

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

**MEETING NUMBER : 839**  
**DATE OF MEETING : November 27, 2014**  
**HOUR OF MEETING : 12.30**  
**PLACE OF MEETING : ASELSAN Macunköy Facilities**

**AGENDA :**

1. Resolving on the merger of our Company and our 100% subsidiary MİKES A.Ş by acquisition via facilitated procedure,
2. Reading and approval of meeting resolutions (meeting no:839),

**ATTENDEES :**

Chairman of Board of Directors : Hasan CANPOLAT  
Vice Chairman of Board of Directors : Murat ÜÇÜNCÜ  
Member of Board of Directors : Ziya AKBAŞ  
Member of Board of Directors : Ahmet Can ÇEVİK  
Member of Board of Directors : Celalettin DÖVER  
Member of Board of Directors : Oral ERDOĞAN  
Member of Board of Directors : Ahmet KESİK  
Member of Board of Directors : Sedat NAZLIBİLEK  
Member of Board of Directors : Mustafa Murat ŞEKER

**AGENDA :**

**839/1. Resolving on the merger of our Company and our 100% subsidiary MİKES A.Ş by acquisition via facilitated procedure,**

General Management's letter dated 27.11.2014 and numbered AS375-14D-207 was read. It has been unanimously resolved that;

- a. Our Company shall merge with MİKES Microwave Electronic Systems INC, which is registered to Ankara Registry of Commerce with the registry number 67902, by the acquisition of all its assets and liabilities, since our Company owns all shares of our affiliate company MİKES Microwave Electronic Systems INC. which provide voting rights; with regard to the regulations of "merger via facilitated procedure" defined by the article 13 of Capital Markets Board's Communiqué on Merger and Demerger numbered II-23.2 and the sub clause (a) of first paragraph of article 155 of the Turkish Commercial Code and with regard to the 19., 20. and 21. articles of Corporate Tax Law,
- b. Merger shall be proceeded based on the companies' financial tables dated 30.09.2014,
- c. Since the merger shall be proceeded via facilitated procedure, with respect to article 12/e of Capital Markets Board's Communiqué on Common Principles Regarding Material Events and Sellout Rights numbered II-23.1; regarding our shareholders, sellout right shall not rise, the Board of Directors report mentioned in article 147 of Turkish Commercial Code shall not be prepared, the announcement for inspection right, which is mentioned in article 149 of Turkish Commercial Code, shall not be

made, independent audit report and merger report shall not be prepared and expert opinion shall not be taken with regard to article 13/(2) of Capital Markets Board's Communiqué on Merger and Demerger numbered II-23.2,

- d. Our Company's capital shall not be increased as a result of the merger,
- e. Within this context, pursuant to Capital Markets Board's Communiqué on Merger and Demerger numbered II-23.2 the announcement text, merger contract and other information and documentation necessary for the merger process with regard to the Communiqué shall be prepared and application for approval shall be made to Capital Markets Board,
- f. Following the approval of merger from the Capital Markets Board, the merger contract that will be signed by the parties shall be submitted to the Board of Directors' approval without being submitted to the general assembly's approval,
- g. By this means, necessary legal processes shall be started in order to complete other tasks and procedures regarding the merger.

**839/2. Reading and approval of meeting resolutions (meeting no:839),**

**Hasan CANPOLAT**

Chairman of Board of Directors

**Murat ÜÇÜNCÜ**

Vice Chairman of Board of Directors

**Ziya AKBAŞ**

Member of Board of Directors

**Ahmet Can ÇEVİK**

Member of Board of Directors

**Celalettin DÖVER**

Member of Board of Directors

**Oral ERDOĞAN**

Member of Board of Directors

**Ahmet KESİK**

Member of Board of Directors

**Sedat NAZLIBİLEK**

Member of Board of Directors

**Mustafa Murat ŞEKER**

Member of Board of Directors