

From the
IZOCAM
TICARET VE SANAYI ANONİM ŞİRKETİ
BOARD CHAIRMANSHIP

Our company will convene for the Shareholders Ordinary General Assembly Meeting on 24th March 2011 11:00 hours at the address Dedeman Oteli, Yıldız Posta Caddesi No:50 Esentepe 34340 İstanbul, Türkiye, to examine 2010 operations and discuss and conclude the below agenda.

We kindly request our esteemed shareholders to collect their entry cards latest one week before the meeting from our company and to participate in the General Assembly Meeting either personally or through a representative. Shareholders and members of press are welcome to the meeting.

Shareholders who cannot attend the meeting in person are requested to draft their power of attorney in conformance with the sample enclosed hereto or to obtain a sample proxy form from the Ak Yatırım Menkul Değerler A.Ş. Merkez (Central) branch, company headquarters or the company internet site at the address www.izocam.com.tr and to submit their powers of attorney with notary certified signature in conformity with stipulations foreseen in the Capital Market Board communiqué Series: IV, No.8 promulgated in the Official Gazette numbered 21872 dated March 9, 1994. The open vote will be put at the General Assembly Meeting.

Those of our shareholders who keep stock in investor account deposits with Brokerage institutions listed under the Central Registration Agency and wish to attend the General Assembly Meeting should act in line with the provisions governing the “General Assembly Blockage” procedures of the “Business and Informatics Implementation Principles and Rules” booklet attached to the Central Registration Agency (MKK)’s (www.mkk.gov.tr) and request their registration in the General Assembly Blockage List. Insofar as they do not have themselves registered in the Blockage List of MKK, our esteemed shareholders should note that they will be legally prevented from attending the meeting.

The Management and Audit Board Reports and Independent External Audit institution reports and Balance Sheet, Income Table, Proposal related to Net Profit Distribution will be made available for scrutinization by shareholders at company headquarters and the company internet site address www.izocam.com.tr during the 15-day period preceding the date of the meeting.

The above for the information of the esteemed shareholders.

**AGENDA OF 46th ORDINARY GENERAL ASSEMBLY MEETING
OF IZOCAM TICARET VE SANAYI A.S**

**HELD ON 24th MARCH 2011 AT 11:00 HOURS
HOTEL DEDEMAN, YILDIZ POSTA CADDESİ NO:50 ESENTEPE
34340 İSTANBUL, TÜRKİYE**

AGENDA :

1. Opening and election of the Presidential Board,
2. Reading and discussing the Board of Directors Report, Auditor Report, and the Independent Audit Report of Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AS (KPMG) pertaining to the activities and accounts of the year 2010 approval, or approval upon amendment or disapproval of the proposal of the Board of Directors pertaining to Balance Sheet and Income Table of the year 2010,
3. Approval of the changes made to the Board of Directors memberships as per Article 315 of the Turkish Commercial Code.
4. Release of the members of the Board of Directors and auditors pertaining to their activities in the year 2010,
5. Approval, approval upon amendment or disapproval of the distribution of the dividends of the year 2010 and of the proposed date for distribution,
6. Informing the shareholders pertaining to dividend distribution policy of our Company in accordance with the Corporate Governance Principles
7. Re-election or changing and determination of the duty periods of the Board Members whose duty periods have expired, and determination of number of Board Members,
8. Re-election or changing of the auditors, whose duty periods have expired,
9. Determination of remuneration to be paid to the Chairman and Board members and auditors,
10. Approval of the independent auditing entity by the Board of Directors as per the Regulation of the Capital Markets Board regarding Capital Markets Independent Auditing,
11. Informing the General Assembly pertaining to donations made to foundations and associations for social aid purposes in the year 2010,
12. Authorization of the Board members as per Articles 334 and 335 of the Turkish Commercial Code in order to enable them to perform activities that fall within the scope of the Company's business on their behalf or on behalf of third parties and to become shareholders to companies which perform such activities
13. Execution of the minutes of the General Assembly meeting by the Presidential Board and authorization thereof,
14. Wishes

**POWER OF ATTORNEY:
TO IZOCAM TICARET VE SANAYI AŞ
GENERAL ASSEMBLY CHAIRMANSHIP**

I hereby appoint..... as proxy authorized and empowered in the Ordinary General Shareholders Meeting of Izocam Ticaret ve Sanayi A.Ş. to take place on 24th March 2011, 11:00 hours at the address, Hotel Dedeman, Istanbul - Esentepe to represent me, vote, submit proposals and sign necessary documents in line with my below stated remarks.

A) SCOPE OF REPRESENTATION AUTHORITY

- a) The proxy will be authorized to vote for all agenda items in line with his own opinion.
- b) The proxy will be authorized to vote for agenda items in line with below instructions.
Instructions: (Specific instructions written)
- c) The proxy will be authorized to vote in line with the recommendations of the company management.
- d) The proxy will be authorized to vote in line with below instructions on other issues which may be addressed at the meeting. (In the absence of any instructions, the proxy may vote at his discretion.)
Instructions: (Specific instructions written)

B) STOCK OWNED BY SHAREHOLDER

- a) Category and Series
- b) Number
- c) Quantity-Nominal value
- d) Indication of privileged vote
- e) Indication of bearer/registered stock

SHAREHOLDER;

Name surname or Title:

Signature:

.....

Address:

.....

Note: In the (A) section; any one of the (a), (b) or (c) items will be selected. Comments shall be made on (b) and (d) items.