



ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

INVITATION LETTER FOR THE

2022 ORDINARY GENERAL MEETING DATED 20.12.2023

The Ordinary General Meeting of our company will be held to discuss the agenda items given below at 11:30 on Wednesday, 20 December 2023 at Nidakule Kuzey Ataşehir Barbaros Mahallesi Begonya Sokak No:3 B3 katı 34746 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.

Our shareholders who wish to participate in the General Meeting 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.

The detailed Information Document that comprises of the Board of Directors' Annual Report, Auditor's Report, Financial Statements for the year 2022 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.

ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

**ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.
2022 ORDINARY GENERAL MEETING AGENDA**

1. Opening and Election of the Meeting Chairman
2. Authorization of the Meeting Board to Sign the Minutes of Meeting
3. Reading, discussion and approval of the 2022 Annual Report prepared by the Board of Directors
4. Reading, discussion and approval of the Independent Audit Report for the 2022 Accounting Year
5. Reading, discussion and approval of the Balance Sheet and Profit-Loss Statement for the 2022 Accounting Year
6. Discussing and deciding on the Board of Directors' proposal regarding the company's profit distribution for 2022
7. Making a decision on the acquittal of the Board of Directors members individually for the Company activities in 2022
8. Election of the Board of Directors Members and Determination Their Term of Office
9. Determination of Monthly Remunerations of Board of Directors Members
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 2023 in accordance with the Turkish Commercial Code and the Capital Market Board Regulations
11. Informing the shareholders for the donations made by the Company in 2022
12. Decision on the limits of donations and grants to be made by the Company in 2023
13. Informing the Shareholders on the securities, pledges, liens and bails given to the third persons in 2022 as per the respective regulations of the Capital Market Board, and the consequent incomes and benefits
14. Informing shareholders as part of the Capital Market Board Corporate Governance Communiqué's Annex clause 1.3.6.
15. Informing the shareholders for the transactions handled with the related parties in 2022 within the framework of the regulations of the Capital Market Board
16. Authorizing the Board of the Directors as part of the articles 395 and 396 of Turkish Commercial Code
17. Wishes and Opinion

POWER OF ATTORNEY
ODAŞ ELEKTRİK ÜRETİM SANAYİ TİCARET A.Ş.

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 2022 to be held at 11.30 on Wednesday, 20 December 2023 at Nidakule Kuzey Ataşehir Barbaros Mahallesi Begonya Sokak No:3 B3 katı 34746 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.

	Meeting Agenda	Accept	Reject	Dissenting Opinion
1	Opening and Election of the Meeting Chairman			
2	Authorization of the Meeting Board to Sign the Minutes of Meeting			
3	Reading, discussion and approval of the 2022 Annual Report prepared by the Board of Directors			
4	Reading, discussion and approval of the Independent Audit Report for the 2022 Accounting Year			

Meeting Agenda		Accept	Reject	Dissenting Opinion
5	Reading, discussion and approval of the Balance Sheet and Profit-Loss Statement for the 2022 Accounting,			
6	Discussing and deciding on the Board of Directors' proposal regarding the company's profit distribution for 2022			
7	Making a decision on the acquittal of the Board of Directors members individually for the Company activities in 2022			
8	Election of the Board of Directors Members and Determination Their Term of Office			
9	Determination of Monthly Remunerations of Board of Directors Members			
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 2023 in accordance with the Turkish Commercial Code and the Capital Market Board Regulations,			
11	Informing the shareholders for the donations made by the Company in 2022,			
12	Decision on the limits of donations and grants to be made by the Company in 2023,			
13	Informing the Shareholders on the securities, pledges, liens and bails given to the third persons in 2022 as per the respective regulations of the Capital Market Board, and the consequent incomes and benefits,			
14	Informing shareholders as part of the Capital Market Board Corporate Governance Communiqué's Annex clause 1.3.6.,			
15	Informing the shareholders for the transactions handled with the related parties in 2022 within the framework of the regulations of the Capital Market,			
16	Authorizing the Board of the Directors as part of the articles 395 and 396 of Turkish Commercial Code,			
17	Wishes and opinion.			

(*) 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.

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:
- d) Whether the vote is privileged:
- e) Whether they are bearer or registered shares:*
- f) 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:

