

Registry of Commerce of Istanbul - 54957

**CALL BY ARÇELİK A.Ş.'s  
BOARD OF DIRECTORS FOR THE ORDINARY  
GENERAL ASSEMBLY MEETING TO BE HELD ON 19/03/2018**

With the purpose of examining the works of the year 2017 and discussing and also making decisions about the following written agenda, our Company's Ordinary General Assembly Meeting is scheduled to be held on March 19, 2018 - Monday at 10:00 at "Divan İstanbul Oteli, Asker Ocağı Caddesi No: 1 34367 Elmadağ Şişli, İstanbul (Phone: 0 212 315 55 00, Fax: 0 212 315 55 15)".

A detailed information note for 2017 which includes Financial Statements and Independent Audit Report, proposal for Profit Distribution, the Annual Report and Report of Compliance with Corporate Governance Principles in the attachment thereof, and required details and explanations with the said agenda items and the regulations by the Capital Markets Board shall be made available at the Head Office, on the official website of the company at [www.arcelikas.com](http://www.arcelikas.com) and on the Electronic General Meeting System of the Central Registry Agency for review by our Esteemed Shareholders, three weeks in advance of the meeting.

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 legislations or obtain the relevant form of power of attorney from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent - İstanbul) 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 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:0 212 314 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 General Meeting, 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 the 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 Sötlüce 34445 Beyođlu-Istanbul  
Commercial Registry and Number: Istanbul - 54957

Appendices:

-Agenda

-Power of Attorney Sample

Mersis No: 0073001800000022

**AGENDA OF ARÇELİK A.Ş.'s  
ORDINARY GENERAL ASSEMBLY  
TO BE HELD ON 19/03/2018**

1. Opening and appointment of the Chair of the Meeting,
2. Reading, discussing and approving the 2017 Activity Report prepared by the Company Board of Directors,
3. Reading the Summary of Independent Audit Report for 2017 accounting period,
4. Reading, discussing and approving the Financial Tables related to the 2017 accounting period,
5. Discharge of the Members of the Board of Directors severally in relation to the activities of company in 2017,
6. Acceptance, acceptance after amendment or refusal of the proposal of the Board of Directors regarding the distribution of the profits of 2017 and the date of the distribution of profits,
7. Determining the number and duty terms of Board Members, making selection according to the determined number of board members; Election of Independent Board Members,
8. The approval and informing of the Shareholders about their payments within the Wages Policy for the Members of the Board of Directors and Top Level Managers in accordance with the Corporate Governance Principles,
9. Determining the annual gross fees of the members of the Board of Directors,
10. Approval of the Independent Auditing Firm selection made by the Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board,

11. Informing the shareholders about the donations made by the company in 2017 and determining an upper limit for donations to be made in 2018,

12. To provide the Shareholders with information about guarantees, pledges, mortgages, and suretyships given and issued by the Company and its subsidiaries in favour of third parties in 2017 and about the revenues and benefits raised therefrom pursuant to the Capital Markets Board regulations,

13. Shareholders who hold the management control, Members of the Board of Directors, senior managers and their spouses and blood relatives until the second degree are allowed as per the articles 395th and 396th of Turkish Commercial Code and informing shareholders about actions taken in this context during 2017 as per the Corporate Governance Communiqué of Capital Markets Board,

14. Wishes and comments.

## POWER OF ATTORNEY

### CALL BY ARÇELİK A.Ş.'s

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 behalf of me at Arçelik A.Ş.'s general meeting scheduled to be held on 19.03.2018, Monday, at 10:00 a.m., at "Divan İstanbul Oteli, Asker Ocağı Caddesi No:1 34367 Elmadağ Şişli, İstanbul" in accordance with the following:

Proxy's (\*);

Name Surname/Commercial Title:

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

(\*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 authorised to vote as per her/his own opinion.

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

c) Proxy shall be authorised to cast vote as per the instructions given in the table.

Instructions:

In the event that the shareholder chooses (c) option, instructions specific to agenda items shall be given provided that one of the options given against the relevant agenda item of general assembly is checked (acceptance or refusal), or if refusal option is

chosen, by specifying opposition note which is required to be written in moments of general assembly (if any).

Agenda Items	Acceptance	Refusal	Opposition Note
1. Opening and appointment of the Chair of the Meeting,			
2. Reading, discussing and approving the 2017 Activity Report prepared by the Company Board of Directors			
3. Reading the Summarized Version of the Independent Audit Report for 2017 accounting period,			
4. Reading, discussing and approving the Financial Tables related to the 2017 accounting period,			
5. Discharge of the Members of the Board of Directors severally in relation to the activities of company in 2017			
6. Acceptance, acceptance after amendment or refusal of the proposal of the Board of Directors regarding the distribution of profits for 2017 and the date of the distribution of profits drafted within the frame of the Company's profit distribution policy			
7. Determining the number and duty terms of Board Members, making selection according to the determined number of board members; Election of Independent Board Members			
8. The approval and informing of the Shareholders about their payments within the Wages Policy for the Members of the Board of Directors and Top Level Managers in accordance with the Corporate Governance Principles			
9. Determining the annual gross fees of the members of the Board of Directors			
10. Approval of the Independent Auditing Firm selection made by the Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board			
11. Informing the shareholders about the donations made by the company in 2017 and determining an upper limit for donations to be made in 2018			
12. Pursuant to the regulations of the Capital Market Board, giving information to the Shareholders about revenues or benefits achieved through warrant, lien, mortgage and bailments given by the Company and subsidiaries thereof for the 3rd persons in 2017,			
13. Shareholders who hold the management control, Members of the Board of Directors, senior managers and their spouses and blood relatives until the second degree are allowed as per the articles 395th and 396th of Turkish Commercial Code and			

informing shareholders about actions taken in this context during 2017 as per the Corporate Governance Communiqué of Capital Markets Board			
14. Wishes and remarks			

If minority has any draft resolution, it shall be separately specified to guarantee voting by proxy.

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

- a) Proxy shall be authorised to vote as per her/his own opinion.
- b) Proxy shall not be authorised to represent for these issues.
- c) Proxy shall be authorised 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 certify that proxy shall represent my shares which are specified below in detail.

- a) Array and serial:\*
- b) Number/Group:\*\*
- c) Quantity-Nominal value:
- d) If multiple vote securities or not:
- e) Whether shares are bearer shares or written in the name:\*
- f) Proportion of shareholder to possessed total shares/voting rights:

\*The information about shares which are followed from registrations is not requested.

\*\*If any, information regarding the group shall be used instead of number for shares which is followed from registrations.

2. I hereby certify that proxy shall represent all shares of mine in the list regarding the shareholders who can attend to general assembly organized by Merkezi Kayıt Kuruluşu A.Ş. the day before General Assembly.

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.