

GÜBRE FABRİKALARI T.A.Ş.

POWER OF ATTORNEY

I hereby appoint as attorney introduced in detail below in order to represent me, to vote, to make proposals and to sign the required documents at the 2016 Ordinary General Assembly of Gübre Fabrikaları T.A.Ş. to be held on May 11, 2017, Thursday, at 10:00 a.m. in Meeting Hall located at the address of İstanbul, Kadıköy, Nida Kule Göztepe Business Center, Merdivenköy Mahallesi, Bora Sokak No: 1 Floor: B1.

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 Items	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Board			
2. Reading and discussion of the Annual Report of the Board of Directors for 2016 fiscal year			
3. Reading of the Independent Auditor's Report for 2016 fiscal year			
4. Reading, discussion and approval of the Financial Statements for 2016 fiscal year			
5. Submitting the members who were elected to replace the vacancies of the members of the Board of Directors within the year of 2016 in accordance with article 363 of Turkish Commercial Code to the General Assembly for approval			
6. Acquittal individually of the members of the Board of Directors			
7. Accepting, accepting by amendment or rejecting the propositions of the Board of Directors about the usage of the profit of 2016, the dividend payout ratio and the date of dividend distribution			
8. Submitting the Independent Audit Company, selected in accordance with Turkish Commercial Code and Capital Markets Board's regulations by the Board of Directors, to the General Assembly for approval			
9. Election of the members of the Board of Directors whose terms of duties have expired and the determination of their duty term			
10. Determination of the remuneration of the members of the Board of Directors			
11. Informing the General Assembly on the warranty, pledge, mortgages and guarantees granted in favor of 3rd parties and the incomes or benefits acquired in the 2016 fiscal year			
12. Informing the General Assembly on the donations and aids which were provided by the Company in the 2016 fiscal year			
13. Giving information to the General Assembly about transactions within the context of the articles 1.3.6 of the Annex-1 of Corporate Governance Communique (II-17.1) of Capital Markets Board, that were realized by shareholders who control management, members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage up to second degree			
14. Informing the General Assembly and discussing about "Remuneration Policy" and top executive management benefits			
15. Granting authorization to the Members of the Board of Directors on the fulfillment of the written transactions pursuant to Article 395, relating to prohibition of conducting transaction with company and Article 396, relating to prohibition of competition, of the Turkish Commercial Code			
16. Wishes and requests			
17. Closing			

No voting is necessary for 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
- ç) Share with voting power or not
- d) Bearer-Registered (*)
- e) 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