

Istanbul, 23/03/2011

Dear Shareholder,

Our Board of Directors called the General Assembly of Shareholders to ordinary general assembly meeting located at Mecidiyeköy, Büyükdere Cad. No: 129, Istanbul on 19/04/2011, Tuesday at 14:00 to discuss and resolve issues on the attached agenda.

We kindly request you to receive your Entrance Cards for the meeting in accordance with requirements of the issues stated in the call and honor us by attending the meeting. If you will not be able to attend the meeting and desire to have yourself represented by an attorney, please kindly fill in the power of attorney attached in accordance with the Communiqué No.8 Series IV of Capital Markets Board and have it certified by a notary public and attach the signatory circular certified by the notary to the power of attorney you signed.

FINANSBANK A.Ş.



Ömer A. ARAS
Chairman of the Board of Directors



Sinan ŞAHİNBAŞ
Vice Chairman of the Board of Directors

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 19/04/2011, Tuesday at 14:00 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 2010 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 2010,
- 4- Resolutions concerning the accrued profit of 2010 in accordance with the balance sheet and the extraordinary contingency reserves of the past year,
- 5- Approval of the appointment of the temporary Board Members elected by the Board, determination of number of the Board Members and duration of their term of office thereof, appointment of the new Members of the Board and determination of the number and duration of the 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 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 2010,
- 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 19.04.2011 at 14:00 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).