

Certification and Agreement of Persons Surrendering American Depositary Shares
for the Purpose of Withdrawal of Deposited Securities in Turkey

Citibank, N.A.
Depositary Receipts Department
111 Wall Street
New York, New York 10005

Citibank, A.Ş.
Tekfen Tower Eski Buyukdere Cad. No. 209
34394 Levent – Istanbul

Re: **Haci Omer Sabanci Holding A.S.**

We refer to the International Deposit Agreement, dated as of July 3, 1997 (as amended from time to time, the “Deposit Agreement”), among HACI OMER SABANCI HOLDING A.S. (the “Company”), CITIBANK, N.A., as Depositary thereunder (the “Depositary”), and the Holders and Beneficial Owners from time to time of American Depositary Shares (the “ADSs”) evidenced by the American Depositary Receipts (the “Receipts”) issued thereunder. Capitalized terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

We are providing the information and certifications contained herein to enable the Custodian of the Deposited Securities to comply with certain Turkish tax reporting and withholding obligations and understand that the Company, the Depositary and the Custodian require the delivery of the information and certifications contained herein as a condition to the cancellation of the ADSs surrendered herewith (the “Surrendered ADSs”) and the delivery of the corresponding Deposited Securities.

1. We certify that (i) we are the Beneficial Owner(s) of the Surrendered ADSs, (ii) we qualify as an “institutional investor non-resident of Turkey” (within the meaning given to such term in the Turkish Corporate Tax Law to corporate legal entities that have no legal and business center in Turkey), (iii) we either (x) acquired the Surrendered ADSs after January 1, 2006, or (y) deposited the Shares represented by the Surrendered ADSs with the Custodian after January 1, 2006, and (iv) we have been the Beneficial Owner(s) of the Surrendered ADSs since the time of their purchase (in the case of (iii) (x) above) or since the time of their issuance by the Depositary in respect of such Deposited Securities (in the case of (iii) (y) above).

2. We understand that the Custodian and the Depositary will be relying on the information contained herein for the purpose of enabling the Custodian to satisfy certain Turkish tax withholding and reporting obligations arising from the cancellation of the Surrendered ADSs by the Depositary and the delivery by the Custodian of the corresponding Deposited Securities, and we agree to indemnify and hold harmless the Custodian and the Depositary for any liability, loss or expense incurred by the Custodian and the Depositary as a result of their reliance on the information contained herein.

Name of Beneficial Owner:	
Signature of Beneficial Owner:	
Date:	
Name of DTC Participant that will be delivering Surrendered Depositary Shares to the Depository:	