

PARK ELEKTRİK ÜRETİM MADENCİLİK SAN. VE TIC. A.Ş.

FORM TO EXERCISE RETIREMENT RIGHT

As;

Transaction (1): The matter of sale of our Company's assets relating to the concentrated copper production activities to Cengiz İnşaat Sanayi ve Ticaret A.Ş. at the total cost of 195,000,000.- + VAT fulfills the criterion of materiality defined in Article 5, 1st Paragraph (b) and (c) subparagraphs of the Communiqué (No. II-23.1) on Common Principles Regarding Significant Transactions and the Retirement Right issued by the Capital Market (the "Communiqué");

Transaction (2): The matter of acquisition of the entire shares of Konya İlgin Elektrik Üretim Sanayi ve Ticaret Anonim Şirketi, registered with Ankara Trade Registry Office with registration no 148939, from our major shareholder Park Holding A.Ş. (with a nominal value of TRY 126,233,000.-, consisting of unpaid portion of TRY 90,309,942.81 corresponding to 126,233,000 shares which equals to 99.9865346534653%) and our other shareholder Turgay Ciner (with a nominal value of TRY 17,000.- corresponding to 17,000 shares, which equals to 0.0134653465347%) at the total cost of USD 150,000,000.- fulfills the criterion of materiality defined in (e) and (c) subparagraphs of 1st Paragraph of Article 5 of the Communiqué No. II-23.1 on Common Principles regarding Significant Transactions and the Retirement Right;

And as the aforesaid transactions severally fulfil the criteria of materiality defined in the Communiqué, the shareholders having attended to the general assembly - where the relevant transactions are to be voted and approved - and reported a minute of dissent for at least one of the transactions shall have the retirement right by selling their shares (the "Shares") to Park Elektrik Uretim Madencilik San. ve Tic. A.Ş. ("Park Elektrik" or the "Company") according to Article 9 titled "Exercise of the Retirement Right" of the Communiqué.

I hereby irrevocably acknowledge and declare that I shall sell my shares in the Company, each having a nominal value of TRY 1.- as I detailed below at the price of **TRY 2.097682**, determined as the Retirement Right Exercise Price per 1 share in accordance with the terms and conditions set forth in the agenda of general assembly and disclosure notes announced in the Disclosure Platform (www.kap.org.tr) and the web site www.parkedelektrik.com.tr on 12.04.2017:

1. Please select the transaction(s) (against which you cast dissenting vote and for which you reported a minute of dissent):

Transaction (1): With respect to the Transaction 1, I attended the Ordinary General Assembly, held on 10.05.2017, cast dissenting vote against the Transaction (1) and reported a minute of dissent;

Transaction (2): With respect to the Transaction 2, I attended the Ordinary General Assembly, held on 10.05.2017, cast dissenting vote against the Transaction (2) and reported a minute of dissent;

2. I intend to exercise my retirement right as per Article 24 of the Capital Market Law No. 6362;

3. I am aware of the obligation that the shareholders intending to exercise this right shall exercise their retirement right for the entire of the shares held by them regardless of the group of shares as per Paragraph 9 of Article 9 of the Communiqué;
4. I hereby request that entire of the shares held by me and detailed below would be acquired against transfer to the Company at the retirement right exercise price announced by the agenda of the general assembly as of the general assembly dated 10.05.2017;
5. The shares for which I hereby intended to exercise retirement right under this form of exercise of the retirement right are free of any and all conflicts encumbrance and claim; they are transferable to the Company as per this Form of Retirement Right; and I have the authority to exercise the retirement right;
6. In order that I shall able to duly and validly exercise my retirement right with regard to the shares;
 - I am aware of the procedures that this Form of Retirement Right is to duly be filled, to be signed in two counterparts and to be transmitted together with its annexes thereto to Deniz Yatirim Menkul Kiymetler A.S. acting as intermediary by fax to the facsimile number 0 212 336 30 70 of Deniz Yatirim Menkul Kiymetler A.S. **no later than 05.00p.m. on 31.05.2017 that is the deadline for exercise of the retirement right as of 17.05.2017 that is the commencement of exercise of the retirement date**; and confirmation for transmission of the fax message is required to be obtained by calling 0 212 348 90 93.
 - I have to wirement the shares to account no. 1627223 and Registrar Registration No. 25802666 of PARK ELEKTRIK URETIM MADENCILIK SAN. VE TIC. A.S. (Tax No. 8150069301) opened with Deniz Yatirim Menkul Kiymetler A.S. (Central Registrar Code: DZY) from the date of commencement of the statutory period for exercise of the retirement right no later to 31.05.2017 05:00 pm – the expiration date and time for the same;
7. I hereby accept and agree that all the information required for me to make a sound decision with regard to exercise of the retirement right have been provided to me and I have knowledge on terms and conditions as well as principles of the Retirement Right;
8. I hereby make my request for retirement set forth in the Form to Exercise Retirement Right after I have read the related information in the general assembly agenda and disclosure documents announced in Public Disclosure Platform (www.kap.org.tr) and the web site www.parkelektrik.com.tr on 12.04.2017 and I accept the terms and conditions of the relevant information.

I hereby accept that my application for the retirement right is irrevocable and unconditional and I hereby request from the Company to complete all the transactions required for acceptance by me of the relevant shares as per the Form to Exercise the Retirement Right and for acquisition of the relevant shares by the Company as per the terms and conditions of the Exercise of the Retirement Right.

This document is hereby executed on this day of/05/2017.

Name-Surname / Commercial Title :

Telephone Number :

Turkish ID no /Tax ID :

Signature:

FOR THE INVESTORS TO EXERCISE THE RETIREMENT RIGHT

Details of the Shares Intended to be Sold:

Number of shares with nominal value of TRY 1:

Amount:shares each with nominal value of TRY 1 X 2.097682.- TR =.....

Account to which the Shares are to be Wired: The investors to exercise the retirement right may transfer their shares to account no. 1627223 and Registrar Registration No. 25802666 of PARK ELEKTRIK URETIM MADENCILIK SAN. VE TIC. A.S. (Tax No. 8150069301) opened with Deniz Yatirim Menkul Kiyemetler A.S. (Central Registrar Code: DZY) until 05:00 pm ("**Acceptance Time**"). The shares arriving after 05.00 pm shall be transacted on the next day. The payments shall be made by the Company until 05.00 on the first business day following the Acceptance Time. In transactions of exercise of the retirement right, the fax number 0 212 336 30 70 of Deniz Yatirim Menkul Kiyemetler A.S. shall be used.

DETAILS OF THE PAYMENT ACCOUNT

Name/Surname – Commercial Title of

the Account Holder

(It must be the same as the shareholder) :.....

Bank/Intermediary Institution :.....

Branch Office :.....

IBAN No :.....

ANNEXES OF THE FORM:

For real persons: Turkish ID Card, driving license or passport photocopy

For legal entities: Notarized signature circular, trade registry gazette evidencing registration of the entity, tax statement, registration certificate from the relevant Chamber of Industry and Commerce Chamber