

INFORMATION DOCUMENT

FOR THE ORDINARY GENERAL MEETING TO BE HELD ON MAY 02, 2017

The Ordinary General Assembly of our company will be held to discuss the agenda items given below at 14.00 on Thursday, 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 Central Securities Depository of Turkey (Merkezi Kayıt Kuruluşu A.Ş. (MKK)) e-MKK Bilgi Portalı (Information Portal) and enter their information through 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 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.

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.

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 Nominal Shares	Group B Nominal Shares	Total Nominal Shares	Share Rate	Voting Right	% of Voting Right at General Meeting
Korkut ÖZAL*	-	7.500.000	7.500.000	15,75%	7.500.000	8,37%
Abdülkadir Bahattin ÖZAL	1.500.000	5.822.500	7.322.500	15,38%	28.322.500	31,60%
Burak ALTAY	1.500.000	5.949.045	7.449.045	15,65%	28.449.045	31,75%
BB Enerji Yatırım Sanayi ve Ticaret A.Ş.	-	7.500.000	7.500.000	15,75%	7.500.000	8,37%
Free Float at Borsa İstanbul	-	17.828.635	17.828.635	37,46%	17.828.635	19,89%
Total	3.000.000	44.600.180	47.600.180	%100,0	89.600.180	100,00%

*Mr. Korkut Özal 's shares with the amount of TL 7.500.000 at 15.8% due to his death on November 02, 2016 have been issued with joint ownership to Müjgan Özal, Abdulkadir Bahattin Özal, Mustafa Ali Özal, Fatimetüz Zehra Özal, Hafize Ayşegül Özal, Mehmet Fatih Özal, Korkut Enes Özal and Hafize Büşra Özal. The distribution list is as follows;

Shareholders	Nominal Shares (TL)	Share (%)
Müjgan Özal	1.875.000	%3,9390
Fatimetüz Zehra Özal	1.125.000	%2,3634
Hafize Ayşegül Özal	1.125.000	%2,3634
Mustafa Ali Özal	1.125.000	%2,3634
Abdulkadir Bahattin Özal	1.125.000	%2,3634
Mehmet Fatih Özal	375.000	%0,7878
Korkut Enes Özal	375.000	%0,7878
Hafize Büşra Özal	375.000	%0,7878
Total:	7.500.000	%15,7562

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:

No proposal (i.e. request in writing to be included in the meeting agenda) was presented by shareholders for the Ordinary General Meeting of 2016 to Investor Relations Department.

**IFORMATION FOR THE AGENDA ITEMS SUGGESTED FOR DISCUSSION IN THE ORDINARY
GENERAL MEETING TO BE HELD ON MAY 02, 2017**

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 2016 Annual Report prepared by the Board of Directors

In line with the Turkish Commercial Code, Regulations and the Capital Market Law and related regulations, Shareholders will be to informed, and shall approve of the shareholders for the 2016 Annual Report and Corporate Governance Communique Adaptation Report. These reports shall be available for shareholders at the company’s head office, at the Electronic General Meeting Portal of MKK, and company’s website at www.odasenerji.com three weeks before the General Meeting.

4. Reading, discussion and approval of the Independent Audit Report for the 2016 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’s website at 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 2016 Accounting Year

The Balance Sheet, Profit-Loss Statement issued as per Turkish Commercial Code, Regulations and the Capital Market Law and related regulation which are available three weeks before the General Meetings at company head office, the Electronic General Meeting Portal of MKK, and company’s website at www.odasenerji.com shall be read to inform, and ask for approval for the shareholders.

6. Discussion and decision making on the proposal of the Board of Directors on Profit Distribution for the 2016 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 both in the Statutory Account and the 2016 audit report of consolidated financial statements for the accounting term 01.01.2016 – 31.12.2016

The profit distribution table that prepared in line with the Dividend Communiqué II-19 is presented in the attachment 1

7. Individual acquittal of the Board of Directors members for the corporate activities in 2016

It will be presented for approval of the General Assembly to individually acquit the Board of Directors members for the 2016 activities, operations and accounts in line with the Turkish Commercial Code and Related Regulations.

8. 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 Company's 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 Communiqué 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 proposal of the Board of Directors upon suggestion of the Candidate Selection Committee, Mr. Yavuz Baylan / Mr. Salih Erez have been determined as the candidate Independent Members of the Board of Directors.

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

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

The monthly remuneration of the Board of Directors' members for 2017 will be determined in line with the Corporate Remuneration Policy.

10. General Assembly's Approval for the Independent Audit Company suggested by the Board of Directors for auditing the Corporate Financial Statements and Board of Directors' Reports of 2017 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, 2017, 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 2017, which will be presented for approval of the General Assembly.

11. Informing the shareholders for the donations made by the Company in 2016

Donations and grants made in 2016 will be reported to the shareholders during the ordinary general meeting as per Paragraph 6 of the Dividends Communiqué No. II-19.1 of the Capital Market Board.

12. Decision on the limits of donations and grants to be made by the Company in 2017

The General Assembly will determine the maximum limit of donations and grants to be made in 2017 as per Paragraph 6 of the Dividends Communiqué No. II-19.1 of the Capital Market Board.

13. Informing the Shareholders on the securities, pledges, liens and bails given to the third persons in 2016 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, 2016.

14. Informing the Shareholders on the permission for the shareholders holding the management control, the board 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 2016.

As it is possible for the Board 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.

15. Informing the shareholders for the transactions handled with the related parties in 2016 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

16. Wishes and Opinions.

ANNEXES

ANNEX 1: TABLE OF PROFIT DISTRIBUTION

ANNEX 2: CURRICULUM VITAE OF BOARD MEMBERS CANDIDATE AND STATEMENTS OF INDEPENDENT BOARD MEMBERS CANDIDATE

ANNEX 3: POWER OF ATTORNEY

ANNEX 1: TABLE OF PROFIT DISTRIBUTION

ODAŞ ELEKTRİK ÜRETİM SANAYİ ANONİM ŞİRKETİ		
Statement of Profit Distribution for the year 2017		
1. Paid/Issued Capital		47.600.180
2. General Legal Reserve (as per Legal Records)		0
Profit distribution privileges recognized by the main agreement, if any		
	As per CMB	As per Statutory Financials
3.	Profit for the year	(12.255.698) (6.638.372)
4.	Taxes (-)	1.533.359
5.	Net profit for the year (=)	(10.722.339) (6.638.372)
6.	Previous years' losses (-)	
7.	General legal reserve (-)	
8.	DISTRIBUTABLE NET PROFIT OF THE YEAR (=)	(10.722.339) (6.638.372)
9.	General donations made within the year(+)	331.680
10.	Net distributable profit of the year, after adding the donations	(10.390.659)
11.	First dividend to shareholders	
	-Cash	
	-Bonus	
	- Sum	
12.	Dividend distributed to privileged shareholders	
13.	Other distributed profits	
	-To the members of board of directors.	
	-To the employees	
	-To non-shareholder third parties	
14.	Dividend distributed to shareholders of redeemed shares	
15.	Second dividend to shareholders	
16.	Second General legal reserve	
17.	Statuary reserves	
18.	Special reserves	
19.	Reserve for contingencies	
20.	Other proposed distributable resources	

DIVIDEND PAY OUT RATIO				
	GROUP	TOTAL DIVIDEND (TL)	DIS TRIBUTABLE DIVIDEND FOR 1 TL NOMINAL SHARE	
			AMOUNT (TL)	PERCENTAGE (%)
			GROSS	A
	B	-	-	0,00%
	TOTAL		-	
NET	A	-	-	
	B	-	-	
	TOTAL		0,00	

ANNEX 2: CURRICULUM VITAE OF BORAD MEMBER CANDIDATES & STATEMENTS OF INDEPENDENT BOARD MEMBER CANDIATES

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

Mrs. Özal 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 (Independent Board Member Candidate)

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 (Independent Board Member Candidate)

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

05.04.2017

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

- a) ODAŞ Elektrik Üretim ve Ticaret A.Ş.'nin ("ODAŞ Enerji") ilişkili taraflarından biri veya 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 kendim, eşim ve üçüncü 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) Kamu Kurum ve Kuruluşlarında tam zamanlı görev almadığımı,
- e) Gelir Vergisi Kanunu'na göre Türkiye'de yerleşmiş sayıldığımı,
- f) ODAŞ Enerji faaliyetlerine olumlu katkıda bulunabilecek, ortaklar arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,
- g) ODAŞ Enerji'nin faaliyetlerini işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabiliyor olacağımı,
- 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,

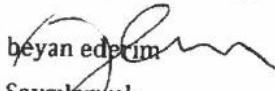
Salih EREZ

BAĞIMSIZLIK BEYANI

Tarih: 05.04.2017

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- a) ODAŞ Elektrik Üretim ve Ticaret A.Ş.'nin ("ODAŞ Enerji") ilişkili taraflarından biri veya 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 kendim, eşim ve üçüncü 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) Kamu Kurum ve Kuruluşlarında tam zamanlı görev almadığımı,
- e) Gelir Vergisi Kanunu'na göre Türkiye'de yerleşmiş sayıldığımı,
- f) ODAŞ Enerji faaliyetlerine olumlu katkıda bulunabilecek, ortaklar arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,
- g) ODAŞ Enerji'nin faaliyetlerini işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabiliyor olacağımı,
- 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

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.

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 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.			

(*) 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