

**VESTEL WHITE GOODS SANAYİ VE TİCARET ANONİM ŞİRKETİ
(VESTEL WHITE GOODS INDUSTRY AND TRADE CORPORATION)**

**GENERAL SHAREHOLDERS' MEETING
INFORMATION FORM**

The General Assembly of the Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. (Vestel White Goods Corp.), shall hold its Regular Meeting (General Shareholders' Meeting) at the company headquarters located at the address of Zorlu Plaza, Ambarlı Avcılar-İstanbul on the day of 18.05.2007 at 11:00 hours to examine the operations of the year of 2006 and to discuss and adjudicate the agenda of the General Assembly.

The shareholders are required to make their applications to the Company headquarters located at the address of Zorlu Plaza, Ambarlı, Avcılar-İstanbul, and by consigning the share certificates they hold, in turn, to receive their cards of admission to the General Shareholders' Meeting, and to participate in the General Shareholders' Meeting either in person or by way of proxy through their representatives.

The possessors of bearer shares are obliged to consign their share certificates or other document proving that they possess these shares to the company by way of making their applications to the Company headquarters minimum 7 days in advance of the meeting date. The holders of the bearer shares can either receive their cards of admission by submitting their share certificates directly to the company or they can consign these to any bank they wish. Then, they are introduced with a card of admission against the presentation of a document to the company which has been received from this bank and which indicates the value, unit and number of the share certificates being submitted to the related bank. There is no opportunity of admitting the meeting, legally, for those holders of bearer shares who do not have a card of admission.

Shareholders who will not participate in the meeting in person are required to let themselves be represented at the meeting via their representatives by submitting the related proxy, a sample of which has been provided in written in the annex, at least one week in advance of the meeting date to the Company headquarters and have their representatives get their cards of admission, as well.

The Report of the Directors (Annual Report) and the Auditor's Report, the Balance Sheet and Income Statement and the former and new texts of the article 16 and article 33 of the articles of association of the Company shall be made available at the disposal of the shareholders for their examinations at the Company headquarters and the website of the Company (www.vestel.com) with a period of three weeks having precedence over the meeting.

Kindly submitted to the disclosure of the esteemed shareholders.

AGENDA

- 1-) Opening and moment of silence,
- 2-) Election of the Court,
- 3-) Delegation of authority to the Court to sign the Minutes of the General Shareholders' Meeting on behalf of the General Assembly,
- 4-) Reading of the Report of the Directors (Annual Report) on the activities and accounts of the year of 2006,
- 5-) Reading of the financial statements drawn up according to the communiqué No. XI-25 of the Capital Markets Board,
- 6-) Reading of the Auditor's Report and the Independent External Auditing Report,
- 7-) Deliberations on reports and financial statements and acceptance of them, separately,
- 8-) Discussions on proposal of the Board of Directors related to distribution of profit and submission of this for approval,
- 9-) Presentation of information on the dividend distribution policy for 2007 and the following years in line with CMB's Corporate Governance guidelines,
- 10-) Deciding upon the matter of discharging of the members of the Board of Directors and the auditors from their responsibilities for the activities of the year of 2006.
- 11-) Determination of the number of members of the Board of Directors and holding an election,
- 12-) Determination of the number of members of the Auditors and holding an election,
- 13-) Determination of the fees of the members of the Board of Directors,
- 14-) Determination of the fees of the members of the Auditors,
- 15-) Approval of the election of the Independent Audit Firm selected by the Board of Directors for 2007,
- 16-) Presentation of information on donations being made within the year in accordance with the resolution dated 05.06.2003 and no. 29/666 of the Capital Markets Board,
- 17-) Resolution procurement on the matter of delegation of authority and permissions written down in the articles 334. and 335. of the Turkish Commercial Code to the members of the Board of Directors,
- 18-) Discussions and determination of a resolution on the matter of the amendments to be made in the article 16. and 33. of the articles of association of the company within the framework of the permission to be granted by the Capital Markets Board and the Ministry of Industry and Trade,
- 19-) Wishes and closing.

The Former Text
General Assembly
Article 16

The Company's general assembly of shareholders shall be convened in ordinary and extraordinary session. An ordinary general meeting must be held at least once a year and within three months of the date on which the Company's fiscal year ends. Extraordinary general meetings shall be convened and take decisions whenever dictated by the Company's affairs and in accordance with the requirements of law and of these articles of incorporation. General meetings and their quorum requirements are subject to the provisions of the Turkish Commercial Law.

The venue for general meetings is the Company's headquarters. For reasons that the Board of Directors may designate, meetings may also be held in some other suitable place in the city where company headquarters are located and this shall be stated in meeting invitations and announcements.

Announcements of general meetings shall be made at least two weeks before the meeting date. Meeting announcements shall also be published on the Company's website. General meeting announcements shall include the meeting's agenda and the text of the proxy statement for those who intend to cast their votes through a proxy. When a meeting has been announced, copies of the meeting agenda and of the most recent versions of the articles of incorporation, financial statements and footnotes, profit distribution proposal, annual report, and other information concerning the agenda shall be made available at the Company's headquarters and branches. Such information and documents shall also be published on the corporate website.

In situations where it is deemed to be necessary, the trade ministry may summon a general meeting. Persons designated as candidates for board membership, the members of the Board of Directors, the statutory auditors, and those responsible for preparing the financial statements shall attend general meetings. Those who do not must state their reasons for not doing so.

Shareholders shall be provided with detailed information about candidate board members and statutory auditors before an election is held. (The information concerning candidate board members and statutory auditors shall include, among other things, their identity, educational status, existing duties, other duties that they will be performing concurrently with their board membership, the duties they have undertaken in the most recent five years, their relationships with the Company and with its ultimate non-corporate shareholders, their experience, their independent status, their financial circumstances, and any other matters that might have an impact on their board membership.)

The New Text
General Assembly
Article 16

The Company's general assembly of shareholders shall be convened in ordinary and extraordinary session. An ordinary general meeting must be held at least once a year and within three months of the date on which the Company's fiscal year ends. Extraordinary general meetings shall be convened and take decisions whenever dictated by the Company's affairs and in accordance with the requirements of law and of these articles of incorporation. General meetings and their quorum requirements are subject to the provisions of the Turkish Commercial Law.

The venue for general meetings is the Company's headquarters. For reasons that the Board of Directors may designate, meetings may also be held in some other suitable place in the city where company headquarters are located and this shall be stated in meeting invitations and announcements.

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The Former Text
Independent Audit
Article 33

The Company's annual financial statements and such interim financial statements as capital market laws and regulations require to be independently audited shall be audited by an internationally recognized independent auditing firm that has been approved by the general assembly of shareholders within the framework of relevant laws, regulations, and administrative provisions.

The Company may work with the same independent auditors on regular or special audits for no more than five consecutive fiscal years.

The Board of Directors' audit committee shall make a preliminary determination of the independence of the Company's independent auditors. Independent auditors may not concurrently provide the Company with consultancy services as well.

The New Text
Independent Audit
Article 33

The Company's annual financial statements and such interim financial statements as capital market laws and regulations require to be independently audited shall be audited by an internationally recognized independent auditing firm that has been approved by the general assembly of shareholders within the framework of relevant laws, regulations, and administrative provisions.

The Company may work with the same independent auditors on regular or special audits for no more than seven consecutive fiscal years.

The Board of Directors' audit committee shall make a preliminary determination of the independence of the Company's independent auditors. Independent auditors may not concurrently provide the Company with consultancy services as well.