

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF
FINANSBANK A.S.
DATED MARCH 28, 2013**

The Ordinary General Assembly Meeting of Finansbank Anonim Şirketi has convened on Thursday, March 28, 2013, at 14.00, at the address of Büyükdere Cad. No: 129 Mecidiyeköy – İstanbul ,which is the Bank’s head office address, under the supervision of the Ministry’s representative Ms. Nurgün Örs appointed as per the letter of the Trade District Directorate of the İstanbul Governorship of the Republic of Turkey dated March 27, 2013 and numbered 90726394-98, 179 and in the presence of the sworn translator, with a view to discuss and resolve the Balance Sheet, Profit and Loss Statements, Board of Directors’ Activity Report and Auditors’ Report for the year 2012 and release of the Members of the Board of Directors and Auditors as well as other matters.

It has been determined that the invitation to the meeting has been made within the prescribed period by way of announcement at the copy of the Turkish Trade Registry Gazette dated March 12, 2013 and numbered 8276, at our Bank’s website at the address of www.finansbank.com.tr and the Electronic General Assembly System; and at Hürses and Güneş Newspapers on March 12, 2013 in accordance with the Law and the Articles of Association and in a manner to include the agenda as well.

It has been seen that the Bank’s auditors, Sedat Eratalar and Ahmet Cihat Kumuşoğlu, are present in the meeting room. From the examination of the attendance list, as it has been determined that of the 25.650.000.000 shares representing the total capital of the company in the amount of TL 2.565.000.000, 70 shares representing a capital of TL 7 are represented as principal and 24.318.459.654,47 shares representing a capital of TL 2.431.845.965,447 are represented by proxy in the meeting and that therefore the minimum meeting quorum envisaged by the law and the Articles of Association has been met, the meeting has been opened by the Chairman of the Board of Directors, Mr. Ömer Aras, and the discussion of the agenda has started. As per Article 1527 of the Turkish Commercial Code, the General Assembly meeting has also been opened simultaneously in the electronic environment. It has been determined that among those physically present in the meeting, there is no depositor representative. It has been determined that the depositor representatives participating in the meeting via the Electronic General Assembly System are Advanced Series Trust-AST Parametric Emer. Mark. Equ. Portfolio representing a registered capital of TL 0,179 and Wells Fargo Advantage Diversified Stock Portfolio representing a registered capital of TL 30.470,123.

Mr. Ömer Aras has given an opening speech addressed to the shareholders and provided brief information regarding the balance sheet, profit-loss situation, number of employees, number of branches, bond (Eurobond) issuance, the penalty imposed on the banks as decided by the Competition Board in the month of March of the year 2013, possible public offering forecasting and projections in respect of the year 2013.

1. The proposal regarding the 1st agenda item has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. As per the proposal put to the vote; it has been unanimously resolved that Sinan Şahinbaş be appointed as the Chairman of the meeting, Adnan Menderes Yayla be appointed as the Vote Collector, Şebnem Seniye Karaduman, Attorney at Law, be appointed as the Clerk.
2. The proposal regarding the 2nd agenda item has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. As per the proposal put to the vote; it has been unanimously resolved that the Chairmanship of the Meeting be authorized to sign the General Assembly minutes.

3. The proposal regarding the reading and discussion of the Board of Directors' Annual Activity Report for 2012 has been read. Information has been provided to the effect that provision for the bonus and premium in the amount of TL 92.155.693 to be paid by the Bank to the personnel as of December 31, 2012 has been included in the financial statements within the item "Employee Benefits Provision". It has been asked whether anyone asked to speak; it has been determined that none asked to speak. Based on the assumption that the Activity Report has been read as it has been announced in the Public Disclosure Platform, Electronic General Assembly System and our Bank's website, the proposal for voting has been read, it has been asked whether anyone asked to speak; it has been determined that none asked to speak. The proposal put the vote has been unanimously accepted.

It has been unanimously resolved that the approval of the Board of Directors' Annual Activity Report for 2012 be accepted.

4. The proposal regarding the 4th agenda item and thereafter the Auditor's Report for the year 2012 have been read. It has been asked whether anyone asked to speak; our shareholder Mr. Jilber Topuz has indicated his request for a special auditor, over the Electronic General Assembly System. The Auditor's Report for 2012 which has been put to the vote, has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1.
5. The proposal regarding the reading and discussion of the financial statements (balance sheet-profit loss statements) for the year 2012 has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. Based on the assumption that the Activity Report has been read as it has been announced in the Public Disclosure Platform, Electronic General Assembly System, Trade Registry Gazette and our Bank's website, the proposal for voting has been read, it has been asked whether anyone asked to speak; it has been determined that none asked to speak. The proposal put to the voting has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1.

The financial statements for 2012 which have been put to the vote, has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1.

6. The proposal regarding the release of the Members of the Board of Directors and Auditors individually with respect to the activities in the year 2012 has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. Release of the Members of the Board of Directors individually with respect to the activities in 2012 has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1.

Release of the Auditors individually with respect to the activities in 2012 has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1.

Dissenting opinion of Mr. Jilber Topuz, holding 10 shares representing a registered capital of TL 1, in relation to the agenda item regarding the release of the Board members has been inserted in the minutes of the meeting (Annex 3).

7. The proposal regarding the profit accrued as per the 2012 balance sheet and the previous year's extraordinary reserves has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. The proposal has been put to the voting; as a result of the voting, it has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1, that

The net profit of TL 902,345,864 remaining after the taxes as per the financial statements of 2012, be distributed as follows in accordance with article 33 of the Articles of Association

Statutory Reserves	TL 45,117,293
First Dividend to Shareholders	TL 128,250,000
Subsidiary Sale Revenue Fund	TL 130,187,103
Extraordinary Reserves	TL 598,791,468
Total	TL 902,345,864

the shares to be issued through capitalization of TL 128,250,000 which has been set aside as the shareholders' first dividend, be distributed to the shareholders as 5% registered bonus shares per share in the amount of Kurus 10 until March 28, 2013 and the registered shares to be issued be distributed to the shareholders in a duly manner in accordance with the regulations of the Capital Market Legislation regarding registered system.

8. 8th item of the agenda and the proposal regarding such item has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. As per the proposal, it has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1, that a remuneration in the net amount of TL 2.500 per month be paid to the members of the Board of Directors, the payments to be made to those Board members who have undertaken a certain duty within the Bank, the executive members be ascertained and determined by the Board of directors or a Committee to be nominated by the same, and a maximum amount of TL 20.000.000 be paid to the Board members until the first ordinary general assembly to be convened in 2014.
9. The proposal regarding the approval of the temporary appointment of the members of the Board of Directors as per article 25 of the Law regarding the Effectiveness and Implementation of the Turkish Commercial Code (Law No. 6103) and determination of the number and term of office of the Board members and appointment of new Board members, has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. As per the read proposal, it has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1, that the temporary appointment of Mehmet Ömer Arif Aras, Sinan Şahinbaş, Mustafa Aysan, Dimitrios Frangetis, Edward Nassim, Antonios Grammatikopoulos, Paul Mylonas, Stefanos Pantzopoulos, Mustafa Hamdi Grtin, Michail Oratis and Christos Alexis Komninos be approved; the number of the Board members, including the General

Manager, Temel Güzeloğlu, be determined as a total of 12 (twelve), Mehmet Ömer Arif Aras, Sinan Şahinbaş, Mustafa Aysan, Dimitrios Frangetis, Ali Teoman Kerman, Antonios Grammatikopoulos, Paul Mylonas, Stefanos Pantzopoulos, Michail Oratis and Christos Alexis Komninos be appointed as Board members until the first ordinary General Assembly to be convened in 2014; Mustafa Hamdi Gürtin be appointed as the independent Board member; and the members of the Bank's Audit Committee be appointed as independent Board members as per the relevant provisions of the Communiqué regarding the Determination and Implementation of Corporate Governance Principles (Serial IV, No:56).

10. The proposal regarding the 10th item of the agenda has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. It has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1, that as per the relevant provisions of the Banking Law and the Turkish Commercial Code, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. be appointed as our Bank's independent auditor until the first ordinary General Assembly to be convened in 2014; and as per Article 399 of the Turkish Commercial Code, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. be appointed as the group auditor until the first ordinary General Assembly to be convened in 2014.
11. The proposal in relation to the reading and discussion of the Internal Directive regarding the Working Principles and Procedures of the General assembly of Finansbank A.Ş. has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. Based on the assumption that the Internal Directive has been read as it has been announced in the Electronic General Assembly System, Public Disclosure Platform and our Bank's website, the proposal for voting has been put to the voting and unanimously approved.

It has been asked whether anyone asked to speak in respect of the content of the Internal Directive; it has been observed that none asked to speak. It has been unanimously resolved that the Internal Directive regarding the Working Principles and Procedures of the General assembly of Finansbank A.Ş. (Annex 2) be approved.

12. The proposal regarding the amendment to our Bank's Articles of Association has been read. Based on the assumption that the Articles of Association has been read as it has been announced in the Public Disclosure Platform, Electronic General Assembly System, Trade Registry Gazette as well as Hürses and Güneş newspapers and our Bank's website, the proposal for voting has been put to the voting and unanimously approved.

It has been asked whether anyone asked to speak in respect of the content of the Amendment text of the Articles of Association; it has been observed that none asked to speak. As per the read proposal, it has been unanimously been resolved that other articles of our Bank's Articles of Association apart from Article 6 be amended and articles 22, 23, 24, 25, 26, 27 and 36 be deleted and the amended final version of our Bank's Articles of Association be as set forth in Annex 1.

13. The proposal regarding the 13th item of the agenda has been read. In this respect, it has been indicated that a total of TL 543,343.73 has been donated in the year 2012. It has been asked whether anyone asked to speak; it has been determined that none asked to speak. It has been approved by a majority of the votes, with 24.318.155.013,24 affirmative votes representing a registered capital of TL 2.431.815.501,324 and 304.711,23 dissenting votes representing a

registered capital of TL 30.471,123, that as per Article 59 of the Banking Law, the upper limit of the donations to be made in the year 2013 be determined in a way not to exceed the 4/1000 of the Bank's equity and all donations to be made in accordance with the provisions of the relevant legislation and our Bank's Articles of Association.

14. As per the Corporate Governance Principles, "Our Bank's Information Policy" has been explained to the shareholder and the following information has been provided.

"Within the framework of the Information Policy established by our Bank, information is submitted to public via the Capital Market Board, Istanbul Stock Exchange and the Public Disclosure Platform (the "PDP") in line with the Capital Market Board's (the "CMB") Communiqué regarding the Principles on Disclosure of Special Events to Public (Serial VII, No: 54), and bulletins are sent to media enterprises in addition thereto.

Aside from such provision of information, the Investor Relations Unit shares such information with the domestic, international investors who visit the bank on a face to face basis or through telephone/e-mail, following the declaration dates of the quarterly profits and balance sheet.

The provision of general information apart from the mandatory disclosures and which are in relation to our bank's products, services and strategies is conducted by the Correspondence Unit in coordination with the work carried out by the relevant units. Coordination and answering of the questions posed to our Bank by the media enterprises are filtered by the Correspondence Unit based on the content of the questions in a manner consistent with our bank's targets and strategies and answered by the relevant units or the Correspondence Unit."

15. Within the framework of the implementation of the Corporate Governance Principles, information has been provided with respect to the dividend distribution policies. Accordingly, dividend distribution of our Bank is calculated within the framework of the applicable legal regulations and the provisions of the Articles of Association. In this respect, from the net profit remaining after the deduction of the Bank's legal and financial obligations, five per cent is set aside as statutory reserve fund, five per cent of the capital is set aside for the shareholders as the first dividend. 10% of the profit remaining after setting aside of the aforesaid amounts is set aside for the owners of the founding shares.

The entire distributable profit remaining after deduction of the statutory reserve fund, shareholder's first dividend and the subsidiary and real estate sale profits which are required to be preserved within the bank as a legal requirement, may be set aside as reserve fund by the General Assembly upon proposal of the Board of Directors.

It has been explained to the shareholders that following the General Assembly, the Board of Directors, by also taking into account the first dividend in the amount of 5% which is required to be distributed as per the Bank's Articles of Association, shall pass a resolution on the capital increase through issuance of bonus shares provided that the registered capital ceiling is not exceeded, and information has been provided in this regard.

16. The proposal regarding the 16th item of the agenda has been read. It has been asked whether anyone asked to speak; it has been determined that none asked to speak, the proposal has been put to the voting and it has been approved by a majority of the votes, with 24.318.459.714,47 affirmative votes representing a registered capital of TL 2.431.845.971,447 and the dissenting vote of Mr. Jilber Topuz holding 10 shares representing a registered capital of TL 1 that the

permission stated in Articles 395 and 396 of the Turkish Commercial Code, except for the matters prohibited by the Banking Law, be given to the Board members.

17. Information has been provided regarding the transactions realized in 2012 within the scope of article 1.3.7 of the Capital Market Board's Communiqué regarding the Determination and Implementation of Corporate Governance Principles (Serial IV, No:56). Accordingly, information has been provided to the General Assembly to the effect that except for the transactions realized in 2012 within the limits permitted by the provisions of the Banking Law and the relevant legislation; no material transaction has been consummated by the controlling shareholders, Board members, high level executives and their spouses and relatives through kindred and marriage up to second degree which may result in a conflict of interest with the Bank or its affiliated partnerships, no transaction in the nature of commercial activity which would fall within the subject of activity of the Bank or its affiliated partnerships has been consummated on behalf of such persons' own or someone else; no participation has been made in another company engaged in the same kind of commercial business as a shareholders with unlimited liability.

18. Information has been provided to the General Assembly with respect to the Principles of Remuneration of the members of the Board of Directors and high level executives. Accordingly;

Remuneration in relation to the Members of the Board of Directors and High Level Executives is determined in line with the principles set forth herein and the regulations of the Remuneration Management Committee, Finansbank's Articles of Association and the Regulation regarding the Banks' Corporate Governance Principles. The Board of Directors ensures that the remuneration in relation to the Board Members, High Level Executives and other employees is consistent with the Bank's ethical values, internal balances and strategic targets. The Board of Directors may, partly or entirely, delegate the aforementioned duty to the Remuneration Management Committee within the framework of the provisions of the relevant legislation.

The Remuneration Management Committee submits a proposal to the approval of the Board of Directors, regarding the total performance bonuses and similar plans to be provided to the Bank's employees. In its decisions and proposals, the Remuneration Management Committee takes into account the responsibility and duties undertaken by the relevant persons in the high level committees. Salaries and other payments to be made to the High Level Executives are determined by the Remuneration Management Committee upon recommendation of the General Manager.

19. Wishes and regards have been submitted.

The Chairman of the Meeting has given the floor to the Clerk, Ms. Şebnem Saniye Karaduman, Attorney at Law, with a view to enable the provision of information with respect to the opinions submitted during the meeting and the dissenting opinion set forth in Annex 3. In relation to the request submitted by one of the shareholders, Mr. Jilber Topuz, to our Bank's Investor Relations Unit in respect of the de-listing of our Bank's shares from the stock exchange quote and provision of information regarding the executives accused in the Competition Board's investigation, it has been indicated that the principle 1.3.4 set forth in the Communiqué regarding the Determination and Implementation of Corporate Governance Principles (Serial IV, No:56) is not one of the principles which are mandatorily required to be

implemented by banks. However it has been indicated that the relevant shareholder's requests have been included in our Bank's website as per the principle 1.3.2 of the aforementioned Communiqué. Also, it has been indicated that during the opening speeches of the General Assembly Meeting, information has been given by Mr. Ömer Aras in response to the relevant shareholder's proposal for de-listing from the stock exchange and in relation to the Competition Board's investigation. Once again, it has been stated that no executive/employee, who had a determining effect in the violation, has been identified in the brief decision of the Competition Board, however that the reasoned decision has also not been delivered to our Bank yet.

20. During the discussion of the agenda, upon request of Mr. Jilber Topuz, holding 10 shares representing a registered capital of TL 1, which reads as "REQUEST FOR SPECIAL AUDITOR. I REQUEST A SPECIAL AUDITOR FOR THE AUDIT OF THE TRANSACTIONS CONDUCTED BY THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVES WHICH LED TO THE BANK BEING IMPOSED A PENALTY BY THE COMPETITION BOARD. PLEASE ADD TO THE AGENDA." the Chairman of the Meeting has put the special audit request to the voting of the General Assembly as the 20th item of the agenda, pursuant to the requirement to add the special audit request to the agenda as an item thereof regardless of whether such request takes place in the agenda or not, as per article 438 of the Turkish Commercial Code and article 25/b of the Regulation regarding the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade Who Shall be Present in Such Meetings published in the Official Gazette numbered 28481. The request for special audit has been rejected by a majority of the votes, with 24.318.154.961,450 dissenting votes representing a registered capital of TL 2.431.815.496,145 and 304.763,02 approval votes representing a registered capital of TL 30.476,302.

As no further item has been left in the agenda, the Chairman has greeted the participants and ended the meeting.

Representative of Ministry of
Customs and Trade
Nurgün Örs
[Signature]

Chairman of the Meeting
Sinan Şahinbaş
[Signature]

Vote Collector
Adnan Menderes Yayla
[Signature]

Clerk
Şebnem Seniye Karaduman
[Signature]