

SHAREHOLDER'S				REPRESENTATION	PROXY'S	
NAME-SURNAME	ADDRESS OF RESIDENCE	CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PRO	NAME-SURNAME	SIGNATURE

FIAT AUTO S.p.A. (Group D - FIAT Group Automobiles S.p.A.)	Corso G. Agnelli, 200 Torino	Italy	189.279.856,87	18.927.985.687	Personally	Ali Aydın PANDIR
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KOÇ HOLDING A.S. (Group A)	Azizbey Sok. No:1 Nakkastepe	Istanbul	187.938.121,26	18.793.812.126	Personally	Mustafa Vehbi KOÇ
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TEMEL TIC. ve YAT. A.S. (Group A)	Azizbey Sok. No:1 Nakkastepe	Istanbul	175.693,44	17.569.344	Personally	O. Turgay DURAK
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SUNA KIRAÇ (Group A)	Azizbey Sok. No:1 Nakkastepe	Istanbul	291.510,55	29.151.055	By Proxy	Cengiz EROLDU
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SEMAHAT S. ARSEL (Group A)	Azizbey Sok. No:1 Nakkastepe	Istanbul	291.510,55	29.151.055	By Proxy	Selçuk ÖNCER
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MUSTAFA V. KOÇ (Group A)	Azizbey Sok. No:1 Nakkastepe	Istanbul	194.340,36	19.434.036	Personally	
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M. ÖMER KOÇ (Group A)	Azizbey Sok. No:1 Nakkastepe	Istanbul	194.340,36	19.434.036	By Proxy	Adil SALEPÇIOĞLU
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Y. ALI KOÇ (Group A)	Azizbey Sok. No:1 Nakkastepe	Istanbul	194.340,35	19.434.035	By Proxy	Ayşe BELCE
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BORYAD STOCK MARKET INVESTORS ASSOCIATION	Osmanaga Mah.Halitaga No:33 Kadiköy	Istanbul	1,11	111	By Proxy	Ünal KOÇER
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(Group E)

SHAREHOLDER'S				REPRESENTATION	PROXY'S	
NAME-SURNAME	ADDRESS OF RESIDENCE	CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PRO	NAME-SURNAME	SIGNATURE
DEUTSCHE BANK A.S. JOHN DEERE PENSION TRUST (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	57.013,00	5.701.300	By Proxy	Hikmet Vuslat SÜMEN	
DEUTSCHE BANK A.S. EMERGING MARKETS INVESTORS FUND (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	809.518,00	80.951.800	By Proxy	Hikmet Vuslat SÜMEN	
DEUTSCHE BANK A.S. KODAK PENSION PLAN (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	145.515,00	14.551.500	By Proxy	Hikmet Vuslat SÜMEN	
DEUTSCHE BANK A.S. KODAK RETIREMENT INCOME PLAN (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	331.680,00	33.168.000	By Proxy	Hikmet Vuslat SÜMEN	
DEUTSCHE BANK A.S. THE EMERGING MARKETS PORTFOLIO (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	1.744.858,00	174.485.800	By Proxy	Hikmet Vuslat SÜMEN	
DEUTSCHE BANK A.S. FLORIDA RETIREMENT SYSTEM	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	1.761.692,00	176.169.200	By Proxy	Hikmet Vuslat SÜMEN	

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(Group E)

DEUTSCHE BANK A.S. STICHTING DOW PENSIOEN FONDS	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	95.256,00	9.525.600	By Proxy	Hikmet Vuslat SÜMEN
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(Group E)

DEUTSCHE BANK A.S. INTERNATIONAL BANK FOR RECONSTRUCTION & DEVELOPMENT	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	67.363,00	6.736.300	By Proxy	Hikmet Vuslat SÜMEN
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(Group E)

DEUTSCHE BANK A.S. BONY IOWA PUBLIC EMPLOYEES RETIREMENT SYSTEM	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	203.620,00	20.362.000	By Proxy	Hikmet Vuslat SÜMEN
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(Group E)

DEUTSCHE BANK A.S. CORNELL UNIVERSITY	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	84.245,00	8.424.500	By Proxy	Hikmet Vuslat SÜMEN
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(Group E)

DEUTSCHE BANK A.S. ALASKA PERMANENT FUND CORPORATION	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	1.168.003,00	116.800.300	By Proxy	Hikmet Vuslat SÜMEN
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(Group E)

DEUTSCHE BANK A.S. WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUNDS	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	88.034,00	8.803.400	By Proxy	Hikmet Vuslat SÜMEN
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(Group E)

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CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 48.156,00 4.815.600 By Proxy Hikmet Vuslat SÜMEN
 BBH/THE MASTERS TRUST BANK
 OF JAPAN LTD.
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 85.951,00 8.595.100 By Proxy Hikmet Vuslat SÜMEN
 BBH/PRESIDENT AND FELLOWS
 OF HARWARD COLLEGE
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 108.226,00 10.822.600 By Proxy Hikmet Vuslat SÜMEN
 BBH/THE BIRCH TREE FUND
 OF THE AMERICAN INV. TRUST
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 2.100.000,00 210.000.000 By Proxy Hikmet Vuslat SÜMEN
 BBH/THE CENTRAL EUROPE
 AND RUSSIA FUND INC.
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 184.261,00 18.426.100 By Proxy Hikmet Vuslat SÜMEN
 VITAL FORSIKRING
 ASA
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 1.803.441,00 180.344.100 By Proxy Hikmet Vuslat SÜMEN
 RBS AS DEP FOR FIRST
 STATE GLOBAL EMERG
 (Group E)

SHAREHOLDER'S				REPRESENTATION	PROXY'S	
NAME-SURNAME	ADDRESS OF RESIDENCE	CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PRO	NAME-SURNAME	SIGNATURE

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 312.091,00 31.209.100 By Proxy Hikmet Vuslat SÜMEN
 PFPC T AND C CL MAGNA
 UMBRELLA FUND
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 5.015,00 501.500 By Proxy Hikmet Vuslat SÜMEN
 PFMT RE BBAID ARROST
 CAPITAL EM
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 598.046,00 59.804.600 By Proxy Hikmet Vuslat SÜMEN
 MANULIFE GLOBAL
 FUND
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 100.615,00 10.061.500 By Proxy Hikmet Vuslat SÜMEN
 CHARLEMAGNE
 EMERGING MARKETS FUND PLC
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 509.672,00 50.967.200 By Proxy Hikmet Vuslat SÜMEN
 MANULIFE GLOBAL
 FUND
 (Group E)

CITIBANK A.S. INTERNATIONAL Inkilap Mah. Atakan Cd.No:3 Ümraniye İstanbul 106.409,00 10.640.900 By Proxy Hikmet Vuslat SÜMEN
 STICHING MN SERVICES A
 ANDELEFONDS EMERGING MARKETS
 (Group E)

SHAREHOLDER'S				REPRESENTATION	PROXY'S	
NAME-SURNAME	ADDRESS OF RESIDENCE	CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PRO	NAME-SURNAME	SIGNATURE

CITIBANK A.S. INTERNATIONAL COLONIAL FIRST STATE GLOBAL ASSET MANAGEMENT EQUITY TRUST (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	96.560,00	9.656.000	By Proxy	Hikmet Vuslat SÜMEN	
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CITIBANK A.S. INTERNATIONAL DEXIA/GENERAL MOTORS OF CANADA DOMESTIC TRUST (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	56.535,00	5.653.500	By Proxy	Hikmet Vuslat SÜMEN	
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CITIBANK A.S. INTERNATIONAL DEXIA/WORLD EXPRESS FUDS GLOBAL EMERGING MARKET EQUITIES (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	12.261,00	1.226.100	By Proxy	Hikmet Vuslat SÜMEN	
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CITIBANK A.S. INTERNATIONAL HEST AUSTRALIA LIMITED (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	312.920,00	31.292.000	By Proxy	Hayati ÖZER	
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CITIBANK A.S. INTERNATIONAL THE WELLCOME TRUST (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	492.616,00	49.261.600	By Proxy	Hayati ÖZER	
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CITIBANK A.S. INTERNATIONAL BRITISH COAL STAFF SUPERANNUATION SCHEME (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	978.381,00	97.838.100	By Proxy	Hayati ÖZER	
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NAME-SURNAME	ADDRESS OF RESIDENCE	CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PRO	NAME-SURNAME	SIGNATURE
CITIBANK A.S. INTERNATIONAL JP MORGAN BANK AS TRUSTEE OF THE SOUT CO. (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	140.852,00	14.085.200	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL ISHARES MSCI TURKEY INVESTABLE MARKET INDEXF (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	325.595,00	32.559.500	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL CALIFORNIA STATE TEACHERS RETIREMENT SYS (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	2.261.821,00	226.182.100	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL UBS PACE INTL EMERGING MARKETS EQ. INV (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	387.727,00	38.772.700	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL THE ROCKEFELLER FOUNDATION (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	22.753,00	2.275.300	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL IBM SAVINGS PLAN (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	19.927,00	1.992.700	By Proxy	Hayati ÖZER	

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CITIBANK A.S. INTERNATIONAL STATE OF CONNETICUT RETIREMENT PLAN & TR.F. (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	258.575,00	25.857.500	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL GENERAL MOTORS WELFARE BENEFITS TRUST (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	62.558,00	6.255.800	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL BRITISH AIRWAYS PENSION TRUSTEES LIMITED (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	11.390,00	1.139.000	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL BRITISH AIRWAYS PENSION TRUSTEES LIMITED (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	50.350,00	5.035.000	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL BRITISH AIRWAYS PENSION TRUSTEES LIMITED (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	813,00	81.300	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL SAN BERNARDINO COUNTY PENSION TRUSTEES LIMITED (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	253.347,00	25.334.700	By Proxy	Hayati ÖZER	

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CITIBANK A.S. INTERNATIONAL EMERGING MARKETS EQUITY TRUST 1 (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	137.933,00	13.793.300	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL CAISSE DE DEPOT ET PLACEMENT DU QUEBEC (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	132.725,00	13.272.500	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL CALIFORNIA PUBLIC EMPLOYEES RET. SYS. (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	1.058.508,00	105.850.800	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL CALIFORNIA PUBLIC EMPLOYEES RET. SYS. (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	28.450,00	2.845.000	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL CALIFORNIA PUBLIC EMPLOYEES RET. SYS. (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	16.439,00	1.643.900	By Proxy	Hayati ÖZER	
CITIBANK A.S. INTERNATIONAL CALIFORNIA PUBLIC EMPLOYEES RET. SYS. (Group E)	Inkilap Mah. Atakan Cd.No:3 Ümraniye Istanbul	68.294,00	6.829.400	By Proxy	Hayati ÖZER	

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NAME-SURNAME	ADDRESS OF RESIDENCE		CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PRO	NAME-SURNAME	SIGNATURE
HSBC BANK A.S. LINCOLN EMERGING MARKETS TRUST (Group E)	Büyükdere Cad. No:122/D Esentepe	Istanbul	389.473,00	38.947.300	By Proxy	Hikmet Vuslat SÜMEN	
HSBC BANK A.S. TBF CYPRUS LTD (Group E)	Büyükdere Cad. No:122/D Esentepe	Istanbul	103.555,00	10.355.500	By Proxy	Hikmet Vuslat SÜMEN	
HSBC BANK A.S. FORTIS L FUND EQUITY TURKEY (Group E)	Büyükdere Cad. No:122/D Esentepe	Istanbul	87.742,00	8.774.200	By Proxy	Hikmet Vuslat SÜMEN	
DEUTSCHE BANK A.S. FUTURE FUND BOARD OF GUARDIANS (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent	Istanbul	113.907,00	11.390.700	By Proxy	Hikmet Vuslat SÜMEN	
DEUTSCHE BANK A.S. STICHTING BEDRIJFSTAK PENSION FUNDS VOOR DE METALEK (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent	Istanbul	135.605,00	13.560.500	By Proxy	Hikmet Vuslat SÜMEN	
DEUTSCHE BANK A.S. THE COLARADO PUBLIC EMPLOYEES (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent	Istanbul	239.379,00	23.937.900	By Proxy	Hikmet Vuslat SÜMEN	

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NAME-SURNAME	ADDRESS OF RESIDENCE	CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PRO	NAME-SURNAME	SIGNATURE

DEUTSCHE BANK A.S. FORD MOTORS COMPANY US DEFINED BE (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	15.013,00	1.501.300	By Proxy	Hikmet Vuslat SÜMEN
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DEUTSCHE BANK A.S. MONDRIAN EMERGING MARKETS EQUITY FUND LP (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	4.237.977,00	423.797.700	By Proxy	Hikmet Vuslat SÜMEN
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DEUTSCHE BANK A.S. OKLAHOMA PUBLIC EMPLOYEES RETIREMENT SYSTEM (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	125.331,00	12.533.100	By Proxy	Hikmet Vuslat SÜMEN
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DEUTSCHE BANK A.S. MONDRIAN ALLCOUNTRIES WORLD EXUS EQUITY FUND LP (Group E)	Eski B.dere Cad. Tekfen No:209 4.Levent Istanbul	107.335,00	10.733.500	By Proxy	Hikmet Vuslat SÜMEN
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R. AHMET SERÇUKER (Group E)	Mim Kemal Öke Cd. No:14/2 Nisantasi Istanbul	5.000,00	500.000	Personally	
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S. VEDAT ATALIK (Group E)	Bostaniçi Sk. No:4/3 Bostanci Istanbul	10,00	1.000	Personally	
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SHAREHOLDER'S					REPRESENTATION	PROXY'S	
NAME-SURNAME	ADDRESS OF RESIDENCE		CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PRO	NAME-SURNAME	SIGNATURE
M. EROL ER (Group E)			1.000,00	100.000	Personally		
NİLÜFER ER (Group E)			1.000,00	100.000	Personally		
M. URAL ALFAN (Group E)	Hüseyinpaşa Sk. No:14/20 Kiziltoprak	Istanbul	1.000,00	100.000	Personally		
TALAT BASAK (Group E)	Neslisah Mh.Misri Sk.No:7/9 Fatih	Istanbul	10.000,00	1.000.000	Personally		
ÖZBEY ÖZKAN (Group E)	Söğütlüçesme Cad. No:9 Fikirtepe	Istanbul	2.001,00	200.100	Personally		
KOÇ HOLDING A.S. (Group E)	Azizbey Sok. No:1 Nakkastepe	Istanbul	733,55	73.355	Personally	Mustafa V. KOÇ	
Y. ALI KOÇ (Group E)	Azizbey Sok. No:1 Nakkastepe	Istanbul	210.072,91	21.007.291	By Proxy	Ayşe BELCE	
SEMAHAT S. ARSEL (Group E)	Azizbey Sok. No:1 Nakkastepe	Istanbul	335.673,94	33.567.394	By Proxy	Selçuk ÖNCER	

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SUNA KIRAÇ (Group E)	Azizbey Sok. No:1 Nakkastepe	Istanbul	294.444,64	29.444.464	By Proxy	Cengiz EROLDU
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IPEK KIRAÇ (Group E)	Azizbey Sok. No:1 Nakkastepe	Istanbul	5,00	500	By Proxy	Kerem KASITOGU
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The Shareholders or their Proxies whose names and share amounts are shown above have been present at the Ordinary General Assembly Meeting of the Shareholders of TOFAS TÜRK OTOMOBİL FABRİKASI A.S. held on 31 March 2009.

**COMMISSIONER OF THE MINISTRY
OF INDUSTRY AND TRADE**
NURGÜN ÖRS

CHAIRMAN OF COUNCIL

MUSTAFA V. KOÇ

COMPANY CAPITAL	:	500.000.000 -TL
TOTAL NUMBER OF SHARES	:	50.000.000.000
MINIMUM MEETING QUORUM	:	37.500.000.000
CURRENT MEETING QUORUM	:	40.468.197.794
PERSONALLY	:	37.760.875.648
BY PROXY	:	2.707.322.641

VOTE COLLECTOR

O. TURGAY DURAK

VOTE COLLECTOR

ALI PANDIR

SECRETARY

CENGİZ EROLDU

THE CAPITAL AND SHAREHOLDING STRUCTURE SHOWN IN THE LIST OF ATTENDANTS ARE IN COMPLIANCE WITH THE COMPANY BOOK OF SHARES AND RECORDS.

BOARD OF DIRECTORS

SHAREHOLDER'S				REPRESENTATION	PROXY'S	
NAME-SURNAME	ADDRESS OF RESIDENCE	CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PRO	NAME-SURNAME	SIGNATURE