

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 resolution of the extraordinary general meeting of shareholders dated 21.09.2002 and the Amended Articles of Association, which has been approved by the Ministry of Industry and Trade on 03.09.2002 are registered on 30.12.2002 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 21.09.2002**

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 21.09.2002, in presence of Mr. Ömer KURLAR, Ministry Observer, who was appointed with the letter of the Industrial and Trade Directorate of Istanbul with no. 80599 of 19.09.2002.

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. 5628 of 05.09.2002 and the newspaper called Finansal Forum dated 04.09.2002 and in addition, by sending the invitation to the registered shareholders by registered mail on 03.09.2002 from the Üsküdar Anadolu Side Post Office on 03.09.2002. 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 TL 20.000.000.000.000 corresponding with 20.000.000 shares, 7.241.018 shares corresponding with the capital of TL 7.241.018.000.000 were represented at the meeting in person and 2.332.910 shares corresponding with TL 2.332.910.000.000 were represented by proxy, totally 9.573.928 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 Chairman of the Meeting, Mr. Atif BİLGİN and Mr. Bünyamin PİRİM as the Secretaries and Mr. Abdülcebbar EZGİN and Mr. Kazım ÇAKMAK 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- Amendment to the Article 24 and increase of the capital were discussed. Accordingly, it was unanimously resolved to increase the capital of the Company, which is currently TL 20.000.000.000.000 (Twenty Trillion Turkish Liras), to TL 40.000.000.000.000 (Forty Trillion Turkish Liras) by an increase of TL 20.000.000.000.000 (Twenty Trillion Turkish Liras).

It was unanimously resolved to adopt the Draft of the Amendment to the Articles of Association of the Company amending the Articles 8 "Capital" and 24 "Vote" as approved by the Domestic Trade General Directorate of the Ministry of Industry and Trade with no. 7501 of 03.09.2002.

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

Ministry Observer Mr. Ömer Kurtlar	signature	Chairman of the Meeting Mr. A. Selçuk Berksan	signature
Secretary Mr. Katip Bünyamin	signature	Secretary Mr. Atif Bilgin	signature
Vote Counter Mr. Abdülcebbar Ezgin	signature	Vote Counter Mr. Kazım Çakmak	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 20.000.000.000.000 (Twenty Trillion Turkish Liras) divided into total 20.000.000 (Twenty million) shares, each with a nominal value of TL 1.000.000 (One Million Turkish Liras).

Out of the former capital of the Company, i.e. TL 10.000.000.000.000,- (Ten Trillion Turkish Liras), which has been paid up, registered share certificates representing 10.000.000 shares have been printed and distributed to the shareholders.

The increased part, i.e. TL 10.000.000.000.000 (Ten Trillion Turkish Liras) of the capital is covered as described below:

- a) The part of the capital increased in value of TL 1.150.000.000.000 (one trillion one hundred and fifty billion) was covered from the revaluation fund. Bonus shares issued for the part of the capital increased from the revaluation fund were distributed to the shareholders in proportion to their shares.
- b) The part of the capital increased in value of TL 850.000.000.000 (eight hundred and fifty billion) was covered from the voluntary reserves. Bonus shares issued for the part of the capital increased from the voluntary reserves were distributed to the shareholders in proportion to their shares.
- c) The part of the capital increased in value of TL 8.000.000.000.000 (eight trillion) was subscribed non-collusively and paid in cash all at once. The shares representing the part of the capital increased in cash in value of TL 8.000.000.000.000 will be sold to the current shareholders, after exercising the preferential rights, without offering to the public.

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

VOTE

ARTICLE 24:

The shareholders can cast one vote for each share in value of TL 1.000.000 (One Million Turkish Liras) they hold at the General Meeting. The shareholders may appoint a proxy to vote on behalf of them.

Votes shall be cast by show of hands. However, upon the request of the Shareholders holding at least one-twentieth of the shares represented at the general meeting, balloting shall be made.

It is compulsory that proxies representing shareholders at general meetings shall be also shareholders.

Content of the proxy letters shall be determined in accordance with the Capital Market Law and related regulations. Chairman and members of the Board of Directors and first grade authorised signatories cannot vote by proxy.

In case of the proxies not included in this paragraph, the aggregate of the shares they hold and those shares for which they will vote as a proxy shall not exceed one-tenth of the capital.

NEW TEXT

CAPITAL

ARTICLE 8:

The capital of the Company is TL 40.000.000.000.000 (Forty Trillion Turkish Liras) divided into total 40.000.000 (Forty million) shares, each with a nominal value of TL 1.000.000 (One Million Turkish Liras).

Out of the former capital of the Company, i.e. TL 20.000.000.000.000,- (Twenty Trillion Turkish Liras), which has been paid up, registered share certificates representing 20.000.000 shares have been printed and distributed to the shareholders.

The increased part, i.e. TL 20.000.000.000.000 (Twenty Trillion Turkish Liras) of the capital is subscribed non-collusively and paid in cash all at once.

The shares representing the part of the capital increased in cash in value of TL 20.000.000.000.000 will be sold to the current shareholders, after exercising the preferential rights, without offering to the public.

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

VOTE

ARTICLE 24:

The shareholders can cast one vote for each share in value of TL 1.000.000 (One Million Turkish Liras) they hold at the General Meeting. The shareholders may appoint a proxy to vote on behalf of them.

Votes shall be cast by show of hands. However, upon the request of the Shareholders holding at least one-twentieth of the shares represented at the general meeting, balloting shall be made.

Content of the proxy letters shall be determined in accordance with the Capital Market Law and related regulations.

Ünal Kabaca
Muammer İhsan Kalkavan

General Manager and Board Member
Chairman of the Board of Directors

signature
signature