

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 27, 2015, Friday at 14:00 at the address of SABANCI CENTER, 4.LEVENT 34330 İSTANBUL.

The Attorney's (*);

Name Surname / Trade Name :

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number :

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

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. | | | |
| 2. | | | |
| 3. | | | |

(*) All items in the General Assembly Agenda should be listed. If the minority has a different draft resolution, the opinion for this draft resolution should also be indicated in the proxy form.

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 (*):

b) Number/Group (**):

c) Amount-Nominal Value :

ç) Privilege on Vote or not:

d) Bearer- Registered (*):

e) Ratio of the total shares/voting rights of the shareholder:

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

(**)For dematerialized shares, information related to the group will be given 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, concerning the shareholders who could attend the General Assembly Meeting.

SHAREHOLDER'S (*);

Name Surname OR Tittle :

TR ID Number/ Tax ID Number, Trade Register and :

Number and MERSİS Number

Address :

Signature :

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