

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 to the Articles of Association, which has been approved by the Ministry of Industry and Trade on 11.11.1996, as adopted by the resolution of the extraordinary general meeting of shareholders dated 11.11.1996 is registered on 22.11.1996 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**

Extraordinary General Meeting of Shareholders of Asya Finans Kurumu Anonim Şirketi was held in the principal office at Altunizade Kuşbakışı Sk. No. 2 Üsküdar, ISTANBUL at 10.00 on 08.11.1996, in presence of Ms. Nihal ÖZÇAYAN, Ministry Observer, who was appointed with the letter of the Industrial and Trade Directorate of Istanbul with no. 96359 of 08.11.1996 and Ms. Didar Aytaç, who was representative of the Undersecretariat of Treasury appointed with the letter of the Undersecretariat of Treasury dated 07.11.1996.

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 (two trillion) corresponding with 2.000.000 shares, the all shares were represented at the meeting (1.656.999 shares in person and 343.001 shares by proxy). This showed that the legal quorum to hold the meeting was obtained. Then, the discussion of agenda was started.

- 1- Upon the proposal of a shareholder, Mr. Ali Rıza TANRISEVEN was elected as the Chair of the Meeting, Mr. Ali AKBULUT as the Secretary and Mr. Tacettin NEGİS as Vote-Counter unanimously.
- 2- It was resolved unanimously to vest the Presiding Board with authority to sign the minutes of the General Meeting of Shareholders.
- 3- The Draft of Amendment to the Articles 4 and 5 of the Articles of Association of the Company was read out as permitted by the Ministry of Industry and Trade with no. B.14.0.ITG.010.00.03/55899-24395 of 01.11.1996.
- 4- The new text of the draft was voted and adopted unanimously.
- 5- There being no further business, the meeting was adjourned.

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11.11.1996

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Chairman of the Meeting Ali Rıza Tanrıseven Signature – Vote Counter Tacettin Negis signature – Secretary Ali Akbulut signature

Ministry Observer  
Nihal Özçayan signature

**NEW 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 and Undersecretariat of Treasury of the Republic of Turkey.

.....  
2.4 To open and operate current accounts and participation accounts,  
.....

2.8 To borrow funds issuing such securities and in such maturity periods as approved in consideration of mortgage or pledge established on the current and future goods, real estates and assets of the Company, including the paid-up capital, in whole or in part, or offering them as security in similar manners,  
.....

2.23 To distribute the proceeds obtained from the sales of the assets or assets themselves to the shareholders in case of dissolution, without breaching the current laws and regulations, and to keep the capital from profits to this end.

## **BUSINESS OF THE COMPANY**

### **ARTICLE 5:**

The Company may fulfil the following business to realise its objectives and subject-matter:

.....  
11. To establish organisations and institutions on administrative, financial, economic, legal, scientific and technical, accounting, foreign trade, customs, education fields and other related fields to ensure the scientific, rational and profitable operation of the companies for which the Company provided funds for realising its objectives in accordance with the laws, to open and operate training and information technology centres to train the internal staff, and organise courses, conferences and seminars.

Representative of the Undersecretariat of Treasury  
Didar Aytaç signature

Chairman of the Meeting Mr. Ali Rıza Tanrıseven signature – Secretary Mr. Ali Akbulut signature – Vote Counter  
Mr. Tacettin Negis signature

## **AMENDMENT TO THE ARTICLES OF ASSOCIATION OF ASYA FİNANS KURUMU A.Ş.**

### **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 and Undersecretariat of Treasury of the Republic of Turkey.  
.....

2.4 To open and operate current accounts, participation accounts and other permitted accounts,  
.....

2.8 To borrow funds issuing such securities and in such maturity periods as approved in consideration of mortgage or pledge established on the current and future goods, real estates and assets of the Company, including the paid-up capital, in whole or in part, or offering them as security in similar manners,

### **NEW 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 and Undersecretariat of Treasury of the Republic of Turkey.  
.....

2.4 To open and operate current accounts and participation accounts,  
.....

2.8 To borrow funds issuing such securities and in such maturity periods as approved in consideration of mortgage or pledge established on the current and future goods, real estates and assets of the Company, including the paid-up capital, in whole or in part, or offering them as security in similar manners,

.....  
2.23 To distribute the proceeds obtained from the sales of the assets or assets themselves to the shareholders in case of dissolution, without breaching the current laws and regulations, and to keep the capital from profits to this end.

**BUSINESS OF THE COMPANY  
ARTICLE 5:**

The Company may fulfil the following business to realise its objectives and subject-matter:

.....  
11. To establish organisations and institutions on administrative, financial, economic, legal, scientific and technical, accounting, foreign trade, customs, education fields and other related fields to ensure the scientific, rational and profitable operation of the companies for which the Company provided funds or of which the Company participates in the capital, for realising its objectives in accordance with the laws, to open and operate training and information technology centres to train the internal staff, and organise courses, conferences and seminars.

.....  
2.23 To distribute the proceeds obtained from the sales of the assets or assets themselves to the shareholders in case of dissolution, without breaching the current laws and regulations, and to keep the capital from profits to this end.

**BUSINESS OF THE COMPANY  
ARTICLE 5:**

The Company may fulfil the following business to realise its objectives and subject-matter:

.....  
11. To establish organisations and institutions on administrative, financial, economic, legal, scientific and technical, accounting, foreign trade, customs, education fields and other related fields to ensure the scientific, rational and profitable operation of the companies for which the Company provided funds for realising its objectives in accordance with the laws, to open and operate training and information technology centres to train the internal staff, and organise courses, conferences and seminars.

Asya Finans Kurumu A.Ş.

General Manager Mr. Murat Ulus signature – Asst. General Manager Mr. Emin Dancı signature

(5/A)(25/67439)