

PROXY FORM
HACI ÖMER SABANCI HOLDİNG A.Ş.

I hereby appoint _____ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Hacı Ömer Sabancı Holding A.Ş. that will convene on March 31, 2014, Monday at 14:00 at the address of SABANCI CENTER, 4.LEVENT 34330 İSTANBUL.

The Attorney's (1);

Name Surname / Trade Name :
TR ID Number/ Tax ID Number, Trade Register
and Number and MERSİS Number :

A) SCOPE OF REPRESENTATION

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

1. About the agenda items of General Assembly;

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening and formation of the Meeting Council,			
2. Reading and discussion of the 2013 Annual Report of the Board of Directors,			
3. Reading and discussion of the 2013 Auditor's Report,			
4. Giving Information to the General Assembly, regarding the donations and contributions made by the Company in 2013,			
5. Approval of the Dividend Policy,			
6. Reading, discussion and approval of the 2013 financial statements,			
7. Release of the members of the Board of Directors with regard to the 2013 activities,			
8. Determination the usage of the 2013 Profits, Rate of Profit Share to be Distributed,			
9. Determination of monthly gross fees to be paid to the members of the Board of Directors,			
10. Determination of an upper limit for donations to be made in 2014,			
11. Decision on the Amendments to the Articles 19 and 35 of the Articles of Associations of the Company in the line with the approvals of the Capital Markets Board and Ministry of Customs and Trade,			
12. Election of the Auditor and Group Auditor,			
13. Granting Permission to the Chairman and members of the board of directors for the activities Under the articles 395 and 396 of the Turkish Commercial Code.			

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

Special Instruction; 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 below

- a) Order and Serial (2):
- b) Number/Group (3):
- c) Amount-Nominal Value :
- d) Privilege on Vote or not:
- e) Bearer- Registered (2):
- e) Ratio of the total shares/voting rights of the shareholder:

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, concerning the shareholders who could attend the General Assembly Meeting.

SHAREHOLDER'S (1);

Name Surname OR Tittle :
TR ID Number/ Tax ID Number, Trade Register :
and Number and MERSİS Number
Address :
Signature :

(1)Foreign shareholders should submit the equivalent information mentioned above.

(2)Such information is not required for dematerialized shares.

(3)For dematerialized shares, information related to the group will be given instead of number.