

**POWER OF ATTORNEY**

**TO THE BOARD OF DIRECTORS OF**

**VESTEL ELEKTRONIK SANAYI VE TICARET ANONIM ŞİRKETİ**

I hereby authorize ..... as my attorney to represent me, vote on behalf of me, make proposal and sign the necessary documents in line with the following statements, during the Extraordinary General Assembly Meeting of Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi to be held on 05.06.2013 at 10:00 at Zorlu Plaza, 34310 Avcılar/İSTANBUL.

**A. Scope of the Power of Attorney**

- a) The attorney is authorized to vote in line with his/her opinions for all agenda items.
- b) The attorney is authorized to vote in line with the following instructions for agenda items.

Instructions (special instructions to be written)

- c) The attorney is authorized to vote in line with the proposals of the Company’s management.
- d) The attorney is authorized to vote in line with the following instructions for other matters that may arise during the meeting.

Instructions (in case of no instruction, the attorney can vote independently)

Instructions: (special instructions to be written)

**B. Shareholder’s Share Certificate’s**

- a) Issue and Series :.....
- b) Number :.....
- c) Quantity- Nominal Value :.....
- d) Privileged share or not :.....
- e) Type (registered or bearer share):.....

**NAME –SURNAME OR TITLE OF THE SHAREHOLDER**

**SIGNATURE:.....**

**ADDRESS:.....**

**Note:** In section (A), one from clause (a), (b) or (c) is chosen, explanation is made for clauses (b), (d).

**NOTE: SHUTTLE SERVICE IS AVAILABLE FOR THE SHAREHOLDERS WILLING TO ATTEND THE MEETING ON 05.06.2013 AT 08:00 AM FROM HALDUN TANER THEATER, KADIKÖY AND AT 08:30 AM FROM THE GENERAL DIRECTORATE OF DENIZBANK IN THE ADDRESS BÜYÜKDERE CAD.NO 106 ESENTEPE/ISTANBUL**