

AGENDA

PINAR ENTEGRE ET VE UN SANAYİİ A.Ş.

AGENDA FOR 2014 ORDINARY GENERAL ASSEMBLY MEETING HELD ON 25MARCH 2015

1. Opening and electing the Presiding Committee,
2. Authorizing the Presiding Committee to sign the minutes of the General Assembly Meeting minutes,
3. Reading, deliberating and approving the Annual Report 2014 by the Company's Board of Directors,
4. Reading and deliberating the Independent Auditor's Report for 2014 fiscal year,
5. Reading, deliberating and approving the financial statements for 2014 fiscal year,
6. Acquitting the Company's directors of their fiduciary responsibilities for 2014 operations,
7. Laying down the Independent Audit Firm designated by the Board of Directors for the approval of the General Assembly pursuant to the Turkish Commercial Code and the Capital Markets Board requirements,
8. Deliberation and decision on "Article 7 – Board of Directors" of the Company's articles of incorporation,

FORMER VERSION	NEW VERSION
<p>BOARD OF DIRECTORS</p> <p>Article 7-</p> <p>Business and administration of the Company are conducted by a Board of Directors consisting of 5, 7 or 9 members to be elected from among shareholders by the General Assembly under the provisions of the Turkish Commercial Code and the Capital Markets Board of Turkey regulations. Should the Board of Directors consists of 5 members, 3 members shall be elected from among the nominees indicated by Group A shareholders, and the remaining members shall be elected from among the nominees indicated by Group B shareholders. In case the Board consists of seven or nine members, then four and five of them, respectively, shall be elected from among the nominees indicated by Group A shareholders, while the remaining members shall be elected from among the nominees indicated by Group B shareholders.</p> <p>The Board of Directors may, at its sole discretion, elect managing director(s). However, the Chairperson of the Board of Directors and the managing director(s) shall be elected from among members representing Group A.</p> <p>The number and qualifications of independent members who will serve on the Board of Directors shall be determined in accordance with the CMB regulations concerning Corporate Governance Principles.</p> <p>In the event that an independent board member fails to maintain independency, resigns or becomes unable to serve in office, the procedures defined in the CMB regulations shall be pursued.</p> <p>Essentially, members of the Board of Directors should be elected from among individuals possessing basic knowledge about the legal principles governing the transactions and dispositions in relation to the Company's field of activity, trained and experienced in company management, and possessing the ability to analyze financial statements and reports, and preferably holding a university degree.</p>	<p>BOARD OF DIRECTORS</p> <p>Article 7-</p> <p>Business and administration of the Company are conducted by a Board of Directors consisting of 5, 7 or 9 members to be elected by the General Assembly under the provisions of the Turkish Commercial Code and the Capital Markets Board of Turkey regulations. Should the Board of Directors consists of 5 members, 3 members shall be elected from among the nominees indicated by Group A shareholders, and the remaining members shall be elected from among the nominees indicated by Group B shareholders. In case the Board consists of seven or nine members, then four and five of them, respectively, shall be elected from among the nominees indicated by Group A shareholders, while the remaining members shall be elected from among the nominees indicated by Group B shareholders.</p> <p>The Board of Directors may, at its sole discretion, elect managing director(s). However, the Chairperson of the Board of Directors and the managing director(s) shall be elected from among members representing Group A.</p> <p>The number and qualifications of independent members who will serve on the Board of Directors shall be determined in accordance with the CMB regulations concerning Corporate Governance Principles.</p> <p>In the event that an independent board member fails to maintain independency, resigns or becomes unable to serve in office, the procedures defined in the CMB regulations shall be pursued.</p> <p>Essentially, members of the Board of Directors should be elected from among individuals possessing basic knowledge about the legal principles governing the transactions and dispositions in relation to the Company's field of activity, trained and experienced in company management, and possessing the ability to analyze financial statements and reports, and preferably holding a university degree.</p>

9. 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,
10. Determining the rights provided to the Board directors such as compensation and attendance fees, bonuses and premiums pursuant to Article 408 of the Turkish Commercial Code,
11. Informing shareholders, pursuant to Article 12 of the Corporate Governance Communiqué no. II-17.1 issued by the Capital Markets Board, about guarantees, pledges, mortgages and sureties that have been granted by the Company in favor of third parties and about any income and benefits that may have been derived,
12. Informing shareholders about any donations that were made during the year and laying down the donation limit set under the Capital Market legislation for the approval of the General Assembly,
13. Deliberating and voting on matters pertaining to the year's profits,
14. Authorizing the Company directors to engage in the transactions as per Articles 395 and 396 of the Turkish Commercial Code,
15. Wishes and comments.

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