

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 2014 Ordinary General Assembly of Gübre Fabrikaları T.A.Ş. to be held on April 16, 2015, 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:

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote on proposals of the attorney partnership management.
- 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 summary of the Board of Directors for 2014 fiscal year			
3. Reading of the Independent Audit Company summary for 2014 fiscal year			
4. Reading, discussion and approval of the Financial Statements for 2014 fiscal year			

5. Submitting the members 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 to the General Assembly for approval			
6. Acquittal individually of the members of the Board of Directors			
7. Acceptance of decisions on profit distribution in accordance with the profit distribution article of the Articles of Association of the Company			
8. Submitting the Independent Audit Company selected by the Board of Directors to the General Assembly for approval			
9. 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 2014 fiscal year			
10. Informing the General Assembly on the donations and aids which were provided by the Company in the 2014 fiscal year			
11. Submitting articles 7 and 14 of the Articles of Association of the Company amended within the scope of conformity with the Capital Market Law and Turkish Commercial Code to the General Assembly for approval			
12. Election of the members of the Board of Directors			
13. Determination of the remuneration of the members of the Board of Directors			
14. Giving information to the General Assembly about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a Title of unlimited partner 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			
15. Granting authorization to the Members of the Board of Directors on the fulfillment of the written transactions pursuant to Article 395th and 396th of the Turkish Commercial Code			
16. Proposals and wishes			
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