

From: Istanbul Trade Registry
Registration No: 353195 - 300777

Company Name
ASYA KATILIM BANKASI ANONİM ŞİRKETİ

Company Seat: Istanbul, Üsküdar, Altunizade, Kuşbakışı Cad. No. 2

This is to announce that regarding the Company with name, address and registration number above, the Amendment to the Articles of Association, which has been approved by the Ministry of Industry and Trade on 21.03.2006 (except for the Article 8 governing the capital increase), the resolution of the Ordinary General Meeting of Shareholders dated 31.03.2006 and the resolution of the General Meeting of Preferred Group A Shareholders dated 31.03.2006 are registered on 19.04.2006 in accordance with the provisions of the Turkish Commercial Code with no. 6762 and the documents filed in our office.

Minutes of the Ordinary General Meeting of Shareholders of
ASYA KATILIM BANKASI ANONİM ŞİRKETİ
held on 31.03.2006

The Ordinary General Meeting of Shareholders of Asya Katılım Bankası Anonim Şirketi was held in the principal office at Kuşbakışı Cad. No. 2 Altunizade, Üsküdar/Istanbul at 16.00 on 31.03.2006, in presence of Ms. Ömer KURLAR, Ministry Observer, who was appointed with the letter of the Industrial and Trade Directorate of Istanbul with no. 13660 of 30.03.2006.

The call to the meeting was announced in the Turkish Trade Registry Gazette with no. 6514 of 16.03.2006 and also in the newspapers Zaman and Referans dated 15.03.2006 as containing the agenda as required by the law and articles of association. The announcement for correction was announced in the Turkish Trade Register Gazette with no. 6520 of 24.03.2006 and published in the newspaper Zaman dated 16.03.2006. Further, the registered shareholders were called to the meeting by sending them a registered letter from Altunizade Anatolian Side Post Office P.T.T. on 15.03.2006, stating 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 240.000.000.00 corresponding with 240.000.000 shares, 126.951.560 shares corresponding with the capital of YTL 126.951.560 were represented at the meeting in person and 32.344.125 shares corresponding with YTL 32.344.125, totally 159.285.685 shares were represented by proxy, which meant that the quorum to hold the meeting required by the law and articles of association was obtained. Then, the meeting was opened by the Chairman of the Board Mr. Tahsin TEKOĞLU, and the discussion of agenda was started.

- 1- Mr. Abdurrahman Selçuk BERKSAN was elected as the Chairman of the Meeting, Mr. İbrahim Sayın and Mr. İrfan Haciosmanoğlu as the Secretaries and Mr. Atif Bilgin and Mr. Mehmet Emin Kara 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.
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- 11- It was unanimously resolved that for increasing the capital of the Company, which is currently YTL 240.000.000, to YTL 300.000.000, by an increase of YTL 60.000.000 (One hundred and twenty million New Turkish Liras) via a public offering, restricting the preferential rights of the existing shareholders, the Article 4. Subject-Matter and Objectives, Article 8. Principal Office and Branches, Article 8. Capital, Article 9. Shares, Article 11. Transfer of Shares, Article 12. Indivisibility of Shares, Article 16. Profit and Loss Participation Certificate and Other Acceptable Securities, Article 18. Ordinary and Extraordinary General



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Meeting, Article 20. Invitation to General Meeting, Article 28. Chairman and Secretariat of General Meeting, Article 30. Documents to be Sent to the Ministry, Article 33. Obligation of Submitting Shares, Article 41. Continuation of the Office, Article 56. Social Aids and Article 60. Miscellaneous will be amended and the Article 10. Coupons, Article 13. Temporary Certificates and Article 15. Lost and Worn Share Certificates will be cancelled according to the Amendment Draft approved by the Domestic Trade General Directorate of the Ministry of Industry and Trade with no. 1996 of 21.03.2006.

12- ...
13- ...
14- ...
15- ...

Ministry Observer
Ömer Kurtlar signature

Chairman of the General Meeting
A. Selçuk Berksan signature

Vote-Counter
Atıf Bilgin signature

Vote-Counter
Mehmet Emin Kara signature

Secretary
İbrahim Sayın signature

Secretary
İrfan Hacıosmanoğlu signature

AMENDMENT DRAFT TO THE ARTICLES OF ASSOCIATION OF ASYA KATILIM BANKASI ANONİM ŞİRKETİ

FORMER TEXT SUBJECT-MATTER AND OBJECTIVES ARTICLE 4:

"The Company is authorised to fulfil the activities stated in its Articles of Association within the limits permitted by the Central Bank of the Republic of Turkey and Capital Market Board."

1. To provide funds to the economy by gathering funds by means of "Special Current Accounts" and "Profit and Loss Participation Accounts" from domestic or foreign sources, in addition to its own capital of the Company, to engage in agricultural, industrial and commercial business and services, encourage the investments in companies, enterprises and groups engaging in the said business and services, to establish joint ventures and fulfil all these business and services without accruing any interest.
2. In accordance with the provisions of the first paragraph of this Article 4 and with the laws;
 - 2.1 To engage in financial business and related fields,
 - 2.2 To borrow funds and accept down payments on such conditions and maturity periods as determined by the Company, and in accordance with the objectives of the Company.
 - 2.3 To issue, withdraw, accept, endorse cheque, bill of exchange, payment order, letter of credit, note, draft, bill of lading warrant, invoice, current valuables or securities and other similar valuables and instruments, and purchase, sell and realise them as a Company, without acting as a broker or portfolio operator.
 - 2.4 To open and operate current accounts and participation accounts,



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