

PROXY FORM
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 Postponed Ordinary General Assembly of BOYNER PERAKENDE VE TEKSTİL YATIRIMLARI A.Ş. that will convene on 2 May 2017, Tuesday at 11:00 at the address of Büyükdere Caddesi USO Center Binası No:245/A KAT:B01-Z02 Maslak Şişli 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. 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 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
4) The presentation for discussion and approval of the Financial Statements of the Company for the year 2016.			
6) Release of each member of the Board of Directors from liability for the affairs of the Company for the year 2016.			
7) Approval, approval with modifications, or rejection of the Board of Directors' proposal on distribution of profits for the year 2016 within the scope of Company's Dividend Policy.			
12) 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.			

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