

General Assembly and Profit Distribution 13.04.2009

At our Board of Directors meeting held on April 13th 2009 it has been resolved to;

- Hold Ordinary General Assembly regarding 2008 fiscal year on May 13th 2009 at 14:00 at Sadika Ana Hall at Our Company's head office address İstanbul, 4.Levent, Sabancı Center
- Distribute profit based on the analysis of the financial statements which were prepared in compliance with International Financial Reporting Standards principles for the financial period of 1.1.2008 – 31.12.2008 as follows;

To distribute to the shareholders who represent 1.800.000.000,-YTL of the capital

- Gross cash amount of TL 135.000.000,00
- Bonus share via capital increase TL 100.000.000,00

To H.Ö. Sabancı Foundation TL 7.224.509,01

To the members of the Board of Directors TL 390.000,00

It is also been resolved to present the resolution to the approval of General Assembly, to set aside the remaining amount as extraordinary reserve fund after the legal reserve fund and to start the distribution of cash profit as of May 14th 2009.

Annex: General Assembly Agenda
Statement of Profit Distribution

HACI ÖMER SABANCI HOLDİNG A.Ş.
GENERAL ASSEMBLY MEETING AGENDA
MAY 13th, 2009 14:00

- 1) Opening of the General Assembly and forming Meeting Council;
- 2) Empowering the Meeting Council to sign the General Assembly Meeting Minutes;
- 3) Announcement and discussion of the reports of Board of Directors and auditors regarding 2008 financial results
- 4) Announcement of donations made in 2008;
- 5) Ratification of the 2008 Balance Sheet and Income Statement and proposal and approval of the profit distribution;
- 6) Release of the members of the Board of Directors and Auditors regarding 2008 activities;
- 7) Assignment and wage determination of the new Auditors in place of the ones who served their terms;
- 8) Empowering the members of the Board of Directors and Chairman to handle the issues in connection with the scope of articles 334 and 335 of the Turkish Commercial Code.

HACI ÖMER SABANCI HOLDİNG A.Ş. 2008 DISTRIBUTION OF PROFIT			
1	Paid-in Share Capital		1,800,000,000.00
2	Total legal reserves (as per commercial records)		135,795,420.83
	According to the Articles of Association, 3% of the remaining of the net profit for the period after the first series of legal fund and first dividend to shareholders specified by Capital Markets Board is reserved for Hacı Ömer Sabancı Foundation		
		As per Capital Markets Board	As per Commercial Records
3	Profit	1,361,481,901.00	498,478,423.19
4	Taxes (-)	172,923,000.00	0.00
5	Net Profit	1,188,558,901.00	498,478,423.19
6	Prior years' loss (-)	0.00	0.00
7	First series of legal reserve fund (-)	24,923,921.16	24,923,921.16
8	Net Distributable profit for the period	1,163,634,979.84	473,554,502.03
9	Donations (-)	52,694.65	
10	Net Distributable profit including donations for the calculation of first dividend	1,163,687,674.49	
11	First Dividend to Shareholders (20%)	232,737,534.90	
	- Cash	135,000,000.00	
	-Bonus	97,737,534.90	
	-Total	232,737,534.90	
12	Dividends to preferred shareholders	7,224,509.01	
13	Dividends to Board of Directors Member, employees etc.	390,000.00	
14	Dividends to dividend-right certificates	0.00	
15	Second dividend to shareholders	2,262,465.10	
16	Second series of legal reserve fund	0.00	
17	Status reserves	0.00	0.00
18	Special reserves	0.00	0.00
19	Extraordinary reserves	921,020,470.83	230,939,993.02
20	Other sources for distribution	0.00	0.00
	-Prior years' income	0.00	0.00
	-Extraordinary reserves	0.00	0.00
	-Other distributable reserves as per the Regulations and Articles of Association	0.00	0.00

Information Regarding Dividend Ratio				
Dividend Per Share	Group	Total Dividend (TL)	Dividend per share with 1 YTL nominal value	
			TL Amount	Share (%)
Gross	A			
	B			
	Total	235,000,000.00	0.131	13.06
Net	A			
	B			
	Total	214,750,000.00	0.119	11,93
The ratio of distributed profit to the distributable profit including donations				
Total distribution to shareholders		The ratio of distributed profit to the distributable profit including donations (%)		
235,000,000.00		20.19		