

POWER OF ATTORNEY
ÜLKER BİSKÜVİ SANAYİ ANONİM ŞİRKETİ

I hereby appoint as my proxy to represent myself, to vote, to submit proposals and to sign the necessary documents in accordance with the below specified scope at the Ordinary General Assembly Meeting of ÜLKER BİSKÜVİ SANAYİ A.Ş. on 24.03.2016 14.00 at “Radisson Blu Asia Otel, Atatürk Mahallesi Yakut Caddesi Ataşehir – İSTANBUL”

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 Meeting Chairmanship			
2. Giving authorization to Meeting Chairmanship about the signing of Ordinary General Meeting minutes			
3. Reading, discussion and approval of 2015 Annual Report			
4. Briefing the General Assembly on 2015 Reports as presented by Independent Audit Company			
5. Reading, discussion and approval of 2015 Financial Statements			
6. Release of each member of the Board of Directors from liability with regard to the 2015 activities and accounts of the Company			
7. Approval of the independent board member appointments prescribed under Articles 363 of the Turkish Commercial Code Law and approval of independent board members terms of office that will be replacing the existing independent board members whose tenures are expired			
8. Approval of the Board of Directors' proposal on distribution of year 2015 profits,			
9. Approval of selection of Independent Audit Company by the Board of Directors as per the Turkish Commercial Code and Capital Markets Board regulations,			
10. Briefing the General Assembly in accordance with the Capital Markets Board's regulation on donations made by the Company in 2015, and resolving the donations to be made in 2016,			
11. Briefing the General Assembly on any Guarantees, Pledges and Mortgages issued by the Company in favor of third persons for the year 2015, in accordance with the regulations laid down by the Capital Markets Board,			
12. Determination of monthly remunerations of Board of Directors,			
13. Briefing General Assembly with regards the transactions done with the “Related Parties” within the scope of CMB's Corporate Governance Compliance Principles and other related arrangements,			
14. Granting authority to Members of Board of Directors according to Articles 395 and 396 of Turkish Commercial Code			

(*) The issues included in the agenda of the General Assembly are itemized one by one. 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