

TRANSLATED FROM TURKISH TO ENGLISH



sarkuysan

**INVITATION TO THE USUAL GENERAL ASSEMBLY MEETING
BY THE BOARD OF DIRECTORS OF
SAYKUYSANELEKTROLİTİK BAKIR SANAYİ VE TİCARET
TRADE REG. NO: 3898**

The Usual General Assembly Meeting concerning the 2012 operations of our Company to be held on the date 20.05.2013, upon demand by the minority for postponing the Usual General Assembly for a period of one month regarding the negotiations and approval of the consolidated financial tables within the frames of article 420 of Turkish Commercial Code, is to be held on the date 20.06.2013 on Thursday at 14:30 at the Company Head Office at the address Emek Mahallesi Aşıroğlu Caddesi No:147 Darıca/KOCAELİ in order to discuss and resolve the following agenda items together with the 4th item and the remaining items of the agenda.

Since it is decided upon to establish a presence list taking into consideration the list of shareholders provided from the (Merkezi Kayıt Kuruluşu A.Ş. (MKK) Central Recording Committee at the General Assembly Meeting, only those shareholders who are included are to attend the meeting by showing their ID's and there is no need to block their shares as foreseen in the previous years. In order to provide the procedures to be carried out properly, our shareholders who shall attend the meeting principally or in proxy are required to register themselves by arriving the meeting hall one hour at the latest before the meeting hour.

If those who do not wish their identities and the information about their shares in the accounts and therefore cause view restrictions to be made on the share certificates, desire to attend the General Assembly Meeting, are to cause the restriction that removes the data to be to the "General Assembly Blockage List" of Central Registration Association and to present the General Assembly Blockage Form (for legal person partners, the authorization certificates for the person they assigned additionally for representation) that they receive for the identities and the information about the shares in the accounts by applying 4 or 5 days in prior by taking into consideration the reasons such as the intensity to mediation institutes because the time for application to MKK ends up 1 day in prior at the latest.

Our shareholders who wish to represent themselves in proxy:

The proxies they have submitted for our General Assembly dated 20.05.2013 is valid also for this meeting unless the share rates are changed. However for our shareholders who wish to renew their proxies are,

1- to complete and sign the form of power of attorney enclosed herewith (a copy is available at our internet site www.sarkuysan.com and to cause it to be certified by the public notary or

2- to enclose a signature circular certified by the public notary with the signed power of attorney.

Our shareholders may submit their powers of attorneys to their donors as well as send them to the Company.

As required by Article 437 of Turkish Commercial Code, Our Consolidated Financial Tables, Annual Operation Report, Auditor Reports have been offered to review of shareholders starting from Friday, 26.04.2013, at our Head Office, at our Contact Point at the address Perpa İş Merkezi, A Blok kat 7-8 No. 733-735 and our internet site www.sarkuysan.com.

Our shareholders who shall not be able to attend the General Assembly personally, may attend our meetings in electronic medium from points with internet access as required by provision no. 1527/5 of Turkish Commercial Code.

Due to the reason that the place where our Assembly Meeting is to be held is far from İstanbul, in order to enable our shareholders to attend our meetings conveniently, service buses are to take them from the written points at 12:00 0'clock.

Mecidiyeköy: in front of Trump Towers AVM recently opened at Çağlayan direction

Kadıköy: In front of Haydarpaşa Protokol Cami at the wharf

After the meeting is adjourned, our shareholders will be returned back to the place where they have been picked up by the service cars.

Our General Management Building is located next to the old Osmangazi Train Station 1 km ahead following the sideway of Türkiye Petrol gas station after passing the Darıca-Bayramoğlu detour.

A sketch may be obtained from our site www.sarkuysan.com.

**AGENDA OF THE USUAL GENERAL ASSEMBLY MEETING
OF
SAYKUYSAN A.Ş.**

- 1- Opening and constituting the Presidency of the Meeting Board and authorizing the Presidency of Board to sign the minutes of meeting for the name of the General Assembly,
- 2- Reading, discussing and approving the consolidated financial tables for the year 2012,
3. Discussing the acquittal of the members of the Board of Directors and the Auditors individually due to their studies for the year 2012,
4. Determining the use of profit, the rates of profit/loss to be distributed,
5. Informing the shareholders about the donations made by our Company within the year of 2012,
6. Informing the partners about guarantees, pledges and mortgages awarded by our Company,
7. Informing the shareholders about the principles of remuneration of Members of the Board of Directors and Top Management Members,
8. As required by regulations of Capital market Board, informing the shareholders about “Acknowledgement Policy of the Company”,
9. Upon decision dated 24.01.2013 and no. 1366/13.04 of our Board of Directors and the permissions dated 05.03.2013 and no. 2110 of the Capital Market board and dated 11.03.2013 and no. 1983 of the Ministry of Customs and trade, to take a decision on modification of article 6 of our main agreement in order to raise the ceiling of our registered capital.
10. Upon decision dated 14.03.2013 and no. 1375/13.13 of our Board of Directors and the permissions of the Capital Market Board and the Ministry of Customs and Trade, in order to provide its conformity with the provisions of the new Turkish Commercial Code No. 6102, to take a decision on modification of articles 4,7,9,10,11,12,13,14,15,16,17,18,19,20, 21,22,23,24,25,26,27,28,29 as follows, and to modify article 30 to be included in article 35 and to decide upon adding articles 30, 31,32,33,34 to our main agreement,
11. Discussing the Internal Instructions of our Company pre the General Assembly and offering it for approval,
12. Determining the receivables such as attendance fees, bonus, premiums of the members of the Board of Directors.
13. Election of two Independent Members of the Board of Directors and determining their terms of duty
14. As required by the regulations of capital Market board and the Turkish Commercial Code, upon suggestion of the committee responsible for auditing, the independent auditing firm named Çağdaş Bağımsız Denetim Serbest Muhasebeci Müşavirlik A.Ş. chosen for the period of one year by the Board of Directors to be approved by the General Assembly,
15. Permitting the members of the Board of Directors within the frames of regulations of Capital market Board and within the scope of articles 395 and 396 of Turkish Commercial Code.
- 16- Of the members of the Board of Directors of our company, Mr. Aykut Menetlioğlu and Ms Didem Erkan to be dismissed and election for new members to replace them.
17. Wishes and Suggestions

POWER OF ATTORNEY

I appoint as my representative to be authorized to represent me in accordance with my opinions specified in the following, to vote, to make suggestions and to sign the necessary documents at the Usual General Assembly Meeting of Sarkuysan Elektrolitik Bakır Sanayi vve Ticaret Annim Şirketi to be held at its Haed office located at the address Emek Mahallesi, Aşıroğlu Caddesi No. 147 Darıca/KOCAELİ at 14:30 on Thursday 20.06. 2013, (or if the quorum is not provided in the following meetings).

SCOPE OF REPRESENTATION POWER

- a) The representative is fully authorized to vote within his point of view for the items of agenda.
- b) The representative is authorized to vote for agenda items under the following instructions (Special instructions are to be written).
- c) The representative is authorized to vote in accordance with the suggestions of the company management.
- d) The representative is authorized to vote in accordance with the following instructions on other subjects that may occur at the meeting.
(If no instructions, the representative votes freely.)
Instructions: (Special instructions are written).

OF THE STOCKS OWNED BY THE SHAREHOLDER

- a) Nominal Value : A Group..... TL, B Group.....TL,
b) Number of Shares : A Group....., B Group.....,
c) Whether privileged in Voting or not :.....
d) Registered to Bearer - to Name :.....
NAME, SURNAME OR TITLE OF THE PARTNER:
ADDRESS :.....
TELEPHONE : Home:Office:.....
T.R. ID No :.....
NOTE

1. In section (A), any of the alternatives named as (a), (b) or (c) is to be selected. Explanation is to be made for alternatives (b) and (c).
2. In case none of the alternatives is marked, then the representative is to act according to the general provisions.

Signature

*I the undersigned hereby certify document
herein has been translated from Turkish to
English in authentic form and manner by myself.*
Certified Translator
NURAY SENGELLİ