

**ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş.  
BOARD OF DIRECTORS MEETING RESOLUTIONS**

**MEETING NUMBER : 758**  
**DATE OF MEETING : March 05, 2013**  
**HOUR OF MEETING : 16.30**  
**PLACE OF MEETING : ASELSAN Macunköy Facilities**

**AGENDA :**

1. Taking resolution regarding the determination of the agenda, location and date of the 38<sup>th</sup> Ordinary General Assembly Meeting,
2. Reading and approval of meeting resolutions (meeting no:758),

**ATTENDEES :**

Chairman of Board of Directors : Necmettin BAYKUL  
Vice Chairman of Board of Directors : Birol ERDEM  
Member of Board of Directors : Ahmet ŞENOL  
Member of Board of Directors : Osman Kapani AKTAŞ  
Member of Board of Directors : Erhan AKPORAY  
Member of Board of Directors : Lamia Zeynep ONAY  
Member of Board of Directors : Cumhuri Sait Şahin TULGA  
Chief Executive Officer : Cengiz ERGENEMAN

**ABSENTEES :**

Member of Board of Directors : Halil SARIASLAN

**AGENDA :**

**758/1. Taking resolution regarding the determination of the agenda, location and date of the 38<sup>th</sup> Ordinary General Assembly Meeting,**

General Management's letter dated 20.02.2013 and numbered AS370-13D-126 was read. It has been unanimously resolved that the 38<sup>th</sup> General Assembly meeting with regard to the year 2012 fiscal period of our Company shall be held on March 29, 2013, Friday at 14:00 at our Akyurt Facility at the address Cankırı Yolu 7. Km Akyurt / ANKARA in order to negotiate the following agenda topics and to resolve them.

## **ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş.**

### **AGENDA OF 38<sup>TH</sup> ANNUAL ORDINARY GENERAL ASSEMBLY MEETING**

- 1) Opening, stand in silence and forming of the Meeting Chairmanship.
- 2) Approval of the assignments for the substitution of the Board of Directors membership positions which became vacant in 2012, as per paragraph 1 of article 363 of the Turkish Commercial Code.
- 3) Reading and Negotiating the year 2012 Activity Report Prepared by the Board of Directors.
- 4) Reading and Negotiating the Audit Report.
- 5) Reading the Independent External Audit Company Report.
- 6) Reading and Negotiating the Financial Statements and their Approval.
- 7) Resolution regarding the respective acquittals of the Board of Directors and Audit Committee members due to their activities and accounts of the year 2012.
- 8) Resolution regarding the profit distribution with respect to the year 2012.
- 9) Election of the Board of Directors Members and the Independent Board of Directors Members whose terms of duty have expired.
- 10) Determination of the remuneration of the members of the Board of Directors.
- 11) Approval of the Independent External Audit Company chosen by the Board of Directors as per the legislation of the Capital Markets Board.
- 12) Resolution to be taken in article 6 of the Articles of Association in scope of increasing the Upper Limit of the Registered Capital and in articles 1, 3, 4, 5, 9, 11, 12, 13, 14, 15, 16,17, 18, 19, 21, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, and 37 in scope of bringing it in conformity with the Turkish Commercial Code numbered 6102 and Capital Market Law numbered 6362.
- 13) Information regarding the donations in 2012 and the guarantees, pledges and liens granted in favor of third parties and the revenues or benefits acquired.
- 14) Approval of the “Donation and Aid Policy” prepared as per the regulations of the Capital Markets Board and resolutions with respect to the upper limit of the donation and aid which shall be grant in 2013.
- 15) Providing information regarding the report which comprises the conditions of the transactions with Roketsan Raket Sanayii ve Ticaret A.S. and its comparison with the market conditions in prepared 2012 as per the regulations of the Capital Markets Board.
- 16) Negotiation and approval of the “Internal Directive Regarding the Working Methods and Principles of the General Assembly of ASELSAN Elektronik Sanayi ve Ticaret A.S.”.
- 17) Providing information regarding the “Profit Distribution Policy” as per the regulations of the Capital Markets Board.
- 18) Providing information regarding the competition and transactions of the shareholders dominant with respect to management, of the board of directors members, of the senior managers and of their spouses and relatives up to the second level which in a manner could cause conflict of interest with the company and its subsidiaries.
- 19) Wishes and requests.

**758/2 Reading and approval of meeting resolutions (meeting no:758),**

**Necmettin BAYKUL**  
Chairman of Board of Directors

**Birol ERDEM**  
Vice Chairman of Board of Directors

**Ahmet ŐENOL**  
Member of Board of Directors

**Osman Kapani AKTAŐ**  
Member of Board of Directors

**Erhan AKPORAY**  
Member of Board of Directors

**Halil SARIASLAN**  
Member of Board of Directors  
(He couldn't attend to the meeting  
because he was out of Ankara)

**Lamia Zeynep ONAY**  
Member of Board of Directors

**Cumhur Sait Őahin TULGA**  
Member of Board of Directors