

ULUSOY UN SANAYİ VE TİCARET A.Ş.
INFORMATION NOTE ABOUT 2016 ORDINARY GENERAL MEETING TO BE
HELD ON 20.04.2017
CALL TO THE ORDINARY GENERAL MEETING OF 20.04.2017

Our Company's 2016 Ordinary General Meeting shall be held on 20.04.2017 at 14:00 o'clock and at the address of Hampton by Hilton Samsun Hotel Kerimbey Mahallesi Işık Sokak No: 2 Tekkeöy – Samsun – Turkey to discuss and resolve on the following agenda items.

The detailed Information Note which includes 2016 Consolidated 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 for their review 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 Registry Agency.

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 the 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 Numbered 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 Registry Agency, 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 provisions.

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 Registry Agency (MKK) regulations and who are listed on the list of attendants or their representatives are entitled to participate to the General Meeting. Natural entities are obliged to present their IDs and legal entity representatives are obliged to submit proxies.

Without prejudice to the provisions on voting on an electronic system for voting the agenda items on the ordinary general meeting, the open vote method shall be used by show of hands.

All titleholders and beneficiaries are invited to our 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 2016 Activity Report issued by the Company's Board of Directors,
4. Reading the Independent Audit Report related to the accounting year of 2016,
5. Reading, discussing and approval of Consolidated Financial Statements related to the accounting year of 2016,
6. Individually releasing the board of directors' members from the company affairs in 2016,
7. Discussing and resolving on the Board of Directors' proposal on 2016 Profit,
8. Accepting or revising and accepting or refusing the proposal 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 2016 and determining a maximum limit for donations to be made in 2017,
10. Informing the shareholders about the securities, pledges, mortgages and guarantees granted in favor of third parties in 2016 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 and 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 2016 as per the Corporate Governance Communiqué published by the Capital Markets Board,
12. Expectations and comments.

PROXY

I/we hereby appoint as my/our proxy who will be authorized to represent me/us according to the particulars mentioned below and to vote, make a proposal and undersign necessary documents at 2016 Ordinary General Meeting of Ulusoy Un Sanayi ve Ticaret A.Ş. which is going to be held on April 20, 2017, Thursday, at 14:00 o'clock at the address of Hampton by Hilton Samsun Hotel Kerimbey Mahallesi Işık Sokak No: 2 Tekkeköy – Samsun – Turkey.

PROXY'S:

Name Surname /Trade Name:

Turkish ID Number / Tax ID Number, Trade Registration and Registration Number and MERSİS (Central Registration System) number:

(*) For foreign national proxies, details that are similar to the abovementioned ones must be provided, if available.

A) Scope of Authority to Represent

One of the items (a), (b) and (c) should be selected on the following sections of 1 and 2 to establish the scope of representation authority.

1. For Particulars included in the General Meeting Agenda;

- 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 according to the suggestions of the partnership management.
- c) The proxy is entitled to cast a vote according to the instructions given on the following table.

Instructions:

If the shareholder selects (c), the instructions specific to a particular agenda item shall be given by selecting one of the options (affirmative or negative) given against the related general meeting agenda item and if negative option is selected, the dissenting opinion to be written on the general meeting's minutes, if any, shall be stated.

Item Number	Agenda Items	Affirmative	Negative	Dissenting Opinions
1				
2				

(*) The items on the General Meeting agenda shall be listed one by one. If minority has a different resolution draft, this shall be also specified for voting by proxy.

2. Specific instructions about other issues that might arise at the general assembly meeting and, particularly, use of minority rights:

- a) The proxy is entitled to cast a vote as s/he desires on the agenda items.

b) The proxy is not entitled to represent on these issues.

c) The proxy is entitled to cast a vote pursuant to the following specific instructions.

Specific instructions; special instructions to be given by the shareholder to the proxy, if any, shall be specified herein.

B) The shareholder shall select one of the following options and state which shares are to be represented by the proxy.

1. I hereby confirm that my following shares shall be represented by the proxy.

a) Number - Nominal value:

b) Whether has voting privileges:

c) Ratio to the total shares / voting rights owned by the shareholder:

2. I hereby confirm that all my shares given on the list of shareholders to attend to the general, which was issued by the Central Registration Agency (MKK) one day before the date of General Meeting, shall be fully represented by the proxy.

SHAREHOLDER'S:

Name Surname / Company Name (*):

Turkish ID Number / Tax ID Number, Trade Registration and Registration Number and MERSİS (Central Registration System) number:

Address:

(*) For foreign national proxies, details that are similar to the abovementioned ones must be provided, if available.

Signature: