

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

Ordinary General Assembly Meeting of Shareholders of our company will be held on 21<sup>st</sup> March 2014 at 10.00 o'clock at SPL (Capital Markets Licensing, Registry and Training Agency) Arapcami Mahallesi, Bankalar Caddesi No: 21/A Kat: 1 - 2 34420 Karaköy, Beyoğlu - Istanbul address in order to review the works performed in 2013 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 "II-30.1 dated 24 December 2013" and submit their powers of attorney after having the signatures put on them certified by a notary public. It is not necessary for the proxy, who is appointed by electronic means over the Electronic General Meeting System, to present a power of attorney.

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.

A detailed information note for 2013 which includes Financial Statements and Independent Audit Report as well as proposal for Profit Distribution, Annual Report and Report of Compliance with Corporate Governance Principles in the attachment thereof, and required details and explanations with the said agenda items and the regulations by the Capital Markets Board shall be made available at the Head Office, on the official website of the company at [www.izocam.com.tr](http://www.izocam.com.tr) and on the Electronic General Meeting System of the Central Registry Agency for review by our Esteemed Shareholders, 21 days in advance of the meeting.

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:

Altayçeşme Mah. Öz Sok. No:19 Kat: 3-5-6 Maltepe / İstanbul

Tel: 0216 440 40 50 Faks: 0216 440 40 75

Branches;

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

- 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 Independent Audit Report of Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AS (KPMG).
4. Disclosure and approval of Financial Statement.
5. Approval of the changes made to the Board of Directors membership in accordance with the Turkish Commercial Code,
6. Separately releasing of the members of the Board of Directors and auditors pertaining to their activities in the reporting year 2013,
7. Informing and approval of the shareholders about dividend distribution policy in accordance with the Corporate Governance Principles.
8. Approval, approval upon amendment or disapproval of the distribution of the dividends out of the profit of 2013 reporting year and of the proposed date for dividend distribution,
9. Discussing and deciding on authorizing the Board of Directors for giving profit share advance, in frame of provisions of the Articles of Association, Turkish Commercial Code, Capital Market Law and related legislation.
10. Determination of the total number of Board Members, the election of the Independent Board Members who are determined by Corporate Governance Committee together with the selection amendments of other Board Members and determination of their duty periods of Board Members.
11. Determination of remuneration to be paid to the Chairman and Board members,
12. Approval of Independent Audit Company selected by the Board of Directors,
13. Informing the shareholders about the principles of remuneration of senior managers.
14. Informing and approval of the Shareholders about the donations and grants to the associations and foundations by the Company for social aid purposes in the year 2013 and determining an upper limit for the grants to take place in 2014 under the Capital Market Board.
15. 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
16. Sign off the minutes of the General Assembly meeting by the Presidential Board.
17. Wishes.

**POWER OF ATTORNEY  
TO İZOCAM TİCARET VE SANAYİ AŞ  
CHAIRMANSHIP OF GENERAL ASSEMBLY**

I hereby appoint and authorize ..... who is introduced below in detail to represent me, to vote, to offer and to sign the required documents in accordance with the opinions mentioned below by me during the Ordinary General Assembly Meeting of Izocam Ticaret ve Sanayi A.Ş. to be convened on 21st March 2014, Friday, a.m. 10:00 at SPL (Sermaye Piyasası Lisanslama Sicil ve Eğitim Kuruluşu) Arapcamı Mahallesi, Bankalar Caddesi No: 21/A Kat:1- 2 34420 Karaköy, Beyoğlu – Istanbul, Turkey.

Proxy;

Name and Surname / Trade Name: .....

R.T. Identity No / Tax Office No, Trade Registration No. and Mersis (Central Registry System) No : .....

**A) SCOPE OF THE POWER OF ATTORNEY**

**The scope of the power of attorney should be determined by selecting one of options (a), (b) or (c) for sections 1 and 2 below-mentioned.**

**1. About the Matters on the Agenda of the General Assembly:**

- a) The proxy is authorized to vote in accordance with his/her opinion.
- b) The proxy is authorized to vote in accordance with the partnership's opinion.
- c) The proxy is authorized to vote in accordance with the instructions below-mentioned.

**Instructions: In case it is selected option (c) by the shareholders, the instructions on article of the agenda are given by marking one of options given in relation to article of the agenda (accepted or refused) and in case it is selected the refused opinion, they are given by specifying the dissenting opinion, if any, which is requested to write on the minutes of the general assembly.**

	Articles of the Agenda (*)	Accepted	Refused	Dissenting Opinion
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 Independent Audit Report of Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AS (KPMG) pertaining to the activities and accounts			
4.	Disclosure and approval of Financial Statement.			
5.	Approval of the changes made to the Board of Directors memberships according with the Turkish Commercial Code,			
6.	Separately releasing of the members of the Board of Directors and auditors pertaining to their activities in the reporting year 2013,			
7.	Informing and approval of the shareholders about dividend distribution policy in accordance with the Corporate Governance Principles			
8.	Approval, approval upon amendment or disapproval of the distribution of the dividends out of the profit of 2013 reporting year and of the proposed date for dividend distribution			
9.	Discussing and deciding on authorizing the Board of Directors for giving profit share advance, in frame of provisions of the Articles of Association, Turkish Commercial Code. Capital Market Law and related legislation.			
10.	Determination of the total number of Board Members, the election of the Independent Board Members who are determined by Corporate Governance Committee together with the selection amendments of other Board Members and determination of their duty periods of Board Members,			
11.	Determination of remuneration to be paid to the Chairman and Board members,			

12.	Approval of Independent Audit Institution selected by the Board of Directors			
13.	Informing the shareholders about the principles of remuneration of senior managers			
14.	Informing and approval of the Shareholders about the donations and grants to the associations and foundations by the Company for social aid purposes in the year 2013 and determining an upper limit for the grants to take place in 2014 under the Capital Market Board			
15.	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			
16.	Sign off the minutes of the General Assembly meeting by the Presidential Board			
17.	Wishes			

**(\*) The matters in the agenda of the General Assembly are put in order individually. If there is any resolution draft of the minority, it is also specified to provide voting by proxy.**

**2. The special instruction for other possible matters to appear and especially to use minority rights during the General Assembly meeting:**

- a) The proxy is authorized to vote in accordance with his/her opinion.
- b) He/she is not authorized to represent about these matters.
- c) The proxy is authorized to vote in accordance with the below-mentioned instructions.

**SPECIAL INSTRUCTIONS:** If any, the special instructions to be given by the shareholder to the proxy are specified here.

**B) The shareholder specifies the shares to be represented by the proxy as selecting one of below-mentioned options:**

**1. I certify representation by the proxy for our shares below-mentioned in detail.**

- a) Allocation and Serial: \*
- b) Number/Group :\*\*
- c) Quantity -Nominal Value:
- d) Concession for voting:
- e) Bearer share-Registered share :\*
- f) Ratio to total shares / voting rights owned by the shareholder:

\*This information is not requested for the shares followed for the record.

\*\*It shall be included information of the group, if any, instead of numbers for the shares followed for the record.

**2. I certify representation by the proxy for my all shares in the list of shareholders who can attend to the general assembly meeting prepared by MKK before one day from the General Assembly meeting.**

**SHAREHOLDER:**

Name And Surname / Trade Name:

R.T. Identity No / Tax Office No, Trade Registration No. and Mersis (Central Registry System) No.:

Address: .....

SIGNATURE

Note: It is valid in case it is enclosed a specimen signature or a signature declaration certified by a Notary Public.