

**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 behalf of me at Arçelik A.Ş.'s general assembly meeting scheduled to be held on 19.03.2019, Tuesday, at 15:00, at "Divan İstanbul Hotel, 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 election of the Chairman of the Meeting			
2. Reading, discussing and approving the 2018 Annual Report prepared by the Company Board of Directors			
3. Reading the Summary of Independent Audit Report for 2018 accounting period,			
4. Reading, discussing and approving the Financial Statements related to the 2018 accounting period,			
5. Acquittal of each member of the Board of Directors in relation to the activities of Company in 2018			
6. Acceptance, acceptance after amendment or refusal of the offer of the Board of Directors in accordance with the Company's profit distribution policy regarding the distribution of the profits of 2018,			
7. Determining the number and duty term of the Members of the Board of Directors, making elections in accordance with the determined number of members, selecting the Independent Members of the Board of Directors,			
8. Informing and approval of the Shareholders about the Remuneration Policy for the Members of the Board of Directors and Top Managers and the payments made within the scope of the policy in accordance with the Corporate Governance Principles,			
9. Determining annual gross salaries of the members of the Board of Directors			

10. Approval of the Independent Auditing Institution selected by the Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board regulations			
11. Informing the shareholders about the donations made by the Company in 2018 and determining an upper limit for donations to be made in 2019,			
12. Informing the shareholders about the collaterals, pledges, mortgages and surety granted in favor of third parties and the income and benefits obtained in 2018 by the Company and subsidiaries in accordance with Capital Markets Board regulations,			
13. Authorising the shareholders holding management capacity, the Members of the Board of Directors, top managers and their spouses and relatives by blood and marriage up to the second degree within the framework of the articles 395th and 396th of Turkish Commercial Code and informing shareholders about transactions performed within the scope during 2018 as per the Corporate Governance Communiqué of Capital Markets Board,			
14. Wishes and opinions			

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.