

Resolution for Extraordinary General Assembly Meeting on 26.08.2009

At our Board of Directors meeting held on August 4th 2009 it has been resolved to;

- 1- Arrange necessary preparations for Extraordinary General Assembly for spin-off processing under the provisions of Corporate Tax Law No. 5520 article 19 paragraph "b" and "Joint Communiqué regarding Spin-off Processing Procedures and Principles of the Corporations and Limited Liability Companies" dated 16.09.2003 and published on official gazette No. 25231 and Capital Markets Board Principles,
- 2- Invite our company partners, extraordinarily on August 26th 2009, Wednesday at 14:30 to the Company's headquarters which is located in Istanbul, 4 Levent, Sabanci Center at Hall Sadıka Ana to discuss and take necessary resolutions regarding following agenda items, and request a Commissioner from Istanbul Governor's Office Provincial Directorate of Industry and Trade to complete the legal formalities.

At the Extraordinary General Assembly meeting it will be requested to;

- Authorize the Board of Directors at the highest level for the spin-off process of Aksigorta Corporation's Akbank T.A.Ş. and Avivasa Emeklilik ve Hayat A.Ş. shares in the Company's portfolio, and Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş.'s Akbank T.A.Ş. shares in the Company's portfolio. These shares will be removed from these companies' portfolios via spin-off process and use these assets as capital in kind to increase capital of our company.
- Authorize the Board of Directors to sign the spin-off agreement and complete other necessary procedures to present to the General Assembly.

2009 Extraordinary General Assembly Meeting Agenda is attached.