

## Agenda of the Annual General Assembly Meeting

1. Opening and electing the Presiding Committee,
2. Authorizing the Presiding Committee to sign the minutes of the meeting,
3. Reading and deliberating the Board of Directors' annual report, the statutory auditors' report, and the independent auditor's report,
4. Approving the balance sheet and profit & loss statement for 2011; acquitting the company's directors and statutory auditors of their fiduciary responsibilities,
5. Approving the independent auditors chosen by the Board of Directors and their term of duty,
6. Under the CMB Communiqué IV: 56 on the Determination and Implementation of Corporate Governance Principles, deliberating and deciding about amending "Article 8 – Board of Directors", "Article 9 – Term of the Board of Directors", "Article 10 - Board of Directors Meetings", and "Article 13- Remuneration of the Board of Directors" of the company's articles of incorporation, and supplementing "Article 35 - Compliance with Corporate Governance Principles" to the same,
7. Determining the number of Board directors and their terms of office; making elections in accordance with the number of Board directors so determined; designating independent Board members,
8. Informing the shareholders about the "Remuneration Policy" defined for Board directors and senior executives, pursuant to Corporate Governance Principles,
9. Deliberating and voting on the remuneration to be paid to the Board directors,
10. Determining the number of statutory auditors pursuant to article 14 of the company's articles of incorporation; electing statutory auditors to replace those whose terms of office have expired and determining their terms of office,
11. Deliberating and voting on the remuneration to be paid to the statutory auditors,
12. Informing shareholders, pursuant to Capital Markets Board ruling 28/780 dated 9 September 2009, about guarantees, pledges, or mortgages that have been granted by the company in favor of outside parties as well as about any income and benefits that may have been acquired on account of such guarantees, pledges, or mortgages,
13. Submitting information to the General Assembly regarding transactions with the related parties during 2011 under the Capital Markets Board regulations,
14. Informing shareholders about the Company's "Disclosure Policy" pursuant to the Capital Markets Board regulations,
15. Deliberating and voting on authorizing the Board of Directors, within the framework of Capital Markets Law article 15 and CMB Communiqué IV:27 article 9, on the matter of paying shareholders advances on dividends which are to be set off against their 2012 dividends with the proviso that, pursuant to the same article of law, should there not be sufficient profit or should there be a loss during the fiscal year concerned, the advances so paid shall be set off against any extraordinary reserves shown in the previous year's balance sheet and, if the amounts of such extraordinary reserves are insufficient to cover losses, bonds received as cover for dividend advances shall, pursuant to article 10 of the same communiqué shall be encashed and booked as income from which offsets will be made,
16. Informing shareholders about any donations that were made during the year,
17. Deliberating and voting on matters pertaining to the year's profits,
18. Authorizing the Board of Directors pursuant to Articles 334 and 335 of the Turkish Commercial Code,
19. Petitions.