;			
10. 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 2017 as per the regulations of the Turkish Trade Law and the Capital Market Board;			
11. Informing shareholders for donations made by the Company in 2016;			
12. Determining the limit of donations and aids to be made by our Company in 2017 as per article 19/5 of the Capital Market Law;			

13. Informing shareholders on the securities, pledges, mortgage, and guarantees given in favor of third parties in 2016 and the obtained income or benefits as per the regulations of the Capital Market Board;			
14. 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;			
15. Informing the General Assembly on the transactions carried out together with the related parties in 2016 within the scope of the regulations of the Capital Market Board;			
26. 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