

From: Istanbul Trade Registry
Registration No: 353195 - 300777

Former Company Name
ASYA FİNANS KURUMU ANONİM ŞİRKETİ
New Company Name
ASYA KATILIM BANKASI ANONİM ŞİRKETİ

Company Seat: Istanbul, Üsküdar Altunizade Kısıklı Cd. Kuşkapı 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 14.12.2005 and the resolution of the extraordinary general meeting of shareholders dated 22.12.2005 are registered on 26.12.2005 in accordance with the provisions of the Turkish Commercial Code with no. 6762 and and the documents filed in our office.

Minutes of the Extraordinary General Meeting of Shareholders of
ASYA FİNANS KURUMU ANONİM ŞİRKETİ
held on 22.12.2005

The extraordinary general meeting of Asya Finans Kurumu Anonim Şirketi was held in the principal office of the Company in Kuşbakışı Cad. No. 2 Altunizade Üsküdar/Istanbul on 22.12.2005 at 11.00, in presence of the Ministry Observer Mr. Ömer Kurtlar who was appointed by the letter of the Industry and Trade Directorate of Istanbul with no. 72032 of 21.12.2005.

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. 6447 of 07.12.2005 and the daily newspapers called Zaman and Referans dated 07.12.2005 and in addition, by sending the invitation to the registered shareholders by registered mail 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 240,000,000.00 corresponding with 240.000.000 shares, 99.464.060 shares corresponding with the capital of YTL 99.464.060,00 were represented at the meeting in person and 30.013.000 shares corresponding with YTL 30.013.000,00 were represented by proxy, totally 129.477.060 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 Mr. Tahsin TEKOĞLU, and the discussion of agenda was started.

- 1- Mr. Abdurrahman Selçuk BERKSAN was elected as the Chair of the Meeting, Mr. Atif Bilgin and Mr. Yalçın AKARSU as the Secretaries and Mr. İrfan HACIOSMANOĞLU and Mr. Adnan Osman GÜLDAŞ 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- The Amendment to the Articles of Association amending the Article 1 "Foundation", Article 2 "Company Name", Article 57 "Dissolution and Termination" of the Articles of Association, which was approved by the Domestic Trade General Directorate of the Ministry of Industry and Trade with no. 8892 of 14.12.2005, was approved unanimously.
- 4- The meeting was closed by the wishes of the Chairman of the Board for an active year.

Ministry Observer
Ömer Kurtlar

Signature

Chairman of the Meeting
Abdurrahman Selçuk Berksan

Signature



Gizem Uluslararası Tercüme
ve Dil Hizmetleri Ltd. Şti
Perpa Tic. Mrk. B Blok Kat 11
No 1556 Çekirgeçler-İST
Tel: (0212) 210 50 27-210 66 12
Fax: (0212) 210 50 01
Şişli Vergi Dairesi 3060094434
Sicil No 384717/332290

Vote Counter İrfan Hacıosmanoğlu	Signature
Vote Counter Adnan Osman Güldaş	Signature
Secretary Atif Bilgin	Signature
Secretary Yalçın Akarsu	Signature

Amendment to the Articles of Association of Asya Finans Kurumu Anonim Şirketi

Former Text:
Foundation Article 1:

A joint stock company is established to operate as a private financial institution by the following shareholders, with the Decree of the Council of Ministers with no. 83/7506 of 16.12.1983 published on the Official Journal with repeated no. 18258 of 19.12.1983, in accordance with the provisions of the Turkish Commercial Code governing the instantaneous foundation of joint stock companies.

Company Name
Article 2:

The name of the company is Asya Finans Kurumu Anonim Şirketi hereinafter referred to as "Company".

Dissolution and Termination
Article 57: (*)

The Board of Directors may call a general meeting for discussing the dissolution or termination or continuation of the Company due to any reason. Any dissolution or termination shall be made in accordance with the laws, especially those regulating private financial institutions.

Further, the Company may be dissolved with a court order due to any reason stated in the Article 434 of the Turkish Commercial Code or terminated with a resolution of the general meeting.

New Text:
Foundation Article 1:

A joint stock company is established to operate as a private financial institution by the following shareholders, with the Decree of the Council of Ministers with no. 83/7506 of 16.12.1983 published on the Official Journal with repeated no. 18258 of 19.12.1983, in accordance with the provisions of the Turkish Commercial Code governing the instantaneous foundation of joint stock companies. Then, the Company was transformed into a Participation Bank pursuant to the Banking Law no. 5411 of 19.10.2005.

Company Name
Article 2:

The name of the company is Asya Katılım Bankası Anonim Şirketi hereinafter referred to as "Company".

Dissolution and Termination
Article 57: (*)

The Board of Directors may call a general meeting for discussing the dissolution or termination or continuation of the Company due to any reason. Any dissolution or termination shall be made in accordance with the Banking Law and other related laws.

Asya Finans Kurumu A.Ş.
Cemil Özdemir
Board Member signature
Tahsin Tekoğlu
Chairman of the Board of Directors signature



Gizem Uluslararası Tercüme
ve Dış Hizmetler Ltd Şti
Perpa Tic. Mrk. B Blok Kat:11
No 1566 Okmeydanı-İST
Tel: (0212) 210 50 27-210 88 12
Fax: (0212) 210 50 01
Şişli Vergi Dairesi 3960084434
Sicil No 384717/332299