Minutes of the Extraordinary General Meeting of ÜLKER BİSKÜVİ SANAYİ ANONİM ŞİRKETİ

(Trade Registry:Istanbul/41603)

dated 19.03.2012

The Extraordinary General Meeting of **Ülker Bisküvi Sanayi A.Ş.** dated 19.03.2012 was held at 10:00 in the address "Davutpaşa Caddesi No:10 Topkapı – ISTANBUL" under the supervision of Mrs. **Aysu ŞİMŞEK**, the Ministry Commissioner who was designated by the letters of Istanbul Provincial Directorate of the Ministry of Science, Industry and Technology dated 16.03.2012 and numbered 13280.

The invitation regarding the meeting was made within the required time to contain the agendum as stipulated in Law and the articles of association, thereby being announced on the Turkish Trade Registry Gazette dated 22.02.2012 and numbered 8011, on the publication dated 23.02.2012 of the World Gazette which is published daily, and at www.ulkerbiskuvi.com.tr, the website of Ülker Bisküvi Sanayi A.Ş. thereby notifying the date and agendum of the meeting.

From the examination of the attendance sheet, it was understood that, from 26.860.000.000 shares corresponding total 268.600.000.-TL capital of the company, total **19.512.611.008** shares were represented at the meeting 11.249.814.402 shares corresponding 112.498.144,02-TL capital being represented personally; and 8.262.796.606 shares corresponding 82.627.966,06-TL capital were represented in proxy and thus it was understood that the minimum quorum stipulated in both Law and the articles of association was present, so the agendum was read once more to the shareholders, and it was seen that there were no requests of amendment and supplement or objections and the discussion of the articles in the agendum started upon the approvals of the commissioner of the Ministry of Science, Industry and Technology.

1. The meeting was opened by **Mehmet TÜTÜNCÜ** and it was unanimously decided to elect **Mahmut Oltan SUNGURLU** as the president of council, **Şener ASTAN** as the vote collector and **Hüseyin Avni METİNKALE** as the clerk.

2. It was unanimously decided to give authorization to the Presidency of Council to sign the minutes of the meeting.

3. It was decided to increase the paid capital of the company by 73.400.000.- and make it 342.000.000.-TL and totally restrict the pre-emption rights of the current partners, approve the registered distribution of Group "C" bearer share certificates in the amount of 73.400.000.-TL which will be issued due to Capital increase to the holders of Registered Dividend Shares and Groups A and B Preferred Share Certificates against the removal of the preferred share certificates and dividend privileges and to the holders of preferred share certificates at the rate of their removed privileges, to the holders of registered dividend shares at the rate of their removed certificates with the majority of votes with 19.403.875.107 votes against 108.736.000 nay votes.

4. It was discussed to change the amendments of article 7 titled Capital of the Company, article 9 titled Dividend Shares, article 12 titled Executive Board and article 34 titled Distribution of Profits of the articles of association of the company in the form in the annex approved by the letters of the Capital Markets Board dated 15.02.2012 and numbered B.02.6.SPK.0.13.00-105.01.01.01-281 and the General Directorate of Domestic Trade of the Ministry of Customs and Trade dated 16.02.2012 and numbered B.21.0.İTG.0.03.00.01/351.02-1949-130781-1130 and accepted with the majority of votes with 19.403.875.107 votes against 108.736.000 nay votes.

5. Nobody took the floor in the wishes and requests part and the meeting was finished by the Presidency of Council as there were no other items left to be discussed in the agendum.

COMMISSIONER OF THE MINISTRY OF SCIENCE, INDUSTRY AND TECHNOLOGY	PRESIDENT OF COUNCIL	VOTE COLLECTOR	CLERK
Aysu ŞİMŞEK	Mahmut Oltan SUNGURLU	Şener ASTAN	Hüseyin Avni METİNKALE