

**Minutes of the Extraordinary General Assembly of VESTEL ELEKTRONİK SANAYİ VE
TİCARET ANONİM ŞİRKETİ held on 27.03.2013**

The Extraordinary General Assembly Meeting of VESTEL ELEKTRONİK SANAYİ VE TİCARET A.Ş. for 2013 was held on 27.03.2013 at 10:00 a.m. at Zorlu Plaza 34310 Avcılar/Istanbul under the supervision of the Ministry Commissioner, Ms. Ceyda Çalık, assigned by the letter dated on 26.03.2013 and numbered under 9148 of the Istanbul Provincial Commerce Directorate of T.R. Ministry of Customs and Trade.

The convocation of the assembly including the agenda was published in due time as required by law and the Articles of Association, in the 8271st issue of Turkish Trade Registry Gazette dated 05.03.2013, in Milliyet Newspaper on 05.03.2013 and in Dünya Newspaper on 05.03.2013 as well as at www.vestel.com.tr and E-General Meeting (E-Genel Kurul) System of Central Securities Depository of Turkey (MKK).

Following the review of the List of Participants it has been understood that out of 33.545.627,500 stocks corresponding to the Company's total capital of 335,456,275.00 TL; 27.375.080.187,2 stocks corresponding to 273.750.801,872- TL were represented in the meeting, out of which 10.110 stocks corresponding to 101,1 TL were represented by proxy while 27.375.070.077 stocks corresponding to 273.750.700,77-TL were represented in person and thus the minimum meeting quorum required by law and the Articles of Association was met, as confirmed by the Ministry Commissioner, and the agenda items were discussed.

1. The meeting began following a one-minute of silence held upon the invitation of Mr. Aydın Temel for Great Leader ATATÜRK, his brothers-in-arms and our dead soldiers. The meeting proceeded with the election of the Presidential Board.
- 1.1 In this regard, the motion was read out by Ms. Ezgin Tuğut, proposing the Atty. Aydın Temel be elected as the Council President, the Atty. Ebru Kurt and Ms. Ezgin Tuğut be elected as the Clerk and the Vote Collector to write the minutes of the meeting, respectively. The motion was accepted with 27.114.291.486 positive votes corresponding to 271.142.914,86 TL, against 5.093.800 negative votes corresponding to 50.938,00 TL and electronically submitted 255.694.900 votes corresponding to 2.556.949,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Citibank Hong Kong S A National Pension Service Eq Gem Dimensional;

Within the scope of the Article 1 of the Agenda, it was resolved to elect Atty. Aydın Temel as the Council President, the Atty. Ebru Kurt and Ms. Ezgin Tuğut as the Clerk and the Vote Collector to write the minutes of the meeting, respectively, by the majority of the shareholders with 27.114.291.486 positive votes corresponding to 271.142.914,86 TL, against 5.093.800 negative votes corresponding to 50.938,00-TL and electronically submitted 255.694.900 negative votes corresponding to 2.556.949,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Citibank Hong Kong S A National Pension Service Eq Gem Dimensional.

2. The signing of the meeting minutes and the documents by the Presidential Board on behalf of the General Assembly has been put to vote, and accepted by the majority of the shareholders with 27.114.291.486 positive votes corresponding to 271.142.914,86 TL, against 5.093.800 negative

votes corresponding to 50.938, 00-TL and electronically submitted 255.694.900 negative votes corresponding to 2.556.949,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Citibank Hong Kong S A National Pension Service Eq Gem Dimensional.

3. The meeting proceeded with the discussion and voting of Article 3 of the agenda regarding the selection of an independent auditing firm to audit the accounts and transactions performed within 2013 in accordance with the Capital Markets Law and the applicable laws as well as the Turkish Commercial Code and other applicable laws and regulations.

3.1 The motion propounding the board decision dated 05.03.2013 and numbered 2013/95 to the General Assembly related to “*selecting Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the accounts and transactions within 2013 as per the Capital Markets Law and the applicable laws as well as the Turkish Commercial Code and other applicable laws and regulations, and signing a service contract with Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., for independent auditing, and propounding this matter to our shareholders*” was read out by Ms. Ezgin Tuğut and was put to the vote of the shareholders. The proposition was accepted by the majority of the shareholders with 26.316.839.234 positive votes corresponding to 263.168.392,34 TL; against 205.921.194 negative votes corresponding to 2.059.211,94 TL by Mr. Hikmet Vuslat Sümen, the representative of Dimensional EMG Mark Value Fund I; against 3.144.600 negative votes corresponding to 31.446,00 TL by Mr. Hikmet Vuslat Sümen, the representative of CIP AS Depository For Dimensional Emerging Markets Fund; against 42.300.484 negative votes corresponding to 423.004,84 TL by Mr. Hikmet Vuslat Sümen, the representative of Emerging Market Core Equit Portf Dfa Inv Dim Gro In; against 2.640.574 negative votes corresponding to 26.405,74 TL by Mr. Hikmet Vuslat Sümen, the representative of Old Westbury Global Small And Mtd Cap Fund; against 1.807.400 negative votes corresponding to 18.074,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Emerging Markets Soccore Por of Dfa Inv Die Gr Inc; against 2,432,800 negative votes corresponding to 24.328,00 TL by Mr. Hikmet Vuslat Sümen, the representative of T A World Ex US Core Equity Portfolio of Dfa Investment Dimensions Group Inc; against 118.323.800 negative votes corresponding to 1.183.238,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Old Mutual Global Funds Plc; against 10.017.900 negative votes corresponding to 100.179,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Arrowstreet Emerging Markets Fund; against 5.093.800 negative votes corresponding to 50.938,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Citibank Hong Kong S A National Pension Service Eq Gem Dimensional; against 66.076.700 negative votes corresponding to 660.767,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Dfa Emerging Markets Small Capseries; against 1.523.400 negative votes corresponding to 15.234,00 TL and against electronically submitted 598.958.300 negative votes corresponding to 5.989.583,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Manulife Emerging Markets Value Fund.

It was resolved to *choose Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the audit of accounts and transactions performed within year 2013 in accordance with the Capital Markets Law and the applicable laws as well as the Turkish Commercial Code and other applicable laws and regulations*, by the majority of the shareholders, with 26.316.839.234 positive votes corresponding to 263.168.392,34 TL; against 205.921.194 negative votes corresponding to

2.059.211,94 TL by Mr. Hikmet Vuslat Sümen, the representative of Dimensional EMG Mark Value Fund I; against 3.144.600 negative votes corresponding to 31.446,00 TL by Mr. Hikmet Vuslat Sümen, the representative of CIP AS Depository For Dimensional Emerging Markets Fund; against 42.300.484 negative votes corresponding to 423.004,84 TL by Mr. Hikmet Vuslat Sümen, the representative of Emerging Market Core Equit Portf Dfa Inv Dim Gro In; against 2.640.574 negative votes corresponding to 26.405,74 TL by Mr. Hikmet Vuslat Sümen, the representative of Old Westbury Global Small And Mtd Cap Fund; against 1.807.400 negative votes corresponding to 18.074,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Emerging Markets Soccore Por of Dfa Inv Die Gr Inc; against 2,432,800 negative votes corresponding to 24.328,00 TL by Mr. Hikmet Vuslat Sümen, the representative of T A World Ex US Core Equity Portfolio of Dfa Investment Dimensions Group Inc; against 118.323.800 negative votes corresponding to 1.183.238,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Old Mutual Global Funds Plc; against 10.017.900 negative votes corresponding to 100.179,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Arrowstreet Emerging Markets Fund; against 5.093.800 negative votes corresponding to 50.938,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Citibank Hong Kong S A National Pension Service Eq Gem Dimensional; against 66.076.700 negative votes corresponding to 660.767,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Dfa Emerging Markets Small Capseries; against 1.523.400 negative votes corresponding to 15.234,00 TL and against electronically submitted 598.958.300 negative votes corresponding to 5.989.583,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Manulife Emerging Markets Value Fund.

4. The meeting proceeded with Article 4 of the agenda regarding the approval of the rules related to the “Working Principles and Procedures of the General Assembly” prepared as per the “Regulations on the Working Principles and Procedures of the General Assembly meetings of the incorporated companies and the Representatives of the Ministry of Customs and Trade to be present at such Assembly meetings” as promulgated in the Official Gazette dated 28.11.2012.

4.1 The proposition read out by Ms. Ezgin Tuğut regarding that the “Working Principles and Procedures of the General Assembly of Vestel Elektronik Sanayi ve Ticaret A.Ş.” presumed to be read out has been propounded to the shareholders on the grounds of previous declaration of the “Working Principles and Procedures of the General Assembly” at the website of the Company at www.vestel.com.tr, in the Public Disclosure Platform and E-General Meeting (E-Genel Kurul) System of Central Securities Depository of Turkey. The proposition was accepted by the majority of the shareholders with 27.119.385.286 positive votes corresponding to 271.193.852,86 TL, against the electronically submitted 255.694.900 negative votes corresponding to 2.556.949,00 TL.

The Article 4 of the Agenda was negotiated and the “Working Principles and Procedures of the General Assembly” prepared as per the “Regulations on the Working Principles and Procedures of the General Assembly meetings of joint stock companies and the Representatives of the Ministry of Customs and Trade to be present in such Assembly meetings” as promulgated in the Official Gazette dated 28.11.2012 were put to vote. The proposition was accepted by the majority of the shareholders with 27.114.291.486 positive votes corresponding to 271.142.914,86 TL, against 5.093.800 negative votes corresponding to 50.938,00 TL by Mr. Hikmet Vuslat Sümen, the representative of Citibank Hong Kong S A National

Pension Service Eq Gem Dimensional and against electronically submitted 255.694.900 negative votes corresponding to 2.556.949,00 TL.

5. Since there was no other agenda items left to be discussed, the meeting was adjourned by Atty. Aydın Temel, the Council President.

These minutes were signed by the applicable parties present at the Assembly. 27.03.2012, Time: 11:00

MINISTRY COMMISSAR
Ceyda Çalık
(Signature)

COUNCIL PRESIDENT
Aydın Temel
(Signature)

CLERK
Ebru Kurt
(Signature)

VOTE COLLECTOR
Ezgin Tuğut
(Signature)

(Seal and signature)