

## 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 Thursday, June 08, 2017, at 14:00 at the Head Office of Halkbank located at Barbaros Mahallesi Şebboy Sokak No:4 Ataşehir/İstanbul.

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, if existing, the equivalent of these information, 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

- a) The Proxy is authorized to vote in line with his/her own views.
- b) The Proxy is authorized to vote in line with the proposals made by the company management.
- c) 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.

Agenda Items	Accept	Reject	Dissenting Opinion
1.Opening and formation of the General Assembly Presidency,			
2.Reading and discussion of the 2016 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 2016 financial and fiscal year,			
4.Reading, discussion and approval of the Profit Distribution Tables for year 2016 proposed by the Board of Directors,			
5.Discharging of the members of the Board of Directors and Board of Auditors 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.Approval of the audit firm, which is selected by the Board of Directors and which will conduct the independent audit activities in 2017,			
9.Submission of information to the General Assembly regarding the donations made in the business year of 2016,			
10.Authorization of the Board of Directors to permit the members of the Board of Directors to engage in activities mentioned in Article 395 and Article 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,			
11.Requests and Closing.			

**2. Special instruction regarding 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 MERSIS Number:

Address:

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

Signature