

Registry of Commerce of Istanbul - 54957

ARÇELİK A.Ş.
BOARD OF DIRECTORS FOR THE ORDINARY
GENERAL MEETING SCHEDULED TO BE HELD ON 23/03/2015

With the purpose of examining the work of the year 2014 and making decisions about the following agenda, our Company's General Shareholders Meeting of the is scheduled to be held on 23.03.2015 - Monday at 10:00 a.m. at "Divan Istanbul Elmadağ, Asker Ocağı Caddesi No: 1 34367 Şişli, İstanbul (Telephone: 0 212 315 55 00, Facsimile: 0 212 315 55 15)".

A detailed information note for 2014 which includes Financial Statements and an Independent Audit Report, a proposal for Profit Distribution, an Annual Report and a Report of Compliance with Corporate Governance Principles in the attachment thereof, and required details and explanations with said agenda items and the regulations by the Capital Markets Board shall be made available at Head Office, on the Company's official website at www.arcelikas.com.tr 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 by electronic means, it is necessary that shareholders 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.S. (Yapı Kredi Plaza / Levent - İstanbul) and from our Company's units or from the official website of our Company at ww.arcelikas.com.tr and accordingly, submit the powers of attorney, the signature of which is notarized, to the Company, following the fulfillment of the matters as contemplated in the "Communiqué on Voting through Proxy and Collecting Power of Attorney by way of Invitation" numbered II-30.1 of the Capital Markets Board, published on the Official Gazette no. 28861, dated 24.12.2013. It is not necessary for the proxy, who is appointed by electronic means over the Electronic General Meeting System, to present a power of attorney. **Any power of attorney which is mandated under the Communiqué in question and is not in compliance with the power of attorney sample attached here, shall not be accepted due to our legal liabilities.**

Our Shareholders who are to cast their vote using the Electronic General Meeting System are kindly requested to obtain information from the Central Registry Agency, the official website of our Company at www.arcelikas.com.tr or from the Head Office of the Company (Tel: 0 212 314 31 15 - 314 31 03) so that they could fulfill their obligations in accordance with the provisions of the relevant Regulations and Communiqué.

Pursuant to the 4th paragraph of Article 415 of the Turkish Commercial Code nr. 6102 and the 1st paragraph of Article 30 of the Capital Markets Law, the right to attend, and the right to cast a vote at, the General Meeting shall not be made subject to the deposit of share certificates. In this framework, where our shareholders wish to attend the General Meeting, they shall not be required to block / freeze their shares.

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 media organizations 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 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-İstanbul

Commercial Registry and Number: Istanbul - 54957

Annexes:

-Agenda

-Power of Attorney Sample

**ARÇELİK A.S.'s AGENDA OF
ORDINARY GENERAL MEETING SCHEDULED TO BE HELD
ON 23/03/2015**

1. Opening and election of the Chairman of the Meeting,
2. Reading, discussing and approving the 2014 Activity report prepared by the Company Board of Directors,
3. Reading the Summary of the Independent Audit Report for 2014 accounting period,
4. Reading, discussing and approving the Financial Tables related to the 2014 accounting period,
5. Discharge of the Members of the Board of Directors severally in relation to the activities of company in 2014,
6. Acceptance, acceptance after amendment or refusal of the proposal of the Board of Directors regarding the distribution of profits for 2014 and the date of the distribution of profits drafted within the frame of Company's profit distribution policy.
7. Determining the number and office terms of the Members of Board of Directors, making elections in accordance with the determined number of members, selecting the Independent Members of the Board of Directors,
8. The approval and informing of the shareholders about their payments within the Wage Policy for the Members of the Board of Directors and Top Level Managers in accordance with the Corporate Governance Principles,
9. Determining the monthly gross fees of the members of the Board of Directors,

10. In accordance with the Turkish Commercial Code and the Capital Markets Board, the approval of the Independent Auditing Firm vote made by the Board of Directors,

11. Informing the shareholders about the donations made by the Company in 2013 and determining an upper limit for donations to be made in 2014,

12. Pursuant to the Capital Markets Board regulations, giving information to the Shareholders about revenues or benefits achieved in 2014 from the warrants, pledges, mortgage and bailments given for the benefit of 3rd parties,

13. Shareholders who hold management control, Members of the Board of Directors, senior managers and their spouses and blood relatives until the second degree are allowed as per articles 395 and 396 of the Turkish Commercial Code and informing shareholders about actions taken in this context during 2014 as per the Corporate Governance Communiqué of Capital Markets Board,

14. Wishes and remarks.

LETTER OF ATTORNEY

ARÇELİK A.Ş.

I hereby authorize and appoint as proxy _____ who is introduced below in detail to represent me, to vote, to submit proposals and to sign necessary documents on my behalf at Arçelik A.S.'s General Meeting scheduled to be held on Thursday, 23.03.2015, at 10:00:00 a.m., at "Divan Istanbul Elmadağ, Asker Ocağı Caddesi No: 1 34367 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 the General Assembly;

- a) The proxy shall be authorized to vote as per her/his own opinion.
- b) The proxy shall be authorized to vote as per the proposals of the partnership management.
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c) The proxy shall be authorized to cast a vote as per the following instructions.

Instructions:

In the event that the shareholder chooses option (c), instructions specific to agenda items shall be given provided that one of the options given against the relevant agenda item of the General Assembly is checked (acceptance or refusal), or if refusal is chosen, by specifying the opposition note which is required to be written in the minutes of the 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 2014 Activity report prepared by the Company Board of Directors,			
3. Reading the Summary of the Independent Audit Report for the 2014 accounting period,			
4. Reading, discussing and approving the Financial Tables related to the 2014 accounting period,			
5. Discharge of the Members of the Board of Directors severally in relation to the activities of company in 2014.			
6. Acceptance, acceptance after amendment or refusal of the proposal of the Board of Directors regarding the distribution of profits for 2014 and the date of the distribution of profits drafted within the frame of the Company's profit distribution policy.			
7. Determining the number and office terms of the Members of the Board of Directors, making elections in accordance with the determined amount of members, selecting the Independent Members of the Board of Directors,			
8. The approval and informing of the Shareholders about their payments within the Wage Policy for the Members of the Board of Directors and Top Level Managers in accordance with the Corporate Governance Principles,			
9. Determining the monthly gross fees of the Members of the Board of Directors,			
10. In accordance with the Turkish Commercial Code and the Capital Markets Board, the approval of the Independent Auditing Firm vote made by the Board of Directors,			

11. Informing the shareholders about the donations made by the Company in 2014 and determining an upper limit for donations to be made in 2015,			
12. Pursuant to the Capital Markets Board regulations, giving information to the shareholders about revenues or benefits achieved in 2014 from the warrants, pledges, mortgage and bailments given for the benefit of 3rd parties,			
13. Shareholders who hold the management control, Members of the Board of Directors, senior managers and their spouses and blood relatives until the second degree are allowed as per articles 395 and 396 of Turkish Commercial Code and informing shareholders about actions taken in this context during 2014 as per the Corporate Governance Communiqué of Capital Markets Board,			
14. Wishes and remarks.			

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

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

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

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

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

1. I certify that the proxy shall represent my shares which are specified below in detail.

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

*This information about shares which are followed from registrations are not requested.

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

2. I hereby certify that the proxy shall represent all shares of mine in the list regarding the shareholders who can attend the General Assembly organized by the Central Registry Agency A.S 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.