

Meeting Minutes of Alarko Holding A.S. Extraordinary General Assembly Dated 28.06.2007

The Extraordinary General Assembly of Alarko Holding A.S. was held on 28.06.2007 at 14:30 hrs, at the company headquarters, Muallim Naci Cad No: 69 Alarko Merkezi Ortaköy Istanbul, with the supervision of Mr. Hüseyin Şenses, the Commissar of the Ministry appointed with Statement of Istanbul City Directorate of Industry & Trade, number 44798, dated 27.06.2007.

The official invitation to the meeting, as required by the law and by the Articles of Association, including the agenda was issued in due time, by way of announcement in issue 6819 of Turkish Trade Registry Gazette dated 30.05.2007, the revision in issue 6824 dated 06.06.2007, and in issue 8159 dated 31.05.2007 of local Yenigun Newspaper, a newspaper in circulation where the company headquarters are located.

As it was determined by examination of the Participation Table that out of the total number of 17.688.000.000 company shares that correspond to the capital of the Company, which is YTL 176.880.000, a total of 12.290.618.818 shares were being represented in the meeting and all the 12.290.618.818 shares being represented were being represented in person and thus the minimum participation requirement stipulated by the law and by the Articles of Association was being met, the meeting was launched by Mr. Ayhan Yavrucu, who is a member of the Board of Directors, and the agenda started to be negotiated.

1. It was voted unanimously that the President of the Board of the Assembly be Mr. Seyit M. Buruk, the vote collector be Ms. Aysel Yürür, and the clerk be Ms. Aylin Kurtulmuş.
2. It was voted unanimously that the Board of the Assembly be authorized to undersign the Meeting Minutes.
3. The Statement of Permission received from the Capital Market Board dated 24.05.2007, number B.02.1.SPK.0.13-970/13153, the 31.12.2006 dated consolidated balance sheet and income statement which the merger is based on, and the 25.04.2007 dated merger contract were read out. After separate voting's, the 31.12.2006 dated consolidated balance sheet and income statement which the merger is based on, and the 25.04.2007 dated merger contract have been unanimously decided to be approved.
4. It was voted unanimously that our Company merge with Anmak Holding A.S. by way of acquisition of the latter as a whole with all of its assets and liabilities, that the merger be enacted in accordance with Articles 19 and 20 of Corporate Tax Law and Article 451 of Turkish Commercial Law.

The meeting was adjourned by the President of the Board of the Assembly as there were no more issues left to be negotiated in the agenda, and this Meeting Minutes was prepared at the site of the meeting and signed in accordance with resolution no: 2 stated above, and the meeting documents were delivered to the President of the Board of the Assembly to be distributed in due copies to the Commissar as well as to the representatives of the Company.

Commissar
Hüseyin Şenses

President of Board of the Assembly
Seyit M. Buruk

Vote Collector
Aysel Yürür

Clerk
Aylin Kurtulmuş