The agenda pertaining to the invitation for the Ordinary General Assembly Meeting of the year 2012 has been discussed. As a result it has been unanimously resolved that:

1. Company's shareholders shall be invited to discuss and resolve upon the annexed Agenda of the Ordinary General Assembly Meeting of the year 2012 to be held at the address of "*Cumhuriyet Mahallesi Haydar Aliyev Cad. No.28 Sarıyer/İstanbul*" on March 29, 2013 at 13:00 o'clock, and

2. The announcements pertaining to the General Assembly Meeting shall be published in a national newspaper and Turkish Trade Registry Gazette, and shall be disclosed through the Public Disclosure Platform and the web site of the Company.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING

OF RAY SİGORTA ANONİM ŞİRKETİ

1. Opening of the General Assembly Meeting and election of the Chairman of the Meeting,
2. Reading and discussing the Activity Report of the Board of Directors, Statutory Auditor's Report and Independent Audit Report which were prepared for the year 2012,
3. Reading, discussing and approval of the Financial Statements of the year 2012,
4. Release of each of the Board members from their liabilities with respect to the activities and accounts of 2012,
5. Release of each of the Statutory Auditors from their liabilities with respect to the activities and accounts of 2012,
6. Discussing and resolving on the proposal of the Board of Directors pertaining to dividend distribution for the year 2012,
7. Approval of the Board membership of the persons appointed in 2012,
8. Acknowledgement of resignation of members of the Board of Directors and appointment of new members of the Board of Directors who will substitute the members resigned,
9. Submission of the General Assembly By-Law to the approval of the General Assembly,
10. Appointment of the independent auditor,
11. Submission of the Dividend Distribution Policy of the Company to the approval of the General Assembly,
12. As per Corporate Governance Principles, submitting information to the General Assembly regarding important transactions of (i) Controlling Shareholders, (ii) Board Members, (iii) Senior Executives, (iv) their spouses and their relatives by blood and marriage up to the second degree executed with the Company and with the subsidiaries of the Company in 2012 in a manner that may cause conflict of interest; submitting information to the General Assembly regarding transactions falling under the scope of activity of the Company or of the subsidiaries of the Company executed by the abovementioned persons for their own accounts and for the account of third parties in 2012, and submitting information to the General Assembly on whether or not abovementioned persons participate in other companies dealing with similar business as unlimited liability shareholders; in addition, granting permission to the Board Members to execute transactions stated in Articles 395 and 396 of the Turkish Commercial Code,
13. Submission of information to the General Assembly concerning the donations granted by the Company in 2012
14. Submission of information to the General Assembly concerning the "Remuneration Policy "

determined for the Board members and senior executives of the Company as per the Corporate Governance Principles of the Capital Markets Board ,

15. Determination of the remuneration to be paid to Board Members,

16. Wishes and Closing.