

**GALATA WIND ENERJİ A.Ş.**  
**THE BOARD OF DIRECTORS'**  
**INVITATION TO THE ANNUAL GENERAL ASSEMBLY MEETING**

The Annual General Meeting of our Company for the fiscal period from January 1, 2023 to December 31, 2023 will be held on Thursday, April 18, 2024 at 10:00 am at the Company's headquarters located at Burhaniye Mahallesi Kısıklı Caddesi No:65 34676 Üsküdar/ İstanbul to discuss and decide on the items on the agenda.

In accordance with the provisions of Article 1527 of the Turkish Commercial Code No. 6102 ("TCC"), our shareholders may attend the Meeting in person or participate and vote electronically through the **Electronic General Meeting System ("e-GKS") of the Central Registry Office ("MKK")**. Shareholders or their proxies who wish to participate in the Annual General Meeting electronically must have an **electronic signature certificate**.

Our "electronic signature holder" shareholders who wish to participate in the General Assembly Meeting electronically are required to complete their transactions 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 of August 28, 2012, number 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 of August 29, 2012, number 28396. **Otherwise, it will not be possible for our shareholders to participate in the General Meeting electronically.** Our shareholders may obtain the necessary information regarding electronic participation in the General Meeting from MKK and/or MKK's corporate website at "www.mkk.com.tr".

Pursuant to Article 415(4) of the Turkish Commercial Code No. 6102 and Article 30(1) of the Capital Markets Law ("CML"), the right to attend and vote at the General Meeting is not subject to the deposit of shares. In this context, **our shareholders who wish to attend the Annual General Meeting do not need to have their shares blocked.**

Shareholders wishing to attend the Annual General Meeting must follow the procedures announced by MKK. **The Annual General Meeting may be attended by the shareholders whose names appear on the list of attendees drawn up in accordance with the "list of shareholders" provided by the MKK.** The verification of whether the persons physically present in the meeting room to participate in the Annual General Meeting are shareholders or their proxies will be made on the basis of the aforementioned list.

In order for our shareholders who cannot attend the meeting in person to exercise their voting rights by proxy, without prejudice to their rights and obligations regarding participation in the Annual General Assembly Meeting through electronic media, they should prepare their power of attorneys in accordance with the sample below and submit their proxies in accordance with the Capital Markets Board ("CMB") Communiqué II-30.1 "Communiqué on Voting by Proxy and Proxy Solicitation" published in the Official Gazette dated 24.12.2013 and numbered 28861, they are required to comply with the other matters stipulated in the Capital Markets Board ("CMB") Communiqué II-30.1 "Communiqué on Voting by Proxy and Proxy Solicitation" and submit it to our Company with their signatures certified by a notary public. A sample proxy form is also available at our company's head office or on our company's website at [www.galatawindenerji.com](http://www.galatawindenerji.com). If the authorization is made via e-GKS, the first and last name of the proxy (representative) must be included in the list received from the MKK. If the authorization is not issued via e-GKS, a power of attorney in accordance with the statutory provisions must be submitted. The proxy appointed electronically via e-GKS does not have to submit a power of attorney. **Powers of attorney that do not comply with the attached power of attorney template prescribed in CMB Communiqué II-30.1 will not be accepted due to our legal liability.**

The Annual General Meeting is open to the public, including stakeholders, without the right to speak.

At the Annual General Meeting, without prejudice to the provisions on voting by electronic means, voting on the items on the agenda shall be by show of hands.

Pursuant to Law No. 6698 on the Protection of Personal Data, detailed information regarding the processing of your personal data by our Company can be found in the Policy on the Protection and Processing of Personal Data, which has been made available to the public on our corporate website [www.galatawindenerji.com.tr](http://www.galatawindenerji.com.tr).

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

The annual report of the Board of Directors for the fiscal period from January 1, 2023 to December 31, 2023, the financial statements and footnotes (collectively, the "Financial Report"), the independent auditing firm's opinion, the Board of Directors' proposal on the distribution of dividends, the Corporate Governance Principles Compliance Report, the Company's policies, information on independent director candidates, the General Meeting information document, the General Meeting attendance procedure and power of attorney form, and information notes containing the required explanations under CMB's Corporate Governance Communiqué II-17. 1 CMB's Corporate Governance Communiqué will be made available for inspection by our shareholders three weeks prior to the meeting at the Company's headquarters, on our corporate website at [www.galatawindenerji.com](http://www.galatawindenerji.com) and on e-GKS.

We submit for the information of our esteemed shareholders.

Sincerely,

**GALATA WIND ENERJİ A.Ş.**  
**THE BOARD OF DIRECTORS**

**GALATA WIND ENERJİ A.Ş.**  
**AGENDA FOR THE 18.04.2024 ORDINARY GENERAL ASSEMBLY MEETING**

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 fiscal period January 1, 2023 - December 31, 2023.
3. Reading out the Summary Independent Audit Report for the accounting period January 1, 2023 - December 31, 2023, without submitting it to the General Assembly for voting and making a decision.
4. Reading out, discussing and submitting for approval the Financial Statements for the January 1, 2023 - December 31, 2023 accounting period.
5. Releasing each member of the Board of Directors and senior executives individually for their activities, transactions and accounts for the accounting period January 1, 2023 - December 31, 2023.
6. Reading out, discussing and submitting for approval the Board of Directors' dividend distribution proposal for the accounting period January 1, 2023 - December 31, 2023.
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 1 January 2024 - 31 December 2024 will be discussed and authorizing the Board of Directors.
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, 2024 – December 31, 2024 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 issues of authorizing the Board of Directors to grant advance dividends up to the amount permitted by the Turkish Commercial Code, the Capital Market Law Capital Markets Legislation and related legislation within the scope of the Company's Articles of Association, determining the timing and conditions thereof, and in the event of insufficient profit or loss at the end of the relevant accounting period, the advance dividend to be distributed shall be offset against the funds that may be distributed in the annual financial statement for the relevant accounting period.
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, 2023 – December 31, 2023 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.

**POWER OF ATTORNEY  
GALATA WIND ENERGY**

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 23, 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:

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

**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 fiscal period January 1, 2023 - December 31, 2023.			

3. Reading out the Summary Independent Audit Report for the accounting period January 1, 2023 - December 31, 2023, without submitting it to the General Assembly for voting and making a decision.			
4. Reading out, discussing and submitting for approval the Financial Statements for the January 1, 2023 - December 31, 2023 accounting period.			
5. Releasing each member of the Board of Directors and senior executives individually for their activities, transactions and accounts for the accounting period January 1, 2023 - December 31, 2023.			
6. Reading out, discussing and submitting for approval the Board of Directors' dividend distribution proposal for the accounting period January 1, 2023 - December 31, 2023.			
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 until the Ordinary General Assembly Meeting, where the activities and accounts for the accounting period 1 January 2024 - 31 December 2024 will be discussed and authorizing the Board of Directors.			
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, 2024 – December 31, 2024 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 issues of authorizing the Board of Directors to grant advance dividends up to the amount permitted by the Turkish Commercial Code, the Capital Market Law Capital Markets Legislation and related legislation within the scope of the Company's Articles of Association, determining the timing and conditions thereof, and in the event of insufficient profit or loss at the end of the relevant accounting period, the advance dividend to be distributed shall be offset against the funds that may be distributed in the annual financial statement for the relevant accounting period.			

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, 2023 – December 31, 2023 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.			



**There is no voting on information items.**

**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 in accordance with his/her own opinion.
- b) The proxy is not authorized to represent the shareholder in these matters.
- c) The proxy is authorized to vote in accordance with the following special instructions.

**SPECIAL INSTRUCTIONS;** If any, special instructions to be given by the shareholder to the proxy 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 that the proxy may represent my shares detailed below.**

- a) Issuance and series:\*
- b) Number/Group:\*\*
- c) Quantity-Nominal value:
- d) If entitled to voting privilege:
- e) Bearer shares or registered shares:\*
- f) 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, shall be provided instead of number.

**2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can participate in the general assembly prepared by the MKK one day before the day of the general assembly.**

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

TR Identification Number/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**