

It is decided to recommend to distribute the 100% of the remaining profit of 2009 as cash dividend after first and second legal reserves are set aside which is 1,589,712,275 TL to the General Assembly to be held on April 6, 2010. This amount corresponds to 0.4542035 Kurus (%45.42035) gross cash dividend per each share worth for 1 Kurus nominally.

The details of the proposal to General Assembly are the following,

It is resolved for the decision of our Company's General Assembly to be held on April 6,2010;

1. Our company's net profit of the fiscal year 2009 according to the independently audited consolidated financials prepared in accordance with "CMB Communique About Financial Reporting in Capital Markets Serial: XI No:29" is 1,831,730,000 TL and according to the Turkish Commercial Code clauses and Tax Procedure Law is 2,746,613,306 TL,
2. According to the CMB announcement dated January 27, 2010, the profit after tax amount of 1,831,730,000 TL is the base amount for dividend distribution,
3. In accordance with Article 466 of Turkish Commercial Code, it is obligatory to set aside first legal reserves until the reserve amount reaches 20% of the paid in capital. Since the reserve amount will reach to 20% of the paid in capital, by setting aside 100,546,497 TL as first legal reserves, to set aside 100,546,497 TL as first legal reserves for 2009.
4. After setting aside the first legal reserve of 100,546,497 TL from consolidated net profit of 1,831,730,000 TL (base amount for dividend distribution), remaining 1,731,183,503 TL shall be the distributable profit of 2009. Adding the donations made in 2009 of 33,644,220 TL, 1,764,827,723 TL shall be the base for first dividend.
5. Although the minimum dividend payout ratio determined by CMB for 2009 is 0%, it is decided to distribute 20% of 1,764,827,723 TL (first dividend base), 352,965,545 TL as cash first dividend, in accordance with "CMB Communique Serial IV No: 27" . The second legal reserve of 141,471,228 TL shall be set aside and the remaining 1,236,746,731 TL shall be distributed as cash second dividend.
 - a. Total cash dividend amount to be distributed of 1,589,712,275 TL shall be covered by current period net profit
 - b. Accordingly 0.4542035 Kurus (%45.42035) gross cash dividend per each share worth for 1 Kurus nominally shall be distributed to our shareholders and total gross cash dividend distribution amount shall be 1,589,712,275 TL.
6. The distribution of the cash dividends to our shareholders shall begin on May 24, 2010, at Merkezi Kayıt Kuruluşu A.Ş. Süzer Plaza Askerocağı Caddesi No:15 Kat:2 34367 Elmadağ-Şişli İstanbul.