

Date : 4/12/2011
From : Katmerciler Araç Üstü Ekipman Sanayi ve Ticaret A.Ş. Investor Relations
 Tel: 232 376 75 75 (6 Lines)
 e-mail: yatirimci.iliskileri@katmerciler.com.tr
Subject : Board of Directors Resolution on Increase in Capital

Address of Partnership	:	10032 Sokak No:10 A.O.S.B. Çiğli/İZMİR
Contact Details	:	Telephone: (0232) 3767575 Fax:(0232) 3940197
Contact Details of Investor/Shareholder Relations Department of Partnership	:	Telephone: (0232) 3767575 Fax:(0232) 3940197
Is the Disclosure up-to-date?	:	No
Is the Disclosure a correction?	:	No
Is the Disclosure a delayed one?	:	No
Date of previous Special Case Disclosure made on the issue	:	-
Brief Information	:	Board of Directors Resolution on Free Issue

Date of Board of Directors Resolution	:	4/12/2011
Ceiling of Existing Registered Capital (TL)	:	0
Paid-in/Issued Capital Before Increase (TL)	:	12,500,000.00
Paid-in/Issued Capital After Increase (TL)	:	25,000,000.00
Amount of Charged Issue (TL)	:	0
Amount Which Stock Warrant is Exercised (TL)	:	0
Amount Which Stock Warrant is Restricted (TL)	:	0
Rate of Exercising Stock Warrant (%)	:	0
Price of Exercising Stock Warrant (per stock having a nominal value of 1 TL) (TL)	:	0
Restriction of Exercise of Stock Warrants	:	None
Disclosure on Selling of such Stocks in case of Restriction of Exercise of Stock Warrants	:	---
Disclosure on Subscription of Unsold Shares	:	---
Amount of Free Issue (TL)	:	12,500,000.00
From Dividend (TL)	:	0
From Internal Sources (TL)	:	12,500,000.00
From Share Premiums	:	6,005,230.00
From Extraordinary Reserves	:	6,494,770.00
Rate of Free Issue (%)	:	100.00
Amount to be Issued due to Merger by Acquisition (TL)	:	0
Data on Company Charter Amendment (if any)	:	Company Charter Article entitled "Capital and Shares"

ADDITIONAL COMMENTS:

Based on the Company Board of Directors resolution number 2011/17 dated 4/12/2011,

regarding Share Premiums of 6,005,230 TL (six million five thousand two hundred thirty) profit of the period of 7,926,977 TL (seven million nine hundred twenty six thousand nine hundred seventy seven), calculated in accordance with Consolidated Financial Statements for the period of 01/01/2010-21/31/2010, prepared in accordance with NFS/IFRS and held subject to independent audit under the provisions of Communiqué on Principles of Financial Reporting in Capital Markets No. 29, Serial XI of

SPK, it is decided to

a) distribute all of the Share Premiums of 6,005,230 TL (Six million five thousand two hundred thirty) to existing partners in the form of free stocks by adding into the capital,

b) distribute 6,494,770 TL (six million four hundred ninety four thousand seven hundred seventy) part, which will be reserved, based on the decision of General Assembly, from the profit of the period amounting to 6,746,294 TL (six million seven hundred forty six thousand two hundred ninety four), to the partners, free-of-charge, by adding into the capital, increase paid-in capital of 12,500,000 TL (twelve million five hundred thousand) of the company to 25,000,000 TL (twenty five million) by increasing at a rate of 100% and by distributing 12,000,000 TL (twelve million five hundred thousand) free shares to partners after proposing to the General Assembly;

amend Article 6, "Capital and Shares" of Company Charter as specified in the appendix;

apply Capital Markets Board and RoT Ministry of Industry and Commerce to obtain permission for the planned amendment in company charter.

It is decided to convoke Extraordinary General Assembly to discuss Company Charter amendments after obtaining necessary permissions.

Appendix: Draft Amendment

**KATMERCİLER ARAÇ ÜSTÜ EKİPMAN SANAYİ VE TİCARET ANONİM ŞİRKETİ
ALTERATION ON COMPANY CHARTER**

Former	Altered																																								
<p>CAPITAL AND SHARES Article 6: The company capital is 12,500,000.- TL. This capital has been divided into totally 12,500,000 shares having a nominal value of 1.- TL (one Turkish liras) each, of which 1,000,000 are Group A and 11,500,000 are Group B.</p> <p>All of the Group A shares are registered shares, and all of the Group B shares are bearer shares.</p> <p>All of the 11,000,000.- TL (eleven million Turkish liras) constituting the former capital are paid-in.</p> <p>The increased part of 1,500,000.-TL shall be payable by restricting the stock warrants of partners and by offering these shares to public, and Group B bearer stocks will be issued.</p> <table border="1"> <thead> <tr> <th><u>Shareholder</u></th> <th><u>Share Group</u></th> <th><u>Number of Shares</u></th> <th><u>Amount (TL)</u></th> </tr> </thead> <tbody> <tr> <td>İsmail Katmerci</td> <td>(A)</td> <td>800,000.-</td> <td>800,000.-</td> </tr> <tr> <td>Havva Katmerci</td> <td>(A)</td> <td>50,000.-</td> <td>50,000.-</td> </tr> <tr> <td>Mehmet Katmerci</td> <td>(A)</td> <td>50,000.-</td> <td>50,000.-</td> </tr> <tr> <td>Ayşe Nur Çobanoğlu (A)</td> <td></td> <td>50,000.-</td> <td>50,000.-</td> </tr> <tr> <td>Furkan Katmerci</td> <td>(A)</td> <td>50,000.-</td> <td>50,000.-</td> </tr> <tr> <td>İsmail Katmerci</td> <td>(B)</td> <td></td> <td>8,000,000.-</td> </tr> <tr> <td>Havva Katmerci</td> <td>(B)</td> <td>500,000.-</td> <td>500,000.-</td> </tr> <tr> <td>Mehmet Katmerci</td> <td>(B)</td> <td></td> <td>500,000.-</td> </tr> <tr> <td>Ayşe Nur Çobanoğlu (B)</td> <td></td> <td></td> <td>500,000.-</td> </tr> </tbody> </table>	<u>Shareholder</u>	<u>Share Group</u>	<u>Number of Shares</u>	<u>Amount (TL)</u>	İsmail Katmerci	(A)	800,000.-	800,000.-	Havva Katmerci	(A)	50,000.-	50,000.-	Mehmet Katmerci	(A)	50,000.-	50,000.-	Ayşe Nur Çobanoğlu (A)		50,000.-	50,000.-	Furkan Katmerci	(A)	50,000.-	50,000.-	İsmail Katmerci	(B)		8,000,000.-	Havva Katmerci	(B)	500,000.-	500,000.-	Mehmet Katmerci	(B)		500,000.-	Ayşe Nur Çobanoğlu (B)			500,000.-	<p>CAPITAL AND SHARES: Article 6: The company capital is 25,000,000.- TL. This capital has been divided into totally 25,000,000 shares having a nominal value of 1.- TL (one Turkish liras) each, of which 2,000,000 are Group A and 23,000,000 are Group B.</p> <p>All of the Group A shares are registered shares, and all of the Group B shares are bearer shares.</p> <p>All of the previous capital, i.e. 12,500,000.- TL (Twelve million five hundred thousand Turkish liras) is fully paid-in and was laid down in the report number YMM 485-2010-03-153-90 dated 24.11.2010 by Gürsel Erkul ILIZ, Chartered Accountant registered to İzmir Chamber of Chartered Accountants under License No. 485. Out of the 12,500,000.- TL (Twelve million five hundred thousand Turkish liras) corresponding to increased amount of 12,500,000.- TL (Twelve million five hundred thousand Turkish liras) shares, 6,005,230.- TL shall be payable through Share Premiums account and 6,494,770.- TL shall be payable through Contingency Reserves account. Free shares shall be given to the partners up to 12,500,00.- TL by which the capital is increased.</p> <p>Shares representing the capital shall be monitored pursuant to the principles of book-entry.</p>
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500,000.-			
Offered to Public	(B)	1,500,000.-	
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