

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF**  
**TÜRKİYE ŞİŞE VE CAM FABRİKALARI ANONİM ŞİRKETİ**  
**HELD ON APRIL 14, 2006**

The Ordinary General Assembly Meeting of the shareholders of Türkiye Şişe ve Cam Fabrikaları Anonim Şirketi for the year 2005 is held on April 14, 2006 at 15.00 at the Company's head Office in İş Kuleleri, Kule-3 34330 Levent/Istanbul under the supervision of Mr. Nevzat ÖZER acting as the Official Inspector appointed through the letter issued by the Istanbul Provincial Industry and Trade Directorate on 13.04.2006 with no. 16813.

As stipulated in the related legislation and the Company's Contract of Incorporation, invitations to the meeting containing the date and agenda of the meeting were made in time by means of announcements published in the issue no. 6519 dated March 23, 2006 of the Turkish Trade Registry Journal, issue no. 10573-7861 dated March 23, 2006 of the Dünya Newspaper and Turkish issue no. 9903 dated March 23, 2006 of the Hürses Newspaper. In accordance with article 11 of the Capital Market Code, no registered letters are sent to the shareholders as an invitation to the General Assembly meeting.

As the examination of the list of attendees revealed that out of the Company's 847.000.000.000 shares representing the capital of TL 423.500.000.000.000 TL. (YTL 423.500.000), 566.704.066.044 shares representing TL 283.352.033.022.000 (YTL 283.352.033) are present in person and that the minimum quorum for the meeting is thus fulfilled, the meeting was opened by the Chairman of the Board of Directors Mr. Hakkı Ersin Özince with the purpose of discussing the items in the agenda.

1. The Chairman of the Board of Directors Mr. Hakkı Ersin Özince, Mr. Burhanettin Kantar and Mr. Ahmet Faruk Polatkan were appointed as the Chairman of the Executive Council, vote collector and clerk with the unanimity of votes.

The Executive Council was unanimously authorized to sign the minutes of the General Assembly meeting.

2. The reports of the Boards of Directors and Auditors as well as the reports issued by the independent auditors were read and discussed.

As far as the said reports are concerned, **6.795.764.000** shares represented by Deniz Kurdoğlu and Hikmet Vuslat Sümen have cast abstaining votes.

3. The balance sheet and income statement for the year 2005 were examined and discussed. As a result of the voting procedures, the balance sheet and income statement were accepted with the majority of votes comprising of **6.795.764.000** abstaining votes and **559.908.302.044** affirmative votes.

4. The shareholders were informed about the profit distribution policy adopted by our Company within the framework of Corporate Management Principles.

As far as the said profit distribution policy is concerned, Deniz Kurdoğlu and Hikmet Vuslat Sümen announced that out of the share represented by them, **17.741.348.000** shares have cast negative votes whereas **110.000.000** shares have cast abstaining votes.

5. As a result of separate voting procedures, the members of the Board of Directors and the members of the Board of Auditors were acquitted.

6. In compliance with Article 8 of the Company's Contract of Incorporation, Mr.. Ahmet Kırman, Mr. Hasan Arslan Sarsar, Mr. Alparslan Akıncı, Mr. Ahmet Dođan Arıkan, Mr. Yusuf Ziya Toprak, Ms. İnci Yılmaz and Mr. Özgün Çınar were unanimously appointed as the members of the Board of Directors to serve a term of three years.
7. In compliance with Article 16 of the Company's Contract of Incorporation, Ms. İnci Önal and Ms. Mehtap Bingöl were appointed as the members of the Board of Auditors with the majority supplied by **566.594.066.044** affirmative votes against **110.000.000** abstaining votes.
8. The members of the Board of Directors were unanimously granted with leave in compliance with Articles 334 and 335 of Turkish Commercial Code.
9. The members and chairman of the Board of Directors were unanimously granted with a gross monthly salary of YTL 2.280.-
10. The members of the Board of Auditors were unanimously granted with a gross monthly salary of YTL 1.690.
11. The shareholders were informed about the contributions and donations made during the year in compliance with the decision of the Capital Market Board.

It was announced that **17.200.748.000** represented by Deniz Kurdođlu and Vuslat Sümen do not accept the donations.

12. It was decided with the unanimity of votes to amend Article 7 of the Company's Contract of Incorporation related to the Capital as well as Article 9 and temporary Article 1 related to the Liability to Deposit Shares in compliance with the enclosed Contract of Amendment accepted with the permission of the Capital Market Board dated 23.03.2006 with no. B.02.1.SP.K.0.13.530 and the consent of the General Directorate of Domestic Trade of the Ministry of Industry and Trade of the Turkish Republic dated 24.03.2006 with no.B.14.O.İT.G.0.10.00.01-401-1551-30171-2156; and to authorize the Board of Directors to conduct the necessary official formalities.
13. It was decided with the unanimity of votes to take the Board of Auditors' advice to conclude an independent audit agreement with Denetim Serbest Mali Müşavirlik A.Ş. for the independent audit procedures to be conducted on the financial statements for the years 2006 and 2007 to be draw up in compliance with the Notification No. 25 of Series XI of the Capital Market Board and to submit the said agreement to the General Assembly for approval.

VOTE COLLECTOR

**BURHANETTİN KANTAR**

SIGNED

CLERK

**AHMET FARUK POLATKAN**

SIGNED

CHAIRMAN OF THE  
EXECUTIVE COUNCIL

**HAKKI ERSİN ÖZİNCE**

SIGNED

INSPECTOR

**NEVZAT ÖZER**

SIGNED