

PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING
ECZACIBAŞI YATIRIM HOLDING ORTAKLIĞI ANONİM ŞİRKETİ

I hereby appoint and authorize Mrs/Mr..... as my proxy authorized to represent me, to vote and make proposals in line with the views I express below and to sign the required papers at the Ordinary General Assembly of Eczacıbaşı Yatırım Holding Ortaklığı Anonim Şirketi to be held on Tuesday, 15 April 2014 at 13:30 at Grand Hyatt Istanbul Hotel at the address Taşkişla Caddesi No:1 Taksim - Istanbul.

THE ATTORNEY'S ⁽¹⁾:

Name, Surname / Trade Name:

Turkish ID No/ Tax ID No, Trade Register and Number and MERSIS Number (Central Registration System):

A) SCOPE OF THE REPRESENTATION AUTHORITY

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 proxy 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. Opening and election of the Meeting Board, granting authorization to the Meeting Board to sign the minutes of the meeting.			
2. Reading, discussing and approval of the Annual Report prepared by the Board of Directors for the year 2013			
3. Reading of the summary of Independent Audit Report for the fiscal year 2013 and briefing about the audit activity and its results to the General Assembly			
4. Reading, discussing and approval of the Financial Statements for the fiscal year 2013			
5. The acquittal of the Members of the Board of Directors for their affairs in the year 2013			
6. Informing shareholders about the "Profit Distribution Policy" of the Company for the year 2014 and subsequent years pursuant to the Capital Markets Board regulations			
7. Discussion and resolution of profit distribution principles for the year 2013			
8. Election of the members of the Board of Directors and Independent Members of the Board of Directors, determination of their remuneration and term of office			
9. Submission of the Independent Audit Firm for the fiscal year 2014 as selected by the Board of Directors in accordance with Article 399 of the Turkish Commercial Code and Capital Markets Board regulations to the General Assembly for its approval			
10. Presentation of information to the shareholders on charitable contribution during the reporting period and fixing the upper limit for the donations to be made in 2014,			
11. Informing shareholders about the pledges, guarantees and securities granted by the Company to third parties and revenues and benefits obtained in 2013 pursuant to the Corporate Governance Principles			

12. Informing shareholders about the "Remuneration Policy" defined for the members of the Board of Directors and Senior Officers			
13. Informing shareholders about the "Information Policy" of the Company			
14. Authorization of the shareholders with management control, the members of the Board of Directors, the senior executives with administrative responsibility and their spouses and relatives related by blood or affinity up to the second degree second degree to compete with and to carry out transactions that might cause conflict of interest with the Company itself or its subsidiaries, to conduct the activities under the scope of the line of business of the Company directly or on behalf of others and to participate in the companies conducting such kind of activities in the year 2013 and to perform any other transactions pursuant to articles 395 and 396 of the Turkish Commercial Code for the year of 2014			
15. Wishes			

No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote in these matters.
- The attorney is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the proxy are stated herein.

B) The shareholder specifies the shares to be represented by the proxy by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- Order and Serial ⁽²⁾
- Number / Group ⁽³⁾
- Amount-Nominal Value
- Share with voting power or not
- Bearer-Registered ⁽²⁾
- Ratio of the total shares/voting rights of the shareholder

2. I hereby confirm that the proxy 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.

OF THE SHAREHOLDER ⁽¹⁾

Name Surname or Title:

Turkish ID Number/ Tax ID Number, Trade Register and Number and MERSIS Number:

Address:

SIGNATURE

⁽¹⁾ Foreign proxys should submit the equivalent information mentioned above.

⁽²⁾ Such information is not required for the shares which are followed up electronically.

⁽³⁾ For the shares which are followed up electronically, information related to the group will be given instead of number.