



FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS OF
ARÇELİK A.Ş.

The Ordinary General Meeting of the shareholders of our Company shall convene at the address İstanbul, Taksim, Divan Oteli Cumhuriyet Caddesi No:2 34437 Elmadağ **at 2:30 pm on Wednesday, April 5 2006** to examine activities of the year 2005 and negotiate the below-mentioned agenda and reach at a decision thereupon.

Our shareholders are kindly requested to attend the General Meeting in person or by proxy after they get their entrance cards from our company at latest one week before the said meeting.

Our shareholders who cannot attend the meeting in person should arrange their proxies in accordance with the attached specimen or procure the proxy form from the company headquarters or website of the company at www.arcelikas.com.tr and present their power of attorney whose signature is certified by the notary public by complying with requirements stipulated as per the communiqué of the Capital Markets Board Serial: IV, Number: 8 as promulgated in the Official Gazette numbered 21872 and dated March 9 1994.

In the event that our Shareholders whose shares are taken at the custody accounts of investors of the Financial Intermediaries by the Central Registry Agency (CRA) wish to attend the General Assembly, they should act in conformity with the provisions regulating the procedures of the "General Assembly Withholding" set forth on Page 29 of the annex of the General Letter nr. 28 concerning the relevant rules of CRA duties and procedures provided at the address of the Central Registry Agency at http://www.mkk.com.tr/MkkComTr/tr/yayin/gen_arsiv.jsp and have them registered into the Withholding List of the General Assembly. It is hereby submitted for the information of our Shareholders that those who do not have themselves registered into the Withholding List of the CRA cannot attend the meeting as per the laws.

The Reports of the Management and Audit Board for the activities for the year 2005 as well as reports of the Independent External Audit Company and also the Balance Sheet, Income Statements and proposals concerning the distribution of the net revenues shall be available for the examination to be made by the shareholders at the company's headquarters at the address "Arçelik A.Ş. Karaağaç Caddesi No:2-6 Sötlüce 34445 Beyoğlu – İstanbul" and at the company's website at www.arcelikas.com.tr for 15 days prior to the meeting.

We hereby submit it for the information of the shareholders and remain,

Yours Faithfully,

ARÇELİK A.Ş.

ARÇELİK A.Ş.
ORDINARY GENERAL MEETING
APRIL 5, 2006
AGENDA

1. Opening and Election of the Presidential Board.
2. Reading and discussing the report of the Board of the Directors and Auditor's Report including reports of the Independent Audit Company concerning the activities and accounts for the year 2005; discussing the balance sheet and income statements for the year 2005 and submission thereof for the approval of the General Assembly.
3. Acquitting the Members of the Board of Directors and Auditors due to the accounts and activities of the company for the year 2005.
4. Agreeing on the Board of Directors' proposal for profit distribution, agreeing thereon upon amendment or rejecting the same.
5. Determining the number of the members of the Board of Directors who shall function until the Ordinary General Assembly that is to convene for examining the activities and accounts for the year 2006, and electing the new members.
6. Electing the auditors who shall function until the Ordinary General Assembly that is to convene for examining the activities and accounts for the year 2006.
7. Determining the monthly remunerations of the Chairman and Members of the Board of Directors and Auditors.
8. Providing the General Assembly with details on the grants and donations made to the foundations and associations for the social support in 2005 by the Company.
9. Making decisions on the amendment of the article nr. 5 concerning the "Principal and Branch Offices" under the Articles of Association.
10. Obtaining approvals for the Independent Audit Company elected by the Board of Directors for examining the activities and accounts for the years 2006 and 2007 in accordance with the Regulations concerning the Independent External Audit in the Capital Markets as promulgated by the Capital Markets Board.
11. Reaching at a decision that the Board of Directors shall be furnished with powers for the distribution of dividend advances to the shareholders from the profit produced during the intermediary periods, subject to a limitation to the year 2006, as per the article nr. 15 of the Turkish Capital Market Law as well as provisions of the communiqué Serial IV nr. 27 of the Capital Markets Board and that dividend advances that will be distributed in 2006 shall be off-set against the extraordinary reserve funds contained in the previous balance sheet in the event that there is no sufficient profit or a loss as at the end of the relevant period.

12. Granting an authority to the Members of the Board of Directors as per the articles nr. 334 and 335 under the Turkish Commercial Code so as to enable them to perform works of the company in person or by proxy and be a partner in companies performing such works and make other formalities.

13. Signing of the General Assembly Protocol by the Presidential Board and granting powers to the Presidential Board concerning settlement thereof.

14. Wishes.

FORMER WORDING

PRINCIPAL AND BRANCH OFFICES

Article 5- The Head Office is located in the district of Tuzla in the province of Istanbul at the address of Ankara Asfaltı, 81719 Tuzla - İstanbul.

In case of a change of addresses, the amended address shall be registered with the Trade Registry Office and announced in the Turkish Trade Registry Gazette, which shall also be notified to the Ministry of Industry and Commerce. Any notification made to the already registered and announced address shall be regarded to have been made to the Company. For the Company failing to register its new address within the due period after its leave from the previously registered and announced address, this situation may be considered a reason for termination.

The company shall be entitled to open branches in Turkey and foreign countries save the company in such event shall serve prior notice to the Ministry of Commerce in accordance with the decision to be made by the Board of Directors.

AMENDED WORDING

PRINCIPAL AND BRANCH OFFICES

Article 5- The Head Office is located in the district of **Beyoğlu** in the province of Istanbul at the address of **Karaağaç Caddesi No:2-6 34445 Sütlüce-Beyoğlu / İstanbul**.

In case of a change of addresses, the amended address shall be registered with the Trade Registry Office and announced in the Turkish Trade Registry Gazette, which shall also be notified to the Ministry of Industry and Commerce **and to the Capital Markets Board**. Any notification made to the already registered and announced address shall be regarded to have been made to the Company. For the Company failing to register its new address within the due period after its leave from the previously registered and announced address, this situation may be considered a reason for termination.

The company shall be entitled to open branches in Turkey and foreign countries save the company in such event shall serve prior notice to the Ministry of Commerce **and to the Capital Markets Board** in accordance with the decision to be made by the Board of Directors.

POWER OF ATTORNEY
ARÇELİK A.Ş.

I have made, constituted and appointed as proxy to represent me, cast votes, make proposals and sign the necessary documents in line of the following views at the Arçelik A.Ş.'s Ordinary Assembly that is to be held at the Divan Hotel Cumhuriyet Caddesi No:2 Elmadağ 34437 Taksim / İSTANBUL **at 2:30 pm on Wednesday, April 5 2006.**

A) SCOPE OF AUTHORITY OF REPRESENTATION

- a) The proxy shall be entitled to cast votes for all the agenda items in line of his/her own views.
- b) The proxy shall be entitled to cast votes for the agenda items as per the following instructions.

Instructions: (Special Instructions are written hereunder.)

- c) The proxy shall be entitled to cast votes in line with the suggestions of the management of the company.
- d) The proxy shall be entitled to cast votes for other issues that may arise during the meeting in line with the following instructions (In cases when there are no instructions, the proxy shall cast his/her votes freely)

Instructions: (Special Instructions are written hereunder.)

B) SHAREHOLDER'S STOCK

- a) Order and serial;
- b) Number;
- c) Quantity-Nominal Value;
- d) Whether privileged in votes or not;
- e) Whether issued to the bearer or registered;

NAME-SURNAME OR TITLE OF THE SHAREHOLDER:

SIGNATURE:

ADDRESS:

NOTE: In the section (A), one of the options shown as (a), (b) or (C) is choosen. For options (b) and (d), an explanation is made.