

VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ
(VESTEL ELECTRONICS INDUSTRY AND TRADE CORPORATION)

GENERAL SHAREHOLDERS' MEETING
INFORMATION FORM

The General Assembly of the Vestel Elektronik A.Ş. (Vestel Electronics Corp.), shall hold its Regular Meeting (General Shareholders' Meeting) at the company headquarters located at the address of Zorlu Plaza, Ambarlı Avcılar-İstanbul on the day of 24.05.2006 at 10:00 hours to examine the operations of the year of 2005 and to discuss and adjudicate the agenda of the General Assembly.

The shareholders are required to make their applications to the Company headquarters located at the address of Zorlu Plaza, Ambarlı, Avcılar-İstanbul, and by consigning the share certificates they hold, in turn, to receive their cards of admission to the General Shareholders' Meeting, and to participate in the General Shareholders' Meeting either in person or by way of proxy through their representatives.

The invitation letters being sent to shareholders who hold registered shares import the nature of a card of admission. And while, the possessors of bearer shares are obliged to consign their share certificates or other document proving that they possess these shares to the company by way of making their applications to the Company headquarters minimum 7 days in advance of the meeting date. The holders of the bearer shares can either receive their cards of admission by submitting their share certificates directly to the company or they can consign these to any bank they wish. Then, they are introduced with a card of admission against the presentation of a document to the company which has been received from this bank and which indicates the value, unit and number of the share certificates being submitted to the related bank. There is no opportunity of admitting the meeting, legally, for those holders of bearer shares who do not have a card of admission.

Shareholders who will not participate in the meeting in person are required to let themselves be represented at the meeting via their representatives by submitting the related proxy, a sample of which has been provided in written in the annex, at least one week in advance of the meeting date to the Company headquarters and have their representatives get their cards of admission, as well.

The Report of the Directors (Annual Report) and the Auditor's Report, the Balance Sheet and Profit / Loss Accounts, and the former and new texts of the article 6. of the articles of association of the Company shall be made available at the disposal of the shareholders for their examinations at the Company headquarters and the website of the Company (www.vestel.com) with a period of three weeks having precedence over the meeting.

Kindly submitted to the disclosure of the esteemed shareholders.

INFORMATION RELATED TO ARTICLES OF THE AGENDA

1- Opening and Moment of Silence

2- Election of the Court

Remarks: The chairman and the committee (General Administration Board) who will administer the General Assembly in accordance with the provisions of the Turkish Commercial Code and the Regulation of the Ministry of Industry and Trade will be elected.

3- Delegation of authority to the Court to sign the Minutes of the General Shareholders' Meeting on behalf of the General Assembly

Remarks: The General Assembly shall delegate authority to the Court on the subject of entering of the resolutions carried in the general assembly into the minutes in line with the provisions of the Turkish Commercial Code and the Regulation of the Ministry of Industry and Trade.

4- Reading of the Report of the Board of Directors (Annual Report) on activities and accounts of the year of 2005

Remarks: The Report of the Board of Directors (Annual Report) belonging to the accounting period of 01.01.2005 – 31.12.2005 shall be read to the general assembly. The Report of the Directors (Annual Report) for the year of 2005 can be accessed at the Company headquarters and through the website of the Company. (www.vestel.com.tr)

5- Reading of the financial statements drawn up according to the communiqué no. XI-25 of the Capital Markets Board

Remarks: The financial statements being drawn up according to the communiqué no. XI-25 of the Capital Markets Board in line with the provisions of the Turkish Commercial Code and the Regulation of the Ministry of Industry and Trade belonging to the accounting period of 01.01.2005 – 31.12.2005 shall be read at the General Shareholders' Meeting. The financial statements can be accessed from the Company headquarters and through the website of the Company. (www.vestel.com.tr)

6- Reading of the Auditor's report and the Independent External Auditing report

Remarks: The Auditor's report and the Independent External Auditing report belonging to the accounting period of 01.01.2005 – 31.12.2005 shall be read at the General Shareholders' Meeting.

7- Deliberations on reports and financial statements and acceptance of them, separately

Remarks: The annual report for the year of 2005 of the Board of Directors, the financial statements being drawn up according to the communiqué no. XI-25 of the Capital Markets Board, the auditor's report, and the independent external auditing report will be submitted for the approval of the participants, separately.

8- Discussions on the proposal of the Board of Directors in connection with distribution of profits and submission of this matter for approval

Remarks: The financial statements of the Company have been arranged in accordance with the Communiqué On Accounting Standards of the Capital Market Serial XI and No: 25 of the

Securities Exchange Act. The financial statements have been consolidated in accordance with the provisions of consolidation of the very same communiqué. Profit for the period has been calculated as 86.400 thousand YTL as the result of the consolidation transaction. And while, a net after-tax period profit of 55.141.303,- YTL has appeared on the unconsolidated financial statements of the Company. However, there stands a loss of 360.920.695,- YTL from previous years in the balance sheet which has been calculated as the result of the inflation adjustment applied as of the date of 31.12.2003 and which presently cannot be reduced from the profit. And, no profit remains to be distributed as the result of the deduction of the net profit for the year of 2005 of 55.141.303,- YTL from the losses from previous years. Consequently, affecting a profit distribution does not seem to be possible.

9- Deciding upon the matter of discharging of the members of the Board of Directors from their responsibilities for the activities of the year of 2005

Remarks: Discharging of the members of the Board of Directors from their responsibilities for the activities, transactions and accounts of the year of 2005 in line with the provisions of the Turkish Commercial Code and the Regulation of the Ministry of Industry and Trade shall be submitted for the approval of the general assembly.

10- Deciding upon the subject of discharging of the auditors from their responsibilities for the activities in the year of 2005

Remarks: Discharging of the Auditors from their responsibilities for the activities, transactions and accounts of the year of 2005 in line with the provisions of the Turkish Commercial Code and the Regulation of the Ministry of Industry and Trade shall be submitted for the approval of the general assembly.

11- Determination of the number of members of the Board of Directors for the year of 2006 and holding an election

Remarks: In accordance with the provisions of the Turkish Trade Code and the Regulation of the Ministry of Industry and Trade, the number of the members of the board of directors shall be determined and the proposed nominees shall be submitted for the approval of the General Assembly. Background information concerning the curriculum vitas of the nominees of the Board of Directors shall be presented to the shareholders participating in the General Shareholders' Meeting.

12- Determination of the number of Auditors for the year of 2006 and holding an election

Remarks: The auditors shall be determined to perform the activity of internal auditing in line with the provisions of the Turkish Trade Code and the Regulation of the Ministry of Industry and Trade and they will be submitted for the approval of the participants.

13- Determination of the fees of the members of the Board of Directors for the year of 2006

Remarks: The fees to be paid to the members of the Board of Directors shall be determined in line with the provisions of the Turkish Trade Code and the Regulation of the Ministry of Industry and Trade and they will be submitted for the approval of the participants.

14- Determination of the fees of the Auditors for the year of 2006

Remarks: The fees to be paid to the auditors shall be determined in line with the provisions of the Turkish Trade Code and the Regulation of the Ministry of Industry and Trade and they will be submitted for the approval of the participants.

15- Approval of the election of the Independent Auditing Organization selected by the Board of Directors

Remarks: The selection of the Independent Auditing Organization carried by the Board of Directors in accordance with the provision of the article no. 24 of the Communiqué Serial X No: 16 shall be submitted for the approval of the General Assembly.

16- Presentation of information on donations being made within the year in accordance with the resolution dated 05.06.2003 and no. 29/666 of the Capital Markets Board

Remarks: Subject to the provision of the resolution dated 05.06.2003 and no. 29/666 of the Capital Markets Board, the donations being made within the year are being conveyed to the attention of the General Assembly. This article is not being submitted for voting, but holds a place in the agenda for information purposes, only.

17- Resolution procurement on the matter of delegation of authority and permissions written down in the articles 334. and 335. of the Turkish Trade Code to the members of the Board of Directors

Remarks: The matter of delegation of authority and permissions written down in the articles 334. and 335. of the Turkish Trade Code to the members of the Board of Directors related to their capacity to conduct transactions and to be able to compete for the Company shall be submitted for approval.

The capacity of competing with the company and being able to conduct the commercial transactions for the company is exclusively possible with the permission of the General Assembly, only. The particularity regarding the capacity of conducting such transactions of the members of the Board of Directors shall be submitted for the approval of the General Assembly.

18- Discussions and determination of a resolution on the matter of an amendment to be made in the article 6. of the articles of association of the company within the framework of the permission to be granted by the Capital Markets Board and the Ministry of Industry and Trade.

THE FORMER TEXT

Capital of the Company

Article 6

The company has accepted the registered capital system in respect of the provisions of the Securities Exchange Act No. 2499 changed with the Law No. 3794 and has adapted into this system with the permission dated 22/11/1990 and no. 877 of the Capital Markets Board.

The registered capital of the company is 220.000.000,- (two hundred and twenty million) YTL, and it has been divided into 22.000.000.000 (twenty two billion) shares with everyone of which at a nominal value of (one) YKR.

The issued capital of the company is 159.099.886,96- (one hundred and fifty nine million and ninety nine thousand and eight hundred and eighty six thousand new Turkish Liras and ninety six kuruş (pennies)) YTL, and it has been fully paid.

The shares representing the capital are as follows:

Composition	: 8
Variety	: Registered
Number of Shares	: 9.320.554.831
Amount of Shares (YTL)	: 93.205.548,31
Composition	: 8
Variety	: Bearer
Number of Shares	: 6.589.433.865
Amount of Shares (YTL)	: 65.894.338,65

The Board of Directors, when considers necessary, and in accordance with the provisions of the Securities Exchange Act and the related regulation, is authorized to increase the issued capital by issuing registered or bearer shares up to the ceiling of the registered capital, to consolidate the share certificates in denominations to represent more than one share, or to divide them into smaller denominations, and to change the share certificates announced beforehand with new share certificates which have been arranged according to the laws. Besides, the Board of Directors is authorized to announce share certificates over their nominal values, and to limit the right of holding new shares of the shareholders. Matters within the scope of this article are declared within the framework of the provisions of the Articles of Association, the Turkish Trade Code, the Securities Exchange Act, and the related regulation. No bearer shares can be announced, unless the total of the share amounts have been paid. The transfer of shares of the Company is unrestricted provided that the provisions of the Turkish Trade Code, the Capital Market Regulation and this articles of association are preserved.

THE NEW TEXT

Capital of the Company

Article 6

The company has accepted the registered capital system in respect of the provisions of the Securities Exchange Act No. 2499 changed with the Law No. 3794 and has adapted into this system with the permission dated 22/11/1990 and no. 877 of the Capital Markets Board. The registered capital of the company is 220.000.000,- (two hundred and twenty million) YTL, and it has been divided into 22.000.000.000 (twenty two billion) shares with everyone of which at (one) YKR nominal value. The issued capital of the company is 159.099.886,96- (one hundred and fifty nine million and ninety nine thousand and eight hundred and eighty six thousand new Turkish Lira and ninety six kuruş (pennies)) YTL, and it has been fully paid.

The shares representing the capital are as follows:

Variety	: Bearer
Number of Shares	: 15.909.988.696
Amount of Shares (YTL)	: 159.099.886,96

The Board of Directors, when considers necessary, and in accordance with the provisions of the Securities Exchange Act and the related regulation, is authorized to increase the issued capital by issuing bearer shares up to the ceiling of the registered capital.

Furthermore, the Board of Directors is authorized to announce shares over their nominal values, and to limit the right of new participation of the shareholders. The matters within the scope of this article are declared within the framework of the provisions of the articles of association, the Turkish Commercial Code, the Securities Exchange Act and the related regulations. No bearer shares can be announced, unless the total of the share amounts have been paid. The transfer of shares of the Company is unrestricted provided that the provisions of the Turkish Trade Code, Capital Market Regulation and this articles of association are preserved. The shares representing the capital of the company are monitored in records within the framework of the dematerialization principles.

Remarks: Subject to the resolution carried in the meeting dated 13.04.2006 and no. 18/440 of the Decision Body of the Capital Markets Board conducting on the principle concerning the shares traded on the Stock Exchange during the same transaction to be of the same variety in accordance with the dematerialization system and assuring that all of the shares being present in the same group with the shares traded on the Stock Exchange to be converted into the same variety, Vestel Elektronik Sanayi ve Ticaret A.Ş. (Vestel Electronics Industry and Trade Corp.) has carried a resolution providing the registered shares to be converted as bearer shares. This resolution will be submitted for the approval of the shareholders at the General Shareholders' Meeting of the Company.

19- Wishes and closing.