

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF  
VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ  
DATED 26.04.2016**

Vestel Elektronik Sanayi ve Ticaret AŞ's Ordinary General Assembly Meeting for the year 2015 was held on April 26, 2016 at 10:30 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 Istanbul Provincial Directorate of Commerce pursuant to the letter numbered 15544259 and dated 25.04.2016.

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 31.03.2016 and numbered 9044 and Daily Dünya's issue dated 31.03.2016, on the Company's website at [www.vestelinvestorrelations.com](http://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 determined 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, 28,863,308,709.6 shares representing TL 288,633,087.096 of capital were represented at the meeting; of which, 100,440 shares representing TL 1,004.4 of capital were present in person and 28,863,208,269.6 shares corresponding to TL 288,632,082.696 of capital were represented by proxy, and thereby, the minimum meeting quorum required by both the Law and the Articles of Association was met and that Board Members; Mr. Ahmet Nazif Zorlu, Mr. Mehmet Emre Zorlu, Mr. Ali Akin Tari and Mr. Hacı Ahmet Kılıçoğlu and the auditor, Mr. Mehmet Karakurt, representing Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ, which has conducted the independent external audit of the Company's financial statements for the year 2015, 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 accepted by the majority of the present votes.

The Chairman of the Meeting has appointed Ms. Seda Madak, Attorney at Law, as the clerk, Ms. Ece Kök, 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 accepted by the majority of 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 2015.

3.1. Ms. Seda Madak, Attorney at Law, has read the proposal that the 2015 Annual Report of the Board of Directors, that 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](http://www.vestelinvestorrelations.com), the Public Disclosure Platform and the E-General Assembly System of Merkezi Kayıt Kuruluşu AŞ. The proposal has been accepted by the majority of the present votes.

Mr. Ahmet Nazif Zorlu has made a presentation regarding the Company's operational and financial performance for the year 2015 on behalf of the Board of Directors and provided summary information on the Board of Directors' Annual Report for the year 2015. Board of Directors' Annual Report for 2015 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 2015. Mr. Mehmet Karakurt, who attended the meeting representing Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ, has read the Summary of the Independent Audit Firm's report for the year 2015.

**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 2015.

5.1. Ms. Seda Madak, Attorney at Law, has read the proposal that the Consolidated Financial Statements for the year 2015, 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](http://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 accepted by the majority of the present votes.

Summary of the Consolidated Financial Statements for the year 2015 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 2015 have been accepted by the majority of 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 2015. Acquittal of the Board Members; Mr. Ahmet Nazif Zorlu, Mrs. Selen Zorlu Melik, Mr. Mehmet Emre Zorlu, Mr. Ali Akin Tarı, Mr. Hacı Ahmet Kılıçoğlu and Mr. Mümin Cengiz Ultav, severally for their activities and transactions in relation to the Company for the year 2015, 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 accepted by the majority of 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 election of the Board members including the Independent Directors.

Under this agenda item, the Board of Directors' proposal dated 28.03.2016 and numbered 2016/13 regarding the determination of the number of the Board members as six and election of Mr. Hacı Ahmet Kılıçoğlu and Mr. Ali Akin Tarı, who were nominated by the Corporate Governance Committee's Evaluation Report on the Independency of Independent Board Member Nominees dated 24.03.2016 and who have presented their declarations of independency, as the Independent Board Members; and election of Mr. Ahmet Nazif Zorlu, Mr. Mehmet Emre Zorlu, Mrs. Selen Zorlu Melik and Mr. Mümin Cengiz Ultav as the other Board members to serve on our Company's Board of Directors until the Ordinary General Assembly Meeting of 2016, has been read.

The proposal for the election of Mr. Olgun Zorlu as the Board member instead of Mr. Mümin Cengiz Ultav to serve on our Company's Board of Directors, for submission to the shareholders' approval, has been read by Ms. Seda Madak, Attorney at Law.

The Board of Directors' proposal along with the latter 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 2016 and election of Mr. Ali Akın Tarı, 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 has declared under the letter of consent dated 22.04.2016 and with the journal entry no. 03862 that she would give her consent if elected 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 our Company's Board of Directors has been accepted by the majority of the present votes with affirmative votes representing TL 287,065,089.096 of share capital against dissenting votes representing TL 1,567,998.00.

**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 2016.

8.1. The proposal regarding the payment of an annual gross remuneration of TL 111,100.00 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 287,503,245.096 of share capital against dissenting votes representing TL 1,129,842.00 that an annual gross remuneration of TL 111,100.00 shall be paid to each of the Board members.

**9)** The General Assembly has moved on to the item no. 9 of the agenda concerning the provision of information to shareholders about the Board's decision that profit cannot be distributed for the year 2015 due to accumulated losses from previous years.

Board of Directors' decision dated 28.03.2016 and numbered 2016/17 regarding the informing of the shareholders at the 2015 Ordinary General Assembly Meeting that "no profit distribution can be made for the year 2015 due to accumulated losses from previous years despite the fact that the Company had recorded TL 59,620,000 of net profit in its consolidated financial statements prepared under Turkish Accounting Standards/Turkish Reporting Standards and TL 135,385,025.59 of net profit in its statutory financial statements prepared under the Tax Procedure Law," 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 284,793,077.096 of share capital against dissenting votes representing TL 3,840,010.00, 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 2016.

Under this agenda item, “Board of Directors’ decision dated 28.03.2016 and numbered 2016/15 concerning the election of Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ (A member of PricewaterhouseCoopers) as the independent auditor for auditing the Company’s financial reports for the fiscal year 2016 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 24.03.2016, and submission of this matter to the approval of the shareholders at the 2015 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 287,468,895.096 of share capital against dissenting votes representing TL 1,164,192.00, that; Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ (A member of PricewaterhouseCoopers), which is the independent audit firm proposed by the Board of Directors, shall be elected as the independent audit firm for auditing the Company’s accounts and transactions for the fiscal year 2016 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 2015 and the determination of the upper limit for the donations to be made during the period of 1 January- 31 December 2016.

Mr. Alp Dayı has informed the General Assembly regarding the donations and aids made during 2015, which amounted to TL 335,311.44.

In regard to the determination of the upper limit for the donations to be made during the period of 1 January - 31 December 2016; the Board of Directors’ decision dated 28.03.2016 and numbered 2016/14 which states “within the scope of the CMB legislation and the Company’s Articles of Association; the upper limit for the donations to be made by our Company during the year 2016 shall be set as 0.1% of the Company’s consolidated revenues as reported in its consolidated financial statements prepared in accordance with the CMB regulations and this limit shall be submitted to the shareholders’ approval at the Company’s 2015 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 accepted by the majority of 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 2016 shall be determined as 0.1% of the consolidated revenues reported in the Company’s 2015 consolidated financial statements 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 2015. 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)** The General Assembly has moved on to the item no. 14 of the agenda, concerning the discussion and approval of the amendment of the Article 3 of the Articles of Association titled “Purpose and Subject”, Article 4 of the Articles of Association titled “Company’s Head Office and Branches” and the Article 6 of the Articles of Association titled “Company’s Share Capital and Kind of Share Certificates” provided that the necessary approvals are obtained from the Ministry of Customs and Trade and the Capital Markets Board prior to the date of the General Assembly Meeting.

14.1. Under this agenda item, the proposal that the text containing the amendments to be made to the Company's Articles of Association, which was approved by the Capital Markets Board's affirmative opinion dated 29.03.2016 and numbered 29833736-110.03.02-E.3656 and the General Directorate of Domestic Trade of the Ministry of Customs and Trade's permission letter dated 04.04.2016 and numbered 50035491-431.02 and which would be submitted to the approval of the shareholders, shall be deemed as having been read since it was previously published in the Turkish Trade Registry Gazette's issue dated 31.03.2016 and numbered 9044 and Daily Dünya's issue dated 31.03.2016, on the Company's web site at [www.vestelinvestorrelations.com](http://www.vestelinvestorrelations.com), the Public Disclosure Platform and the E-General Assembly System of Merkezi Kayıt Kuruluşu AŞ, has been read by Ms. Seda Madak, Attorney at Law. The proposal has been put to vote and accepted by the majority of the present votes, with affirmative votes representing TL 284,793,077.096 of share capital against dissenting votes representing TL 3,840,010.00.

It has been unanimously decided by the present votes, with affirmative votes representing TL 284,793,077.096 of share capital against dissenting votes representing TL 3,840,010.00 that; within the scope of the Board's decision dated 16.03.2016 and numbered 2016/10, the Articles 3, 4 and 6 of the Company's Articles of Association, as approved by the affirmative opinion dated 29.03.2016 and numbered 29833736-110.03.02-E.3656 of the Capital Markets Board and the permission letters dated 04.04.2016 and numbered 50035491-431.02 of the General Directorate of Domestic Trade of the Ministry of Customs and Trade, shall be amended as below.

<b>NEW TEXT</b>
<p><b>Article 3</b> <b>Field of Operation</b> Company's field of operation involves the manufacturing, import and export of all kinds of electrical, electronic, digital electronic devices, equipment, hardware, spare parts, parts, components, video, televisions and smartphones.</p> <p>The Company is engaged in the manufacturing, assembly, purchase, sales, import, export, leasing, distribution and technical services of electronic circuit elements, intercommunication and communication products and parts, products and parts that are used in the storage, conveyance transfer, copying, projection of sound, images and information, information technology devices and equipment and electrical, electronic, mechanical and pneumatic systems.</p> <p>The Company is also engaged in electronic hardware design and development, software design and development and optoelectronics and optomechanical design and development as regards to its fields of operation.</p> <p>The Company tests the quality level and compliance with the relevant technical regulations, performs quality control and conducts tests to increase the quality of all kinds of electrical, electronic, digital electronic devices, equipment, hardware, spare parts, parts, components, video and televisions and engages in any and all activities related to the same.</p> <p>The Company may operate without being limited to the matters listed below, in order to accomplish its field of operation.</p> <p>A) The Company may import, export and manufacture the machinery, parts, accessories, equipment and their spare parts, used in the processing of raw materials, semi-finished and finished products concerning its field of operation,</p> <p>B) The Company may engage in import, export, manufacturing, contract trade, domestic trade, commissioning, undertaking, domestic and international representation and marketing activities in</p>

relation to its field of operation,

C) To realize its field of operation, the Company may obtain long, mid or short term loans from domestic or international markets, tourism loans or alike, corporate and guarantee loans, commodity loans, letters of credit, open credit or obtain advance or other kinds of credit on debt instruments and deeds,

D) The Company may undertake industrial and commercial investments that fall into its field of operation,

E) In order to achieve its field of operation, the Company may engage in any and all kinds of financial, industrial and administrative dispositions and activities,

F) The Company may establish companies with real persons and legal entities which have the same field of operation with the Company, provided that such involvement is not deemed as investment services and activities, establish joint ventures, participate in existing commercial entities, purchase and sell, convert and pledge or give as collateral the shares, bonds and other securities of these entities; In accordance with the Capital Market legislations and provided that they are related to its subject, the Company may in addition establish foundations with social objectives and participate in existing ones, in such a fashion and scale that would not jeopardize the achievement of the main purpose of the Company. By a resolution of the General Assembly, the Company may set aside a portion of its net profit for these foundations, on the condition that it complies with the Capital Market legislations,

G) In order to undertake its field of operation, the Company may acquire, purchase, sell, transfer, lease as a lessee and lease as a lessor the necessary equipment, facilities and real estates, to impose servitude, usufructs, right of habitation, encumbrance, condominium ownership on real estate and to transfer and purchase thereof and construct factories, warehouses, stores and administration buildings,

H) In relation to the Company's field of operation and in order to secure the debts and receivables of the Company and third parties, it may obtain mortgages, pledges, sureties and other collaterals, grant mortgages, pledges, sureties and other collaterals, partially or wholly release mortgages and pledges in its favor and against it, release mortgages, act as a guarantor and set up mortgages for the debts of third parties.

However; principles set out under the Capital Market legislations shall apply to matters such as granting of guarantees, securities or setting up of pledge rights including mortgages in the name of the Company and in favor of the third parties,

I) The Company may acquire, transfer and make real and personal dispositions on the vehicles (including vessels) that are necessary for the Company's affairs,

J) In relation to the Company's field of operation, the Company may acquire, transfer trademarks, patents, know-how and all kinds of other property rights and enter into license agreements thereon,

K) In relation to the Company's field of operation, it may open, operate customs warehouses and carry out customs entries,

L) The Company may make donations provided that donations do not contradict with the regulations of the Capital Market Law regarding the transfer of concealed gain and pertinent legislations, the upper limit of such donations is determined by the General Assembly, donations made do not exceed such limit, donations made are added to the distributable profit base, necessary material event disclosures are made, donations made within a year are announced to the shareholders at the General Assembly, and donations do not disrupt its field of operation.

The Company may also engage in activities other than those listed here that are deemed related to or beneficial for its field of operation provided that they are authorized by the resolutions of the General Assembly, the Company fulfills the requirements stipulated by the legislation, and such activities do not contradict with the legislation.

#### **Article 4**

##### **Company's Head Office and Branches**

Company's head office is: The city of Istanbul, district of Şişli.

Company's address is: Levent 199 Büyükdere Cad. No: 199 34394 Şişli/Istanbul.

In case of a change of address, the new address shall be registered with the Trade Registry and announced in the Turkish Trade Registry Gazette. Notifications served to the registered and announced address shall be deemed as made to the Company. Failure to register and announce the new address within the required time despite leaving the registered and announced address constitutes a ground for termination for the Company.

The Company may open branches and representative offices within the country and abroad by resolutions of the Board of Directors provided that the Ministry of Customs and Trade and the Capital Markets Board are duly informed.

#### **Article 6**

##### **Company's Share Capital and Kind of Share Certificates**

Company adopted the registered capital system as per the Capital Market Law and switched to this system by the written consent dated 22/11/1990 and numbered 877 of the Capital Markets Board.

The Company's Registered Capital ceiling is TL 1,000,000,000.-(one billion) and this is divided into 100,000,000,000 (one hundred billion) bearer shares, each with a nominal value of 1 Kuruş.

The Company's issued capital is TL 335,456,275.00 (three hundred thirty five million and four hundred fifty six thousand and two hundred fifty five), divided into bearer shares, each with a nominal value of 1.00 (One) Kuruş, and has been fully paid free from collusion.

The registered capital ceiling permission given by the Capital Markets Board is valid between 2016 -2020 (5 years). Even if the permitted registered capital ceiling is not reached by the end of 2020, in order for the Board of Directors to be able to pass a decision on capital increase after 2020; it must be authorized by the General Assembly for a new period, by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling, provided that this new period will not exceed 5 years. In case of failure to get such authorization, an increase of capital cannot be done with a Board of Directors' resolution.

The Board of Directors is authorized for the period between 2016 and 2020, to increase the issued capital, when it deems necessary, by issuing bearer shares up to the registered capital ceiling in accordance with the provisions of the Capital Market Law, to issue shares above the nominal value, to restrict the pre-emptive rights of the shareholders and to issue shares below the nominal value. The right to acquire new shares cannot be exercised in a manner that causes inequality between the shareholders.

No new shares may be issued unless and until all issued shares are fully sold and paid or unsold shares are cancelled.

The Company's shares may be transferred without prejudice to the provisions of the Capital Market Law and Turkish Commercial Code as well as the provisions of these Articles of Association.

Shares representing the issued capital shall be monitored in a dematerialized manner, in accordance with the principles of dematerialization.

**15)** 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. April 26, 2016; Time: 11:05 am.

**MINISTRY REPRESENTATIVE**  
FEYYAZ BAL

**MEETING CHAIRMAN**  
AYDIN TEMEL

**CLERK**  
SEDA MADAK

**VOTE COLLECTOR**  
ECE KÖK