

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY
OF YAZICILAR HOLDING A.Ş.
TO BE HELD ON APRIL 30, 2010**

- 1) Opening and election of the Board of Assembly,
- 2) Authorization of the Board of Assembly to sign of the Minutes of the Meeting on behalf of the Assembly,
- 3) Reading out and discussion of the reports of the Board of Directors (Annual Report) for 2009,
- 4) Reading out and discussion of the reports of the Internal Auditors for 2009,
- 5) Reading out and discussion of the reports of the Independent External Audit Company for 2009,
- 6) Reading out, discussion and approval of the consolidated IFRS Balance Sheet as of Dec. 31,2009 and consolidated IFRS Income Statement for the period Jan. 1, 2009 – Dec.31, 2009,
- 7) Decision to acquit the members of the Board of Directors,
- 8) Decision to acquit the Internal Auditors,
- 9) Decision on the proposal of the Board of Directors regarding the distribution of dividends,
- 10) Election of the members of Board of Directors in place of those whose term of service has finished, and decision about number, duration and fees related to the Board of Directors,
- 11) Election of Internal Auditors in place of those whose term of service has finished, and decision about number, duration and fees related to the Board of Directors,
- 12) In line with the requirements of Capital Markets Board Communiqué regarding “External Independent Audit”, the approval of the election of the External Audit Company for 2010, proposed by the Board of Directors upon the initial approval of the Audit Committee,
- 13) Information to be given to the General Assembly regarding donations made by the Company in 2009,
- 14) According to the Capital Markets Board Decision dated Sep. 9, 2009 and numbered 28/780, information to be given to the shareholders that no guarantees, pledges and mortgages were instituted by the Company to the benefit of third parties nor any income was thereby generated,
- 15)) Information to be given to the General Assembly regarding disclosure policy defined by the Board of Directors according to Corporate Governance Principles,
- 16) Information to be given to the General Assembly regarding ethical principles defined by the Board of Directors according to Corporate Governance Principles,

17) Discussion and decision to change Articles 5, 7, and Provisionary Article 1 and repeal of Provisionary Article 2 of the Articles of Association,

18) Authorization of the members of the Board of Directors as per Articles 334 and 335 of the Turkish Commercial Code,

19) Remarks and closing.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

OLD VERSION

ARTICLE 5 - PURPOSE AND FIELD OF OPERATION

The purpose of the company is to have an interest in any existing or future Turkish or foreign companies carrying on business in any commercial, industrial, agricultural or financial sector, particularly in the industries of car, manufacturing, foodstuff, beverages, alcoholic drinks, packaging and finance, to take part in management of the same, to form short or long term partnerships or affiliation relationships with the same or to conclude agreements based on sharing financial liability with the same. To achieve these purposes, the company may:

- a. Have an interest in companies, invest or join on-going investments remaining within the field of operations of the present "holding –company";
- b. Set up manufacturing plants or auxiliary industrial plants in order to complement manufacturing plants or has an interest in existing ones remaining within the field of operations of the company.
- c. Set up warehouse and depots and similar facilities related to the field of operations of the company or have an interest in existing ones;

The company may have an interest in any commercial, financial or industrial organisation remaining within its field of operations. The company may acquire and have in its possession any kind of capital market instruments provided that such activity does not have the nature of a broker's business or of portfolio management. The company may assist and support its affiliates in their affairs related to finance, warehouses, customs clearance and feasibility reports.

The company may issue any sort of capital market instrument abiding by the relevant legislation.

The company may purchase or rent real estate if they are deemed necessary for the achievement of its purposes, re-sell the same if they are not deemed necessary any more or rent out the same to others if necessary.

The company may, for the achievement of its purposes, establish mortgage or pledge on its movable and immovable assets to the benefit of its creditors and affiliates or companies which have an interest in the company provided that the statements required by the Board of Capital Markets under special circumstances are made in order to inform investors. The company may also receive mortgage or pledge or establish real rights to its own benefit in order to secure its own claims.

NEW VERSION

ARTICLE 5 - PURPOSE AND FIELD OF OPERATION

The purpose of the company is to have an interest in any existing or future Turkish or foreign companies carrying on business in any commercial, industrial, agricultural or financial sector, particularly in the industries of car manufacturing, foodstuff, beverages, alcoholic drinks, packaging and finance, to take part in management of the same, to form short or long term partnerships or affiliation relationships with the same or to conclude agreements based on sharing financial liability with the same. To achieve these purposes, the company may:

- a. Have an interest in companies, invest or join on-going investments remaining within the field of operations of the present "holding –company";
- b. Set up manufacturing plants or auxiliary industrial plants in order to complement manufacturing plants or has an interest in existing ones remaining within the field of operations of the company.
- c. Set up warehouse and depots and similar facilities related to the field of operations of the company or have an interest in existing ones;

The company may have an interest in any commercial, financial or industrial organisation remaining within its field of operations. The company may acquire and have in its possession any kind of capital market instruments provided that such activity does not have the nature of a broker's business or of portfolio management. The company may assist and support its affiliates in their affairs related to finance, warehouses, customs clearance and feasibility reports.

The company may issue any sort of capital market instrument abiding by the relevant legislation.

The company may purchase or rent real estate if they are deemed necessary for the achievement of its purposes, re-sell the same if they are not deemed necessary any more or rent out the same to others if necessary.

The company may, for the achievement of its purposes, establish mortgage or pledge on its movable and immovable assets to the benefit of its legal entity, subsidiaries under full consolidation and other third parties which have an interest in the company and for the purpose of running its ordinary commercial operations provided that the announcements required by the Board of Capital Markets under special circumstances are made. The company may also receive mortgages or pledges or establish real rights to its own benefit in order to secure its own claims.

The company acts within the framework set out by capital markets law in instituting guarantees, indemnities and pledges, including mortgage, to its own benefit or to the benefit of third parties.

OLD VERSION

ARTICLE 7 – CAPITAL

The capital of the company is YTL 160,000,000 (onehundredsixtymillion). This capital is divided into 160,000,000 (onehundredsixtymillion) shares, each with nominal value of YTL 1.00 (one), of the categories A, B, C and D. The breakdown of the shares is as following:

Category	Type	Number	Amount (YTL)
A	Bearer	87,818,036	87,818,036
B	Registered	31,999,964	31,999,964
C	Registered	19,235,048	19,235,048
D	Registered	20,946,952	20,946,952
Total		160,000,000	160,000,000

The capital of the company has been fully paid-up.

Whenever the capital is increased, the proportion of each category of shares to the total capital shall also be maintained.

If subscription privileges attached to registered share categories are not used, then such privileges shall be offered to the shareholders of the same category before anyone else, at the respective existing stake of each shareholder. Non-used subscription privileges shall not be offered to other categories, as long as there are shareholders of the same category willing to buy such non-used subscription privileges. If non-used subscription privileges of one category exist, then such privileges shall be offered to the other groups on a pro-rata basis. When registered shares are concerned, the shares remaining after the use of subscription privileges can be bought by the other shareholders using their privilege only at the stock market price of the shares. If there still remain non-used subscription privileges after such offers, then the shares corresponding to such privileges shall automatically become bearer-type shares in Category A, provided that the General Assembly passes a separate resolution on the matter. Then these shares shall be offered to public, accompanied by an underwriting agreement with the broker, covering the matter.

The transfer of subscription privileges shall also be subject to the above rules.

NEW VERSION

ARTICLE 7 – CAPITAL

The capital of the company is TL 160,000,000 (onehundredsixtymillion). This capital is divided into 160,000,000 (onehundredsixtymillion) shares, each with nominal value of TL 1.00 (one), of the categories A, B, C and D. The breakdown of the shares is as following:

Category	Type	Number	Amount (TL)
A	Bearer	87,818,036	87,818,036
B	Registered	31,999,964	31,999,964
C	Registered	19,235,048	19,235,048
D	Registered	20,946,952	20,946,952
Total		160,000,000	160,000,000

The capital of the company has been fully paid.

Whenever the capital is increased, the proportion of each category of shares to the total capital shall also be maintained.

If subscription privileges attached to registered share categories are not used, then such privileges shall be offered to the shareholders of the same category before anyone else, at the respective existing stake of each shareholder. Non-used subscription privileges shall not be offered to other categories, as long as there are shareholders of the same category willing to buy such non-used subscription privileges. If non-used subscription privileges of one category exist, then such privileges shall be offered to the other groups on a pro-rata basis. When registered shares are concerned, the shares remaining after the use of subscription privileges can be bought by the other shareholders using their privilege only at the stock market price of the shares. If there still remain non-used subscription privileges after such offers, then the shares corresponding to such privileges shall automatically become bearer-type shares in Category A, provided that the General Assembly passes a separate resolution on the matter. Then these shares shall be offered to public, accompanied by an underwriting agreement with the broker, covering the matter.

The transfer of subscription privileges shall also be subject to the above rules.

OLD VERSION

PROVISIONARY ARTICLE 1

According to Law numbered 5083, (TL) values are changed into (YTL) through elimination of 6 digits and in Article 399 of Turkish Code of Commerce (changed through Law 5274) the nominal value of a share has been changed from 500 TL to 1 new Kuruş.

As a result of these changes, 1,000 old shares with nominal value of TL 1,000 will be exchanged with 1 share with YTL 1 nominal value. For shares that cannot be totaled to YTL 1, fraction certificates will be arranged.

The rights of shareholders will be preserved due to the exchange.

The operations regarding the forementioned exchange will be initiated by the Board of Directors after the dematerialization of certificates of shares.

NEW VERSION

PROVISIONARY ARTICLE 1

While each share had nominal value of TL 1,000, according to Turkish Code of Commerce (changed through Law 5274), the nominal value was changed into 1 New Kuruş, and then into 1 Kuruş with the lifting of "new" sign on Jan 1, 2009 through the Council of Ministers' decision dated April 4, 2007 and numbered 2007/11963. As a result of these changes, total number of shares has been reduced; 10 old shares with nominal value of TL 1,000 will be exchanged with 1 share with nominal value 1 (new) Kuruş. The rights of shareholders due to the exchange will be preserved.

The shares representing the capital will be monitored as dematerialized in line with book-entry recording principles of dematerialized capital markets instruments.

TL expressions in this document are aligned with the above decision of the Council of Ministers.

OLD VERSION

PROVISIONARY ARTICLE 2

According to Article 7 of the Articles of Association, 893,000 C type registered shares in total capital of TL 40,000,000 (3,572,000 shares in total capital of TL 160,000,000) and 1,196,521 D type registered shares in total capital of TL 40,000,000 (4,786,084 shares in total capital of TL 160,000,000) were changed into A type bearer shares through the unanimous decisions of C type and D type shareholders, respectively, and the approval through the General Assembly.

PROVISIONARY ARTICLE 2

Repealed.