

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING DATED 31 MARCH 2015 RELATED TO THE 2014 ACTIVITIES

INTRODUCTION

The Ordinary General Assembly of our Company for the 2014 accounting period will be held on **March 31, 2015, Tuesday at 11:00 a.m.**, in Head Office, Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar / İstanbul, in order to negotiate and resolve the matters on the agenda.

The Board of Directors Activity Report, Financial Statements and Footnotes (Financial Report), Independent Audit Company Opinion, Proposal of the Board of Directors in the way not to distribute dividend, Corporate Governance Compliance Report, General Assembly Information Document and power of attorney form, and the information notes consisting of the necessary explanations within the scope of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board ("CMB") for the 2014 accounting period, will be available at the Company headquarters, the corporate website of our Company at the address of www.doganholding.com.tr, at the Public Disclosure Platform (PDP) (www.kap.gov.tr) and the EGKS of Central Registry Agency ("CRA"), starting from three weeks prior to the meeting.

PROCEDURES FOR ATTENDING THE GENERAL ASSEMBLY

As per Article #1527 of the Turkish Commercial Code, shareholders may either participate the General Assembly Meeting personally to cast their votes or do the same in the electronic environment. Those shareholders or their proxies who may choose to participate the meeting in the electronic environment and vote must have Electronic Signature Certificates.

Shareholders who have "electronic signature certificates" and wish to participate the Ordinary General Assembly Meeting in the electronic environment shall complete their procedures in due accordance with "the Regulation for General Assembly Meetings Organized in the Electronic Environment by Incorporated Companies" published in the Official Gazette of August 28, 2012 date and 28395 number and "the Communiqué for Electronic General Assembly Meetings of Incorporated Companies" published in the Official Gazette of August 29, 2012 date and 28396 number. **Otherwise, they are not allowed to participate the General Assembly meeting.** Shareholders may obtain information on participating general assembly meetings in the electronic environment from "Central Registry Agency" ("CRA") and/or through CRA's web site "www.mkk.com.tr".

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code, and paragraph 1 of the Article 30 of the Capital Markets Law ("CML"), the right to attend the general assembly and to cast votes is not linked to the condition of the storage of share certificates. **Accordingly, in case our shareholders wish to attend the General Assembly, they do not need to block their shares.**

Our shareholders who wish to attend the General Assembly Meeting must comply with the procedures publicly announced by Central Registry Agency ("CRA"). The shareholders whose names are on the attendees list prepared taking into account the "shareholders list" obtained from "CRA" may attend the General Assembly Meeting. The mentioned list shall be used to check whether the persons at the meeting hall in person, attending the Ordinary General Assembly Meeting are indeed shareholders or representatives thereof.

The shareholders who cannot attend the meeting in person must issue their powers of attorney as per the appended sample (Appendix 1), in order to exercise their voting rights through proxies, provided that the rights and obligations of the shareholders who will attend via electronic means are reserved, and to fulfil the other issues stipulated in CMB II - 30.1, "the Communiqué on Casting Votes by Proxy, and Collecting Powers of Attorney via Invitation", which has become effective upon being published in the Official Gazette of 24.12.2013, no. 28861,

and to submit them to our Company after the signatures are notarized. The sample of the power of attorney can be obtained from our Headquarters or from the website of our Company at the address of www.doganholding.com.tr. If the authorization has been done through the Electronic General Assembly System ("EGKS"), the name and the surname of the power of attorney holder (representative) must be found in the list from the "CRA". If the authorization has not been made through the "EGKS", a power of attorney in line with the legislation should be presented. A proxy who has been assigned via electronic means through EGKS is not required to submit a power of attorney. **Powers of attorney which are not compliant with the sample of power of attorney, which is required with the Communiqué II - 30.1 of the CMB, and which is appended shall absolutely not be accepted due to our legal responsibility.**

As per Article 19 of the Articles of the Association;

Following principles shall be applied in the General Assembly meetings:

a) Way of Invitation: *General Assemblies convene ordinarily or extraordinarily. In respect of the call to the meetings, the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board, the provisions of the other relevant legislation in force shall apply.*

Announcements pertaining to the General Assembly meetings shall be made minimum three weeks prior to the General Assembly meeting through the procedures stipulated by legislation as well as through any means of communication, including the electronic media, in order to ensure that as many shareholders as possible are reached. Notifications and statements in accordance with the legislation and the notifications and statements in accordance with the Capital Markets Law, the regulations of the Capital Markets Board and the provisions of the other relevant legislation in force shall also be included in the website of the Company, together with the call to the General Assembly meeting.

b) Time of Meeting: *Ordinary General Assembly shall convene minimum once a year. Matters to be negotiated in accordance with the agenda shall be reviewed and resolved in these meetings. Extraordinary General Assembly shall convene and pass the required resolutions under circumstances and at any time required by the Company business, according to the provisions of the Turkish Commercial Code, Capital Markets Law, the regulations of the Capital Markets Board and the provisions of these Articles of Association.*

c) Venue of Meeting: *General Assembly meetings shall be held at the company headquarters or at another suitable location within the city of the company headquarters upon the resolution of the Board of Directors.*

d) Representation: *Shareholders may have themselves represented by proxies who may or may not be shareholders during the General Assembly meetings.*

In respect to voting by proxy, the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board, the provisions of the other relevant legislation in force shall apply.

e) Attendance to the Meeting: *In principle managing members of the Board of Directors, at least one member of the Board of Directors and an officer of the Independent Audit Institution should attend the General Assembly meetings; also those who have responsibilities in relation to the matter on the agenda and who have to make statements should attend the meetings. If the persons, except for those who have to attend the meeting by law have not attended the meeting, excuses of the said people are notified to the General Assembly by the Chairman.*

Shareholders may attend the General Assembly meetings in compliance with the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board and the Central Registry Agency as well as the provisions of the other relevant legislation in force. Shareholders and/or their proxies without an entry certificate in accordance with the relative legislation may not attend the meeting and take floor and/or vote.

- f) Chairmanship Committee:** *General Assembly Meetings shall be conducted by a chairman, being a shareholder or not, who is elected by the General Assembly. Chairman determines the clerk and if deems necessary the vote collector and constitute the chairmanship. A vice chairman shall be elected when deemed necessary.*
- g) Representative of the Ministry:** *The Turkish Commercial Code, regulations of the relevant Ministry and other provisions of the legislation shall apply in both ordinary and extraordinary General Assembly meetings regarding the Representative of the Ministry of Customs and Trade.*
- h) Voting Right and Its Exercise:** *Each share has one voting right in General Assembly meetings. Voting in General Assemblies, where physical attendance is required, shall be made by raising hands. However, it is mandatory to make a secret voting upon the request of 1/20 of the shareholders represented in the meeting. In the cases when the usufruct right and the right of disposition of a stock belongs to different persons, they may agree between themselves and get themselves represented in the way they deem proper. In case of disagreement, the person who has the usufruct right shall have the right of attending and voting in General Assembly meetings.*
- i) Meeting and Resolution Quorum:** *Provisions of the Turkish Commercial Code and the Capital Markets Law shall apply in terms of meeting and resolution quorum in General Assembly meetings of the Company.*
- j) Internal Directive:** *Board of Directors shall issue an internal directive and submit for the approval of General Assembly regarding the rules in relation to the principles and procedures of General Assembly's operations in compliance with the Turkish Commercial Code and the regulations and communiqué introduced within the framework of this Law. Internal Directive approved by the General Assembly shall be registered at the Trade Registry and announced.*
- k) Attendance to General Assembly meeting in Electronic Environment:** *Those who are entitled to participate in the meetings of the Board of Directors of the Company may attend those meetings via electronic media pursuant to Article 1527 of the Turkish Commercial Code. The Company may set up Electronic General Assembly Meeting System that shall allow the persons entitled to participate and vote in these meetings via electronic media within the framework of the legislation in force or may purchase services of systems created for such purpose. In the all General Assembly meetings to be held, it is ensured that the entitled persons and their proxies use their rights over the system that has been set up as per this provision of the Company's Articles of Association.*

TOTAL NUMBER OF SHARES AND VOTING RIGHTS REFLECTING THE PARTNERSHIP STRUCTURE OF THE ENTIRE COMPANY; PRIVILEGED SHARES AND NUMBER OF SHARES AND VOTING RIGHTS REPRESENTING EACH PRIVILEGED SHARE GROUP

- **The Partnership Structure of the Company:**

Commercial Title/Name and Last Name of the Partner	Share in the Capital (TL)	Share in the Capital (%)
Adilbey Holding A.Ş.	1,290,679,019.428	49.32
Doğan Family	377,126,524.486	14.41
Portion Traded in the BIST and Other Partners	949,132,744.086	36.27
TOTAL	2,616,938,288.00	100.00

- **Total Number of Shares Representing the Partnership Structure of the Company:**

2,616,938,288

- **Total Voting Rights Representing the Partnership Structure of the Company:**

2,616,938,288

- **Privileged Shares :**

NONE

AGENDA OF THE GENERAL ASSEMBLY AND THE RELEVANT EXPLANATIONS

Our explanations related to the Agenda of the General Assembly are as below:

AGENDA

1. Opening and election of the Meeting Board

Rationale : The President and Members of the Chair to govern the general assembly meeting within the framework of the provisions of the "Turkish Commercial Code" (TCC) and the "Regulation on the General Assembly Meetings of the Incorporated Companies and Representative of the Ministry of Customs and Trade to attend these Meetings" (Regulation) shall be elected.

2. Authorization of the Meeting Board to sign the minutes of the meeting

Rationale : The General Assembly will authorize the Meeting Chairman to sign the minutes of the general assembly meeting.

3. Reading, discussion and approval of the Annual Report of the Board of Directors for 2014 financial year

Rationale : Annual Report of the Board of Directors, for the accounting year 2014 in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade will be read, discussed and submitted for the approval of the General Assembly (These documents can be received from the headquarters of the Company, can be reached from Public Disclosure Platform (www.kap.gov.tr), the EGKS of "MKK" and from our website at the address of www.doganholding.com.tr)

4. Reading, discussion and approval of the Opinion of the Independent Audit Company for 2014 financial year

Rationale : Opinion of the Independent Audit Company for the 2014 financial year in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade will be read, discussed and submitted for the approval of the General Assembly (These documents can be received from the headquarters of the Company, can be reached from Public Disclosure Platform (www.kap.gov.tr), the EGKS of "MKK" and from our website at the address of www.doganholding.com.tr)

5. Reading, discussion and approval of the Financial Statements for 2014 financial year

Rationale : Financial Report for 2014 financial year in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade will be read, discussed and submitted for the approval of the General Assembly (These documents can be received from the headquarters of the Company, can be reached from Public Disclosure Platform (www.kap.gov.tr), the EGKS of "MKK" and from our website at the address of www.doganholding.com.tr).

6. Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for 2014 financial year

Rationale : As per the provisions of TCC, and the Regulation of Ministry of Customs and Trade the acquittal of the members of Board of Directors and Senior Executives for their activities, transactions and accounts for the year 2014 will be presented for the approval of the General Assembly.

7. Reading, discussion and approval of the proposal of the Board of Directors to not to distribute dividend for 2014 financial year

Rationale : Our Board of Directors made a meeting on March 09, 2015 (resolution number 2015/5); and Taking into account the Turkish Commercial Code ("TCC"), the Capitals Market Legislation and the Regulations of the Capital Markets Board ("CMB"), the Corporate Tax, Income Tax, the

provisions of the other relevant legislation, as well as the relevant provisions of the Articles of Association of our Company, and the "Dividend Distribution Policy" that we have publicly announced:

- As it has been understood that a "Net Loss for the Period" of TL 224,970 thousand has arisen taking into account together with the "Tax Expense for the Period", "Deferred Tax Expense", and the "Non-Controlling Shares Outside the Main Partnership", as per the consolidated financial statements for the accounting period of 01.01.2014-31.12.2014, which are prepared as per the Turkish Accounting Standards and the Turkish Financial Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority within the scope of the "Communique on the Principles of Financial Reporting" of the CMB (II-14.1), the presentation principles of which have been determined with the relevant resolutions of the CMB, and which have been independently audited, the shareholders will be informed that no dividends may be distributed for the 2014 accounting period within the context of the dividend distribution regulations of the CMB, and that this issue will be submitted for the approval of the General Assembly,
- That it shall be determined that there is an amount of "Net Profit for the Period" of TL 55,323,977.29 in the accounting period between 01.01.2014-31.12.2014 according to the legal records kept within the context of the Turkish Commercial Code and the Tax Procedure Law, that the "Net Profit for the period" is to be deducted for the accumulated losses of TL 25,893,833.84 that are in our legal records, and that, out of the "Net Profit for the period" left after the deduction, an amount of TL 1,471,507.17 is reserved as "General Legal Reserves" and TL 27,958,636.28 is reserved as "Extraordinary Reserves" pursuant to paragraph (a) of the Article 519 of the Turkish Commercial Code, will be submitted for the approval of the General Assembly.

The relevant Public Disclosure disclosed to the public before the opening session of the BIST via Public Disclosure Platform on March 09, 2015.

8. Determination of the number of members and terms of office of the Board of Directors and election of the board members accordingly

Rationale : In accordance with the provisions of TCC and the Regulation of Ministry of Customs and Trade the General Assembly will assign the members of the Board of Directors.

According to the 12th article of the Articles of Association;

"The Company is managed and represented by the Board of Directors composed of minimum 6 and maximum 12 that will be elected by the General Meeting. The members of the Board, with the ratio or amount set by Capital Markets Board, are selected among candidates who have independent member qualities. Determination, presentation, numbers, qualities, election, deposition and/or dismissal of the independent members of the Board, shall be in accordance with Capital Markets Law, Capital Markets Board regulations and other relevant legislations.

As a principle, Members of the Board are elected among individuals who have the basic knowledge on the legal procedures regulating the actions and transactions regarding the area of activities of the Company, the training and experience on the management of the Company, the ability to interpret financial tables and reports and preferably an academic education.

Majority of the Board of Directors constitute of the members who do not take over duties in the execution.

The members of the Board of Directors are elected for a maximum office term of 3 years. If duty period is not clearly mentioned in the resolution of election General Assembly, it shall be deemed that the election is made for 1 year.

If any Member of the Board position is vacated for any reason, a person with the required qualities shall be elected by the Board of Directors to be presented for the next General Assembly approval. Such person shall complete the duration of the person, for whom he was elected for, if his membership is approved by the General Assembly.

A Member of the Board of Directors that is a legal entity may change the person registered on its behalf at any time.

If deemed necessary by the General Assembly, the Board of Directors may replace its members at any time"

As per the resolution of our Board of Directors dated March 09, 2015 and numbered 2015/8, disclosed to the public before the opening session of the BIST via Public Disclosure Platform on 09 March 2015, Ertuğrul Feyzi Tuncer, Ali Aydın Pandır and Tayfun Bayazit have been accepted as candidates for independent board members. The curriculum vitae of the above mentioned candidates for board members can be found appended (ANNEX 2).

9. Without voting and resolving during General Assembly, informing the shareholders about the payments, making within the scope of the "Remuneration Policy" established for the members of the Board of Directors and senior executives.

Rationale : Information is presented to the General Assembly about the payments, making within the scope of the "Remuneration Policy" determined for the members of the Board of Directors as per the Corporate Governance Communiqué of the Capital Markets Board.

10. Determination of the remuneration of the Members of the Board of Directors

Rationale : In compliance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade, the General Assembly shall determine the remuneration to be paid to the members of the Board of Directors.

According to the 17th article of the Articles of Association;

Resolutions in relation to remuneration, allowance, dividends from annual profits, bonus, premium of the Members of the Board of Directors shall be determined by the General Assembly. Remuneration of the members of the Board of Directors may differ on the basis of the duties, powers and responsibilities undertaken in the Board of Directors.

The Capital Markets Law, the regulations of the Capital Markets Board, and the provisions of the other relevant legislation in effect shall be complied with in determining the financial rights to be provided to the independent Board of Directors' Members.

The Board of Directors shall determine whether the committee chairman and members will be paid any remuneration for the tasks they have undertaken in the committees, and if they will, the amount, and the terms and conditions, in the resolution for forming the relevant committee.

11. Discussion and approval of the Independent Audit Company, selected by the Board of Directors pursuant to the regulations of the Capital Markets Board and the Turkish Commercial Code

Rationale : In line with the provisions of TCC and Capital Markets Law, the selection of the independent audit company by the Board of Directors shall be presented for the approval of the General Assembly.

In line with the resolution of March 09th, 2015 and numbered 2015/7, our Board of Directors has resolved to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Deloitte Touche Tohmatsu) as the independent audit firm, and to submit such appointment for the approval of the General Assembly, with the affirmative opinion of the Audit Committee on 09.03.2015, and in compliance with the Turkish Commercial Code, the Capital Markets Law, and the Decree No 660, as well as the principles set forth as per the secondary legislation in effect within this scope, for the independent audit of the financial statements of 2015 accounting period of our company, as well as carrying out the other relevant activities.

12. Within the framework of the Articles of Association, discussing and voting for defining a maximum amount for donations and aids until the Ordinary General Assembly meeting where activities and accounts for the 2015 financial period will be evaluated and authorizing the Board of Directors accordingly

Rationale : According to the article 4 clause f of the Articles of Association;

Within the principles specified by Capital Markets Board, provided that it does not disrupt its objective and the subject, and as per Article 20 of the Articles of Association, Holding may give support and donations to the departments included in the general budget, supplementary budget administrations, private provincial administrations, municipalities, villages, foundations granted tax exemption by the Council of Ministers, associations deemed to be useful for public interests, organizations and institutions engaged in scientific research and development, universities, and persons or institutions with similar nature.

According to the 20th article of the Articles of Association of our company;

Upper limit of the aids and donations to be made by the Company in one accounting period within the framework of the principles specified in Article 4 of the Articles of Association shall be determined by the General Assembly. No donations above the specified limit determined by the General Assembly can be made and donations made may be distributed, added on the distributable profit. Donations made by the Company should not contradict the regulations on the transfer of hidden revenues of the Capital Markets Law, the Turkish Commercial Code and

other relevant legislation; required public disclosures should be made; and the donations made during one financial year should be submitted for the information of the shareholders in the General Assembly

13. Discussing and approval of the authorization of the Board of Directors to issue capital market instruments (including warrants) of indebtedness and to determine the conditions of the issuance thereof up to the amount permitted by the relevant legislation, by permission of the Capital Markets Board, and the relevant provisions of the Turkish Commercial Code, Capital Markets Law, and the relevant legislation, until the ordinary general assembly meeting that will convene in order to review the operations and accounts for the year 2015

Rationale : The need for the use of alternative financing instruments may always arise in order to act swiftly when necessary for effective and efficient capital management.

Therefore, even though there are no resolutions made as of the present, the matters of issuing capital market instruments expressing indebtedness to the extent allowed by the Turkish Commercial Code, the Capital Markets Law, and the additional legislation, and authorizing the Board of Directors for setting the conditions of such issuance, with the permission of the Capital Markets Board, and as per Article 11 of the Articles of Association, are being submitted for the approval of the General Assembly in 2015

If this authority is granted by the General Assembly, our Company will have more capabilities in terms of providing financing.

14. In line with the Articles of Association, discussing and approval of the authorization of the Board of Directors to distribute advance dividend for the amount permitted by the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and the other relevant legislations

Rationale : Within the scope of Article 22 of the Articles of Association,

"Board of Directors, provided that it is authorized by the General Assembly, may distribute profit share advances, in accordance with Capital Markets Law Article 20 and relevant Capital Markets Board regulations"

Authorizing the Board of Directors for giving advance dividend for the amount permitted by the Turkish Commercial Code, the Capital Markets Law, Capital Markets Legislation, and the relevant legislation, and for determining the time and the conditions will be submitted for the approval of the shareholders.

15. Requesting shareholders' approval for authorizing Members of the Board of Directors for carrying out the jobs and procedures mentioned in articles 395 and 396 of the Turkish Commercial Code.

Rationale : Requesting shareholders' approval for authorizing the members of the Board of Directors to carry out the jobs listed in articles 396 'Non-competition' and 395 'Prohibition of Doing Business with and Borrowing from the Company' of the Turkish Commercial Code

16. Without voting and resolving during General Assembly; giving information to shareholders about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage.

Rationale : According to the Communique of Corporate Governance of the Capital Markets Board (II-17.1); Shareholders shall be informed about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors,

executives with management responsibilities, and their spouses and relatives either by blood or marriage. According to this, shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage have not performed any transactions/procedures that may create conflict of interest with the partnership or affiliates and/or may be deemed as a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner

17. Without voting and resolving during General Assembly and within the scope of the Capital Markets Legislation and the relevant regulations, giving information to shareholders about the donations of the Company to foundations, associations, public entities and institutions for social grants during the accounting year 2014

Rationale :

In 2014, our company made the following donations:

	TL
to The Brooking Institution	627,690
to Koç Üniversitesi (Koç University)	100,000
to Global İlişkiler Forumu (Global Relations Forum)	100,000
to Stanford University	53,130
to Unicef Milli Komitesi (National Committee of Unicef)	19,000
to Türk Eğitim Vakfı (Turkish Education Foundation)	13,425
to Türk Eğitim Gönüllüleri Vakfı (Educational Volunteers Foundation of Turkey)	10,500
to Uğur Mumcu Vakfı (Foundation of Uğur Mumcu)	10,000
to Doğal Hayatı Koruma Vakfı (World Wide Fund for Nature)	5,005
to Yenibir Lider Derneği (Association of a New Leader)	5,000
and to Gazeteciler Cemiyeti (Association of Journalists)	90

to make a total donation of TL 943,840.

The amount is below the amount defined by the General Assembly.

18. Without voting and resolving during General Assembly, giving information to shareholders that no guarantees, pledges, mortgages or sureties have been given, or no income or benefits have been created on behalf of third parties

Rationale :

According to provisions of The Communiqué of Corporate Governance (II-17.1.), shareholders will be informed that no income or benefits have been created in connection with the guarantees, pledges, mortgages or sureties given on behalf of third parties.

ANNEXES:

- 1- Power of Attorney
- 2- CV of the Candidates for Independent Board Members

POWER OF ATTORNEY

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

I hereby appoint, who is introduced in detail below, as my attorney being authorized to represent me in line with the following powers, to vote, to make proposals and sign any necessary documents at the ordinary general assembly meeting of Doğan Şirketler Grubu Holding A.Ş. to be held at Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar İstanbul on Tuesday, March 31, 2015 at 11:00 a.m.

Attorney's (*):

Name and Surname/Commercial Title:

TR ID No/Tax No., Trade Registry and Number, MERSIS Number:

(* Equivalent information shall be submitted, if available, of the information requested for an attorney who is a foreign country citizen.

A) SCOPE OF THE POWER OF ATTORNEY

For the sections 1 and 2 below, one of the choices of (a), (b) or (c) shall be taken to define the scope of power of attorney.

1. About the subjects listed in the Agenda of the General Assembly;

- a) Attorney is authorized to vote in his/her own discretion.
- b) Attorney is authorized to vote in line with the proposals of the partnership management.
- c) Attorney is authorized to vote in line with the instructions explained in the table below.

Instructions:

In the event the shareholder chooses to vote as per choice (c), he/she will find the instructions with the relevant article and vote by marking one of the choices (accept or reject) given under the relevant agenda article, and if chooses to reject he/she will do so by adding his/her opposition remarks as the same shall be copied in the minutes of the General Assembly, if available.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Board			
2. Authorization of the Meeting Board to sign the minutes of the meeting			
3. Reading, discussion and approval of the Annual Report of the Board of Directors for 2014 financial year			
4. Reading, discussion and approval of the Opinion of the Independent Audit Company for 2014 financial year			
5. Reading, discussion and approval of the Financial Statements for 2014 financial year			
6. Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for 2014 financial year			

7. Reading, discussion and approval of the proposal of the Board of Directors to not to distribute dividend for 2014 financial year			
8. Determination of the number of members and terms of office of the Board of Directors and election of the board members accordingly			
9. Without voting and resolving during General Assembly, informing the shareholders about the payments, making within the scope of the "Remuneration Policy" established for the members of the Board of Directors and senior executives.			
10. Determination of the remuneration of the Members of the Board of Directors			
11. Discussion and approval of the Independent Audit Company, selected by the Board of Directors pursuant to the regulations of the Capital Markets Board and the Turkish Commercial Code			
12. Within the framework of the Articles of Association, discussing and voting for defining a maximum amount for donations and aids until the Ordinary General Assembly meeting where activities and accounts for the 2015 financial period will be evaluated and authorizing the Board of Directors accordingly			
13. Discussing and approval of the authorization of the Board of Directors to issue capital market instruments (including warrants) of indebtedness and to determine the conditions of the issuance thereof up to the amount permitted by the relevant legislation, by permission of the Capital Markets Board, and the relevant provisions of the Turkish Commercial Code, Capital Markets Law, and the relevant legislation, until the ordinary general assembly meeting that will convene in order to review the operations and accounts for the year 2015			

<p>14. In line with the Articles of Association, discussing and approval of the authorization of the Board of Directors to distribute advance dividend for the amount permitted by the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and the other relevant legislations</p>			
<p>15. Requesting shareholders' approval for authorizing Members of the Board of Directors for carrying out the jobs and procedures mentioned in articles 395 and 396 of the Turkish Commercial Code.</p>			
<p>16. Without voting and resolving during General Assembly; giving information to shareholders about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage.</p>			
<p>17. Without voting and resolving during General Assembly and within the scope of the Capital Markets Legislation and the relevant regulations, giving information to shareholders about the donations of the Company to foundations, associations, public entities and institutions for social grants during the accounting year 2014</p>			
<p>18. Without voting and resolving during General Assembly, giving information to shareholders that no guarantees, pledges, mortgages or sureties have been given, or no income or benefits have been created on behalf of third parties</p>			

No voting is necessary for informative articles.

If the minority has a separate draft resolution, this shall be separately mentioned to guarantee voting in representation.

2. Special instruction in relation with any other issues to be arisen during the General Assembly meeting and use of minority rights in particular:

- a) Attorney is authorized to vote in his/her own discretion.
- b) Attorney is not authorized to vote for these topics.
- c) Attorney is authorized to vote in line with the special instructions below.

SPECIAL INSTRUCTIONS: Special instructions, if any, to the attorney by the shareholder are mentioned in this section.

B) The shareholder chooses one of the choices below to point out the shares that he/she prefers the attorney to represent for.

1. I herewith confirm that the shares of mine of which details are mentioned below shall be represented by my attorney.

- a) Group and Series:*
 - b) Number/group:**
 - c) Quantity-nominal value:
 - ç) Whether it is a multiple voting share or not:
 - d) Whether it is bearer or registered share certificate:
 - e) Proportion of the share certificate(s) with the total shares/vote rights the shareholder has:
- * Such information is not requested for those shares that are monitored on registries.
** Information with the group shall be given, if available, to replace the number for those shares that are monitored on registries.

2. I herewith confirm representation by the attorney of all my shares listed in the list of shareholders that are authorized to attend the general assembly issued by CRA a day before the date of the General Assembly meeting.

SHAREHOLDER'S NAME/SURNAME or TITLE (*)

TR ID No/Tax No., Trade Registry and Number, MERSIS Number:

Address:

(*) Equivalent information shall be submitted, if available, of the information requested for a shareholder who is a foreign country citizen.

CV OF THE INDEPENDENT BOARD MEMBER CANDIDATES

Tayfun Bayazit

Tayfun Bayazit received his postgraduate degree (MBA) in Finance and International Relations in at Columbia University in 1983 following his degree in Mechanical Engineering in 1980. Bayazit started his banking career at Citibank after Columbia University. His professional endeavour saw him through several senior management positions with the Çukurova Group for the next 13 years; he served as Chief Assistant General Manager and Executive Board Member at Yapı Kredi, General Manager at Interbank, and President & CEO at Banque de Commerce et de Placement S.A. Switzerland. Bayazit was offered a position with Dogan Group of Companies to act as the Vice Chairman as well as Managing Director at Disbank in 1999, where he later assumed the position of CEO in 2001, and Chairman of the Board in 2003, respectively. Bayazit then took on the post of Fortis Turkey CEO, as well as Fortis Global Management Committee Membership positions, once Fortis acquired the majority shares of Disbank in July 2005. Following the General Assembly held in 2006, Bayazit continued serving at Fortis Turkey as Chairman. Tayfun Bayazit returned to Yapı Kredi in 2007 (A UniCredit and Koç Group Partnership) as a Managing Director and General Manager, where he took over the post of Chairman of the Board in 2009. After a two year stint at Yapı Kredi, Bayazit left the bank in August 2011 to establish "Bayazit Consulting Services", where he currently serves as the President of the Company. Tayfun Bayazit is Vice President of TUSIAD (Turkish Industry and Business Association), and is also currently active in various non-governmental organizations, such as TEGV (Education Volunteers Foundation of Turkey), Darüşşafaka, Embarq and TKYD (Corporate Governance Association of Turkey).

Ali Aydın Pandır

Born in 1956 in Istanbul, Ali Aydın Pandır graduated from St. Georg Austrian High School in 1975. He completed his undergraduate studies at Istanbul Technical University, Department of Mechanical Engineering in 1980.

Following graduation, Mr. Pandır started his professional career in 1980 at Tekersan Firması, as Design Engineer, before becoming Workshop Manager at the same firm. In 1990, he joined General Motors as Director of After-Sales Services and played an active role in the establishment of Opel's Turkish service and spare part distribution network. Serving Adam Opel and General Motors as Director of International After-Sales Services, Pandır managed after-sales support and spare parts services for Opel vehicles across Eastern Europe, Asia, the Middle East, Africa and South America. As GM's Director of New Vehicle Projects, Ali Pandır established spare parts distribution systems in India, Thailand, Taiwan, Japan and People's Republic of China, so as to expand the Company's sales and distribution network in the Asia-Pacific region. After assuming this critical role, he led the way in establishing the outsourced spare parts distribution concept at GM Group, through various practices in developing countries. He created a spare parts distribution network in the People's Republic of China for new GM joint ventures. Mr. Pandır also established GM Storage and Commerce company at the Shanghai Free Trade Zone and took office as CEO of the said firm. As GM's Asia-Pacific Regional Director, he set up a spare parts distribution and supply chain system across the Asia-Pacific region. In addition to these duties, he also assumed the title of GM Supply Chain Council Member and served as Board Member at TLI, a joint venture by Singapore National University and Georgia Tech USA Logistics Institute. He played a key role as the Director in charge of the sales, marketing and distribution of GM cars and spare parts by GM's commerce and distribution company in Singapore across the entire Asia-Pacific region. As GM's President of Indonesia, he managed the restructuring and consolidation of GM's business in Indonesia, and established a joint venture with various local Asian partners to produce and distribute commercial and passenger vehicles.

For five years Ali Pandır served as CEO of Tofaş, Turkey's largest auto manufacturer and market leader, a joint venture of Italian Fiat Group and Turkish Koç Group, and managed to increase Tofaş's production capacity from an annual 250 thousand to 400 thousand.

He has been the Chairman of the Board of Directors and Executive Director of the Erdemir, Ereğli and İskenderun Iron and Steel Factories, member of the Board of Directors of the Tofaş and Turkish tractor companies in representation of Company Fiat, besides Independent Member of the Board of Directors of the Prysmian Turkey Company. He speaks English and German fluently.

Ertuğrul Feyzi Tuncer

Ertuğrul Feyzi Tuncer was born in 1939. He received his BA in Business Administration and Economics from Robert College in 1964. Later, he obtained an "Executive Management" certificate from University of Stanford.

He started his professional career in 1967, as Regional Director and Director of Investments at Mobil Oil Türk A.Ş. and eventually became General Manager in 1990. In 1994, he served as Chairman at ATAŞ Anatolian Refinery, and then became General Manager of BP Mobil Turkey Joint Venture.

In 2000, he resigned from both of these positions to continue his career as General Manager and Board Member at Petrol Ofisi A.Ş. In 2005, he became Board Member at Doğan Holding. In 2006, at Tuncer Consulting Services and Trade, he became the founder and partnership manager of CASE Consulting Energy.

Ertuğrul Tuncer has served as the founder Chairman of PETDER (Association of Petrol Industrialists) and is a member of the Association of Corporate Risk Management and High council Board of Fenerbahçe Sports Club.