

Registry of Commerce of Istanbul - 54957

**CALL BY ARÇELİK A.Ş.'s  
BOARD OF DIRECTORS FOR THE EXTRAORDINARY  
GENERAL ASSEMBLY MEETING TO BE HELD ON 26/06/2018**

With the purpose of discussing and making decisions about the following written agenda, our Company's Extraordinary General Assembly Meeting is scheduled to be held on June 26, 2018 - Tuesday at 11:00 at "Divan Istanbul Hotel Elmadağ, Asker Ocağı Caddesi No: 1 34367 Şişli, Istanbul (Tel: 90 212 315 55 00, Fax: 90 212 315 55 15)".

The CMB certified Announcement Text about our Company's Demerger via Facilitated Procedure through the Associate Model under the resolution No. 953 as adopted by our Board of Directors on April 09, 2018, the Demerger Plan, the Demerger Report, the financial reports for the last three years, the post-demerger estimated opening balance sheet, the independent audit report for the last three years shall be made public at the Public Disclosure Platform and on the Company's corporate website [www.arcelikas.com](http://www.arcelikas.com) within 30 days minimum prior to the General Assembly meeting date.

These agenda items as well as the information note that contains necessary explanations for compliance with the Capital Markets Board regulations shall be made ready and available for the inspection of the shareholders at the Company's head office at least three weeks in advance of the General Assembly meeting (except for the announcement and meeting days) and shall be published on the Company's corporate website, on the Public Disclosure Platform and Electronic General Assembly system.

Save for the rights and obligations of the shareholders who are to attend the meeting via electronic method, it is necessary that the shareholder, who shall not attend the meeting in person, arrange the power of attorney in line with the following specimen or obtain the relevant form of power of attorney from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent - Istanbul) and from our headquarters or from the official website of the company at [www.arcelikas.com](http://www.arcelikas.com) and accordingly, submit the powers of attorney, the signature on which is notarized, to the Company, following the fulfillment of the matters as contemplated in the "Voting by Proxy and Proxy Collection by Call Communiqué" numbered II-30.1, published and entered into force on the Official Gazette no. 28861, dated 24.12.2013. It is not necessary for the proxy, who is appointed by electronic means over the Electronic General Meeting System, to present a power of attorney. **Any power of attorney which is mandated under the Communiqué in question and is not in compliance with the power of attorney sample attached here shall definitely not be accepted due to our legal liabilities.**

Our Shareholders who are to cast vote using the Electronic General Meeting System are kindly requested to obtain information from the Central Registry Agency, the official website of the company at [www.arcelikas.com](http://www.arcelikas.com) or from the Head Office of the company (Tel: 90 212 314 31 03- 314 31 15) so that they could fulfill their obligations in accordance with the provisions of the relevant Regulations and Communiqués.

Pursuant to the 4<sup>th</sup> paragraph of Article 415 of the Turkish Commercial Code No. 6102 and the 1<sup>st</sup> paragraph of Article 30 of the Capital Markets Law, the right to attend the general meeting and the right to cast vote at the general meeting is not subject to the requirement regarding the deposit of share certificates. In this framework, where our shareholders wish to attend the General Meeting, they shall not be required to have their shares blocked.

Save for the electronic voting provisions relating to the voting for the Agenda Items of the Extraordinary General Assembly, open voting procedure shall be applied by show of hands.

As per the Law on Protecting Personal Data No 6698, you can reach the detailed information about how your personal data are processed by our company by reading the Personal Data Protection and Process Policy of Arçelik Anonim Şirketi, which has been disclosed to the public at [www.arcelikas.com](http://www.arcelikas.com).

All beneficiaries, stakeholders and media organs are invited to our Extraordinary General Meeting.

In respect of the registered shares that are traded at the exchange pursuant to the Capital Markets Law, no individual notice shall be served to the shareholders by a registered mail.

Kindly submitted for the information of the esteemed shareholders.

ARÇELİK A.Ş. BOARD OF DIRECTORS

Company Address: Karaağaç Caddesi No: 2-6 Söğütözü 34445 Beyoğlu-Istanbul  
Commercial Registry and Number: Istanbul - 54957

Appendices:

-Agenda

-Power of Attorney Sample

Mersis No: 0073001800000022

**AGENDA OF ARÇELİK A.Ş.'s  
EXTRORDINARY GENERAL ASSEMBLY  
TO BE HELD ON 26/06/2018**

1. Opening and election of the Chairman of the Meeting,
2. Informing the shareholders about the Announcement for the Right of Examination, the Announcement for the Protection of Creditors, Certified Public Accountant report for the Determination of Equity under Turkish Code of Commerce (TCC) in connection with the partial demerger to be discussed under Agenda item 4,
3. Informing the shareholders about the Board of Directors' Declaration that under the partial demerger, no retirement right has arisen pursuant to the Capital Markets Board Communiqué no. II-23.1 on the "Common Principles Regarding Significant Transactions and the Retirement Right",
4. Reading the Demerger Report, Demerger Plan dated on April 9, 2018 which are issued for the transfer of all assets and liabilities related to industrial motor production, after-sales services and related R&D activities as a whole to WAT MOTOR SAN. VE TİC. A.Ş. to be founded as a 100% subsidiary of our Company,

and the transfer of all assets and liabilities related to payment systems operations and related R&D activities as a whole to TOKEN FİNANSAL TEKNOLOJİLER A.Ş. to be founded as a 100% subsidiary of our Company by way of partial demerger and in a manner not to disrupt the business integrity in line with art. 159 of TCC, the provisions of Merger and Demerger Comm. published by the CMB which govern the demerger through facilitated procedure and the CTL art. 19, 20, discussing and approving of the Demerger Report, the Demerger Plan and the Articles of Association of the new companies attached to the Demerger Plan and the proposal by the BoD's for the Partial Demerger,

5. Wishes and opinions

## POWER OF ATTORNEY

### ARÇELİK A.Ş.

I hereby authorise and appoint as proxy \_\_\_\_\_, who is introduced below in detail to represent me, to vote, to submit proposals and to sign necessary documents on my behalf at Arçelik A.Ş.'s Extraordinary General Assembly scheduled to be held on June 26, 2018, Tuesday at 11.00 at "Divan Istanbul Hotel Elmadağ, Asker Ocağı Caddesi No: 1 34367 Şişli, Istanbul" in accordance with the following.

Proxy's (\*);

Name Surname/Commercial Title:

T. R. ID No/Tax ID, Commercial Registry and Number with MERSIS number:

*(\*)If applicable, submitting equivalents of information referred for Proxies with foreign nationality is mandatory.*

#### A)SCOPE OF THE POWER TO REPRESENT

Scope of the power to represent must be determined by choosing either (a), (b) or (c) for the following sections numbered 1 and 2.

1. Regarding the Issues in Agenda of General Assembly;

a) Proxy shall be authorized to vote as per her/his own opinion.

b) Proxy shall be authorized to vote as per the proposals of the partnership management.

c) Proxy shall be authorized to cast vote as per the following instructions.

Instructions:

In case the shareholder selects the option (c), instructions shall be given by marking either of the options set against the agenda item of the relevant general assembly for each agenda item (acceptance or rejection), and in case the rejection option is checked, then the dissenting opinion, if any, should be stated as it will be written on the general assembly minutes upon request.

Agenda Items	Acceptance	Refusal	Opposition Note
1 - Opening and election of the Chairman of the Meeting,			

<p>2 - Informing the shareholders about the Announcement for the Right of Examination, the Announcement for the Protection of Creditors, Certified Public Accountant report for the Determination of Equity under Turkish Code of Commerce (TCC) in connection with the partial demerger to be discussed under Agenda item 4,</p>			
<p>3 - Informing the shareholders about the Board of Directors' Declaration that under the partial demerger, no retirement right has arisen pursuant to the Capital Markets Board Communiqué no. II-23.1 on the "Common Principles Regarding Significant Transactions and the Retirement Right",</p>			
<p>4 - Reading the Demerger Report, Demerger Plan dated on April 9, 2018 which are issued for the transfer of all assets and liabilities related to industrial motor production, after-sales services and related R&amp;D activities as a whole to WAT MOTOR SAN. VE TİC. A.Ş. to be founded as a 100% subsidiary of our Company, and the transfer of all assets and liabilities related to payment systems operations and related R&amp;D activities as a whole to TOKEN FİNANSAL TEKNOLOJİLER A.Ş. to be founded as a 100% subsidiary of our Company by way of partial demerger and in a manner not to disrupt the business integrity in line with art. 159 of TCC, the provisions of Merger and Demerger Comm. published by the CMB which govern the demerger through facilitated procedure and the CTL art. 19, 20, discussing and approving of the Demerger Report, the Demerger Plan and the Articles of Association of the new companies attached to the Demerger Plan and the proposal by the BoD's for the Partial Demerger,</p>			
<p>5 - Wishes and opinions.</p>			

If the minority shareholders have a different draft proposal, this should be also specified to ensure the cast of votes by proxy.

2. Special instruction for other issues which may arise in General Assembly and using minority rights in particular:

- a) Proxy shall be authorized to vote as per her/his own opinion.
- b) Proxy shall not be authorized to represent for these issues.
- c) Proxy shall be authorized to cast vote as per the following special instructions.

SPECIAL INSTRUCTIONS; If any, special instructions from shareholder to proxy shall be specified here.

B) Shareholder defines which shares to be represented by proxy by choosing one of the following options.

1. I hereby certify that my shares whose details are given below shall be represented by  my proxy.

a) Issue and serial: \*

b) Number/ Group: \*\*

c) Amount-Nominal Value:

d) If multiple vote securities or not:

e) Registered to the bearer-name: \*

f) Proportion to the total shares/ voting rights held by the shareholder:

\* *This information shall not be requested for dematerialized shares.*

\*\* *For dematerialized shares, group information shall be given instead of the number.*

2. I hereby certify and approve that all my shares set out in the list for shareholders who may attend to the general assembly issued by the Central Registry Agency of Turkey one day prior to the General Assembly Date shall be represented by the proxy.

FULL NAME OR TITLE OF THE SHAREHOLDER (\*)

T. R. ID No/Tax ID, Commercial Registry and Number with MERSIS number:

Address:

*(\*) Submitting equivalents of information referred for shareholders with foreign nationality is mandatory.*