

**PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING
ANADOLU ISUZU OTOMOTİV SANAYİ VE TİCARET A.Ş.**

To the Chair of the General Assembly of Shareholders,

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 Ordinary General Assembly of Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş. that will convene on April 15, 2015, at 14:00 at the address of Esenkent Mahallesi, Deniz Feneri Sk. No: 4 Ümraniye 34776, İstanbul.

The Attorney's(*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) 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 on proposals of the attorney partnership 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 the (c) option, 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 OF ORDINARY GENERAL ASSEMBLY MEETING

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Inauguration of the meeting and election of the Chairmanship Council.			
2. Reading and discussion of the Annual Operations Report prepared by the Board of Directors for the period of 2014.			
3. Reading the summary of Independent Auditors' report for the period of 2014.			
4. Reading, discussion and approval of financial statements relating to fiscal year 2014.			
5. Release of each member of the Board of Directors from liability with regard to the 2014 activities and accounts of the Company.			

6. Discussion and resolution of the proposal of the Board of Directors about the usage of 2014 profit and profit distribution decision.			
7. Election of Board of Directors whose term of office is completed, designation of the Independent Board Members, determination of their term of office and fees.			
8. Approval of the independent audit firm appointed by the Board of Directors upon the recommendation of the Audit Committee.			
9. Informing the General Assembly on the securities, pledges and mortgages given on behalf of third parties and income or benefits obtained by the company due to this during the year 2014, within the framework of CMB regulations.			
10. Informing the General Assembly on the donations made in 2014, within the framework of CMB regulations.			
11. According to the regulations laid down by the Capital Markets Board information to be given to the shareholders regarding the payments made to Board members and senior management within the scope of the "Compensation Policy.			
12. Presentation to the General Assembly, of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board.			
13. Granting authority to Members of Board of Directors according to Articles 395 and 396 of Turkish Commercial Code.			

No voting on the informative items.

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

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 in these matters.

c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

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 follows:

- a) Order and Serial (*)
- b) Number / Group (**)
- c) Amount-Nominal Value
- d) Share with voting power 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 followed up electronically.

**For the shares which are followed up electronically, 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.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

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

Signature