

From: Istanbul Trade Registry
Registration No: 353195 - 300777

Company Name
ASYA FİNANS KURUMU ANONİM ŞİRKETİ

Company Seat: Istanbul, Üsküdar Altunizade Kısıklı Cd. Kuşkapı Sk. 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 25.04.1997, the resolution of the ordinary general meeting of shareholders dated 10.05.1997, the resolution of the board of directors certified by the 4th Notary Public of Beyoğlu with no. 11000 of 12.05.1997 are registered on 21.05.1997 in accordance with the provisions of the Turkish Commercial Code with no. 6762 and on the basis of the signature statement certified by the 4th Notary Public of Beyoğlu with no. 11149 dated 14.05.1997 submitted to our registry and the documents filed in our office.

**Minutes of the Ordinary General Meeting of Shareholders of
ASYA FİNANS KURUMU ANONİM ŞİRKETİ
held on 10.05.1997**

1996 Ordinary General Meeting of Shareholders of Asya Finans Kurumu Anonim Şirketi was held in the principal office at Altunizade Kuşbakışı Cad. No. 2 Üsküdar, ISTANBUL at 11.00 on 10.05.1997, in presence of Mr. Nevzat ÖZER, Ministry Observer, who was appointed with the letter of the Industrial and Trade Directorate of Istanbul with no. 053254 of 09.05.1997 and Ms. Didar Aytaç, who was representative of the Undersecretariat of Treasury.

The call to the meeting was announced in the Turkish Trade Registry Gazette with no. 4273 of 17.04.1997 and also in the newspapers Zaman and Yeni Şafak dated 22.05.1997 as containing the agenda as required by the law and articles of association. Further, the registered shareholders were called to the meeting by sending them a registered letter 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 TL 2,000.000.000.000 corresponding with 2.000.000 shares, 1.091.749 shares corresponding with the capital of TL 1.091.749.000.000 were represented at the meeting in person and 272.750 shares corresponding with TL 272.750.000.000 were represented by proxy, totally 1.364.499 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 the 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 SAYIN and Mr. Osman Gürbüz ÖZKARA as the Secretaries and Mr. Mehmet Şevki EROL and Mr. İsmail KATMERCİ as Vote-Counters unanimously. It was resolved unanimously to vest the Presiding Board with authority to sign the minutes of the General Meeting of Shareholders.
- 2- New appointments made for the vacancies in the Board of Directors were unanimously approved.
- 3- New appointments made for the vacancies in the Board of Auditors were unanimously approved
- 4- Appointment of the members of the High Advisory Board by the Board of Directors was unanimously approved.
- 5- 1996 Annual Operating Report, balance sheet and the statement of profit/loss were read out and discussed. As a result of the vote taken, Balance Sheet and the Statement of Loss and Profit were approved unanimously.
- 6- The Audit Report for the accounts and procedures in 1996 was read out and discussed.
- 7- Regarding the amounts remaining from net profit after appropriating the mandatory reserves required by the Law and our Articles of Associations, it was unanimously resolved to appropriate such amounts as extraordinary reserve.



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