

GALATA WIND ENERJİ A.Ş.
INFORMATION DOCUMENT
REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING
ON MARCH 29, 2023 TO REVIEW THE ACTIVITIES
IN THE 2022 ACCOUNTING PERIOD

The Company's Ordinary General Assembly will convene at 10.00 am on Wednesday, March 29, 2023 at the Company headquarters at Burhaniye Mahallesi, Kısıklı Caddesi, No:65 34676 Üsküdar/İstanbul to discuss and resolve on the agenda items.

The Annual Report of the Board of Directors, Financial Statements and Notes (collectively "Financial Report") for the accounting period of January 1, 2022 – December 31, 2022, the Independent Audit Firm's Opinion, Board of Directors' Dividend Distribution proposal, Corporate Governance Principles Compliance Report, information regarding the independent Board member nominees, General Assembly Information Document, General Assembly Meeting Participation Procedure and Power of Attorney Form, and the documents containing the necessary explanations as required by the CMB's Corporate Governance Communiqué No. II-17.1 will be made available three weeks before the meeting at the Company Headquarters, on the corporate website at www.galatawindenerji.com, and on e-GKS for our shareholders to review.

1. PROCEDURE FOR PARTICIPATION IN THE GENERAL ASSEMBLY

The shareholders may attend the meeting in person and cast their votes in accordance with the provisions of article 1527 of the Turkish Commercial Code No. 6102 ("TCC") or electronically via the Central Registry Agency A.Ş. ("MKK")'s Electronic General Assembly System ("e-GKS"). The shareholders or their representatives who wish to attend the Ordinary General Assembly Meeting electronically are required to hold an Electronic Signature Certificate.

Shareholders with "electronic signatures" who wish to attend the Ordinary General Assembly Meeting electronically are required to complete the procedures in accordance with the provisions of the "Regulation on the General Assembly Meetings of Joint Stock Companies by Electronic Means" published in the Official Gazette no. 28395 on August 28, 2012 and the "Communiqué on Electronic General Assembly Meeting System Applicable to General Assembly Meetings of Joint Stock Companies" published in the Official Gazette no. 28396 on August 29, 2012. Shareholders that do not meet these conditions will not be able to attend the General Assembly Meeting electronically. Shareholders may obtain more information on participation in the general assembly electronically from MKK and/or on MKK's Corporate Website at www.mkk.com.tr.

Pursuant to paragraph 4, article 415 of the Turkish Commercial Code no. 6102 and paragraph 1, article 30 of the Capital Markets Law ("CML"), the right to attend and vote in the general assembly is not subject to the condition of depositing the shares. Accordingly, shareholders wish to attend the Ordinary General Assembly Meeting will not be required to have their shares blocked.

Shareholders who wish to attend the Ordinary General Assembly Meeting are required to complete the procedures announced by MKK. Shareholders whose names are included in the attendance list prepared in accordance with the "shareholders list" provided by MKK may attend the Ordinary General Assembly Meeting. This list will be used to check whether the individuals who are present in the conference room to attend the Ordinary General Assembly Meeting are shareholders or representatives.

Shareholders who are unable to attend the meeting in person but intend to vote by proxy, without prejudice to the rights and obligations of those participating electronically via the Electronic General Assembly System, are required to provide a power of attorney in the attached format and meet the other conditions specified in the Capital Markets Board's ("CMB") "Communiqué on Voting by Proxy and Collecting Powers of Attorney by Invitation" No. II-30.1, which entered into effect upon

publishing in the Official Gazette No. 28861 on December 24, 2013, and submit the documents with a notarized signature to the Company. A sample Power of Attorney may be obtained from the Company's Headquarters or the corporate website at www.galatawindenerji.com. If the authorization is given via e-GKS, the full name of the proxy (representative) should be included in the list obtained from MKK. If the authorization is not given via e-GKS, a legally issued power of attorney should be submitted. A proxy appointed electronically via e-GKS is not required to submit a power of attorney. Powers of attorney that do not conform to the requirements of CMB's Communiqué II-30.1 and the attached sample will not be accepted as valid due to our legal obligations.

The Ordinary General Assembly Meeting will be open to stakeholders and the public without the right to speak.

During the Ordinary General Assembly Meeting, an open ballot system will be used by a show of hands, without prejudice to the electronic voting provisions regarding the voting of the agenda items.

Pursuant to the Personal Data Protection Law No. 6698, more information on the processing of personal data by the Company is provided in the Personal Data Protection and Processing Policy, publicly disclosed on the corporate website at: www.galatawindenerji.com.tr.

Pursuant to the Capital Markets Law, no further notices will be served to the shareholders by registered mail for the registered shares traded on the stock exchange.

2. ADDITIONAL EXPLANATIONS PER CMB REGULATIONS

The additional explanations required per the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, further details about the agenda items are provided under the respective items and other mandatory general explanations are presented to the shareholders in this section.

2.1. Shareholding Structure and Voting Rights

The Company's Shareholding Structure:

Shareholder's Title/Full Name	Share in Capital (Turkish Lira)	Share in Capital (%)
Doğan Şirketler Grubu Holding A.Ş.	374,354,017.65	70.00
Free Floating Shares in Borsa İstanbul A.Ş.	160,437,440	30.00
TOTAL	534,791,457.65	100.00

Total Number of Shares Reflecting the Company's Shareholding Structure:

53,479,145,765 shares

Total Voting Rights Reflecting the Company's Shareholding Structure:

53,479,145,765 votes

Privileged Shares:

NONE.

2.2. Changes to the Management and Operations that Will Materially Impact the Activities of the Company' and its Subsidiaries

Galata Wind has reviewed its management processes and policies in 2022 in light of the sustainability principles, which lie at the core of its activities, and started to work on integrating sustainability into all its processes in accordance with international standards. Information on this topic will be presented to the shareholders during the discussion of item 20 on the general assembly agenda.

There have been no management and operational changes in the Company and its subsidiaries within the previous accounting period or planned for the future accounting periods that could materially impact the activities of the Company. Material event disclosures published in accordance with applicable legislation can be found at <http://www.kap.gov.tr/>.

2.3. If the dismissal, replacement or election of Board members is on the agenda of the general assembly meeting, information should be provided about the reasons for dismissal and replacement of the individuals, and regarding the independent Board memberships, the nominees' résumés, the jobs they have held in the last ten years and their reasons for leaving, the nature and materiality of their relationship with the company and related parties, whether they meet the independence criteria, and matters that could impact the company's activities if they are elected as independent Board members.

The general assembly meeting agenda includes an item on the election of members to the Board of Directors. No dismissal or replacement of Board members has taken place within the accounting period. The résumés of the independent Board members are provided in ANNEX/2.

2.4. Information on Shareholders' Requests to Add an Item to the Agenda

Information on the requests of the shareholders, submitted in writing to the Investor Relations Department regarding the inclusion of an item on the agenda, and the requests refused by the Board of Directors, together with the reason for refusal, when this is the case is presented below:

No written requests were submitted within the reporting period by the shareholders to the Investor Relations Department to add an item to the agenda of the Ordinary General Assembly Meeting, where the activities of the 2022 accounting period will be reviewed.

3. GENERAL ASSEMBLY AGENDA AND EXPLANATIONS REGARDING AGENDA ITEMS

Items on the agenda of the General Assembly are explained below.

AGENDA

- 1.** Opening, forming the Chairmanship to preside over the meeting, and authorizing the meeting chairmanship to sign the Minutes of the Meeting.

Justification: The Chair and the committee (Meeting Chairmanship) to preside over the General Assembly will be elected pursuant to the provisions of the Turkish Commercial Code ("TCC") and the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Regulation on the Representatives of the Ministry of Customs and Trade to Attend These Meetings ("Regulation"). The General Assembly will authorize the Meeting Chairmanship to sign the minutes of the general assembly meeting.

2. Reading out, discussing and submitting for approval the Annual Report of the Board of Directors for the accounting period of January 1, 2022 – December 31, 2022.

Justification: Pursuant to the provisions of the TCC and the Regulation, the Board of Directors' Annual Report for the accounting period of January 1, 2022 – December 31, 2022 will be read out at the General Assembly, opened for deliberations and submitted for approval (The relevant documents can be obtained from the Company Headquarters or via the corporate website at www.galatawindenerji.com, Public Disclosure Platform ("KAP") (www.kap.org.tr) and Central Registry Agency's ("MKK") Electronic General Assembly System ("e-GKS")).

3. Reading out the Summary Independent Audit Report for the accounting period of January 1, 2022 – December 31, 2022, without voting and resolution at the General Assembly.

Justification: Pursuant to the provisions of the TCC and the Regulation, the Independent Auditors' for the accounting period of January 1, 2022 – December 31, 2022 will be read out at the General Assembly (The relevant documents can be obtained from the Company Headquarters or via the corporate website at www.galatawindenerji.com, KAP (www.kap.org.tr), and MKK's e-GKS").

4. Reading out, discussing and submitting for approval the Financial Statements for the accounting period of January 1, 2022 – December 31, 2022.

Justification: Pursuant to the provisions of the TCC and the Regulation, the Financial Statements for the accounting period of January 1, 2022 – December 31, 2022 will be read out at the General Assembly, opened for deliberations and submitted for approval (The relevant documents can be obtained from the Company Headquarters or via the corporate website at www.galatawindenerji.com, KAP (www.kap.org.tr), and MKK's e-GKS").

5. Releasing each member of the Board of Directors and senior executives individually for their activities, transactions and accounts for the accounting period of January 1, 2022 – December 31, 2022.

Justification: Pursuant to the provisions of the TCC and the Regulation, the release of each member of the Board of Directors and senior executives individually for their activities, transactions and accounts for the accounting period of January 1, 2022 – December 31, 2022 will be submitted to the General Assembly for approval.

6. Reading out, discussing and submitting for approval the Board of Directors' dividend distribution proposal for the accounting period of January 1, 2022 – December 31, 2022.

Justification: The Board of Directors' Resolution No. 2023/04 dated February 21, 2023

Following the discussions, the Board of Directors has ascertained that:

In consideration of the relevant provisions of the Turkish Commercial Code ("TCC"), Capital Markets Legislation and Capital Markets Board ("CMB") Regulations, Corporate Tax Code, Income Tax Code and other applicable laws and regulations, the Company's Articles of Association, and the Company's Dividend Distribution Policy,

- According to the Consolidated Financial Statements for the accounting period from 01.01.2022 to 31.12.2022, prepared by the company and independently audited within the scope of the Capital Markets Board's (CMB) "Communiqué on Principles of Financial Reporting in Capital Markets" ("Communiqué") II.14.1 and in compliance with Turkish Accounting Standards ("TAS") and Turkish Financial Reporting Standards ("TFRS") promulgated by the Public Oversight, Accounting and Auditing Standards Authority of Turkey ("POA"), in the formats determined by POA; a "Net Period Profit" of TL 1,043,955,935.00 has been calculated by taking into account

“Deferred Tax Income” and “Tax Expense for the Period” and a “Net Distributable Period Profit” of TL 1,030,459,739.92 has been calculated for the period from 01.01.2022 to 31.12.2022 after setting aside 19,243,701.08, calculated according to Article 519 Sub-article (1) of TCC, as “General Legal Reserves” and adding TL 5,747,506.00, the amount of “Donations made in 2022;

- Within the scope of Tax Legislation and according to the Statutory Accounting Records kept in compliance with the Uniform Chart of Accounts, promulgated by the Turkish Ministry of Finance (with the “General Communiqué on Accounting System Implementation”), a “Net Period Profit” of TL 384,874,021.54 has been calculated for the period from 01.01.2022 to 31.12.2022 after setting aside “Tax Expense for the Period” and a “Net Distributable Period Profit” of TL 365,630,320.46 has been calculated after setting aside TL 19,243,701.07, calculated according to Article 519 Sub-article (1) of TCC, as “General Legal Reserves”.

Accordingly, members of the Board of Directors present in this meeting have unanimously resolved to present the following decisions to the General Assembly for approval:

- To take the Legal Accounting Records for the fiscal year from 01.01.2022 to 31.12.2022 as basis for profit distribution,
- To distribute a First Dividend of TL 26,739,572.88, which corresponds to 5% of the issued capital, of the “Net Distributable Period Profit” of TL 365,630,320.46 for the year 2022, as shown in the Statutory Accounting Records,
- To distribute a Second Dividend of TL 248,260,427.12, by taking the full net distributable period profit as basis for distribution after setting aside the “General Legal Reserves” in the amount of TL 30,808,249.78 pursuant to Article 519 Sub-article 2 Paragraph (c) of TCC,
- In compliance with Merkezi Kayıt Kuruluşu A.Ş.’s “fraction” rules in effect on the date profit share distribution starts, to distribute in cash a profit share of total gross TL 275,000,000.00, which corresponds to 51.42% of the “Issued Capital,” and net TL 247,500,000.00, and to start paying out the dividends by May 31, 2023 at the latest,
- After setting aside the aforementioned legal and special reserves according to the consolidated financial statements, prepared in compliance with TAS and TFRS and within the framework of CMB and POA regulations, to register the non-distributable amount of TL 718,903,984.14 in the “Retained Profits and Losses” account, and after setting aside the aforementioned legal and special reserves according to the Statutory Accounting Records, to register the non-distributable amount of TL 59,822,070.68 in the “Retained Profits and Losses” account.

7. Determining the number of Board members and their terms and electing the members to serve on the Board of Directors for the determined term.

Justification: Members will be elected to the Board of Directors by the General Assembly in accordance with the relevant provisions of the TCC and the Ministry of Customs and Trade Regulation.

Article 9 of the Articles of Association stipulates:

“The Company is managed and represented by a Board of Directors consisting of at least 6 (six) and at most 12 (twelve) members to be elected by the General Assembly in compliance with the provisions of the Turkish Commercial Code, Capital Market Legislation and other relevant legislation, as well as these Articles of Association.

The amount or the number of members of the Board of Directors specified in accordance with the regulations of the Capital Markets Board regarding corporate governance are elected from among candidates who are independent members. The provisions of the Capital Markets Law, Capital Markets Board regulations, and other applicable legislation are complied with in the course of determining and nominating candidates for independent Board of Directors' members, their numbers and qualifications, their election as well as dismissals and/or leaving their duties.

It is required that the members of the Board of Directors must be selected from among those who have basic knowledge on the legal principles regulating the transactions and actions about the Company's field of activity, who are educated and experienced in Company management, who are competent for examining financial statements and reports, and who preferably have had a higher education.

Members of the Board of Directors are elected for at least one year and for three years at most. The members of the Board of Directors continue with their duties until new members are elected to replace them. Members whose tenures have expired may be re-elected. If deemed necessary by the General Assembly, they may replace the members of the board of directors at any time.

If there is a vacancy in the Board of Directors during the tenures of the members for any reason, a new member with the qualifications required will be appointed by the Board of Directors for the vacant position. Such appointment shall be submitted for approval during the first General Assembly meeting and in case it is approved, the new member of the Board of Directors shall complete the remaining term of office of his/her predecessor.

A legal entity who is a member of the Board of Directors can always replace the person who has been registered in its name."

The Company has filed an application with CMB regarding the nomination of Hüseyin Faik Açıklan and Ozan Korkmaz to independent Board memberships pursuant to the Board of Directors' resolution no. 2023/06 dated 06.03.2023, disclosed through KAP on 06.03.2023. The résumés of these independent Board member candidates are provided in ANNEX/2.

8. Informing the shareholders about the payments made within the scope of the Remuneration Policy applicable for the members of the Board of Directors and executives with administrative responsibilities, without voting and resolution at the General Assembly.

Justification: Information on the payments made to the members of the Board of Directors and senior executives with administrative responsibilities within the scope of the Remuneration Policy (ANNEX/3), pursuant to the CMB's Corporate Governance Communiqué, will be presented to the General Assembly.

9. Determining the remunerations for the Members of the Board of Directors during their term.

Justification: Remunerations of the Board of Directors will be determined in accordance with the relevant provisions of the TCC and the Ministry of Customs and Trade Regulation.

Article 9 of the Articles of Association stipulates:

"Resolutions on the payment of attendance fees, remuneration, shares from the annual profit, bonuses, and premiums for the members of the Board of Directors shall be made by the General Assembly. A differentiation can be made in the financial rights of the members of the Board of Directors, depending on the duties, powers, and responsibilities they have undertaken in the Board of Directors.

The provisions of the Capital Market Law, Capital Markets Board regulations, and other relevant legislation in effect are complied with when determining the financial rights to be provided for the independent members of the board of directors. Whether the chairman and the members of the committee will be paid any remuneration for the duties they have undertaken in the committees, and if so, the amount and the conditions thereof shall be determined by the General Assembly. The "remuneration policy", created in regards to the financial rights to be provided for the members of the Board of Directors and senior executives, and disclosed to the public on the corporate website of the Company, shall be presented to the shareholders for information at the general assembly as a separate

agenda item.”

10. Discussion and approval of the Board of Directors’ proposal regarding the appointment of an Independent Audit Firm in accordance with the Turkish Commercial Code and Capital Markets Board regulations.

Justification: The appointment of the Independent Audit Firm proposed by the Board of Directors in accordance with the applicable provisions of TTK and Capital Markets Law will be submitted to the General Assembly for approval.

The Board of Directors has decided on 06.03.2023 with its resolution no. 2023/07, upon the recommendation of the Audit Committee, to submit to the General Assembly for approval and appointment of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of PricewaterhouseCoopers) as the independent audit firm to conduct the independent audits of the financial statements for the 2023 accounting period and perform other relevant activities in accordance with the relevant provisions of the Turkish Commercial Code, the Capital Markets Law, the Statutory Decree No. 660, and the secondary applicable legislation.

11. Determining the upper limit for donations and aids, which will be extended in accordance with the Company’s Articles of Association and the proposal of the Board of Directors, until the Ordinary General Assembly Meeting, where the activities and accounts for the accounting period of January 1, 2022 – December 31, 2022 will be reviewed, and authorizing the Board of Directors upon submission for approval.

Justification: Clause (j), article 3 of the Articles of Association stipulates:

“[The Company] may make any and all kinds of donations and aids in such a way as to not disrupt their own purpose and subjects, provided that they do not contradict the regulations of the Capital Market Law on the transfer of hidden profits, make the necessary material disclosures, and submit the donations made during the course of the year for the approval of the shareholders at the general assembly.”

Article 22 of the Articles of Association stipulates:

“The upper limit of the donations and aids to be made by the Company within an accounting term is determined by the general assembly. No donations may be made in amounts exceeding the limit set forth by the General Assembly, and the donations made shall be added to the distributable profit base. The donations made by the Company must not be in contradiction with the regulations of the Capital Market Law on hidden profit transfer, the Turkish Commercial Code and other relevant legislation; it is obligatory to make the necessary material disclosures, and the donations made during the year must be notified to the shareholders at the General Assembly.”

12. Discussing and submitting for approval the authorization of the Board of Directors until the Ordinary General Assembly Meeting, where the activities and accounts for the accounting period of January 1, 2022 – December 31, 2022 will be reviewed, regarding the issuance of capital market instruments (including warrants), which represent indebtedness, up to the amount permitted by the Capital Markets Board, the Turkish Commercial Code, Capital Markets Law, Capital Markets Legislation, and applicable legislation, and the determination of the issuance time and terms.

Justification: The topic of utilizing alternative financing options may always be brought to the agenda to act quickly when needed and to ensure that the capital structure is managed effectively and efficiently.

Even though no resolution has been passed as of the reporting period, further to Article 21 of the Articles of Association, approval of the General Assembly will be sought for the authorization of the Board of Directors regarding the issuance of capital market instruments (including warrants), which represent

indebtedness, up to the amount permitted by the CMB, TCC, CML, and applicable legislation, and the determination of the issuance time and terms.

If the agenda item is accepted by the General Assembly, the Company will be able to act with more flexibility in financing.

13. Discussing and submitting for approval the authorization of the Board of Directors regarding advance payment on dividends up to the amount permitted by the Company's Articles of Association, the Turkish Commercial Code, Capital Markets Law, Capital Markets Legislation, and applicable legislation, and the determination of the payment time and terms.

Justification: Article 15 of the Articles of Association stipulates:

"The Board of Directors may distribute dividend advances, provided that it is authorized by the general assembly and that it complies with the provisions set forth in the relevant articles of the Capital Market Law and the relevant regulations of the Capital Markets Board. The provisions of the relevant legislation shall be complied with for calculating and distributing the dividend advance amount."

The approval of the General Assembly will be sought for the authorization of the Board of Directors regarding advance payment on dividends up to the amount permitted by the TCC, CML, Capital Markets Legislation, and applicable legislation, and the determination of the payment time and terms.

14. Submitting for the approval the authorization of the members of the Board of Directors to conduct the activities and transactions specified in Articles 395 and 396 of the Turkish Commercial Code.

Justification: The approval of the shareholders will be sought for authorizing the members of the Board of Directors to perform the activities listed the TCC's article 395 on "Prohibition on Self-Dealing and Lending to Board members" and Article 396 on "Competition Ban."

15. Informing the shareholders, without voting and resolution at the General Assembly, about the shareholders with management control, members of the Board of Directors, and executives with administrative responsibilities, their spouses and relatives by blood or marriage up to the second degree if they have performed materially significant transactions that could cause a conflict of interest with the company or its subsidiaries and/or engaged in commercial activities on their own or others' behalf in an area that falls within the activities of the company or its subsidiaries, or entered into another partnership that engages in the same type of activity as a partner with unlimited liability.

Justification: Pursuant to the provisions of the CMB's Corporate Governance Communiqué (II-17.1.), the General Assembly should be provided information about the shareholders with management control, members of the Board of Directors, and executives with administrative responsibilities, their spouses and relatives by blood or marriage up to the second degree if they have performed materially significant transactions that could cause a conflict of interest with the company or its subsidiaries and/or engaged in commercial activities on their own or others' behalf in an area that falls within the activities of the company or its subsidiaries, or entered into another partnership that engages in the same type of activity as a partner with unlimited liability. Accordingly, the shareholders with management control, members of the Board of Directors, and executives with administrative responsibilities, their spouses and relatives by blood or marriage up to the second degree have not performed materially significant transactions that could cause a conflict of interest with the company or its subsidiaries and/or engaged in commercial activities on their own or others' behalf in an area that falls within the activities of the company or its subsidiaries, or entered into another partnership that engages in the same type of activity as a partner with unlimited liability.

16. Informing the shareholders, without voting and resolution at the General Assembly, about the donations and aids extended by the Company in the accounting period of January 1, 2022 – December 31, 2022 in accordance with the Capital Markets Legislation and applicable regulations, and the beneficiaries thereof.

Justification: The company has extended the donations and aids to the following institutions and organizations within the 2022 accounting period.

Beneficiaries	TL
Aydın Doğan Foundation	5,000,000
Koç University “Anatolian Scholars” Student Scholarship	437,391
Accessible Education Foundation	231,567
Ramadan Food Packages (Erzurum/Şah/Taşpınar)	55,638
Boğaziçi University Foundation	16,000
Association for the Protection of Companion Animals	6,260
Turkish Education Foundation	650
TOTAL	5,747,506

17. Informing the shareholders, without voting and resolution at the General Assembly, about the guarantees, collaterals, liens, and sureties extended in favor of third parties and whether any income and benefits have been earned as a result.

Justification: Pursuant to the provisions of the Corporate Governance Communiqué (II-17.1.), the shareholders will be provided information on the guarantees, collaterals, liens, and sureties extended in favor of third parties and whether any income and benefits have been earned as a result.

18. Informing the shareholders about the company’s current sustainability strategy and relevant action plans.

Justification: The shareholders will be provided information about the company’s current sustainability strategy and relevant action plans.

ANNEXES:

- 1- Sample Power of Attorney
- 2- Résumés and Declarations of Independence of the Independent Board Member Candidates
- 3- Remuneration Policy

**POWER OF ATTORNEY
GALATA WIND ENERJİ A.Ş.**

I hereby appoint to represent me and cast votes, submit proposals and sign the necessary documents on my behalf in line with the opinions I have expressed below during the Ordinary General Assembly of Galata Wind Enerji A.Ş. to be held at 10.00 am on Wednesday, March 29, 2023 at the company headquarters at Burhaniye Mahallesi, Kısıklı Caddesi, No:65 34676 Üsküdar, Istanbul.

Proxy (*):

Name/Title:

Turkish ID No/Tax No/Trade Registry and No and MERSIS No:

(*) Proxies of other nationalities should submit the equivalent of the required information, if any.

A) SCOPE OF THE POWER OF ATTORNEY

One of the (a), (b) or (c) options for the items 1 and 2 below should be selected to specify the scope of the power of attorney.

1. Regarding the General Assembly Meeting Agenda Items:

- a) The proxy is authorized to vote for all matters based on their own opinion.
- b) The proxy is authorized to vote based on the recommendations of the company management.
- c) The proxy is authorized to vote based on the instructions in the table below.

Instructions:

If the shareholder selects option (c), instructions for a specific agenda item will be provided by marking one of the options (accept or reject) next to the respective general assembly agenda item; if the reject option is selected and if the dissenting opinion is asked to be written down in the general assembly minutes, such an instruction should be stated.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening, forming the Chairmanship to preside over the meeting, and authorizing the meeting chairmanship to sign the Minutes of the Meeting.			
2. Reading out, discussing and submitting for approval the Annual Report of the Board of Directors for the accounting period of January 1, 2022 – December 31, 2022.			
3. Reading out the Summary Independent Audit Report for the accounting period of January 1, 2022 – December 31, 2022, without voting and resolution at the General Assembly.			

4. Reading out, discussing and submitting for approval the Financial Statements for the accounting period of January 1, 2022 – December 31, 2022.			
5. Releasing each member of the Board of Directors and senior executives individually for their activities, transactions and accounts for the accounting period of January 1, 2022 – December 31, 2022.			
6. Reading out, discussing and submitting for approval the Board of Directors' dividend distribution proposal for the accounting period of January 1, 2022 – December 31, 2022.			
7. Determining the number of Board members and their terms and electing the members to serve on the Board of Directors for the determined term.			
8. Informing the shareholders about the payments made within the scope of the Remuneration Policy applicable for the members of the Board of Directors and executives with administrative responsibilities, without voting and resolution at the General Assembly.			
9. Determining the remunerations for the Members of the Board of Directors during their term.			
10. Discussion and approval of the Board of Directors' proposal regarding the appointment of an Independent Audit Firm in accordance with the Turkish Commercial Code and Capital Markets Board regulations.			
11. Determining the upper limit for donations and aids, which will be extended in accordance with the Company's Articles of Association and the proposal of the Board of Directors, until the Ordinary General Assembly Meeting, where the activities and accounts for the accounting period of January 1, 2022 – December 31, 2022 will be			

reviewed, and authorizing the Board of Directors upon submission for approval.			
12. Discussing and submitting for approval the authorization of the Board of Directors until the Ordinary General Assembly Meeting, where the activities and accounts for the accounting period of January 1, 2022 – December 31, 2022 will be reviewed, regarding the issuance of capital market instruments (including warrants), which represent indebtedness, up to the amount permitted by the Capital Markets Board, the Turkish Commercial Code, Capital Markets Law, Capital Markets Legislation, and applicable legislation, and the determination of the issuance time and terms.			
13. Discussing and submitting for approval the authorization of the Board of Directors regarding advance payment on dividends up to the amount permitted by the Company's Articles of Association, the Turkish Commercial Code, Capital Markets Law, Capital Markets Legislation, and applicable legislation, and the determination of the payment time and terms.			
14. Submitting for the approval the authorization of the members of the Board of Directors to conduct the activities and transactions specified in Articles 395 and 396 of the Turkish Commercial Code.			
15. Informing the shareholders, without voting and resolution at the General Assembly, about the shareholders with management control, members of the Board of Directors, and executives with administrative responsibilities, their spouses and relatives by blood or marriage up to the second degree if they have performed			

materially significant transactions that could cause a conflict of interest with the company or its subsidiaries and/or engaged in commercial activities on their own or others' behalf in an area that falls within the activities of the company or its subsidiaries, or entered into another partnership that engages in the same type of activity as a partner with unlimited liability.			
16. Informing the shareholders, without voting and resolution at the General Assembly, about the donations and aids extended by the Company in the accounting period of January 1, 2022 – December 31, 2022 in accordance with the Capital Markets Legislation and applicable regulations, and the beneficiaries thereof.			
17. Informing the shareholders, without voting and resolution at the General Assembly, about the guarantees, collaterals, liens, and sureties extended in favor of third parties and whether any income and benefits have been earned as a result.			
18. Informing the shareholders about the company's current sustainability strategy and relevant action plans.			

The agenda items of informative nature are not put to vote.

If the minority shareholder has a separate draft resolution, this should also be specified for voting by proxy.

2. Special instructions regarding the other topics that may be brought up during the General Assembly meeting and especially about the exercise of minority rights:

- a) The proxy is authorized to vote based on their own opinion.
- b) The proxy is not authorized to represent the shareholder in these matters.
- c) The proxy is authorized to vote based on the special instructions below.

The shareholder should specify their **SPECIAL INSTRUCTIONS**, if any, for the proxy here.

B) The shareholder specifies the shares to be represented by the proxy by selecting one of the options below.

1. I approve that the proxy may represent my shares detailed below.

- a) Issuance and series:*
- b) Number/Group:**
- c) Quantity-Nominal value:
- ç) If entitled to voting privilege:
- d) Bearer shares or registered shares:*
- e) Ratio to the total shares/voting rights owned by the shareholder:

(*) This information is not required for dematerialized shares.

(**) For dematerialized shares, information about the group, if any, will be provided instead of number.

2. I approve that the proxy may represent all of my shares included among the shareholders eligible to attend the general assembly according to the list provided by MKK the day before the general assembly date.

SHAREHOLDER'S FULL NAME or TITLE (*)

TC Identification No/Tax No,

Trade Registry and Number and MERSIS Number:

Address:

(*) Shareholders of other nationalities should submit the equivalent of the required information, if any.

SIGNATURE

BAĞIMSIZ YÖNETİM KURULU ÜYE ADAYLARININ ÖZGEÇMİŞLERİ- BAĞIMSIZLIK BEYANLARI

Hüseyin Faik Açıkalın

After earning a Bachelor of Science degree in Business Administration from the Middle East Technical University in 1987, Faik Açıkalın began his banking career as a management trainee at Interbank the same year. He subsequently held various positions, including Internal Auditor, Relationship Manager, Branch Manager and Marketing Manager at Interbank, Marmarabank, Kentbank, Finansbank, and Demirbank, respectively (1992 – 1998).

In 1998, he joined Dışbank as Executive Vice President. Later that year, he was appointed Chief Operating Officer (COO) responsible for coordination and communication between the Board of Directors and business units. He also served as a member of the Credit Committee. In 1999, Açıkalın was appointed Deputy Chief Executive Officer (CEO) and a Board member and then became the CEO of Dışbank in 2000. Following the acquisition of the majority shares of Dışbank by Fortis in July 2005, he continued to serve as CEO of the bank after it was renamed Fortisbank. During that period, he also worked in the international management of Fortis.

In 2007, he resigned from his duties at Fortisbank and became the CEO of Doğan Gazetecilik. In 2009, Açıkalın was appointed as an executive Board member at Yapı Kredi and also Chairman of the Executive Committee. Serving as Yapı Kredi's CEO since 2009, in addition to his current role, Açıkalın was also appointed as CEO of Koç Financial Services in 2010. Furthermore, in 2011, Açıkalın became the President of the Banking and Insurance Group at Koç Holding. In the same time period, Açıkalın served as Chairman of Yapı Kredi Malta, Yapı Kredi Invest, Yapı Kredi Leasing, Yapı Kredi Factoring, Yapı Kredi Bank Nederland NV, Yapı Kredi Bank Azerbaijan, Yapı Kredi Bank Moscow, Yapı Kredi Koray Real Estate Investment Trust, and Koç Finansman A.Ş., as Vice Chairman of Banque de Commerce et de Placements S.A. and Allianz Yaşam ve Emeklilik and as Director of the Banks Association of Turkey. At the end of 2017, Açıkalın relinquished his duties at Koç Holding, YKB and its subsidiaries.

Hüseyin Faik Açıkalın has served as an Independent Board Member at Galata Wind since August 9, 2021.

Ozan Korkmaz

Ozan Korkmaz, who is the founding partner of APLUS Energy and SmartPulse Technology companies, has two decades of experience in the energy sector. The companies he has started operate in the Turkish energy market and also export energy services and software to European countries. His areas of expertise include energy demand and price forecasting modeling, feasibility and engineering studies of electricity generation investments, operational regime optimization in thermal and hydroelectric power plants, electricity transmission and distribution retail tariff modeling, and consultancy.

Before founding APLUS, Ozan Korkmaz, who has studies in the academic field related to energy markets, worked as a consultant on numerous energy generation and distribution projects. After graduating from the Faculty of Civil Engineering at Middle East Technical University, earned his M.Sc. in Hydroelectric Energy in the same department. He is currently pursuing a PhD. In Energy Engineering at Istanbul Technical University.

Ozan Korkmaz has served as an Independent Board Member at Galata Wind since August 9, 2021.

DECLARATION OF INDEPENDENCE

GALATA WİND ENERJİ A.Ş.

To the Board of Directors,

As an independent director candidate nominated to serve on the Board of Directors of Galata Wind Enerji A.Ş, I hereby declare that I fulfill the conditions of “independent board membership” determined by the Capital Markets Board’s Corporate Governance Communiqué No. II-17.1, the Principles of the Capital Markets Board as well as other regulations and your Company’s Articles of Association; and that if I am elected, I will immediately inform the Chairman the Board of Directors as soon as I learn that I no longer meet the independence criteria; and that I will resign if deemed necessary by the resolution of the Board of Directors.

Sincerely,

Name : HÜSEYİN FAİK AÇIKALIN

Signature : (Signature on the original)

DECLARATION OF INDEPENDENCE

GALATA WİND ENERJİ A.Ş.

To the Board of Directors,

As an independent director candidate nominated to serve on the Board of Directors of Galata Wind Enerji A.Ş, I hereby declare that I fulfill the conditions of “independent board membership” determined by the Capital Markets Board’s Corporate Governance Communiqué No. II-17.1, the Principles of the Capital Markets Board as well as other regulations and your Company’s Articles of Association; and that if I am elected, I will immediately inform the Chairman the Board of Directors as soon as I learn that I no longer meet the independence criteria; and that I will resign if deemed necessary by the resolution of the Board of Directors.

Sincerely,

Name : OZAN KORKMAZ

Signature : (Signature on the original)

REMUNERATION POLICY

GALATA WIND ENERJİ A.Ş. REMUNERATION POLICY

Unless a resolution to the contrary is made by our Board of Directors, the duties of the “Remuneration Committee” are carried out by the **Corporate Governance Committee**, as also governed by the Corporate Governance Communiqué (II-17.1) (“Communiqué”) of the Capital Markets Board (CMB).

A- General

Taking into consideration the market conditions as well as the balances within the Company, Galata Wind Enerji A.Ş. (“Company”) has adopted the principle “**equal pay for equal jobs**”.

“**Market tendencies**” and “**performance assessments**” are taken into account when determining and updating wage levels.

The annual wage increases are reflected on the wages in periods deemed suitable by the employer in the determined ratios with the approval of the **Chief Executive Officer**.

Certain “**fringe benefit packages**” are also provided for all employees in addition to their salaries, in accordance with their titles.

Senior executives and other staff members who have a say in the management may also receive “**bonuses**” or “**awards**” depending on their performance.

Informatory meetings are held for employees on matters such as the financial situation of the company, salaries, career, education and health, and opinions are exchanged.

Job descriptions for, and the assignments of, company employees, performance and rewarding criteria are announced to the employees. Efficiency is taken into consideration when determining the salaries and other benefits given to the employees. The company may create share acquisition plans for its employees.

B- Corporate Governance Committee

Corporate Governance Committee;

a) sets the principles, criteria, and the practices to be applied in the remuneration and performance evaluation of the members of the board of directors and senior executives with administrative responsibilities, taking into consideration the long-term goals of the Company as well, and monitors them,

b) submits proposals to the board of directors with regards to the remuneration for the members of the board of directors and senior executives with administrative responsibility, taking into consideration the extent by which the criteria used for such remuneration is met.

Furthermore the Board of Directors conducts self-criticism and performance evaluation for the Board, for the members, and for the senior executives with administrative responsibility.

C- Board of Directors

As per the provisions of Article 394 of the Turkish Commercial Code, provided that the relevant amounts are determined with the articles of association or via a resolution of the general assembly, attendance fees, salaries, awards, bonuses, and shares from the annual profit can be paid to the members of the Board of Directors. Members of the Board of Directors, who have executive duties, may be given monthly remuneration as well as related fringe benefits because of their duties in the company, in addition to the “attendance fee” they receive in their capacity as members of the Board of Directors.

These remuneration principles hereby for the members of the board of directors and executives with administrative responsibilities, which are prepared in writing, are submitted for the information of the shareholders as a separate agenda item for the general assembly meeting, and the partners are given an opportunity to express their opinions on this matter. Our remuneration policy is available in the corporate website of the Company at the address www.galatawindenerji.com.

Dividends, share options, or payment plans based on company’s performance are not used in the remuneration of independent members of the board of directors. However, care is exercised to ensure that the remuneration of independent board members is at a level to ensure that their independence is maintained.

The company does not lend, extend credit, extend the terms of debts or loans given, improve the terms and conditions thereof, make available loans under the name of personal loans through a third party, or give guarantees such as sureties for any member of the board of directors or executives with administrative responsibility.

Remuneration and all other benefits (covers all benefits such as cash, shares, bonuses, cash, shares or derivatives based on shares such as other regular and incidental payments, share purchase options given to employees within the scope of share acquisition plans, non-cash payments such as ownership of houses, automobiles, etc. and/or such properties being allocated for use) that are provided to the members of the board of directors and senior executives with administrative responsibility are disclosed to the public in a consolidated manner after being classified through an annual activity report.