

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY
OF YAZICILAR HOLDING A.Ş.
TO BE HELD ON MAY 22, 2012**

- 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 2011,
- 4) Reading out and discussion of the reports of the Internal Auditors for 2011,
- 5) Reading out and discussion of the reports of the Independent External Audit Company for the Jan. 1, 2010 – Dec.31, 2011 period.
- 6) Reading out, discussion and approval of the consolidated IFRS Balance Sheet as of Dec. 31, 2011 and consolidated IFRS Income Statement for the period Jan. 1, 2010 – Dec.31, 2011,
- 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) Decision for the approval of changes in Items numbered 4, 10, 19, and 22 and amendment of Item numbered 36 (with the heading of Compliance with Corporate Governance Principles) of the Articles of Association,
- 11) Election of the members of the Board of Directors and determination of their number and tenure, in compliance with Corporate Governance Principles and assuring the election of independent members,
- 12) Information to be given to the General Assembly regarding the “Compensation Policy for Board of Directors and Senior Management, in compliance with the Corporate Governance Principles
- 13) Decision about fees for 2012 related to the Board of Directors,
- 14) Election of Internal Auditors in place of those whose term of service has finished, and decision about number, duration and fees for 2012 related to the Board of Directors,
- 15) 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 2012, proposed by the Board of Directors upon the initial approval of the Audit Committee,
- 16) Information to be given to the General Assembly regarding donations made by the Company in 2011,
- 17) 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,
- 18) Authorization of the members of the Board of Directors as per Articles 334 and 335 of the Turkish Commercial Code and also authorization of the Board of Directors, controlling shareholders, senior management and their spouses and 2nd degree blood and affinity relatives to enter into transactions which may cause conflict of interest and compete with the company and its subsidiaries and information to be provided to the General Assembly of such transactions performed during the year.
- 19) Remarks and closing.