

## 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 OTOKAR 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 10:00 on Thursday, 26.03.2015.

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 Chairmanship Committee			
2- Presentation for discussion and approval of the Annual Report of the Company for the year 2014 as prepared by the Board of Directors			
3- Presentation of the summary of the Independent Audit Report for the 2014 fiscal year			
4- Presentation for discussion and approval of the Financial Statements of the Company for the 2014 fiscal year.			
5- Release of each member of the Board of Directors from liability for the affairs of the Company in 2014			
6- Approval, approval with modifications, or disapproval of the Board of Directors' proposal prepared in accordance with the Company's profit distribution policy and pertaining to the date and issuance of profit distribution			
7- Resolution on the number of the members of the Board of Directors and their terms of office, and election of the members of the Board of Directors in accordance with the resolved number and election of the independent members of the Board of Directors.			
8- Presentation to the shareholders and approval by the General Assembly, of the "Remuneration Policy" for the members of the Board of Directors and the Senior Executives and the payments made thereof pursuant to the Corporate Governance Principles.			
9- Resolution of the monthly gross salaries to be paid to the members of the Board of Directors.			
10- Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors pursuant to the provisions of the Turkish Commercial Code and the Capital Markets Board regulations			
11- Presentation to the shareholders, of the donations made by the Company in 2014, and resolution of an upper limit for donations to be made in 2015.			

12- Pursuant to Articles 395 and 396 of the Turkish Commercial Code and CMB regulations, authorization of the shareholders with management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree; and presentation to the shareholders, of the transactions carried out thereof in the year 2014 pursuant to the Corporate Governance Communiqué of the Capital Markets Board			
13- Wishes and opinions.			

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: