

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF
VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ
DATED 09.05.2017**

Vestel Elektronik Sanayi ve Ticaret AŞ's Ordinary General Assembly Meeting for the year 2016 was held on May 9, 2017 at 10:00 am at the address of Raffles İstanbul Zorlu Center, 34340 Beşiktaş/İstanbul, under the surveillance of Mr. Feyyaz Bal, the Representative of Ministry, duly appointed by İstanbul Provincial Directorate of Commerce pursuant to the letter numbered 24837153 and dated 08.05.2017.

Invitation for the meeting, including the agenda, was made in a timely manner by being published three weeks prior to the date of the Ordinary General Assembly Meeting, in the Turkish Trade Registry Gazette's issue dated 14.04.2017 and numbered 9306 and Daily Dünya's issue dated 14.04.2017, on the Company's website at www.vestelinvestorrelations.com, the Public Disclosure Platform and the E-General Assembly System of Merkezi Kayıt Kuruluşu AŞ, as prescribed in the Law and the Company's Articles of Association.

After it is verified, further to the examination of the Attendance List, and confirmed and declared by the Ministry Representative that; out of the 33,545,627,500 shares representing the Company's total share capital of TL 335,456,275.00, 28,090,812,342 shares representing TL 280,908,123.42 of capital were represented at the meeting; of which, 273,199.5 shares representing TL 2,731.995 of capital were present in person and 28,090,539,142.5 shares corresponding to TL 280,905,391.425 of capital were represented by proxy, and thereby, the minimum meeting quorum required both by the Law and the Articles of Association was met and that Board Members; Mr. Ahmet Nazif Zorlu, Mr. Mehmet Emre Zorlu, Mrs. Selen Zorlu Melik, Mr. Olgun Zorlu, Mr. Ali Akin Tari and Mr. Hacı Ahmet Kılıçoğlu and the auditor, Ms. Talar Gül, representing PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ, which has conducted the independent external audit of the Company's financial statements for the year 2016, were present at the meeting; the meeting has proceeded to the discussion of the agenda items.

1) After a moment of silence held for the Great Leader ATATÜRK, his fellow fighters and all martyrs upon Mr. Alp Dayı's invitation, the meeting has commenced both physically and electronically at the same time.

1.1. Under this agenda item; Mr. Alp Dayı read the proposal regarding the election of Mr. Aydın Temel, Attorney at Law, as the Chairman of the Meeting. The proposal has been unanimously accepted by the present votes.

The Chairman of the Meeting has appointed Ms. Seda Madak, Attorney at Law, as the clerk, Ms. Başak İhsanoğlu, Attorney at Law, as the vote collector and Ms. Ebru Kurt, Attorney at Law, as the Electronic General Assembly System responsible.

2) Authorization of the Chairmanship of the Meeting to sign the Minutes of the General Assembly Meeting on behalf of the General Assembly has been put to vote. It has been unanimously accepted by the present votes that the Chairmanship of the Meeting shall be authorized to sign the Minutes of the General Assembly Meeting on behalf of the General Assembly.

3) The General Assembly has moved on to the item no. 3 of the agenda, concerning the reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2016.

3.1. Ms. Seda Madak, Attorney at Law, has read the proposal that the 2016 Annual Report of the Board of Directors, which was required to be read and discussed under this item, shall be deemed as having been read and shall be conveyed to the General Assembly as a summary information since it has been previously announced on the Company's web site at www.vestelinvestorrelations.com, the Public Disclosure Platform and the E-General Assembly System of Merkezi Kayıt Kuruluşu AŞ. The proposal has been unanimously accepted by the present votes.

Mr. Ahmet Nazif Zorlu has made a speech on the Company's operational and financial performance for the year 2016 on behalf of the Board of Directors and provided summary information on the Board of Directors' Annual Report for the year 2016. Board of Directors' Annual Report for 2016 has been discussed. No question has been posed.

4) The General Assembly has moved on to the item no. 4 of the agenda, concerning the reading of the summary of the Independent Audit Firm's report for the year 2016. Ms. Talar Gül, who attended the meeting representing PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ, has read the Summary of the Independent Audit Firm's report for the year 2016.

5) The General Assembly has moved on to the item no. 5 of the agenda, concerning the reading, discussion and approval of the Consolidated Financial Statements for the year 2016.

5.1. Ms. Seda Madak, Attorney at Law, has read the proposal that the Consolidated Financial Statements for the year 2016, which were required to be read and discussed under this item, shall be deemed as having been read and shall be conveyed to the General Assembly as a summary information given that they were previously announced on the Company's web site at www.vestelinvestorrelations.com, the Public Disclosure Platform and the E-General Assembly System of Merkezi Kayıt Kuruluşu AŞ. The proposal has been put to vote. As a result of the voting held, the proposal has been unanimously accepted by the present votes.

Summary of the Consolidated Financial Statements for the year 2016 has been presented by Mr. Alp Dayı on behalf of the Board of Directors. Summary of the Consolidated Financial Statements has been discussed and put to vote. No question has been posed. As a result of the voting held, the Consolidated Financial Statements for the fiscal year 2016 have been unanimously accepted by the present votes.

6) The General Assembly has moved on to the item no. 6 of the agenda, concerning the acquittal of the Board Members severally for their activities and transactions in relation to the Company for the year 2016. Acquittal of the Board Members; Mr. Ahmet Nazif Zorlu, Mr. Olgun Zorlu, Mrs. Selen Zorlu Melik, Mr. Mehmet Emre Zorlu, Mr. Ali Akın Tari and Mr. Hacı Ahmet Kılıçoğlu, severally for their activities and transactions in relation to the Company for the year 2016, provided that they do not cast vote for their own acquittal, has been put to vote. The acquittal of the Board members severally has been unanimously accepted by the present votes.

7) The General Assembly has moved on to the item no. 7 of the agenda, concerning the determination of the number and the tenure of office for the members of the Board of Directors and the election of the Board members including the Independent Directors.

Under this agenda item, the Board of Directors' proposal dated 11.04.2017 and numbered 2017/7 regarding the determination of the number of the Board members as six and election of Mr. Hacı Ahmet Kılıçoğlu and Mr. Ali Akın Tari, who were nominated by the Corporate Governance Committee's Evaluation Reports on the Independency of Independent Board Member Nominees dated 11.04.2017 and who have presented their declarations of independency, as the Independent Board Members; and election of Mr. Ahmet Nazif Zorlu, Mr. Olgun Zorlu, Mr. Mehmet Emre Zorlu and Mrs. Selen Zorlu Melik as the other Board members to serve on the Company's Board of Directors until the Ordinary General Assembly Meeting of 2017, has been read. The Board of Directors' proposal has been put to vote.

The proposal for determining the number of the Board members as six and the tenure of office of the Board members as one year until the Ordinary General Assembly Meeting of 2017 and election of Mr. Ali Akın Tari, with the Turkish Identity No. 39715591572 and Mr. Hacı Ahmet Kılıçoğlu, with the Turkish Identity No.

17339096086, who have presented their declarations of independency and who were present and have verbally declared their nomination at the meeting, as the independent board members and election of Mr. Ahmet Nazif Zorlu, with the Turkish Identity No. 24844596260, who was present at the meeting and verbally declared his nomination, Mr. Mehmet Emre Zorlu, with the Turkish Identity No. 24811597344, who was present at the meeting and verbally declared his nomination, Mrs. Selen Zorlu Melik with the Turkish Identity No. 24823596908, who was present at the meeting and verbally declared her nomination and Mr. Olgun Zorlu, with the Turkish Identity No. 24829596780, who was present at the meeting and verbally declared his nomination, to serve as the other members on the Company's Board of Directors has been accepted by the majority of the present votes with affirmative votes representing TL 278,298,076.42 of share capital against dissenting votes representing TL 2,610,047.00.

8) The General Assembly has moved on to the item no. 8 of the agenda, concerning the determination of the remuneration to be paid to Board Members in 2017.

8.1. The proposal regarding the payment of an annual gross remuneration of TL 121,000.00 to each Board member has been read by Ms. Seda Madak, Attorney at Law, discussed and put to vote. It has been accepted by the majority of the present votes; with affirmative votes representing TL 279,722,910.42 of share capital against dissenting votes representing TL 1,185,213.00 that an annual gross remuneration of TL 121,000.00 shall be paid to each Board member.

9) The General Assembly has moved on to the item no. 9 of the agenda concerning the provision of information to the shareholders about the Board's resolution that there could be no profit distribution for the year 2016 due to accumulated losses from previous years.

Board of Directors' resolution dated 11.04.2017 and numbered 2017/10 regarding the informing of the shareholders at the 2016 Ordinary General Assembly Meeting that;

"Vestel Elektronik Sanayi ve Ticaret AŞ recorded TL 167,719,000 of net profit in its consolidated financial statements prepared in compliance with the Turkish Accounting Standards/Turkish Financial Reporting Standards as per the Capital Market Law and related Communiqués and TL 102,637,476 of net profit in its statutory financial statements prepared under the Tax Procedure Law.

Since no distributable profit remains after offsetting the TL 167,719,000 of net profit recorded in the consolidated financial statements with the previous years' losses, it is decided that no profit distribution can be made for the year 2016. After making a 5% deduction for the first legal reserve amounting TL 5,131,874, which has to be set aside in accordance with the Article 519 of the Turkish Commercial Code, the remaining TL 97,505,602 of net distributable profit based on the statutory financial statements is decided to be set aside as an extraordinary reserve. These decisions will be presented to the information of the shareholders at the Company's 2016 Ordinary General Assembly Meeting."

has been read and conveyed to the General Assembly by Ms. Seda Madak, Attorney at Law.

10) The General Assembly has moved on to the item no. 10 of the agenda, concerning the granting of permission to Board Members as per the Articles 395 and 396 of the Turkish Commercial Code. Under this agenda item, it has been decided by the majority of the present votes; with affirmative votes representing TL 276,898,685.42 of share capital against dissenting votes representing TL 4,009,438.00, that Board Members shall be given permission as per the Articles 395 and 396 of the Turkish Commercial Code, to carry out businesses that do or do not fall into the Company's fields of operation in their name or in the name of others and to become shareholders in and compete with companies engaged in such businesses and to perform other transactions.

11) The General Assembly has moved on to the item no. 11 of the agenda, concerning the discussion and approval of the proposal of the Board of Directors for the election of the independent audit firm for auditing the Company's accounts and transactions for the fiscal year 2017.

Under this agenda item, "Board of Directors' decision dated 11.04.2017 and numbered 2017/9 concerning the election of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi as the independent auditor for auditing the Company's financial reports for the fiscal year 2017 in accordance with the Turkish Commercial Code, the Capital Market Law and related regulations and to carry out the other duties required under these laws after taking into consideration the assessment of the Audit Committee dated 11.04.2017, and submission of this matter to the approval of the shareholders at the 2016 Ordinary General Assembly Meeting" has been read by Ms. Seda Madak, Attorney at Law, discussed and put to vote.

Under the item no. 11 of the agenda, it has been decided by the majority of the present votes, with affirmative votes representing TL 278,896,197.42 of share capital against dissenting votes representing TL 2,011,926.00, that; PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, which is the independent audit firm proposed by the Board of Directors, shall be elected as the independent auditor for auditing the Company's accounts and transactions for the fiscal year 2017 as per the Turkish Commercial Code and CMB legislation.

12) The General Assembly has moved on to the item no. 12 of the agenda, concerning the provision of information to the General Assembly regarding the donations and aids made in 2016 and the determination of the upper limit for the donations to be made during the period of 1 January- 31 December 2017.

Mr. Alp Dayı has informed the General Assembly regarding the donations and aids made during 2016, which amounted to TL 186,008.16.

In regard to the determination of the upper limit for the donations to be made during the period of 1 January - 31 December 2017; the Board of Directors' decision dated 11.04.2017 and numbered 2017/8 which states that "within the scope of the CMB legislation and the Company's Articles of Association; provided that the donations will be added to the distributable profit base, the donations will be in compliance with the related CMB legislation, the required material event disclosures on donations will be made and the donations made during the year will be submitted for the information of shareholders at the General Assembly Meeting, the upper limit for the donations to be made by the Company during the year 2017 will be set as 1.2% of the Company's earnings before interest, tax and depreciation (EBITDA) calculated based on the Company's consolidated financial statements for the year 2016 prepared in accordance with the CMB regulations and this limit shall be submitted to the approval of the shareholders at the Company's 2016 Ordinary General Assembly Meeting" has been read by Ms. Seda Madak, Attorney at Law, discussed and put to vote.

Under this agenda item, as a result of the voting held, it has been unanimously accepted by the present votes that pursuant to the regulations of the Capital Markets Board and the Company's Articles of Association; the upper limit for the donations to be made by the Company in 2017 shall be determined as 1.2% of the Company's earnings before interest, tax and depreciation (EBITDA) calculated based on the Company's consolidated financial statements for the year 2016 prepared in accordance with the CMB regulations.

13) The General Assembly has moved on to the item no. 13 of the agenda, concerning the provision of information to shareholders, as per the regulations of the Capital Markets Board, about the collaterals, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of third parties and the income and benefits generated therefrom during the fiscal year 2016. Mr. Alp Dayı has informed the General

Assembly about the collaterals, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of third parties and the income and benefits generated therefrom.

14) Upon determining that the meeting quorum required by the Turkish Commercial Code was present throughout the meeting, Mr. Aydın Temel, the Chairman of the Meeting, has adjourned the meeting as there was no other item on the agenda to be discussed.

These meeting minutes were signed by the concerned parties who were present at the meeting. May 9, 2017; Time: 11:15 am.

MINISTRY REPRESENTATIVE
FEYYAZ BAL

MEETING CHAIRMAN
AYDIN TEMEL

CLERK
SEDA MADAK

VOTE COLLECTOR
BAŞAK İHSANOĞLU