

**PEGASUS HAVA TAŞIMACILIĞI A.Ş.**

**POWER OF ATTORNEY**

I/we hereby appoint ....., further identified below, as my/our representative to represent me/us and vote, submit proposals and sign documents on my/our behalf, within the framework of the instructions below, at the ordinary general assembly meeting of Pegasus Hava Taşımacılığı A.Ş., scheduled for 10:00 AM on April 7, 2016 and to be held at the following address: Pendik Green Park Hotel, Kaynarca Mahallesi, Erol Kaya Caddesi No: 204 Pendik, Istanbul

Name, Surname / Commercial Title of the Proxy

.....  
Turkish Identification / Tax Number, Trade Registration No. and MERSIS No. of the Proxy

.....  
(\* ) For foreign proxies equivalent of the required information must be provided

**A) SCOPE OF REPRESENTATIVE AUTHORITY**

**For Sections 1 and 2 provided below either (a), (b) or (c) must be chosen to indicate the scope of representative authority.**

**1. With Respect to the Agenda Items:**

- a) The Proxy is authorized to vote at its own discretion.
- b) The Proxy is authorized to vote in accordance with the proposals of the Company management.
- c) The Proxy is authorized to vote in accordance with the instructions below.

**Instructions:**

**If the Shareholder chooses option (c) above, the Shareholder will provide instructions to the Proxy by indicating its vote on each agenda item and by also indicating its dissenting opinion, if any, for the agenda items voted against.**

Agenda Items (*)	In Favor	Against	Dissenting Opinion
1.			
2.			
3.			

(\* ) Agenda items for the General Assembly will be listed one by one. If the minority shareholders propose another draft resolution, this draft resolution will also be indicated here.

**2. Special Instructions Regarding Other Matters Arising During the Meeting Especially the Exercise of Minority Rights:**

- a) The Proxy is authorized to vote at its own discretion.
- b) The Proxy is not authorized to vote on these matters.
- c) The Proxy is authorized to vote in accordance with the special instructions below.

**SPECIAL INSTRUCTIONS;** Special instructions to the Proxy, if any, will be indicated here.

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**B) The Shareholder will indicate the shares it wishes the Proxy to represent by choosing one of the following.**

**1. I approve the representation of the shares detailed below by the Proxy.**

- a) Series and Order:\* .....
- b) Number:\*\* .....
- c) Amount-Nominal Value of the Shares: .....
- d) Information on any Privileges attached to the Shares: .....
- e) Bearer or Registered:\* .....
- f) Ratio Against the Entire Number of Shares and Voting Rights of the Shareholder:  
.....

\* Not required for dematerialized shares.

\*\* For dematerialized shares group information will be provided instead of number.

**2. I approve the representation of all my shares indicated in the list of attendees to be prepared by the CRA one day prior to the General Assembly by the Proxy.**

**NAME, SURNAME OR COMMERCIAL TITLE OF THE SHAREHOLDER (\*)**

.....

Turkish Identification / Tax Number, Trade Registration No. and MERSIS No. of the Shareholder:

.....

Address of the Shareholder:

.....

(\*) For foreign shareholders equivalent of the required information must be provided

SIGNATURE  
SEAL / SIGNATURE