

## POWER OF ATTORNEY

I hereby designate \_\_\_\_\_ as my proxy to represent me as per the opinions I have stated below, to represent me, to vote, to make proposals and to sign documents at the Ordinary General Assembly of Halkbank to be held on Friday, March 27, 2015, at 14:30 at the Head Office Support Unit of Halkbank located at Söğütözü Mahallesi 2180 Cadde No: 63 Çankaya, Ankara.

### PROXY'S (\*)

Full Name/Title:

Turkish Identification Number/Tax Identification Number, Trade Registry Number and MERSİS Number:

(\*)Proxies who are non-Turkish citizens must submit the equivalent of the information, if there is any, requested above.

### **A) SCOPE OF THE POWER OF ATTORNEY**

For sections 1 and 2, the scope of the attorney shall be determined by choosing (a), (b) or (c) given below.

#### **1. ABOUT THE AGENDA ITEMS OF THE GENERAL ASSEMBLY**

- The Proxy is authorized to vote in line with his/her own views.
- The Proxy is authorized to vote in line with the proposals made by the company management.
- The Proxy is authorized to vote in line with the instructions contained in the table below.

#### **Instructions:**

If the shareholder chooses (c), he/she provides instructions to the proxy by choosing (accepting/rejecting) one of the options in front of the relevant agenda items. If the shareholder makes a rejection, he/she inserts his/her dissenting opinion, if any, to be recorded 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 General Assembly Presidency			
2. Reading and discussion of the 2014 Annual Report prepared by the Board of Directors, the Independent Audit Report, and the report of the Board of Auditors,			
3. Reading, discussion, and approval of the financial statements for the 2014 financial and fiscal year,			
4. Reading, discussion, and approval of the Profit Distribution Tables for 2014 proposed by the Board of Directors,			
5. Discharging of the members of the Board of Directors from any liability,			
6. Election of the members of the Board of Directors and the Board of Auditors			
7. Determination of the remuneration of members of the Board of Directors and the Board of Auditors,			
8. Acceptance and approval of the changes in the Article 6 of the Bank's Articles of Association regarding the transition to the registered share capital system,			
9. Approval of the audit firm, which is selected by the Board of Directors and which will conduct the independent audit activities in 2015,			
10. Submission of information to the General Assembly			

regarding the donations made in the business year of 2014,			
11. Authorization of the Board of Directors to permit the members of the Board of Directors and the Bank's Senior Management to engage in activities mentioned in Articles 295 and 396 of the Turkish Commercial Code, and submission of information to the General Assembly pursuant to Article 1.3.6 of the Corporate Governance Principles issued by the Capital Markets Board of Turkey,			
12. Requests and Closing			

**2. Special instruction concerning other issues that may arise during the General Assembly and especially on the use of minority rights:**

- a) The Proxy is authorized to vote in line with his/her own views.
- b) The Proxy is authorized to represent the shareholder regarding these issues.
- c) The Proxy is authorized to vote in line with the special instructions listed below

**SPECIAL INSTRUCTIONS:** Shareholder gives his/her special instructions, if any, to the proxy here.

**B) SHAREHOLDER CHOOSES ONE OF THE OPTIONS BELOW TO DESIGNATE THE SHARES HE/SHE WANTS THE PROXY TO REPRESENT**

**1. I hereby authorize the proxy to represent my shares, the details of which are given below.**

- a) Order and series:\*
- b) Number/Group:\*\*
- c) Amount-Nominal Value:
- d) Voting or Non-voting Share:
- e) Bearer or Registered Share:\*
- f) Ratio of the total amount of shares owned and voting rights enjoyed by shareholder:

\*This information is not requested for dematerialized shares.

\*\*For dematerialized shares, information about the group rather than the number of shares will be provided.

**2. I authorize the proxy to represent all of my shares contained in the list, prepared by the Central Registry Agency, of shareholders who may attend the General Assembly a day before the start of the General Assembly.**

SHAREHOLDER'S (\*)

Full Name and Title:

Turkish Identification Number/Tax Identification Number, Trade Registry Number and MERSİS Number:

Address:

(\*)Shareholders who are non-Turkish citizens must submit the equivalent of the information, if there is any, requested above.

Signature