

**ORDINARY GENERAL ASSEMBLY MEETING MINUTES OF FINANSBANK ANONIM  
SIRKETI DATED 27 MARCH 2014**

The ordinary general assembly of Finansbank Anonim Şirketi for the year 2013 has been held on 27 March 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 Mr. Adnan Ateş appointed by the T.R. Istanbul Governorship Trade Province Directorate letter dated 26.03.2014 and numbered 7797 with the attendance of a sworn translator regarding the Financial Statements, Profit and Loss Statements, Board of Directors Report and Auditors' Report and release of the Board of Directors and other matters.

It has been determined that the meeting call has been announced in the 4 March 2014 dated and 8520 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](http://www.finansbank.com.tr) and Electronic General Assembly system, Hürses and Güneş newspapers.

It has been observed that the responsible partner and head audit of the independent auditor of our bank DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. representative IFA Hatice Taşkesen, 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 216,110 shares equal to TL 21,611 share capital among 27,000,000,000 shares representing TL 2,700,000 share capital were represented by their duly authorized representatives and 25,598,057,843.59 shares equal to TL 2,559,805,784.359 were represented by proxy, 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 and the agenda was discussed. 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. It has been seen that the representatives in the electronic system were representing 216,110 shares representing TL 21,611 share capital and 10 shares representing TL 1 attended personally.

Mehmet Ömer Arif Aras made an opening speech to the shareholders of the Bank and provided a summarized information on the total assets of the company and the profit for the year 2013, capital structure, loans and security portfolio, employee numbers, branch numbers, litigation proceedings of penalties enforced against banks by the Competition Authority, information on loans under legal proceedings, effective work of the departments of the Bank under internal systems, new regulations by the Central Bank and the BRSA and the newly purchased building to be used as the new general directorate building of the Bank.

- 1- The resolution for the first item of the agenda was read. 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. Pursuant to the voted

resolution, it has been unanimously approved to authorize the chairman of the meeting to sign the general assembly meeting minutes.

- 3- The resolution for the reading and discussion of the Board of Directors Annual Activity report for the year 2013 was read. Information was provided that the bonuses and premiums of TL 94,583,367 to be given to the employees of the bank as of 31 December 2013 has been provided under item "Employee Benefits Consideration" in the financial statements. It has been asked whether anyone wanted to take the stand, seen none. The resolution that the Activity Report has been announced in the Public Disclosure Platform, Electronic General Assembly System and our bank's website and therefore voting could commence. It has been asked whether anyone wanted to take the stand, seen none. The resolution has been unanimously approved.

The approval of the Board of Directors Annual Activity report for the year 2013 has been unanimously approved.

- 4- The resolution on the fourth item of the agenda and then the Auditor opinion on the Auditors Report for the year 2013 were read. It has been asked whether anyone wanted to take the stand, seen none. The resolution that the Auditors Report for the year 2013 has been announced in the Public Disclosure Platform, Electronic General Assembly System and our bank's website and therefore voting could commence. It has been asked whether anyone wanted to take the stand, seen none. The resolution has been unanimously approved.

The approval of the Auditors Report for the year 2013 has been unanimously approved.

- 5- The resolution on the reading and discussion on the financial statements (statements-profit loss statements) for the year 2013 (statements-profit loss statements) was read. It has been asked whether anyone wanted to take the stand, seen none. The resolution that the financial statements has been announced in the Public Disclosure Platform, Electronic General Assembly System and our bank's website and therefore voting could commence. It has been asked whether anyone wanted to take the stand, seen none. The resolution has been unanimously approved.

The approval of the financial statements for the year 2013 has been unanimously approved.

- 6- The resolution for the release of the Board of Directors members from their activities for the year 2013 has been read. It has been asked whether anyone wanted to take the stand, seen none. The release of the Board of Directors members of their activities for the year 2013 has been unanimously approved.

- 7- The resolution on the accrued profit under the financial statements for the year 2013 and extraordinary reserve funds for the previous year has been read. It has been asked whether anyone wanted to take the stand, seen none. The resolution has been presented for voting and following the voting;  
It has been resolved that TL 734,239,217 of the net profit after tax pursuant to our 2013 financial statements to be set aside as general legal reserves; in accordance with Article 26 of the articles of association of our Bank as follows;

General Legal Reserve Funds	TL 36,711,961
Primary Dividend to Shareholders	TL 135,000,000
Extraordinary Reserve Funds	TL 562,527,256
TOTAL	TL 734,239,217

It has been unanimously approved that the shares to be issued by adding TL 135,000,000 shareholders primary dividend to the share capital, shall be distributed to the shareholders for 10 krş nominal value as 5% free registered shares until 30 June 2014 and that the registered shares to be issued shall be distributed pursuant to the registered shares regulations of the Capital markets legislation.

- 8- The resolution regarding item eight of the agenda has been read. It has been asked whether anyone wanted to take the stand, seen none. In accordance with the resolution, monthly attendance fee payment of TL 3,500 to Board of Directors members; the appointment and determination of payments to be made to Board of Directors members with a specific duty within the Bank to be conducted by the Board of Directors or a Committee to be assigned by the Board of Directors, a maximum payment of TL 28,000,000 (twenty eight billion Turkish Liras) to be made to the Board of Directors members until the first general assembly of the year 2015 has been approved by majority with 25,598,273,953.59 affirmative votes representing TL 2,559,827,395.359 of the share capital and 10 rejection votes representing TL 1 of the share capital. The dissenting opinion of the relevant shareholder as provided through the EGAS is provided herein as an annex (Annex-2).
- 9- The resolution on the approval of the temporary Board of Directors members appointed pursuant to Article 363 of the Turkish Commercial Code numbered 6102; determination of the Board of Directors member number and their terms of duty and the appointment of new Board of Directors members has been read. It has been asked whether anyone wanted to take the stand, seen none. It has been unanimously approved for the approval of the temporary Board of Directors members appointments of Paula Hadjisotiriou, Ioannis Vagionitis and Georgios Koutsoudakis, appointment of Mehmet ömer Arif Aras, Sinan Şahinbaş, Mustafa Aydın Aysan, Paula Hadjisotiriou, Ali Teoman Kerman, Paul Mylonas, Stefanos Pantzopoulos, Ioannis Vagionitis, Christos Alexis Kominos and Georgios Koutsoudakis as real person Board of Directors members for a term of two (2) years; Mustafa Hamdi Görtin's appointment as an independent Board of Directors member, appointment of the Audit Committee members of the Bank as independent Board of Directors members pursuant to the relevant provisions of the Corporate Management Communiqué of the Capital markets Board (II-17.1), General Manager Temel Güzeloğlu to serve as a natural member of the Board of Directors and therefore the determination of the Board of Directors member number as 12 including the general manager.
- 10- The resolution regarding item nine of the agenda has been read. It has been asked whether anyone wanted to take the stand, seen none. The appointment of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent auditors of our Bank pursuant to the Banking Law numbered 5411 and Turkish Commercial Code numbered 6102 and enterprise auditor of our Bank pursuant to

Article 399 of the Turkish Commercial Code until the first ordinary general assembly to be held in 2015 has been unanimously approved.

11- The resolution on extending the authorized capital limit period of our Bank and therefore the amendment of Article 7 of Articles of Association of the Bank (with the letter of the Capital Markets Board dated 10.03.2014 and numbered 484 and the permit of the Ministry of Customs and Commerce International Trade General Directorate dated 25 March 2014 and numbered 1743 pursuant to the Banking Regulation and Supervision Authority letter dated 17.03.2014 and numbered 6420). The resolution that Since the Articles of Association has been announced on the Public Disclosure Platform, Electronic General Assembly System, Trade Registry Gazette, Hürses and Güneş Newspapers, it has been deemed to be read and voting is to commence has been presented to vote and has been unanimously approved.

It has been asked whether anyone wanted to take the stand in relation to the articles of association amendment text, seen none. Pursuant to the read resolution it has been unanimously approved to amend Article 7 of the articles of association of our bank as provided here in under Annex-1.

12- The resolution regarding item twelve of the Agenda has been read. In this respect it has been announced to the shareholders that a total donation of TL 77,762.20 has been made in the year 2013. It has been asked whether anyone wanted to take the stand, seen none. Determination of the cap for donations to be made in the year 2014 pursuant to Article 59 of the Banking Law as one fourth of the equity capital of the Bank and that all donations to be made pursuant to the relevant legislation and the articles of association of the Bank has been unanimously approved.

13- The "Information Policy" of our Bank has been explained to the shareholders and the below information was shared: Whereas "In accordance with the Information Policy made by our Bank, information is shared with the public through the Capital Markets Board, Borsa Istanbul A.Ş. and the Public Disclosure Platform (PDA) pursuant to the Special Cases Communiqué of the Capital Markets Board (II-15.1) no further bulletin is shared with the media institutions.

In addition to such information sharing, Investor Relations Department share face to face or via telephone/mail the three month profit declaration and financial statements declarations with the local and foreign investors who visit the Bank.

Information that are not under the scope of mandatory disclosures and general information related to the product, service and strategies of our bank are carried out with the Communications Department in coordination with the relevant departments. Coordination and response to questions posed to our Bank by the media institutions are filtered by our Communications Department depending on the type of question and are answered by the relevant departments or the Communications Department.

14- The General Assembly was informed of the Dividend Distribution Policy of our Bank. It has been asked whether anyone wanted to take the stand, seen none. The annexed policy (Annex-3) has been approved by majority with 25,598,239,963.59 affirmative votes representing TL 2,559,823,996.359 of the share capital and the

rejection vote of 34,000 of LVIP Blackrock Emerging Markets Index RPM Fund representing TL 3,400 of the share capital.

The shareholders have been informed that the Board of Directors shall take a resolution after the General Assembly on a free share issue capital increase in consideration of the 5% mandatory primary dividend distribution under the articles of association of the Bank and not exceeding the authorized capital limit.

- 15- The resolution on item fifteen of the agenda has been read. It has been asked whether anyone wanted to take the stand, seen none, the resolution has been presented for vote and giving permission to the Board of Directors which are set out in Articles 395 and 396 of the Turkish Commercial Code except for those prohibited under the Banking Law has been approved by majority with 25,598,091,853.59 affirmative votes representing TL 2,559,809,185.359 of the share capital and 182,110 rejection votes of Utah State Retirement Fund representing TL 18,211 of the share capital.
- 16- Information has been provided on the transactions carried out under Article 1.3.6 of the Corporate Management Communiqué of the Capital Markets Board numbered II-17.1 in the year 2013. Whereas; except for transactions carried out within the limitations allowed by the Banking Law and the related legislation, the General Assembly has been informed that no transactions were carried out with the shareholders with management control, Board of Directors members, senior managers and their spouses, blood and marriage relatives up to second degree that would cause a conflict of interest with the Bank or its affiliates, that neither the Bank nor its affiliates have conducted transactions of its commercial business type on their or others' behalf, no unlimited liability partnerships have been formed with another company engaged in the same commercial activity as themselves.
- 17- The General Assembly has been informed of Board of Directors' members and their senior management Fee Principles. Whereas, fees of the Board of Directors' members and their senior management is determined pursuant to the Fee and Award Policy and Fee Management Committee bylaws, Finansbank Articles of Association and Regulation on the Corporate management Principles of Banks. Board of Directors ensure that the fee determination of the Board of Directors' members, their senior management and the bank's employees are in compliance with the ethical values of the bank, internal balances and strategic targets of the bank. The Board of Directors may wholly or partially transfer such duty to the Price Management Committee pursuant to the relevant legislation. Fee Management Committee make suggestions to the Board of Directors for total performance bonuses to be paid to the employees and other related plan approvals. Fee Management Committee takes into consideration the responsibility and duties of the related parties in the senior committees whilst making their judgment and suggestions. Except for the general manager, salary and other payments to be made to the senior management shall be determined by the Fee management Committee of the Bank upon the suggestion of the General Manager. From TL 92,155,693 employee entitlements in the financial statements of the bank as of 31.12.2012, TL 20,653,213 salary, bonus and premium payment has been made to the Board of Directors within the year 2013 until the ordinary general assembly date of 2014.

In relation to this item, through the Electronic General Assembly System, a General Assembly attendee shareholder Sevda Alkan has asked "Pursuant to the CMB Corporate Management Principles will a target be set for female Board of Directors members? How many members do you target at least, I demand information on why no female BoD members have been appointed". Chairman Mehmet Ömer Arif Aras has stated that a female BoD member has joined the Board of Directors in the year 2013 and that he aims to increase the number of female Board of Directors members.

18- Wishes and desires have been presented.

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

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

MKK (CENTRAL REGISTRATION AGENCY)

Article No	Name Last Name	Dissenting Opinion
8	Sevda Alkan	I oppose as no female BoD member appointments have been made pursuant to the CMB Corporate Management Policies.

## **DIVIDEND DISTRIBUTION POLICY**

The dividend distribution principles of our Bank has been set out in Article 26 of the articles of association of our Bank.

Accordingly, in light of the legal requirements the annual income of the Bank are distributed 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) 10% of the amount remaining after the reservation of amounts under “a” and “b” above are reserved to paid to the founders (usufruct right) deed holders,
- d) 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,
- e) 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,
- f) One tenth of the dividends to be distributed pursuant to items “c”, “d” and “e” in this article are added to the general reserve funds pursuant to the Turkish Commercial Code.
- g) 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” and “c” 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.
- h) Pursuant to “d” 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.
- i) Dividend can only paid from the annual profits. Unless the reserve funds are reserved pursuant to “a” of this article, dividends cannot be distributed.
- j) 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.
- k) The date in which the dividend distribution shall be made under this article shall be determined by the General Assembly.
- l) For dividend to be paid to the shareholders by a General Assembly resolution among the extraordinary reserve funds, the provisions of “e” and “f” shall apply.
- m) 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.