

**AGENDA OF 2014 ORDINARY GENERAL ASSEMBLY MEETING OF İHLAS YAYIN HOLDİNG A.Ş. ON  
MARCH 31, 2015**

1. Opening and election of the Meeting Board,
2. Authorization of the Meeting Board to sign the minutes of the meeting,
3. Reading, discussion and approval of the Annual Report of the Board of Directors for 2014 fiscal year, the Financial Statements of by the Capital Markets Board of the Independent Auditors prepared in accordance with the relevant legislation consolidated for 2014 fiscal year and prepared according to tax procedure law the balance sheet and the income statement for 2014 fiscal year seperately,
4. Acquittal of the members of the Board of Directors regarding their company activities for 2014 fiscal year individually,
5. Discussion and settle of the proposal of the Board of Directors to propose result for 2014 fiscal year ,
6. Approval of elections of board members accordingly article 363 of the Turkish Commercial Code instead of resigned members ,
7. Election of the members of the Board of Directors, Determination and of the duty terms of the members of the independent Board of Directors,
8. Determination of the remuneration and the meeting fee montly of the Members of the Board of Directors,
9. Discussion and approval of the Independent Audit Company that selected by the Board of Directors for 2015 year, pursuant to the regulations of the Capital Markets Board and of the Turkish Commercial Code No:6102 with article 399,
10. Discussion and approval of The Article of Association 6<sup>th</sup> on “The Structure of the Capital and Shares” which was approved of the Capital Markets Board Directorate with letter.no. 29833736-110.03.02-2544/12156 on 16.12.2014 and approval by the Customs and Trade Ministry,
11. Approval of the Dividend Distribution Policy that renewed pursuant to the Communiqué on Dividends Serial II.19.1 of the Capital Market Board,
12. Informing the General Assembly about no donation in 2014 and determine to maximum amount for donations and aids in 2015,
13. Informing the General Assembly about no guarantees, pledges, mortgages or sureties have been given, or no income or benefits have been created on behalf of third parties in accordance with Capital Markets Board of Article 12 of the II- 17.1 Corporate Governance Communiqué,
14. Informing the General Assembly pursuant to article 1.3.6 of Corporate Governance Communiqué,

15. Requesting shareholders' approval for authorizing Members of the Board of Directors for carrying out the jobs and procedures mentioned in articles 395 and 396 of the Turkish Commercial Code,

16. Wishes and closing.