

**AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING OF AYGAZ ANONIM
SIRKETİ TO BE HELD ON MARCH 29, 2017**

1. Opening and election of the Chairman of the Meeting,
2. Reading, discussing and approving the 2016 Annual Report prepared by the Board of Directors,
3. Reading the Independent Audit Report Summary for 2016 accounting period,
4. Reading, discussing and approving the Financial Statements related to 2016 accounting period,
5. Acquittal of each member of the Board of Directors in relation to the activities of Company in 2016,
6. Acceptance, acceptance after amendment or refusal of the offer of the Board of Directors in accordance with the Company's profit distribution policy regarding the distribution of the profits of 2016 and the date of the distribution of profits,
7. Acceptance, acceptance after amendment or refusal of the Board of Directors' offer for amending Article 6 entitled "Capital" of the Company Articles of Association,
8. Determining the number and duty term of the Members of the Board of Directors, making elections in accordance with the determined number of members, selecting the Independent Members of the Board of Directors,
9. Informing and approval of the Shareholders about the Remuneration Policy for the Members of the Board of Directors and Top Managers and the payments made within the scope of the policy in accordance with the Corporate Governance Principles,
10. Determining the annual gross salaries of the members of the Board of Directors,
11. Approval of the Independent Auditing Institution selected by the Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,
12. Informing the shareholders about the donations made by the Company in 2016 and determining an upper limit for donations to be made in 2017,
13. Informing the shareholders about the collaterals, pledges, mortgages and surety granted in favor of third parties and the income and benefits obtained in 2016 by the Company and subsidiaries in accordance with Capital Markets Board regulations,
14. Authorising the shareholders holding management capacity, the Members of the Board of Directors, top managers and their spouses and relatives by blood and marriage up to the second degree within the framework of the articles 395th and 396th of Turkish Commercial Code and informing shareholders about transactions performed within the scope during 2016 as per the Corporate Governance Communiqué of Capital Markets Board,
15. Wishes and opinions.