

MINUTE BOOK

No: 02319

March 04, 2015

**ULUSOY UN SANAYİ ve TİCARET A.Ş.
Board Decision**

Decision No	2015/007
Date of Decision	03.03.2015
Subject of the decision	Holding Ordinary General Assembly for 2014
Meeting Place	Head Office of the Company
Meeting Hour	14:30
Meeting Participants	Fahrettin ULUSOY, Nevin ULUSOY, Kamil ADEM, Mithat DENİZCİGİL, Kemal KİTAPLI

Decision Text

Board of Directors of the company held the meeting with the participation of the abovementioned members on the date, at the place and hour stated above. Quorum is present at the meeting. As per the agenda, it has been unanimously decided that;

1. Ordinary general assembly meeting of our company called for 2014 will be held on the date of 31.03.2015, at 14:00 hours at the address of Hampton By Hilton Samsun Oteli Kerimbey Mahallesi Işık Sokak No:2 Tekkeköy - Samsun – Türkiye in order to discuss the following agenda,
2. Necessary notifications and other procedures will be made and pertinent information and documents will be prepared on the corporate websites of Public Disclosure Platform, Central Registry Agency and Central Registration System, Trade Registry Office and our company as per the relevant legislative provisions of Turkish Commercial Code no.6102, Capital market Law and Capital market Board and other legislative provisions.

Agenda:

1. Opening and election of Meeting Chairmanship,
2. Giving authorization to Meeting Chairmanship about the sign of General Meeting minutes,
3. Reading, discussion and approval of 2014 Activity Report prepared by the Company's Board of Directors,
4. Reading Independent Audit Report regarding the accounting year of 2014
5. Reading, discussion and approval of the Financial Statements for 2014,
6. Acquittance of each member of Board of Directors separately regarding the company's activities during 2014,
7. Acceptance, acceptance or rejection by amendment of the proposal of the Board of Directors regarding profit distribution for the year 2014 and the date of such profit distribution prepared within the framework of the company's policy for profit distribution,
8. Determining the number of the members of Board of Directors and terms of office of such members and making election as per the number of the members determined. Electing independent members of board of Directors,
9. Briefing the Shareholders regarding the payments for the Board Members and Senior Staff as required by Corporate Management Principles and within the scope of "Wage Policy" and the policy and approval of such payments,
10. Determining monthly gross salaries of the Board members,

11. Acceptance of the proposal regarding election of Independent Auditing Firm realized by the Board of Directors as per the regulations of Turkish Commercial Code and Capital Market Board and acceptance and rejection of the same by amendment,
12. Briefing the Shareholders on donations made by the Company in 2014, and determining an upper limit for the donations to be made in 2015,
13. Briefing the Shareholders regarding securities, mortgage, hypothecate and warranties granted by the Company and its affiliates in 2014 in favour of 3rd parties as per the regulations laid down by Capital Market Board and income and interests gained,
14. Giving permission to the shareholders who take the control of the management, Board of Directors, senior staff and the spouses and second degree relatives of these persons as per the articles no. 395 and 396 of Turkish Commercial Code and briefing the Shareholders on the procedures followed in 2014 within the scope of Corporate Management Communiqué of Capital Market Board,
15. Wishes and Views.

Board Chairman	Vice Chairman of the Board	Executive Member	Member	Independent Member
Fahrettin ULUSOY	Nevin ULUSOY	Kamil ADEM	Mithat DENİZCİGİL	Kemal Kitaplı