

VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ
POWER OF ATTORNEY

I hereby appoint as my Attorney who is introduced in detail below, to represent me, to vote on behalf of me, to make proposals and to sign the required documents in line with the following statements, at the 2014 Annual General Assembly Meeting of Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi to be held on 27 April 2015 at 10:30 a.m. at Zorlu Center, 34340 Beşiktaş/İSTANBUL.

Attorney's(*);

Name-Surname/Tradename:

TR ID Number/Tax Number, Trade Registry and Number and Mersis Number:

(* Foreign attorneys should submit the equivalent information mentioned above.

A. Scope of the Representative Power

The scope of representative power should be defined by choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. Regarding the Agenda Items

a) The attorney is authorized to vote according to his/her opinion.

b) The attorney is authorized to vote in accordance with the proposals of the management.

c) The attorney is authorized to vote in accordance with the following instructions.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening, the moment of silence and the election of the Presidential Board			
2. Authorizing the Presidential Board for signing the minutes of the General Assembly Meeting			
3. Review and discussion of the 2014 Annual Report of the Board of Directors			
4. Review and discussion of the Summary Independent Audit Report for the fiscal year 2014			
5. Review, discussion and approval of the Consolidated Financial Statements for the fiscal year 2014			
6. Acquittal of the members of the Board of Directors regarding their activities and transactions held in 2014			
7. Determination of the number and the duty terms of the members of the Board of Directors election of the members of the Board of Directors including the independent Directors			
8. Determination of the remuneration for the members of the Board of Directors for the year 2015			
9. Informing the General Assembly about the Board's proposal to not pay any dividends for the year 2014 due to accumulated losses from previous years			
10. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code			
11. Discussion and approval of the Board's proposal regarding the selection of the independent audit company for auditing the Company's accounts and transactions for the fiscal year 2015 in accordance			

with the Capital Market Law and the Turkish Commercial Code			
12. Informing the General Assembly about donations and aids made in 2014; discussion and approval of the upper limit for donations to be made in 2015 starting from the beginning of 2015			
13. Informing the General Assembly about the sureties, pledges and mortgages granted by the Company to third parties as per the CMB regulations, and the revenues and benefits generated accordingly			
14. Closing			

*All the agenda items will be listed in the table. If the minority has another draft proposal this is also separately indicated in the table to enable vote by proxy.

2. Regarding Special Instructions on other issues that may come up during the meeting and the exercise of minority rights in particular

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote for these topics.
- c) The attorney is authorized to vote in accordance with the following special instructions.

Special Instructions

The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B. Shareholder specifies the shares to be represented by the Attorney by choosing one of the following.

1. I hereby confirm that the Attorney represents the shares specified in detail as follows:

- a) Order and Serial*:
- b) Number/Group**:
- c) Amount - Nominal Value:
- d) Share with voting privilege or not:
- e) Type (registered or bearer shares)*:
- f) Share in total shares/voting rights:

*not required for registered shares

**for registered shares, information on group has to be given, if any, instead of number

2. I hereby confirm that the Attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, regarding the shareholders who could attend the General Assembly Meeting.

NAME –SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax Number, Trade Registry and Number and Mersis Number:

Address:.....

(*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE:.....