

From the  
**IZOCAM**  
**TICARET VE SANAYİ ANONİM ŞİRKETİ**  
**BOARD CHAIRMANSHIP**

Ordinary General Assembly Meeting of Shareholders of our company will be held on 25<sup>th</sup> March 2013 at 10.00 o'clock at SPL (Capital Markets Licensing, Registry and Training Agency) Arapcamı Mahallesi, Bankalar Caddesi No: 21/A Kat: 1 - 2 34420 Karaköy, Beyoğlu - İstanbul address in order to review the works performed in 2012 as well as to discuss and decide upon the following agenda item.

Stakeholders can attend the Ordinary General Assembly Meeting of our company personally in the physical or electronic environment or they can attend through their representatives. Stakeholders or their representatives can attend the General Assembly Meeting in the electronic environment by using secure electronic signatures. So, those stakeholders who will perform transactions at EGK (Electronic General Assembly Meeting) need to sign in Merkezi Kayıt Kuruluşu A.Ş. (MKK) e-MKK Bilgi Portalı (Information Portal), save their contact information and get electronic signatures. Stakeholders or their representatives who do not sign in e-MKK Information Portal and get electronic signatures cannot attend General Assembly Meetings in the electronic environment.

Moreover, those stakeholders or their representatives who want to attend General Assembly Meetings in the electronic environment must fulfill their liabilities in accordance with "Regulation Regarding Participation to General Assembly Meetings of Joint Stock Companies on Electronic Medium" published on 28<sup>th</sup> August 2012 in the Official Gazette numbered 28395 and "Communiqué on the Electronic General Assembly Meeting System Used in General Assembly Meetings of Joint Stock Company" published on 29<sup>th</sup> August 2012 in the Official Gazette numbered 28396.

Stakeholders who cannot attend the meetings personally in the physical or electronic environment must issue their powers of attorney according to the attached sample or they must get a sample proxy form from our company or [www.izocam.com.tr](http://www.izocam.com.tr) website. They must fulfill the requirements set forth in Capital Markets Board's Communiqué Serial: IV, No: 8 and submit their powers of attorney after having the signatures put on them certified by a notary public.

Stakeholders to deposit the shares which are tracked through registration must issue a "Representation Document Related to Deposited Shares" and an "Instruction Notification Form" examples of which are attached to the Regulation by acting in accordance with the provisions of "Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Trade Attending Such Meetings".

At General Assembly Meetings, Agenda Items shall be voted through open voting by raising hands.

Board Reports, Audit Reports, Reports of Independent Audit Institutions, Financial Reports, Profit Distribution Suggestion made by the Board of Directors, Annual Report and Corporate Governance Compliance Report are presented to our shareholders in the Head Office or at [www.izocam.com.tr](http://www.izocam.com.tr) address so that they can review them.

All right and benefit holders as well as the media (press - media organs) are invited to our General Assembly Meetings.

Respectfully submitted for the information of our distinguished stakeholders

Yours sincerely,

**BOARD OF DIRECTORS**

Head Office Address:

Organize San. Bölğ. 3. Cad. No: 4 Y. Dudullu Ümraniye – İstanbul

Phone: 0216 3641010 Fax: 0216 364 4531

Branches;

- Dilovası Organize Sanayi Bölgesi 1. Kısım Dicle Caddesi No:8 Dilovası - Kocaeli

Phone: 0262 7546390 Fax: 0262 7546162

• Gebze (V) Kimya İhtisas Organize Sanayi Bölgesi Çerkeşli Köyü Yolu Üzeri Kocabayır Tepe Mevkii-Kiplasma Cad. No:1 Dilovası – Kocaeli

• 75. Yıl Mh. Organize San. Bölgesi Şehitler Bulvarı No:17 Odunpazarı – Eskişehir

• Adana Mersin Karayolu Üzeri Konaklar Köyü Keli Mevkii P.K.69 33401 Tarsus-İÇEL

## **AGENDA :**

1. Opening ceremony and election of the Presidential Board,
2. Disclosure and discussion of the Board of Directors Report,
3. Disclosure and discussion of the Auditor's Report,
4. Disclosure and discussion of the Independent Audit Report of Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müsavirlik AS (KPMG) pertaining to the activities and accounts of the year 2012
5. Disclosure and approval of Financial Statement of the year 2012,
6. Separately releasing of the members of the Board of Directors and auditors pertaining to their activities in the reporting year 2012,
7. Approval, approval upon amendment or disapproval of the distribution of the dividends out of the profit of 2012 reporting year and of the proposed date for dividend distribution,
8. Determination of remuneration to be paid to the Chairman and Board members,
9. Approval of the changes made to the Board of Directors memberships according with the Turkish Commercial Code,
10. Determination of the total number of Board Members, the election of the Independent Board Members who are determined by Audit Committee together with the selection amendments of other Board Members and determination of their duty periods of Board Members.
11. Election of the auditor,
12. Informing the shareholders about the principles of remuneration of senior managers.
13. Approval of the proposal of the Board of Directors pertaining of Internal Guideline of the General Assembly,
14. Provided that the required permits are received from the Capital Market Board and Republic of Turkey, Ministry of Customs and Trade; amendment of Article 7–Capital; Article 9-Capital Increase, Decrease and Capital Increases within the Registered Equity Ceiling, Preemptive Rights; Article-10 Re-Determination of the Registered Capital Amount; Article-13 Provisions Regarding the Board of Directors; Article-14 Administrative Council Meetings; Article-15 Binding the Company; Article–16 Auditors; Article-17 Authorities and Liabilities of Auditors; Article–18 General Meetings; Article-19 Meeting Place; Article–20 Quorum; Article–21 Commissioner; Article-22 Number of Votes; Article-23 Representation By Proxy; Article-24 Voting Method; Article-25 Declarations; Article-26 Main Contract Amendment; Article-27 Issuance of Bonds and Other Marketable Securities; Article–28 Transcripts to be Submitted to the Ministry; Article – 30 Profit Distribution Article; Article 30/A- Other Payments; Article-32 Annulment and Dissolution; with the following new form and the

removal of the Article 31-Reserve Fund and Article 33-Arbitration And Jurisdiction; from the Articles of Association with the following new form.

15. Informing the General Assembly about the donations performed in the year 2012 to foundations and associations with social aid purposes.
16. Informing the shareholders about dividend distribution policy in accordance with the Corporate Governance Principles.
17. Authorization of the Board members as per Articles 395 and 396 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
18. Sign off the minutes of the General Assembly meeting by the Presidential Board.
19. 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 25<sup>th</sup> March 2013, 10:00 hours at the address, SPL (Capital Markets Licensing, Registry and Training Agency) Arapcami Mahallesi, Bankalar Caddesi No: 21/A Kat: 1 - 2 34420 Karaköy, Beyoğlu - Istanbul 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.