

Certification # 1

EXHIBIT D-1

Certification and Agreement of Acquirors of
Receipts Upon Deposit of Shares
Pursuant to Section 2.2 of the
Rule 144A Deposit Agreement

Citibank, N.A.
ADR Department
111 Wall Street
New York, New York 10043

Re: Haci Ömer Sabanci Holding A.S.

We refer to the Rule 144A Deposit Agreement, dated as of July 3, 1997 (the "Deposit Agreement"), among HACI ÖMER SABANCI HOLDING A.Ş. ("Issuer"), CITIBANK, N.A., as Depository, and Holders and Beneficial Owners from time to time of Rule 144A American Depositary Receipts (the "Receipts") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of Rule 144A American Depositary Shares ("ADSs") to be evidenced by one or more Receipts pursuant to Section 2.2 of the Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Receipts, the ADSs evidenced thereby and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933 (the "Act").

3. We certify that either:

(a) We are a qualified institutional buyer (as defined in Rule 144A under the Act), and at the time of issuance of the Receipt or Receipts referred to above, we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner of the ADSs evidenced thereby.

OR

(b) We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it is a qualified buyer and either:

(i) at the time of issuance of the Receipt or Receipts referred to above, it will be the beneficial owner of the ADSs evidenced thereby, or

(ii) it is acting for the account of a qualified institutional buyer that, at the time of issuance of the Receipt, or Receipts referred to above, will be the beneficial owner of the ADSs evidenced thereby.

OR

(c) At the time of issuance of the Receipt or Receipts referred to above, we will be the beneficial owner of the ADSs evidenced thereby; and we are located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S).

OR

(d) We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that either (i) at the time of issuance of the Receipt or Receipts referred to above, it will be the beneficial owner of the ADSs evidenced thereby; and it is located outside the United States (within the meaning of Regulation S under the Act) and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S); or (ii) it is located outside the United States (within the meaning of Regulation S) and is acting for the account of a person located outside the United States (within the meaning of Regulation S) who acquired, or has agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S) and who, at the time of issuance of the Receipt or Receipts referred to above, will be the beneficial owner of the ADSs evidenced thereby.

4. As the beneficial owner of the Receipts, we agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Receipts, the ADSs evidenced thereby or the Shares represented thereby except (a) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A, (b) in accordance with Regulation S under the Act, or (c) in accordance with Rule 144 under the Act (if available), in each case in accordance with any applicable securities laws of any state of the United States.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____
Title

Dated: