

**Minutes of the 2011 Ordinary General Meeting of
VESTEL BEYAZ EŞYA SANAYİ VE TİCARET ANONİM ŞİRKETİ Held on June 19th, 2012**

A general meeting for 2011 of the Board of Directors of Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. was held on June 19th, 2012 at 11:00am at Zorlu Plaza 34310, Avcılar/ISTANBUL under the supervision of ministry commissioner Ms. Ceyda Çalık, who had been appointed by virtue of the letter dated June 18th, 2012 and numbered 35653 of the Ministry of Science, Industry and Technology / Istanbul Provincial Directorate of Trade and Industry.

The convocation was summoned as required by law and the Articles of Association and including the agenda, being declared in the 8076 issue of the Turkish Trade Registry Gazette of May 25th, 2012, Milliyet newspaper of May 25th, 2012 and Dünya newspaper of May 25th, 2012 as well as at www.vestel.com.tr.

The ministry commissioner affirmed and noted that there appearing from the examination of the list of attendees that out of 190,000,000 stocks corresponding to the Company's total capital of 190,000,000.00 TL, 156,816,942 stocks corresponding to 156,816,942.00 TL were represented in person, and accordingly a quorum required by law and the Articles of Association was present, and therefore the agenda items were tabled.

1. Following a one-minute of silence held upon the invitation of Mr. Alp Dayı for Great Leader ATATÜRK, his companions-in-arms and our dead soldiers, the meeting was called to order. Mr. Alp Dayı read out the motion to appoint Mr. Atty. Aydın Temel, Ms. Atty. Ebru Kurt, and Ms. Atty. Mine Orhun Aydın as Chairman of the Meeting Council, Secretary and Vote Counter of the meeting respectively. The motion was unanimously approved by all present.

2. It was proposed that the Meeting Council be authorized to sign the minutes and documents of the general meeting on behalf of the General Assembly. The motion was put to the vote and unanimously approved by all present.

3. Proceeded with the 3rd item on the agenda. Mr. Ahmet Nazif Zorlu made an explanation on behalf of the Board of Directors about the Company's activities and accounts in 2011 and read out the Annual Report. Mr. Şerif Arı read out the audit report. IBM 401K Plus Plan holding 38,570 stocks and Maryland State Retirement And Pension System holding 24,720 stocks declared abstention on this item.

4. The abstract of the Independent External Auditing Company's report for the financial year 2011 was read out by Ms. Mine Orhun Aydın and discussed. IBM 401K Plus Plan holding 38,570 stocks and Maryland State Retirement And Pension System holding 24,720 stocks declared abstention on this item.

5. The balance sheet and profit-and-loss statement for the financial year 2011 were read out Mr. Alp Dayı, discussed and put to the vote. The balance sheet and profit-and-loss statement were unanimously approved by all present.

6. The ratification for their activities and operations in 2011 of Board Members Mr. Ahmet Nazif Zorlu, Mr. Olgun Zorlu, Mr. Ömer Yüngül, Mr. İzzet Güvenir, Mr. Enis Turan Erdoğan, Mr. Recep Yılmaz Argüden and Mr. Ekrem Pakdemirli was put to the vote separately. The ratification was confirmed and approved by a unanimous vote by all those present where the members did not cast a vote in their own ratification.

7. The ratification for their activities and operations in 2011 of Auditor Mr. Şerif Arı and Mr. Ahmet Günaydın Hızarcı was put to the vote separately. The ratification was confirmed and approved by a unanimous vote by all those present.

8. Proceeded with the 8th item on the agenda. It was proposed that the number of members of the Board of Directions be set at six and that Mr. Ali Akın Tarı, identified with Turkish identification number 39715591572, and Mr. Hacı Ahmet Kılıçoğlu, identified with Turkish identification number 17339096086, proposed as candidates by Board resolution No. 2012/18 of May 18th, 2012 and present in the meeting, be elected as independent Board members to the Board of Directors of the Company, each making a statement of independence that they hold all the qualifications for independent Board membership in accordance with the criteria for independent Board membership as defined in the Corporate Governance Principles Communiqué § 4.3.7, and Mr. Ahmet Nazif Zorlu, identified with Turkish identification number 24844596260, present in the meeting and coming forward as a candidate by word of mouth, Mr. Olgun Zorlu, identified with Turkish identification number 24829596780, present in the meeting and coming forward as a candidate by word of mouth, Ms. Şule Cümbüş, identified with Turkish identification number 24817597126, present in the meeting and coming forward as a candidate by word of mouth, and Mr. İzzet Güvenir, identified with Turkish identification number 18857329250, present in the meeting and coming forward as a candidate by word of mouth, be elected as Board members, all are to hold office until the 2012 Ordinary General Meeting. The résumés of Ms. Şule Cümbüş, Mr. Hacı Ahmet Kılıçoğlu and Mr. Ali Akın Tarı, who were now proposed as Board members, were submitted for the

information of the General Assembly in accordance with the Corporate Governance Principles. There being no further motion, the motions were put to the vote. It was unanimously resolved by all those present that the number of Board members be and is set at six and Mr. Ahmet Nazif Zorlu, Ms. Olgun Zorlu, Ms. Şule Cümbüş and Mr. İzzet Güvenir be and hereby are elected as Board members and Mr. Hacı Ahmet Kılıçoğlu and Mr. Ali Akın Tarı be and hereby are elected as independent Board members.

9. It was proposed that the number of auditors be set at two and Mr. Şerif Arı, residing at Yalova yolu, Buttım Plaza Kat:17 16250 Bursa, present in the meeting and coming forward as a candidate by word of mouth, and Mr. Ahmet Günaydın Hızarcı, residing at Yalova yolu, Buttım Plaza Kat:17 16250 Bursa, noting to give his consent if appointed by the deed of consent issued on May 14th, 2012 by Notary Public 17 for Bursa assigning roll number 12829, be appointed as auditors to hold office until the 2012 Ordinary General Meeting. The motion was put to the vote. It was unanimously resolved by all those present that the proposed candidates be and are hereby as auditors to hold office until the 2012 Ordinary General Meeting.

10. The motion to grant each Board member a gross fee of 85,000.00 TL per annum for the financial year 2012, was read out, put to the vote and unanimously approved by all present.

11. Proceeded with the 11th item on the agenda. The motion to grant each Auditor a gross remuneration of 2,916.00 TL per annum for the financial year 2012, was read out, put to the vote and unanimously approved by all present.

12. As proposed in the Board Resolution No. 2012/15, dated May 18th, 2012, about the Board of Directors' proposal that no dividend be distributed with respect to the distribution of the profit for 2011,

The motion to propose no profit be distributed at the General Assembly as the entire net distributable profit of 19,181,276.00 TL shall be set aside in order to meet the Company's rising working capital requirement owing to adverse market conditions in Europe and no cash dividend to be distributed in this regard despite the corporate dividend policy that at least 25 percent of the net distributable profit shall be distributed (in cash or in the form of shares) was read out, put to the vote and unanimously approved by all those present.

13. Proceeded with the 13th item on the agenda. With respect to the profit distribution policy in 2012 according to the Corporate Governance Principles, the General Assembly was informed on the proposal that the Board Resolution No. 2007/8, dated March 19th 2007 that at least 25 percent of the net distributable profit, including the profit for the financial year 2007, shall be distributed to the shareholders as dividend in cash or in the form of share in accordance with the profit distribution policy adopted in the meeting of the Board of Directors of Vestel Beyaz Eşya Sanayi ve Ticaret Anonim Şirketi held on March 19th, 2007. The amount of dividends to be distributed depending on the local and global economic conditions and the Company's growth plan shall be proposed each year in Ordinary General Meeting by the Board of Directors shall remain unchanged in 2012. IBM 401K Plus Plan holding 38,570 stocks and Maryland State Retirement And Pension System holding 24,720 stocks declared abstention on this item.

14. The motion submitting for approval of the General Assembly the Board Resolution No. 2012/17, dated May 18th, 2012 that an independent external auditing service agreement shall be entered into with Eren Bağımsız Denetim ve Yeminli Mali Müşavirlik A.Ş., noting by its letter, dated May 8th, 2012 and numbered 859/2012-252, to have the qualifications required by Section III(6)(3), as amended, of the Communiqué, Serial: X, No: 22, on Independent Auditing Standards on Capital Markets by the Capitals Markets Board for independent external auditing of the financial statements for the financial year 2012 and this shall be submitted for approval of the General Assembly was read out, put to the vote and unanimously approved by all present.

15. Proceeded with the 15th item on the agenda. Mr. Alp Dayı furnished the General Assembly with information about the "Remuneration Policy" for Board Members and Executive Managers adopted by the Board Resolution No. 2012/19, dated May 18th, 2012 and posted on the Company's website.

16. Proceeded with the 16th item on the agenda. The motion to empower the controlling shareholders, the executive managers of the company and their spouses and second degree relatives (by blood or marriage) to perform transactions, to compete with the Company or its affiliates that may constitute a conflict of interest; taking the resolution of authorizing the members of the Board of Directors to carry out operations within or out of the engagement of the Company in person or on behalf of others and to participate in companies carrying such operations and to carry out other operations according to Articles 334 and 335 of the Turkish Trade Act was put for approval of the General Assembly.

This item by approved by majority of votes 156,743,652 in favor and 38,570 votes of IBM 401K Plus Plan, 24,720 votes of Maryland State Retirement And Pension System and 10,000 votes of College Retirement Equities Fund against.

17. Mr. Alp Dayı furnished the shareholders with information on the donations totaling 1,588,613.59 TL made in the financial year 2011 pursuant to Article 7(b) of the Communiqué Serial: IV, No: 27, of the Capital Markets Law. IBM 401K Plus Plan holding 38,570 stocks and Maryland State Retirement And Pension System holding 24,720 stocks declared abstention on this item.

18. Proceeded with the 18th item on the agenda. The motion concerning the “Corporate Donation and Charity Policy” adopted by the Board Resolution No. 2012/20, dated May 18th, 2012 was read out, submitted for approval of the General Assembly and unanimously approved by all present.

19. Mr. Alp Dayı furnished the General Assembly with information on the securities, liens and hypothecs granted to third parties by the Company and the revenues or interests generated by them. IBM 401K Plus Plan holding 38,570 stocks and Maryland State Retirement And Pension System holding 24,720 stocks declared abstention on this item.

20. The amendment of Articles 5, 8, 11, 16, 20, 29, 30 and 34 to read as follows and the annulment of Articles 31, 35 and 36 of the Articles of Association in accordance with the Board Resolution No. 2012/14, dated May 11th, 2012, confirmed, ratified and approved by the permit, dated May 17th, 2012 and numbered B.02.6.SPK.0.13.00-110.03.02-1366, of the Capital Markets Board and the permit, dated May 23rd, 2012 and numbered B.21.0.İTG.0.03.00.01/431.02-58936-491666-3868-3875, of the General Directorate of Domestic Trade of the Ministry of Customs and Trade, was unanimously approved by all those present.

FORMER WORDING	NEW WORDING
<p><u>OBJECT AND SCOPE</u> Article 5</p> <p>The Company’s object is manufacturing of electronic equipment, tools, devices, spare parts, accessories, components and all kinds of white products.</p> <p>In order to achieve its objective, the Company may undertake;</p> <p>-Establishment, operation, lease, rent, acquire and transfer of offices, warehouses,</p> <p>-Execution of all kinds of commercial, financial and other relevant and necessary activities and transactions,</p> <p>-Acquisition, purchase, transfer and assignment, lease of trademarks, patents, know-how, and other intellectual property rights and signing of license and know-how agreements,</p> <p>-Purchase, lease, rent, operation, mortgage of all the necessary immovable properties, transportation</p>	<p><u>OBJECT AND SCOPE</u> Article 5</p> <p>The Company’s object is manufacturing of electronic equipment, tools, devices, spare parts, accessories, components and all kinds of white products.</p> <p>The Company shall test the quality and conformity to applicable technical regulations, of any electronic equipment, tools, devices, spare parts, accessories components and all kinds of white goods, conduct quality control, conducts tests to improve their quality and carry out any related activities.</p> <p>In order to achieve its objective, the Company may undertake;</p> <p>-Establishment, operation, lease, rent, acquire and transfer of offices, warehouses,</p> <p>-Execution of all kinds of commercial, financial and other relevant and necessary activities and transactions,</p> <p>-Acquisition, purchase, transfer and assignment, lease of trademarks, patents, know-how, and other intellectual property rights and signing of license and know-how agreements,</p> <p>-Purchase, sell, transfer and waive, lease, rent, operation, mortgage of all the necessary immovable</p>

vehicles, plants and machinery and real rights pertaining to these properties: acquisition of all kinds of immovable and immovable properties and commodity within the scope of free trade; lease of the same by financial leasing procedure.

The Company may further involve in incorporation of companies or participation in the existing or potential companies as promoting partner or shareholder, and in this context, may purchase, sell, exchange, pledge shares and stock, and other securities, excluding undertaking of brokerage and portfolio management activities; it may enter into partnerships and joint ventures with real/legal entities in accordance with the tax laws and relevant legislation.

The Company may conclude, within the scope of its subject, all kinds of contracts, participate in the tenders, and offer bids, including taking of undertaking of contracting activities directly or by assigning sub-contractors, purchase, sale, import, export of all kinds of goods and services.

The Company may engage in production, export and import of machinery, accessories, components and installations and spare parts for use in processing of raw material, semi-finished and finished products.

It may further carry out import, export production, custom manufacturing, domestic trading, brokerage, contracting, national and international representation and marketing activities within the scope of Company's objective. Including; establishment of short and long term consortiums with local and foreign companies and/or legal entities within the frame of relevant legislation, performance of works seeking financial liability, borrowing of short, mid and long term loans from the banks and other financial institutions. Whenever required, or deemed beneficial for progress of operations, the Company may acquire, sell, lease, use, rent and register in its own name patent rights, benchmarks, licenses and franchise, copy rights, operational rights and concessions, technical assistance and licenses, know-how, commercial titles, trademarks and other similar intellectual and intangible rights and may obtain export/import personal certificate.

For and in connection with its objects, the Company may open, operate customs warehouses and engage in customs clearance activities.

Save as that compliance with the principles stipulated in the capital market legislation is provided in establishment of lien, including guarantee, surety, warranty or mortgage in its own

properties, transportation vehicles, plants and machinery and real rights pertaining to these properties: acquisition of all kinds of immovable and immovable properties and commodity within the scope of free trade; lease of the same by financial leasing procedure.

The Company may further involve in incorporation of companies or participation in the existing or potential companies as promoting partner or shareholder, and in this context, may purchase, sell, exchange, pledge shares and stock, and other securities, excluding undertaking of brokerage and portfolio management activities; it may enter into partnerships and joint ventures with real/legal entities in accordance with the tax laws and relevant legislation.

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The Company may engage in production, export and import of machinery, accessories, components and installations and spare parts for use in processing of raw material, semi-finished and finished products.

It may further carry out import, export production, custom manufacturing, domestic trading, brokerage, contracting, national and international representation and marketing activities within the scope of Company's objective. Including; establishment of short and long term consortiums with local and foreign companies and/or legal entities within the frame of relevant legislation, performance of works seeking financial liability, borrowing of short, mid and long term loans from the banks and other financial institutions. Whenever required, or deemed beneficial for progress of operations, the Company may acquire, sell, lease, use, rent and register in its own name patent rights, benchmarks, licenses and franchise, copy rights, operational rights and concessions, technical assistance and licenses, know-how, commercial titles, trademarks and other similar intellectual and intangible rights and may obtain export/import personal certificate.

For and in connection with its objects, the Company may open, operate customs warehouses and engage in customs clearance activities.

Save as that compliance with the principles stipulated in the capital market legislation is provided in establishment of lien, including

or 3rd party's favor.

Further to the above, in special cases, necessary publication is made to extend information to the investors on a/m subjects in the direction of the requirements of Capital Market Board. Whenever it is required to engage in activities other than the activities and transactions listed above, the Board of Directors shall submit its proposal to the General Assembly for approval and the Company will be entitled to undertake such activities based on the relevant decision.

In this context, prior approval and consent of the Capital Market Board and Ministry of Industry shall be referred to for amendment of the Company's Statutes.

BOARD OF DIRECTORS

Article 8

The Company is administered, represented and bound by the Board of Directors comprising at least three, at most eleven members to be selected by the General Assembly among the shareholders.

The legal entity shareholders can be represented in the Board of Directors by more than one member. In this case, each Board member acting as representative of the legal entity will be entitled to one voting right in the Board of Directors.

The majority of the members in the Board of Directors comprise individuals who have no function in other executive committees.

The members of the Board of Directors are nominated among the eligible persons, preferably with high education and fully equipped with knowledge on the activities and management of the Company and relevant sector, at the same time, who has the capacity to read and understand the financial tables and reports, and to participate in the meetings organized by the Board of Directors to discuss the annual budget, and to provide support by sharing knowledge on legal adaptations observed by the Company during daily and long-term transactions and dispositions. The age limit for the members of the Board of Directors is 75. The

guarantee, surety, warranty or mortgage in its own or 3rd party's favor.

Further to the above, in special cases, necessary publication is made to extend information to the investors on a/m subjects in the direction of the requirements of Capital Market Board. Whenever it is required to engage in activities other than the activities and transactions listed above, the Board of Directors shall submit its proposal to the General Assembly for approval and the Company will be entitled to undertake such activities based on the relevant decision.

In this context, prior approval and consent of the Capital Market Board and relevant Ministry shall be referred to for amendment of the Company's Statutes.

BOARD OF DIRECTORS

Article 8

The Company is administered, represented and bound by the Board of Directors comprising at least five, at most eleven members to be selected by the General Assembly among the shareholders.

The majority of the members in the Board of Directors comprise individuals who have no function in other executive committees.

The number and qualifications of independent members to serve in the Board of Directors shall be determined according to the regulations of the Capital Markets Board related to corporate governance.

The Chairman or Vice-Chairman of the Board of Directors shall be elected from among these independent members.

The members of the Board of Directors are nominated among the eligible persons, preferably with high education and fully equipped with knowledge on the activities and management of the Company and relevant sector, at the same time, who has the capacity to read and understand the financial tables and reports, and to participate in the meetings organized by the Board of Directors to discuss the annual budget, and to provide support by sharing knowledge on legal adaptations observed by the Company during daily and long-

members over the age of 75 are imposed to resign.

DUTIES AND FUNCTIONS OF THE BOARD OF DIRECTORS

Article 11

The Board of Directors performs and executes the functions delegated to it under the resolutions of Company's General Assembly by considering the requirements of the Capital Market Law, Turkish Commercial Code and this Articles of Association. The powers and responsibilities of the Board of Directors are listed below:

- To sign, prepare the Company's contracts and to execute transactions relating to purchases,
- To determine the Company's profit, amount of ordinary and extraordinary reserves, appropriations and redemption costs to be allocated from this profit,
- To call the General Assembly for ordinary and extraordinary meetings, to undertake preparation and announcement of the agenda,
- To represent the Company before the shareholders and third parties,
- To designate, approve and implement Company's strategies,
- To launch and publicly promote Company's mission, vision and values,
- To approve the Company's annual budget and work program,
- To prepare Company's annual reports and to present the same to the General Assembly,
- To designate the Company's policies in respect of shareholders and stakeholders,
- To develop and implement corporate ethics,
- To form committees reporting to the Board of Directors, to select members and to designate working principles of these committees,
- To ensure preparation of Company's annual balance sheet and profit/loss accounts, to submit the annual report to the General Assembly,
- To pass resolution on the subject of appointment, promotion and dismissal of the Company's signatories, consultants, supervisors and controllers,
- To determine and to approve the wages, positions and annual expenses of the Company's signatories, consultants, supervisors and controllers,
- To decide on new activities and investments, to determine the limits of authority, and if necessary, capital fund to be reserved,
- To determine Company's risk management principles and to establish necessary units in order to develop an effective risk management.

In principles, the Board of Directors may neither engage in a transaction nor enter into competition

term transactions and dispositions. The age limit for the members of the Board of Directors is 75. The members over the age of 75 are imposed to resign.

DUTIES AND FUNCTIONS OF THE BOARD OF DIRECTORS

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The Board of Directors performs and executes the functions delegated to it under the resolutions of Company's General Assembly by considering the requirements of the Capital Market Law, Turkish Commercial Code and this Articles of Association. The powers and responsibilities of the Board of Directors are listed below:

- To sign, prepare the Company's contracts and to execute transactions relating to purchases,
- To determine the Company's profit, amount of ordinary and extraordinary reserves, appropriations and redemption costs to be allocated from this profit,
- To call the General Assembly for ordinary and extraordinary meetings, to undertake preparation and announcement of the agenda,
- To represent the Company before the shareholders and third parties,
- To designate, approve and implement Company's strategies,
- To launch and publicly promote Company's mission, vision and values,
- To approve the Company's annual budget and work program,
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- To designate the Company's policies in respect of shareholders and stakeholders,
- To develop and implement corporate ethics,
- To form committees reporting to the Board of Directors, to select members and to designate working principles of these committees,
- To ensure preparation of Company's annual balance sheet and profit/loss accounts, to submit the annual report to the General Assembly,
- To pass resolution on the subject of appointment, promotion and dismissal of the Company's signatories, consultants, supervisors and controllers,
- To determine and to approve the wages, positions and annual expenses of the Company's signatories, consultants, supervisors and controllers,
- To decide on new activities and investments, to determine the limits of authority, and if necessary, capital fund to be reserved,
- To determine Company's risk management principles and to establish necessary units in order to develop an effective risk management.

In principles, the Board of Directors may neither engage in a transaction nor enter into competition with the Company pursuant to articles 334 and 335

with the Company pursuant to articles 334 and 335 of the Turkish Commercial Code. This is possible only if approved by the three-fourths of the shareholders present in General Assembly.

GENERAL ASSEMBLY

Article 16

The Company's General Assembly convenes in the form of ordinary and extraordinary meeting. The ordinary General Assembly meeting is held at least once a year, within three months as of the end-of-Company's fiscal year. The extraordinary General Assembly meets whenever required for conduct of Company's business, in accordance with the principles stipulated in the law and this Articles of Association. The General Assembly meeting and meeting quorum is subject to the provisions of Turkish Commercial Code. The meeting place of General Assembly is Headquarters.

Upon request of the Board of Directors, another suitable place in the city where the administrative building is located can be designated for the meeting. This change is notified in the call letters and announcements.

The announcement for the General Assembly meeting is made at least three weeks before the meeting date. The call announcement can also be made through Company's web site. The announcement calling General Assembly meeting must contain meeting agenda and proxy form for those who will cast vote by proxy.

In addition to the announcement, it is statutory to exhibit in the Company's Headquarters and the branches, the meeting agenda, the current version of the Articles of Association, financial tables and footnotes, profit distribution proposal, annual report and other information relating to the agenda. The

of the Turkish Commercial Code. This is possible only if approved by the three-fourths of the shareholders present in General Assembly.

Corporate Governance Principles imposed by the Capital Markets Board shall be observed. Any acts done and any resolutions made without complying with the obligatory principles shall be invalid and deemed to be contrary to the Articles of Incorporation.

The capital market law and regulations of the Capital Markets Board related to corporate governance shall be applicable to transactions significant for implementation of the Corporate Governance Principles and the Company's any transactions in any relationship and any transactions in relation to giving securities, pledge and mortgage to third parties.

GENERAL ASSEMBLY

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The Company's General Assembly convenes in the form of ordinary and extraordinary meeting. The ordinary General Assembly meeting is held at least once a year, within three months as of the end-of-Company's fiscal year. The extraordinary General Assembly meets whenever required for conduct of Company's business, in accordance with the principles stipulated in the law and this Articles of Association. The General Assembly meeting and meeting quorum is subject to the provisions of Turkish Commercial Code. The meeting place of General Assembly is Headquarters.

The announcement for the General Assembly shall be made in accordance with the provisions of Article 20 of the Company's Articles of Incorporation.

The announcement of General Assembly as well as announcements and statements required by the by-laws shall be available at the Company's website within the time specified above.

In addition to the announcement, it is statutory to exhibit in the Company's Headquarters and the branches, the meeting agenda, the current version of the Articles of Association, financial tables and footnotes, profit distribution proposal, annual report and other information relating to the agenda. The documents related to the meeting are displayed also

documents related to the meeting are displayed also in the web-site.

The Ministry of Commerce may invite the General Assembly for meeting whenever deemed necessary. Attendance of the individuals nominated as candidate for the Board of Directors, Board members, auditors, and the persons responsible for preparation of financial tables in the General Assembly meetings are admitted. Those not attending must disclose his/her excuse.

The shareholders are furnished detailed information about the candidates nominated for membership in the Board of Directors and the Auditors' Board. (This information on the candidates and auditors must contain profile, education level, present occupation, other duties undertaken in addition to the Board membership (if any), the positions hold during the last five years, nature of his/her relation with the company and the governing shareholders, experience, independency/financial status, and other points which may effect service as member of the Board of Directors).

ANNOUNCEMENTS

Article 20

Notwithstanding the provisions of subsection 4, Article 37 of Turkish Commercial Code, the announcements of the Company are made at least two weeks before the event in the local newspaper circulated at the location of Company's Headquarters. In case of unavailability of a newspaper at the designated location, the announcements are given to the newspaper published in the nearest place.

The provisions of Articles 397 and 438 are applied to the announcements relating to capital increase/decrease.

In case of amendment of Articles of Association based on the power of attorneys issued by the shareholders, the amended text is also announced in the newspaper. The adaptations of Capital Market Board relating to announcements are reserved.

BALANCE SHEETS, PROFIT-AND-LOSS ACCOUNTS, BOARD OF DIRECTORS AND

in the web-site.

The relevant Ministry may invite the General Assembly for meeting whenever deemed necessary. Attendance of the individuals nominated as candidate for the Board of Directors, Board members, auditors, and the persons responsible for preparation of financial tables in the General Assembly meetings are admitted. Those not attending must disclose his/her excuse.

ANNOUNCEMENTS

Article 20

Save for the provisions of the Turkish Commercial Code, the announcements of the Company shall be made through a daily newspaper in circulation in the place where the registered office is located.

In relation to General Assembly, the period of notice stipulated in the applicable Turkish Commercial Code, Capital Market Law and Corporate Governance Principles of the Capital Markets Board shall be observed. Announcement of the General Assembly shall be made at least three weeks prior to the date of General Assembly, in addition to the means stipulated by the legislation, by a newspaper of country-wide circulation and any means of communication, including electronic communication, to ensure distribution to as many shareholders as possible.

The applicable provisions of the Turkish Commercial Code in effect shall apply to the announcements relating to capital increase/decrease.

In case of amendment of Articles of Association based on the power of attorneys issued by the shareholders, the amended text is also announced in the newspaper. The adaptations of Capital Market Board relating to announcements are reserved.

BALANCE SHEETS, PROFIT-AND-LOSS ACCOUNTS, BOARD OF DIRECTORS AND AUDIT COMMITTEE REPORTS

AUDIT COMMITTEE REPORTS

Article 29

The financial tables and reports stipulated in the regulations of the Capital Market Board and the independent audit report if independent auditing is required, are submitted to the Capital Market Board and disclosed to public in accordance with the procedure and principles set forth by the Capital Market Board.

At the end of each fiscal period, the reports prepared by the Board of Directors and Audit Committee Board on annual basis, as well as the balance sheet, profit and loss accounts financial tables and relevant reports indicating the financial status of the Company and issued in accordance with provisions of the Capital Market Law and relevant legislation is send to the Ministry of Industry of Commerce within 30 days as of the date of General Assembly meeting.

Also, within latest one month as of the last General Assembly meeting, it is required to send to the Ministry of Industry or to deliver to the State Commissary present in the meeting three copies from each report to be prepared by the Board of Directors and Audit Committee, minutes of General Assembly meeting and the attendance list indicating the names of the attendee-shareholders and quantity of shares. The reports of Board of Directors and Audit Committee, balance sheet, profit and loss accounts, the current version of the Articles of Association is presented to the review of the shareholders at the Company's Headquarters and branches at least 15 days before the General Assembly meeting.

DELEGATION OF AUTHORITY BY THE BOARD OF DIRECTORS:

Article 30

Pursuant to provisions of Article 319 of the Turkish Commercial Code, the Board of Directors may delegate part of its authority and duties as well as representation power to a managing director or managers.

INDEPENDENCY OF BOARD OF DIRECTORS

Article 31

The Board of Directors comprises at least two independent directors. The Chairman and Vice Chairman of the Board of Directors are nominated among the independent directors.

Article 29

The financial tables and reports stipulated in the regulations of the Capital Market Board and the independent audit report if independent auditing is required, are submitted to the Capital Market Board and disclosed to public in accordance with the procedure and principles set forth by the Capital Market Board.

At the end of each fiscal period, the reports prepared by the Board of Directors and Audit Committee Board on annual basis, as well as the balance sheet, profit and loss accounts financial tables and relevant reports indicating the financial status of the Company and issued in accordance with provisions of the Capital Market Law and relevant legislation is send to the relevant Ministry within 30 days as of the date of General Assembly meeting.

Also, within latest one month as of the last General Assembly meeting, it is required to send to the relevant Ministry or to deliver to the State Commissary present in the meeting three copies from each report to be prepared by the Board of Directors and Audit Committee, minutes of General Assembly meeting and the attendance list indicating the names of the attendee-shareholders and quantity of shares. The reports of Board of Directors and Audit Committee, balance sheet, profit and loss accounts, the current version of the Articles of Association is presented to the review of the shareholders at the Company's Headquarters and branches at least 3 weeks before the General Assembly meeting.

DELEGATION OF AUTHORITY BY THE BOARD OF DIRECTORS:

Article 30

Pursuant to provisions of Article 319 of the Turkish Commercial Code, the Board of Directors may delegate part of its authority and duties as well as representation power to a managing director or managers from among Board members except for independent Board members.

INDEPENDENCY OF BOARD OF DIRECTORS

Article 31

REMOVED.

The credentials of the independent directors are expected to meet the independence requirements stipulated in CMB “Corporate Governance Principles”.

COMMITTEES

Article 34

The Board of Directors forms as Corporate Governance Committee and Audit Committee reporting directly to the Board of Directors in the direction of the Capital Markets Board Corporate Governance Principles. The members of the Committees are nominated and appointed by the Board of Directors.

The working principles of the Committee are specified in writing and submitted for the information of the shareholders, investors and public opinion. The working principles of the Committee are also published on the Company’s web site. The Board of Directors is the approval authority with respect of changes in working principles of the committees.

The committees comprise at least 2 members. The chairmen of the committees are selected among the independent members of the Board of Directors. The majority of the Committee members are nominated among the members who do not have executive duty. The committee members may not take office in more than one Committee.

Where deemed necessary, the Board of Directors may select committee members among the experts who are specialized on the subject involved. The Committees meet upon call of the Chairman. The Secretariat reporting to the Board of Directors is authorized to issue and to keep the minutes of meeting in the archives. The information related to Committees is exhibited in writing and stored in the archives upon registration.

AUDIT COMMITTEE

Article 35

An audit committee has been formed to ensure the financial and operational activities are carried out efficiently. This Committee meets at least 4 times in a year on quarterly basis. The individuals from outside can be invited to the committee meetings to furnish information on the agenda items.

CORPORATE GOVERNANCE COMMITTEE

Article 36

This Committee is formed to pursue compliance of

COMMITTEES

Article 34

The formation, function, duties and working principles of committees that the Board of Directors is obligated to form in accordance with the capital market law and related regulations as well as their relationship with the Board of Directors shall be governed by the provisions of applicable regulations.

AUDIT COMMITTEE

Article 35

REMOVED

CORPORATE GOVERNANCE COMMITTEE

Article 36

<p>the Company with Corporate Governance Rules and to submit proposals to the Board of Directors in connection with the appointments. The Committee convenes at least 3 times in a year.</p> <p>The Chief Executive Officer of the Company may not become a member of the Committee. The individuals from outside can be invited to the committee meetings to furnish information on the agenda items.</p> <p>An Investor Relations Unit is established within the body of the Company to report to the Corporate Executive Committee in order to conduct a sound tracking of investors and to encourage relations between the investors and to improve consistency of public disclosures.</p>	REMOVED
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21. Proceeded with the 21th item on the agenda. Mr. Alp Dayı furnished the General Assembly with information on the related party transactions performed within the year. IBM 401K Plus Plan holding 38,570 stocks and Maryland State Retirement And Pension System holding 24,720 stocks declared abstention on this item.

22. The shareholders took the floor and expressed their wishes. IBM 401K Plus Plan holding 38,570 stocks and Maryland State Retirement And Pension System holding 24,720 stocks declared abstention on this item.

There being no further business to discuss, Chairperson Mr. Atty. Aydın Temel closed the meeting and caused all those present in the meeting to set their hand to these minutes of the meeting. Done this the 19th day of June, 2012 at 11:00am.

MINISTRY COMMISSIONER
Ceyda ÇALIK

CHAIRPERSON
Aydın Temel

SECRETARY
Ebru KURT

VOTE COUNTER
Mine ORHUN AYDIN