

**EXTRAORDINARY GENERAL ASSEMBLY MEETING MINUTES OF FINANSBANK ANONIM
SIRKETI DATED 4 DECEMBER 2014**

The Extraordinary General Assembly Meeting of Finansbank Anonim Şirketi has been held on 4 December 2014 Thursday at 14.00 at the headquarters of the bank located at the address Büyükdere Cad. No: 129 Mecidiyeköy İstanbul under the supervision of the Ministry Representative Ms. Ayten Yavuz appointed by the T.R. Istanbul Governorship Trade Province Directorate letter dated 03.12.2014 and numbered 26159 to discuss and resolve matters regarding (i) collection of 100 founders usufruct deeds issued pursuant to Article 10 of the Articles of Association from its current owners National Bank of Greece S.A. and their destruction, and amendment of articles 10 and 26 of the Articles of Association and (ii) increasing the registered authorized share capital to TL 12,000,000,000 from TL 6,000,000,000 by TL 6,000,000,000 and amendment of Article 7 of the Articles of Association.

It has been determined that the meeting call has been announced in the 7 November 2014 dated and 8689 numbered copy of the Turkish Trade Registry Gazette pursuant to the Articles of Association and including the agenda, the website of our bank www.finansbank.com.tr and Electronic General Assembly system, Hürses and Güneş newspapers.

It has been observed that the Chairman of our Bank's Board of Directors and some other board of directors members were present in the meeting room. Upon an observation of the attendees' list, it was seen that 35,300,000 shares equal to TL 3,530,000 share capital among 28,350,000,000 shares representing TL 2,835,000,000 share capital were represented by their duly authorized representatives through the Electronic General Assembly System and 28,295,460,735.730 shares equal to TL 2,829,546,073.573 were represented by proxy and 0.260 shares equal to TL 0.026 share capital were represented personally, therefore the minimum meeting quorum foreseen both by the law and the Articles of Association was met, following this the meeting was opened by the Chairman of the Board of Directors Mr. Mehmet Ömer Arif Aras. In his opening speech, Mr. Mehmet Ömer Arif Aras informed the shareholders of the planned transactions regarding the public offer of Finansbank A.Ş. shares. Pursuant to Article 1527 of the Turkish Commercial Code, the general assembly was simultaneously opened on the electronic system. It was seen that no duly authorized representatives were present at the physical meeting.

- 1- The resolution for the first item of the agenda was read. It has been asked whether anyone wanted to take the stand, shareholder Mintaz Derdiyok posed a question about the shares he owns. Ömer Aras stated that the question shall be taken into consideration during the wishes and desires section of the meeting. The presented resolution appointing Mehmet Ömer Arif Aras as the chairman, Adnan Menderes Yayla as the vote collector and Att. Şebnem Seniye Karaduman as the clerk of the meeting, authorizing the chairman of the meeting to sign the meeting minutes has been unanimously approved.
- 2- The resolution for the second item of the agenda was read. It has been asked whether anyone wanted to take the stand, seen none. The amendment text of the Articles of Association has been announced in the Public Disclosure Platform, Electronic General Assembly System, Trade Registry Gazette and Hürses and Güneş newspapers and our bank's website and therefore deemed to be read and voting could commence, it has been asked whether anyone wanted to take the stand, seen none. The resolution has been unanimously approved. It has been asked whether anyone wanted to take the stand regarding the amendment text of the Articles of Association, seen none. It has been unanimously decided that under the Board of Directors resolution of Finansbank A.Ş. dated 16.09.2014 and numbered 174; the approval of the collection of 100 founders usufruct deeds issued pursuant to Article 10 of the Articles of Association from its current owners National Bank of Greece S.A. and their destruction, and for this purpose amendment of articles 10 and 26 of the Articles of Association (with the letter of the Capital Markets Board

dated 30.09.2014 and numbered 9592 and the permit of the Ministry of Customs and Commerce International Trade General Directorate dated 10.11.2014 and numbered 67300147/431.02 pursuant to the Banking Regulation and Supervision Authority letter dated 31.10.2014 and numbered 25181) as annexed hereto.

3. The resolution for the first item of the agenda was read. It has been asked whether anyone wanted to take the stand, seen none. The amendment text of the Articles of Association has been announced in the Public Disclosure Platform, Electronic General Assembly System, Trade Registry Gazette and Hürses and Güneş newspapers and our bank's website and therefore deemed to be read and voting could commence, it has been asked whether anyone wanted to take the stand, seen none. The resolution has been unanimously approved. It has been asked whether anyone wanted to take the stand regarding the amendment text of the Articles of Association, seen none. It has been unanimously decided that under the Board of Directors resolution of Finansbank A.Ş. dated 16.09.2014 and numbered 174; increasing the registered authorized share capital to TL 12,000,000,000 from TL 6,000,000,000 by TL 6,000,000,000 and for this purpose the amendment of Article 7 of the Articles of Association (with the letter of the Capital Markets Board dated 30.09.2014 and numbered 9592 and the permit of the Ministry of Customs and Commerce International Trade General Directorate dated 10.11.2014 and numbered 67300147/431.02 pursuant to the Banking Regulation and Supervision Authority letter dated 31.10.2014 and numbered 25181).
4. Wishes and desires have been presented. The question of shareholder Mintaz Derdiyok has been heard and he has been informed that for the determination of shareholding, the records of the Central Registration Agency are the principle and that the issue shall be considered and communicated to him by the Investor Relations Department of our Bank and the Legal Counsels.

As there were no further issues on the agenda the Chairman saluted the attendees and ended the meeting.

Ministry of Customs and Commerce Representative Ayten Yavuz [signature]	Chairman of the Meeting Mehmet Ömer Arif Aras [signature]
Vote Collector Adnan Menderes Yayla [signature]	Clerk Şebnem Seniye Karaduman [signature]

ANNEX

ARTICLES OF ASSOCIATION AMENDMENT TEXT

New Text

Article 7

SHARE CAPITAL

- a. The Bank has accepted the authorized capital system pursuant to the provisions of the Capital Markets Law numbered 2499 and this issue has been approved by the Capital Markets Board permit dated 14.10.1993 and numbered 743.
- b. The authorized capital of the Bank is TL 12,000,000,000 (twelve billion Turkish Liras) each with a nominal value of 10 krs (ten kuruş) and represented with 120,000,000,000 (one hundred and twenty billion) registered shares. The Board of Directors is entitled to increase the issued capital of the Bank by issuing new shares, if deemed necessary, pursuant to the relevant provisions of the legislation up to this limit.
- c. The Board of Directors is also entitled to directly publicly offer all shares representing the increased capital provided that the legislation requirements are met and the right of first refusal is limited.
- d. The issued capital of the Bank is divided into paid up capital of free from collusion 28,350,000,000 (twenty eight billion three hundred fifty million) registered shares with a nominal value of TL 2,835,000,000 (two billion eight hundred thirty five million Turkish Liras).

Whilst the nominal value of the share were TL 100.000 pursuant to the law on Amending the TCC numbered 5274, the nominal value has been changed to 10 krs. Due to this change, the total number of shares have changed and for each 9,500,000,000 shares with each TL 100,000, a 10 krs 9,500,000,000 shares shall be given. The shareholders rights due to such change arising from the shares they hold are reserved.

- e. The authorized capital limit permission granted by the CMB is valid for a term between 2014-2018 (five years). Even if the authorized capital limit has not been reached at the end of 2018, in order for the board of directors to resolve on a capital increase, authority must be obtained from the general assembly to apply the previously obtained limit or apply for a new limit to the Capital Markets Board.

Between 2014-2018, the Board of Directors is authorized to resolve on increasing the issued capital of the Bank by issuing new shares, if deemed necessary, pursuant to the relevant provisions of the legislation, limiting the rights of privileged shareholders, limiting new share purchase rights of shareholders, issuing of shares for a value below or above their nominal values or without voting rights. The authorization to limit purchase of new shares may not be exercised in a manner creating inequality between the shareholders.

Shares representing the capital are registered pursuant to the authorization principles.

Article 10

This article has been removed from the Articles of Association.

ARTICLE 26
ANNUAL PROFIT DESIGNATION AND ALLOCATION

Accordingly, in light of the legal requirements the annual income of the Bank are designated and allocated as set below;

- a) 5% of the annual income is set aside as legal reserves,
- b) From the remaining amount, an amount equal to 5% of the unpaid capital of the Bank are reserved as Primary Dividend for shareholders regardless of the payment dates of the capital,
- c) A maximum of 5% from the remaining amount pursuant to the above items can be allocated by the General Assembly to the Board of Directors members including the general manager and their representatives,
- d) An amount from the reservations and allocations stated above to be determined by the General Assembly can be reserved as Secondary Dividend for shareholders regardless of the payment dates of the capital,
- e) One tenth of the dividends to be distributed pursuant to items “c” and “d” in this article are added to the general reserve funds pursuant to the Turkish Commercial Code.
- f) The General Assembly is authorized to transfer all or a part of the net profit after having allocated and granted the reserve funds under “a” of this article and dividends under “b” of this article to the following year or reserve as reserve funds. If deems necessary, the Board of Directors may make suggestions to the General Assembly for this purpose.
- g) Pursuant to “c” of this article, the manner of distribution of dividend to board of directors members including the General Manager and their representatives shall be determined by the Board of Directors.
- h) Dividend can only paid from the annual profits. Unless the reserve funds are reserved pursuant to “a” of this article, dividends cannot be distributed.
- i) Unless the reserve funds to be reserved pursuant to the laws and dividend allocated to the shareholders under the articles of association are reserved, it may not be resolved for the reservation of other reserve funds, transfer of profit to the following year and dividend distribution to the board of directors or the employees of the Bank and unless such dividend is paid, dividend payments cannot be made.
- j) The date in which the dividend distribution shall be made under this article shall be determined by the General Assembly.
- k) For dividend to be paid to the shareholders by a General Assembly resolution among the extraordinary reserve funds, the provisions of “d” and “e” shall apply.
- l) Dividends distributed in accordance with the provisions of this Articles of Association cannot be refunded. The relevant provisions of the Turkish Commercial Code are Reserved.