

POWER OF ATTORNEY TO İZOCAM TİCARET VE SANAYİ AŞ CHAIRMANSHIP OF GENERAL ASSEMBLY

I hereby appoint and authorize who is introduced below in detail to represent me, to vote, to offer and to sign the required documents in accordance with the opinions mentioned below by me during the Ordinary General Assembly Meeting of Izocam Ticaret ve Sanayi A.Ş. to be convened on 21st March 2014, Friday, a.m. 10:00 at SPL (Sermaye Piyasası Lisanslama Sicil ve Eğitim Kuruluşu) Arapçami Mahallesi, Bankalar Caddesi No: 21/A Kat:1- 2 34420 Karaköy, Beyoğlu – İstanbul, Turkey.

Proxy;

Name and Surname / Trade Name:

R.T. Identity No / Tax Office No, Trade Registration No. and Mersis (Central Registry System) No :

A) SCOPE OF THE POWER OF ATTORNEY

The scope of the power of attorney should be determined by selecting one of options (a), (b) or (c) for sections 1 and 2 below-mentioned.

1. About the Matters on the Agenda of the General Assembly:

- The proxy is authorized to vote in accordance with his/her opinion.
- The proxy is authorized to vote in accordance with the partnership's opinion.
- The proxy is authorized to vote in accordance with the instructions below-mentioned.

Instructions: In case it is selected option (c) by the shareholders, the instructions on article of the agenda are given by marking one of options given in relation to article of the agenda (accepted or refused) and in case it is selected the refused opinion, they are given by specifying the dissenting opinion, if any, which is requested to write on the minutes of the general assembly.

	Articles of the Agenda (*)	Accepted	Refused	Dissenting Opinion
1.	Opening ceremony and election of the Presidential Board,			
2.	Disclosure and discussion of the Board of Directors Report			
3.	Disclosure and discussion of the Independent Audit Report of Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AS (KPMG) pertaining to the activities and accounts			
4.	Disclosure and approval of Financial Statement.			
5.	Approval of the changes made to the Board of Directors memberships according with the Turkish Commercial Code,			
6.	Separately releasing of the members of the Board of Directors and auditors pertaining to their activities in the reporting year 2013,			
7.	Informing and approval of the shareholders about dividend distribution policy in accordance with the Corporate Governance Principles			
8.	Approval, approval upon amendment or disapproval of the distribution of the dividends out of the profit of 2013 reporting year and of the proposed date for dividend distribution			
9.	Discussing and deciding on authorizing the Board of Directors for giving profit share advance, in frame of provisions of the Articles of Association, Turkish Commercial Code, Capital Market Law and related legislation.			
10.	Determination of the total number of Board Members, the election of the Independent Board Members who are determined by Corporate Governance Committee together with the selection amendments of other Board Members and determination of their duty periods of Board Members,			

11.	Determination of remuneration to be paid to the Chairman and Board members,			
12.	Approval of Independent Audit Institution selected by the Board of Directors			
13.	Informing the shareholders about the principles of remuneration of senior managers			
14.	Informing and approval of the Shareholders about the donations and grants to the associations and foundations by the Company for social aid purposes in the year 2013 and determining an upper limit for the grants to take place in 2014 under the Capital Market Board			
15.	Authorization of the Board members as per Articles 395 and 396 of the Turkish Commercial Code in order to enable them to perform activities that fall within the scope of the Company's business on their behalf or on behalf of third parties and to become shareholders to companies which perform such activities			
16.	Sign off the minutes of the General Assembly meeting by the Presidential Board			
17.	Wishes			

(*) The matters in the agenda of the General Assembly are put in order individually. If there is any resolution draft of the minority, it is also specified to provide voting by proxy.

2. The special instruction for other possible matters to appear and especially to use minority rights during the General Assembly meeting:

- a) The proxy is authorized to vote in accordance with his/her opinion.
- b) He/she is not authorized to represent about these matters.
- c) The proxy is authorized to vote in accordance with the below-mentioned instructions.

SPECIAL INSTRUCTIONS: If any, the special instructions to be given by the shareholder to the proxy are specified here.

B) The shareholder specifies the shares to be represented by the proxy as selecting one of below-mentioned options:

1. I certify representation by the proxy for our shares below-mentioned in detail.

- a) Allocation and Serial: *
- b) Number/Group :**
- c) Quantity -Nominal Value:
- d) Concession for voting:
- e) Bearer share-Registered share :*
- f) Ratio to total shares / voting rights owned by the shareholder:

*This information is not requested for the shares followed for the record.

**It shall be included information of the group, if any, instead of numbers for the shares followed for the record.

2. I certify representation by the proxy for my all shares in the list of shareholders who can attend to the general assembly meeting prepared by MKK before one day from the General Assembly meeting.

SHAREHOLDER:

Name And Surname / Trade Name:.....

R.T. Identity No / Tax Office No, Trade Registration No. and Mersis (Central Registry System) No.:

Address:

.....

SIGNATURE

Note: It is valid in case it is enclosed a specimen signature or a signature declaration certified by a Notary Public.