

**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 22<sup>nd</sup> March 2017, Wednesday, 10:00 A.M. at Renaissance Polat Istanbul Hotel, Sahil Yolu Cad. No:2 Yesilyurt, İstanbul- Türkiye 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, discussion and approval of the Board of Directors Report			
3.	Disclosure and discussion of the Independent Audit Report of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ (E&Y).			
4.	Disclosure and approval of Financial Statement.			
5.	Seperately releasing of the members of the Board of Directors and auditors pertaining to their activities in the reporting year 2016,			
6.	Informing of the shareholders about dividend distribution policy in accordance with the Corporate Governance Principles.			
7.	Approval, approval upon amendment or disapproval of the distribution of the dividends out of the profit of 2016 reporting year and of the proposed date for dividend distribution,			
8.	Determination of the total number of Board Members, the election of the Independent Board Members who are proposed by Corporate Governance Committee. The selection and amendments of other Board Members together with the determination of their duty periods. Enlightenment of shareholders about the tasks of board members outside the company and the related reasons.			

9.	Determination of remuneration to be paid to the Chairman and Board members			
10.	Approval of Independent Audit Company selected by the Board of Directors			
11.	Informing the shareholders about the wage policy for the board of directors and senior managers.			
12.	Informing and approval of the Shareholders about the amount and beneficiaries of the donations and grants to the associations and foundations by the Company for social aid purposes in the year 2016 and determining an upper limit for the grants to take place in 2017 under the Capital Market Board.			
13.	Pursuant to the regulations of the Capital Market Board, giving information to the Shareholders about revenues or benefits achieved through warrant, lien, mortgage and bailments given by the Company and subsidiaries thereof for the 3rd persons in 2016,			
14.	Informing of the Shareholders about the Share Buy Back Policy.			
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.	Informing General Assembly about whether there were important transactions in 2016 which may result in conflict of interest of shareholders who have management control, Board members, administrative managers and their spouses and relatives up to second degree or the subsidiaries.			
17.	Informing General Assembly about transactions made with related parties in 2016			
18.	Sign off the minutes of the General Assembly meeting by the Presidential Board			
19.	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:**

- The proxy is authorized to vote in accordance with his/her opinion.
- He/she is not authorized to represent about these matters.
- 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.**

- Allocation and Serial: \*
- Number/Group :\*\*
- Quantity -Nominal Value: **23.324.476,84 TL**
- 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: **İZOCAM HOLDİNG A.Ş.**

**Tax Office :** Beşiktaş **No:** 4840695874

**Trade Registration No.** İstanbul - 604864 and

**Mersis (Central Registry System) No.** 9417-9576-6817-5634

**Address:** Etiler, Ahular Sokak No:15 Beşiktaş / İstanbul

SIGNATURE:

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