

PROXY FORM
FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
BOYNER PERAKENDE VE TEKSTİL YATIRIMLARI A.Ş.

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Extraordinary General Assembly Meeting of BOYNER PERAKENDE VE TEKSTİL YATIRIMLARI A.Ş. that will convene on June 24, 2019 Monday at 11:00 at the address of Büyükdere Caddesi USO Center Binası No:245/A KAT:B01-Z02 Maslak Sarıyer İstanbul.

The Attorney's(*):

Name Surname/ Trade Name:

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

(*). Foreign attorneys 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 agenda items of General Assembly;

- a) The attorney is authorized to vote according to his/her opinion
- b) The attorney is authorized to vote in accordance with the company 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 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.

Agenda items	Accept	Reject	Dissenting Opinion
1) Opening and election of the Chairmanship Committee			
2) Since the transaction to be discussed under the 3rd item of the agenda is considered as a material transaction within the scope of Article 23 of Capital Markets Law, informing our shareholders who will countervote the 3rd item of the agenda and who will have their dissenting opinion registered in the minutes of meeting on their exit right to be used for a share having a nominal value of TL 1.00 in exchange for a consideration of TL 4.86 to sell it to our Company and the process of using the exit right,			
3) Submitting the sale of all shares of our subsidiaries, Boyner Büyük Mağazacılık A.Ş. and Altınyıldız Tekstil ve Konfeksiyon A.Ş., 100% of the shares of which are owned by our Company, and certain brands related to these companies to Boyner Holding, which constitutes a material transaction pursuant to Article 6(1) of the Capital Markets Board's Communiqué on the Common Principles Regarding Material Transactions and Exit Right (II-23.1), to the approval of the shareholders.			

No voting on the informative items.

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

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

- a) The attorney is authorized to vote according to his/her opinion
- b) The attorney is not authorized to vote in these matters
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions.

SPECIAL INSTRUCTIONS:

Special instructions (if 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 follows.

- a) Order and Serial (*)
- b) Number / Group (**)
- c) Amount-Nominal Value
- d) Share with privileged voting rights or not
- e) Bearer-Registered (*)
- f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are dematerialized.

**For the dematerialized shares, information related to the group (if any) 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.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

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

Address:

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

Signature