

From: Istanbul Trade Registry
Registration No: 353195 - 300777

Company Name
ASYA FİNANS KURUMU ANONİM ŞİRKETİ

Company Seat: Istanbul, Üsküdar Altunizade Kuşbakışı Cad. N. 2

This is to announce that regarding the Company with name, address and registration number above, the Amendment Draft, which has been approved by the Ministry of Industry and Trade on 02.08.2005 and the resolution of the extraordinary general meeting of shareholders dated 27.08.2005 are registered on 20.12.2005 in accordance with the provisions of the Turkish Commercial Code with no. 6762 and the documents filed in our office.

**Minutes of the Extraordinary General Meeting of Shareholders of
ASYA FİNANS KURUMU ANONİM ŞİRKETİ
held on 27.08.2005**

The Extraordinary General Meeting of Shareholders of Asya Finans Kurumu Anonim Şirketi was held in the principal office at Altunizade Kuşbakışı Cad. No. 2 Üsküdar, İSTANBUL at 11.00 on 27.08.2005, in presence of Mr. Ömer KURLAR, Ministry Observer, who was appointed with the letter of the Industrial and Trade Directorate of Istanbul with no. 51573 of 25.08.2005.

The invitation to the meeting was made as required by the law and the Articles of Association of the Company, by publishing an invitation announcement on the Turkish Trade Register Gazette with no. 6365 of 10.08.2005 and the daily newspapers called Zaman and Referans dated 07.08.2005 and in addition, by sending the invitation to the registered shareholders by registered mail on 10.08.2005 from the Altunizade Anadolu Side Post Office on 05.12.2005. The all invitations included the date and agenda of the meeting.

After checking the presence list, it was found that out of the total capital of the company in value of YTL 120.000.000.00 corresponding with 120.000.000 shares, 57.457.833 shares corresponding with the capital of YTL 57.457.833.00 were represented at the meeting in person and 21.462.352 shares corresponding with YTL 21.462.352.00 were represented by proxy, totally 78.920.185 shares. This showed that the quorum to hold the meeting required by the law and articles of association was obtained. Then, the meeting was opened by Mr. Tahsin Tekoğlu, Chairman of the Board, and the discussion of agenda was started.

- 1- Mr. Abdurrahman Selçuk BERKSAN was elected as the Chair of the Meeting, Mr. Hasan Sayın and Mr. Atif Bilgin as the Secretaries and Mr. Murat Sungurlu and Mr. Mehmet Artukarslan as Vote-Counters unanimously.
- 2- It was resolved unanimously to vest the Presiding Board with authority to sign the minutes of the General Meeting of Shareholders.
- 3- Appointment of Mr. Cemil Özdemir as a Director to fill the vacancy that occurred due to the resignation of Mr. Cemalettin Yüksel was proposed, voted and adopted unanimously
- 4- It was unanimously resolved to increase the capital of the Company, which is currently YTL 120.000.000.00 (One hundred and twenty million New Turkish Liras), to YTL 240.000.000.00 (Two hundred and forty million New Turkish Liras) by an increase of YTL 120.000.000.00 (One hundred and twenty million New Turkish Liras).

It was unanimously resolved to amend the Articles 8, 9, 11, 14, 18, 24, 32, 33 and 49 of the Articles of Association and add an Interim Provision 1 "Combination of Lots" according to the Amendment Draft approved by the Domestic Trade General Directorate of the Ministry of Industry and Trade with no. 5835 of 02.08.2005.

- 5- The meeting was closed by the wishes of the Chairman of the Board for an active year.



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ivjMinistry Observer
Ömer Kurtlar signature

Chairman of the Meeting
A. Selçuk Berksan signature

Vote Counter
Murat Sungurlu signature

Vote Counter
Mehmet Artukarslan signature

Secretary
Hasan Sayın signature

Secretary
Atif Bilgin signature

AMENDMENT DRAFT OF THE ARTICLES OF ASSOCIATION OF ASYA FİNANS KURUMU ANONİM ŞİRKETİ

FORMER TEXT

CAPITAL ARTICLE 8:

The capital of the Company is TL 120.000.000.000.000 (One Hundred and Twenty Trillion Turkish Liras) divided into total 120.000.000 (One hundred and twenty million) shares, each with a nominal value of TL 1.000.000 (One Million Turkish Liras).

The former capital of the Company, i.e. TL 60.000.000.000.000,- (Sixty Trillion Turkish Liras) has been paid up. Registered share certificates representing 60.000.000 (Sixty million) shares have been printed and distributed to the shareholders.

The increased part, i.e. TL 60.000.000.000.000 (Sixty Trillion Turkish Liras) of the capital is covered as described below:

- The part of the capital increased in value of TL 15.000.000.000.000 was subscribed non-collusively and paid in cash. The shares representing the part of the capital increased in cash in value of TL 15.000.000.000.000 will be sold to the current shareholders, after exercising the preferential rights, without offering to the public.
- The part of the capital increased in value of TL 30.000.000.000.000 was covered from the inflation difference under the shareholders equity. Bonus shares issued for the part of the capital increased from the shareholders equity were distributed to the shareholders in proportion to their shares.
- The part of the capital increased in value of TL 1.084.016.138.564 was covered from the profits made from the sales of real estates. Bonus shares issued for the part of the capital increased from the profits made from the sales of real estates were distributed to the shareholders in proportion to their shares.
- The part of the capital increased in value of TL 13.915.983.861.436 was covered from the extraordinary reserves. Bonus shares issued for the part of the capital increased from the extraordinary reserves were distributed to the shareholders in proportion to their shares.

The Board of Directors is authorised to combine the share certificates in coupons representing more than one share.

SHARES



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