

ULUSOY UN SANAYİ VE TİCARET A.Ş.

INFORMATION NOTE ABOUT 2015 ORDINARY GENERAL MEETING TO BE HELD ON 06.04.2016

CALL TO THE ORDINARY GENERAL MEETING DATED 06.04.2016

1. Our Company's 2015 Ordinary General Meeting shall be held on 06.04.2016 at 13:30 o'clock and at the address of Hampton by Hilton Samsun Hotel Kerimbey Mahallesi Işık Sokak No: 2 Tekkeköy – Samsun – Turkey to discuss and resolve on the following agenda items.

The detailed Information Note which includes 2015 Financial Statements, Independent Audit Report, Board of Directors' Proposal for Dividend Distribution and Activity Report as well as these agenda items and explanations provided to comply with the regulations of the Capital Markets Board shall be duly available to the shareholders three weeks before the meeting at the Company headquarters, Branches, company's official website www.ulusoyun.com.tr and Electronic General Meeting System of the Central Securities Depository within the legal period.

Without prejudice to the rights granted and liabilities imposed on the shareholders who will use the electronic system to attend to the meeting; the shareholders who will not personally attend to the meeting should issue a proxy according to the enclosed template or obtain a copy of the proxy template available at the address of Hançerli Mah. Necipbey Cad. No: 107 İlkadım / Samsun or Company's official website www.ulusoyun.com.tr and present the proxies to the Company after getting the signatures on proxies notarized as well as fulfilling requirements of "Communiqué Nr. II-30.1 on Vote by Proxy and Proxy Solicitation" that was published on the Official Gazette dated 24.12.2013 and numbered 28861.

A proxy who is appointed on electronic media using the Electronic General Meeting System is not obliged to present a proxy. Proxies that do not comply with the requirements of the Communiqué mentioned herein and the enclosed proxy template shall not be accepted under any circumstances due to our legal obligations.

Our Shareholders who will use the Electronic General Meeting system to vote should consult the Central Securities Depository, our company's official website www.ulusoyun.com.tr or our company headquarters (Tel: + 90 362 266 90 90) so that they can comply with the related regulations and communiqué.

According to the Article 415, paragraph 4 of the New Turkish Commercial Code numbered 6102 and Article 30, paragraph 1 of the Capital Markets Law, right to attend to a general meeting and to vote do not require depositing the share certificates. Accordingly, our shareholders are not obliged to block their shares if they want to attend to the General Meeting. According to Article 415 of the Turkish Commercial Code, shareholders who dematerialized their shares as per the Central Securities Depository's (MKK) regulations and who are listed on the list of attendants or their representatives

are entitled to participate to the General Meeting. Natural entities should present their IDs and legal entity representatives should submit proxies.

Without prejudice to the provisions on voting on electronic system for voting the agenda items in the Ordinary General Meeting, the open vote method shall be used by show of hands.

All titleholders and beneficiaries are invited to the General Meeting.

We hereby inform the shareholders as explained above.

Ulusoy Un Sanayi ve Ticaret A.Ş. Board of Directors

Company Address: Hançerli Mah. Necipbey Cad. No: 107 İlkadım / Samsun

Trade registration office and number: Samsun / 13901

AGENDA ITEMS

1. Opening and Electing the Meeting Chairman,
2. Authorizing the Chairmanship Council to undersign the General Meeting Minutes,
3. Reading, discussing and approval of 2015 Activity Report issued by the Company's Board of Directors,
4. Reading the Independent Audit Report related to the accounting year of 2015,
5. Reading, discussing and approval of Financial Statements related to the accounting year of 2015,
6. Individually releasing the board of directors members from the company activities in 2015,
7. Accepting, amending but accepting or refusing the proposal made by the Board of Directors for distributing 2015 profit and date of distribution which are based on the company's dividend policy,
8. Accepting, amending but accepting or refusing the proposals made by the Board of Directors for selecting an Independent Audit Firm as per the Turkish Commercial Code and Capital Markets Board regulations,
9. Informing the shareholders about donations made by the company in 2015 and determining a maximum limit for donations to be made in 2016,
10. Informing the shareholders about the securities, pledges, mortgages and guarantees granted in favor of third parties in 2015 by the company or affiliated partnerships as well as revenues or interests earned, as required under the Capital Markets Board regulations,
11. Authorizing the shareholders who have control over the management as well as the Board of Directors members, senior management and their spouses and blood, in-law relatives up to second degree as per Articles 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions made in 2015 as per the Corporate Governance Communiqué published by the Capital Markets Board,
12. Expectations and comments.

PROXY

I hereby appoint as my proxy who will be authorized to represent me according to the particulars I have mentioned below, vote, make a proposal and undersign necessary documents at 2015 Ordinary General Meeting of Ulusoy Un Sanayi ve Ticaret A.Ş. on 06.04.2016, Wednesday, at 13:30 o'clock at the address of Hampton by Hilton Samsun Hotel Kerimbey Mahallesi Işık Sokak No: 2 Tekkeköy – Samsun – Turkey.

A) LIMIT OF REPRESENTATION AUTHORITY

- a) The proxy is entitled to cast a vote as s/he desires on the agenda items.
- b) The proxy is entitled to cast a vote on the agenda items pursuant to the following instructions. Instructions: (Specific instructions, if any).
- c) The proxy is entitled to cast a vote according to the company management's suggestions.
- d) The proxy is entitled to cast a vote based on the following instruction on other issues that might come up on the meeting. (If there are no instructions available, the proxy shall freely cast a vote. Instructions: (Specific instructions, if any)).

B) DETAILS OF SHARE CERTIFICATE OWNED BY THE SHAREHOLDER:

- a) Distribution and Serial:
- b) Number:
- c) Share count - Nominal value:
- d) Nominal Value:
- e) Voting right share or not:
- f) Registered or Bearer Share certificate:

C) SHAREHOLDER'S:

Name-Surname or Title:

Signature:

Address:

Note:

- 1- One of the items (a), (b) and (c) should be selected in Section (A). Explanations should be provided for items (b) and (d).
- 2- If the proxy is not notarized, the notarized list of authorized signatures issued for the principal should be enclosed to the proxy.