

PROXY STATEMENT

**TO THE BOARD OF DIRECTORS
of
VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ**

I hereby appoint.....as proxy authorized to attend, vote, propose and to sign the necessary documents on my behalf in accordance with the below opinions in the Ordinary General Assembly meeting to be held on 26.05.2011, at 10.00 AM in the address Zorlu Plaza, 34310 Avcılar/İSTANBUL.

A) SCOPE OF PROXY AUTHORIZATION

- a) The Proxy is authorized to cast vote for all the agenda items in line with his/her own opinions.
- b) The Proxy is authorized to cast vote for all agenda items in line with the following instructions; (Special instructions will be written)
- c) The Proxy is authorized to cast vote in line with the proposals of the Company Management.
- d) The Proxy is authorized to cast vote on any other potential issued arising during the meeting in line with the below instructions. (In the absence of any instructions the proxy will freely cast his vote.)
Instructions: (Special instructions will be written.)

B) STOCK OWNED BY THE SHAREHOLDER

- a) Issue and Series :.....
- b) Quantity :.....
- c) Unit-Nominal Value :.....
- d) Privileges attached to the vote :.....
- e) Bearer-Registered Stock :.....

NAME, SURNAME or TITLE OF THE SHAREHOLDER

SIGNATURE :.....

ADDRESS :

NOTE: In part (A) any one of the items (a), (b) or (c) will be selected. Remarks will be provided for items (b) and (d).

NOTE: SHUTTLE SERVICE IS AVAILABLE FOR THE SHAREHOLDERS WILLING TO ATTEND THE MEETING ON 26.05.2011 AT 08:30 AM FROM HALDUN TANER THEATER, KADIKÖY AND AT 09.00 AM FROM THE GENERAL DIRECTORATE OF DENİZBANK IN THE ADDRESS BÜYÜKDERE CAD.NO 106 ESENTEPE/İSTANBUL.