



Çates Elektrik Üretim A.Ş.  
Santraller Mevkii Tayfun Açı Cd. Çatalağzı/Zonguldak

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Fatura adresi: Şahinler Mah. Şahinler Küme Evler  
Yatağan Termik San.No:259 İç Kapi No :1  
Yatağan/Muğla

**FROM ÇATES ELEKTRİK ÜRETİM ANONİM ŞİRKETİ  
THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS,  
INVITATION TO 2023 ORDINARY GENERAL ASSEMBLY  
MEETING TO BE HELD ON 11 JUNE 2024**

Pursuant to the decision of our Board of Directors dated 15.05.2024 and numbered 2024/16, the Ordinary General Assembly Meeting of our Company for the year 2023 will be held on Tuesday, June 11, 2024, at 10:00 a.m., at the address Adalet Mahallesi, Hasan Gönüllü Bulvarı No.15/1 Merkezefendi **DENİZLİ**, in order to discuss and resolve the issues written in the agenda (**ANNEX-1**) below, pursuant to subparagraph c of Article 15 of the Company's Articles of Association.

Regarding the matters to be discussed at the Ordinary General Assembly Meeting of our Company for the year 2023, the agenda of the general assembly meeting, the annual report and loyalty report for the year 2023, the independent audit report, the principles regarding related party transactions, the statement of financial position, profit and loss account for the year 2023, the Company's General Assembly Internal Directive, and the detailed Information Document and its annexes containing the necessary explanations for compliance with the Capital Markets Board regulations and the agenda items herein and the Capital Markets Board regulations shall be submitted three weeks prior to the meeting within the legal period at the Company's head office address, Şahinler Mah. Şahinler Küme Evler Yatağan Termik San. No. 259 İç Kapi No :1 Yatağan Muğla address, the Company's corporate website [www.cates.com.tr](http://www.cates.com.tr) and the Electronic General Assembly System ("**e-GKS**") provided by Merkezi Kayıt Kuruluşu A.Ş. ("**MKK**") will be made available for the review of our esteemed shareholders.

Pursuant to Article 30 of the Capital Markets Law, our Company's Board of Directors prepares the list of attendees based on the list of shareholders provided by the MKK, and only the shareholders whose names appear on the list may attend the General Assembly. Pursuant to Article 415 of the Turkish Commercial Code, shareholders whose names appear on the list of attendees prepared by the Board of Directors may attend the General Assembly meeting. The preparation of the list of attendees is based on the "Shareholders List" provided by the Central Registry Agency as of 23:59 one day before the date of the general assembly meeting for dematerialized shares. The shareholders in this list may attend the general assembly meeting to be held at the above-mentioned address in person or through their representatives or, if they wish, they may attend the general assembly meeting electronically in person or through their representatives by using their secure electronic signatures via "e-GKS".

Shareholders may authorize their representatives by using the "e-GKS" or they may have their representatives represent them at the meeting by filling out the following proxy form (**Annex-2**) or the proxy form that can be obtained from our Company Headquarters and our Company's corporate website [www.cates.com.tr](http://www.cates.com.tr) and attaching their notarized power of attorney or notarized signature circulars to the proxy form bearing their own signatures within the framework of the provisions of the Capital Markets Board Communiqué No. II-30.1 "Communiqué on Voting by Proxy and Proxy Solicitation".

General Assembly Meeting to be held physically may be participated by signing;

- Identity cards for real person shareholders,



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- Identities of the persons authorized to represent and bind the legal entity and their authorization documents for legal entity shareholders,
- Identity documents and representative documents for representatives of real and legal persons,
- ID cards and the list of those present for representatives authorized through the "e-GKS" system.

Shareholders or their representatives who wish to attend the meeting electronically must fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies to be held electronically" published in the Official Gazette dated August 28, 2012 and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be applied in the General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 and numbered 28396. Otherwise, it will not be possible for them to participate in the meeting.

Our shareholders who will attend the General Assembly electronically via e-GKS are kindly requested to obtain information about the procedures and principles regarding participation, appointment of representatives, making proposals, expressing opinions and voting from the website of "MKK" at [www.mkk.com.tr](http://www.mkk.com.tr).

In the Ordinary General Assembly Meeting, open voting method shall be used by raising hands, without prejudice to the provisions on voting electronically regarding the voting of the Agenda Items.

Pursuant to the Law No. 6698 on the Protection of Personal Data, detailed information on the processing of your personal data by our Company can be found in the "Personal Data Protection Policy" shared with the public on our corporate website [www.cates.com.tr](http://www.cates.com.tr).

Pursuant to the Capital Markets Law, for registered shares that are traded on the stock exchange, the Shareholders will not be notified by registered letter.

It is submitted for the information of esteemed Shareholders.



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## ANNEX -1

### AGENDA FOR 2023 ORDINARY GENERAL ASSEMBLY

#### MEETING of ÇATES ELEKTRİK ÜRETİM ANONİM

#### ŞİRKETİ TO BE HELD ON 11 JUNE 2024 AT 10:00 A.M.

1. Opening and election of the Meeting Chairmanship and authorization of the Meeting Chairmanship to sign the minutes of the meeting,
2. Reading, discussion and approval of the Annual Report for 2023 prepared by the Company's Board of Directors,
3. Reading, discussion and approval of the 2023 Commitment Report prepared by the Company's Board of Directors,
4. Reading the 2023 Independent Audit Report for the fiscal year 2023,
5. Reading, discussion and approval of the Financial Statements for the fiscal year 2023,
6. Resolution on the proposal of the Company's Board of Directors regarding the profit/loss for the fiscal year 2023,
7. Information on transactions with related parties realized in 2023,
8. Election of the Independent Auditor for the 2024 Activity Period,
9. Discussing and resolving the issue of discharging the members of the Board of Directors separately for the 2023 accounting period,
10. Election of a member of the Board of Directors due to the expiration of the term of office of the Board of Directors on 28.05.2024,
11. Giving information about the transactions of the persons specified in principle 1.3.6 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board in 2023,
12. Pursuant to Articles 1.3.10, 16.1, 4.6.2 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, reading and discussion of the "Dividend Distribution Policy", "Donation and Aid Policy" and "Remuneration Policy" adopted by the Board of Directors' resolution dated 15.02.2023 and numbered 2023/13,
13. Granting permission to the members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code,
14. Giving information about and approval of the payments made to the Members of the Board of Directors and Senior Executives,



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15. Determining the remuneration of the members of the Board of Directors and their rights such as attendance fees, bonuses and premiums,
16. 2023 Information on donations and grants made during the activity period,
17. Discussing and deciding on the upper limit for donations and aids to be made in 2024,
18. Pursuant to the regulations of the Capital Markets Board, informing about the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained by the Company during the operating period of 2023,
19. Providing information about the amendment of Article 6 titled "Capital" of the Articles of Association within the scope of the capital increase realized with the decision of the Board of Directors of the Company dated 07.12.2023 and numbered 2023/52,
20. Reading and approval of the revised version of the General Assembly Internal Directive on the Working Principles and Procedures of the Company's General Assembly, which was approved at the General Assembly Meeting held on 25.12.2015, in accordance with the requirements of the Capital Markets Legislation,
21. Wishes, requests and closure.



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## ANNEX 2

### POWER OF ATTORNEY

I hereby appoint \_\_\_\_\_, who is introduced in detail below, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the necessary documents in line with the views I have expressed below at the Ordinary General Assembly Meeting of Çates Elektrik Üretim A.Ş. for the year 2023 to be held on Tuesday, June 11, 2024, at 10:00 a.m. at Adalet Mahallesi Hasan Gönüllü Bulvarı No.15/1 Merkezefendi **Denizli**.

Proxy (\*);

Name Surname/Trade Name:

TR Identity Number/Tax Number, Trade Registry and Number and MERSIS number:

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

#### A) SCOPE OF THE AUTHORIZATION OF REPRESENTATION

The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.

1. About the Matters on the Agenda of the General Assembly;

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy is authorized to vote in line with the recommendations of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

#### Instructions:

**In the event that option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options (acceptance or rejection) given opposite the relevant general assembly agenda item and, if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the general assembly meeting.**



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| Agenda Items (*)                                                                                                                                                                                                                                                                                                             | Acceptance | Rejection | Dissenting Note |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|-----------------|
| 1. Opening and election of the Meeting Chairmanship and authorization of the Meeting Chairmanship to sign the minutes of the meeting,                                                                                                                                                                                        |            |           |                 |
| 2. Reading, discussion and approval of the Annual Report for 2023 prepared by the Company's Board of Directors,                                                                                                                                                                                                              |            |           |                 |
| 3. Reading, discussion and approval of the 2023 Commitment Report prepared by the Company's Board of Directors,                                                                                                                                                                                                              |            |           |                 |
| 4. Reading the 2023 Independent Audit Report for the fiscal year 2023,                                                                                                                                                                                                                                                       |            |           |                 |
| 5. Reading, discussion and approval of the Financial Statements for the fiscal year 2023,                                                                                                                                                                                                                                    |            |           |                 |
| 6. Resolution on the proposal of the Company's Board of Directors regarding the profit/loss for the fiscal year 2023,                                                                                                                                                                                                        |            |           |                 |
| 7. Information on transactions with related parties realized in 2023,                                                                                                                                                                                                                                                        |            |           |                 |
| 8. Election of the Independent Auditor for the 2024 Activity Period,                                                                                                                                                                                                                                                         |            |           |                 |
| 9. Discussing and resolving the issue of discharging the members of the Board of Directors separately for the 2023 accounting period,                                                                                                                                                                                        |            |           |                 |
| 10. Election of a member of the Board of Directors due to the expiration of the term of office of the Board of Directors on 28.05.2024,                                                                                                                                                                                      |            |           |                 |
| 11. Providing information on the transactions of the persons specified in principle 1.3.6 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board in 2023,                                                                                       |            |           |                 |
| 12. Pursuant to Articles 1.3.10, 16.1, 4.6.2 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, reading and discussion of the "Dividend Distribution Policy", "Donation and Aid Policy", "Remuneration Policy" adopted by the Board of Directors' resolution dated 15.02.2023 and numbered 2023/13, |            |           |                 |



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|                                                                                                                                                                                                                                                                                                                       |  |  |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
|                                                                                                                                                                                                                                                                                                                       |  |  |  |
| 13. Granting permission to the members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code,                                                                                                                                                                         |  |  |  |
| 14. Giving information about and approval of the payments made to the Members of the Board of Directors and Senior Executives,                                                                                                                                                                                        |  |  |  |
| 15. Determining the remuneration of the members of the Board of Directors and their rights such as attendance fees, bonuses and premiums,                                                                                                                                                                             |  |  |  |
| 16. Information on donations and grants made during the activity period 2023,                                                                                                                                                                                                                                         |  |  |  |
| 17. Discussing and deciding on the upper limit for donations and aids to be made in 2024,                                                                                                                                                                                                                             |  |  |  |
| 18. Pursuant to the regulations of the Capital Markets Board, informing about the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained by the Company during the activity period of 2023,                                                                  |  |  |  |
| 19. Providing information on the amendment of Article 6 titled "Capital" of the Articles of Association within the scope of the capital increase realized with the decision of the Board of Directors of the Company dated 07.12.2023 and numbered 2023/52,                                                           |  |  |  |
| 20. Reading and approval of the revised version of the General Assembly Internal Directive on the Working Principles and Procedures of the Company's General Assembly, which was approved at the General Assembly Meeting held on 25.12.2015, in accordance with the requirements of the Capital Markets Legislation, |  |  |  |
| 21. Wishes, requests and closure.                                                                                                                                                                                                                                                                                     |  |  |  |

**(\*) The items on the General Assembly agenda are listed one by one. If the minority has a separate draft resolution, this is also stated separately to ensure proxy voting.**

2. Special instruction on other matters that may arise at the General Assembly meeting and in particular on the exercise of minority rights:

- The proxy is authorized to vote in line with his/her own opinion.
- The attorney is not authorized to represent in these matters.
- The proxy is authorized to vote in accordance with the following special instructions.



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SPECIAL INSTRUCTIONS; (Special instructions to be given by the shareholder to the proxy, if any, shall be specified here.)

**B) The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.**

**1. I approve the representation of my shares detailed below by proxy.**

a) Order and series:\*

b) Number/Group:\*\*

c) Quantity-Nominal value:

ç) Whether it has voting privileges:

d) Bearer-Registered: \*

e) Proportion of total shares/voting rights held by the shareholder:

\*This information is not requested for dematerialized shares.

\*\*For dematerialized shares, information regarding the group, if any, will be given instead of the number.

**2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the General Assembly prepared by Merkezi Kayıt Kuruluşu A.Ş. one day before the General Assembly.**

**FULL NAME or TITLE OF SHAREHOLDER (\*)**

TR Identity No/Tax No, Trade Registry and Number and MERSIS number:

Address:

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