

**POWER OF ATTORNEY**  
**GÜBRE FABRİKALARI T.A.Ş.**

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 2017 Ordinary General Assembly of Gübre Fabrikaları T.A.Ş. to be held on May 3, 2018, Thursday, at 10:00 a.m. in Meeting Hall located at the address of “İstanbul Kadıköy Bora Sk. Nida Kule Göztepe İşm. No.1 K.B1”

The Attorney’s (\*):

Name, Surname/Title:

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 Board of the company.
- c) The attorney is authorized to vote in accordance with the following instructions stated in  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 Board			
2. Reading and discussion of the Activity Report of the Board of Directors for 2017 accounting period.			
3. Reading of the Independent Auditor's Report for 2017 accounting period.			
4. Reading, discussion and approval of the Financial Statements for 2017 accounting period.			
5. Acquittal of the members of the Board of Directors.			
6. Accepting, accepting by amendment or rejecting the proposal of the Board of Directors about the utilization of the profit of 2017, the dividend payout ratio and the date of dividend distribution.			
7. Determination of the remuneration of the members of the Board of Directors.			
8. Submitting the Board member selections to the General Assembly for approval, who were elected to replace the vacancies of the members of the Board of Directors within the year In accordance with article 363 of Turkish Commercial Code.			
9. Election of the members of the Board of Directors whose terms of duties have expired and the determination of their duty term.			
10. Submitting the Independent Audit Company selection to the General Assembly for approval, which is selected by the Board of Directors in accordance with Turkish Commercial Code and Capital Markets Board's regulations.			
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 2017 accounting period.			
12. Within the context of the article 1.3.6 of the Annex-1 of Corporate Governance Communique (II-17.1) of Capital Markets Board, giving information to the General Assembly about transactions, 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.			
13. Informing the General Assembly on the donations and aids which were provided by the Company in the 2017 accounting period.			
14. Informing the General Assembly and discussing about "Remuneration Policy" and benefits to the top management.			

15. Granting authorization to the Members of the Board of Directors to conduct transactions with the company and to compete with company as stated in 395 <sup>th</sup> and 396 <sup>th</sup> articles of the Turkish Commercial Code.			
16. Wishes and requests			
17. Closing.			

**There will not be any voting 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 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) Is there any privilege that share has 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**