

GALATA WIND ENERJİ A.Ş.

**INFORMATION DOCUMENT
REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON APRIL 18, 2024
TO REVIEW THE ACTIVITIES IN THE 2023 ACCOUNTING PERIOD**

The Ordinary General Assembly Meeting of our Company for the accounting period January 1, 2023 - December 31, 2023 will be held on Thursday, April 18, 2024 at 10:00 a.m. at the Company Headquarters located at Burhaniye Mahallesi Kısıklı Caddesi No:65 34676 Üsküdar/İstanbul to discuss and resolve on the items on the agenda.

The Annual Report of the Board of Directors, Financial Statements and Notes (collectively "Financial Report") for the accounting period January 1, 2023 - December 31, 2023, Independent Audit Firm's Opinion, Board of Directors' proposal on Dividend Distribution, Corporate Governance Principles Compliance Report, Information on Independent Board of Directors candidates, General Assembly Information Document, Procedure for Attendance to the General Assembly Meeting and Power of Attorney Form, and information notes containing the necessary explanations within the scope of the Capital Markets Board ("CMB") Corporate Governance Communiqué II-17.1 Corporate Governance Communiqué of the Capital Markets Board ("CMB"), will be made available for the review of our shareholders three weeks prior to the meeting at our Company's Headquarters, our Corporate Website at www.galatawindenerji.com and e-GKS.

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 DISCLOSURES WITHIN THE SCOPE OF 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 -

Shareholding Structure of the Company:

Shareholder’s Title/Full Name	Share in Capital (Turkish Lira)	Share in Capital (%)
Doğan Şirketler Grubu Holding A.Ş.	377,999,963.73	70.00
Free Floating Shares in Borsa Istanbul A.Ş.	162,000.036.27	30.00
TOTAL	540,000,000.00	100.00

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

540.000.000 shares

Total Voting Rights Reflecting the Company's Shareholding Structure:

540.000.000 shares

Preferred Share:

None.

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

There are no changes in the management and activities of our Company and its subsidiaries that took place in the previous accounting period or planned for the future accounting periods that would significantly affect the activities of our Company. Material event disclosures made by our Company within the scope of the relevant legislation can be accessed 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 of the Company submitted in writing to the Investor Relations Department regarding the placement of items on the agenda, and in cases where the Board of Directors does not accept the shareholders' agenda proposals, the rejected proposals and the reasons for rejection are presented below:

For the 2023 Ordinary General Assembly Meeting, where the activities of the fiscal year 2023 will be discussed, there were no written requests submitted to the Investor Relations Department by the shareholders during the reporting period to add items to the agenda.

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

Justification : Pursuant to the provisions of the TCC and the Regulation, the Board of Directors' Annual Report for the accounting period of January 1, 2023 – December 31, 2023 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 January 1, 2023 - December 31, 2023, without submitting it to the General Assembly for voting and making a decision.

Justification: Pursuant to the provisions of the TCC and the Regulation, the Independent Auditors' for the accounting period of January 1, 2023 – December 31, 2023 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 January 1, 2023 - December 31, 2023 accounting period.

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 January 1, 2023 - December 31, 2023.

Justification : Pursuant to the provisions of the Turkish Commercial Code and the Regulation, the release of the Board of Directors and Company Executives for their activities, transactions and accounts for the accounting period January 1, 2023 - December 31, 2023 will be submitted to the approval of the General Assembly.

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.

Justification: *As a result of the negotiations of our Board of Directors dated 21.03.2024 and numbered 2024/04, it was unanimously decided;*

Turkish Commercial Code ("TCC"), Capital Markets Legislation and Capital Markets Board ("CMB") Regulations, provisions of Corporate Tax, Income Tax and other relevant legislation, relevant provisions of the Company's Articles of Association, the Company's Dividend Distribution Policy and the Board decision dated 07.03.2024, numbered 14/382 published in the CMB's bulletin dated 07.03.2024, numbered 2024/14;

- In accordance with the provisions of the CMB's Communiqué No. II-14.1 "Communiqué on the Principles of Financial Reporting in Capital Markets", Turkish Accounting Standards ("TAS") and Turkish Financial Reporting Standards ("TFRS") published by the Public Oversight, Accounting and Auditing Standards Authority ("POA") and the CMB's Resolution dated 28.12.2023. According to the independently audited Consolidated Financial Statements for the accounting period 01.01.2023 - 31.12.2023, prepared in accordance with the CMB's Resolution dated 12.12.2023, the presentation principles of which are determined in accordance with the CMB's decisions on the subject; "Deferred Tax Expense" and "Current Tax Expense" together amount to 623.547,735.-Turkish Lira "Net Profit for the Period" was generated; after setting aside "General Legal Reserves" amounting to 23,385,256.61.-Turkish Lira calculated in accordance with paragraph (1) of Article 519 of the TCC from this amount, the amount of 125.000.000,00 Turkish Lira distributed pursuant to the Resolution of the Board of Directors of the Company dated 02.11.2023 and numbered 2023/29 and after deducting the "Advance Dividend" amounting to TL 14.461.357 Turkish Lira and adding the "Donations" made in 2023 amounting to TL 14.461.357, the "Net Distributable Period Profit" amounting to TL 489.623.835,29 for the accounting period 01.01.2023-31.12.2023 was calculated,

- According to the financial statements prepared within the scope of Tax Legislation; as a result of the inflation adjustment of the balance sheet dated 31.12.2023, Retained Earnings/(Losses) account, which includes the current year profit of 467.705.132,27.-Turkish Liras, has a negative balance of 1.488.420.866,83.-Turkish Liras, and there is an amount of Inflation Adjustment Differences related to Equity Accounts to cover the total decrease of 1.956.125.999,10 Turkish Lira; in this context, according to the financial statements prepared according to TPL records, there is a net profit for the period amounting to 467.705.132,27 Turkish Lira;

- According to the Legal Accounting Records for the accounting period 01.01.2023 - 31.12.2023, which are kept within the scope of the Tax Legislation and in accordance with the Uniform Chart of Accounts ("Accounting System Implementation General Communiqué") published by the Ministry of Finance, "Net Profit for the Period" amounting to 467,705,132.27 .-Turkish Liras was formed after the "Period Tax Expense" was allocated, and from this amount, "General Legal Reserves" amounting to 23.385,256.61 Turkish Lira "General Legal Reserves" calculated in accordance with paragraph (1) of Article 519 of the Turkish Commercial Code and 125,000,000.00 Turkish Lira "Dividend Advance" distributed in accordance with the decision of the Board of Directors of the Company dated 02.11.2023 and numbered 2023/29, "Net Distributable Period Profit" amounting to 319,319,875.66 Turkish Lira, by being seen,

- Taking the Legal Accounting Records for the accounting period 01.01.2023 - 31.12.2023 as a basis for dividend distribution,

- In this framework; from the "Net Distributable Period Profit" for the year 2023 amounting to TL 319,319,875.66 in the Legal Accounting Records, firstly, to distribute a first dividend of 5% of the issued capital amounting to TL 27,000,000.00,

- After setting aside "General Legal Reserves" amounting to TL 26,574,534.15 pursuant to subparagraph (c) of paragraph 2 of Article 519 of the TCC, distribution of Second Dividend amounting to TL 98,000,000.00 out of the net distributable profit for the period,

- Within this framework, by complying with the rules of the Central Registry Agency A.Ş., which are valid on the date of dividend distribution regarding "fractions", to distribute a gross dividend of 125,000,000.00 Turkish Liras at the rate of 25.53% of the "Issued Capital", to distribute a net cash dividend of 112,500,000.00 Turkish Liras and to start dividend distribution on August 29, 2024 at the latest,

- According to the consolidated financial statements prepared in accordance with TAS and TFRS within the framework of CMB and POA regulations, after the aforementioned legal and special provisions are set aside, the retained earnings amounting to TL 323,587,944.24.- Turkish Lira 323,587,944.24 after the aforementioned legal and special provisions have been set aside, and Turkish Lira 167,745,341.51 after the aforementioned legal and special provisions have been set aside, according to the statutory accounting records, to the "Retained Earnings and Losses" account,

to be submitted to the approval of the General Assembly.

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: Pursuant to the provisions of the Turkish Commercial Code and the Regulation of the Ministry of Customs and Trade, the General Assembly will elect the members of the Board of Directors.

According to Article 9 of the Articles of Association;

"The Company shall be 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 accordance with the provisions of the Turkish Commercial Code, Capital Markets Legislation and other relevant legislation

and these Articles of Association.

The rate or number of members of the Board of Directors determined in accordance with the regulations of the Capital Markets Board on corporate governance are elected among the candidates who have the qualifications of independent members. The provisions of the Capital Markets Law, Capital Markets Board regulations and other relevant legislation in force shall be complied with in the determination, nomination, number and qualifications, election, dismissal and/or resignation of independent Board member candidates.

It is essential that the members of the Board of Directors are elected from among persons who have basic knowledge of the legal principles governing the transactions and disposals related to the Company's field of activity, who are trained and experienced in the management of the Company, who have the ability to analyze financial statements and reports, and who preferably have higher education.

Members of the Board of Directors are elected for a minimum of one year and a maximum of three years. The members of the Board of Directors shall continue to serve until their replacements are elected. It is permissible for the members whose term expires to be re-elected. The General Assembly may change the members of the Board of Directors at any time if deemed necessary.

In the event of a vacancy in the membership of the Board of Directors for any reason whatsoever during the term of office, the Board of Directors shall appoint a new member who meets the qualifications required under this article to fill the vacancy. This appointment shall be submitted for approval at the first General Assembly meeting to be held and if approved, the new member of the Board of Directors shall complete the remaining term of office of his/her predecessor.

A legal entity that is a member of the Board of Directors may change the person registered in its name at any time.

With the resolution of our Board of Directors dated 07.03.2024 and numbered 2024/01, an application was made to the CMB regarding the independent board membership nominations of Hüseyin Faik Açıkalın and Ozan Korkmaz, and as a result of this application, the CMB decision dated 19.03.2024 and numbered 51490, which was communicated to our Company on 21.03.2024, did not express a negative opinion on their independent board nominations. The résumés of the aforementioned independent board member candidates are attached hereto (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: Pursuant to the CMB's Corporate Governance Communiqué, the General Assembly will be informed about the payments made within the scope of the "Remuneration Policy" (Annex 3) determined for the members of the Board of Directors and senior executives.

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

Justification: In line with the provisions of the TCC and the Regulation of the Ministry of Customs and Trade, the fees to be paid to the Members of the Board of Directors will be determined.

According to Article 9 of the Articles of Association;

Resolutions regarding attendance fees, remuneration, payment of annual dividends, bonuses and premiums to the members of the Board of Directors are taken by the General Assembly. The financial rights of the members of the Board of Directors may be differentiated depending on their duties, authorities and responsibilities in the Board of Directors.

In determining the financial rights to be provided to the independent members of the Board of Directors, the provisions of the Capital Markets Law, Capital Markets Board regulations and other relevant legislation in force shall be complied with. The General Assembly shall determine whether any remuneration shall be paid to the chairman and members of the committees due to their duties in the committees, and if so, the amount and conditions thereof. The "remuneration policy" regarding the

financial rights to be provided to the members of the Board of Directors and senior executives of the Company and disclosed to the public on the corporate website of the Company is submitted to the information of the shareholders 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: Pursuant to the TCC, CMB and related legislation, the selection of the Independent Audit Firm made by the Board of Directors will be submitted to the approval of the General Assembly.

The Board of Directors' resolution numbered 2024/06 dated 26.03.2024; With the approval of the Audit Committee, it has been resolved to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Deloitte) as the independent audit firm for the independent audit of the financial reports of our Company for the fiscal year 2024 and for the fulfillment of other related activities in accordance with the principles determined in accordance with the Turkish Commercial Code, the Capital Markets Law and the Decree Law No. 660 and the secondary legislation in force within this scope, and to submit the appointment to the approval of the General Assembly.

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.

Justification: According to Article 3, paragraph (j) of the Articles of Association;

The Company may make all kinds of aids and donations in a manner that will not hinder its purpose and subject matter, provided that such aids and donations are not contrary to the regulations of the Capital Markets Law on disguised profit transfer, necessary material event disclosures are made and the donations made during the year are submitted to the approval of the shareholders at the general assembly.

According to Article 22 of the Articles of Association;

The upper limit of aids and donations to be made by the Company within an accounting period is determined by the general assembly. Donations cannot be made in excess of the limit set by the General Assembly and the donations made are added to the distributable profit base. It is obligatory that the donations made by the Company do not contradict the regulations of the Capital Markets Law on disguised profit transfer, the Turkish Commercial Code and other relevant legislation, that the necessary material event disclosures are made and that the donations made during the year are presented 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, 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.

Justification: In order to be able to act quickly when necessary and to ensure that our capital structure is managed effectively and efficiently, the use of alternative financing methods may always be on the agenda.

In this respect, although no decision has been taken as of the current situation, it is submitted to the approval of the General Assembly to authorize the Board of Directors to issue capital market instruments expressing indebtedness up to the amount permitted by the TCC, CMB and additional

legislation with the permission of the CMB within the framework of Article 21 of the Articles of Association in 2024 and to determine the conditions of issuance.

If the agenda item is approved by the General Assembly, the Company's mobility in obtaining financing will increase.

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.

Justification: According to Article 15 of the Articles of Association;

"The Board of Directors may distribute advance dividend provided that it is authorized by the General Assembly and complies with the provisions of the relevant articles of the Capital Markets Law and the relevant regulations of the Capital Markets Board. The provisions of the relevant legislation shall be complied with in the calculation and distribution of the advance dividend amount."

Authorizing the Board of Directors to grant dividend advances up to the amount permitted by the Turkish Commercial Code, Capital Markets Law, Capital Markets Legislation and related legislation and determining the time and conditions thereof is submitted to the approval of the shareholders.

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 issue of authorizing the members of the board of directors to carry out the activities listed in Article 395 of the TCC titled "Prohibition of Transactions with the Company and Borrowing from the Company" and Article 396 titled "Prohibition of Competition" will be submitted to the approval of the shareholders.

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 CMB's Corporate Governance Communiqué (II-17.1), shareholders are required to be informed about the transactions carried out by the shareholders who control the management, members of the Board of Directors, executives with administrative responsibilities and their spouses and blood relatives and relatives by marriage up to second degree, within the scope of making a significant transaction that may cause a conflict of interest with the partnership or its subsidiaries, and/or making a transaction on their own behalf or on behalf of others, or entering into another partnership engaged in the same type of commercial business, or entering into another partnership engaged in the same type of commercial business as a partner with unlimited liability. Accordingly, there are no transactions carried out by the shareholders who control the management, members of the board of directors, executives with administrative responsibilities, and their spouses and relatives by blood or marriage up to second degree, within the scope of making a significant transaction that may cause a conflict of interest with the partnership or its subsidiaries and/or making a transaction in the field of commercial business within the field of activity of the partnership or its subsidiaries on their own behalf or on behalf of others, or entering into another partnership engaged in the same type of commercial business as an unlimited partner.

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.

Justification: Our Company made aids and donations to the following institutions and organizations for the 2023 accounting period.

Beneficiaries	TL
Aydın Doğan Foundation	6.000.000
Nilüfer Belediyespor Club Association	2.670.716
Earthquake Relief	2.404.057
Çorum Village School Construction	1.937.063
Student Scholarship	368.144
Koç University Anatolian Scholarship	337.945
Yuvam Dünya Association for Combating Climate Change	314.118
Istanbul Technical Uni. Solar Car Project	279.356
Bursa Forestry 2nd Region Wildlife Branch Directorate	90.436
Turkish Education Foundation	3.590
Other	55.930
Total	14.461.357

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.), shareholders will be informed that no income and benefits are provided in relation to the guarantees, collaterals, liens and sureties given in favor of third parties.

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

Rationale: Shareholders will be informed about the Company's current sustainability strategy and action plan.

APPENDICES:

- 1- Power of Attorney Sample,
- 2- Resumes and Declarations of Independence of 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 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:

(*) 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 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.			

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

RESUMES OF INDEPENDENT BOARD MEMBER CANDIDATES - DECLARATIONS OF INDEPENDENCE

Hüseyin Faik Açıkalin

In 1987, after graduating from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Business Administration, he started his career in business life and banking as an Assistant Specialist at Interbank. Between 1992 and 1998, he worked as an inspector, customer relations director, branch manager and marketing manager at Interbank, Marmarabank, Kentbank, Finansbank and Demirbank. In May 1998, he joined Dışbank (later Fortis after the bank was acquired by the international financial group Fortis). Mr. Açıkalin started working as Assistant General Manager and was soon appointed as a senior executive responsible for coordination and communication between the Board of Directors and business lines. Mr. Açıkalin, who also served as a member of the Credit Committee, assumed the position of Deputy General Manager and Board Member in June 1999. In December 2000, Mr. Açıkalin was appointed as the General Manager and Managing Director of the Bank and continued to serve as the General Manager of Fortisbank following the acquisition of Dışbank by Fortis Group. During this period, he also started to serve in the international management of Fortis. In October 2007, Mr. Açıkalin left his position at Fortisbank to take up the position of CEO of Doğan Gazetecilik, and in April 2009, he was appointed Managing Director and Chief Executive Officer of Yapı Kredi.

Since May 2009, Mr. Açıkalin has served as CEO of Yapı Kredi and in 2010, in addition to his current duties, he was appointed Managing Director and Chief Executive Officer of Koç Financial Services. In August 2011, in addition to his current duties, Mr. Açıkalin was appointed as the President of Koç Holding A.Ş. Banking and Insurance Group. Mr. Açıkalin has also served as the Chairman of Yapı Kredi Bank Malta, Yapı Kredi Investment, Yapı Kredi Leasing, Yapı Kredi Factoring, Yapı Kredi Bank Nederland NV, Yapı Kredi Bank Azerbaijan, Yapı Kredi Bank Moscow, Yapı Kredi Koray Gayrimenkul Yatırım Ortaklığı, Koç Finansman A.Ş., Deputy Chairman of the Board of Directors at Banque de Commerce et de Placements S.A. and Allianz Yaşam ve Emeklilik, and Board Member at the Banks Association of Turkey. As of the end of 2017, he resigned from his positions at Koç Holding, YKB and its subsidiaries.

Ozan Korkmaz

Ozan Korkmaz, co-founder of APLUS Energy and SmartPulse Technology, has more than 15 years of experience in the energy sector. His expertise includes energy demand and price forecasting models, feasibility and engineering studies of electricity generation investments, operating regime optimization in thermal and hydroelectric power plants, electricity transmission & distribution & retail tariff modeling and consultancy. Prior to founding APLUS, Ozan Korkmaz worked in the academic field of energy markets and worked as a consultant in many projects on energy generation and distribution. After graduating from METU Civil Engineering, Ozan Korkmaz completed his Master's degree in Hydroelectric Energy in the same department and is currently continuing his PhD studies at ITU Energy Engineering.

DECLARATION OF INDEPENDENCE

GALATA WIND ENERJİ A.Ş.
To the Chairman of 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.

Yours sincerely,

Name : HÜSEYİN FAİK AÇIKALIN

Signature : (Signature on the original)

DECLARATION OF INDEPENDENCE

GALATA WIND ENERJİ A.Ş.
To the Chairman of 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.

Yours 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.

Informative 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.