

**PROXY FORM  
TO THE BOARD OF DIRECTORS' OF  
VERUSA HOLDİNG A.Ş.**

I hereby appoint \_\_\_\_\_ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of VERUSA HOLDİNG A.Ş. that will convene on May 08, 2019, Wedday at 12:00 at the address of Eski Büyükdere Cad. Ayazağa Yolu, İz Plaza Giz No:9 Kat:14 D:51 34398 Maslak-İSTANBUL.

PROXY'S (\*);

Name Surname / Trade Name :

TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number :

(\* )Foreign shareholders should submit the equivalent information mentioned above.

**A) SCOPE OF REPRESENTATIVE POWER**

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- . Regarding the Issues in Agenda of General Assembly;**

- a) Proxy is authorized to vote according to his/her opinion.
- b) Proxy is authorized to vote on proposals of the attorney partnership management.
- c) Proxy is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:**

In the event that the shareholder chooses option (c), 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.

<b>Agenda Items</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
1. Opening and formation of the Meeting Council			
2. Reading, discussion and approval of the 2018 Annual Report of the Company prepared by the Board of Directors			
3. Reading, discussion and approval of the summary of the Independent Auditor's Reports for the year 2018			
4. Reading, discussion and approval of the summary of the financial statements for the year 2018			
5. Release of the members of the Board of Directors with regard to the 2018 activities			
6. Discussion and approval of the Board of Directors' proposal on the distribution of profits for the year 2018			
7. In accordance with the Corporate Governance Principles, submission of the "Remuneration Policy" approved and adopted by the Board of Directors to the approval of our shareholders			
8. In accordance with the Capital Markets Board regulations, presentation to the shareholders of the securities, pledges and mortgages granted in favor of the third parties in the year 2018 and of any benefits or income thereof			
9. Resolution of the annual 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 in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board regulations			
11. Authorization of the shareholders that have 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 as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2018 pursuant to the Corporate Governance Communique of the Capital Markets Board			
12. Presentation of the resolution of the Board of Directors dated on 31 August 2016 regarding the repurchase of company shares to our shareholders			

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

a) The attorney is authorized to vote according to his/her opinion.

b) The attorney is not authorized to vote on these matters.

c) The attorney is authorized to vote for the items in accordance with the special instruction.

**Special Instructions;** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

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

**1. I hereby confirm that the attorney represents the shares specified in detail as below,**

a) Order and Serial (\*):

b) Number/Group (\*\*):

c) Amount-Nominal Value : ç) Privilege on Vote or not:

d) Bearer- Registered (\*):

e) Ratio of the total shares/voting rights of the shareholder: (\*)Such information is not required for dematerialized shares. (\*\*)For dematerialized shares, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney 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.**

**SHAREHOLDER'S (\*);**

Name Surname OR Tittle :

TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number :

Address :

Signature :

(\*)Foreign shareholders should submit the equivalent information mentioned above.

(\*\*)It is mandatory to submit the notarized signature circular or notarized signature declaration for shareholders with foreign nationality.