

POWER OF ATTORNEY

.....A.S.

I hereby appoint as authorized proxy to represent me/us, to vote, to propose and to execute and sign necessary documents in line with the views I have specified below in the Extraordinary General Assembly Meeting of FİNANSBANK A.Ş. which shall be held on 28.05.2015 at 14:00 hours in İstanbul, Ümraniye, Saray Mahallesi, Ahmet Tevfik İleri Cad. No.7 (Umraniye Operation Center)

Proxy's (*)

Name- Surname/Commercial Title:

TR ID No/Tax no, Commercial Register & MERSIS No:

(*)For foreigner proxies, equivalent information should be submitted if any.

A) SCOPE OF THE REPRESENTATION POWER

For sections 1 and 2; choosing one of options a,b or c alternatives below stated Scope of representation power must be specified .

1-About the Subjects Take Part in General Assembly Agenda

- The proxy shall be authorized to vote in line with his own views.
- The proxy shall be authorized to vote in compliance with proposals of the Company management.
- The proxy shall be authorized to vote in the directions of instructions stated below in the table.

Instructions:

In the event that the shareholder chooses option (c), instructions should be given such as accept/rejection and dissenting opinion in case of any rejection, if any, for each agenda item.

| Agenda Items (*) | Accept | Rejection | Dissenting Opinion |
|------------------|--------|-----------|--------------------|
| 1. | | | |
| 2. | | | |
| 3. | | | |

(*)Items of the General Assembly Agenda are arranged in order one by one. If minority has seperated resolution proposal, such condition should be stated in order to vote by proxy.

2-Special Instruction related to especially using of minority rights and other issues that might be disclosure on the General Assembly Meeting:

- The proxy shall be authorized to vote on all items of the agenda in line with his own views.
- The proxy shall not be authorized to vote on these issues.
- The proxy shall be authorized to vote in the direction of below special instructions

SPECIAL INSTRUCTIONS; The special instructions should be stated herein if any.

B) Shareholder states shares that will be represented choosing one of below-mentioned options,

1. I hereby approve my below- mentioned shares to be represented by the proxy

- a) Class and series*
- b) Number/Group**
- c) Number – Nominal Value
- d) Whether he has privilege on vote or not
- e) Whether the share is a bearer share or a registered share*

*Such information shall not be requested for the dematerialized shares

**Group information should be provided for the dematerialized shares instead of number

2. I hereby approve all my shares included on the List of Attendees prepared by the Central Registry Agency on the day before the General Assembly

FULL NAME OF THE SHAREHOLDER AND HIS/HER TITLE(*):

TR ID No/Tax no, Commercial Register & MERSIS No:

Address:

(*)For foreigner shareholders, equivalent information should be submitted if any

SIGNATURE

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