

**AGENDA OF THE ANNUAL ORDINARY SHAREHOLDERS MEETING OF
YAZICILAR HOLDING A.Ş.
TO BE HELD ON May 23, 2005**

- 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, Internal Auditors and the Independent External Audit Company reports.
- 4) Reading out, discussion and confirmation of the Income Statement and Balance Sheet for 2004 prepared in accordance with the requirements of Capital Markets Board's decree no: XI-25 and the decision for the distribution of dividends.
- 5) Decision to acquit the members of the Board of Directors and Internal Auditors
- 6) Election of Internal Auditors in place of those, whose term of service finished, and decision about number, duration and fee.
- 7) The approval for the election of the External Audit Company for 2005, by the Board of Directors upon the proposal of the Audit Committee.
- 8) The decision for the change in Article no: 7 of the Articles of Association regarding the capital increase of the Company from YTL20,475,019.18 to YTL40,000,000 by YTL19,524,980.82 and also the addition of a transitory item to the Articles of Association concerning the share swap in regard of the elimination of 6 digits from the Turkish Lira.
- 9) Authorization of the members of the Board of Directors as per Articles 334 and 335 of the Turkish Commercial Code

A, B, C ve D type shareholders separate meeting agenda:

- 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) The approval of decision for the change in Article no: 7 of the Articles of Association regarding the capital increase of the Company from YTL20,475,019.18 to YTL40,000,000 by YTL19,524,980.82.