

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY
OF YAZICILAR HOLDING A.Ş.
TO BE HELD ON MAY 23, 2013**

- 1) Opening and election of the Chairman of Assembly,
- 2) Reading out and discussion of the reports of the Board of Directors (Annual Report) for 2012,
- 3) Reading out and discussion of the reports of the Internal Auditors for 2012,
- 4) Reading out and discussion of the reports of the Independent External Audit Company for the Jan. 1, 2011 – Dec.31, 2012 period.
- 5) Reading out, discussion and approval of the consolidated IFRS Balance Sheet as of Dec. 31, 2012 and consolidated IFRS Income Statement for the period Jan. 1, 2012 – Dec.31, 2012,
- 6) Decision to acquit the members of the Board of Directors,
- 7) Decision to acquit the Internal Auditors,
- 8) Discussion on the proposal of the Board of Directors regarding the distribution of dividends; decision on the use of profits for 2012 and the dividend to be distributed,
- 9) Decision about fees for 2012 related to the Board of Directors,
- 10) 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,
- 11) In line with the requirements of Turkish Commercial Code and Capital Markets Board the approval of the External Audit Company for 2012, elected by the Board of Directors,
- 12) Discussion of the proposed “Yazıcılar Holding A.Ş. Internal Directive on Working Principles and Procedures of the General Assembly” as decided by the Board of Directors’ decision dated March 19, 2013,
- 13) Discussion regarding the changes in Items numbered 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25 ve 26, lifting of Items 27, 28, 29, 30, 31, 32, 33, 34, 35 and 36 and cancellation of Transitory Item 36 of the Articles of Association in order to comply with the requirements of Turkish Commercial Code and as permitted by the related regulatory bodies,
- 14) Information to be given to the shareholders regarding donations made by the Company in 2012,
- 15) Information to be given to the shareholders on the extensive and recurring related party transactions made by the Company in 2012,
- 16) 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,
- 17) Authorization of the members of the Board of Directors as per Articles 395 and 396 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,
- 18) Remarks and closing.