

**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 Annual General Meeting for 2019 scheduled to be held at 10:00 am on June 30, 2020 at the address of Levent 199 Büyükdere Caddesi No: 199 34394 Şişli/Istanbul 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.

**Instructions:**

**In the event that the shareholder chooses the (c) option, the shareholder should check the "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be included in the Minutes of the General Assembly, if any.**

| <b>Agenda Items (*)</b>   | <b>Accept</b> | <b>Reject</b> | <b>Dissenting Opinion</b> |
|---|---------------|---------------|---------------------------|
| <b>1.</b> Opening, the moment of silence and election of the Presidential Board   |               |               |                           |
| <b>2.</b> Authorization of the Presidential Board for signing the minutes of the Annual General Meeting                                 |               |               |                           |
| <b>3.</b> Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2019,                               |               |               |                           |
| <b>4.</b> Reading the Summary Statement of the Independent Auditor's Report for the fiscal year 2019                                    |               |               |                           |
| <b>5.</b> Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2019                            |               |               |                           |
| <b>6.</b> Acquittal of the members of the Board of Directors severally in relation to the Company's activities and transactions in 2019 |               |               |                           |

|  |  |  |  |
|--|--|--|--|
| 7. Determination of the number and the term of office for the members of the Board of Directors and election of the Board members including the Independent Directors  |  |  |  |
| 8. Determination of the remuneration to be paid to the members of the Board of Directors for the year 2020   |  |  |  |
| 9. Discussion and approval of the Board of Directors' proposal for no dividend distribution for the year 2019  |  |  |  |
| 10. Granting authorization to the members of the Board of Directors for performing the transactions stated in the Articles 395 and 396 of the Turkish Commercial Code  |  |  |  |
| 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 2020 in accordance with the Capital Market Law and the Turkish Commercial Code |  |  |  |
| 12. Informing the General Assembly about the donations made in 2019; discussion and approval of the upper limit for the donations to be made during the period of 1 January-31 December 2020   |  |  |  |
| 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 2019 in accordance with the CMB regulations                   |  |  |  |
| 14. Discussion and approval of the amendment of the Article 6 of the Company's Articles of Association, for which the necessary approvals have been obtained from the Capital Markets Board and the Ministry of Trade  |  |  |  |
| 15. Closing  |  |  |  |

**(\*) 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 General Assembly Meeting, in particular related to the exercise of minority rights:**

- 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) No./Group\*\*:
- c) Number-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 the No. 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 General Assembly 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:**