

MINUTES OF THE ORDINARY GENERAL MEETING OF
TÜRKİYE ŞİŞE VE CAM FABRİKALARI ANONİM ŞİRKETİ
HELD ON APRIL 28, 2009

Ordinary General Meeting of Türkiye Şişe ve Cam Fabrikaları Anonim Şirketi for the year of 2008 is held on April 28, 2009, at 15:00, at the registered Company address of İş Kuleleri Kule-3 34330 4th Levent/Istanbul under the supervision of Mr. Nevzat Özer, the Commissioner of Ministry assigned by the Directorate of Istanbul Provincial Industry and Commerce of the Ministry of Industry and Commerce with the letter dated 27.04.2009 and numbered 22834.

Invitation to the meeting is done as anticipated in the Main Contract and including the agenda by announcing the date and the agenda of the meeting through Turkey prints of Turkish Trade Registry Gazette dated April 10, 2009 and numbered 7289, Dünya Newspaper dated April 9, 2009 and numbered 10573-8797, and Hürses Newspaper dated April 9, 2009 and numbered 11016 in due of time. In accordance with the 11th Article of Capital Markets Law, registered letters are not sent to our shareholders for invitation to the General Meeting.

Following the examination of the attendance sheet and as it is recognized that from the 100,622,218,400 shares corresponding the Company's total capital of 1,006,222,184TL, 73,781,682,310 shares corresponding the capital of 737,816,823.10 TL is principally represented in the meeting and the minimum quorum anticipated both in law and in the Main Contract is present, the meeting is opened by Mr. Prof. Dr. Ahmet Kırman, the Chairman of the Board and the discussion of the agenda is started.

1. Election of Mr. Prof. Dr. Ahmet Kırman, the Chairman of the Board for the Council Chairman, Mr. Ertan, Burhanettin Kantar as the vote collector and Mr. İbrahim Babayiğit as the clerk is agreed unanimously.

Authorizing presidency council for signing the minutes of the General Meeting is agreed unanimously.

2. Reports of Management and Auditing Board and the reports submitted by the independent auditors are read and discussed. (2,352,311,200 abstaining votes).
3. Balance Sheet and Income Statement accounts of 2008 are examined and discussed. As a result of voting, balance sheet and income statement accounts are agreed by majority of votes with 36,387,100 negative votes, 2,912,407,891 abstaining votes and 70,869,274,419 affirmative votes.
4. Regulations of the net consolidated accounting profit of 158,719,256 TL for the year of 2008 set out in our consolidated Balance Sheet of 2008 prepared according to the "Communiqué on the Principles relevant to the Financial Reporting In Capital Markets", Series: XI, No: 29 of Capital Markets Board ("CMB") relevant to the profit distribution of CMB and distinguish it as below in accordance with the 29th Article of our Main Contract and adding the gross

dividend of 50,777,816 TL to the capital and distributing to our Shareholders as bonus share are agreed by majority of votes with 106,567,700 abstaining votes, 108,028,000 negative votes, and 73,567,086,610 affirmative votes.

Profit for the Period	226,789,109
Taxes Payable (-)	68,069,853
Net Profit for the Period	158,719,256
Primary Reserve (-)	5,751,369
Total Dividend (-)	50,777,816
Extraordinary Reserve (-)	102,190,071

5. In the end of the voting performed separately, Members of the Board and the Members of the Auditing Committee are discharged by majority of votes with 113,067,700 abstaining votes, 2,369,263,200 negative votes, and 71,299,351,410 affirmative votes.

6. According to the 8th Article of the Main Contract of the Company; selection of

- Mr. Prof. Dr. Ahmet Kirman with TR ID No: 11599056422, Boğaziçi Villaları Burhaniye Mah. Rasimağa Sk. 11/19 Üsküdar/Istanbul
- Mr. Alev Yaraman with TR ID No: 25517063188, Cemil Topuzlu Cad. Beyaz Köşk Apt. No: 103, D. 9 Caddebostan/Kadıköy/Istanbul
- Mr. Murat Bilgiç with TR ID No: 12529205286, Acıbadem Cad. Bayır Sokak No: 2/9 Kadıköy/Istanbul
- Mr. Yusuf Ziya Toprak with TR ID No: 31874329928, Bağdat Cad. Dostlar Apt. No: 277-1/14 Caddebostan-Kadıköy/Istanbul
- Mr. Köksal Burkan with TR ID No: 39853252816, Libadiye Cad. Göztepe Soyak Sitesi Blok-8 No. 149 Üsküdar/Istanbul
- Mr. Özgün Çınar with TR ID No: 25784080284, Gökçe Sk. Türegül Apt. 9/13 Caddebostan-Kadıköy/Istanbul
- Mr. Yılmaz Ertürk with TR ID No: 32395755616, İbrahimağa Konutları B1/C Blok Daire. 70 Acıbadem/Istanbul

For the Membership of the Board of Directors, all representing T. İş Bank, to fulfill their duties for three years is agreed by majority of votes with 113,067,700 abstaining votes, 1,258,858,900 negative votes, and 72,409,755,710 affirmative votes.

7. After presenting information related to the selection of Ms. Tülin Akyol to the Membership of Auditing Committee to complete the term of office of Mr. Mehmet Karakılıç who has resigned from the Membership of Auditing Committee on October 15, 2008 to General Meeting, selecting Ms. Gamze Yalçın and Ms. Tülin Akyol for the Membership of Auditing Committee for one year in accordance with the 16th Article of the Company Main Contract is agreed by majority of votes with 106,567,700 abstaining votes and 73,675,114,610 affirmative votes.

8. Giving permission to the members of the Board of Directors in accordance with the 334th and 335th Articles of Turkish Commercial Code is agreed by majority of votes with 106,567,700 abstaining votes and 73,675,114,610 affirmative votes.

9. Determining the monthly salaries of the Members of the Board of Directors as gross 3,300 TL and empowering the Board of Directors for determining financial rights of the Executive Director are agreed by majority of votes with 106,567,700 abstaining votes and 73,675,114,610 affirmative votes.
10. Determining the monthly salaries of the Members of the Auditing Committee as 2,450 TL is agreed by majority of votes with 106,567,700 abstaining votes and 73,675,114,610 affirmative votes.
11. Shareholders are informed about donations within the year.
12. Changing the 4th Article of the Company Main Contract relevant to Purpose and Subject, as approved in the way in the Annex, by the permission of the Capital Markets Board dated 06.04.2009 and numbered B.02.1.SP.K.0.13/481 and the permission letter of the General Directorate of Domestic Trade of the Ministry of Industry and Commerce of the Turkish Republic dated 10.04.2009 and numbered B.14.0._TG.0.10.00.01/401.01.02.1551-44841, and authorizing the Board of Directors for fulfilling the legal formalities is agreed by majority of votes with 6,500,000 abstaining votes, 5,175,103,391 negative votes and 68,600,078,919 affirmative votes

VOTE COLLECTOR
ERTAN BURHANETTIN KANTAR
SIGNATURE

COUNCIL CHAIRMAN
Prof. Dr. AHMET KIRMAN
SIGNATURE

CLERK
IBRAHİM BABAYIĞIT
SIGNATURE

COMMISSIONER
NEVZAT ÖZER
SIGNATURE

**AMENDMENT DRAFT TEXT OF THE MAIN CONTRACT OF
TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.**

<u>OLD VERSION</u>	<u>NEW VERSION</u>
<i>PURPOSE AND SUBJECT:</i>	<i>PURPOSE AND SUBJECT:</i>
<i>Article 4)</i>	<i>Article 4)</i>
<i>B) Subject of the Company:</i>	<i>B) Subject of the Company:</i>
<i>k) The Company may carry out the intermediation for collection and payment of the companies it participates in the capital and the management directly or indirectly, financial or legal consultancy,</i>	<i>k) The Company may carry out the intermediation for collection and payment of the companies it participates in the capital and the management directly or indirectly, financial or legal consultancy,</i>

<p><i>auditing and other services of these companies.</i></p> <p><i>The Company may fulfill the works such as warehousing, transportation, project preparing, feasibility studies, chemical-physical analysis, IT, import, export, marketing, organization, training and planning of all kinds of organizations whether it participates in their capitals and managements or not.</i></p> <p><i>In order to achieve its goals, the company may open warehouses, stores, branches, representation offices, exhibitions and such or grant franchise or agency relevant to its subject.</i></p>	<p><i>auditing and other services of these companies.</i></p> <p><i>The Company may fulfill the works such as warehousing, transportation, project preparing, feasibility studies, chemical-physical analysis, IT, import, export, marketing, organization, training and planning of all kinds of organizations whether it participates in their capitals and managements or not.</i></p> <p><i>In order to achieve its goals, the company may open warehouses, stores, branches, representation offices, exhibitions and such or grant franchise or agency relevant to its subject.</i></p> <p><i>The Company may give services on the registration of all kinds of intellectual and industrial property rights such as trademark, patent, utility model, industrial design, geographical signs, integrated circuit photographs before Turkish Patent Institute, and carrying out all kinds works and transactions before these organizations and trademark and patent agency for third parties.</i></p>
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