



ÇAN2 TERMİK

ÇAN2 TERMİK A.Ş.



INFORMATION DOCUMENT
EXTRAORDINARY GENERAL MEETING

INVITATION LETTER FOR THE EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of our company will be held to discuss the agenda items given below at 10:00 on Tuesday, 02 April 2024 at Nidakule Kuzey Ataşehir Barbaros Mahallesi Begonya Sokak No:3 B3 katı 34746 Ataşehir/ İstanbul.

The shareholders can participate in the General Assembly of our Company physically or electronically, in person or by proxy. Participation in the General Assembly electronically media is possible with the secure electronic signatures of the shareholder or their representatives. To this end, the shareholders that shall carry out transactions in the Electronic General Assembly System (EGKS) have to register to the Central Securities Depository of Turkey (Merkezi Kayıt Kuruluşu A.Ş. (MKK)) e-MKK Bilgi Portalı (Information Portal) and enter their information through a secure electronic signature. It is not possible for the shareholders or their representatives who have not registered to the E-MKK Bilgi Portalı and do not have electronic signatures to participate in the General Assembly over electronically.

Our shareholders who wish to participate in the General Meeting in person can use the rights related to their shares registered in the "Shareholders List" included in the MKK system by submitting their identification cards.

The shareholders who cannot participate in the meeting personally in either physical or electronically have to issue their powers of attorney in accordance with the example below or obtain an example of the power of attorney form from the Company Headquarters or the Company Web site at www.can2termik.com.tr and they should carry out the other issues stipulated in the "Communiqué on Voting by Proxy and Collection of Powers of Attorney by Invitation" No. II-30-1 of the Capital Market Board that was published in the Official Gazette dated 24 December 2013 and numbered 28861 and submit their powers of attorney, the signatures of which have been certified by a notary public, as attached to the Power of Attorney Form bearing their own signatures.

With the provisions of electronic voting related to the Agenda Items of the Extraordinary General Assembly Meeting remaining reserved, open ballot method shall be used through raising hands.

As per article 415 paragraph 4 of the Turkish Trade Law numbered 6102 and article 30 paragraph 1 of the Capital Market Law numbered 6362, the right to participate and vote in the General Assembly shall not be dependent on the condition of reservation of the share certificates.

The detailed Information Document are available within the legal period, 3 weeks before the meeting, for review by our Shareholders at the Company Headquarters and the Company Internet site at www.can2termik.com.tr

The stakeholders are also invited to the General Assembly meeting, but without the right to speak. We submit this information for our Shareholders and request their attendance.

ÇAN2 TERMİK A.Ş.

Additional Explanations in line with the Capital Market Law and the Corporate Governance Communique

In accordance with the Corporate Governance Communique No. II-17.1, effective from January 3, 2014, of the Capital Market Board (CMB), we have made the agenda explanations in the respective paragraph, and now make the mandatory additional explanations on the agenda items as follows:

1. Shareholder Structure & Voting Rights

The following table shows the current shareholder structure and voting rights of our shareholders.

Shareholders	Number of Shares	Share Percentage (%)	Number of Votes	Voting Rights (%)
Odaş Elektrik Üretim Sanayi Tic. A.Ş.	548.244.402,57	%58,44	548.244.402,57	%58,44
Publicly Traded	389.872.500,00	%41,56	389.872.500,00	%41,56
Total	938.116.902,57	%100,00	938.116.902,57	%100,00

In the ordinary and extraordinary General Assembly meetings of the Company, shareholders are entitled to 1 (one) vote for each share

2. Management and Activity Changes in the company and affiliates, which may substantially affect the corporate activities

There are no change in the management and business activities of the company and affiliates, realized in the last accounting year, or planned for the subsequent accounting year as to substantially affect the partnership activities.

3. Matters to be included in the agenda upon request of the shareholders

No proposal (i.e. request in writing to be included in the meeting agenda) was presented by shareholders for the Extraordinary General Meeting to Investor Relations Department.

INFORMATION FOR THE AGENDA ITEMS SUGGESTED FOR DISCUSSION IN THE EXTRAORDINARY GENERAL MEETING

1. Opening and Election of the Meeting Chairman

The Meeting Chairman will be elected to manage the General Meeting in accordance with the "Turkish Commercial Code (TCC) No. 6102", and the "Regulations on the Procedure and Rules for Joint Stock Company General Meetings and the Commissaries of the Ministry of Customs and Commerce to attend such meetings" (hereinafter called "Regulations" or "General Meeting Regulations") and Clause 7 of the General Meeting Bylaws.

2. Authorization of the Meeting Board to sign the Minutes of Meeting

It will be presented for the approval of the shareholders to authorize the Meeting Board for recording of the General Meeting Resolutions in accordance with the Turkish Commercial Code, Regulations and Corporate laws on General Meeting Rules.

3. Submitting the amendment of Article 6 titled Capital of the Company's Articles of Association approved by the Capital Markets Board and the Republic of Turkey Ministry of Customs and Trade for the purpose of increasing the Registered Capital Ceiling and extending the validity period to General Assembly's approval

Within the scope of the implementation principles specified in the Capital Markets Board's Communiqué on Registered Capital System numbered II-18.1, the amendment of Article 6 of the Articles of Association titled "Capital and Shares" will be submitted to the approval of the General Assembly. The Amendment to the Articles of Association is given in Annex-1.

4. Wishes and Opinions

ANNEXES:

ANNEX-1: AMENDMENT TO THE ARTICLES OF ASSOCIATION

ANNEX-2: POWER OF ATTORNEY

ANNEX-1:

ÇAN2 TERMİK A.Ş. AMENDMENT TO THE ARTICLES OF ASSOCIATION

CURRENT TEXT	NEW TEXT
<p>Article 6-Capital And Shares</p> <p>The company has accepted the registered capital system in accordance with the provisions of the Capital Market Law numbered 6362 and commenced the registered capital system with the permission of the Capital Markets Board dated 24/12/2020 and numbered 78/1611.</p> <p>The registered authorized stock of the company is 1.262.050.000 Turkish Lira and it is divided into 1.262.050.000 shares, each with a value of 1 (one) Turkish Lira.</p> <p>The registered authorized stock permission given by the Capital Markets Board is valid for the years between 2020-2024 (5 years). Even if the permitted registered authorized stock has not been reached at the end of 2024, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 years, by obtaining permission from the Capital Markets Board for the given ceiling or a new ceiling amount. In case of failure to obtain the said authorization, capital increase cannot be made with the decision of the Board of Directors.</p> <p>The issued capital of the company is 938.116.902,57 Turkish Lira and the said issued capital has been fully paid without any collusion.</p> <p>This capital is divided into 938.116.902,57 shares, each with a nominal value of 1 (one) Turkish Lira. The shares representing the capital are registered and these shares are monitored in records within the framework of dematerialization principles. The capital of the company can be increased or decreased when necessary within the framework of the provisions of the Turkish Commercial Code and capital markets legislation.</p> <p>In accordance with the provisions of the Capital Market Law, the Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered authorized stock when deemed necessary, to restrict the shareholders' right to purchase new shares, and to issue shares with premium or below their nominal value. The authority to restrict the right to purchase new shares cannot be exercised in a way that causes inequality among shareholders.</p>	<p>Article 6-Capital And Shares</p> <p>The company has accepted the registered capital system in accordance with the provisions of the Capital Market Law numbered 6362 and commenced the registered capital system with the permission of the Capital Markets Board dated 24/12/2020 and numbered 78/1611.</p> <p>The registered authorized stock of the company is <u>10.000.000.000</u> Turkish Lira and it is divided into <u>10.000.000.000</u> shares, each with a value of 1 (one) Turkish Lira.</p> <p>The registered authorized stock permission given by the Capital Markets Board is valid for the years between <u>2024-2028</u> (5 years). Even if the permitted registered authorized stock has not been reached at the end of <u>2028</u>, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 years, by obtaining permission from the Capital Markets Board for the given ceiling or a new ceiling amount. In case of failure to obtain the said authorization, capital increase cannot be made with the decision of the Board of Directors.</p> <p>The issued capital of the company is 938.116.902,57 Turkish Lira and the said issued capital has been fully paid without any collusion.</p> <p>This capital is divided into 938.116.902,57 shares, each with a nominal value of 1 (one) Turkish Lira. The shares representing the capital are registered and these shares are monitored in records within the framework of dematerialization principles. The capital of the company can be increased or decreased when necessary within the framework of the provisions of the Turkish Commercial Code and capital markets legislation.</p> <p>In accordance with the provisions of the Capital Market Law, the Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered authorized stock when deemed necessary, to restrict the shareholders' right to purchase new shares, and to issue shares with premium or below their nominal value. The authority to restrict the right to purchase new shares cannot be exercised in a way that causes inequality among shareholders.</p>

ANNEX-2: POWER OF ATTORNEY

I hereby assign with the detailed information below as my proxy to represent me, to vote, to make proposals, and to sign the required documents in parallel with the opinions I have specified below in the Extraordinary General Meeting of ÇAN2 TERMİK ANONİM ŞİRKETİ to be held at 10.00 on Tuesday 02 April 2024 at Nidakule Kuzey Ataşehir Barbaros Mahallesi Begonya Sokak No:3 B3 katı 34746 Ataşehir/ İstanbul

The Proxy's(*)

Name Surname/Commercial Title:

Republic of Turkey ID No/Tax No:

Trade Registry and Number and MERSIS number:

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

A) SCOPE OF THE REPRESENTATION POWER

For the sections 1 and 2 below, one of the options from (a), (b), or (c) should be chosen to specify the authorization scope.

1. Regarding the Items included in the General Assembly

Agenda:

- a-) The proxy is authorized to vote as per their opinions.
- b-) The proxy is authorized to vote as per the opinions of the corporate management.
- c-) The proxy is authorized to vote in accordance with the following instructions.

Instructions:

In case the shareholder chooses option (c), the instructions for each agenda item is given by checking the options (accept or reject) given against the related general assembly item and, if the reject option is chosen, then by the dissenting opinion requested to be written in the general assembly minutes, if any.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and Election of the Meeting Chairman			
2. Authorization of the Meeting Board to sign the Minutes of General Assembly Meeting			
3. Submitting the amendment of Article 6 titled Capital of the Company's Articles of Association approved by the Capital Markets Board and the Republic of Turkey Ministry of Customs and Trade for the purpose of increasing the Registered Capital Ceiling and extending the validity period to General Assembly's approval.			
4. Wishes and Opinion			

(*) The items included in the General Assembly agenda are listed separately. If the minority has a separate draft resolution, this is specified separately to ensure voting by Proxy.

Special instruction on the other issues that may arise during the General Assembly meeting and especially on the execution of the minority rights:

- a. The proxy is authorized to vote as per their opinions.
- b. The proxy is not authorized to represent in these issues.
- c. The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: The special instructions to be given to the proxy by the shareholder, if any, are stated here.

B) The shareholder chooses one of the following options to specify the shares to be represented by the proxy.

1. I approve the representation of the shares with the details below by my proxy.

- a) Issue and series:*
- b) Number/Group:**
- c) Number of shares-Nominal value:
- d) Whether the vote is privileged:
- e) Whether they are bearer or registered shares:*
- f) Their ratio to the total number of shares/voting rights held by the shareholder:

* This information is not required for shares monitored from the registry.

** For shares monitored from the registry, information on the group, if any, shall be given rather than number.

2. It approves the representation by my proxy of all my shares in the list of shareholders that might participate in the general assembly, which is prepared one day before the general assembly date.

NAME SURNAME or TITLE OF THE SHAREHOLDER(*)

Republic of Turkey ID No/Tax No:

Trade Registry and Number and MERSIS number: Address:

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

SIGNATURE

In contradiction between the Turkish and English versions of this document, the Turkish version shall prevail.