

FROM THE CHAIRMAN OF THE BOARD DIRECTORS OF FINANSBANK A.S.

It has been decided by our Board of Directors that our General Assembly of Shareholders be ordinarily convened for the meeting located at Mecidiyeköy, Büyükdere Cad. No: 129, Istanbul (Head Office of the Bank) on 29/03/2012, Thursday at 16:00 to discuss and resolve the agenda items below.

To be able to attend the General Assembly Meeting, we kindly inform and request our esteemed shareholders to:

- 1- Receive the entrance cards issued for their names, according to the amounts written upon the stock register of the registered shares they own, from our Bank's Head Office.
- 2- For our real person shareholders, seeking to have themselves represented through a proxy at the meeting, and legal person shareholders; obtain the power of attorney an example of which is provided below, and which shall be arranged in accordance with the Communiqué No.8 Series IV of Capital Markets Board, to notify such power of attorneys to our Bank's Head Office at least one week prior to the General Assembly Meeting day.
- 3- For our legal person shareholders; to write the date and number of the resolution they shall adopt as to which of their authorized bodies shall be representing them on the representation documents.
- 4- That the Balance Sheet, Profit and Loss Account Statement, Board of Directors Annual Report and Auditors Report of Our Bank are at the disposal of our Shareholders to be viewed at the Head Office and branches of our Bank.

Regards,

FINANSBANK A.S.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY

- 1- Constitution of the Presidential Board,
- 2- Authorization of the Presidential Board to sign the meeting minutes of the General Assembly of Shareholders,
- 3- After reading and deliberations on the 2011 financial reports, the Annual Reports of the Board of Directors and the Auditors, presentation of such reports to the approval of the General Assembly and resolution regarding release of the Members of the Board of Directors and Auditors individually for their activities in 2011,
- 4- Resolutions concerning the accrued profit of 2011 in accordance with the balance sheet and the extraordinary contingency reserves of the past year,
- 5- The determination of number and term of office of Auditors and appointment thereof,
- 6- Determination of the remuneration of the Members of the Board of Directors and Auditors,
- 7- Information regarding profit share distribution policies pursuant to application of Corporate Governance Principles.
- 8- Information regarding "Bank's Disclosure Policy" pursuant to Corporate Governance Principles,
- 9- Appointment of the Independent Auditor Firm and presentation for approval,
- 10- Information regarding the donations made in 2011,
- 11- Resolution concerning the authorization of the members of the Board of Directors in compliance with Articles 334 and 335 of the Turkish Commercial Code,
- 12- Wishes and hopes.

POWER OF ATTORNEY

I/We 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 Ordinary General Assembly Meeting of FİNANSBANK A.Ş. which shall be held on 29.03.2012 at 16:00 hours in İstanbul, Mecidiyeköy, Büyükdere Cad. No:129.

A) SCOPE OF THE REPRESENTATION POWER

- a) The proxy shall be authorized to vote on all items of the agenda in line with his own views.
- b) The proxy shall be authorized to vote on items of the agenda in line with the following instructions:
Instructions : (Special instructions must be written.)
- c) The proxy shall be authorized to vote in compliance with proposals of the Company management.
- d) The proxy shall be authorized to vote on other issues that may arise during the meeting in line with the following instructions. (In case of the non-existence of any instruction, the proxy shall vote as s/he wishes.)

B) INFORMATION RELATED TO THE SHARE OWNED BY THE SHAREHOLDER

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

FULL NAME OF THE SHAREHOLDER AND HIS/HER TITLE:

SIGNATURE :

ADDRESS :

NOTE: In section (A); one of the options specified as (a), (b) or (c) must be chosen and explanations must be made for options (b) and (d).