

**TAT KONSERVE SANAYİİ A.Ş.**  
**CALL FOR THE ORDINARY GENERAL ASSEMBLY DATED 21.03.2012**  
**BY THE BOARD OF DIRECTORS**

The Ordinary General Assembly of Shareholders of our Company shall take place on 21.03.2012, Wednesday at 10:00 a.m. at Divan Istanbul Elmadağ Hotel Askerocağı Cad. No:1 34347 Şişli/Istanbul in order to review the operations of year 2011 and to discuss and decide about the following agenda. We request our shareholders to obtain information from our head office about the place of the meeting.

Our shareholders, who will not be able to attend the meeting in person, need to issue their power of attorneys according to the following sample or to get sample power of attorney form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza/Levent-Istanbul) and our head office (Taşdelen Çamlık Mah. Sırrı Çelik Bulvarı No:7 Çekmeköy/Istanbul) or the company website at [www.tatkonserve.com](http://www.tatkonserve.com) and to submit such power of attorneys duly certified by the Notary for signature to our company's head office by also considering the requirements of Communique of the Capital Market Board Series: IV, No. 8.

Among our shareholders who would like to attend the General Assembly, the shareholders whose shares are deposited in investor deposit accounts under Brokerage Companies before the Central Registry Agency, should act in accordance with the provisions of the "General Assembly Blockage" transactions of the "Principles and Rules for Business and IT Applications" Guide provided at the website of Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş. - MKK) at [www.mkk.com.tr](http://www.mkk.com.tr) and to register themselves in the General Assembly Blockage List. Moreover, they can receive the necessary information from Hello MKK (444 0 655) line. Our shareholders are herewith informed that the shareholders who do not register themselves in the Blockage List before MKK may not participate in the assembly under the applicable laws.

Our shareholders, who physically possess their shares, are kindly requested to apply to the Investor Relations Department at head office of our company at Taşdelen Çamlık Mah. Sırrı Çelik Bulvarı No:7 Çekmeköy/Istanbul (Tel: 0216 430 00 00) or to Yapı Kredi Yatırım Menkul Değerler A.Ş. responsible from blockage and registration transactions on behalf of our company by not later than 1 week in advance of the General Assembly date for General Assembly Blockage transactions.

Moreover, under Provisional Article 6 of the Capital Market Board amended by article 157 of the Code numbered 6111 enforced following publication in Official Gazette dated 25<sup>th</sup> February 2011, any shares of our shareholders held physically in possession remaining unregistered until 31<sup>st</sup> December 2012 shall be legally transferred to our company on such date and any rights of the shareholders thereon shall expire automatically on the said date. Accordingly, our shareholders, who have not registered their shares yet, should register their shares to Merkezi Kayıt Kuruluşu A.Ş. as soon as possible so that they will not lose entitlement to the rights thereon.

The detailed information note, which includes Report of the Board of Directors and Audit Report as well as the Balance Sheet, Income Statement and Independent Audit Report, Proposal Regarding to the Distribution of Profit and Annual Report and the attached Corporate Governance Compliance Report for the Year 2011 and the mandatory explanations about the

items on the agenda necessary within the scope of the Corporate Governance Principles, shall be made available at the company's head office and the company's website at [www.tatkonserve.com](http://www.tatkonserve.com) for examination by our shareholders during the legal period starting from 21 days in advance of the assembly.

Voting shall take place through open vote by raising hands at the General Assembly.

All the holders of the right and all the beneficiaries as well as the press and media organizations are invited to our General Assembly.

The shareholders of the registered shares enlisted in stock exchanges or other organized markets shall not be notified by registered letter under article 11 of the Capital Market Code (“Code”).

We request the shareholders to be kindly informed.

Yours faithfully,

Board of Directors

HEAD OFFICE ADDRESS:

Taşdelen Çamlık Mah. Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul

Tel: (0216 430 00 00)

**TAT KONSERVE SANAYİİ A.Ş.**  
**AGENDA OF THE ORDINARY GENERAL ASSEMBLY DATED 21.03.2012**

- 1- Opening and election of the Presidency Council,
- 2- Presentation of the Reports of the Board of Directors and Audit Reports about the operations and accounts of the year 2011 and summary Independent Audit Report of the independent audit company (DRT Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.) and negotiation of the same; acceptance, acceptance by amendment or rejection of the proposal of the Board of Directors regarding Balance Sheet and Income Statement of year 2011,
- 3- Approval of the changes to the memberships of the Board of Directors that took place during the year under article 315 of the Turkish Commercial Code,
- 4- Release of the members of the Board of Directors and Auditors individually for the Company's operations in year 2011,
- 5- Acceptance, acceptance by amendment or rejection of the proposal of the Board of Directors regarding the distribution of profit and the date for the distribution of profit for year 2011,
- 6- Provided that the permits are received from the Capital Market Board and the Ministry of Customs and Trade of the Republic of Turkey; approval of the amendments to the article 4 of the articles of association named “Manners of Operation”, article 11 named “Board of Directors”, article 13 named “Provisions Regarding the Board of Directors” and article 14 named “Powers of the Board of Directors” and also addition of article 35 named “Compliance with the Corporate Governance Principles”,
- 7- Determining the number and period in office for the Board of Directors, election according to the determined number of members, determining the Independent Members of the Board of Directors,
- 8- Determining the number of the auditors and election according to the determined number,
- 9- Determining the “Remuneration Policy” for Members of the Board of Directors and Top Management under the Corporate Governance Principles,
- 10- Determining the gross monthly remuneration for members of the Board of Directors, Independent Members of the Board of Directors and Auditors,
- 11- Approval of the independent audit company designated by the Board of Directors upon the proposal of the Audit Committee under the Communiqué Regarding Independent Audit Standards in Capital Market issued by the Capital Market Board,
- 12- Authorization of the shareholders with dominance in management, Members of the Board of Directors, top managers and their spouses and their blood relatives or relatives by marriage up to second generation to engage in transactions that may cause conflict of interest with the company or affiliates, to engage into competition and to engage in businesses included in the Company subject in person or on behalf of others and to become a shareholder in companies engaging in such businesses and to engage in other transactions and authorization of the Board of Directors under articles 334 and 335 of the Turkish Commercial Code and informing the General Assembly about the transactions that took place within the year within this scope,

- 13- Informing the General Assembly about the transactions with related parties in year 2011 within the scope of regulations of the Capital Market Board,
14. Informing the General Assembly about the “Profit Distribution Policy” of the company regarding to year 2012 and succeeding years under the Corporate Governance Principles,
15. Informing the General Assembly about the “Company Disclosure Policy” of the Company under the Corporate Governance Principles,
16. Informing the General Assembly about the donations and grants provided by the Company to the foundations and associations for social relief purposes in year 2011,
17. Execution of the Minutes of the General Assembly by the Presidency Council on behalf of the shareholders and authorization for such signatures to be sufficient,
18. Comments and opinions.

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

### **FORMER TEXT:**

Article 4 : MANNERS OF OPERATION :

In order to fulfill the subject and object mentioned above, the Company;

a) may participate in export companies, any companies engaging in food, stock-farming, can industry and seed trade and stud production, power generating companies in order to supply cheap power and commercial banks and may terminate any such partnership when required. The ability to participate in any companies established and to be established in relation with its subject matter depends on the authorization of the General Directorate of Foreign Capital under the Prime Ministry of the Republic of Turkey.

b) May establish and operate sampling farms, seedbeds, factories and workshops, and frigorific stores. May engage in any research, development, training and advertising activities with a view to enhancing productivity, profitability and efficiency in its own subject matter, may establish and operate labs, pilot plants and enterprises related therewith.

c) May manufacture, procure and import and may cause the manufacture, procurement and import of agricultural products related to its efforts, which constitute the raw materials for the same.

d) May engage in wholesale of products domestically. May open stores for this purpose and may appoint agents, representatives and vendors, may act as a commission agent or may authorize others for such purposes. May establish and cause the establishment of factories and plants related to the field of activity of the company in and out of Turkey, may extend and develop the same. May accept to act as a branch and vendor, may accept to act as the representative, general or secondary vendor of the domestic and foreign firms producing such goods. May establish wholesale and retail stores, offices, traveling sale and distribution organization, may establish storage and cool air depots. May establish packing facilities necessary to supply the food stuff to the consumers.

e) May export its products and any relevant substances. May engage in official and private contracting relating to the subject matters of work.

f) May engage in and exercise any commercial, industrial and financial transactions and discretion as a legal person. May enter into any agreements regarding design, purchase, manufacture, construction, operation and maintenance of the systems relating to the subject and object. May purchase machinery, spare parts, equipment and materials domestically or may import the same or supply the same through lease, may sell, export, let on lease the same. May engage in actions such as purchase of transportation vehicles relating to the company activities, leasing and selling the same.

g) May make available in-kind and cash loans to sellers and purchasers or may attest for making available of loans.

h) May engage in all such works directly or through participation in private partnerships and public companies.

i) May acquire, sell, use as necessary, let on lease or supply through leasing any movables and real estates related to the subject and object of the company, may create any pledges over any

movables and real estates of others or may receive and cancel mortgages and may create any other in-kind rights. When necessary, may grant guarantee, surety and warranty for the Company or to the favor of third parties or may register and cancel any rights on the existing movables and real estates through pledging or mortgaging the same, provided that the principles laid down by the Capital Market Board shall be observed.

j) May provide donations and aids to the foundations, associations, universities and similar organizations established for social purposes within the principles laid down by the Capital Market Board.

k) May act as insurance agency. May purchase and sell and may acquire any rights over debentures and any securities, provided that any such action shall not have the nature of brokering and portfolio management.

l) May receive short, middle and long term loans from domestic and foreign financing markets and any guarantee loans and may create mortgage over the company's real estates if necessary for this purpose, may create mortgage and other similar in-kind rights to the favor of third parties, provided that the necessary disclosure sought by the Capital Market Board shall be made within the scope of special circumstances in order to inform the investors and also that the principles laid down by the Capital Market Board shall be observed.

m) May acquire intangible rights such as trademarks, models, special operational methods, know-how and patent rights in relation with the goals and subject matters of activity of the company and may enter into any commercial transactions over such intangible rights acquired and may exercise any discretion and may have such rights registered or canceled. May enter into agreements of license, know-how, technical cooperation and assistance and otherwise with Turkish and foreign natural and legal persons, provided that the authorizations sought in the applicable legislation shall be received. May offer knowledge and experiences to others, engaging in consulting activities.

n) May establish companies, may become partner of the companies already established or may establish any partnerships with any domestic or foreign natural or legal persons. May participate in partnerships or other companies relating to the goals and fields of activity of the company and may do all of the foregoing jointly with Turkish and foreign natural and legal persons, provided that any necessary legal requirements shall be met.

If, in future, any intention arises to engage in any works, which are considered as beneficial and necessary for the company, in addition to the transactions provided above, then the company may engage in any works after the matter is submitted to the General Assembly for approval upon the suggestion of the Board of Directors and a resolution is made in this respect.

However, for such resolutions, which have the nature of an amendment to the articles of association, to be applicable, the necessary authorizations shall be received from the Ministry of Industry and Trade, Capital Market Board and other competent authorities in cases required.

#### **REVISED TEXT :**

Article 4 : MANNERS OF OPERATION :

In order to fulfill the subject and object mentioned above, the Company;

a) may participate in export companies, any companies engaging in food, stock-farming, can industry and seed trade and stud production, power generating companies in order to supply

cheap power and commercial banks and may terminate any such partnership when required. The ability to participate in any companies established and to be established in relation with its subject matter depends on the authorization of the General Directorate of Incentive Implementation and Foreign Capital of the Ministry of Economy under the Prime Ministry of the Republic of Turkey.

b) May establish and operate sampling farms, seedbeds, factories and workshops, and frigorific stores. May engage in any research, development, training and advertising activities with a view to enhancing productivity, profitability and efficiency in its own subject matter, may establish and operate labs, pilot plants and enterprises related therewith.

c) May manufacture, procure and import and may cause the manufacture, procurement and import of agricultural products related to its efforts, which constitute the raw materials for the same.

d) May engage in wholesale of products domestically. May open stores for this purpose and may appoint agents, representatives and vendors, may act as a commission agent or may authorize others for such purposes. May establish and cause the establishment of factories and plants related to the field of activity of the company in and out of Turkey, may extend and develop the same. May accept to act as a branch and vendor, may accept to act as the representative, general or secondary vendor of the domestic and foreign firms producing such goods. May establish wholesale and retail stores, offices, traveling sale and distribution organization, may establish storage and cool air depots. May establish packing facilities necessary to supply the food stuff to the consumers.

e) May export its products and any relevant substances. May engage in official and private contracting relating to the subject matters of work.

f) May engage in and exercise any commercial, industrial and financial transactions and discretion as a legal person. May enter into any agreements regarding design, purchase, manufacture, construction, operation and maintenance of the systems relating to the subject and object. May purchase machinery, spare parts, equipment and materials domestically or may import the same or supply the same through lease, may sell, export, let on lease the same. May engage in actions such as purchase of transportation vehicles relating to the company activities, leasing and selling the same.

g) May make available in-kind and cash loans to sellers and purchasers or may attest for making available of loans.

h) May engage in all such works directly or through participation in private partnerships and public companies.

i) Provided that the arrangements under article 35 of these Articles of Association shall be reserved, may acquire, sell, use as necessary, let on lease or supply through leasing any movables and real estates related to the subject and object of the company, may create any pledges over any movables and real estates of others or may receive and cancel mortgages and may create any other in-kind rights. When necessary, may grant guarantee, surety and warranty for the Company or to the favor of third parties or may register and cancel any rights on the existing movables and real estates through pledging or mortgaging the same, provided that the principles laid down by the Capital Market Board shall be observed.

j) May provide donations and aids to the foundations, associations, universities and similar organizations established for social purposes within the principles laid down by the Capital Market Board.

k) May act as insurance agency. May purchase and sell and may acquire any rights over debentures and any securities, provided that any such action shall not have the nature of brokering and portfolio management.

l) May receive short, middle and long term loans from domestic and foreign financing markets and any guarantee loans and may create mortgage over the company's real estates if necessary for this purpose, may create mortgage and other similar in-kind rights to the favor of third parties, provided that the necessary disclosure sought by the Capital Market Board shall be made within the scope of special circumstances in order to inform the investors and also that the principles laid down by the Capital Market Board shall be observed.

m) May acquire intangible rights such as trademarks, models, special operational methods, know-how and patent rights in relation with the goals and subject matters of activity of the company and may enter into any commercial transactions over such intangible rights acquired and may exercise any discretion and may have such rights registered or canceled. May enter into agreements of license, know-how, technical cooperation and assistance and otherwise with Turkish and foreign natural and legal persons, provided that the authorizations sought in the applicable legislation shall be received. May offer knowledge and experiences to others, engaging in consulting activities.

n) May establish companies, may become partner of the companies already established or may establish any partnerships with any domestic or foreign natural or legal persons. May participate in partnerships or other companies relating to the goals and fields of activity of the company and may do all of the foregoing jointly with Turkish and foreign natural and legal persons, provided that any necessary legal requirements shall be met.

If, in future, any intention arises to engage in any works, which are considered as beneficial and necessary for the company, in addition to the transactions provided above, then the company may engage in any works after the matter is submitted to the General Assembly for approval upon the suggestion of the Board of Directors and a resolution is made in this respect.

However, for such resolutions, which have the nature of an amendment to the articles of association, to be applicable, the necessary authorizations shall be received from the Ministry of Customs and Trade, Capital Market Board and other competent authorities in cases required.

**FORMER TEXT :**

**Article 11 : BOARD OF DIRECTORS :**

The company's management and businesses are carried out by a Board of Directors consisting of minimum 3 and maximum 13 members, who shall be elected by the General Assembly among the shareholders under the provisions of the Turkish Commercial Code.

The Board of Directors may distribute the management and representation tasks among the board members or may leave the same to executive directors, who are members of the board of the directors, or to managers, who do not necessarily need to be shareholders, in part or in full.

The board of directors is authorized for distributing the management and representation tasks in the said manner.



The board of directors determines the powers and responsibilities of the executive directors and managers and may assign any powers and responsibilities vested in the Board of Directors to the relevant persons subject to the terms, provisions and restrictions to be determined by the Board of Directors and may amend, modify or retrieve any or all of such powers whenever deemed necessary.

The board of directors may create committees or subcommittees of consulting, coordination and others of similar nature in matters deemed appropriate by the board of directors consisting of the people who are and/or are not members of the board of directors for matters considered appropriate by the Board of Directors.

The principles for meeting, working and reporting activities of the Chairman and members of the committees are determined, arranged and amended by the board of directors.

The Members of the Board of Directors may be paid remuneration within the scope of the provisions of the Turkish Commercial Code. The members of the board of directors and the above-mentioned committees may be paid any payments, bonuses or premiums in addition to the remuneration for the services they provide to the company within the framework of membership of the board of directors and committees. The form and amount of any payments made to the Members of the Board of Directors, including executive directors, for their membership of the Board of Directors shall be determined by the General Assembly, while the form and amount of any payments made to the committee members for their committee membership services shall be determined by the Board of Directors in accordance with the applicable legislation

**REVISED TEXT :**

**Article 11 : BOARD OF DIRECTORS :**

The company's management and businesses are carried out by a Board of Directors consisting of minimum 5 and maximum 13 members, who shall be elected by the General Assembly under the provisions of the Turkish Commercial Code and the provisions of Corporate Governance Principles of the Capital Market Board. The number and qualifications of the number of independent members in the Board of Directors shall be determined according to the Corporate Governance regulations of the Capital Market Board.

The Board of Directors may distribute the management and representation tasks among the board members or may leave the same to executive directors, who are members of the board of the directors, or to managers, who do not necessarily need to be shareholders, in part or in full.

The board of directors is authorized for distributing the management and representation tasks in the said manner.

The board of directors determines the powers and responsibilities of the executive directors and managers and may assign any powers and responsibilities vested in the Board of Directors to the relevant persons subject to the terms, provisions and restrictions to be determined by the Board of Directors and may amend, modify or retrieve any or all of such powers whenever deemed necessary.

The board of directors may create committees or subcommittees of consulting, coordination and others of similar nature in matters deemed appropriate by the board of directors consisting of the people who are and/or are not members of the board of directors for matters considered appropriate by the Board of Directors. The structure of the committees to be established shall be

determined according to the regulations of the Capital Market Board regarding Corporate Governance.

The principles for meeting, working and reporting activities of the Chairman and members of the committees are determined, arranged and amended by the board of directors.

The Members of the Board of Directors may be paid remuneration within the scope of the provisions of the Turkish Commercial Code and regulations of the Capital Market Board. The members of the board of directors and the above-mentioned committees may be paid any payments, bonuses or premiums in addition to the remuneration for the services they provide to the company within the framework of membership of the board of directors and committees. The form and amount of any payments made to the Members of the Board of Directors, including executive directors, for their membership of the Board of Directors shall be determined by the General Assembly, while the form and amount of any payments made to the committee members for their committee membership services shall be determined by the Board of Directors in accordance with the applicable legislation. A payment plan based on company performance may not be used for remuneration of the independent members of the board of directors.

**FORMER TEXT :**

Article 13 : PROVISIONS REGARDING THE BOARD OF DIRECTORS :

The rights, obligations, liabilities and responsibilities of the Board of Directors, manner and quorum of meetings, cases of withdrawal, death and excuse from performance for any member, election for the vacated positions by the Board of Directors, remunerations and other issues relating to the Board of Directors shall take place according to the provisions of the Turkish Commercial Code. However, for vacated positions, if the vacated position is one of the members of the shareholders mentioned in article 11, and then the new member is nominated by the said shareholders again, which nomination shall be submitted to approval of the general assembly by the Board of Directors.

**REVISED TEXT :**

Article 13 : PROVISIONS REGARDING THE BOARD OF DIRECTORS :

The rights, obligations, liabilities and responsibilities of the Board of Directors, manner and quorum of meetings, cases of withdrawal, death and excuse from performance for any member, election for the vacated positions by the Board of Directors, remunerations and other issues relating to the Board of Directors shall take place according to the provisions of the Turkish Commercial Code and the regulations of the Capital Market Board. In case any vacant position arises in the Board of Directors membership or in case an Independent Member of Board of Director ceases to be independent, then an appointment takes place under the provisions of the Turkish Commercial Code and the regulations of the Capital Market Board and shall be submitted to the first General Assembly to follow.

However, the provisions of article 35 of these Articles of Association shall be reserved for quorums for meetings and decision-making of the Board of Directors.

## **FORMER TEXT :**

Article 14 : THE POWERS OF THE BOARD OF DIRECTORS :

The Board of Directors is authorized to make and implement any decisions except for the transactions, for which a general assembly decision should be made in any case under the Turkish Commercial Code and these articles of association.

The following matters require a Decision by the Board of Directors:

- 1- Employment of managers, vice managers and accountants and persons authorized to sign for the company or persons employed by a contract, their dismissal and determination of their manner of work and powers and execution of contracts with managers extending beyond the period of the board of directors, (which period may not exceed the period of the next board of directors.)
- 2- Opening and closing down or terminating branches and industrial facilities,
- 3- Issuing instructions to be implemented in the company,
- 4- Creation of pledge and mortgage over company's assets and real estates for loans provided to the benefit of the company,
- 5- Creation and dissolution of subsidiaries and joint partnerships,
- 6- Purchase and sale of real estates on behalf of the company, having the same constructed and leasing the same,
- 7- Election of executive directors and determination of remunerations and powers for both the executive director and the managers,
- 8- Entering into agreements regarding trademarks, brands, technical assistance and international sale with foreign firms,
- 9- Entering into distributorship agreements for domestic sales,
- 10- Annual work schedule, budget and staffing and amendments thereto,
- 11- Determination of balance sheets, profit and loss accounts and activity reports and delivering the same to the auditors and submitting the same to the general assembly,
- 12- Granting or not granting bonus for the managers, officials, employees and workers in an amount up to 5% of the profit in the balance sheet

## **REVISED TEXT :**

Article 14 : THE POWERS OF THE BOARD OF DIRECTORS :

The Board of Directors is authorized to make and implement any decisions except for the transactions, for which a general assembly decision should be made in any case under the provisions of the Turkish Commercial Code, regulations of the Capital Market Board and these articles of association.

The following matters require a Decision by the Board of Directors:

- 1- Employment of managers, vice managers and accountants and persons authorized to sign for the company or persons employed by a contract, their dismissal and determination of their manner of work and powers and execution of contracts with managers extending beyond the period of the board of directors, (which period may not exceed the period of the next board of directors.)
- 2- Opening and closing down or terminating branches and industrial facilities,
- 3- Issuing instructions to be implemented in the company,

- 4- Creation of pledge and mortgage over company's assets and real estates for loans provided to the benefit of the company,
- 5- Creation and dissolution of subsidiaries and joint partnerships,
- 6- Purchase and sale of real estates on behalf of the company, having the same constructed and leasing the same,
- 7- Election of executive directors and determination of remunerations and powers for both the executive director and the managers,
- 8- Entering into agreements regarding trademarks, brands, technical assistance and international sale with foreign firms,
- 9- Entering into distributorship agreements for domestic sales,
- 10- Annual work schedule, budget and staffing and amendments thereto,
- 11- Determination of balance sheets, profit and loss accounts and activity reports and delivering the same to the auditors and submitting the same to the general assembly,
- 12- Granting or not granting bonus for the managers, officials, employees and workers in an amount up to 5% of the profit in the balance sheet.

**CURRENT TEXT :**

Article 35 : COMPLIANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES:

The Corporate Governance Principles made mandatory for implementation by the Capital Market Board shall be observed. Any actions taken without observing the mandatory principles and any decisions by the Board of Directors to meet the same shall be invalid and shall be considered as in violation of the articles of association.

For actions considered important in terms of implementation of the Corporate Governance Principles and for any related party transactions involving the company and for issuing guarantees, pledges and mortgages to the favor of third parties, the regulations of the Capital Market Board regarding corporate governance shall be observed.

**SAMPLE POWER OF ATTORNEY**

**To Presidency of General Assembly of  
Tat Konserve Sanayii A.Ş.**

I herewith appoint ..... as my true and lawful attorney-in-fact to represent me/our company in parallel with the views provided below during the ordinary general assembly of Tat Konserve Sanayii A.Ş. to take place on 21.03.2012, Wednesday at 10:00 a.m. at Divan Istanbul Elmadağ Hotel, Askerocağı Cad. No:1 34347 Şişli Istanbul, Turkey, to vote, to make suggestions and to sign the necessary documents.

**A) THE SCOPE OF THE POWER TO REPRESENT**

- a) The attorney is authorized to vote in parallel with the attorney's views for all the items on the agenda.
- b) The attorney is authorized to vote in parallel with the following instructions for the items on the agenda.

Instructions: (Insert special instructions)

- c) The attorney is authorized to vote in parallel with the suggestions of the company.
- d) The attorney is authorized to vote in parallel with the instructions below for any issues that may arise during the assembly. (In case of no instructions, the attorney votes freely.)

Instructions: (Insert special instructions)

**B) SHARES HELD BY THE SHAREHOLDER**

- a) Quantity -Nominal value : .....
- b) Any preemptive rights over the vote : .....
- c) Bearer - Registered Shares : .....
- d) Blockage form for the shares : .....

NAME / LAST NAME OR BUSINESS TITLE OF THE  
SHAREHOLDER: .....

SIGNATURE

ADDRESS : .....

Notes : In section (A), one of the options (a), (b) or (c) will be preferred. If option (b) or (d) is preferred in section (A), then clear instructions should be provided.  
In section (B), the option (d) (MKK blockage form) is attached.