

MINUTES OF THE 37TH ORDINARY GENERAL ASSEMBLY MEETING OF ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş. , HELD ON 30TH MARCH 2012

2011 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 14:00 hours on March 30, 2012, under the supervision of Ministry Commissioner, Kadri ATAŞ who was assigned with the official letter of the Provincial Directorate of Science, Industry and Technology under Ankara Governor's Office dated 30 March 2012, numbered 13778.

The invitation for the meeting was performed duly by announcing in Turkish Trade Registry Newspaper, numbered 8025, dated 13.03.2012, as well as in Turkey editions of Hürriyet, Milliyet, Cumhuriyet, Dünya and Türkiye newspapers dated 13.03.2012, 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; 19.923.344.090 shares corresponding to 199.233.440,90 TL of the capital were represented in person and 95.549.900 shares corresponding to 955.499 TL were represented by proxy, totally 20.018.893.990 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 (Türk Silahlı Kuvvetlerini Güçlendirme Vakfı) 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 2011 were read. The President of the Board asked whether any shareholders wished to speak about this item of the agenda. Mr. Veli PANCARCI took the floor, shared his general comments on Turkey and world matters, and went on saying that ASELSAN completed 2011 successfully. He added that he appreciated the importance ASELSAN attributed to research and development and in this way ASELSAN constituted an example for other enterprises. He also emphasized his satisfaction with the activities of ASELSAN. Mr. Vedat AKARSU declared that he cast abstaining votes on this item of the agenda on behalf of the shareholders he represents. 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 2011 – 31 December 2011, which was prepared by the independent external audit company DRT, Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte), was read. Mr. Vedat AKARSU declared

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that he cast abstaining votes on this item of the agenda on behalf of the shareholders he represents.

- 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. 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 2011 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 2011 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 2011 annual report of the Board of Directors, to be read. The proposal for dividend distribution was put to voting. Accordingly;

ASELSAN A.Ş. 2011 PROFIT DISTRIBUTION TABLE (TL)		
	Distribution under the Capital Markets Board Regulations	Distribution under the Legal Records
Issued Capital	235.224.000,00	235.224.000,00
Total amount of First Legal Reserve, according to the Legal Records	41.246.771,29	41.246.771,29
The information for the profit distribution in the case of privileges according to the Company Articles of Incorporation		
Profit for the Period	160.755.145,00	181.508.285,00
Taxes Payable (-)	0,00	0,00
NET PROFIT FOR THE PERIOD (=)	160.755.145,00	181.508.285,00
Accumulated Loss (-)	0,00	0,00
First Legal Reserve (-)	5.798.028,71	5.798.028,71
NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	154.957.116,29	175.710.256,29
Donations Made throughout the Year (+)	39.737,00	
Net Distributable profit for the period, donations included in dividend calculation	154.996.853,29	
First Dividend to Shareholders	46.456.740,00	11.761.200,00
- Cash	46.456.740,00	11.761.200,00
- Non paid-up share	0,00	0,00
- Total	46.456.740,00	11.761.200,00
Dividends distributed to Preferred Shareholders	0,00	0,00
Dividends distributed to members of the Board of Directors, employees, etc.	0,00	0,00
Dividends distributed to Holders of Usufruct Right Certificates	0,00	0,00
Second Dividend to Shareholders	0,00	34.695.540,00
Second Legal Reserve	3.469.554,00	3.469.554,00
Statutory Reserve	0,00	0,00
Special Reserve	0,00	0,00
EXTRAORDINARY RESERVE	105.030.822,29	125.783.962,29

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As presented in the table above, it was unanimously resolved that out of the net profit for the period that is generated by our company from its 2011 activities;

- In accordance with Article 466/I of the Turkish Commercial Code, First Legal Reserves amounting to TL 5.798.028,71 shall be set aside.
- Out of the net distributable profit to the shareholders for the period, calculated within the framework of the profit distribution regulations and decisions of the Capital Markets Board, shall be distributed as gross, TL 46.456.740 (TL 0,1975 per share of TL 1 and 19,75% on the basis of the capital) (net TL 39.488.229 – TL 0,167875 per share of TL 1 and 16,7875% on the basis of the capital) in the form of cash,
- In accordance with the Turkish Commercial Code, Second Legal Reserves amounting to TL 3.469.554 shall be set aside,
- The remaining profit shall be set aside as Extraordinary Legal Reserves

and distribution of the dividends to the shareholders shall begin on May 31, 2012.

- 8) The Board of Directors' statement regarding the dividend distribution policy for the year 2012 and following years was read. Mr. Vedat AKARSU declared that he cast abstaining votes on this item of the agenda on behalf of the shareholders he represents. The dividend distribution policy that has been presented to shareholders' information is as follows:

“The amount of dividends shall be calculated by – taking into consideration the pertinent legislation, the provisions of the articles of association, the equity capital ratio of the company, the sustainable growth rate, market value and cash flows – as the distributable profit by referring to the annual profit that is indicated in the financial statements of the company, which had been prepared according to the laws and regulations (after subtracting there from the reserves that had to be set aside according to the law, tax, funds, financial liabilities and the losses from previous years). Then, the Board of Directors will prepare its recommendation on the way such dividends would be distributed, i.e. as cash on the set dates, or as bonus shares that represent the profit which would have been added to the capital, and submit it to the approval of the General Assembly.

There are no privileges in the company regarding entitlement to the company's profit.”

- 9) The President had the new versions of the Articles 6, 8, 11, 13, 20 and 21 of the Company's Articles of Association, as approved by Capital Markets Board and by Ministry of Customs and Trade, read in the meeting and put them to voting. As a result of voting, the new versions of Articles 6, 8, 11, 13, 20 and 21 of the Company's Articles of Association, which are presented below, were unanimously approved.

SECTION II

CAPITAL OF THE COMPANY, EQUITY SHARES AND THE PAYMENT METHOD

Registered Capital of the Company:

Article 6- The Company has accepted the registered capital system in accordance with the provisions of the law no 2499 and this system has gone into effect with the permission no 151 of the Capital Markets Board, dated 07.03.1991. The registered capital ceiling of the Company shall be 500.000.000,-TL (fivehundredmillion TL) and shall be divided into 50.000.000.000 (fiftybillion) shares, each having a nominal value of 1 kuruş.

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The registered capital ceiling permission granted by the Capital Markets Board shall be valid between 2008 - 2012 (5 years). Even if the allowed registered capital ceiling is not reached at the end of 2012, it shall be obligatory for the Board of Directors to receive authorization for a new term from the General Assembly, by way of obtaining permission for the previously allowed ceiling or a new ceiling value from the Capital Markets Board, In the event that the authorization in question is not received, the company shall be regarded as having withdrawn from the registered capital system.

The issued capital of the Company shall be 235.224.000,-TL (Two hundred and thirty five million two hundred and twenty four thousand TL), and shall be divided into 23.522.400.000 (Twenty three billion five hundred and twenty two million four hundred thousand) shares, each having a nominal value of 1 kuruş. 10.312.645,71 TL of the issued capital of the Company has been paid in cash; 145.220.570,-TL has been covered by the profit shares that are added to the capital and are distributed to the shareholders based on their shares, 14.710.154,29 TL has been covered by adding the Revaluation Fund to the capital in accordance with the repeated Article 298 of the Turkish Tax Legislation no 213,64.980.630,- TL has been covered by the favorable balance of capital adjustment (Equity Capital Inflation Adjustment Balance). The issued capital has been divided into the following shares.

All shares shall be registered in the name of the shareholder.

Share Group	Nominal Value of Each Share	Number of Shares	Amount (TL)	To the Name or to the Bearer
Group A	1 kr	14.241.744.000	142.417.440	To the name
Group B	1 kr	9.280.656.000	92.806.560	To the name
TOTAL		23.522.400.000	235.224.000	

The Board of Directors shall be authorized to increase the issued capital, when it deems necessary, in accordance with the provisions of the Capital Market Law, between 2008-2012 by issuing shares to the name up to the registered capital ceiling.

Moreover, the Board of Directors shall be authorized in the matters of issuing shares above the preferred or nominal values.

Group A shares are preferred registered shares. When new shares are to be issued, the rate of Group A registered shares in the issued capital shall be maintained. In the event that reserves are added to the capital, the issued shares equal to the amount of added amount shall be distributed to the shareholders in proportion to their shares.

Group A shares shall not be sold or transferred without the consent of the Board of Directors; in the event that these shares are transferred or sold to third parties partially or completely

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without the consent of the Board of Directors, the Board of Directors shall be able to abstain from recording this sale in the records without stating a reason.

The right of priority possessed by the shareholders in capital increases in accordance with Article 394 of the Turkish Commercial Code shall be exercised within their own groups. The Group A shares remaining after the rights of priority have been exercised shall be offered to other Group A shareholders; in the event that there are shares which are not sold after this process, the remaining shares can be sold to non-Group A shareholders or real or legal persons who will become new shareholders. In this case, the Board of Directors shall not be able to abstain from the sale to the new Group A shareholders in the records.

While the nominal value of the equity shares was 1.000 TL, it was changed to 1 New Kuruş within the scope of the law on making amendments to the Turkish Commercial Code No: 5274. The total number of shares have decreased as a result of this change and 1 share, having a value of 1 New Kuruş, is given in exchange for 10 shares, each having a value of 1.000 TL. The rights of the shareholders arising from the shares they possess with regard to the change in question shall be reserved.

This time, since it was ruled by the decree of the Council of Ministers dated 04.04.2007 that the expression "New" would be removed from New Turkish Lira and New Kuruş as of 01.01.2009; the expressions "New" regarding the currency unit in this article have been removed from the Articles of Association.

The shares representing the capital shall be monitored within the framework of the dematerialization principles

SECTION III

BOARD OF DIRECTORS, ITS TERM IN OFFICE, AND CONDITIONS FOR ELECTION OF ITS MEMBERS, ITS MEETINGS, DUTIES AND POWERS

Board of Directors:

Article 8- The affairs and management of the Company shall be carried out by the Board of Directors comprising a total of 9 members, of which 6 members shall be elected among the Group A preferred shareholders or the candidates nominated by them as per the provisions of the Turkish Commercial Code and of which 3 independent members shall be elected under the stipulations of the Capital Markets Board.

The Board of Directors can elect one or two of its members as executive members.

The provisions of the Turkish Commercial Code is applied for the duty period of the members of the Board of Directors, which shall be elected from among the holders of Group A privileged shares or from among the candidates to be nominated by them.

The criteria for and election, duty period, working principles and duty areas of the independent members of the Board of Directors and similar issues in connection therewith are determined by adherence to the provisions of the Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board in connection with corporate governance and other relevant legislation.

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In the event that there is a vacant seat, the Board of Directors shall temporarily elect one person who complies with the conditions of being a member, and shall submit the person for the approval of the first General Assembly to convene. The member who is elected in this manner shall serve until the General Assembly Meeting. The regulations of the Capital Markets Board are applicable, in connection with an independent member of the Board of Directors falling vacant.

Quorum of Meetings and Decision Making:

Article 11- The Board of Directors shall convene with the majority of the number of the members. The decisions shall be taken by the majority votes of those present. In the event that there are equal votes in the voting process, the matter shall be postponed until the following meeting. Moreover, in the event that there are equal votes on the same subject in the subsequent meeting, the motion shall be regarded as rejected. The decisions that are made shall be registered in the Board of Directors decision book and shall be signed by the members.

The provisions of the Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board in connection with corporate governance and other relevant legislation are taken into account for the meeting and decision making quorums for the Board of Directors as well as for any such members of the Board of Directors assuming duties and positions outside the Company. Any acts concluded and any resolutions adopted by the Board of Directors without complying with the Corporate Governance Principles, which are made obligatory to apply by the Capital Markets Board, are invalid and considered as in contrary to the articles of association.

Duties and Powers of the Board of Directors:

Article 13- The Board of Directors shall have extensive authority in managing the Company after the General Assembly and shall decide on all matters which do not require a resolution to be obtained from the General Assembly. It shall have the authority to determine and control all commercial activities and all policies which concern the affiliates; the opinion of the Turkish Armed Forces Foundation shall be received before making decisions with regard to undertaking in amounts that exceed 20% of the total assets based on each transaction and / or in total in that year according to the latest published balance sheet of the company, and in matters which put the company under heavy obligations such as undertaking new projects, financial and / or commercial borrowing, and having new fixed assets. The Board of Directors shall perform its duty in accordance with the "Board of Directors Operation Regulation". The Board of Directors shall have the following duties and authorities and it shall be able to conduct preliminary studies and make decisions on matters for which it has transferred its duties and, authorities

- a) Administering the decisions made by the General Assembly,
- b) Calling the General Assembly for ordinary and extraordinary meetings in accordance with the provisions of this contract herein and the Turkish Commercial Code, setting up the agenda,
- c) Performing the legal representation authority,
- d) Making motions to the General Assembly with regard to all kinds of changes foreseen in the Articles of Association and adding new articles,

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- e) Ensuring that the books which are required to be kept by the law are done so accordingly and arranging the annual balance sheet, profit and loss accounts,
- f) Determining the strategic plans, annual budget, work, project and production programmes and organization plans, controlling their implementation, checking whether the works performed comply with the laws, by-laws and regulations and changing them when necessary,
- g) Ensuring that the general regulations regarding the management of the Company are prepared (such as purchase, sales, personnel and so forth),
- h) Preparing an annual report which shows the commercial and financial standing of the company at the end of each fiscal period and the summary and results of the works performed in that period, and submitting it for the examination of the General Assembly and the Auditors,
- i) Making a motion to the General Assembly with regard to the mode of distribution of the net profit of the company, calculating and using the legal and extraordinary reserves,
- j) Determining the type, time and conditions of all kinds of activities within the area of concern of the company, ratifying approval in matters regarding execution,
- k) Determining the permanent staff of the company, the wages and other rights of the personnel who are excluded from the staff and wage system; their scale of fees within the staff and wage system; in accordance with the principals of Turkish Armed Forces Foundation with regard to determining the wages of the Shareholding and Subsidiary personnel,
- l) With regard to the appointment and dismissal of personnel;
 - (1) Assigning and dismissing the General Manager of the Company,
 - (2) Carrying out the matters of assigning and dismissing the other personnel within the principals mentioned in the Personnel Guideline. Recruiting personnel for the Company in accordance with the Personnel Selection and Examinations Guideline which includes examination and evaluation principles based on objective criteria,
 - (3) Designating the staff of senior executives such as General Manager, Deputy General Manager, Group Chairman, Coordinator, Consultant (Advisor), Director and so forth and signing the labor contract which provide privileges apart from the Labor Law provisions to the people who are assigned to these positions and the other people. (The Board of Directors shall not be able to transfer these rights to one or several of the Board of Directors Members, General Manager or other people.)
- m) Establishing pledges and mortgages on the general property and receivables of the Company,
Provided however that the regulations of the Capital Markets Board regarding corporate governance are taken into account in any transactions in connection with such guarantees, pledges and mortgages involving dealings with and in favor of such parties and third persons associated with the Company in terms of implementation of the Corporate Governance Principles.
- n) Determining and approving the conditions of the relationships with the Banks and other credit institutions,
- o) Reconciling, discharging and arbitrating,
- p) Issuing bonds and other securities in accordance with the Capital Market Law and Legislation,
- r) Appointing the Independent Auditing Institution in accordance with the Capital Market Law Article 16,
- s) Managing the principals of purchase, sale and other transactions regarding the securities of the Company,

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- t) Making decisions on matters such as purchasing, selling, renting and leasing real-estates for the Company,
- u) Granting approval on the matter of operating under other brands,
- v) Examining and granting approval for business transactions including any agreement which might be signed with another company or the shareholders of another company or the associated companies,
- y) Deciding on matters such as founding companies or becoming a partner to a company, buying or transferring the shares in the Company, opening representative offices in foreign countries and so forth after receiving the qualified opinion of the Turkish Armed Forces Foundation. (Obtaining the equity shares which are quoted to domestic and foreign stock exchanges temporarily for generating income of profit, shall be excluded from the scope of this provision.)
- z) For the implementation of the Corporate Governance Principles, the regulations of the Capital Market Law are taken into account for material transactions.

SECTION V

ORDINARY AND EXTRAORDINARY MEETINGS, QUORUM, PLACE OF MEETING, COMMISSIONER, REPRESENTATIVE, RIGHT TO VOTE

Quorum of Meeting and Decision Making:

Article 20- The Ordinary and Extraordinary General Assembly meetings and the quorum in these meetings shall be subject to the relevant provisions of the Turkish Commercial Code and the regulations of the Capital Markets Board.

Quorum in Special Circumstances:

Article 21- In the Extraordinary General Assembly meetings that will convene for amendments of the articles of association, depending on the type and quality of the matters to be discussed and resolved, the relevant provisions of the Turkish Commercial Code and the regulations of the Capital Markets Board shall be applied.

- 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. As a result of voting, it was unanimously resolved that among the members of the Board of Directors serving as representators of the Turkish Armed Forces Foundation, which is the Group A privileged shareholder under Article 8 of the Articles of Association, Mr. Hasan MEMİŞOĞLU and Mr. Erhan AKPORAY shall continue their term of office for a period of 2 years, and Mr. Necmettin BAYKUL, Mr. Birol ERDEM, Mr. Osman Kapani AKTAŞ and Mr. Ahmet ŞENOL shall continue their term of office for a period of 1 year. It was proceeded with voting of the Independent Board Member Candidates as proposed by the Board of Directors as required by the Corporate Governance Principles. Of the candidates, Prof. Dr. Halil SARIASLAN received 20.018.893.990 votes, Assoc. Prof. Dr. Zeynep ONAY received 20.018.893.990 votes, Enver GERÇEK received 95.549.000 votes, Cumhur Sait Şahin TULGA received 20.018.893.990 votes, and Prof. Dr. Dursun Ali ERCAN received 80.744.600 votes. Accordingly, Prof. Dr. Halil SARIASLAN, Assoc. Prof. Dr. Zeynep ONAY and Cumhur Sait Şahin TULGA, who received the highest number of the votes, were elected to serve as the Independent Members of the Board of Directors, each for a period of 1 year.
- 11) 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 2011 was read. Accordingly, a total of 39.737,- TL donation was made by ASELSAN in

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2011, which is distributed as follows: 3.433,- TL to Beynam Primary School, 10.000,- TL to İTÜ Faculty of Aeronautics and Astronautics, 21.004,- TL to TAF Rehabilitation and Care Center, and 5.300,- TL by MİKES to SASAD Association. 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 2011. Mr. Vedat AKARSU declared that he cast abstaining votes on this item of the agenda on behalf of the shareholders he represents.

- 12) The briefing letter by the Board of Directors regarding the authorization of the controlling shareholders, members of the Board of Directors, top executives, and spouse and second degree blood and affinity relatives of those to enter into transactions which may cause conflict of interest with the company or its subsidiaries and to compete with the company was read. The shareholders were informed that the controlling shareholders, members of the Board of Directors, top executives, and spouse and second degree blood and affinity relatives of those were not authorized to enter into transactions which may cause conflict of interest with the company or its subsidiaries and to compete with the company.
- 13) The briefing letter of the Board of Directors regarding submission of information about the Disclosure Policy required by Corporate Governance Principles was read. Mr. Vedat AKARSU declared that he cast abstaining votes on this item of the agenda on behalf of the shareholders he represents. The revised Disclosure Policy of ASELSAN Elektronik Sanayi ve Ticaret A.Ş. as presented for the information of the shareholders is given below.

ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş. DISCLOSURE POLICY

1. PURPOSE

ASELSAN Elektronik Sanayi ve Ticaret A.Ş.'s (ASELSAN) disclosure policy is to share information - to the extent allowed by the industry the Company operates in (issues regarding national security) - on the performance and expectations, the Company's vision excluding trade secrets, within the scope of generally accepted accounting principles and Capital Market Legislation (CML), in a complete, fair, accurate, timely and comprehensible way, with shareholders and stakeholders, capital market participants and public on an equal basis.

ASELSAN fully complies with Turkish Commercial Code (TCC), CML, Capital Market Board (CMB) and Istanbul Stock Exchange (ISE) Regulations with respect to public disclosures. ASELSAN also applies CMB Corporate Governance Principles to the maximum extend allowed by the industry it operates in.

ASELSAN Disclosure Policy is prepared within the scope of CMB Corporate Governance Principles and has been accepted by the Board of Directors. It is announced to all shareholders and stakeholders via ASELSAN web site (<http://www.aselsan.com.tr>).

2. SCOPE

ASELSAN Disclosure Policy applies to ASELSAN and all of its subsidiaries and it regulates the written and oral communication between ASELSAN and the shareholders, stakeholders, and capital market participants.

3. RESPONSIBILITY

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The Board of Directors is responsible for preparing, enforcing, supervising and developing the ASELSAN Disclosure Policy. Corporate Governance Committee informs the Board of Directors and Investor Relations and Subsidiaries Unit about the Disclosure Policy and gives suggestions.

4. METHODS AND MEANS OF PUBLIC DISCLOSURE

ASELSAN's methods and tools of public disclosure policy, also complying with the CML and TCC are as follows;

- a) Material information disclosures, which are being sent to ISE via Public Disclosure Platform (KAP)
- b) Financial statements and footnotes, audit reports and proof declarations which are periodically sent to ISE via KAP.
- c) Annual reports
- d) Corporate web site (www.aselsan.com.tr)
- e) Declarations and announcements made via Turkish Trade Registry Newspaper and daily newspapers
- f) Press releases via printed and visual media tools
- g) Analyst meetings and interviews made face to face or via tele-conferences with Capital Market Participants
- h) Communication mediums like phone, e-mail, fax etc.

Authorized Individuals to Make Public Announcements

Excluding the written disclosures mentioned above, authorized individuals and their authorization level to make public announcements are determined with respect to information to be announced. Any question or disclosure related to ASELSAN are answered by:

Chairman and Members of the Board of Directors
Members of the Board of Auditors
Chief Executive Officer (CEO)
Vice Presidents
Secretary General

in a written or oral way. Employees other than those stated above are not authorized to reply to written or oral information requests given by capital market participants. Such information requests are forwarded to Investor Relations and Subsidiaries Unit.

Public Disclosure of Material Circumstances

Public disclosures of material circumstances are prepared by the Investor Relations and Affiliates Unit upon the advice of the related departments under the coordination of the CFO. They are sent by the authorized electronic signatures of the two of the CEO and/or Vice Presidents to ISE and published on ASELSAN web page. The material circumstances are prepared on time, accurately, having comprehensible expressions not leading to misleading comments to be helpful to the persons and organizations that will benefit from that disclosure.

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In case any ASELSAN employee detects disclosure of important and special information that has not disclosed before, he/she immediately reports this situation to Investor Relations and Affiliates Unit. Then a public disclosure of this very material circumstance is prepared in accordance with CML and sent to ISE via KAP.

Public Disclosure of Financial Statements

The quarterly financial statements of ASELSAN are prepared within the scope of CML and comply with International Financial Reporting Standards (IFRS); they are audited independently and submitted to the approval of the Board of Directors after the Audit Committee. Then they are disclosed to public by submission to ISE via KAP with a Statement of Responsibility as affirmed by the authorized persons.

Quarterly and yearly financial statements of previous periods are available on ASELSAN web page.

Corporate Web Site

ASELSAN web site contains up to date information set by CMB Corporate Governance Principles. All disclosures of ASELSAN (past and current) can be easily accessed through the web page.

The information available on ASELSAN web page does not represent the announcement and material event disclosures regarding CML. All disclosures of ASELSAN can be accessed through the web page. All precautions are taken for the security of ASELSAN web page.

The announcements for General Assembly meetings and their agendas and other information, documents and reports and means of participating in General Assembly meetings are clearly available on the web page. Activities for the development of ASELSAN web page are kept running.

General Assembly Meetings

Starting on the invitation date of the General Assembly Meeting, financial statements and reports, including the Annual Report, the proposal for dividend distribution, supplementary documents pertaining to the agenda, the current Articles of Association, the text of amendments, if any, to the Articles of Association are all made available to shareholders at ASELSAN Headquarters and ASELSAN web site for the convenience and open review of shareholders. The company drafts a clear agenda of the General Assembly Meeting to avoid any misunderstandings.

During General Assembly meetings, the Annual Report, which was previously conveyed to shareholders, is presented. A brief presentation about ASELSAN's annual activities is made to the participants by the Chairman or by a member of Board of Directors. Questions from participants are answered.

The Annual Report

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The Annual Report is prepared according to international standards, CML and CMB Corporate Governance Principles. Upon the approval of the Annual Report by the Board of Directors, it is presented to shareholders and published in the Company web site. The Annual Report is sent to shareholders and stakeholders upon request. It can always be obtained from the Investor Relations and Affiliates Unit.

Announcements and Notifications Made via Turkish Trade Registry Newspaper and Daily Newspapers

As per the CMB Regulations, TCC and ASELSAN Articles of Association, all disclosures related to the General Assembly, amendments in the Articles of Association, capital increases and dividend distribution are published through both the Turkish Trade Registry Newspaper and daily newspapers.

Disclosures to the Media

Press Meetings on any topic and/or announcement through Press Releases are subject to the instructions of the CEO. Turkish Armed Forces Foundation is informed and approval of the Board of Directors is taken at important situations.

The Press Meeting to be organized and/or the Press Release is announced to the media institutions by the Public Relations Department.

The Press Release is also coordinated with CFO to see if the content complies with the CMB Communiqué on Principles Governing Public Disclosure of Material Circumstances. Upon the approval of the content of the Press Release by the CFO, the Release is presented for CEO approval. The approved Press Release is sent to media institutions by the Public Relations Department.

5. DETERMINATION OF THE PEOPLE WITH ADMINISTRATIVE RESPONSIBILITY AND FORMATION OF THE LIST OF PEOPLE WHO HAVE ACCESS TO INSIDER INFORMATION

The persons with administrative responsibility are members of the management and auditing units and other persons, who directly or indirectly access the insider information regularly, and the persons who are closely related with them. The managers those affiliates of ASELSAN that have a share in the consolidated results of the Company are also considered among people who have access to insider information.

People in the list of those who have access to insider information are informed by Investor Relations and Affiliates Unit regarding their being on the list for the protection of the insider information, for the assurance of their compliance with the privacy rules and the Silent Period. ASELSAN signs a confidentiality agreement with the institutions which need the insider information while performing their duties or use the information in the name and on account of the Company and from which it receives services such as consultancy or translation and puts these institutions under the liability to keep the information confidential.

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The list of people who have access to insider information are electronically recorded in Central Registry Agency. The printed list is kept at the Company.

6. DEFERRING PUBLIC DISCLOSURE OF THE INSIDER INFORMATION

Insider information is the kind of information not yet revealed to the public, which may affect the value of the capital market instrument and influence the investors' investment decisions.

In order to prevent any negative influence to the legal rights or interest of ASELSAN, the decision for the deferment of public disclosure of the insider information is taken by the Board of Directors and/or CEO. During the deferment period, the persons, who have access to this insider information, are responsible for protecting it. The precautions to protect insider information are taken by CEO. The public disclosure is made as soon as the reasons for deferment disappear.

7. PRECAUTIONS TO PROTECT INSIDER INFORMATION UNTIL PUBLIC ANNOUNCEMENT

ASELSAN places great importance on its employees' obedience of the rules for the use of insider information. The employees are informed about regulations and directives about the protection of insider information through "ASELSAN Ethical Principles and Code of Conduct" and security briefings.

ASELSAN employees protect any kind of information acquired during the course of employment that can be regarded as commercial secret. All employees are required to protect such information during and after their employment with the company. They do not use such information directly or indirectly. Employees at ASELSAN are prohibited from engaging in activities that would generate commercial gains from trading shares of ASELSAN based on insider information obtained during the course of their employment.

8. COMMUNICATION WITH CAPITAL MARKET PARTICIPANTS

In ASELSAN, Investor Relations and Affiliates Unit has been formed in order to manage and conduct the relations with both present and potential investors regularly, to respond to the questions of investors as effectively as possible, to carry out initiatives aimed at enhancing and increasing corporate value.

Interviews with capital market participants are part of the development of investor relations program. However, ASELSAN will not reveal new information, will not update current information and will not announce any undisclosed insider information that may affect ASELSAN share price and investor decisions.

Reports and presentations for informative meetings or press releases are published via ASELSAN web site especially for the access of small investors. Such web site sharing is disclosed publicly.

9. PROCEDURES REGARDING THE NEWS IN MEDIA

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Tracking Mechanism

The news flow through internet, press and mass media is monitored with the contracted media agency. Besides ASELSAN is the subscriber to other data vendors and concerned news are being monitored via that channel as well. If the content of the news is considered as a requirement for a regulatory disclosure by the office of the CEO, such disclosure is made.

Market Rumors

ASELSAN, as a principle, does not comment on market rumors about itself. The Company may, however, respond to rumors in certain circumstances including upon request by CMB and/or ISE or if ASELSAN management decides that such response is necessary and appropriate.

10. FORWARD LOOKING STATEMENTS

Within the framework of ASELSAN Disclosure Policy, ASELSAN may make forward looking statements. Such statements can only be made by authorized individuals to make public announcements upon the approval of the Board of Directors and/or CEO.

11. ANALYST REPORTS

ASELSAN regards analyst reports as proprietary information belonging to the analyst's firm and does not publish such reports on the Company's website. ASELSAN does not confirm, endorse, adopt or disseminate analysts' reports. However, in certain limited circumstances, upon request, the Company may review specific factual assertions that an analyst intends to include in a report for the factual accuracy of historical information that is already publicly available.

12. SILENT PERIOD

Before the disclosure of the periodical results, ASELSAN implements a practice called "Silent Period" when the persons who have access to insider information abstain from sharing such information with the public. The Silent Period starts at the end of the related period and ends when these results are disclosed. During this period, the Company does not comment on undisclosed financial statements, does not negotiate about them and does not answer any questions regarding such statements within the frame of confidentiality principle.

13. ENFORCEMENT

Herein this Disclosure Policy entered into force upon submission of the related decision of ASELSAN Board of Directors to the information of the General Assembly on 30th of March 2012. In the event that there is a need for amendment in the Disclosure Policy, it is submitted for the information of the General Assembly upon receiving the approval of ASELSAN Board of Directors and is announced publicly.

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- 14) The briefing letter by the Board of Directors regarding with the Remuneration Policy of members of the Board of Directors and top executives was read. Ms. Berna ÖZER, the Citibank representative and Mr. Vedat AKARSU declared that they cast abstaining votes on this item of the agenda on behalf of the shareholders they represent. The Remuneration Policy as presented for the information of the shareholders is given below.

ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş.

REMUNERATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS AND TOP EXECUTIVES

In order to promote the retention of highly committed and motivated talents who have the required competencies for realizing the strategies arising in line with ASELSAN's vision and mission, ASELSAN Remuneration Policy has adopted the principle of maintaining and revising, in accordance with current needs, a compensation structure which is,

- based on the "equal pay for equal work" principle,
- based on the added value created for ASELSAN,
- fair,
- objective,
- manageable and understood by employees,
- respecting inter-company balances,
- competitive with domestic and foreign markets,
- improved by taking into account the economic situation of the country and sectoral trends, in line with the above mentioned Remuneration Policy of ASELSAN Inc., the remuneration principles of Board of Directors and Top Executives are given below.

Remuneration Principles for the Members of the Board of Directors

A fixed salary is determined every year at annual General Assembly Meeting, which will be valid for all members of the Board of Directors.

Remuneration Principles for Top Executives

Salaries of Top Executives are determined in accordance with Remuneration Policy of ASELSAN Inc., in line with international standards and legal obligations.

In addition to these, individual performance bonuses may be granted to the Senior Managers as well as to all our employees in case the financial and operational objectives defined at the beginning of the year are achieved. However, such performance bonuses apply only to the respective year for the purpose of rewarding the performance shown in the relevant year and do not constitute an additional payment adhered to the base salary.

- 15) 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 resolved by majority 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 2.000,-TL (twothousand TL), to be effective from April 2012 until the ordinary General Assembly Meeting of 2013 that is to be convened to discuss the operations of 2012 activities. Ms. Berna

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ÖZER, the Citibank representative declared that she cast abstaining votes on this item of the agenda on behalf of the shareholders she represents.

- 16) The President of the Presidential Board asked the attendant shareholders of the General Assembly whether they had any wishes and further requests. Mr. Vedat AKARSU declared that he cast abstaining votes on this item of the agenda on behalf of the shareholders he represents. Mr. Volkan CÖMERT took the floor to thank all the employees of ASELSAN, especially to Board of Directors and Chief Executive Officer. In addition, he stated his pleasure about share performance and the awareness created on the part of foreign investors recently. Mr. Hayrettin UZUN, the representative of Turkish Armed Forces Foundation, took the floor and draw attention on the equity profitability up to 19%, wishing this ratio to increase in the coming years. He added that he believed ASELSAN would be more competitive in foreign markets and would export more by decreasing its costs further and by increasing operational profitability. He went on saying that they wished to see more importance given to career planning and coaching. 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 2012 to be at least as successful as the year 2011.

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