

MINUTES OF THE 36TH ORDINARY GENERAL ASSEMBLY MEETING OF ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş. , HELD ON 31ST MARCH 2011

2010 General Assembly Meeting of ASELSAN Elektronik Sanayi ve Ticaret A.Ş. was held at the Company's headquarters at the address of "Mehmet Akif Ersoy Mah. 296. Cad. No: 16 Yenimahalle / ANKARA" at 14:30 hours on March 31, 2011, under the supervision of Ministry Commissioner, Ekrem FAHRİOĞLU who was assigned with the official letter of the Ankara Province Industry and Commerce Directorate of T.R. Industry and Commerce Ministry dated 31 March 2011, numbered 14854.

The invitation for the meeting was performed duly by announcing in Turkish Trade Registry Newspaper, numbered 7766, dated 07.03.2011, as well as in Turkey editions of Dünya and Türkiye newspapers dated 09.03.2011, and also by registered mail to those shareholders, who participated in the previous General Assembly Meeting, informing them of the place, date and agenda of the meeting, as it shall contain the agenda in accordance with the law and the Articles of Association within the stipulated period.

The meeting was opened by Chairman of the Board of Directors, Mr. Hasan MEMİŞOĞLU and continued with the discussion of the agenda, after the inspection of the List of Attendants, and the minimum meeting quorum as foreseen in the law and Articles of Association was met with the total of 23.522.400.000 shares corresponding the total capital of the Company with 235.224.000 TL; 19.938.796.590 shares corresponding to 199.387.965,90 TL of the capital were represented in person and 51.205.200 shares corresponding to 512.052 TL were represented by proxy, totally 19.990.001.790 shares.

- 1) Chairman of the Board of Directors, Mr. Hasan MEMİŞOĞLU conveyed his special thanks to the attendants for honoring the meeting and invited them to a stand of silence for a minute in memory of the Great Leader ATATÜRK and our martyrs. Following the stand of silence, constitution of the Presidential Board was initiated. The proposal by the representative of Axa Sigorta A.Ş. was put to voting. As a result of voting, it was unanimously resolved that Mr. Hayrettin UZUN, the representative of Turkish Armed Forces Foundation was elected as the President of the Presidential Board, Mr. Metin GÜNGÖRDÜ as the Clerk, and Ms. Gönül TETİK as the Vote Collector.
- 2) It was unanimously resolved that the Presidential Board was authorized to sign the minutes of the General Assembly meeting.
- 3) The reports of the Board of Directors and the Board of Auditors on the activities and accounts of 2010 were read. The President of the Board asked whether any shareholders wished to speak about this item of the agenda. Attorney Nazım Cehdi ADVAN and Attorney Ceren ARGUN cast abstaining votes on this item of the agenda on behalf of the shareholders, which they represent. Mr. Veli PANCARCI took the floor, shared his general comments on Turkey and world matters, and went on saying that ASELSAN completed 2010 successfully. He added that he appreciated the importance ASELSAN attributed to research and development. He also emphasized his satisfaction with the activities of ASELSAN. As there were no attendants wishing to talk, fourth item of the agenda was put on discussion.
- 4) The independent audit report for the fiscal period of 1 January 2010 – 31 December 2010, which was prepared by the independent external audit company Engin Bağımsız Denetim ve Serbest Muhasebecilik Mali Müşavirlik A.Ş. (GRANT THORNTON), was read. Attorney

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Nazım Cehdi ADVAN and Attorney Ceren ARGUN cast abstaining votes on this item of the agenda on behalf of the shareholders, which they represent.

- 5) The consolidated balance sheet and income statement in compliance with the Communiqué Serial:XI No:29, of the Capital Markets Board, and the statutory balance sheet and income statement in compliance with Turkish Generally Accepted Accounting Principles were read. President of the Board asked if there were any attendants wished to hold the floor. Mr. Hayrettin UZUN, the representative of Turkish Armed Forces Foundation took floor and stated ASELSAN's successfully controlled its operating expenses and said that foreign exchange management is one of the most important issues for the company and although ASELSAN bears foreign exchange loss risk, they believe this will be handled with managerial success. He also emphasized low export levels of ASELSAN but added that with marketing strategies and products, exports can be increased and ASELSAN is the fastest growing company in Turkey. The President of the Board presented this item of the agenda to voting. As a result of voting, the balance sheet and income statement for the year 2010 were approved unanimously.
- 6) The acquittal of each and every member of the Board of Directors and Board of Auditors concerning the operations and accounts of the year 2010 were put to voting separately. As a result of voting, the acquittal of the members of the Board of Directors was approved unanimously. The acquittal of the members of the Board of Auditors was also approved unanimously.
- 7) The President asked the proposal for dividend distribution, which was included in 2010 annual report of the Board of Directors, to be read. The proposal for dividend distribution was put to voting. Accordingly;

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| ASELSAN ELECTRONIC INDUSTRIES INC. | | |
|--|---------------------|-------------------------------|
| 2010 DIVIDEND DISTRIBUTION TABLE (TL) | | |
| | Based on CMB | Based on Legal Records |
| Paid/Issued Capital | 235.224.000,00 | 235.224.000,00 |
| Total amount of Legal Reserves (according to the Legal Records) | 28.697.328,00 | 28.697.328,00 |
| The information for the dividend distribution in case of privileges according to the Company Articles of Incorporation | | |
| Profit for the Period | 240.719.971,00 | 209.118.993,88 |
| Taxes Payable (-) | 0,00 | 0,00 |
| NET PROFIT FOR THE PERIOD (=) | 240.719.971,00 | 209.118.993,88 |
| Prior Years' Losses (-) | 0,00 | 0,00 |
| First Legal Reserve (-) | 10.455.949,69 | 10.455.949,69 |
| NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=) | 230.264.021,31 | 198.663.044,19 |
| Donations Made During the Year (+) | 60.056,00 | |
| Net distributable profit including donations that is the base of calculation of first dividend | 230.324.077,31 | |
| First Dividend to Shareholders | 32.696.136,00 | 11.761.200,00 |
| - Cash | 32.696.136,00 | 11.761.200,00 |
| - Non-cash dividend | 0,00 | 0,00 |
| - Total | 32.696.136,00 | 11.761.200,00 |
| Dividend Paid to Preference Shareholders | 0,00 | 0,00 |
| Dividend Paid to Board of Members, Employees and Other | 0,00 | 0,00 |
| Dividend Paid to Redeemed Share Owners | 0,00 | 0,00 |
| Second Dividend to Shareholders | 0,00 | 20.934.936,00 |
| Second Legal Reserve | 2.093.493,60 | 2.093.493,60 |
| Statutory Reserves | 0,00 | 0,00 |
| Special Reserves | 0,00 | 0,00 |
| EXTRAORDINARY RESERVE | 195.474.391,71 | 163.873.414,59 |

As stated above, over the net profit from 2010 activities after deductions of taxes payable and legal obligations;

- Appropriation of TL 10.455.949,69 as first legal reserve according to Article 466/I of the Turkish Commercial Code,
- Distribution of the profit to the shareholders over the net distributable profit, calculated within the framework of the profit distribution regulations and decisions of the Capital Markets Board,
 - TL 32.696.136 gross amount (TL 0,139 per share of TL 1 and 13,9% on the basis of the capital) as cash dividend (net TL 27.791.715,60 – TL 0,11815 per share of TL 1 and 11,815% on the basis of issued capital)
- Appropriation of TL 2.093.493,60 as second legal reserve in accordance with the Turkish Commercial Code,
- Appropriation of the remaining profit as extraordinary reserve and distribution of the profit to the shareholders as cash dividends to begin from 30.05.2011.

was approved by a majority of affirmative votes of 19.974.251.790 corresponding to 15.750.000 negative votes.

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- 8) In accordance with regulations of the Capital Markets Board, the proposal of approval for the the independent external audit company decided by the Board of Directors was submitted to the information of General Assembly. As a result of voting, it was unanimously resolved that DRT, Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte) was approved to prepare independent audit reports of ASELSAN for the fiscal years 2011 and 2012.
- 9) The approval of Mr. Hasan MEMİŞOĞLU's membership to the Board of Directors who was appointed by Board of Directors according to Article 315 of the Turkish Commercial Code replacing Mr. Mehmet ÇAVDAROĞLU who left his duties as a member of the Board of Directors and chairman of the Board of Directors in 2010 was unanimously resolved.
- 10) With respect to the election of the members of the Board of Directors; the proposal submitted by the representative of the Turkish Armed Forces Foundation was read. According to the proposal, it was approved by a majority of affirmative votes of 19.982.979.090 corresponding to 7.022.700 negative votes that to serve as representatives of the Turkish Armed Forces Foundation, which is the Group A privileged shareholder under Article 8 of the Articles of Association, Mr. Hasan MEMİŞOĞLU who was appointed by Board of Directors according to Article 315 of the Turkish Commercial Code replacing Mr. Mehmet ÇAVDAROĞLU and Mr. Erhan AKPORAY, who was replacing Mr. Aslan KILIÇASLAN whose term of office period was over, was elected for a period of 3 years.
- 11) With respect to the election of the members of the Board of Auditors; the proposal submitted by the representative of the Turkish Armed Forces Foundation was read. According to the proposal, it was approved by a majority of affirmative votes of 19.982.979.090 corresponding to 7.022.700 negative votes that Mr. Atilla GÜLER, who was replacing Mr. Ali Rıza DADAŞ, whose term of office period was over, was elected for a period of 3 years.
- 12) The briefing letter by the Board of Directors regarding the donations made, the guarantees, pledges and liens given in favor of third parties, and the related interests and incomes gained in 2010 was read. Accordingly, a total of 60.056,- TL donation was made by ASELSAN in 2010, which is distributed as follows: 42.806,- TL to Cücük Köyü Primary School, 15.000,- TL to İstanbul Technical University Foundation, 2.000,- TL to Hacettepe University Faculty of Engineering Foundation, and 250,- TL to others. It was stated that there were not any guarantees, pledges and liens given in favor of third parties and any relevant interests and incomes gained in 2010. Attorney Nazım Cehdi ADVAN and Attorney Ceren ARGUN cast abstaining votes on this item of the agenda on behalf of the shareholders, which they represent.
- 13) The proposal submitted by the representative of the Turkish Armed Forces Foundation on the remuneration to be paid to the members of the Board of Directors, executive members of the Board of Directors and members of the Board of Auditors was read. As a result of voting, it was unanimously resolved that each member of the Board of Directors, executive members of the Board of Directors and Board of Auditors be paid a monthly salary of net 1.800,-TL (onethousandeighthundred TL), to be effective from April 2011 until the ordinary General Assembly Meeting of 2012 that is to be convened to discuss the operations of 2011 activities.
- 14) The President of the Presidential Board asked the attendant shareholders of the General Assembly whether they had any wishes and further requests. Attorney Nazım Cehdi ADVAN and Attorney Ceren ARGUN cast abstaining votes on this item of the agenda on behalf of the shareholders, which they represent. Mr. Hayrettin UZUN, the representative of Turkish Armed Forces Foundation, took the floor and said that they would like to see the values shown in the presantations to be expressed in Turkish Lira instead of US Dollar. Mr. Veli

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Pancaracı took floor and emphasized the importance of exports for a growing company. He wished ASELSAN to increase its exports. As there were no other shareholders who wished to make further comments, the President of the Presidential Board reminded that ASELSAN is the largest and leading enterprise of Turkish Armed Forces Foundation, thanked all the personnel who contributed in bringing the Company to its current status, and closed the meeting, wishing the year 2011 to be at least as successful as the year 2010.

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