

INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING FROM İŞ PRIVATE EQUITY INVESTMENT TRUST INC. BOARD OF DIRECTORS

Our Company's Shareholders Ordinary General Assembly Meeting for 2004 will be held on Monday April 25, 2005, at 10:30 A.M. at Büyükdere Caddesi İş Kuleleri, Kule 1 Levent/ISTANBUL to discuss the agenda items outlined below.(*)

Those holding at least one stock registered in their own names are entitled to participate in the meeting personally or through proxy.

Our shareholders who will participate in the General Assembly personally or through proxy are required to submit the following documents to and collect, in return, their Entry Cards from the Company Headquarters until the end of the work day on Monday April 18, 2005, which is at least one week prior to the meeting day:

- The physical shares held by the shareholders and shareholders' identity cards
- IDs and Blockage letters of our shareholders whose shares are kept by Banks or Equity Houses,
- Authorization certificates granted to those appointed as a proxy by our shareholders of legal entity and the Blockage letters of such shareholders,
- In addition to the above listed documents, powers of attorney, a copy of which was enclosed hereto, to be issued by a notary for our shareholders who will participate at the meeting through proxy.

The Balance Sheet, Profit and Loss Statement, Board of Directors Annual Report and Auditors' Reports pertaining to 2004 shall be made available to the examination of our shareholders at the Company Headquarters during the 15-day period preceding the date of the meeting.

Our esteemed shareholders are asked to participate in the meeting on the above mentioned date and time.

(*) According to Article 11 of the Capital Market Law, no registered letters shall be sent to our shareholders as well to invite them to the General Assembly Meeting.

Headquarters: Büyükdere Cad. İş Kuleleri, Kule 2, Kat 8, 34330, Levent / ISTANBUL

Agenda for the İş Private Equity Investment Trust Inc. Ordinary General Assembly

1. Opening, setting up of the Chair and authorization of the Chair in order to sign the minutes of the assembly,
2. Reading and discussing the Board of Directors annual report for 2004 and auditors' reports,
3. Reading, discussion and approval of the balance sheet and income statement of the year 2004,
4. Discussion and decision on the proposal of the Board of Directors concerning the dividend distribution for 2004,
5. Presenting information on allocating unallocated primary reserves from the profit of 2003, which was calculated over previous costs, with its interest accumulated since the period that the company's profitability situation was appropriate.
6. In accordance with the provisions of the Capital Market Legislation and the Tax Procedural Law, the offset of previous year's losses set forth in the legal book registries

of 2004, arising as a result of inflation adjustments held on December 31, 2003 as per the provisions of the Tax Procedural Law.

7. Approval of the transfer of the entire revenues of value increase by 364.381 YTL, monitored in the Special Reserves account as non-realized returns on capital during the calculation of the profit in accordance with the Capital Market Law to the Previous Years' Profit account.
8. Approval of the Members of the Board of Directors who was appointed during the year.
9. Clearance of the Members of the Board of Directors and Auditors separately from their activities during 2004,
10. Election of the Members of the Board of Directors and Auditors and determination of their tenures,
11. Determination of the stipends of the Members of the Board of Directors and Auditors,
12. Approval of the Independent Audit company selected by the Board of Directors,
13. Requests and wishes.

POWER OF ATTORNEY

İş Private Equity Investment Trust Inc.

I hereby appoint as the proxy authorized and empowered at the ordinary general assembly meeting of İş Private Equity Investment Trust Inc. to take place on Monday April 25, 2005 at 10:30 A.M. at the address of Büyükdere Caddesi İş Kuleleri, Kule 1 Levent/ISTANBUL to represent me, vote, submit proposals and sign necessary documents on my behalf in line with conditions stated below.

A) SCOPE OF THE POWER OF ATTORNEY

- a) The proxy shall be authorized to vote for all agenda items in line with his own opinions.
- b) The proxy shall be authorized to vote for all agenda items in line with below instructions.

Instructions: (specific instructions shall be written)

- c) The proxy shall be authorized to vote in line with the recommendations of the company management.
- d) The proxy shall be authorized to vote in line with below instructions on other issues which may be addressed at the meeting. (In the absence of any instructions, the proxy may vote at their discretion.)

Instructions: (specific instructions shall be written)

B) STOCK OWNED BY THE SHAREHOLDER

- a) Category (Group) and Series
- b) Number
- c) Quantity – Nominal Value
- d) Indication of privileged vote
- e) Indication of bearer – registered stock

SHAREHOLDER;

NAME, SURNAME OR TITLE:

SIGNATURE:

ADDRESS:

Note: In section (A), one of the choices from (a), (b) and (c) shall be selected. Comments shall be made on choices (b) and (d).