

**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 14, 2017, 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**

<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
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 2016.			
3. Reading the summary of Independent Auditors' report for the period of 2016.			
4. Reading, discussion and approval of financial statements relating to fiscal year 2016.			
5. Approval of changes/ replacements in Board members according to Article 363 of Turkish Code of Commerce.			

6. Release of each member of the Board of Directors from liability with regard to the 2016 activities and accounts of the Company.			
7. Discussion of the Board of Directors resolution which prescribes that no dividend distribution should be made on account of the fact that a financial year loss was suffered in 2016, and submission of this resolution for approval.			
8. 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.			
9. Approval of the independent audit firm appointed by the Board of Directors upon the recommendation of the Audit Committee.			
10. 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 2016, within the framework of CMB regulations.			
11. Informing the General Assembly on the donations made in 2016, within the framework of CMB regulations.			
12. Informing the General Assembly regarding with 2016 transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communique (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.			
14. Discussion of the Board proposal for the amendment of Article 5 of the Company's Articles of Association which is titled "Head Office" and Article 7 thereof which is titled "Capital", and submission of the proposal for approval.			

**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