

## INFORMATION DOCUMENT

### FOR THE ORDINARY GENERAL MEETING TO BE HELD ON 24<sup>th</sup> DECEMBER 2020

**The Ordinary General Assembly of our company will be held to discuss the agenda items given below at 14.00 on Thursday, 24 December 2020 at Varyap Meridian 3 Toplu Yapısı Barbaros Mahallesi. Al Zambak Sokak. Varyap Meridian Sitesi, A Blok / No : 2 Kat : 51 Ataşehir / İstanbul**

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.

In order to prevent the spread of the COVID-19 pandemic in Turkey, the Ministry of Trade of the Republic of Turkey announced number of measures to be implemented. Within the framework of the measures announced, it is recommended to enable shareholders to attend the general assembly meetings online, without requiring physical attendance. Should they wish to attend our Ordinary General Assembly Meeting online, instead of physically, the shareholders who wish to join the meeting online, or representatives thereof, are required to fulfil their obligations under the "Regulation on Online General Assemblies of Joint Stock Corporations" published in the Official Gazette no. 28395 dated 28 August 2012, and the "Communiqué on the Online General Assembly System to be Used for Joint Stock Corporation General Assemblies" published in the Official Gazette no. 28396 dated 29 August 2012.

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 2019 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.

**ODAŞ 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.

Shareholders	Group A Shares	Group B Shares	Total	Share Percentage	Voting Right	Voting Right Percentage
Abdülkadir Bahattin ÖZAL	4.277.820	28.920.498,24	33.198.318,24	5,53%	93.087.798	12,93%
Burak ALTAY	4.277.820	88.892.533,14	93.170.353,14	15,53%	153.059.833	21,26%
BB Enerji Yatırım Sanayi ve Ticaret A.Ş.	-	16.979.633,01	16.979.633,01	2,83%	16.979.633	2,36%
Other	-	456.651.695,61	456.651.695,61	76,11%	456.651.696	63,44%
<b>Total</b>	<b>8.555.640</b>	<b>591.444.360,00</b>	<b>600.000.000,00</b>	<b>100,00%</b>	<b>719.778.960</b>	<b>100,00%</b>

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 2019 to Investor Relations Department.

**IFORMATION FOR THE AGENDA ITEMS SUGGESTED FOR DISCUSSION IN THE ORDINARY  
GENERAL MEETING TO BE HELD ON 24 DECEMBER 2020**

**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 2019 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 2019 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](http://www.odasenerji.com) three weeks before the General Meeting.*

**4. Reading, discussion and approval of the Independent Audit Report for the 2019 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](http://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 2019 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](http://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 2019 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 Statutory Account for the accounting term 01.01.2019 – 31.12.2019*

*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 2019**

*It will be presented for approval of the General Assembly to individually acquit the Board of Directors members for the 2019 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. Salih Erez and Mr. Umut Apaydın have been determined as the candidate Independent Members of the Board of Directors. Annex 2 includes the curriculum vitae of the Board of Directors's candidate and statements of independency for independent candidate members.*

#### **9. Determining of the Monthly Remuneration of the Board of Directors' Members**

*The monthly remuneration of the Board of Directors' members for 2020 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 2019 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 on 19 June, 2020, whereupon it was decided to appoint "Eren Independent Auditors and Chartered Financial Advisors, Inc." to audit the corporate financial statements and Board of Directors activity reports for 2020, which will be presented for approval of the General Assembly.*

**11. Approval for the amendment of 6 th clause of Article of Association with regards to increase the registered authorized capital ceiling along with the extension of its validity which was granted both Capital Markets Board and Ministry of Customs and Trade;**

*The amendment to increase the registered authorized capital's upper limit along with the extension of its validity in Clause 6 of Article of Association will be presented for approval of the General Assembly.*

**12. Providing information to the General Assembly about the amendment of the Articles of Association with respect to the change of the Company's Headquarters Address.**

*Information for the change of Company's Headquarter Address along with the amendment of the Article of Association will provided to the General Assembly*

**13. Informing the shareholders for the donations made by the Company in 2019**

*Donations and grants made in 2019 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.*

**14. Decision on the limits of donations and grants to be made by the Company in 2020**

*The General Assembly will determine the maximum limit of donations and grants to be made in 2020 as per Paragraph 6 of the Dividends Communiqué No. II-19.1 of the Capital Market Board.*

**15. Informing the Shareholders on the securities, pledges, liens and bails given to the third persons in 2019 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, 2019.*

**16. Informing shareholders as part of the Capital Market Board Corporate Governance Communiqué's Annex clause 1.3.6.**

*Shareholders will be informed if any action was taken as part of the Capital Market Board Corporate Governance Communiqué's Annex clause 1.3.6.*

**17. Informing the shareholders for the transactions handled with the related parties in 2018 within the framework of the regulations of the Capital Market Board.**

*The General Assembly will be informed if any transactions handled in 2019 with the related parties within the framework of the Capital Market Board's regulations.*

**18. Authorizing the Board of the Directors as part of the articles 395 and 396 of Turkish Commercial Code;**

*The authorization of the Board of Directors as part of the articles 395 and 396 of Turkish Commercial Code will be presented for approval of the General Assembly.*

**19. Wishes and Opinions.**

**ANNEXES**

**ANNEX 1: TABLE OF PROFIT DISTRIBUTION**

<b>ODAŞ ELEKTRİK ÜRETİM SANAYİ ANONİM ŞİRKETİ</b>			
<b>Statement of Profit Distribution for the year 2019</b>			
<b>1. Paid/Issued Capital</b>			<b>294.742.951</b>
<b>2. General Legal Reserve (as per Legal Records)</b>			<b>0</b>
<b>Profit distribution privileges recognized by the main agreement, if any</b>			
		<b>As per CMB</b>	<b>As per Statutory Financials</b>
<b>3.</b>	<b>Profit for the year</b>	(231.126.727)	(8.611.712)
<b>4.</b>	<b>Taxes (-)</b>	15.933.910	
<b>5.</b>	<b>Net profit for the year (=)</b>	(215.192.817)	(8.611.712)
<b>6.</b>	<b>Previous years' losses (-)</b>		
<b>7.</b>	<b>General legal reserve (-)</b>		
<b>8.</b>	<b>DISTRIBUTABLE NET PROFIT OF THE YEAR (=)</b>	(215.192.817)	(8.611.712)
<b>9.</b>	<b>General donations made within the year(+)</b>	430.901	
<b>10.</b>	<b>Net distributable profit of the year, after adding the donations</b>	(214.761.916)	
<b>11.</b>	<b>First dividend to shareholders</b>		
	-Cash		
	-Bonus		
	-Sum		
<b>12.</b>	<b>Dividend distributed to privileged shareholders</b>		
<b>13.</b>	<b>Other distributed profits</b>		
	-To the members of board of directors,		
	-To the employees		
	-To non-shareholder third parties		
<b>14.</b>	<b>Dividend distributed to shareholders of redeemed shares</b>		
<b>15.</b>	<b>Second dividend to shareholders</b>		
<b>16.</b>	<b>Second General legal reserve</b>		
<b>17.</b>	<b>Statuary reserves</b>		
<b>18.</b>	<b>Special reserves</b>		
<b>19.</b>	<b>Reserve for contingencies</b>		
<b>20.</b>	<b>Other proposed distributable resources</b>		

DIVIDEND PAY OUT RATIO				
	GROUP	TOTAL DIVIDEND (TL)	DISTRIBUTABLE DIVIDEND FOR 1 TL NOMINAL SHARE	
			AMOUNT (TL)	PERCENTAGE (%)
GROSS	A	-	-	0,00%
	B	-	-	0,00%
	<b>TOTAL</b>		-	
NET	A	-	-	
	B	-	-	
	<b>TOTAL</b>		0,00	

## **ANNEX 2: CIRRICULUM 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.

### **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. Umut Apaydın (Independent Board Member Candidate)**

Mr. Apaydın completed his double major in Mechanical Engineering and Business Administration at the Darmstadt Institute of Technology in Germany in 1998. Immediately following his graduation, he began his career as a Debt Markets Analyst in the New York office of JP Morgan Securities between 1998 and 2009 and continued to work there as a Partner and Vice President for Private Equity, Structured Credit Products and Alternative Investments.

Mr. Apaydın continued his career as General Manager of Investor Relations and Marketing at Sunrise Securities in 2009, where he was involved in the establishment of the MLP Fund, a private equity fund. From 2009 to 2012, he was Global Marketing and Investor Relations Director at the capital investment and advisory firm Indicus Advisors LP. Mr. Apaydın continued his career at Koç Holding between 2012 and 2016, where he was actively involved in strategic planning, mergers and acquisitions in the Tourism, Food and Retail arms of the group. From 2014 to 2016, he was Business Development Director at Setur A.Ş., Koç Group's tourism venture.

From 2016 to 2019, he served as Senior Director for Financial Services and Insurance Services in international product management, international business development, and global sales and portfolio management for the American and Canadian markets at Brightstar Corp. Mr. Apaydın continued his career as a Financial Advisor at Prudential Advisors Miami in 2019 and at Mass Mutual Miami in 2020. He is fluent in German, French, Italian, English and has advanced knowledge of Spanish.

### **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.

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



## STATEMENTS OF INDEPENDENCE FOR INDEPENDENT BOARD MEMBER CANDIDATES

### BAĞIMSIZLIK BEYANI

Tarih: 04.12.2020

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) ODAŞ Elektrik Üretim ve Ticaret A.Ş.'nin ("ODAŞ Enerji") 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 kurulmamış olduğunu,
- b) Son beş yıl içerisinde, başta şirketin denetimi (vergî denetimi, kanuni denetim, iç denetim de dâhil), 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 çalışan 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) Bağlı olunan mevzuata uygun olmak şartıyla, üniversite öğretim üyeliği hariç, Kamu Kurum ve Kuruluşlarında tam zamanlı çalışmadığımı/çalışmayacağımı,
- e) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu'na göre Türkiye'de yerleşik olduğumu,
- f) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığını 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 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,  
Umud Apaydın



## STATEMENTS OF INDEPENDENCE FOR INDEPENDENT BOARD MEMBER CANDIDATES

### BAĞIMSIZLIK BEYANI

Tarih: 15.12.2020

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) ODAŞ Elektrik Üretim ve Ticaret A.Ş.'nin ("ODAŞ Enerji") 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 hisimlari 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 kurulmamış olduğunu,
- 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 çalışan 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) Bağlı olunan mevzuata uygun olmak şartıyla, üniversite öğretim üyeliği hariç, Kamu Kurum ve Kuruluşlarında tam zamanlı çalışmadığımı/çalışmayacağımı,
- e) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu'na göre Türkiye'de yerleşik olduğumu,
- f) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığını 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 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

### ANNEX-3: 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 2019 to be held at 14.00 on Thursday, 24 December 2020 at Varyap Meridian 3 Toplu Yapısı Barbaros Mahallesi. Al Zambak Sokak. Varyap Meridian Sitesi, A Blok / No : 2 Kat : 51 Ataşehir / 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 2018 prepared by the Company's Board of Directors;			
4. Reading of the Independent Audit Report related to the accounting period of the year 2019;			

5. Reading, discussion, and voting of the Balance Sheet and the Income Statement related to the accounting period of the year 2019;			
6. Discussion and finalization of the Board of Directors proposal related to the company's dividend distribution for the year 2019;			
7. Acquittal of the members of the Board of Directors individually from the Company activities in 2019;			
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 2020 as per the regulations of the Turkish Trade Law and the Capital Market Board;			
11. Approval for the amendment of 6 th clause of Article of Association with regards to increase the registered authorized capital ceiling along with the extension of its validity which was granted both Capital Markets Board and Ministry of Customs and Trade;			
12. Providing information to the General Assembly about the amendment of the Articles of Association with respect to the change of the Company's Headquarters Address.			
13. Informing shareholders for donations made by the Company in 2019;			
14. Determining the limit of donations and aids to be made by our Company in 2020 as per article 19/5 of the Capital Market Law;			
15. Informing the Shareholders on the securities, pledges, liens and bails given to the third persons in 2019 as per the respective regulations of the Capital Market Board, and the consequent incomes and benefits;			
16. Informing shareholders as part of the Capital Market Board Corporate Governance Communiqué's Annex clause 1.3.6.			

17. Informing the General Assembly on the transactions carried out together with the related parties in 2019 within the scope of the regulations of the Capital Market Board;			
18. Authorizing the Board of the Directors as part of the articles of 395 and 396 of Turkish Commercial Code;			
19. 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

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

