

PROXY FORM

LOGO YAZILIM SANAYİ VE TİCARET A.Ş

I hereby appoint as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of LOGO YAZILIM SANAYİ VE TİCARET A.Ş. for the fiscal year 2016 that will convene **on 25 April 2017, Tuesday at 11:00** at the address of Kocaeli, Gebze, Gebze Organize Sanayi Bölgesi, Şahabettin Bilgisu Caddesi, No: 609.

The Attorney's(*);

Name Surname/Trade Name:

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS Number:

(*) Foreign attorneys should submit the equivalent information (if any) 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 in accordance with the company 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 option (c), the shareholder should mark "Accept" or "Reject" options and if the shareholder marks the "Reject" option, 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, election of Presidential Board and authorization of Presidential Board for signing the Minutes of the General Assembly meeting,			
2- Reading, discussion of the Annual Report of the Board of Directors, for the fiscal year 2016,			
3- Reading the Independent Audit report prepared by Pwc Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi,			
4- Reading, discussion and approval of the financial statements of the fiscal year 2016,			
5- Discussion and resolution of the matter concerning the release of the members of the Board of Directors separately, who have			

performed in the fiscal year 2016 from their liabilities for the operations, proceedings and accounts,			
6- Reading, discussion and approval of the Board of Directors' proposal regarding not distributing the dividend for the fiscal year 2016,			
7- Informing the Shareholders about the "Remuneration Policy" for the members of the Board of Directors and the Senior Executives, in accordance with the Corporate Governance Principles No. II-17.1,			
8- Determination of remuneration of the members of the Board of Directors for the following fiscal year,			
9- Determination of the number of Board Directors and their term of office, and election of Board of Directors and Independent Board Members in accordance with the term determined,			
10- Approval of the appointment of the Independent Audit Firm, which will be, performing in the fiscal year 2017, as proposed by the Board of Directors, in accordance with the Capital Markets Board regulations and related legislation,			
11- Informing the shareholders about the donations made by the Company to the foundations and unions for the purpose of social welfare within the fiscal year 2016,			
12- In accordance with the Corporate Governance Principles No II-17.1 of the Capital Markets Board, approval of Company's "Donation and Grant Policy"; determination of an upper limit for the grants and donations to be made in the fiscal year 2017 and authorization of the Board of Directors to act within the limits determined for such grants/donations,			
13- Requesting General Assembly's approval for the members of the Board of Directors regarding to the transactions which are held in the framework of Article 395 and 396 of the Turkish Commercial Code,			

<p>14- Providing information to shareholders about any important transactions that may create conflict of interest with the company 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 company or of its affiliates or participating to another partnership that is engaged with the same commercial activities with the title of a partner with unlimited liability, by any of the shareholders controlling the company, members of the Board of Directors, executives with administrative responsibility and their spouses and relatives related by blood or affinity up to the second degree;</p>			
<p>15- In accordance with the Capital Markets Legislation and Corporate Governance Principles No II-17.1 of the Capital Markets Board, informing the shareholders that no liens, pledges, or such assurances have been given, or no benefits have been created on behalf of Company's shareholders and third parties,</p>			
<p>16- Informing the Shareholders about the company's "Disclosure Policy" update, in accordance with Corporate Governance Principles No II-17.1 and Communique on Material Events Disclosure No. II-15.1 of the Capital Markets Board,</p>			
<p>17- Wishes and closing</p>			

No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy.

2. Special instructions related to other issues that may come up during General Assembly meeting and especially to the use of minority rights:

- 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; Special instructions (if 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:
- d) Share with privileged voting rights or not:
- e) Bearer-Registered: *
- f) Ratio of the total shares/voting rights of the shareholder:

*Such information is not required for the shares which are dematerialized.

**For the dematerialized shares, information related to the group (if any) 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 Number:

Address:

(*) Foreign shareholders shall submit the equivalent information (if any) mentioned above.

SIGNATURE