

MINUTES OF THE ORDINARY GENERAL MEETING OF ARÇELİK ANONİM ŞİRKETİ HELD
ON 03 APRIL 2007

The 2006 General Meeting of Shareholders of **Arçelik Anonim Şirketi** was held on 03 April 2007 at 14:30 hours, at Divan Hotel located at *Cumhuriyet Caddesi No: 2, Elmadağ* under supervision of the Ministry's commissary İper TUNGUÇ, assigned by the writing of Ministry of Industry and Commerce, Directorate of Istanbul Province Industry and Commerce dated 2.4.2007 and numbered 18558.

The invitation regarding the meeting was announced in the Turkish Trade Registry dated 16.03.2007 and numbered 6767 and in *Cumhuriyet* and *Hürriyet* daily newspapers dated 16.03.2007 and also in Company's web site (www.arcelikas.com) together with agenda of the meeting in accordance with the Law and Articles of Association of the Company.

Upon examination of the Registry of Shareholders, 30,118,553,605 shares corresponding to a share capital of TRY 301,185,536.05 out of 39,996,000,000 shares that correspond to an equity share capital of TRY 399,960,000.00 were represented in person and 3,925,248,517 shares corresponding to a share capital of TRY 39,252,485.17 were represented in proxy, thus 34,243,802,122 shares in total were represented in the meeting which ensured the minimum quorum specified in both the Law and also in the Articles of Association, and upon the foregoing, the meeting was opened by *Dr. Bülent Bulgurlu* and the items in the agenda were discussed respectively.

1- *Dr. Bülent Bulgurlu* was selected for the chairman of the meeting, *M. Türkay Tatar* and *Fusun Coşkuner* were selected as the vote collector and *F. Kemal Ebiçlioğlu* was selected as the secretary with majority despite the 38.341.600 abstention votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COMP. LTD.

2- Upon the directive of the Chairman, the secretary has read the Board of Directors' report regarding with 2006 activities of the Company which has consolidation obligation, the board of Auditor's report as well as a summary of Independent Auditor's Report presented by the independent auditing firm Başaran Nas Independent Accounting and Finance Consultants A.Ş. (a member of PricewaterhouseCoopers). In accordance with the "Communiqué About Accounting Principles in the Capital Market" with Serial Number XI and number 25 that was issued by the Capital Market Board that has passed an independent auditing, financial tables are read and discussed. After discussions, the 2006 UFRS consolidated financial tables and the financial tables that comply with the Tax Procedure Law were accepted with majority despite the 16.350.000 abstention votes of MELON BANK N.A./COMMONWEALTH OF PENNSYLVANIA PUBLIC and 38.341.600 votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD.

Furthermore, under the decision of the Capital Market Board dated 10.12.2004 and numbered 48/1588, Company's Corporate Management Principals were read to the shareholders to let them be informed. Notes of Özdemir Bayur who has 100 shares were attached to minutes of the meeting.

3- Chairman submitted Acquittance of the Members of the Management Board as well as the Auditors for their activities in 2006 to the General Meeting. Members of the Management Board and those who were assigned in the management did not vote for the issue. As a result of the poll, all of the members of the Management Board and the auditors were acquitted with majority despite the 16.350.000 abstention votes of MELON BANK N.A./COMMONWEALTH OF PENNSYLVANIA PUBLIC and 38.341.600 votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD.

4- Our Company has obtained TRY 324,147,396.89 consolidated net profit after tax from its 2006 activities. After the allocation of 5 % legal reserves amounting to TRY 17,482,652.25 in accordance with Article 466 of Turkish Commercial Code, and after deduction of the profit of the subsidiaries and affiliates, which have not adopted a resolution of profit distribution in their General Meetings, it was seen that the distributable profit of TRY 247,664,604.22 was obtained and the amount, TRY 258,869,756.97, calculated with the addition of donations, amounting to TRY 11,205,152.75, made to the foundations and associations, possessing tax exemptions during the year, was the basis for the first dividend and in the legal records, it has been seen that the distributable profit amounted to TRY 623,676,129.85, including TRY 332,170,392.84 from the profits of the current year, and it has been decided unanimously to::

- Allocation of the following sums out of the current year's CMB based profit as follows;

TRY 17,482,652.25 as primary reserves at 5%,

TRY 199,980,000.00 as Dividends to shareholders,

TRY 17,998,200.00 as secondary reserves at 10%,

and the remaining amount as extraordinary reserve;

- Based on our statutory records;

- The cash dividend amount of TRY 199,980,000.00 is funded as follows;

TRY 196,740,050.00 to be paid from the extraordinary reserves that were separated in past years

TRY 3,239,950.00 to be paid from current year exemption earnings

- To pay 50% dividend of TRY 0.50 gross=net cash dividends for a share with a nominal value of 1.00 YTL to our fully liable corporate taxpayers and to our corporate shareholders with narrow liability who achieve profit through an office or permanent representative in Turkey;

- To pay 50% dividend of TRY 0.50 gross, TRY 0.42621 net cash dividends for a share with a nominal value of 1.00 YTL to our other shareholders;

and startup date of such dividends was decided as 14 May 2007, Monday with majority despite the 38.341.600 abstention votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD. .

5- Selection of the Members of the Management Board whose assignment periods are over was carried out respectively. Total number of members of the Management Board was determined as 9 and Mr. Rahmi Mustafa Koç, Mustafa Vehbi Koç, Semahat Sevim Arsel, Bülent Bulgurlu, Mehmet Ömer Koç, Temel Kamil Atay, Fevzi Bülent Özaydınlı, Aka Gündüz Özdemir and Robert Sonman were selected as the Members of the Management Board to remain in office until the Ordinary General Meeting that is to be convened to examine accounts of 2007 with majority despite the 16.350.000 abstention votes of MELON BANK N.A./COMMONWEALTH OF PENNSYLVANIA PUBLIC and 38.341.600 votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD.. Commissary of Ministry of Industry and Commerce has seen the nomination statements for the Management Board.

6- Selection of the Auditors whose assignment periods are over was carried out respectively. Total number of Auditors was determined as 2 and Mr. Mert Saban Bayram and Serkan Özyurt were selected with majority to remain in office until the Ordinary General Meeting that is to be convened to examine accounts of 2007 with majority despite the 16.350.000 abstention votes of MELON BANK N.A./COMMONWEALTH OF PENNSYLVANIA PUBLIC and 38.341.600 votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD.. Commissary of Ministry of Industry and Commerce has seen the nomination statements for the Auditing Board.

7- To pay a monthly salary of TRY 1,265.00 for the Chairman and Members of the board and a monthly salary of TRY 460.00 to the Auditors has been decided with majority despite the 16.350.000 abstention votes of MELON BANK N.A./COMMONWEALTH OF PENNSYLVANIA PUBLIC and 38.341.600 votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD..

8- General Assembly was informed about various donations amounting to TRY 11,205,152.75 paid in 2006 for social aiding purposes to various foundations and associations having tax exemptions. This item was accepted with majority despite the abstention votes of following shares:

CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM 17.400.000 shares, BBH/THE MASTER TRUST BANK OF JAPAN LTD.REMTBC400035147 6.444.200 shares, BBH/GMO EMERGING MARKETS QUALITY FUND 17.313.000 shares, MELON BANK N.A./ACADIAN EMERGING MARKETS EQUITY FUND 9.828.800 shares, MELON BANK N.A./CENTRAL STATES SOUTHEAST&SOUTHWEST AREAS PENSION FUND 821.700 shares, MELON BANK N.A./ KANSAS PUBLIC EMPLOYEES RETIREMENT SYSTEM 1.177.000 shares, MELON BANK N.A./TEACHERS RETIREMENT SYSTEM OF LOUISIANA 843.600 shares, MELON BANK N.A./MARS PENSION TRUSTEES LTD. 38.341.600 shares, MELON BANK N.A./UPS PENSION PLAN 500.000 shares, MELON BANK N.A./FLORIDA RETIREMENT SYSTEM 2.765.700 shares, MELON BANK N.A./ACADIAN ALL COUNTRY WORLD EX US FUND 1.140.300 shares, MELON BANK N.A./DUQUESNE LIGHT COMPANY MASTER TRUST 564.700 shares, DEXIA/PERPETUAL INVESE MNG LTD AS TR F PERPE SE INT SHA F 979.900 shares and BONY/RAILWAYS PENSION TRUSTEE COMP.LTD. 69.007.200 shares.

9- Alteration of Article 3 of the Company's Articles of Association as follows has been accepted on the basis of the consent letter of Capital Market Board of the Prime minister's Office of Republic of Turkey dated 08.03.2007 and numbered B.02.1.SPK.0.13-402 / 5439 as well as the consent letter of the General Directorate of Domestic Trade of the Ministry of Industry and Commerce of Republic of Turkey dated 13.03.2007 and numbered B.14.O.İTG.0.10.00.01/401.01-139-24939/1759 with majority despite the 38.341.600 abstention votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD..

NEW TEXT

PURPOSE AND SUBJECT

Article 3- Subject of the Company is to perform all commercial and industrial activities related with production, sales, marketing and leasing, in virtual environment included, import and export of refrigerators, deep-freezers, washing machines, dish washers, thermo-siphons, vacuum cleaners, polishers, air conditioners, coolers and equipments, Radios, Televisions, Audio and video recorders and sets, ovens, stoves, hair dryers, mixers and all kinds of similar household appliances operating with or without electric power or other power source, bath tub and ready-made kitchens, home furnitures, carpets and equipments and appliances included in the home economy and their commercial and industrial types, and compressors, electric motors, carburrators, power transfer devices which form the main and auxiliary components of the above; mobile telephones, mobil telephone lines and components electrical devices and their parts and components; transportation and passenger vehicles and their motors and other parts; power production, utilisation, transmission and distribution equipments.

The company may perform these activities included in its subject singularly as well as perform production activities jointly with another company; It may realise the production under its own brand names as well as for and on behalf of others under their brand names, Related with its purpose and subject the Company, in the country and abroad, may:

- A) Operate as an agent, broker, representitive and Dealer and authorise others to do same.
- B) Establish Marketing and Transportation organisations; conduct staff training activities; Setup and use computer systems; perform these singularly or jointly with others.
- C) Establish companies or participate in already established companies; use forms or partnerships and other forms of cooperation; realise partnerships and cooperations with others provided that requirements of the Legislation are fulfilled.
- D) Acquire trade marks, models, pictures, special production and manufacturing methods, know-how, patent rights; exercise its rights on the same.
- E) Import and export, participate in tenders; realise these together with domestic and foreign partners
- F) Use its knowledge and experience, build plants and installations for others in the country and abroad.
- G) **It can buy securities including bonds and shares in the country and abroad as well as depository receipts, contracts of future delivery, derived products listed in the financial markets, structured financing elements and can make disposition of the foregoing, can also buy and/or dispose of when necessary the share certificates of commercial banks, financial leasing, consumer loan and factoring companies for affiliation purposes provided that such services would not constitute intermediary activities and portfolio management.**
- H) Participate and when necessary terminate its participation in companies providing Radio, Television Program Production and Broadcasting Services, companies operating Television Studios, and companies manufacturing and selling necessary equipments.
- I) Involve in buying and selling and import and export activities of all types of raw materials, semi finished and finished products.

İ) Set up and/or have others set up all kinds of Laboratories and Research centers required for Research and Development activities

J) Give aids and grants to Foundations established with social objectives, Associations, Universities and similar institutions provided that these aids and donations given in the year do not create results which may be included in the scope of Article nr. 15 of Capital Market Board, and such is submitted to the information of the shareholders and the required special circumstances are explained at the General Assembly.

K) In compliance with the legislation relating to the power market and within the framework of auto-producer licence, and with the main aim of meeting its own need for electricity and heat energy; it may conduct activities relating to built production facilities, produce electricity and heat energy, in case of production exceeding its own need, to sell the electricity or heat energy, and/or the relevant capacity to other licensed legal persons or independent consumers, and to import all the necessary equipment and fuel for non-commercial purposes.

If other activities deemed beneficial other than the ones specified above are intended to be ventured then such shall be submitted for approval to the general assembly by the Board of Directors and after raising a resolution in that respect the company will be able to undertake the activity desired. However application of such decision which is an amendment to the Articles of Incorporation by nature shall require permission from Capital Market Board and Ministry of Industry and Trade.

10- Under section 3, article 6 of the Communiqué About Independent Auditing in the Capital Market issued by the Capital Market Board, selection of Başaran Nas Independent Accounting and Finance Consultants A.Ş. (a member of PricewaterhouseCoopers) which is an independent auditing firm, was accepted with majority despite the 16.350.000 abstention votes of MELON BANK N.A./COMMONWEALTH OF PENNSYLVANIA PUBLIC and 38.341.600 votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD..

11- The issue of authorizing the Management Board limited with the year 2007 for distribution of dividends to the shareholders from the profit that was created in interval periods within the frame of Article 15 of the Capital Market Law and also the terms of the Communiqué of the Capital Market Board with Serial number IV and number 27, and also the issue of meeting the dividend advances to be distributed in the year 2007 from the extraordinary reserves in the previous year in case of loss or lack of profit and also getting a security under Article 10 of the Communiqué of the Capital Market Board with Serial Number IV and Number 35 to be used for the unmet portion if the mentioned extraordinary reserves do not suffice for such distribution and to cash such security without any need for further protest and/or decision as to enter the accounts as an income to be used for settling such dividend advance have been accepted with majority despite the 38.341.600 abstention votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD..

12- Authorizing the Chairman and the Members of the Board of Management to carry out the works within the scope of activity fields of the Company in person or make them on behalf of other people and to become partners with companies carrying out such works and make any other transactions within the frame of Articles 334 and 335 of the Turkish Commercial Code has been decided with majority despite the 16.350.000 abstention votes of MELON BANK N.A./COMMONWEALTH OF PENNSYLVANIA PUBLIC and 38.341.600 votes of MELON BANK N.A./MARS PENSION TRUSTEES LTD. and 69.007.200 votes of BONY/RAILWAYS PENSION TRUSTEE COM. LTD..

13- Chairman of the General Meeting has offered that the minutes be signed by the Presidency on behalf of the shareholders. That the Presidency is authorized to sign the minutes of the meeting and to settle with this was accepted unanimously.

14- Shareholders were listened to within the scope of the item of wishes. As there were not any further items to be discussed in the agenda, Chairman adjourned the meeting.

This minutes were arranged in situ following the meeting and signed in accordance with the authorization mentioned in item 13 of the minutes above.

MINISTRY OF INDUSTRY
AND COMMERCE

İPER TUNGUÇ

VOTE COLLECTOR

TÜRKAY TATAR

CHAIRMAN OF THE
GENERAL MEETING

DR. BÜLENT BULGURLU

VOTE COLLECTOR

FÜSUN COŞKUNER

SECRETARY

FATİH EBIÇLİOĞLU