

POWER OF ATTORNEY

I hereby appoint _____ whose information is given in detail below as proxy in order to represent, vote, make an offer and sign required documents on behalf of me for the views that I identified below for the annual general meeting of OTOGAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş. at the address of Divan İstanbul Elmadağ, Asker Ocağı Cad. No. 1 Şişli, İstanbul (Tel: 0212 315 55 00) at 15:00 on Friday, 28.03.2014.

Proxy's (*)

Name Last Name/Trade Name:

Citizenship Number/Tax Number, Trade Registry and Number / MERNİS No:

* Similar information for the foreign proxies has to be provided:

A) SCOPE OF THE POWER OF ATTORNEY

The Scope of the Power of Attorney has to be identified by choosing (a), (b) or (c) for part 1 and 2.

1. The proxy is authorized to

a) to vote according to his/her opinion.

b) to vote according to the opinions of the governance.

c) to vote in accordance with the instructions in the table below

Agenda Topics	Accept	Refuse	Dissenting opinion
1- Opening and election of the Chairing Board			
2- Reading, discussion and approval of the Activity Report 2013 prepared by the Company Board of Directors.			
3- Reading Summary of Independent Audit Report relating to accounting period 2013			
4- Reading, discussion and approval of the Financial Statements relating to accounting period 2013.			
5- Release of each of members of the Board of Directors and Auditors from their obligations regarding the activities of the Company in 2011.			
6- Presenting approval of "Profit Distribution Policy" relating to the year 2013 and following years as per to the arrangements of Capital Market Boards.			
7- Approval, approval after amendment or refusal of the suggestion of the Board of Directors on profit distribution and profit Distribution date.			
8- Determination of the number and office term of the members of the Board of Directors, election of members in number so determined, and election of the Independent Members of the Board of Directors.			
9- Determination of the "Remuneration Policy" regarding the Members of the Board of Directors and the Top Executives pursuant to the Corporate Governance Principles.			
10- Determination of the monthly gross remuneration of the members of the Board of Directors, the Independent Members of the Board of Directors and the Auditors			
11- Approval of the Independent Audit Firm election held by the Board of Directors as per the arrangements of Turkish Commercial Code and Capital Markets Board.			
12- Giving information to the General Meeting about the transactions executed with the related parties during 2011 within the meaning of the regulations of the Capital Market			

Board.			
13- Giving information to the shareholders about the donations during 2013 and determination of the upper limit for the donations to be held in 2014			
14- Giving information to the Shareholders about the income or benefits gathered by pledge, security, mortgage and bailment that Company and affiliates has given to 3 rd parties in 2013			
15- Granting of consents to shareholders who control the management, to the members of the Board of Directors and the top executives who own shares in the capital of the Company and to spouses and up to third degree blood and in-law relatives of these persons as per the articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board, and provision of information to shareholders about any transactions of this nature as executed during 2013 pursuant to the Corporate Governance Principles			
16- Wishes and views.			

Voting is not available for the Information topics.

2. Special instructions on other issues that can arise during general meeting and especially the use of dissentive rights:

- a) The proxy is authorized to vote according to his/her opinion.
- b) The proxy is authorized to vote according to the opinions of the governance.
- c) The proxy is authorized to vote in accordance with the instructions in the table below

SPECIAL INSTRUCTIONS; (If any, special instructions by the shareholder will be written here)

B) The shareholder chooses one of the items below and identifies the shares that are represented by the proxy.

1. I hereby certify the representation of my shares that the details detailed below.

a) Ordinate and Serial:*

b) Number/Group:

c) Unit/Nominal Value:

d) Privileged vote or not:

e) Bearer-Name: *

f) Rate to the total shares/voting rights of shareholders

*This information is not required for shares monitored from KAY

** For the shares watched from KAY, group information is places instead of number.

2. I hereby certify the representation of the proxy for all of my shares identified in the list relating to the shareholders who are going to able to participate in the general meeting before two days by the Central Registry Agency.

NAME AND LAST NAME OR TITLE OF THE SHAREHOLDER (*)

Citizenship Number/Tax Number, Trade Registry and Number / MERNİS No:

* Similar information for the foreign shareholders has to be provided: