

## MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF

### FİNANSBANK ANONİM ŞİRKETİ

#### WHICH HAS BEEN HELD ON 16 JUNE 2016

The Extraordinary General Assembly Meeting of Finansbank Anonim Şirketi has been held on Thursday, 16 June 2016 at 10:00 hours, at the head office of the Bank at the address of Esentepe Mahallesi, Büyükdere Caddesi, Kristal Kule Binası No:215, Şişli/İstanbul İstanbul, under the supervision of the Ministry Representative Mr. Feyyaz Bal who was appointed with the letter of Governorship of Istanbul of the Turkish Republic, Provincial Directorate of Trade dated 14/06/2016 and numbered 16727774 and with the presence of a sworn translator in order to resolve on the discharge of the resigning members of the Board of Directors in relation to their activities and to discuss and resolve on the election of the Board of Directors members, determination of the number and term of duty of the Board of Directors members.

It has been established that the invitation to the meeting has been made as stipulated and has included the agenda, by way of being announced on the copy of the Turkish Commercial Registry Gazette dated 25 May 2016 and numbered 9082, on the website of Finansbank A.Ş. on [www.finansbank.com.tr](http://www.finansbank.com.tr) and on Public Disclosure Platform and Electronic General Assembly System; on Hürses and Güneş newspapers, as stipulated in the Articles of Association and the Law.

It has been established that Mr. Mustafa Aydın Aysan, Sinan Şahinbaş and Ali Teoman Kerman, the members of the Board of Directors of our Bank, have been present in the meeting room. Upon review of the list of participants, it has been understood that out of 30.000.000.000.- shares corresponding to Company's total capital in the amount of TL 3.000.000.000; 1.597.490,00 shares corresponding to TL 159.749,00 were present by proxy through their representatives to whom they have delivered their shares on the Electronic General Assembly System; 50.000 shares corresponding to TL 5.000,00- were present in person on the Electronic General Assembly System; 29.942.286.492,80 shares corresponding to TL 2.994.228.649,28- were present by proxy and that the minimum meeting quorum required by the Law and the Articles of Association has been present and thus the meeting has been opened. It has been determined that there are no representatives to whom the shares of the represented shareholders have been delivered, among those physically present at the meeting. The discussion of the agenda has been opened up. The General Assembly meeting has been opened simultaneously on the electronic platform as per article 1527 of the Turkish Commercial Code.

1. The proposal in relation to item 1 of the agenda has been read. It has been asked whether there is anybody wants to take the word and determined that there is none. As per the proposal put to the vote, it has been decided unanimously with those present at the meeting to elect Mehmet Ömer Aras as the Chairman of the Meeting, Attn. Emel Yılmaz Özbay as the Secretary of the Meeting and Adnan Menderes Yayla as the Vote Collector; to authorize the Chair for signing the General Assembly minutes.
2. The proposal in relation to item 2 of the agenda has been read. It has been asked whether there is anybody wants to take the word and determined that there is none. It has been decided

unanimously with those present at the meeting to discharge each member who has resigned from board membership namely Mustafa Hamdi Grtin, Paul Mylonas, Stefanos Pantzopoulos, Ioannis Vagionitis, Christos Alexis Komninos, Georgios Koutsoudakis in relation to the activities they performed since their election date 24.03.2016. Members of the Board of Directors have not used their voting rights for their own discharge.

3. The proposal in relation to item 3 of the agenda has been read. It has been asked whether there is anybody wants to take the word and determined that there is none. As per article 362 of the Turkish Commercial Code numbered 6102; it has been decided to determine the number of members of the Board of Directors as Eleven (11) including the General Manager Temel Gzelođlu; to elect Mehmet mer Arif Aras, Sinan ŐahinbaŐ, Mustafa Aydın Aysan, Ali Teoman Kerman, Osman Reha Yolalan, Fatma Abdulla S.S. Al-Suwaidi, Abdulla Mubarak N. Alkhalifa, Ali Rashid A.S. Al-Mohannadi, Grant Eric Lowen, Ramzi T.A. Mari as real person members of the Board of Directors for a term of Three (3) years; to elect Osman Reha Yolalan as the independent member of the Board of Directors and to determine the members of the Auditing Committee of the Bank as independent members of the Board of Directors in accordance with the relevant provisions of the Corporate Governance Communiqu (II-17.1) published by the Capital Markets Board; to give unlimited authority within the scope of article 371 of the Turkish Commercial Code to any two of the Chairman, Vice Chairman, Managing Directors of the Board of Directors, members of the Board of Directors, General Manager and Vice General Manager who are natural members of the Board of Directors to represent and bind the whole organization of our Bank with their joint signatures in order to perform all business and legal transactions permitted by the Articles of Association of our Bank and the law , to grant First Degree signature authority to Mehmet mer Arif Aras, Sinan ŐahinbaŐ, Mustafa Aydın Aysan, Ali Teoman Kerman, Osman Reha Yolalan, Fatma Abdulla S.S. Al-Suwaidi, Abdulla Mubarak N. Alkhalifa, Ali Rashid A.S. Al-Mohannadi, Grant Eric Lowen, Ramzi T.A. Mari and Temel Gzelođlu on behalf of our Bank, to give permission to the members of the Board of Directors as per articles 395 and 396 of the Turkish Commercial Code, with the majority of 29.943.881.702,80 affirmative votes representing a capital amount of TL 2.994.388.170,28 - against 52.280,00 negative votes owned by Metis Equity Trust representing TL 5.228,00 –.
4. It has been asked if anyone wants to take the word for wishes and requests. As there was no agenda item to be discussed, the Chairman has saluted those present with respect and adjourned the meeting. The meeting has also been adjourned on the Electronic General Assembly System at 10:12.

**Ministry Representative of Customs and Trade**  
**Feyyaz Bal**

**Chairman of the Meeting**  
**Mehmet mer Arif Aras**

**Vote Collector**  
**Adnan Menderes Yayla**

**Secretary**  
**Attn. Emel Yılmaz zbay**