

FINANSBANK ANONİM ŞİRKETİ
MAY 28TH, 2015 DATED
EXTRAORDINARY GENERAL ASSEMBLY MEETING MINUTES

Extraordinary General Assembly Meeting of Finansbank Anonim Şirketi was held on the date of May 28th, 2015 on Thursday at 14:00hr at the address of: Saray Mahallesi Ahmet Tevfik İleri Cad. No. 7 Ümraniye Istanbul (Bank Operation Center) under the supervision of Ministry Commissioner Mrs. Ayten Yavuz who was commissioned with 26/05/2015 dated and 90726394 numbered official letters issued by Turkish Provincial Directorate of Commerce of Istanbul Governorship in order to negotiate and decide on the following meeting agenda matters: (i) deciding on distribution of the profits that were accrued according to the balance sheet of year 2014 and deciding on the extraordinary contingency reserves from previous years; (ii) and deciding on amendment of provisions of Article 5 of Articles of Association of our Bank, provided that the necessary statutory permissions are obtained from Capital Markets Board, Banking Regulation and Supervision Agency and Ministry of Customs and Trade.

It was determined and seen that the convocation to the meeting was made as stipulated in the relevant Law and Articles of Association as including the meeting agenda and by announcing the meeting on May 4th, 2015 dated and 8812 numbered Turkish Trade Registry Gazette as well as on the website of Finansbank A.Ş. which is found at: www.finansbank.com.tr and announcement of the meeting on the Public Disclosure Platform and Electronic General Assembly System and on Hürses and Güneş named newspapers.

It was seen that our Member of Board of Directors Mr. Ali Teoman Kerman was present at the meeting place. Upon the examination made on the list of participants it was seen and understood that there were total 28.350.000.000.- shares which are corresponding to total TRY 2.835.000.000.- nominal value worth capital share of the Bank and of this total 35.300 shares which are corresponding to total TRY 3.530.- nominal value worth capital share of the company were represented over the Electronic General Assembly System through their representative at the meeting and 28.295.460.735,730 shares which are corresponding to total TRY 2.829.546.073,573 nominal value worth capital share of the company were represented by proxy at the meeting and 100 shares which are corresponding to total TRY10.- nominal value worth capital share of the company were represented personally at the meeting. Therefore, it was determined and understood that the minimum meeting quorum was present at the meeting as required both by the Law and by the Articles of Association of the Bank and the meeting was opened. It was determined and understood that there were no appointed proxies of the persons who have participated to the meeting physically. It was proceeded to discuss the matters on the meeting agenda. The General Assembly Meeting was opened simultaneously over electronic environment as well pursuant to Article 1527 of Turkish Commercial Code.

1. The relevant proposal submitted in relation to the first meeting agenda item was read. It was asked whether or not any participants would like to take the floor and it was seen that nobody took the floor thereof. Pursuant to the proposal put to the vote; Mr. Ali Teoman Kerman was elected as the Chairman of the Meeting; Atty. at Law Mrs. Şebnem Seniye Karaduman was elected as the Minute Recorder and Mr. Adnan Menderes Yayla was elected as the Vote Collector. It was accepted by majority of the votes to authorize the Meeting Chairmanship in order to sign the Meeting Minutes herein, respectively with the following distribution of the present votes: 28.295.496.035,730 affirmative votes representing TRY 2.829.549.603,573 worth registered capital and by 100 dissentive votes representing TRY10.- registered capital.
2. Within the scope of second meeting agenda item; the relevant proposal submitted in relation to distribution of the profits that were accrued according to the balance sheet of year 2014 and the extraordinary contingency reserves from previous years were read. It was asked whether or not any participants would like to take the floor and it was seen that nobody took the floor thereof. As a result of the voting realized thereof; it was decided to;

To allocate TRY 43.871.396.- as the General Legal Reserves within the total amount of TRY 877.427.922.- worth of net profits that were remained after tax according to the financial statements belonging to year 2014 as approved by the Ordinary General Assembly Meeting of our Bank held on the date of March 31st, 2015; pursuant to Article 26 of Articles of Association of our Bank and in order to ensure the distribution of the amounts to be allocated as First Dividends from the net profits

through incorporating such amounts into the capital of Bank pro rata to the shares and pursuant to 6th sub-clause of Article 16 of Share Communiqué (VII-128.1) and within the framework of decisions given for negotiating the following matters during the Extraordinary General Assembly Meeting to be held until the final business day of fifth month which is following the accounting period of our Bank;

To distribute remaining balance as mentioned below from the net profit in an amount of TRY 833.556.526.- following after allocating and reserving the said General Legal Reserves according to the financial statements of our Bank belonging to year 2014, in accordance with Article 26 of Articles of Association of our Bank as follows:

First Dividends to the Partners	141.750.000 TL
Extraordinary Contingency Reserves	691.806.526 TL
Total	833.556.526 TL

And with regard to TRY141.750.000 worth of amount allocated as First Dividends to the Partners by incorporating such amount into the capital and with regard to the pertaining shares to be issued; to distribute to the partners of 5% no-par shares each having 10 Kurus worth as representative shares within the period as stipulated in Share Communiqué (VII-128.1) and to duly distribute such representative shares to be issued to the shareholders within the framework of Capital Markets legislations concerning the representative system thereof by the majority of the votes, respectively with the following distribution of the present votes: 28.295.496.035,730 affirmative votes representing TRY 2.829.549.603,573 worth registered capital and by 100 dissentive votes representing TRY10.- registered capital.

3. The relevant proposal submitted in relation to the third meeting agenda item was read. It was asked whether or not any participants would like to take the floor concerning the contents of amended text of Articles of Association and it was seen that nobody took the floor thereof. Accordingly it was decided by the majority of the votes in order to amend the provisions of Article 5 of Articles of Association of Finansbank A.Ş. as given in the Annex (by the permissions of 25/05/2015 dated and 29833736 – 110.03.02 - 1212 numbered letters of Capital Markets Board of Prime Ministry and by the permissions of 26/05/2015 dated and 20008792 – 101.01.04 [31] – E.8117 numbered letters of Banking Regulation and Supervision Agency and by basing on 28/05/2015 dated and 67300147/431.02 numbered permission of General Directorate of Domestic Trade of Ministry of Customs and Trade) respectively with the following distribution of the present votes: 28.295.496.035,730 affirmative votes representing TRY 2.829.549.603,573 worth registered capital and by 100 dissentive votes representing TRY10.- registered capital.
4. The wishes and suggestions of the participants were asked and as there were no other matters left on the agenda of the meeting to discuss with; the Chairman of the meeting has ended the meeting by presenting his regards to all of the participants.

Ministry of Customs and Trade
Commissioner
Mrs. Ayten Yavuz

Chairman of the meeting
Mr. Ali Teoman Kerman

Vote Collector
Mr. Adnan Menderes Yayla

Minute Recorder
Mrs. Şebnem Seniye Karaduman