

IZOCAM TİCARET VE SANAYİ A.Ş.
50th ORDINARY GENERAL ASSEMBLY MEETING
23 MARCH 2015

Date: 23st March 2015, Monday, at 10:00 a.m.

**Address ; Divan Istanbul Hotel, Asker Ocağı Caddesi 34367 No:1
Şişli - Istanbul, Turkey**

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 Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ (E&Y).
4. Disclosure and approval of Financial Statement.
5. Separately releasing of the members of the Board of Directors and auditors pertaining to their activities in the reporting year 2014,
6. Informing and approval of the shareholders about dividend distribution policy in accordance with the Corporate Governance Principles.
7. Approval, approval upon amendment or disapproval of the distribution of the dividends out of the profit of 2014 reporting year and of the proposed date for dividend distribution,
8. Determination of the total number of Board Members, the election of the Independent Board Members who are proposed by Corporate Governance Committee. The selection and amendments of other Board Members together with the determination of their duty periods. Enlightenment of shareholders about the tasks of board members outside the company and the related reasons.
9. Determination of remuneration to be paid to the Chairman and Board members,
10. Approval of Independent Audit Company selected by the Board of Directors,
11. Informing the shareholders about the wage policy for the board of directors and senior managers.
12. Informing and approval upon amendments in the below articles of The Articles of Association, provided that the required permits are received from the Capital Market Board and Republic of Turkey, Ministry of Customs and Trade; amendment of: **Article 11**: Structure and Duties of The Board of Directors and Representation of The Company; **Article 13**: Provisions Related with the Board of Directors; **Article 14**: Board Meetings; **Article 15**: Management and Representation of the Company; **Article 16**: Auditors; **Article 18**: General Assembly Meetings.
13. Informing and approval of the Shareholders about the amount and beneficiaries of the donations and grants to the associations and foundations by the Company for social aid purposes in the year 2014 and determining an upper limit for the grants to take place in 2015 under the Capital Market Board.
14. Informing and approval of the Shareholders about the Share Buy Back Policy.

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. Informing General Assembly about whether there were important transactions in 2014 which may result in conflict of interest of shareholders who have management control, Board members, administrative managers and their spouses and relatives up to second degree or the subsidiaries.
17. Informing General Assembly about transactions with related parties in 2014.
18. Sign off the minutes of the General Assembly meeting by the Presidential Board.
19. Wishes.