Ülker Bisküvi Sanayi Anonim Şirketi - Meeting Minutes of the Ordinary General Assembly Held on May 27, 2008

The Ordinary General Assembly of Ülker Bisküvi Sanayi Anonim Şirketi was held on May 27, 2008 at 14:00 in Barcelo Eresin Topkapı Hotel located at Millet Caddesi No: 186 Topkapı, ISTANBUL. The meeting was held under the supervision of ministry commissioner Feyyaz Bal, who was appointed as per the Istanbul Provincial Directorate of Industry and Commerce Directive No. 31069 on May 26, 2008.

As stipulated in the law and the Articles of Association, an invitation to the meeting was made within the required time by announcing the meeting date and agenda: in the Turkish Trade Registry Gazette No. 7059 on May 9, 2008; daily Dünya Newspaper and Referans Newspaper on May 8, 2008; by publishing it on Ülker Bisküvi Sanayi A.Ş. website at www.ulkerbiskuvi.com.tr; and by sending registered mail to the registered shareholders and bearer shareholders who provided their addresses by depositing stock certificates ahead of time.

Upon examination of the attendance sheet, it was determined that of the total 26,860,000,000 shares corresponding to total 268,600,000 Turkish lira capital of the company, 12,377,168,802 shares (corresponding to 123,771,688 Turkish lira capital) were represented in person and 7,582,305,215 shares (corresponding to 75,823,052 Turkish lira capital) were represented by proxy. Thus, with the total 19,959,474,017 shares were that were represented in the meeting, the minimum quorum (as stipulated by the law and by the Articles of Association) was reached and the meeting was called to order by Dr. Cafer Fındıkoğlu.
Following the observance of a moment of silence and the statement from the ministry commissioner that there were no obstacles to start the General Assembly, the discussion on the agenda articles began.

1- With 19,940,637,717 affirmative votes against 18,836,300 abstaining votes at the voting for the Meeting Council, Mahmut Oltan Sungurlu, Hilmi Durmaz and Ilhan Turan Usta were elected as President of the Council, Vote Collector and the Clerk respectively.

2- The Presidency Council was authorized with the majority of 19,940,637,717 affirmative votes against 18,836,300 abstaining votes to sign the minutes of the meeting.

3- The 2007 Board of Directors and the Board of Auditors Reports were read and discussed. Zeynep Canpolat Akalın and Berna Özer, who represent overseas partners that own 36,245,900 shares, stated their abstention on this item.

4- The Independent External Audit Report, which contains the consolidated financial statements for the 2007 accounting period and the related operating results that are prepared in accordance with the Capital Markets Board's (CMB) Communiqué Serial: XI, No: 25, was read and discussed. Zeynep Canpolat Akalın and Berna Özer, who represent overseas partners that own 36,245,900 shares, stated their abstention on this item.

5– The 2007 consolidated balance sheet and income statement, which accurately reflect the accounting principles and standards that are specified in the Communiqué Serial: XI, No: 25 "Capital Markets Accounting Standards" of the CMB, were read, discussed and approved with the majority of 19,902,006,417 affirmative votes against 57,467,600 abstaining votes.

6- With the majority of 19,940,637,717 affirmative votes against 18,836,300 abstaining votes, it was decided that the gross 31,500,00 Turkish lira be distributed from the 2007 period profit per the dividend distribution policy as stated in article 31 of the Articles of Association. Accordingly, it was concluded that the distribution of gross 24,341,241 Turkish lira (net 20,690,054.85 Turkish lira) to ordinary shareholders, the distribution of gross 4,296,229 Turkish lira (net 3,651,794.65 Turkish lira) to Group “A” and “B” shareholders and the distribution of gross 2,862,530 Turkish lira (net 2,433,150.50 Turkish lira) to registered dividend shareholders be made in exchange for No: 5 dividend right coupons for the registered dividend shares and 2007 dividend right coupons for “A,” “B,” “C” and “D” group shares on 30 May 2008. Additionally, decisions on the authorization of the company executives for determining other issues that relate to the profit distribution, the retention of 56,912,955.59 Turkish lira (the remaining amount from the 2007 statutory profit after deductions such as taxes) as extraordinary reserves, and the approval of the Board of Directors decision to pay 580,080.51 Turkish lira as merit bonus to the company employees for calendar year 2007 were agreed upon.

7- The Board of Directors members and the auditors were discharged from liability on an individual basis as a result of the majority vote of 19,936,570,217 affirmative votes against 22,903,800 abstaining votes.

8 - As approved by the letters of the CMB (No. B.02.1.SPK.0.13-893) and the Ministry of Science, Industry and Technology (No. B.14.O.İTG.0.10.00.01/401.01-1949-65507) dated May 26, 2008; the below-mentioned draft amendment was discussed and adopted with the majority vote of 19,879,792,917 affirmative votes against 23,403,800 abstaining and 56,277,300 dissenting votes.

ÜLKER BİSKÜVİ SANAYİ ANONİM ŞİRKETİ - DRAFT AMENDMENT TO ARTICLES OF INCORPORATION

Old Text

II
Capital and Share Certificates
1– Capital of the Company:
Article 7 –
The company has accepted the registered capital system pursuant to the provisions of law 2499 (amended by law 3794) and has shifted to this system with the CMB's permission No: 2/24 on January 16, 2004.
Registered capital of the company is 500,000,000 (five hundred million) Turkish Lira and it has been divided to 50,000,000,000 (fifty billion) shares at a nominal value of 1 (one) Kuruş each.

The company's issued capital has been divided to 23,870,000,000 (twenty-three billion eight hundred and seventy million) shares at a nominal value of 1 (one) Kuruş each.
The company's issued capital consists of 23,869,995,566 Group C, 1,486 Group A and 2,217 Group D bearer share certificates and 731 Group B registered share certificates. Its total amount of 238,700,000 (two hundred and thirty-eight million seven hundred thousand) Turkish Lira has been paid in full.

Share certificates to be issued from the company funds shall be distributed to existing partners of the company free of charge according to their participation rates to the company capital.
The company's Board of Directors can have the share certificates printed in denominations to contain several shares.

Temporary Article 1 -
While the nominal value of the share certificates was 1,000 (one thousand) Turkish Lira, it has been changed to 1 (one) New Kuruş within the provisions of the law on making amendments to the Turkish Commercial Code (TCC) No: 5274.
The total number of shares has decreased as a result of such change and 1 (one) share at a value of 1 (one) New Kuruş will be exchanged for 10 (ten) shares at a value of 1,000 (one thousand) Turkish Lira.
Fraction receipts will be issued for the shares that could not be completed to 1 (one) New Kuruş.
In relation to this change, the rights of the shareholders that arise from their owned-shares are reserved.

As a result, the “1” and “2” series of share certificates shall be merged with the “3” series.
In connection with the transactions of share change and merger of the series, the rights of the shareholders that arise from their owned-shares are reserved.
The Board of Directors shall commence the transactions on the exchange of shares after the dematerialization of Capital Markets instruments are implemented, and within the framework of related regulations.

III
Management

A - Board of Directors

1 - Memberships:
Article 12:
The company's affairs are conducted by a Board of Directors composed of 6 (six) members elected by the General Assembly per the provisions of the TCC and the conditions listed below.

Members of the Board of Directors are elected as follows: 4 (four) members are selected among the candidates who are determined by the absolute majority of the Group “A” shareholders, 1 (one) member is selected among the candidates who are determined by the absolute majority of the Group “D” shareholders and 1 (one) member is selected based on the general provisions.

2 - Term:

Article 13 –
The first Board of Directors were elected for a three-year period.
Upon the expiration of this term, the function of the Board of Directors terminates and new elections are held.
However, it is possible for a former member to be re-elected.
The members of the Board of Directors may be changed at any given time if deemed necessary by the General Assembly.
Board of Directors shall be selected for maximum of three years.

3 – Meetings of the Board of Directors and the Quorum:

Article 14 –

The Board of Directors meets regularly and as often as necessary to conduct its affairs and transactions effectively.
The Board of Directors has to convene also when it is deemed necessary by the Chairman or one of the members.
The meetings of the Board of Directors may be held in the company headquarters or a convenient place in the city where the headquarters is located, or in another city by the resolution of the Board of Directors.

The members of the Board of Directors shall determine among themselves whether they can distribute tasks.

4 - The Company's Management, Authorization to Represent and Bind

Article 15 –

The company’s management and its external representation reside with the Board of Directors.

The validity of the company’s external representation is determined by the Board of Directors.

In order for documents that are provided or signed by the company to be valid and binding (unless otherwise decided), any two members of the Board of Directors must sign under the official company title.

Board of Directors may assign their management duties and their authority to represent and bind either completely or partially to one or more managing members pursuant to article 319 of the TCC, or even to a manager or a group of managers who may or may not be shareholders.

Managers may be appointed for a time period exceeding the tenures of the Board of Directors members.

Board of Directors may establish committees or commissions in order to conduct the business.

The Board of Directors shall determine, register and announce the managers’ authorities and whether or not such authorities will bind the company either individually or collectively.

5 - Power of Attorney:

Article 16 –

The Board of Directors may give power of attorney to one of its members or third parties for conducting company businesses, and determine their binding limits.

6 - Wages of the Members of the Board of Directors:

Article 17 –

The wages of the members of the Board of Directors shall be determined by the General Assembly every year for each member separately based on the actual time they spend for company businesses, as well as the financial status of the company.

B - Auditors

1 – Their Selections:

Article 18 –

General Assembly selects two or more auditors among the shareholders or externally for a maximum period of three years.

Auditors form a committee.

The General Assembly determines auditor wages.

2 - Their Duties:

Article 19 –

The auditors are obligated with the execution of the duties stated in the article 353 of the TCC.

Furthermore, they are authorized and responsible for calling a Ordinary General Assembly and determining its agenda with the purpose of taking all necessary measures to govern the company well and to preserve its interests. Additionally, they are responsible for preparing the report as stated in the article 354 of the TCC.

In the event important and urgent issues arise, the auditors have to use their authority immediately.

Pursuant to this Articles of Association, the auditors are jointly and severally accountable for not performing their assigned duties.

C - General Assembly

1 - Form of the Meeting:

Article 20 –

The General Assembly meets in ordinary or extraordinary sessions.

The ordinary meetings of the General Assembly are held within three months after the end of the company's fiscal period, and at least once a year.

At this meeting, the provisions of article 369 of the TCC are reviewed and required decisions are made.

The extraordinary meetings of the General Assembly convene as required by the company's business. The necessary decisions are made in accordance with the TCC and this Articles of Association.

2 - Meeting Location:

Article 21 –

The Ordinary General Assemblies shall be held in the company headquarters or a convenient location in the city where the headquarters is located, or at a convenient location of one of the following cities: Ankara, Izmir, Bursa or Adana.

3 - Proxy Appointment

Article 22 –

During Ordinary General Assemblies, the shareholders can be represented through the proxy they appoint either among the other shareholders or externally.

In accordance with the related regulations of the CMB, proxies (who are company shareholders) are authorized to use the votes of the shareholders they represent in addition to their own votes.

The Board of Directors shall determine and announce the form of proxy voting by taking into account the relevant regulations of the CMB.

4 - Announcements:

Article 23 –

Without prejudice to the provisions of Turkish Commercial Code's article 37 paragraph 4, the company announcements are published in a local newspaper at least 15 days in advance.

If there are no local newspapers, then the announcements are published in newspapers with close proximity to the company's headquarters.

On the other hand, announcements for Ordinary General Assemblies are made at least two weeks in advance and on days except for announcement and meeting dates as stated in the provisions of the TCC's article 368.

The provisions of the TCC's article 370 are reserved.

The provisions of the TCC's article 397 and 438 are reserved for announcements on reducing capital and liquidation activities.

Announcements that are made in lieu of the Capital Market Law (CML) shall comply with related legislation provisions.

5 - Votes:

Article 24 –

Repealed.

6 - Voting Methods:

Article 25 –

At the Ordinary General Assemblies, the voting is conducted by a show of hands.

However, upon request by shareholders that hold one tenth of the capital that is represented by the present shareholders, secret ballot method must be used.

7 - Quorum:

Article 26 –

The Ordinary General Assemblies shall be held with the presence of the shareholders representing at least one fourth of the company capital except for cases involving contrary provisions in the TCC.

In case the quorum is not present, the meeting is rescheduled.

Regardless of the amount of the capital that they represent, the shareholders who are present at the second meeting shall be authorized to discuss and decide on the agenda items.

8 - Presence of a Commissioner in the Meetings:

Article 27 –

Both the ordinary and extraordinary meetings of the General Assembly must be reported to the Ministry of Science, Industry and Technology at least twenty days prior to the meeting date. Copies of the meeting agenda and all associated documents must be submitted to the Ministry.

It is mandatory to have the Ministry of Science, Industry and Technology's Commissioner present in all meetings.

The Ordinary General Assembly resolutions that are made in the absence of the Commissioner shall not be valid.

9 - Amending the Articles of Association:

Article 28 –

The finalization and implementation of all amendments to the company's Articles of Association shall depend on the permissions of the CMB and the Ministry of Science, Industry and Technology.

Such amendments shall be valid as of the date of their announcement after being duly approved and registered with the trade registry.

IV
Annual Reports and Accounts

1 - Annual Reports and Obligation to Notify:

Article 29 –

a) Annual Reports: Three copies each of the Board of Directors report, the auditors' report, the statement that includes the Ordinary General Assembly minutes from the annual balance sheet and the table that shows names of the shareholders who were present at the meeting and the amount of shares they hold must be delivered to the Ministry of Science, Industry and Technology within one month from the date of the last meeting of the General Assembly, at the latest or must be provided to the Commissioner present at the meeting.

In the event that the financial statements and reports that are required by the Capital Markets Board are subject to independent auditing, the Independent

Auditor’s Report is delivered to the Board in accordance with the principles and procedures that are specified by the Board and is disclosed to the public.

b) Obligation to Notify: The information that is within the scope of the special circumstances which the Capital Markets Board considers necessary to disclose to the public shall be provided to the Capital Markets Board and the related exchanges per the methods and principles to be determined.

2 - Annual Accounts:

Article 30 –

The fiscal year of the company shall start on January 1 and ends on December 31.

However, the exception is the first fiscal year as it includes the period between the company’s incorporation date and December 31 within that calendar year.

V
Distribution of Profits and Reserve Funds

1 - Distribution of Profits

Article 31 –

The net profit, as stated in the annual balance sheet, is calculated by deducting the company’s general expenses, various amortization considerations, amounts that are required to be paid or set aside and the current payable taxes from the total profit assessed at the end of the fiscal year. After deducting the previous years' losses, the net profit (if any) is distributed in the order listed below:

a) 5% of the balance sheet profit is set aside as legal reserves per the article 446, paragraph 1 of the TCC.

b) First dividend is appropriated for the shareholders in the amount and proportion as determined by Capital Markets Board.

The first dividend, which is mandatory to be set aside per the Law, is equally distributed to all of the existing shares as of the fiscal period regardless of their dates of issue and acquisition.

c) Unless the above-mentioned reserve funds and the first dividend are set aside, the decisions on reserving additional funds or carrying forward the profit to the following year cannot be made. Unless the first dividend is paid, the decision cannot be made to distribute profit shares to members of the Board of Directors, employees, workers, holders of dividend and founder share certificates, preferred shareholders, foundations established for various purposes and to persons and institutions having similar characteristics.

d) Without prejudice to the dividend that shall be paid to shareholders in accordance with above paragraph (b), an amount equivalent to 17.65% of the first dividend is distributed to Group “A” and “B” shareholders and an amount equivalent to 11.76% of the first dividend is distributed to holders of registered dividend share certificates.

e) The remaining profit is distributed per the rules defined in above paragraphs (b) and (d) upon the decision of the General Assembly.

f) The distribution of the second dividend to shareholders and other persons who contribute to the profit shall be determined by the General Assembly. Pursuant to article 466 paragraph 3 of the TCC, one tenth of the second dividend is set aside as a reserve fund after the 51% of the profit share is deducted from the paid capital of the shareholders.

g) Dividend advance can be distributed as per the provisions of the CML.

Upon the proposal of the Board of Directors, the dates and the distribution method of the annual profit to the shareholders are decided by the General Assembly in compliance with the provisions of the CML and related legislation regulations.

Profits distributed as such cannot be withdrawn.

2 - Date of Profit Distribution

Article 32 –

Repealed.

3 - Reserve Funds

Article 33 –

Ordinary reserve funds shall be set aside up to 20% of the company’s share capital.

If, for any reason the general reserve fund falls below 2% of the share capital, additional reserve funds are set aside until the same amount is reached.

As long as the general reserve fund does not exceed 50% of the share capital, it may be used towards settling damages exclusively or taking appropriate preventive measures to sustain operations, prevent unemployment or alleviate their consequences when things do not work out as expected.

The profits shall not be distributed to shareholders unless the statutory and reserve funds are set aside from the net profit in accordance with the provisions of the Law and these Articles of Association.

VI
Termination and Liquidation of the Company

1 - Reasons for Termination:

Article 34 –

The company may be terminated per the reasons stated in the TCC, by a court decision or a resolution of the General Assembly in accordance with the related provisions of the TCC.

2 - Call for the Ordinary General Assembly:

Article 35 –

The Board of Directors may call for a Ordinary General Assembly to discuss the termination, liquidation and the continuation of the company for any reason.

3 - Liquidation Officers:

Article 36 –

If the company dissolves or terminates for any reason other than bankruptcy, liquidation officers will be appointed by the General Assembly.

4 - Applicable Provisions of the Law

Article 37 –

The company’s termination and liquidation procedures along with the authorities and the responsibilities of its liquidation officers are determined pursuant to the provisions of articles 44 and 449 of the TCC.

VII
Miscellaneous Provisions

1 - Delivery of the Articles of Association:

Article 38 –

In addition to providing printed copies of this Articles of Association to the shareholders, the company shall deliver ten copies to the Ministry of Science, Industry and Technology and one copy to the Capital Markets Board.

2 - Legal Provisions:

Article 39 –

The provisions of the TCC, Capital Markets Law and other relevant legislations shall apply for the matters that are not covered by this Articles of Association.

Dividend Right Certificates:

Article 40 –

Repealed.

New Text

II
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Article 7 –
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Registered capital of the company is 500.000.000 (five hundred million) Turkish Lira and it has been divided to 50.000.000.000 (fifty billion) shares at a nominal value of 1 (one) Kuruş each.

The company's issued capital has been divided to 26,860,000,000 (twenty-six billion eight hundred and sixty million) shares at a nominal value of 1 (one) Kuruş each.
The company's issued capital consists of 26,859,995,566 Group C, 1,486 Group A and 2,217 Group D bearer share certificates and 731 Group B registered share certificates. Its total amount of 268,600,000 (two hundred and sixty-eight million six hundred thousand) Turkish Lira has been paid in full.

Share certificates to be issued from the company funds shall be distributed to existing partners of the company free of charge according to their participation rates to the company capital.

The company’s Board of Directors can have the share certificates printed in denominations to contain several shares.

While the nominal value of the share certificates was 1,000 (one thousand) Turkish Lira, it has been changed to 1 (one) New Kuruş within the provisions of the law on making amendments to the TCC No: 5274.
The total number of shares has decreased as a result of such change and 1 (one) share at a value of 1 (one) New Kuruş will be exchanged for 10 (ten) shares at a value of 1,000 (one thousand) Turkish Lira.
In relation to the aforesaid change, the rights of the shareholders that arise from their owned-shares are reserved.
Shares representing the capital are monitored per the dematerialization principles.

III
Management

A - Board of Directors

1 - Memberships:
Article 12:
The company's affairs are conducted by a Board of Directors composed of 7 (seven) members elected by the General Assembly per the provisions of the TCC and the conditions listed below.

Members of the Board of Directors are elected as follows: 4 (four) members are selected among the candidates who are determined by the absolute majority of the Group “A” shareholders, 1 (one) member is selected among the candidates who are determined by the absolute majority of the Group “D” shareholders and the other members are selected based on the general provisions.

It is mandatory that 3 (three) of them must be independent members who possess the qualifications that are specified in the Corporate Governance Principles of the Capital Markets Board.

It is essential that at least a third of the members of the Board of Directors are elected from candidates with higher education who possess basic knowledge about the regulations on the company’s operations and dispositions, are qualified and experienced on company management and have the competence to examine thoroughly the financial statements and reports.

The Board of Directors selects one Chairman and one Deputy Chairman among its members in order to accomplish duties and responsibilities as required.

Utmost attention is paid so that the Board of Directors’ Chairman and the General Manager are different persons.

If deems necessary, the Board of Directors shall delegate a portion its duties for the purpose of determining the executive members who shall assume the responsibilities of monitoring certain operations of the company and the decisions taken.

Chairman of the Board of Directors is responsible for convening the Board of Directors, managing the meeting so that the discussions are conducted properly, and ensuring that the resolutions are recorded in the meeting minutes. The Chairman achieves this responsibility through the Secretariat of the Board of Directors.

The Deputy Chairman of the Board of Directors assumes the authorizations and responsibilities that are delegated by the Chairman, manages the board meetings during the absence of the Chairman and assists the execution of the Chairman’s functions.

any reason, a qualified person who meets the requirements is selected by the Board of Directors to fill the position and presented for the approval of the General Assembly in the upcoming meeting.

Upon approval by the General Assembly as a member, the said person completes the term of office of the previous member.
seçildiği kişinin süresini tamamlar.

The rights of the Chairman or the members of the Board of Directors to receive information about the company's affairs, books or documents may be augmented at any given time by the Board of Directors.

2 - Duties and Authorities of the Board of Directors:

Article 13 –
The Board of Directors shall be liable for fulfilling the duties granted to him by the TCC, the CML and this Articles of Association.

The Board of Directors shall undertake all operations and transactions that do not require a resolution by the General Assembly in accordance with both laws and this Articles of Association.

The Board of Directors shall particularly;

- Work to achieve the company’s set financial and operational performance targets.

- Determine and disclose the company’s mission and the vision to the public.

- Collaborate with the executives continuously and effectively while performing its tasks and powers.

- Take the decisions necessary for achieving the company's objectives, plan and audit related activities.

- Represent the company with due diligence.

- Create a risk management and internal audit systems to minimize the effects of the risks the company may be exposed to and take the preventive measures that are necessary for the systems to function reliably.

- Oversee the compliance of the company's activities with the legislation, the Articles of Association and the internal regulations.

- Determine the relationship approach to company's shareholders and the public, lead the effort to resolve the disputes that may occur between the company and its shareholders.

- Determine and approve the annual work plan, budget and the staff, and review and agree to their changes that may be required.

- Carry the responsibility to ensure fair and accurate preparation and the delivery of the balance sheet, income statement, periodic financial tables and the annual report that comply with the international standards and the legislation including the Capital Markets Board's Corporate Management Principles.

- Audit the usage details of the expense amounts that exceed the company's total assets by 10% in the last balance sheet.

- Determine the information policy of the company.

- Take necessary measures to ensure that the company's structure remains current; coordinate on-the-job training and career planning for the executives and other employees and determine the principles for assessing and rewarding their performance

- Determine the code of conduct for the company and its employees.

- Oversee that the Ordinary General Assemblies are conducted in compliance with the Law and the Articles of Association.

- Ensure that the General Assembly's resolutions are executed.

- Identify the formation, working principles and the members of company committees.

While performing its tasks and responsibilities that are assigned by the Law and hereby with this Articles of Association, the Board of Directors may partly delegate them to the company's committees and/or executives without disposing of its own accountability.

3 - Term:

Article 14 –
The first Board of Directors were elected for a three-year period.
Upon the expiration of this term, the function of the Board of Directors terminates and new elections are held.
However, it is possible for a former member to be re-elected.
The members of the Board of Directors may be changed at any given time if deemed necessary by the General Assembly.
Board of Directors shall be selected for maximum of three years.

4 – Meetings of the Board of Directors and the Quorum:

Article 15 –

The Board of Directors shall meet once a month and when it is deemed necessary due to the company's affairs and transactions.
The Board of Directors has to convene also when it is deemed necessary by the Chairman or a third of its members.
Any one of the auditors shall have the right to call a Board of Directors meeting by determining the agenda.
The meetings of the Board of Directors may be held in the company headquarters or a convenient place in the city where the headquarters is located or in another city by the resolution of the Board of Directors.
The members of the Board of Directors shall determine among themselves whether they can distribute tasks.

The meeting invitation must be announced at least seven days prior to the meeting date, and must include the agenda and the related documents.

It is essential for the members of the Board of Directors to attend the meeting in person.

The meetings may be attended via any method that provides remote access.

The opinions of absent members who submitted their input in writing shall be presented to the members that are present in the meeting.

The discussions and the resolutions of the Board of Directors must be documented in the meeting minutes, signed by the attendees and recorded in the official minutes book.

The members who exercise dissenting votes must provide their justification and sign the meetings minutes.

The meeting minutes and the associated documents and correspondences shall be regularly archived by the Secretariat of the Board of Directors.

The meeting shall convene with the attendance of at least one more than the half of the members of the Board of Directors and the decisions shall be made by the majority of the votes of the attending members.

In case of equality of votes, the discussion of the topic shall be moved to the next meeting agenda. If the majority is not reached in the second meeting, then the topic shall be considered as rejected.

Irrespective of their position and duties, each member of the Board of Directors is entitled to one vote.

5 - The Secretariat of the Board of Directors:

Article 18 –

A secretariat that consists of a sufficient number qualified employees and reports to the Chairman of the Board of Directors shall be established.

The duties of the Secretariat of the Board of Directors are mainly as follows:

- Preparing for and issuing the minutes of the meetings of both the Board of Directors and the Committees.

- Monitoring the internal correspondences of the above mentioned board and committees.

- Coordinating all necessary documentation.

- Creating, monitoring and updating the archive.

- Enabling communication between the members of the Board and the Committees.

Meeting the members' requests of obtaining, questioning and reviewing information on the company business with the permission of the Chairman of the Board of Directors; directing these requests to the related units and committees of the company and coordinating their preparations; and submitting the responses, information, documents or books that are received in relation to these requests to the Chairman of the Board of Directors.

- Enabling the communication, information and document flow between the auditor and the Board of Directors' members.

6 - Committees:

Article 17 –

In order to fulfill its duties and responsibilities in a healthy manner, the Board of Directors shall form Risk, Audit and Corporate Governance Committees by taking into account the requirements of the company.

The provisions of this Articles of Association shall be considered in determining comprehensive duties and functional areas of the committees.

The Board of Directors may redefine the duties and functional areas of the committees as well as the making the necessary changes to its members at will.

The committee structures shall be based on the provisions of the Corporate Governance Principles of the Capital Markets Board and this Articles of Association.

Each committee shall consist of at least two members. Both members in two-member committees and the majority of members in committees with more than two members must be non-executive members.

In cases when the number of committees exceeds the number of independent members of the Board of Directors and/or in the absence of members that are qualified in the functional area of a committee, the Committee Chairman may be selected from third party experts.

It is essential that the Audit and Corporate Governance Committees' Chairmans shall be selected among the independent members of the Board of Directors.

The committees conduct their operations independently and make recommendations to the Board of Directors.

The committees are not authorized for making executive decisions on the company's operations. The decision making authority resides with the Board of Directors on issues that the committees recommend.

The committees meet as often as required per their activities and upon the invitation by the Committee Chairman.

All work is performed in writing, and necessary records are kept.

The Secretariat of the Board of Directors shall carry out all the correspondence and disclosure of the committees' work.

1 - RISK COMMITTEE:
The Risk Committee was established for the purposes of early detection of dangers to the company's existence, expansion and continuation, implementation of preventive measures and remedial actions and to

management of risk. It prepares and submits a report to the Board of Directors, auditor and the Audit Committee every two months or as needed.

2 - AUDIT COMMITTEE:
Responsible for taking all necessary measures that allow all types of internal and independent audits to be performed in an adequate and transparent manner, the Audit Committee is accountable for especially carrying out the following activities:

- Auditing that the financial statements and their footnotes that will be disclosed to the public are compliant with the legislation and international accounting standards and approving them.

- Conducting research on the selection of an independent auditing firm and following its pre-approval, the presentation of the findings to the Board of Directors.

- Oversight of the operations and effectiveness of the company's accounting system, public disclosure of its financial information, independent audit and internal control systems.

- Investigating and settling complaints that are related to the company’s accounting, internal control system and the independent audit.

- Determining regulations that may deter potential conflicts of interest between the Board of Directors’ members, executives and other employees and that may prevent the abuse of trade secrets.

It is not allowable for the company's General Manager and the executive in charge of financial affairs to take office in the Audit Committee.

The Audit Committee meets at least quarterly by the invitation of its Chairman.

The Audit Committee may invite executives, internal and external auditors to its meetings to obtain information.

The Audit Committee may notify the General Assembly on certain matters that it deems necessary.

3 - CORPORATE GOVERNANCE COMMITTEE:

Responsible for monitoring the compliance of the company with the corporate governance principles, the Corporate Governance Committee is accountable for especially carrying out the following activities:

- Investigate to what extent the corporate governance principles are implemented at the company; if not, determine the causes of failure to implement; and take remedial actions by identifying problems that arise from partial implementation.

- Define methods that shall ensure transparency in the identification of member candidates who will be recommended to the Board of Directors.

- Develop recommendations by performing studies on the number of Board of Directors' members and executives.

- Develop recommendations related to the principles and practices of performance evaluations and rewards for the Board of Directors' members and executives; and monitor their implementation.

- Oversee the work of the Shareholder Relations Unit.

It is not allowable for the company's General to take office in the Corporate Governance Committee, majority of which should be composed of independent members.

The Annual Report of the Board of Directors must contain information on the work performed by the Corporate Governance Committee.

The Shareholder Relations Unit is established for monitoring all the relations between the shareholders and the company and for ensuring complete fulfillment of the shareholders' right to information.

The primary duties of the Shareholder Relations Unit are listed below:

- Ensure that the shareholders' records are kept in good condition, secure and up-to-date.

- Respond to the shareholders' written requests about the company in accordance with the legislation.

- Oversee that the Ordinary General Assemblies are conducted in accordance with the procedures.

- Prepare the documents that will be provided to the shareholders at the Ordinary General Assemblies.

- Perform preparatory work in order to keep proper minutes of the meetings.

- Supervise and monitor that all the activities related to public disclosure are executed in accordance with the legislation.

The Shareholder Relations Unit strives to use electronic communication resources and the company's website in all its activities.

7 - The Company's Management, Authorization to Represent and Bind

Article 18 –

The company’s management and its external representation reside with the Board of Directors.

The validity of the Company’s external representation is determined by the Board of Directors.

Unless otherwise decided, any two members of the Board of Directors must sign under the official company title in order documents that are provided or signed by the company to be valid and binding.

Board of Directors may assign their management duties and their authority to represent and bind either completely or partially to one or more managing members pursuant to article 319 of the TCC, or even to a manager or a group of managers who may or may not be shareholders.

Managers may be appointed for a time period exceeding the tenures of the Board of Directors members.

Board of Directors may establish committees or commissions in order to conduct the business.

The Board of Directors shall determine, register and announce the managers’ authorities and whether or not such authorities will bind the company either individually or collectively.

8 - Power of Attorney:

Article 19 –

The Board of Directors may give power of attorney to one of its members or third parties for conducting company businesses and determine their binding limits.

9 - Wages of the Members of the Board of Directors:

Article 20 –

The wages of the members of the Board of Directors shall be determined separately for each one based on the actual time they spend for company businesses and the financial status of the company by the General Assembly every year.

The Board of Directors shall determine whether wages will be paid to the committee chairman or its members and if so, decide on forming a committee in relation to the amount and the conditions in which the wages will be paid.

In the event that the committee's chairman and its members happen to be the Board of Directors' Chairman and its members, the General Assembly shall determine whether wages will be paid, and if so, the amount and the conditions in which the wages will be paid.

B - Auditors

1 – Their Selections:

Article 21 –

General Assembly selects two or more auditors among the shareholders or externally for maximum period of three years.

Auditors form a committee.

The General Assembly determines auditor wages.

Upon recommendation by the Board of Directors, the General Assembly either selects or delegates its authority to the Board of Directors to select the "independent auditing firm" that will audit the financial statements of the company independently.

The same independent auditing firm may perform its audit functions in repeating and/or specific audits for durations defined in accordance with the Capital Markets Law.

The company shall not receive consultancy services from the contracted independent auditing firm or its employees; and a consultancy firm, which the contracted independent auditing firm controls either directly or indirectly, or its employees.

This regulation includes consultancy services provided by natural person partners and executives of the independent auditing firm.

2 - Their Duties:

Article 22 –

The auditors are obligated with the execution of the duties stated in the article 353 of the TCC.

Furthermore, they are authorized and responsible for calling a Ordinary General Assembly and determining its agenda with the purpose of taking all necessary measures to govern the company well and to preserve its interests; and to prepare the report as stated in the article 354 of the TCC.

The auditors have to use their authority immediately in the event important and urgent issues arise.

Pursuant to this Articles of Association, the auditors are jointly and severally accountable for not performing their assigned duties.

C - General Assembly

1 - Form of the Meeting:

Article 23 –

The General Assembly meets in ordinary or extraordinary sessions.

The ordinary meetings of the General Assembly are held within three months after the end of the company's fiscal period and at least once a year.

At this meeting, the provisions of article 369 of the TCC are reviewed and required decisions are made.

The extraordinary meetings of the General Assembly convene as required by the company's business and the necessary decisions are made in accordance with the TCC and this Articles of Association.

It is appropriate for the Board of Directors' members and the Auditors to attend the Ordinary General Assemblies. In addition, those who have responsibilities related to the agenda topics and those who are required to present statements must also be available.

Furthermore, information about the professional background of the candidates running for membership of the Board of Directors shall be provided at the Ordinary General Assembly during which the election will be done.

Unless otherwise decided by the General Assembly, the meetings are open to those concerned. However, those who attend the meeting without an entrance card as a shareholder or a proxy do not have the right to speak and vote.

The General Assembly exercises the powers and performs its duties that are granted by TCC, Capital Markets Law and other legislation.

2 - Meeting Location:

Article 24 –

The Ordinary General Assemblies shall be held in the company headquarters or a convenient location in the city where the headquarters is located or at a convenient location of one of the following cities: Ankara, Izmir, Bursa or Adana.

3 - Proxy Appointment:

Article 25 –

During the Ordinary General Assemblies, the shareholders can be represented through the proxy they appoint either among the other shareholders or externally.

Proxies, who are company shareholders, are authorized to use the votes of the shareholders they represent in addition to their own votes in accordance with the related regulations of the Capital Markets Board.

The Board of Directors shall determine and announce the form of proxy voting by taking into account the relevant regulations of the Capital Markets Board.

4- Announcements:

Article 26 –

By taking into account the related regulations including the Corporate Governance Principles of the CMB, and without prejudice to the provisions of TCC's article 37 paragraph 4, the company announcements are published in a local newspaper at least 15 days in advance.

On the other hand, announcements for Ordinary General Assemblies are made at least two weeks in advance and on days except for announcement and meeting dates as stated in the provisions of the TCC's article 368.

The provisions of the TCC's article 370 are reserved.

The announcement shall include the topics that are anticipated in the Corporate Governance Principles of the Capital Markets Board.

The provisions of the TCC's article 397 and 438 are reserved for announcements on reducing capital and liquidation activities.

Announcements that are made in lieu of the CML shall comply with related legislation provisions.

5 - Voting Methods:

Article 27 –

At the Ordinary General Assemblies, the voting is conducted by a show of hands.

However, upon request by shareholders that hold one twentieth of the capital that is represented by the present shareholders, secret ballot method must be used.

6 - Rights of the Minority:

Article 28 –

Representation of the one twentieth of the capital shall be sufficient for the use of the minority rights stipulated in this Articles of Association.

7 - Quorum:

Article 29 –

The Ordinary General Assemblies shall be held with the presence of the shareholders representing at least one fourth of the company capital except for cases involving contrary provisions in the TCC.

In case the quorum is not present, the meeting is rescheduled.

Regardless of the amount of the capital that they represent, the shareholders who are present at the second meeting shall be authorized to discuss and decide on the agenda items.

8 - Presence of a Commissioner in the Meetings:

Article 30 –

Both the ordinary and extraordinary meetings of the General Assembly must be reported to the Ministry of Science, Industry and Technology at least twenty days prior to the meeting date. Copies of the meeting agenda and all associated documents must be submitted to the Ministry.

It is mandatory to have the Ministry of Science, Industry and Technology's Commissioner present in all meetings.

The Ordinary General Assembly resolutions that are made in the absence of the Commissioner shall not be valid.

9 - Amending the Articles of Association:

Article 31 –

The finalization and implementation of all amendments to the company's Articles of Association shall depend on the permissions of the CMB and the Ministry of Science, Industry and Technology.

Such amendments shall be valid as of the date of their announcement after being duly approved and registered with the trade registry.

IV
Annual Reports and Accounts

1 - Annual Reports and Obligation to Notify:

Article 32 –

a) Annual Reports: Three copies each of the Board of Directors report, the auditors' report, the statement that includes the Ordinary General Assembly minutes from the annual balance sheet and the table that shows names of the shareholders who were present at the meeting and the amount of shares they hold must be delivered to the Ministry of Science, Industry and Technology within one month from the date of the last meeting of the General Assembly, at the latest or must be provided to the Commissioner present at the meeting.

In the event that the financial statements and reports that are required by the Capital Markets Board are subject to independent auditing, the Independent Auditor's Report is delivered to the Board in accordance with the principles and procedures that are specified by the Board and is disclosed to the public.

b) Obligation to Notify: The information that is within the scope of the special circumstances which the Capital Markets Board considers necessary to disclose to the public shall be provided to the Capital Markets Board and the related exchanges per the methods and principles to be determined.

2 - Annual Accounts:

Article 33 –

The fiscal year of the company shall start on January 1 and ends on December 31.

However, the exception is the first fiscal year as it includes the period between the company's incorporation date and December 31 within that calendar year.

V
Distribution of Profits and Reserve Funds

1 - Distribution of Profits

Article 34 –

The net profit, as stated in the annual balance sheet, is calculated by deducting the company's general expenses, various amortization considerations, amounts that are required to be paid or set aside and the current payable taxes from the total profit assessed at the end of the fiscal year. After deducting the previous years' losses, the net profit (if any) is distributed in the order listed below:

a) 5% of the balance sheet profit is set aside as legal reserves per the article 446, paragraph 1 of the TCC.

b) First dividend is appropriated for the shareholders in the amount and proportion as determined by Capital Markets Board.

The first dividend, which is mandatory to be set aside per the Law, is equally distributed to all of the existing shares as of the fiscal period regardless of their dates of issue and acquisition.

c) Unless the above-mentioned reserve funds and the first dividend are set aside, the decisions on reserving additional funds or carrying forward the profit to the following year cannot be made. Unless the first dividend is paid, the decision cannot be made to distribute profit shares to members of the Board of Directors, employees, workers, holders of dividend and founder share certificates, preferred shareholders, foundations established for various purposes and to persons and institutions having similar characteristics.

d) Without prejudice to the dividend that shall be paid to shareholders in accordance with above paragraph (b), an amount equivalent to 17.65% of the first dividend is distributed to Group "A" and "B" shareholders and an amount equivalent to 11.76% of the first dividend is distributed to holders of registered dividend share certificates.

e) The remaining profit is distributed per the rules defined in above paragraphs (b) and (d) upon the decision of the General Assembly.

f) The distribution of the second dividend to shareholders and other persons who contribute to the profit shall be determined by the General Assembly. Pursuant to article 466 paragraph 3 of the TCC, one tenth of the second dividend is set aside as a reserve fund after the 51% of the profit share is deducted from the paid capital of the shareholders.

g) Dividend advance can be distributed as per the provisions of the CML.

Upon the proposal of the Board of Directors, the dates and the distribution method of the annual profit to the shareholders are decided by the General

Assembly in compliance with the provisions of the CML and related legislation regulations.

Profits distributed as such cannot be withdrawn.

2 - Reserve Funds:

Article 35 –

Ordinary reserve funds shall be set aside up to 20% of the company's share capital.

If, for any reason the general reserve fund falls below 2% of the share capital, additional reserve funds are set aside until the same amount is reached.

As long as the general reserve fund does not exceed 50% of the share capital, it may be used towards settling damages exclusively or taking appropriate preventive measures to sustain operations, prevent unemployment or alleviate their consequences when things do not work out as expected.

The profits shall not be distributed to shareholders unless the statutory and reserve funds are set aside from the net profit in accordance with the provisions of the Law and these Articles of Association.

VI
Termination and Liquidation of the Company

1 - Reasons for Termination:

Article 36 –

The company may be terminated per the reasons stated in the TCC, by a court decision or a resolution of the General Assembly in accordance with the related provisions of the TCC.

2 - Call for the Ordinary General Assembly:

Article 37 –

The Board of Directors may call for a Ordinary General Assembly to discuss the termination, liquidation and the continuation of the company for any reason.

3 - Liquidation Officers:

Article 38 –

If the company dissolves or terminates for any reason other than bankruptcy, liquidation officers will be appointed by the General Assembly.

4 - Applicable Provisions of the Law

Article 39 –

The company's termination and liquidation procedures along with the authorities and the responsibilities of its liquidation officers are determined pursuant to the provisions of articles 44 and 449 of the TCC.

VII
Miscellaneous Provisions

1 - Delivery of the Articles of Association:

Article 40 –

In addition to providing printed copies of this Articles of Association to the shareholders, the company shall deliver ten copies to the Ministry of Science, Industry and Technology and one copy to the Capital Markets Board.

2 - Legal Provisions:

Article 41 –

The provisions of the TCC, Capital Markets Law and other relevant legislations shall apply for the matters that are not covered by this Articles of Association.

3 – Corporate Governance Principles:

Article 42 –

The company and its bodies shall strive to observe the Corporate Governance Principles of the Capital Markets Board thoroughly.

However, in case of partial implementation of the said principles, the reason for and its results are included in the annual report and clarifications related to the situation are stated.

9 – With the majority of 19,925,289,217 affirmative votes against 34,184,800 abstaining votes, Murat Ülker, Orhan Özokur, Ali Ülker, Necdet Buzbaş, Mahmut Mahir Kuşçulu, Cengiz Solakoğlu and Güven Obalı were elected to serve in the company's Board of Directors until the ordinary meeting of the General Assembly in three years. The decision to pay each member gross 2,200 Turkish Lira was also approved.

The information about the professional background of the Board of Directors' members was provided to the General Assembly.

10 – The election of Ataman Yıldız, Nurettin Aliz and Musa Doğan as auditors for a one-year term and the payment of monthly gross wages to each auditor in the amount of the monthly minimum wage accrued at the date of election were decided with the majority of 19,936,570,217 affirmative votes against 22,903,800 abstaining votes.

11 - The General Assembly was briefed about the donations and grants in the amount of 148,115 Turkish Lira made within the year.

Zeynep Canpolat Akalın and Berna Özer, who represent overseas partners that own 36,245,900 shares, stated their abstention on this item.

12 - In line with the proposal of the Board of Directors, the selection of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Deloitte Touche Tohmatsu) as the independent external auditing firm for the accounting period between January 1, 2008 and December 31, 2008 was approved with the majority of 19,936,570,217 affirmative votes against 22,903,300 abstaining votes.

13 – With the majority of 19,936,570,217 affirmative votes against 22,903,800 abstaining votes, the members of the Board of Directors were granted the authority about the activities they will perform as per the articles 334 and 335 of the TCC.

14 –Nobody took the floor during the wishes and requests part and therefore the meeting was concluded.

COMMISSIONER OF THE MINISTRY OF SCIENCE, INDUSTRY AND TECHNOLOGY
Feyyaz BAL

PRESIDENT OF THE COUNCIL
Mahmut Oltan SUNGURLU

VOTE COLLECTOR
Hilmi DURMAZ

CLERK
İlhan Turan USTA