

**MINUTES OF THE EXTRAORDINARY GENERAL
MEETING OF KATALONYA OTO SERVİS VE TİCARET ANONİM ŞİRKETİ
HELD ON SEPTEMBER 25, 2007**

The Extraordinary General Assembly Meeting of Katalonya Oto Servis ve Ticaret Anonim Şirketi was held on September 25, 2007, at 14:30 at Doğuş Group Buildings located at Büyükdere Caddesi, No: 65 Maslak, Şişli, Istanbul. The meeting was supervised by Mr. Metin YÖNEY, the Ministry Commissioner assigned by the Istanbul Provincial Directorate of Industry and Trade through their letter dated 2007 and numbered 62053.

Upon reviewing the Attendance List, all 20,000,000 shares corresponding to the company's total capital of 20,000,000 New Turkish Liras were represented at the meeting by proxy, thereby meeting the minimum meeting quorum requirement stipulated in both the law and the Articles of Association. With no objections raised, the meeting was opened by the Chairman of the Board of Directors, Mr. Aclan ACAR, and the discussion of the agenda commenced.

1. It was unanimously decided to appoint Aclan ACAR as the Chairman of the Council, Tarık BİNATLI as the vote collector, and Hasan Hüsnü GÜZELÖZ as the clerk.
2. The approval for the authorization of the council to sign the Minutes of the General Assembly was submitted to the General Assembly. The approval was unanimously accepted.
3. The financial statements dated March 31, 2007 and the independent audit report, which formed the basis of our company's acquisition by Doğuş Otomotiv Servis ve Ticaret A.Ş., were discussed and unanimously accepted.
4. The General Assembly was informed by reading the other matters stated in the "i and ii" articles of the Capital Markets Board's letter dated August 24, 2007, and numbered B.021.1.SPK.0.13.-145/2 21925. Based on the decision of the Kadıköy 3rd Commercial Court of First Instance dated June 11, 2007, and numbered 2007/664, the Expert Report dated June 11, 2007, the Expert Institution Report dated June 06, 2007 of İş Yatırım Menkul Değerler A.Ş. regarding the acquisition, and the letter of the Competition Authority dated August 24, 2007, and numbered B.50.REK.0.08.00.00-120/820 were read and submitted to the partners for their information.
5. In accordance with Articles 146-151 and 451 and other provisions of the Turkish Commercial Code regarding mergers/acquisitions and Articles 37, 39, and 42 of the Corporate Tax Law, the "Acquisition Announcement and Acquisition Agreement" approved by the Capital Markets Board's permission dated August 22, 2007, and numbered 30/869 and signed by the parties, the Debt Payment Commitment prepared per Article 149 of the Turkish Commercial Code, and the balance sheet dated March 31, 2007, which served as the basis for the acquisition, were discussed and unanimously accepted.
6. It was unanimously resolved for our company to be acquired by Doğuş Otomotiv Servis ve Ticaret A.Ş., along with all its assets and liabilities, and for our company to be dissolved without liquidation.
7. The meeting was adjourned as there were no other matters to be discussed on the agenda.

**MINISTRY OF INDUSTRY AND TRADE
COMMISSIONER
METİN YÖNEY**

**VOTE COLLECTOR
TARIK BİNATLI**

**COUNCIL CHAIRMAN
ACLAN ACAR**

**CLERK
HASAN HÜSNÜ GÜZELÖZ**