

PROXY FORM
TO THE BOARD OF DIRECTORS' OF ENERJİSA ENERJİ A.Ş.

I hereby appoint _____ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Enerjisa Enerji A.Ş. that will convene on March 23, 2020, Monday at 11:00 at the address of SABANCI CENTER, 4.LEVENT 34330 İSTANBUL.

The Attorney's (*);

Name Surname / Trade Name :
TR ID Number/ Tax ID Number, Trade
Register and Number and MERSİS :
Number

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

A) SCOPE OF REPRESENTATION

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 Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and formation of the Meeting Council,			
2. Reading and discussion of the 2019 Annual Report of the Board of Directors,			
3. Reading the 2019 Independent Auditor's Reports,			
4. Reading, discussion and approval of the 2019 financial statements,			
5. Release of the members of the Board of Directors with regard to the 2019 activities,			
6. Determination of the usage of the 2019 profit, dividend and dividend per share to be distributed,			
7. Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,			
8. Presenting the members of the Board of Directors which had appointed during the current year due to the occurrence of the absence in the Board of Directors' membership to serve for the remaining period for the approval of the General Assembly,			
9. Election of the auditor,			

10. Approval of the amendments to be made on the Remuneration Policy for the members of the Board of Directors and the Executives,			
11. Informing the General Assembly regarding the donations and grants made by the Company in 2019,			
12. Determination of an upper limit for donations to be made in 2020,			
13. Granting permission to the Chairman and members of the board of directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,			
14. Wishes and requests.			

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 on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

Special Instruction; 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 below

- a) Order and Serial (*):
 - b) Number/Group (**):
 - c) Amount-Nominal Value :
 - ç) Privilege on Vote or not:
 - d) Bearer- Registered (*):
 - e) Ratio of the total shares/voting rights of the shareholder:
- (*)Such information is not required for dematerialized shares.
- (**)For dematerialized shares, 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.

SHAREHOLDER'S (*);

Name Surname OR Tittle :
TR ID Number/ Tax ID Number, Trade :
Register and Number and MERSİS Number :
Address :

Signature :

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