

INFORMATION NOTE FOR THE 2015 ORDINARY GENERAL ASSEMBLY MEETING HELD ON 25.03.2016

1. GENERAL ASSEMBLY MEETING TO BE HELD ON 25/03/2016

Our Company shall hold its Ordinary General Assembly Meeting at the address of “Divan İstanbul Hotel, Asker Ocağı Caddesi No:1 34367 Elmadağ Şişli, İstanbul (Phone: 90 212 315 55 00, Facsimile: 90 212 315 55 15)” at 14:00 on 25 March 2016, Friday, in order to review its business operations in 2015 and to discuss and resolve on the following agenda.

2015 Financial Statements and the Independent Audit Report and the Dividend Distribution Proposal and the Annual Report along with Corporate Governance Principles Compliance Report attached thereto and the present agenda items as well as an Information Note setting forth necessary explanations for compliance with the Capital Markets Board regulations shall be made available for the inspection of the esteemed Shareholders by publishing them at the Company’s head office and by posting them at the Company’s web site at www.arcelikas.com and at the Electronic General Assembly System of Central Registration Agency of Turkey on a timely basis as permitted by the law.

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 specimen in the annex or obtain the relevant form of power of attorney from Yapı Kredi Yatırım Menkul Değerler A.Ş. They are required to obtain from (Yapı Kredi Plaza/ Levent, İstanbul) and our Company units or our Company’s corporate web site at the address of www.arcelikas.com and to submit their notarized proxies to the Company by fulfilling the issues set out in the “Communique no II-30.1 for the Cast of Votes by Proxy and the Collection of Proxies by way of Call” which came in force upon its publication in the Official Gazette issued on 24.12.2013 under no 28861. 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 letter of proxy which is mandatory according to the said Communique and which is not in conformity with the attached specimen of the proxy letter shall be in no event accepted due to our legal liability.**

Our Shareholders who shall cast their votes by means of Electronic General Assembly System should get information from the Central Registry Agency of Turkey (CRA), our Company’s web site at www.arcelikas.com or our Company’s head office (Phone: 90 212 314 31 03- 314 31 15).

Pursuant to the fourth paragraph of Article 415 of Turkish Code of Commerce no 6102 and the first paragraph of Article 30 of the Capital Markets Law, the right to attend and vote in the general assembly meeting is not subject to the deposition of the shares. 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.

All beneficiaries, stakeholders and press-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 Söğütözü 34445 Beyoğlu-Istanbul

Commercial Registry and Number: Istanbul - 54957

2. OUR ADDITIONAL STATEMENTS WITHIN THE SCOPE OF CMB REGULATIONS

Of the additional explanations that should be done pursuant to the “Corporate Governance Communiqué no II-17.1” of the Capital Markets Board (“CMB”) which came in force on 3 January 2014, 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 the General Assembly meeting. There is no preferred share in the company’s capital.

SHAREHOLDER	CAPITAL- RATIO (%)	NOMINAL SHARE VALUE (TL)	SHARE AMOUNT AND VOTE AMOUNT (units)
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 PENSION AND RELIEF FOUNDATION	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
VEHBI KOÇ FOUNDATION	0.17	1,136,574.89	113,657,489
TEKNOSAN BÜRO MAKİNA VE LEVAZIMI TİC.VE SAN. 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

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

2.2. Management and Business Changes with a Material Effect on the Business Operations of our Company and our Subsidiaries

There is not any management and operation changes occurred, which would significantly affect partnership operations that were carried out during the past accounting period or are planned to be carried out in upcoming accounting periods by our company and subsidiaries.

2.3. Information about the Proposals by Shareholders to add Agenda Items:

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 and 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 year 2015 operations shall be discussed.

3. OUR EXPLANATIONS IN CONNECTION WITH THE AGENDA ITEMS TO BE DISCUSSED IN THE ORDINARY GENERAL ASSEMBLY MEETING DATED 25.03.2016

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. The Meeting Chairman may appoint sufficient number of vote collectors.

2. Reading, discussing and approving the Annual Report for 2015 prepared by the Company's Board of Directors;

Subject to TCC, the Regulation and the Capital Markets Law, information about the 2015 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 2015 accounting period

The General Assembly shall be briefed and 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, and such Report shall be submitted for the comments of our shareholders.

4. Reading, discussion and approval of the Financial Statements for 2015 financial year

The General Assembly shall be briefed and informed about our financial statements which were 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 and such Statements shall be submitted for the comments and approval of our shareholders.

5. Acquittal of each Board members from the Company’s 2015 business operations,

In line with the provisions of TCC and the Regulation, the individual discharges of our Board members from 2015 business operations, accounts and transactions shall be submitted for the approval of the General Assembly.

6. Acceptance of, acceptance upon amendment of, or rejection of the Board proposal which is drafted in line with the Company’s dividend distribution policy for the distribution of 2015 profit and the dividend distribution date:

According to our Financial Statements for the financial year between 01.01.2015 and 31.12.2015 which were issued by our Company in compliance with Turkey Accounting/ Financial Reporting Standards in line with Turkish Code of Commerce and Capital Markets Law and which was audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (a member of firm of Ernst & Young Global Limited), our Company made and raised a “Consolidated Net Financial Year Profit” of 891,141 thousand Turkish liras for the main company, and **Annex 1** reflects the table showing our proposed dividend distribution in line with the the Dividend Communique no II-19.1 and the Dividend Distribution format set out in the Dividend Guidebook published pursuant to that Communique by taking into account our Dividend Distribution Policy, our long-term strategy, investment and financing policies, profitability and cash position.

7. Acceptance of, acceptance upon amendment of, or rejection of the Board proposal about the amendment of Article 3 titled “Purpose and Subject” of the Company’s Articles of Association;

There is a need to revise our Company’s Articles of Association regarding the issues whereby our Academy should be an accredited Examination and Certification Centre in professions defined in business fields of our services and which should be certified by Professional Qualification Agency. When the articles of associations of other companies whose accreditation was completed by Turkish Accreditation Agency are reviewed, it was observed that the “personnel certification” paragraph needs to be added to the “Company’s Purpose and Subject” section. The Articles of Amendment attached as **Annex 2** as per the Board Resolution shall be submitted for the approval of the General Assembly, such Resolution having been drafted upon the notice by Turkish Accreditation Agency that the operations in paragraph R added by us must be set out in the Articles of Association. Approvals for the said Articles of Amendment were obtained from the CMB on 10.02.2016 and from the Ministry of Customs and Trade on 18.02.2016.

8. To determine the number of Board members and the length of their office term, to make appointments based on the agreed number of members and to appoint the Independent Board members;

New board members who will replace the board member 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 appointed 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 appointed 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.

Within Board members to be appointed, 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, Mr. Kutsan Çelebican, Mr. Tunç Uluğ, Mr. Mehmet Barmanbek and Mr. Kadri Kaynak Küçükpınar were elected as Independent Members of Board of Directors by the decision made by our Board of Directors.

Annex 3 shows the resumes of our Board member nominees and the candidates for independent membership.

9. To give information to shareholders about, and approve, the “Remuneration Policy” and payments done thereunder to the Board Members and Top Managers pursuant to 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 . **Annex 4** displays the remuneration policy which was drafted for this purpose and which was accepted by our shareholders at the Ordinary General Assembly meeting held on 27.03.2014. As it was mentioned in Note 35 to our financial statements for 2015 financial year, Arçelik A.Ş. provided such benefits for a total sum of 51,289 thousand TL to the Board Members, General Manager and Assistant General Managers within 2015.

10. Determination of annual gross salaries payable to the Board members

Under our Remuneration Policy submitted for the approval of shareholders in Agenda 9, the amount of the annual gross salaries payable to our Board members for 2016 financial year shall be determined by our shareholders.

11. To approve the Independent Auditor as selected and appointed by the Board of Directors in line with Turkish Code of Commerce 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 15.02.2016, upon consultation with the Audit Committee, that Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Ernst & Young Global Limited) should be appointed for the audit of our Company’s financial reports in its 2016 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.

12. To give information to the shareholders about the donations made by the Company in 2015 and to agree and set an upper limit for the donations to be done in 2016;

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 2015 is 9,653,783.53.-TL. Moreover, the upper limit for donations to be made in 2016 shall be set and determined by the general assembly.

13. Provision of information to the Shareholders about collaterals, pledges, mortgages, and surety given and issued by the Company and its subsidiaries in favour of third parties in 2015 and about the income and benefits raised therefrom pursuant to the 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/ or 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 18 to our Financial Statements dated 31.12.2015.

14. Giving permission to the shareholders that control the management, the Board Members, the top level managers and their spouses and relatives by blood and marriage up to second degree in line with Articles 395 and 396 of Turkish Code of Commerce, and giving information to the shareholders about the transactions taken in this respect in 2015 in line with the Capital Markets Board Corporate Governance Communiqué;

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 controlling power, 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, and also our shareholders shall be duly informed about the transactions of this type that were carried out in the year, if any.

15. Wishes and opinions.

ANNEXES:

ANNEX/1 Proposal by the Board of Directors for the Distribution of 2015 Profit and the Proposed Dividend Distribution Table

ANNEX/2 Amendment to the Articles of Association

ANNEX/3 Resumes of the Member Nominees for the Board of Directors and Independence Declarations by the Independent Member Nominees

ANNEX /4 Remuneration Policy for Board Members and Top Level Managers

ANNEX/5 Shareholders Proxy

ANNEX/1 Proposal by the Board of Directors for the Distribution of 2015 Profit and the Proposed Dividend Distribution Table

Our Board of Directors adopted the following resolution on 25.02.2016.

According to our Financial Statements for the financial year between 01.01.2015 and 31.12.2015 which were issued by our Company in compliance with International Financial reporting Standards in line with the Communiqué no 14.1 (Serial II) published by the Capital Markets Board and which was audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of firm of Ernst & Young Global Limited), our Company made and raised a “Consolidated” Net Financial Year Profit amounting to 892,992,826.47 TL, and out of this profit, 891,140,905.33 TL is the net financial year profit made and generated by our Company. Please find below our proposed dividend distribution which was based on our Profit Distribution policy approved at the General Assembly held on 27.03.2014, and our market forecasts and our long term strategy, and investment and financing policies and our profitability and cash position, and it is foreseen that dividend payments shall start on 01 April 2016 according to the resolution to be adopted in the general assembly.

In line with the Capital Markets Law and the Capital Markets regulations, it was calculated that the sum of distributable profit amounts to 891,140,905.33 TL; that the sum of 900,794,688.86 TL which is the aggregate sum when a donation of 9,653,783.53 TL made to tax-exempt foundations and associations during the year was added constitutes the first dividend basis; that according to the statutory records, the amount of funds available for distribution is 639,829,282.17 TL in aggregate provided that the sum of 384,046,494.51 TL comes from after-tax net financial year profit.

It was resolved to propose to the General Assembly, which shall convene on 25 March 2016 Friday to discuss 2015 operations, that the general statutory reserve fund at a rate of 5% which should be set aside pursuant to Article 519 of Turkish Code of Commerce should not be set aside for 2015 as the general statutory reserve fund as set out according to the Tax Procedures Law records reached 20% limit of the capital as of 31.12.2015;

Following decisions have been made: From the consolidated profit calculated in accordance with CMB Regulations, that a sum of

262,000,000.00 TL should be distributed to the shareholders as the first dividend;

on the basis of our legal records;

262,000,000.00 TL as well as the Second Issue statutory reserve fund amounting to 22,821,358.98 TL should be covered from the current year earnings;

That the dividend paid to shareholders from current year profit and sum of 606,319,546,35 which represents the balance after second issue general statutory reserve fund should be set aside as the extra ordinary reserve fund.

- that a gross and net cash dividend of 0.38773 TL per share with a nominal value of 1.00TL and at a 38.8% ratio should be paid to our local corporate shareholders and foreign corporate shareholders which collect dividends by means of a business office or a permanent representative in Turkey;
- that a gross sum of 0.38773TL and a net sum of 0.32957 TL should be paid to our other shareholders in cash per share with a nominal value of 1.00TL and at a 32.9% ratio;

that the payment of dividends should commence on 01 April 2016.

Profit Distribution Table of Arçelik A.Ş. for 2015 (TL)			
1	Paid-up/ Issued Capital		675,728,205.00
2	General Statutory reserve Fund (according to the legal records)		307,052,527.87
If there is a preferential policy in the dividend distribution according to the Articles of Association, then information about the said preference			
		According to the CMB	As per legal records (YK)
			STATEMENTS
3	Term Profit	783,268,372.23	430,271,640.67
4	Taxes (-)	-107,872,533.10	46,225,146.16
5	Net Term Profit (=)	891,140,905.33	384,046,494.51
6	Past Yearn Losses (-)	0.00	0.00
7	General Statutory Reserve Fund (-)	0.00	0.00
8	NET DISTRIBUTABLE FINANCIAL YEAR PROFIT (=)	891,140,905.33	384,046,494.51
9	Donations in Turkey (+)	9,653,783.53	
10	Net Distributable Financial Year Profit coupled with Donations	900,794,688.86	
11	First Dividend to Shareholders	262,000,000.00	
	Cash	262,000,000.00	
	Free of charge		
	Total	262,000,000.00	
12	Dividend distributed to the holders of preferential stock	0.00	
13	Other Dividends Distributed - to Board Members - to Employees - to individuals other than shareholders	0.00	
14	Dividend distributed to the holders of dividend shares	0.00	
15	Second Dividend to the shareholders	0.00	
16	General Statutory Reserve Fund	22,821,358.97	
17	Statutory Reserves		
18	Special Reserves		
19	EXTRAORDINARY RESERVE	606,319,546.37	99,225,135.55
20	Other sources which are foreseen for distribution	0.00	0.00
	Profit of previous year	0.00	0.00
	Extraordinary reserves	0.00	0.00
	Other reserves, distributable in accordance with the Law and Articles of Association	0.00	0.00

Dividend Ratios Table of Arçelik A.Ş. for 2015						
	GROUP	TOTAL AMOUNT OF DIVIDENT DISTRIBUTED		TOTAL AMOUNT OF DIVIDENT DISTRIBUTED / NET DISTRIBUTABLE TERM PROFIT	DIVIDENT PER SHARE HAVING 1 TL NOMINAL VALUE	
		CASH (TL)	FREE OF CHARGE (TL)		RATIO (%)	AMOUNT (TL)
NET*	-	246,622,092.54	0.00	27.67	0.3296	32.96
	TOTAL	246,622,092.54	0.00	27.67	0.3296	32.96

(*) There is no privileged share group in the profit.

(**) A dividend of 262,000,000.00 TL shall be distributed from current year earnings and a withholding tax shall be charged to such non-exempted portion of local (domestic) individual taxpayers. For the purpose of calculating the total net dividend to be distributed, a calculation free of withholding tax shall be done for such portion that corresponds to the share of corporate shareholders which are known to be exempt from the withholding tax while the calculation for the entire unknown portion is based on the assumption that withholding tax shall be charged.

ANNEX/2 Amendment to the Articles of Association

TEXT OF AMENDMENT TO ARTICLES OF ASSOCIATION OF ARÇELİK A.Ş.

Article 3- PURPOSE AND SUBJECT

R) The Company may establish, operate, run, transfer or take over to establish a training and personnel certification individually or in partnership with local, foreign, public or private natural and legal persons in connection with its scope of business, and may provide qualification assessment and professional competence system services in joint works with the 3rd party individuals and entities in connection with its field of activity on a fair, objective and neutral basis.

ANNEX 3/ Resumes of Member Nominees for the Board of Directors and Independence Declarations by the Independent Member Nominees

Mustafa Rahmi Koç

Received his MBA degree from Johns Hopkins University (USA) Business Management, He started his career at Otokoç, a member of Koç Group, in 1958. He served at various senior official positions in Koç Holding. After becoming the Chairman of the Administrative Board in 1980, he was assigned as Koç Holding, Chairman of Board of Directors in 1984. He has been carrying on his work as the Honorary President of Koç Holding since 2003. Having served as the Chairman of the International Chamber of Commerce between 1995 and 1996, Rahmi M. Koç then worked at various positions such as Vice Chairman of Vehbi Koç Foundation Board of Trustees, Chairman of Koç University Board of Trustees, Founder and Chairman of Board of Rahmi M. Koç Museology and Culture Foundation, Vehbi Koç Foundation American Hospital Chairman of Board of Directors, Founder Member and Honorary President of TURMEPA/Turkish Marine Environment Protection Association, Honorary President of TÜSİAD High Advisory Board, Member of TISK Advisory Board, Honorary Member of Foreign Policy Association, New York Metropolitan Art Museum Honorary Member of Board of Trustees, and Founder Member of Global Relations Forum Association.

Mr Rahmi M 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, Rahmi M. Koç, has been serving in the boards of directors of the Group companies for the last ten years.

Semahat Sevim Arsel

Commencing her working life as the Member of Koç Holding Board of Directors in 1964, Semahat Arsel, along with this duty, is continuing her other duties such as the Chairman of Board of Directors of Vehbi Koç Foundation, Divan Group's Chairman of Board of Directors, President of Semahat Arsel Nursing Education and Research Center, and Vice President of Florence Nightingale Foundation. She is also the founder of Koç University School of Nursing.

Ms Semahat S. 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 S. Arsel, has been serving in the boards of directors of the Group companies for the last ten years.

Mehmet Ömer Koç

He graduated from Columbia College (USA) with a BA degree in 1985. He worked at Kofisa Holding for one year. Her earned his MBA degree from Columbia Business School (1989). After working at Ramerica Intl. Inc., he joined Koç Group in 1990 and served at positions such as Director of Gazal A.Ş., Finance Coordinator at Koç Holding, Vice President and then President of Energy Group. He became a Member of Board of Directors of Koç Holding in 2004. He has been working as the Vice Chairman of Board of Directors since May 2008. He is at the same carrying on his duties as the President of Turkish Education Foundation, Presdient of Geyre Foundation, Chairman of Board of Directors of Yapı Kredi Culture Art and Publisihing, and Chairman of Tüpraş.

Mr Ömer M. 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, Ömer M. Koç, has been serving in the boards of directors of the Group companies for the last ten years.

Yıldırım Ali Koç

Having graduated from Business Management school in Rice University (USA), he also completed his Master's Degree at Harvard University (USA). Between 1990 and 1991,

he attended the Executive Training Program at American Express Bank and he was employed as an Analyst at Morgan Stanley Yatirim Bank from 1992 to 1994. He held top level positions at Koç Holding between 1997 and 2006, including New Business Development Coordinatorship and Information Group Presidency. He worked as the Head of Koç Holding, Corporate Communication and Information Group between 2006 and 2010. He has been a member of Board of Directors at Koç Holding since 30 January 2008.

Mr Ali Y. 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, Ali Y. Koç, has been serving in the boards of directors of the Group companies for the last ten years.

Levent Çakıroğlu

He completed his graduate degree at Business Management Department, Political Sciences School in Ankara University and completed his Master's Degree at University of Illinois. He started his professional career as a Tax Inspector at the Ministry of Finance in 1988. Between 1997 and 1998, he was a part-time lecturer at Bilkent University and also worked as the Vice-president at Financial Crimes Investigation Committee in the Ministry of Finance. He joined Koç Holding as the Financial Group Coordinator in 1998, and he was promoted as Koçtaş CEO between 2002-2007, Migros CEO between 2007-2008, Arçelik CEO between 2008-2015 and CEO at Koç Holding for Durable Consumer Goods Group between 2010-2015. Having been appointed as the CED Asisstant to Koç Holding A.Ş. in February 2015, Mr. Çakıroğlu has been Koç Holding A. S. CEO since April 2015.

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 worked 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 knows 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 Ebiçlioğlu

He completed his graduate degree at International Relations in Ankara University and received his Master's Degree in Finance in Commonwealth University and got his Doctor's decree in Finance-Accounting in Ankara University. He worked as a Licensed Tax Inspector at the Ministry of Finance between 1989-1992 and worked as a Tax Inspector and Chief Tax Inspector between 1992 and 2002. In addition to these positions, he was also a part-time lecturer at Hacettepe, Bilkent and Atilim Universities from 1998 to 2002. He joined Koc Holding as the Group Financial Coordinator in 2002, and was promoted to Koc Holding Audit Group Coordinator between 2004 and 2005 and Arçelik CEO Assistant positions in 2005-2015. He has been CEO for Durable Goods Group at Koç Holding since February 2015.

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

Having completed his graduate degree at the School of Economics and the Mechanical Engineering at Texas University, Mr. Hakan Bulgurlu completed a Joint MBA program from Northwestern University, Kellogg School of Management and Hong Kong University of Science and Technology. He started his professional career at Ram Dis Ticaret in 1995. He worked as Sales Manager at Ram Pacific until 1996. After he worked at certain executive positions in Strategic Planning and Marketing departments at Arçelik, Beko Elektronik Atılım A.Ş and Beko Ticaret between 1996 and 2000, he was appointed as Ram Pacific Company Manager in 2000 and Ram Pacific CEO in 2002. He worked as the CEO responsible for Arçelik-LG Klima between 2007 and 2010. In 2010, he assumed the position of CEO Assistant responsible for sales in Europe, USA and Asia-Pacific at Arçelik A.Ş. Hasan Bulgurlu was appointed as Arçelik A.Ş. CEO as of 17 February 2015. He has been the Board Chairman at Turkish Foreign Trade Society (TURKTRADE) since 2012. He is also the Founder President of Turkish-Hong Kong Business Council found under Strategy and Business Development Consultancy in 2011.

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

Kutsan Çelebican

He completed his graduate degree at Political Sciences Faculty in Ankara University. He started his professional career at the Tax Inspectors Committee in the Ministry of Finance in 1969, and he also worked as the Treasury Deputy General Manager at the Ministry of Finance and the Executive Director Assistant at the World Bank (IBRD) between 1979-1982. He joined the Koç Holding in 1987 and after he had held several positions as the Finance Coordinator, CED Assistant, Finance Group Presidency, he retired from Koç Holding in December 2001. He is currently chairing his own financial advisory company. He worked as the Auditor at the Board of Directors in Koç Holding between April 2008 and April 2012.

Mr. Kutsan Çelebican quit these positions above because his term expired.

Mr. Kutsan Çelebican, who is a non-executive board member is an independent member according to the Corporate Governance Principles published by the Capital Markets Board (CMB). He has been holding the independent member seat at Arçelik A.Ş. Board of Directors since 29 March 2012.

Tunç Uluđ

Mr. Tunc Uluđ completed his graduate degree in Mechanical Engineering Department at American Robert College. After he had completed his military service, he went to Columbia University in New York, USA for master's degree. He received his Master's Degree from the Mechanical Engineering department at that University in 1964.

Following his graduation, he worked at Project Development Department in Bechtel Co in USA for three years and Mr. Tunc Uluđ returned to Turkey in 1967. Mr. Tunc Uluđ was first recruited by Koç Group as the mechanical engineer in charge of project development in 1967. He was promoted to the CEO Assistant (Business Management) at Aygaz A.Ş. in 1969. On the heels of this position, he was appointed as the CEO of Tat Konserve Sanayii A.Ş. in 1974. Between 1979 and 1981, he worked as CEO at Ram Diş Ticaret A.Ş., the foreign trade company of the Group.

Promoted to Koç Holding A.Ş. in 1981, Mr. Tunç Uluğ worked as Vice-president responsible for Energy and Trading Group until 1984. Tunç Uluğ worked as the Vice President of Consumer Group from 1984 until 1991.

Having worked as the President of Koç Group's Foreign Trade Companies in 1991, Tunç Uluğ maintained this duty until 1997.

Then, he took office as the Member of the Executive Board of Yaşar Holding between 1997 and 2000.

Meanwhile, he served as the Co-chairman of Turkish-Uzbek Business Council in DEIK, Co-chairman of Turkish-Kirgiz Business Council, Co-chairman of Turkish-Moroccan Business Council, and then Vice Chairman and also Chairman of DEIK-Eurasia Business Councils.

He worked as the Board member at Abalıoğlu Yem Gıda ve Tekstil A.Ş. between 2002 and 2004, as the Board of Directors advisor at Kaan Havacılık Sanayi ve Ticaret between 2006 and 2008, and as the Board of Directors Advisor in Abalıoğlu Yem Gıda ve Tekstil A.Ş. again between 2009 and 2013.

Mr. Tunç Uluğ served as the Vice Presidency and Presidency at Saint Joseph Graduates Society between 1987 and 1993 and he was the founder of the Saint Joseph Education Foundation in 1992 where he held the Foundation President Assistant position and currently he is the President there.

The positions he has undertaken for the last ten years are listed above and currently he has left some of these positions due to expiry of his term of office.

Mr. Tunc Uluğ, who is a non-executive board member is an independent member according to the Corporate Governance Principles published by the Capital Markets Board (CMB). He has been holding the independent member seat at Arçelik A.Ş. Board of Directors since 29 March 2012.

Mehmet Barmanbek

Mr. Mehmet Barmanbek completed his higher degree at the Finance and Economics Department, Political Sciences Faculty, Ankara University in 1963.

He worked as a Tax Inspector Assistant, Tax Inspector and Chief Tax Inspector at the Ministry of Finance between December 1963 and January 1997. During that time he completed his military service for two years (April 1967 and March 1969), and stayed in England for one year (December 1972 and December 1973) to make surveys about the investment incentives for undeveloped regions.

Mr. Mehmet Barmanbek joined the Group at Otosan A.Ş. (today Ford Otomotiv Sanayi A.Ş.) in February 1977 and completed his as the Director of Financial affairs and became Vice General Director (Administrative-Financial Affairs) in 1986 and Head Assistant General Director in 2000. professional career upon his retirement from Ford Otomotiv Sanayi A.Ş. on 30 June 2002.

He worked as the volunteer Board Member and Comptroller at Koç Executives Society (KOÇYÖNDER) for four (4) years between February 2006 and February 2010. The Society is intended to allow others to make advantage of and exploit the know-how and experience accumulated by top level executives retired from Koç Group. Mehmet Barmanbek also served as the statutory auditor at KOCYONDER between February 2010 and February 2014.

All positions held by Mr. Mehmet Barmanbek over the past decade are listed above and there is no special or unusual reason in his resignation from these positions other than the expiry of his term.

Mr. Mehmet Barmanbek, who is a non-executive board member meets the criteria for independent members according to the Corporate Governance Principles published by the Capital Markets Board (CMB). He has been holding the independent member seat at Arçelik A.Ş. Board of Directors since 29 March 2012.

Kadri Kaynak Küçükpınar

Kadri Kaynak Küçükpınar completed his graduate degree at Shipbuilding Mechanical Engineering department at Naples Technical University in Italy.

He completed his military service as a reserve officer at Gölcük Shipyard at the Fleet Command in the Water and Underwater Ships Repair and Maintenance Service and following his discharge, he joined TOFAŞ Türk Otomobil Factory on 01.10.1970. Then he worked as a Method, Maintenance and Purchasing Engineer respectively.

He assumed the positions of Procurement Manager at Tofaş in 1975 and as the General Manager Assistant (Factory Deputy Manager) at Tofaş A.Ş. on 01.06.1986. He held that position until 31.12.1993.

He was promoted as the General Manager at Mako Elektrik Sanayii on 01.01.1994 and following this position until 2000, he voluntarily retired in 2001 and held the Board member seat at Mako A.Ş. until the end of 2002.

He worked as the management advisor at B-PLAS A.Ş based in Bursa between 2003 and 2007 and he voluntarily resigned from that job.

Mr. Kadri Kaynak Küçükpınar, who is a non-executive board member meets the criteria for an independent membership according to the Corporate Governance Principles published by the Capital Markets Board (CMB). He has been holding the independent member seat at Arçelik A.Ş. Board of Directors since 28 March 2013.

18 January 2016

STATEMENT OF INDEPENDENCE

I hereby represent that, I am a candidate for carrying our 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 affinal 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;
- ç) Except for being academician in accordance with legislation, I will not work as full time employee in state institutions and organizations after being elected as a member;
- d) I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193;
- e) 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.
- f) 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;
- g) 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;
- ğ) 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.
- h) I am not registered and announced on behalf of and in the name of the legal entity elected as board member.

NAME SURNAME: KUTSAN ÇELEBİCAN
SIGNATURE :

18 January 2016

STATEMENT OF INDEPENDENCE

I hereby represent that, I am a candidate for carrying our 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 Communique 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 affinal 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;
- ç) Except for being academician in accordance with legislation, I will not work as full time employee in state institutions and organizations after being elected as a member;
- d) I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193;
- e) 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.
- f) 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;
- g) 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;
- ğ) 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.
- h) I am not registered and announced on behalf of and in the name of the legal entity elected as board member.

NAME SURNAME: TUNÇ ULUĞ
SIGNATURE

18 January 2016

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 Communique 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 affinal 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;
- ç) Except for being academician in accordance with legislation, I will not work as full time employee in state institutions and organizations after being elected as a member;
- d) I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193;
- e) 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.
- f) 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;
- g) 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;
- ğ) 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.
- h) I am not registered and announced on behalf of and in the name of the legal entity elected as board member.

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NAME & SURNAME: Mehmet Barmanbek
SIGNATURE

18 January 2016

STATEMENT OF INDEPENDENCE

I hereby represent that, I am a candidate for carrying our 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 Communique 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 affinal 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;
- ç) 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.
- d) I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193;
- e) 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.
- f) 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;
- g) 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;
- ğ) 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
- h) I have not been registered and published in the name of the legal entity which is appointed as the board member.

NAME SURNAME : Kadri Kaynak Küçükpınar
SIGNATURE:

ANNEX 4/ Remuneration Policy for Board Members and Top Level Managers

This Policy document defines the salary system and application for our board members and senior executives 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 senior executives.

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 wages of the independent board members, payment plans of the Company based on performance may 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.

Senior Executive wages 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, Senior Executive fixed wages are determined in accordance with international standards and legal obligations.

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

- **Premium/ Bonus 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 senior executive, 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/ 5

POWER OF ATTORNEY

CALL BY ARÇELİK A.Ş.

I hereby appoint Mr./ Ms..... as the proxy whose details are given below and who shall be authorized to represent me, to make proposals and vote for me and to sign necessary documents in line with my instructions below at the ordinary general assembly meeting of Arçelik A.Ş: to be held at "Divan Istanbul Oteli, Asker Ocağı Caddesi No:1 34367 Elmadağ Şişli, Istanbul" at 14.00 on 25.03.2016 Friday.

Proxy's (*);

Name Surname/Commercial Title:

Turkish Republic ID Number/Tax ID No, Trade Registry and Number and MERSIS number

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

A) SCOPE OF REPRESENTATION POWERS

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) The proxy shall be authorized to cast votes in line with his opinions.
- b) The proxy shall be authorized to cast votes in line with the proposals by the company's management.
- c) The proxy shall be authorized to cast votes in line with the instructions below.

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 the Appointment of Meeting Presidency			
2. Reading, discussing and approval of the Annual Report for 2015 as issued and prepared by the Company's Board of Directors;			
3. Reading the Summarized Version of the Independent Audit Report for 2015 accounting period;			
4. Reading, discussing and approving the Financial Tables related to the 2015 accounting period			

5. Discharge of the Members of the Board of Directors severally in relation to the activities of company in 2015			
6. Acceptance, acceptance upon amendment, or rejection of the Board proposal which is drafted in line with the Company's dividend distribution policy for the distribution of 2015 profit and the dividend distribution date:			
7. Acceptance, acceptance upon amendment, or rejection of the Board proposal about the amendment of Article 3 (titled "Purpose and Subject") of the Company's Articles of Association;			
8. To determine the number of Board members and the length of their office term, to make appointments based on the agreed number of members and to appoint the Independent Board members;			
9. To give information to shareholders about, and approve, the "Remuneration Policy" and payments done thereunder to the Board Members and Top Managers pursuant to the Corporate Governance Principles;			
10. Determining the annual gross fees of the members of the Board of Directors			
11. 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			
12. To give information to the shareholders about the donations by the Company in 2015 and to agree and set a cap for the donations to be done in 2016;			
13. 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 2015 and about the revenues and benefits raised therefrom pursuant to the Capital Markets Board regulations;			
14. To give permission to the shareholders that control the management, the Board Members, the top level executives and their spouses and relatives by blood and marriage up to second degree in line with Articles 395 and 396 of Turkish Code of Commerce,			

and to give information to the shareholders about the transactions taken in this respect in 2015 in line with the Capital Markets Board Corporate Governance Communique;			
15. Wishes and opinions			

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) The proxy shall be authorized to cast votes in line with his opinions.
- b) The proxy is not authorized to represent in these matters.
- c) The proxy shall be authorized to cast votes in line with the instructions below.

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:
- d) Registered to the bearer-name:*
- e) 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 Merkezi kayıt kuruluđu A.Ş. of Turkey one day prior to the General Assembly Date shall be represented by the proxy.

FULL NAME OR TITLE OF THE SHAREHOLDER(*)

Turkish Republic ID Number/Tax ID No, Trade Registry and Number and MERSIS number
Address:

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