

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, to make proposals and to sign the required documents on my behalf at Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi's 2015 Annual General Assembly Meeting scheduled to be held on 26 April 2016 at 10:30 am at Raffles İstanbul Zorlu Center, 34340 Beşiktaş/İstanbul in accordance with the following instructions:

Attorney's (*);

Name-Surname/Trade name:

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

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

A. Scope of 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 company 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. Authorization of the Presidential Board for signing the minutes of the General Assembly Meeting,			
3. Review and discussion of the 2015 Annual Report of the Board of Directors			
4. Review of the Summary Statement of the Independent Audit Report for the fiscal year 2015			
5. Review, discussion and approval of the Consolidated Financial Statements for the fiscal year 2015			
6. Acquittal of the members of the Board of Directors severally for their activities and transactions in relation to the Company for the year 2015			
7. 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			

<p>8. Determination of the remuneration for the members of the Board of Directors for the year 2016</p>			
<p>9. Informing the General Assembly about the Board’s resolution that profit cannot be distributed for the year 2015 due to accumulated losses from previous years,</p>			
<p>10. Granting authorization to the members of the Board of Directors for performing the transactions stated in pursuant to the Articles 395 and 396 of the Turkish Commercial Code</p>			
<p>11. Discussion and approval of the Board of Directors’ proposal regarding the selection of the independent audit company for auditing the Company’s accounts and transactions for the fiscal year 2016 in accordance with the Capital Market Law and the Turkish Commercial Code</p>			
<p>12. Informing the General Assembly about the donations and aids made in 2015; discussion and approval of the upper limit for the donations to be made in during the period of 1 January-31 December 2016</p>			
<p>13. Informing 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 in accordance with the CMB regulations</p>			
<p>14. Discussion and approval of the amendment of the following articles of the Company’s Articles of Association provided that the necessary approvals are obtained from the Ministry of Customs and Trade and the CMB prior to the date of the General Assembly:</p> <ul style="list-style-type: none"> • The Article 3 of the Articles of Association titled “Purpose and Subject” will be amended to include design development among the Company’s fields of activity, • The Article 4 of the Articles of Association titled “Company’s Head Office and Branches” will be amended to incorporate the new address of the Company’s headquarters, • The Article 6 of the Articles of Association titled “Company’s Share Capital and Kind of Share Certificates” will be amended to extend the duration of the existing registered capital ceiling, which is valid until the end of 2016 by another 5 years to the end of 2020 without making any change in the level of the ceiling 			

15. Closing			
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*All the agenda items will be listed one by one in the above table. If the minority has another draft resolution, this is also separately indicated in the table to enable vote by proxy.

2. Special Instructions related to 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 issues.
- 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. The 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) Ratio to total shares/voting rights held by the shareholder:

*Not required for dematerialized shares

** If available, information regarding the group shall be used instead of number for the dematerialized shares

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

NAME –SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

Address:.....

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

SIGNATURE:.....