

INFORMATION NOTE FOR THE 2018 ORDINARY GENERAL ASSEMBLY MEETING HELD ON 19.03.2019

1. INVITATION TO ORDINARY GENERAL ASSEMBLY MEETING ON 19/03/2019

With the purpose of examining the works of the year 2018 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, 2019 - Tuesday at 15:00 at "Divan İstanbul Hotel, Asker Ocağı Caddesi No: 1 34367 Elmadağ Şişli, İstanbul (Phone: 90 212 315 55 00, Fax: 90 212 315 55 15)".

For 2018 Activity year Financial Statements, Independent Audit Report, proposal for Profit Distribution, the Annual Report and Corporate Governance Principles Compliance Report in the attachment thereof, and a detailed information note for 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 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 and accordingly, submit the powers of attorney, the signature on which is notarized, to the Company, following the fulfilment 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 will cast vote via 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 or from the Head Office of the company (Tel:90 212 314 31 03- 314 31 47) so that they could fulfil their obligations in accordance with the provisions of the relevant Regulations and Communiques.

Pursuant to the 4th paragraph of Article 415 of the Turkish Commercial Code No. 6102 and the 1st 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.

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

Mersis No: 0073001800000022

2. OUR ADDITIONAL STATEMENTS WITHIN THE SCOPE OF CMB REGULATIONS

The additional explanations that should be done pursuant to the “Corporate Governance Communique no II-17.1” of the Capital Markets Board (“CMB”), those ones related to the agenda items are given in the respective agenda items section below and other general mandatory explanations are submitted in this section for your information:

2.1 Shareholding Structure and Voting Rights

Information about total number of shares and voting rights reflecting joint undertaking’s partnership structure, number of shares representing each preferred share group if preferred shares exist in partnership capital and nature of voting rights and privileges are presented below:

Company’s issued capital is TL 675,728,205. - and that issued capital are paid in full and free of collusion.

Each share with a nominal value of 1 Kr shall have one voting right in a General Assembly meeting. There is no privileged share in the company’s capital.

SHAREHOLDER	CAPITAL RATIO (%)	NOMINAL SHARE VALUE (TRY)	SHARE & VOTE AMOUNT (Piece)
KOÇ FAMILY	8.67	58,590,762.02	5,859,076,202
KOÇ HOLDİNG A.Ş.	40.51	273,742,027.02	27,374,202,702
KOÇ HOLDİNG EMEKLI VE YARDIM SANDIGI	5.14	34,721,920.21	3,472,192,021
TEMEL TİCARET VE YATIRIM A.Ş.	2.75	18,576,870.00	1,857,687,000
VEHBİ KOÇ VAKFI	0.17	1,136,574.89	113,657,489
TEKNOSAN BÜRO MAKİNA VE SAN. LEVAZIMI TİC. VE A.Ş.	12.05	81,428,336.95	8,142,833,695
BURLA TİCARET VE YATIRIM A.Ş.	5.56	37,571,663.05	3,757,166,305
OTHER SHAREHOLDERS	25.15	169,960,050.86	16,996,005,086
TOTAL	100.00	675,728,205.00	67,572,820,500

The majority of Koç Holding A.Ş. shares belong to the members of the Koç Family.

2.2 Management and Operation Changes To Affect Company Operations of Our Company and Subsidiaries Significantly:

Information on the management and operational changes that our Company has planned in the past accounting period or in future accounting periods, which will significantly affect its operations, and the reasons for these changes are presented below:

Our Company's Board of Directors took the following decisions on April 9, 2018.

In order to establish a more efficient and focused structure in the field of motor production and payment systems activities;

In order to transform the multi-purpose motor production of our company into a more efficient organization that will expand its product range and offer specific solutions to market needs; to transfer the whole of the assets and liabilities for industrial motor production, after-sales

services and related R&D activities in the balance sheet without compromising the integrity of the business into WAT MOTOR SANAYİ VE TİCARET titled joint-stock company with a capital of 130 million TL and be established corporation which is our company's 100% subsidiary with the partial demerger;

In order to transform our company's experience in payment systems by focusing on the field of financial technology into a more flexible and new structure, to create value-added solutions in software-based retail and payment areas and to create new business models, to transfer the whole of the assets and liabilities for payment systems operations and related R&D activities in the balance sheet without compromising the integrity of the business into TOKEN FİNANSAL TEKNOLOJİLER titled joint-stock company with a capital of 18 million TL and be established corporation which is our company's 100% subsidiary with the partial demerger;

To realize the partial demerger according to Turkish Commercial Code (TCC) no. 6102, the paragraph "1-b" of article 159, the Capital Markets Board's (CMB) Communique on Merger and Demerger (II-23.2) with the provisions relating to demerger via facilitated procedure and the Corporate Tax Law no. 5520, paragraph "3-b" of article 19 and article 20; all of the shares representing the capitals of the new companies be established to be acquired by Arçelik A.Ş.

Extraordinary General Shareholders Meeting's Partial Demerger Decision dated 26.06.2018 has been registered by İstanbul Trade Registry Office on 29.06.2018.

2.3 Information On Shareholders' Request for Adding An Item To the Agenda:

In connection with the circumstances where the proposals sent by the Company's shareholders to the Investor Relations Department in writing for the addition of an item to the agenda are rejected by the Board of Directors, please find information about the rejected proposals and the reasons underlying the rejection:

No such proposal has been sent for the Ordinary General Assembly meeting in which 2018 operations shall be discussed.

3. OUR EXPLANATIONS IN CONNECTION WITH THE AGENDA ITEMS TO BE DISCUSSED IN THE ORDINARY GENERAL ASSEMBLY MEETING DATED 19.03.2019

1. Opening and election of the Chairman of the Meeting,

Pursuant to the “Turkish Code of Commerce no 6102” (TCC) and the “Regulation on the Procedures applicable to the General Assembly Meetings of Joint-stock Companies and the Representatives from the Ministry of Customs and Trade to attend these Meetings (“Regulation” or the “General Assembly Regulation”) and Article 7 of the General Assembly Internal Directive, Chairman of the Meeting who will lead the General Assembly Meeting shall be elected. In accordance with General Assembly Internal Directive, Meeting Chairman shall nominate minimum one Minutes Clerk. Chairman of the Meeting may select sufficient number of vote collectors.

2. Reading, discussing and approving the 2018 Annual Report prepared by the Company Board of Directors,

Subject to TCC, the Regulation and the Capital Markets Law, information about the 2018 Annual Report, including the report for compliance with the corporate governance principles which was submitted for the inspection of our shareholders for three weeks prior to the General Assembly Meeting at our Company’s head office, the Electronic General Assembly Portal of the CRA and our Company’s corporate web site at www.arcelikas.com shall be given and such Report shall be submitted for the comments and approval of our shareholders.

3. Reading the Summary of Independent Audit Report for 2018 accounting period,

The General Assembly shall be informed about the Independent Audit Report which was issued pursuant to TCC and the Capital Markets Board regulations and which was submitted for the inspection of our shareholders for three weeks prior to the General Assembly Meeting at our Company’s head office, the Electronic General Assembly Portal of the CRA and our Company’s corporate web site at www.arcelikas.com.

4. Reading, discussion and approving the Financial Statements related to the 2018 accounting period,

Within the framework of TCC, Regulation and regulations concerning Capital Markets Law, information shall be provided about our financial statements and legal financial statements drafted in accordance with the Tax Procedure Law which are submitted to the review of our shareholders on CRA’s Electronic General Assembly portal and our company’s corporate internet site at www.arcelikas.com shall be submitted to the review and approval of our shareholders.

5. Acquittal of each member of the Board of Directors in relation to the activities of Company in 2018,

In line with the provisions of TCC and the Regulation, the individual acquittal of our Board members from 2018 activities, accounts and transactions shall be submitted for the approval of the General Assembly.

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,

According to financial statements belonging to the accounting period 01.01.2018 and 31.12.2018 which were prepared in compliance with Turkish Accounting/Financial Reporting Standards and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., within the framework of Turkish Commercial Code and Capital Markets Law; our company gained “Net Consolidated Profit” pertaining to parent in the amount of 851,756,724.49 TL; and the statement concerning share distribution which is prepared by considering our Profit Distribution Policy, long-term strategy, investment and finance policies, profitability and cash position and in accordance with Share Distribution Communique numbered II-19.1 and Share Distribution Table format included in Share Distribution Guide announced pursuant to this Communique are presented in ANNEX/1.

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,

New board members who will replace the board members whose duty periods are completed shall be elected, considering the principles concerning the election of board members, in accordance with the CMB Regulations, TCC and the Regulation. Moreover, independent members shall be selected to ensure compliance with the Corporate Governance Communique no II-17.1 as published by the CMB.

Pursuant to Article 10 of our Articles of Association, our Company shall be managed by a Board of Directors with minimum 5 members who shall be selected by the General Assembly for a maximum term of three years in line with the provisions of Turkish Code of Commerce. The General Assembly may decide that the Board of Directors should be renewed even if its office term has not expired yet.

Out of the Board members to be selected, 4 members should meet the independency criteria defined in the mandatory Corporate Governance Principles set by the CMB.

Upon the suggestion of Corporate Governance Committee which evaluates the candidates notified to it, Kamil Ömer Bozer, Müzeyyen Münire Gülay Barbarosoğlu, Mehmet Cem Kozlu and Ahmet Turul were determined as Independent Members of Board of Directors by the decision made by our Board of Directors. CMB, with the letter dated 04.02.2019, has found these independent member candidates appropriate.

ANNEX/2 shows the resumes of our Board member nominees and the candidates for independent membership.

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,

Pursuant to the CMB's Corporate Governance Principle no 4.6.2, the remuneration policies applicable to Board members and top managers should be documented in writing and they should be submitted for the attention of the shareholders as a separate article at the General Assembly meeting so that they can give their comments in this respect. The remuneration policy prepared with this purpose is given in ANNEX/3. As it was mentioned in Note 33 to our financial statements for 2018 financial year, Arçelik A.Ş. provided such benefits for a total sum of 65,242 thousand TL to the Board Members, General Manager, Assistant General Managers and the Directors reporting directly to the General Manager in 2018.

9. Determining annual gross salaries of the members of the Board of Directors,

Under our Remuneration Policy submitted for the approval of shareholders in Agenda item 8, the amount of the annual gross remuneration payable to our Board members for 2019 financial year shall be determined by our shareholders.

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,

In line with Turkish Code of Commerce and the Capital Markets Board regulations, the Board of Directors resolved in its resolution dated 08.02.2019, upon consultation with the Audit Committee, that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. should be appointed for the audit of our Company's financial reports in its 2019 financial year and for the performance of other operations under the regulations in these laws, and this appointment shall be submitted for the approval of the General Assembly.

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,

Pursuant to Article 6 of the Dividends Communiqué no II-19.1 of the Capital Markets Board, the limits of the donations to be made should be set by the general assembly unless set out in the articles of association, and donations and payments should be submitted for the attention of the shareholders in the general assembly meeting. The total amount of donations made to foundations and associations during 2018 is 5,907,579.37-TL. Moreover, the upper limit for donations to be made in 2019 shall be set and determined by the general assembly.

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,

Pursuant to Article 12 of the Corporate Governance Communiqué no II-17.1 of the Capital Markets Board, income and revenues generated from collaterals, pledges, mortgages, and surety given and issued by our Company and our subsidiaries in favour of third parties should be set out as a separate agenda item in our general assembly meeting agenda and this is also referred to in Note 16 to our Financial Statements dated 31.12.2018.

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,

Our Board members may carry out transactions in accordance with the first paragraph of Article 395 of TCC titled “Ban on Transactions with and Borrowing from the Company” and Article 396 thereof titled “Non-competition” shall be possible only upon the approval of the General Assembly.

Pursuant to the mandatory Corporate Governance Principle no 1.3.6 of the CMB, in circumstances where shareholders holding the management capacity, board members, and managers with administrative tasks as well as their spouses and relatives by blood and marriage up to second degree carry out a material business transaction with the Company and its subsidiaries in a manner to cause a conflict of interest and/ or are engaged in a commercial business falling within the scope of Company’s business on behalf of himself or for the account of another party or itself or for another entity or the Company or subscribes to another company engaged in the same kind of business operations in a capacity of an unlimited/ general partner, the said transactions are set out in a separate agenda item to give detailed information to the general assembly in this respect and they are to be noted in the general assembly meeting notes.

In order to perform the requirements of such regulations, the issue of the said permission shall be submitted for the approval of our shareholders at the General Assembly. Additionally, our shareholders will be informed about such operations carried out within the year. The shareholders who have the authorization to control the management, board members, managers with administrative responsibilities and some of their spouses and relatives by blood and marriage up to the second-degree relatives work as board members at some other companies of the Koç Group, including the ones that have similar activity areas with our Company. There was no operation in 2018 that was important enough to inform the assembly within the scope of the Principle No. 1.3.6 of the Corporate Governance Communiqué.

14. Wishes and opinions.

ANNEXES:

ANNEX/1 Proposal by the Board of Directors for the Distribution of 2018 Profit.

ANNEX/2 Resumes of Board Member Candidates and Independence Statements of Independent Member Candidates

ANNEX/3 Remuneration Policy for the Members of the Board of Directors and Top Managers

ANNEX/4 Proxy Statement of Shareholders

ANNEX/1 Proposal by the Board of Directors for the Distribution of 2018 Profit

Our Board of Directors made the following decision on the February 15, 2019.

According to the financial statements for the accounting period 01.01.2018 and 31.12.2018, prepared by our Company within the framework of the Communiqué of the Capital Markets Board (CMB), numbered Series: II-14.1, and in compliance with the International Financial Reporting Standards, and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.; our company reached "Consolidated Net Profit" of TL 855,841,911.90 of which TL 851,756,724.49 is net profit excluding non-controlling interest share that the sum of TL 861,749,491.27 which is the aggregate sum with the donation of TL 5,907,579.37 made to tax-exempt foundations and associations during the year constitutes the first dividend basis; according to the records prepared in line with the Tax Procedure Law (TPL), the amount of funds available for distribution is TL 1,417,695,949.46 in aggregate provided that the sum of TL 1,146,044,956.92 is from after-tax net financial year profit.

The following issues were decided to be submitted to the approval of our shareholders at the Ordinary General Assembly Meeting of our Company, which is planned to be held in March to discuss the results of the 2018 activity.

- It was decided that the general statutory reserve fund at a rate of 5% that must be set aside as per the Article No 519 of the Turkish Commercial Code should not be set aside for 2018 since the current general statutory reserve fund in TPL record reached the 20% limit of the capital as of 31.12.2018
- According to Capital Markets legislation and Article 18 of the Company's Articles of Association and our profit distribution policy approved at the General Assembly on 27.03.2014, considering the high interest financial environment, in order to increase the free cash flow of the Company and to optimize its financing expenses and to further strengthen the balance sheet structure, we propose not to distribute dividend this year.
- The current year profit of TL 1,146,044,956.92, which is calculated according to the tax procedure law, will be allocated as extraordinary reserves. The current year net profit of TL 855,841,911.90 is transferred to retained earnings in the financial statements prepared in accordance with TMS/IFRS

ARÇELİK A.Ş. 01.01.2018 / 31.12.2018 Period Dividend Payment Table (TL)		
1.Paid-In / Issued Capital		675.728.205,00
2. Total Legal Reserves (According to Legal Records)		409.116.604,81
Information on privileges in dividend distribution, if any, in the Articles of Association:		
	Based on CMB Regulations	Based on Legal Records
3. Current Period Profit	949.406.550,57	1.146.044.956,92
4. Taxes Payable (-)	-93.564.638,66	0
5. Net Current Period Profit	855.841.911,90	1.146.044.956,92
6. Losses in Previous Years (-)	0	0
7. Primary Legal Reserve (-)	0	0
8. NET DISTRIBUTABLE CURRENT PERIOD PROFIT	855.841.911,90	1.146.044.956,92
Dividend Advance Distributed (-)	0	0
Dividend Advance Less Net Distributable Current Period Profit	0	0
9. Donations Made during the Year (+)	5.907.579,37	0
10. Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	861.749.491,27	0
11. First Dividend to Shareholders	0	0
* Cash	0	0
* Stock	0	0
12. Dividend Distributed to Owners of Privileged Shares	0	0
13. Other Dividend Distributed	0	0
* To the Employees	0	0
* To the Members of the Board of Directors,	0	0
* To None Shareholders	0	0
14. Dividend to Owners of Redeemed Shares	0	0
15. Second Dividend to Shareholders	0	0
16. Secondary Legal Reserves	0	0
17. Statutory Reserves	0	0
18. Special Reserves	0	0
19. EXTRAORDINARY RESERVES	855.841.911,90	1.146.044.956,92
20. Other Distributable Resources	0	0

ARÇELİK A.Ş. 01.01.2018 / 31.12.2018 Period Dividend Rates Table					
Share Group	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
---	0	0	0	0	0
TOTAL	0	0	0	0	0

ANNEX/2 Resumes of Board Member Candidates and Independence Statements of Independent Member Candidates

Mustafa Rahmi Koç

A graduate of Johns Hopkins University in Business Administration, he joined the Koç Group in 1958 at Otokoç. He became Chairman of the Management Committee in 1980 and was named Chairman of the Board of Directors of Koç Holding in 1984, a post he held until 2003 when he became the Honorary Chairman. Apart from Koç Holding, he also serves as a Member / Chairman of the Board of Directors of other Koç Group companies. In addition, Rahmi M. Koç is or has been affiliated with philanthropic, social and professional organizations including:

- The Metropolitan Museum of Art, New York City, Honorary Trustee
- Co-Chairman of the Business Advisory Council for South East Europe (BAC SEE)
- Vice Chairman of the Board of Trustees of Vehbi Koç Foundation
- Honorary Chairman of the Board of Trustees of Koç University
- Founder and Chairman of the Board of Directors of the Rahmi M. Koç Museum and Cultural Foundation
- Chairman of the Board of Directors of the Vehbi Koç Foundation American Hospital
- Honorary Chairman and Founding Member of TURMEPA, The Turkish Marine and Environment Protection Association
- Honorary Chairman of the Advisory Board of the Turkish Industrial and Business Association (TÜSİAD)
- Member of the Advisory Board of the Turkish Employers Association
- Founding Chairman of the Global Relations Forum
- Former President of the International Chamber of Commerce (1.1.1995-31.12.1996)
- Former President of the Turkish Greek Business Council (1992-1999)
- Former Member of the Allianz Aktiengesellschaft International Advisory Board
- Former Member of the JP Morgan International Council
- Former Member of the International Advisory Board of the US Council on Foreign Relations

Mustafa Rahmi Koç has been awarded with the following merits and degrees:

- “Honorary Doctorate” degrees by Johns Hopkins University (Baltimore-Maryland), Eskişehir Anadolu University, Izmir Ege University, Ankara Bilkent University, Ovidius University of Constanza and Aydın Adnan Menderes University
- “Outstanding Service Award” by the President of the Turkish Republic
- German Government’s “Grosses Verdienst Kreuz”
- “Order of High Merit of the Italian Republic”
- “Order of Merit of the Austrian Government”
- “(Honorary) Commander of the Most Excellent Order of the British Empire (CBE)”
- “Officier dans l’Ordre National de la Legion D’Honneur”, the highest medal awarded by the French government
- “Responsible Capitalism Lifetime Achievement Award” from FIRST, a leading multidisciplinary international affairs organization
- “Hadrian Award” by the World Monuments Fund to the Koç Family
- “Carnegie Medal of Philanthropy” (New York) to the Koç Family
- “BNP Paribas Philanthropy Award” (Paris) to the Koç Family

Mr. Mustafa Rahmi Koç, who is a non-executive board member is not an independent member pursuant to the Corporate Governance Principles of the CMB. Being one of the controlling shareholders in Koç Group, Mustafa Rahmi Koç, has been serving in the boards of directors of the Group companies for the last ten years.

Mehmet Ömer Koç

He received his B.A. degree from Columbia University in 1985. He worked at Kofisa Trading for one year and completed his MBA at Columbia University in 1989. After working at Ramerica International Inc., he joined the Koç Group in 1990. He held various senior positions at Koç Holding including Finance Coordinator, Vice President and President of the Energy Group. He became Member of the Board of Directors in 2004 and Vice Chairman in May 2008. In February 2016, he was appointed as the Chairman of the Board of Directors of Koç Holding. He serves as the Vice President of TÜSİAD High Advisory Council, Chairman of Tofaş, Tüpraş and Yapı Kredi Kültür Sanat Yayıncılık Board of Directors and Member of the Board of Directors at other Koç Group companies. He is also the Chairman of Turkish Educational Foundation Board of Trustees and Chairman of the Board of Directors of Geyre Foundation.

Mr. Mehmet Ömer Koc, who is a non-executive board member is not an independent member pursuant to the Corporate Governance Principles of the CMB. Being one of the controlling shareholders in Koç Group, Mehmet Ömer Koç, has been serving in the boards of directors of the Group companies for the last ten years.

Semahat Sevim Arsel

She began her career in 1964 as a Member of the Board of Directors of Koç Holding, a position she continues to hold. In addition, she is Chairman of the Board of Directors of Vehbi Koç Foundation and the Divan Group, President of the Semahat Sevim Arsel Nursing Education and Research Center and Founder of the Koç University School of Nursing. She also serves as Member of the Board of Directors of other Koç Group companies. She is Second Chairman of the Florence Nightingale Foundation as well as Member of the Board of Trustees of the Educational Volunteers Foundation of Turkey (TEGV). Semahat Sevim Arsel has received an “Honorary Doctorate” degree from Istanbul University.

Ms. Semahat Sevim Arsel, who is a non-executive board member is not an independent member pursuant to the Corporate Governance Principles of the CMB. Being one of the controlling shareholders in Koç Group, Semahat Sevim Arsel, has been serving in the boards of directors of the Group companies for the last ten years.

Yıldırım Ali Koç

He received his bachelor’s degree from the Management Faculty of Rice University and MBA from Harvard Business School. He started his career at American Express Bank as a Management Trainee and continued as an Investment Analyst at Morgan Stanley Investment Bank. Yıldırım Ali Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information Technologies as well as President of Corporate Communications and IT Group. After serving as Member of the Board of Directors at Koç Holding for over 8 years, he was elected as Vice Chairman in February 2016. Since April 2016, Yıldırım Ali Koç also serves as Chairman of the Board of Directors of Koç

Financial Services, Yapı Kredi Bank, Ford Otosan, Otokar as well as several other Koç Group companies. In addition to being Chairman and Vice Chairman at Turkey's largest companies and financial institutions, Yıldırım Ali Koç also contributes to the country's social and economic development and currently is the President of Fenerbahçe Sports Club and the National Competition Research Association (URAK), Member at the Foreign Economic Relations Board (DEİK), Member of the Global Advisory Council of Bank of America, Harvard University and Council on Foreign Relations. He is also a Member of the Panel of Senior Advisers at Chatham House and recently joined the Trade and Investment Council at the Confederation of British Industry.

Mr Yıldırım Ali Koç, who is a non-executive board member is not an independent member pursuant to the Corporate Governance Principles of the CMB. Being one of the controlling shareholders in Koç Group, Yıldırım Ali Koç, has been serving in the boards of directors of the Group companies for the last ten years.

Levent Çakıroğlu

Levent Çakıroğlu graduated from Ankara University Faculty of Political Sciences, Business Administration Department and received his master's degree from University of Illinois. He started his career as an Assistant Auditor at the Ministry of Finance in 1988, where he worked as a Senior Auditor between 1991 and 1997. He was appointed as Assistant Manager of Financial Crimes Investigation Board between 1997 and 1998, meanwhile he taught as a Part Time Instructor at Bilkent University. Çakıroğlu, joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002 and 2007 and the CEO of Migros between 2007 and 2008. He was assigned as the CEO of Arçelik in 2008 and also became President of the Durable Goods Group of Koç Holding in April 2010. Çakıroğlu has been appointed as the CEO of Koç Holding in April 2015. He currently serves as the CEO and has also been Member of the Board of Directors of Koç Holding since April 2016. Levent Çakıroğlu is also Chairman of the Board of Directors of Arçelik- LG and TürkTraktör as well as the Vice Chairman of Otokar and Member of the Board of Directors at various Koç Holding companies.

Mr. Levent Çakıroğlu, who was a non-executive board member is not an independent member pursuant to the Corporate Governance Principles of the CMB. The positions he has undertaken for the last ten years are listed above and currently he is taking office in the boards of directors of some Koç Group companies.

Robert Sonman

He graduated from the School of Architecture in Canada McGill University and completed his Master's Degree at the same school. He is working as a Board of Chairman at Burla Group of Companies which holds a shareholding in Arçelik A.Ş. He has been a Board member at Arçelik A.Ş. since April 1994. He speaks English and French.

Mr. Robert Sonman, who is a non-executive board member pursuant to the Corporate Governance Principles of the CMB, is not an independent member.

Fatih Kemal Ebiçliođlu

After graduating from Ankara University, Faculty of Political Science, Department of International Relations, Fatih Ebiçliođlu received a Master's degree in Finance from the Virginia Commonwealth University, and earned a PhD degree in Finance-Accounting from Ankara University Faculty of Political Science. Between 1989 and 2002, Mr. Ebiçliođlu worked as Assistant Tax Auditor at the Ministry of Finance, and later as Tax Auditor and Senior Tax Auditor. In addition, he served as a part-time instructor at Hacettepe, Bilkent and Atılım Universities from 1998 to 2002. He joined Koç Holding in 2002 as Financial Coordinator. Subsequently, he served as Audit Group Coordinator of Koç Holding (2004-2005), and Deputy General Manager of Arçelik (2005-2015). Mr. Ebiçliođlu has been the President of the Consumer Durables Group at Koç Holding since February 2015. He is also a Member of the Board of Directors of TÜSİAD and Turkish Exporters Assembly (TİM).

Mr. Fatih Kemal Ebiçliođlu, who is a non-executive board member is not an independent member pursuant to the Corporate Governance Principles of the CMB. The positions he has undertaken for the last ten years are listed above and currently he is taking office in the boards of directors of some Koç Group companies.

Hakan Hamdi Bulgurlu

Following a bachelor's degree at Economy and Mechanical Engineering Departments of Texas University, Hakan Hamdi Bulgurlu completed the joint MBA program at Northwestern University, Kellogg School of Management, and Hong Kong University of Science and Technology. He started his professional life in Ram Foreign Trade Inc. in 1995. He worked as the Sales Manager in Ram Pacific until 1996. He worked as the Far East Representative of Arçelik, Beko Elektronik, Atılım A.Ş. and Beko Ticaret from 1996 to 2000. In 2000, he was assigned as Ram Pacific General Manager. He worked as Arçelik-LG Air-Conditioner General Manager between 2007-2010. He served as the Deputy General Manager Responsible for Sales in Arçelik A.Ş. Europe, USA, Asia-Pacific in 2010. Hakan Bulgurlu was assigned as Arçelik A.S. General Manager as of February 17, 2015. Bulgurlu is a Board Member of Foreign Trade Association of Turkey (TURKTRADE) and Chairman of Turkey – Thailand Business Council under Economic Relations Board (DEIK) and Member of the Executive Board of European Committee of Domestic Equipment Manufacturers (APPLiA).

Mr. Hakan Hamdi Bulgurlu, who is an executive board member, is not an independent member pursuant to the Corporate Governance Principles of the CMB.

Kamil Ömer Bozer

Kamil Ömer Bozer studied at the Department of Business Administration in the Middle East Technical University and then he obtained a master's degree at Georgia State University (USA). Having started his work life as a trainee at Koç Holding A.Ş. in 1985, Bozer became the Vice General Manager of Maret A.Ş. in 1990 and the General Manager of Düzey A.Ş. in 1995 before he became the General Manager of Migros Türk T.A.Ş. in 2002. He was appointed as the Chair of Koç Holding A.Ş. Food, Retail and Tourism Group in 2005. He served as the Chair of Koç Holding A.Ş. Food and Retail Group between 2006-2008. From 2009 to April 2011, he served as the Chair of Koç Holding A.Ş. Tourism, Food and Retail Group.

Kamil Ömer Bozer is the member of the Board of Coca-Cola İçecek A.Ş., Adel Kalemçilik

Ticaret ve Sanayi A.Ş., McDonalds Türkiye Hamburger İşletmeleri A.Ş., Kamil Yazıcı Yönetim A.Ş. Besides, he also serves as an Independent Member of the Board at Boyner Perakende A.Ş., Söktaş Tekstil A.Ş. and TÜPRAŞ A.Ş.

He is an independent member of the Board of Directors of Arçelik A.Ş. since March 19, 2018.

Kamil Ömer Bozer has not been assigned to any other position at Arçelik A.Ş. or its affiliates for the last five years. He has no relation with the top management of Arçelik A.Ş. He does not have a direct or indirect share of over 5% in the capital of Arçelik A.Ş.; he is not an employee representative and he does not have any commercial relationship with Arçelik A.Ş.

Kamil Ömer Bozer has the qualifications of being independent as defined in the Capital Market Board's Corporate Governance Principles.

Müzeyyen Münire Gülay Barbarosoğlu

Professor Müzeyyen Münire Gülay Barbarosoğlu graduated from Robert College in 1974 and got her bachelor's degree from the Department of Industrial Engineering in Boğaziçi University in 1978, and doctorate in 1985 from the same department and university before she became a professor of industrial engineering in 2000. She designed and gave lectures in the areas of mathematical programming and optimisation, logistics, operation and production planning, and decision-making theories.

Prof. M. M. Gülay Barbarosoğlu served as the rector of Boğaziçi University from 2012 to 2016, and vice rector of research at Boğaziçi University from 2008 to 2012. She undertook various administrative tasks at Boğaziçi University, and besides being the manager of Kandilli Observatory and Earthquake Research Institute (KRDAE) from 2002 to 2006, she also served as the manager of the Center of Disaster Management, and chair of the Department of Industrial Engineering and Financial Engineering Programme.

Having undertaken significant international tasks, Prof. M. M. Gülay Barbarosoğlu was a member of the Board of Directors of European University Association from 2013 to 2017. Moreover, in addition to her duties as the Vice Chair of the Association of European Operational Research Societies (EURO) from 2003 to 2007 and the national representative at NATO Research and Technology Organisation from 2002 to 2010, she has been in close collaboration with various European universities, states and non-governmental organisations. Prof. Barbarosoğlu is a founder member of the EURO Organisational Planning European Working Group and a member of the Institute of Management Sciences (INFORMS), American Production and Inventory Control Society (APICS), International Industrial Engineering and Production Management (IEPM). Placing great importance on civil society activities, Prof. Barbarosoğlu worked actively to establish the Neighbourhood Disaster Volunteers (MAG) and served as a member and chair of the Board there. Prof. M. M. Gülay Barbarosoğlu retired from Boğaziçi University in December 2016.

She is an independent member of the Board of Directors of Arçelik A.Ş. since March 19, 2018.

Prof. M.M. Gülay Barbarosoğlu has not been assigned to any other position at Arçelik A.Ş. or its affiliates for the last five years. She has no relation with the top management of Arçelik A.Ş. She does not have a direct or indirect share of over 5% in the capital of Arçelik A.Ş.; she is not an employee representative and she does not have any commercial relationship with Arçelik

A.Ş.

Prof. M.M. Gülay Barbarosoğlu has the qualifications of being independent as defined in the Capital Market Board's Corporate Governance Principles.

Mehmet Cem Kozlu

Having got his bachelor's degree from Denison University, MBA from Stanford University and doctorate from Boğaziçi University, Mehmet Cem Kozlu worked as a manager at NCR in the US and at Procter&Gamble in Switzerland, and served as the general manager at Komili for 12 years. He worked as the General manager and Chairman of the Board at Turkish Airlines from 1988 to 1991, and as the Chair of the Association of European Airlines (AEA) in 1990. He continued his public service as a Member of Parliament from 1991 to 1995, and the Chair of the Board of Directors of Turkish Airlines from 1997 to 2003. Since 1996, Kozlu has worked at various positions at The Coca-Cola Company. Having been responsible for 51 countries in his position as the Group Chair for Vienna based Central Europe, Eurasia and Middle East before retiring in 2006, Kozlu worked as the advisor for the Eurasia & Africa Group at The Coca-Cola Company from 2007 to 2015.

Mehmet Cem Kozlu is the Chair of the Board of the Global Relations Forum, and an Independent Member of the Board of Directors of Şişecam A.Ş. and Pegasus Airlines. In addition to being a member of the boards of directors at Coca-Cola İçecek A.Ş., Anadolu Endüstri Holding, Anadolu Efes Biracılık and Malt Sanayii A.Ş. ve Do & Co Restaurants & Catering Co. (Vienna, Austria), Kozlu is also a member of the board of trustees at Anadolu-Johns Hopkins Medical Centre and İstanbul Modern Arts Foundation.

Mehmet Cem Kozlu has ten books published and many articles as well as TV series about management.

He is an independent member of the Board of Directors of Arçelik A.Ş. since March 19, 2018.

Mehmet Cem Kozlu has not been assigned to any other position at Arçelik A.Ş. or its affiliates for the last five years. He has no relation with the top management of Arçelik A.Ş. He does not have a direct or indirect share of over 5% in the capital of Arçelik A.Ş; He is not an employee representative and He does not have any commercial relationship with Arçelik A.Ş.

Mehmet Cem Kozlu has the qualifications of being independent as defined in the Capital Market Board's Corporate Governance Principles.

Ahmet Turul

Ahmet Turul graduated from Ankara University, Department of Political Science in 1980. Between 1980 and 1988, he worked as Assistant Public Accountant and later as Public Accountant at the Ministry of Finance. From 1988 to 1999, he served as Assistant Coordinator of Financial Affairs, and Financial Affairs Coordinator at Koç Holding, and from 1999 to 2002, he was the Vice President of Financial Affairs at Koç Tüketici Finansmanı A.Ş. Mr. Turul served as Vice President of Financial Affairs at Allianz Sigorta A.Ş. and Allianz Hayat ve Emeklilik A.Ş. between 2002 and 2010.

Since 2010, Ahmet Turul has been a Board Member of Allianz Sigorta A.Ş. and Allianz Hayat

ve Emeklilik A.Ş., and a Board Member of Allianz Yaşam ve Emeklilik A.Ş. since 2013. Additionally, Mr. Turul serves as Executive Committee Member of Turkey-Germany Business Council of DEIK, Vice-Chairman of the Board and Chairman of the Non-Life Executive Board at the Insurance Association of Turkey (TSB); Board Member at the Pension Monitoring Center; and Member of the Tax Council on behalf of TSB.

He has been an independent Board Member at Tüpraş since March 31, 2014.

Ahmet Turul has not been assigned to any other position at Arçelik A.Ş. or its affiliates for the last five years. He has no relation with the top management of Arçelik A.Ş. He does not have a direct or indirect share of over 5% in the capital of Arçelik A.Ş.; He is not an employee representative and He does not have any commercial relationship with Arçelik A.Ş.

Ahmet Turul has the qualifications of being independent as defined in the Capital Market Board's Corporate Governance Principles.

15 January 2019

STATEMENT OF INDEPENDENCE

I hereby represent that, I am a candidate for carrying out my duty as “independent member” in Board of Directors of Arçelik A.Ş. (Company) within the scope of criteria specified in legislation, articles of association and Corporate Governance Communiqué of Capital Markets Board and in this context;

- a. There is no employment relation at executive level that would assume material tasks, duties and responsibilities in the last five years between the Company, or such companies in which the Company controls or has a material influence over the management, or such shareholders which control or have a material influence over the Company’s management and any legal entity holding management control over these shareholders, on the one hand, and myself, my spouse and next of kin by blood and affinity kinship up to second degree, and there is no individual or joint holding of more than 5% in the capital or voting stocks or preferential stocks or no material business or commercial relation has been established,
- b. I have not worked at an executive position with significant and material tasks and responsibilities or held the seat as a board member or held a shareholding (equal to or above 5%) in such companies from which the company procures goods or services from or sells goods or services to in significant volumes in line with the agreements between them, including, in particular, the supplier’s or buyer’s audit (including tax audit, statutory audit, internal audit), rating and consultancy services in the last five years,
- c. I have necessary professional education and training, knowledge and experience required for properly fulfilling the duties that I will undertake due to the fact that I become an independent board member,
- d. I shall not work on a full-time basis at public agencies and institutions after my appointment as the member except for the lecture position at universities in line with the applicable legislation,
- e. I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193,
- f. I have professional prestige and reputation and experience as well as strong ethical standards to make me competent enough to favourably contribute to the corporate operations, to maintain my neutrality in conflicts of interest between the company and the shareholders and to freely decide by taking into consideration the rights of interest holders,
- g. I will be able to spare enough time to follow up the process of company operations and fulfil all requirements of the duties I undertake, in full,
- h. I have not carried out a duty as board member in Company’s Board of Directors for more than six years, within last ten years,
- i. I am not holding an independent board member position in more than five publicly traded company in total or in more than three companies in which the company or the shareholders controlling the company hold the controlling powers over the management,
- j. I have not been registered and published in the name of the legal entity which is appointed as the board member,

NAME SURNAME: KAMIL ÖMER BOZER

SIGNATURE:

15 January 2019

STATEMENT OF INDEPENDENCE

I hereby represent that, I am a candidate for carrying out my duty as “independent member” in Board of Directors of Arçelik A.Ş. (Company) within the scope of criteria specified in legislation, articles of association and Corporate Governance Communiqué of Capital Markets Board and in this context;

- a. There is no employment relation at executive level that would assume material tasks, duties and responsibilities in the last five years between the Company, or such companies in which the Company controls or has a material influence over the management, or such shareholders which control or have a material influence over the Company’s management and any legal entity holding management control over these shareholders, on the one hand, and myself, my spouse and next of kin by blood and affinity kinship up to second degree, and there is no individual or joint holding of more than 5% in the capital or voting stocks or preferential stocks or no material business or commercial relation has been established,
- b. I have not worked at an executive position with significant and material tasks and responsibilities or held the seat as a board member or held a shareholding (equal to or above 5%) in such companies from which the company procures goods or services from or sells goods or services to in significant volumes in line with the agreements between them, including, in particular, the supplier’s or buyer’s audit (including tax audit, statutory audit, internal audit), rating and consultancy services in the last five years,
- c. I have necessary professional education and training, knowledge and experience required for properly fulfilling the duties that I will undertake due to the fact that I become an independent board member,
- d. I shall not work on a full-time basis at public agencies and institutions after my appointment as the member except for the lecture position at universities in line with the applicable legislation,
- e. I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193,
- f. I have professional prestige and reputation and experience as well as strong ethical standards to make me competent enough to favourably contribute to the corporate operations, to maintain my neutrality in conflicts of interest between the company and the shareholders and to freely decide by taking into consideration the rights of interest holders,
- g. I will be able to spare enough time to follow up the process of company operations and fulfil all requirements of the duties I undertake, in full,
- h. I have not carried out a duty as board member in Company’s Board of Directors for more than six years, within last ten years,
- i. I am not holding an independent board member position in more than five publicly traded company in total or in more than three companies in which the company or the shareholders controlling the company hold the controlling powers over the management,
- j. I have not been registered and published in the name of the legal entity which is appointed as the board member,

NAME SURNAME: MÜZEYYEN MÜNİRE GÜLAY BARBAROSOĞLU

SIGNATURE:

15 January 2019

STATEMENT OF INDEPENDENCE

I hereby represent that, I am a candidate for carrying out my duty as “independent member” in Board of Directors of Arçelik A.Ş. (Company) within the scope of criteria specified in legislation, articles of association and Corporate Governance Communiqué of Capital Markets Board and in this context;

- a. There is no employment relation at executive level that would assume material tasks, duties and responsibilities in the last five years between the Company, or such companies in which the Company controls or has a material influence over the management, or such shareholders which control or have a material influence over the Company’s management and any legal entity holding management control over these shareholders, on the one hand, and myself, my spouse and next of kin by blood and affinity kinship up to second degree, and there is no individual or joint holding of more than 5% in the capital or voting stocks or preferential stocks or no material business or commercial relation has been established,
- b. I have not worked at an executive position with significant and material tasks and responsibilities or held the seat as a board member or held a shareholding (equal to or above 5%) in such companies from which the company procures goods or services from or sells goods or services to in significant volumes in line with the agreements between them, including, in particular, the supplier’s or buyer’s audit (including tax audit, statutory audit, internal audit), rating and consultancy services in the last five years,
- c. I have necessary professional education and training, knowledge and experience required for properly fulfilling the duties that I will undertake due to the fact that I become an independent board member,
- d. I shall not work on a full-time basis at public agencies and institutions after my appointment as the member except for the lecture position at universities in line with the applicable legislation,
- e. I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193,
- f. I have professional prestige and reputation and experience as well as strong ethical standards to make me competent enough to favourably contribute to the corporate operations, to maintain my neutrality in conflicts of interest between the company and the shareholders and to freely decide by taking into consideration the rights of interest holders,
- g. I will be able to spare enough time to follow up the process of company operations and fulfil all requirements of the duties I undertake, in full,
- h. I have not carried out a duty as board member in Company’s Board of Directors for more than six years, within last ten years,
- i. I am not holding an independent board member position in more than five publicly traded company in total or in more than three companies in which the company or the shareholders controlling the company hold the controlling powers over the management,
- j. I have not been registered and published in the name of the legal entity which is appointed as the board member,

NAME SURNAME: MEHMET CEM KOZLU

SIGNATURE:

15 January 2019

STATEMENT OF INDEPENDENCE

I hereby represent that, I am a candidate for carrying out my duty as “independent member” in Board of Directors of Arçelik A.Ş. (Company) within the scope of criteria specified in legislation, articles of association and Corporate Governance Communiqué of Capital Markets Board and in this context;

- a. There is no employment relation at executive level that would assume material tasks, duties and responsibilities in the last five years between the Company, or such companies in which the Company controls or has a material influence over the management, or such shareholders which control or have a material influence over the Company’s management and any legal entity holding management control over these shareholders, on the one hand, and myself, my spouse and next of kin by blood and affinity kinship up to second degree, and there is no individual or joint holding of more than 5% in the capital or voting stocks or preferential stocks or no material business or commercial relation has been established,
- b. I have not worked at an executive position with significant and material tasks and responsibilities or held the seat as a board member or held a shareholding (equal to or above 5%) in such companies from which the company procures goods or services from or sells goods or services to in significant volumes in line with the agreements between them, including, in particular, the supplier’s or buyer’s audit (including tax audit, statutory audit, internal audit), rating and consultancy services in the last five years,
- c. I have necessary professional education and training, knowledge and experience required for properly fulfilling the duties that I will undertake due to the fact that I become an independent board member,
- d. I shall not work on a full-time basis at public agencies and institutions after my appointment as the member except for the lecture position at universities in line with the applicable legislation,
- e. I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193,
- f. I have professional prestige and reputation and experience as well as strong ethical standards to make me competent enough to favourably contribute to the corporate operations, to maintain my neutrality in conflicts of interest between the company and the shareholders and to freely decide by taking into consideration the rights of interest holders,
- g. I will be able to spare enough time to follow up the process of company operations and fulfil all requirements of the duties I undertake, in full,
- h. I have not carried out a duty as board member in Company’s Board of Directors for more than six years, within last ten years,
- i. I am not holding an independent board member position in more than five publicly traded company in total or in more than three companies in which the company or the shareholders controlling the company hold the controlling powers over the management,
- j. I have not been registered and published in the name of the legal entity which is appointed as the board member,

NAME SURNAME: AHMET TURUL

SIGNATURE:

ANNEX/3 Remuneration Policy for the Members of the Board of Directors and Top Managers

This Policy document defines the salary system and application for our board members and top managers included in the individuals having administrative responsibilities within the scope of CMB regulations.

Each year, a fixed fee are determined in general meeting, which will be valid and applied for all board members.

A payment shall be made to board member having executive powers within the scope of the policy whose details are indicated below and which is determined concerning top managers. Chairman and Members of Executive Committee who will give effective support to Company's Board of Directors in all respects concerning the company operation may be provided benefits in the amount determined by board of director by considering the contribution they make, their participations in meetings and their functions, and within the framework of opinion of Corporate Governance Committee. If payment is made to Executive Committee members within this scope during the year, this payment amount shall be deducted from the amount determined at the end of the year.

For the salaries of the independent board members, payment plans of the Company based on performance can not be used.

Payments shall be made to the board members on a pro rata basis by taking into account their office term as well as the dates of their appointment and resignation. All expenses (such as transportation, telephone, insurance expenses etc.) incurred by Board Members due to the contributions they provide may be covered by the company.

Top Managers salaries comprise of two components - fixed and performance-based.

Considering macroeconomic data in market; wage policy applicable in the market; company size; long-term targets and individuals' positions, Top Managers fixed salaries are determined in accordance with international standards and legal obligations.

On the other hand, Top Managers premiums are calculated according to company performance and personal performance. Information with respect to criteria are summarized below:

- **Premium Basis:** Premium Bases are updated at every year beginning and vary according to the work magnitude of the executives' positions. Top management policies in the market are considered when updating premium bases.
- **Corporate Performance:** The corporate performance is calculated by measuring the financial and operational targets set for the company at the beginning of every year (market share, exports volume, foreign operations, productivity etc.) by the end of the relevant period. When determining the company's objectives, the facts that the success is sustainable and involves improvements when compared to past years are the principles importantly taken into account.
- **Individual Performance:** In determination of personal performance, objectives regarding employees, customers, process, technology and long-term strategy shall be

considered along with the company's objectives. When the individual performance is measured, the long term sustainable improvement principle is observed in addition to financial areas.

In case our company's top managers quit the job, post-employment premium may be paid by taking into account the period of time work, period of time worked as senior executive, contribution provided by these top managers, last target premium prior to the ending date of employment and information concerning the salary and premium paid during last year. Total amounts determined in accordance with the above-mentioned principals and paid to Top Managers and Board Members shall be submitted to the information and/or approval of the shareholders in subsequent general meeting, in accordance with the legislation.

ANNEX/4

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.