Company's shareholders shall be invited to discuss and resolve upon the annexed Agenda of the Ordinary General Assembly Meeting of the year 2014 to be held at the address of "*Cumhuriyet Mahallesi Haydar Aliyev Cad. No.28 Sarıyer/İstanbul*" on March 31, 2015 at 10:00 o'clock,

**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 Independent Audit Report which were prepared for the year 2014,
3. Reading, discussing and approval of the Activity Report of the Board of Directors and the Financial Statements of the year 2014,
4. Release of each of the members of the Board of Directors from their liabilities with respect to the activities and accounts of 2014,
5. Discussing and resolving on the proposal of the Board of Directors pertaining to dividend distribution for the year 2014,
6. Appointment of the independent auditor for year 2015,
7. 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,
8. Amendment of the Articles of Association with respect to its Article 26 "Representation of the Company", to the General Assembly's approval,
9. 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 2014 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 2014, 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,
10. Determination of the remuneration to be paid to members of the Board of Directors in the year 2015,
11. Wishes and Closing.