

**THE MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
FİNANSBANK ANONİM ŞİRKETİ**

DATED 24 NOVEMBER 2016

The Extraordinary General Assembly Meeting of Finansbank Anonim Şirketi was held at the address of Esentepe Mahallesi Büyükdere Cad. Kristal Kule Binası No:215 Şişli/ İstanbul on 24.11.2016 at 10:00 a.m.with presence of Ministry Representative Mr. Feyyaz Bal who has been appointed through the letter dated 23.11.2016 and numbered 20430877.

It has been verified that the invitation to the meeting has been made in a way as envisaged and as including the meeting agenda by announcing before the Turkish Trade Registry Gazette dated 2 November 2016 and numbered 9189 as described in the Articles of Association and the Law, announcing on the Finansbank A.Ş.'s website www.finansbank.com.tr and Public Disclosure Platform and Electronical General Assembly System and announcement in newspapers named Hürses and Gunes.

It has been verified that our Bank's board members, Messrs Osman Reha Yolalan, Durmuş Ali Kuzu and Ali Teoman Kerman have been attended to the meeting. Upon review of the list of attendants, it has been verified that the total share capital of the company is TL 3,000,000,000, corresponding to 30,000,000,000 shares, TL 2,996,321,594,528 corresponding to 29,963,215,945,28 shares of which have been represented by proxy; thus constituting the required quorum as prescribed under the Law and Articles of Association, and discussion of the items in the agenda has been commenced. It has been verified that there is no deposited representative amongst individuals who attended to the physical meeting. In accordance with Article 1527 of the Turkish Commercial Code, General Assembly meeting has been commenced simultaneously in the electronical environment and it has been verified that no shareholder attended to the meeting via Electronical General Assembly System. The meeting has been commenced by chairman of the meeting Mehmet Ömer Arif Aras and a brief speech in relation to the performance of the Bank made by himself.

1. Proposal in relation to Article 1 of the meeting agenda has been read. Anyone who wish to speak has been asked and it has been understood there is no one in this respect. In accordance with the proposal to be voted, it has been decided to elect with the unanimous votes of the attendants Mehmet Ömer Arif Aras as the Chairman of the Meeting and Av. Emel Yılmaz Özbay as the Secretary of the Meeting, and Adnan Menderes Yayla, as the Vote Collector; and the chairing committee shall be empowered to sign the General Assembly minutes.
2. Proposal in relation to Article 2 of the meeting agenda has been read. Anyone who wish to speak has been asked and it has been understood there is no one in this respect. In accordance with the permission of the Capital Markets Board dated 14.11.2016 and numbered E. 11987, permission of the T.C. Ministry of Customs and Trade dated 21.11.2016 and numbered 20361896; and permission of the Banking Regulation and Supervision Agency dated 15.11.2016 and numbered 18113; amendment text of the Article 3 of the Articles of Association of our Bank have been read and it has been decided to amend with the unanimous votes of the attendants as in the form attached.
3. Proposal in relation to Article 3 of the meeting agenda has been read. Anyone who wish to speak has been asked and it has been understood there is no one in this respect. In accordance with Article 363 of the Turkish Commercial Code numbered 6102, it has been decided to approve with the unanimous votes of the attendants Durmuş Ali Kuzu (Turkish ID Number: 10402239786)'s appointment who has been appointed temporally to the Board membership.

4. Proposal and wishes have been asked. As there are no other items of agenda to be negotiated, Chairman has greeted the attendants and the meeting has been closed by the Chairman of the Meeting. The meeting has also been closed on the Electronical General Assembly System as of 10:08.

**Ministry of Customs and Trade
Representative**

Feyyaz Bal

{Signature}

Chairman of the Meeting

Mehmet Ömer Arif Aras

{Signature}

Vote Collector of the Meeting

Adnan Menderes Yayla

{Signature}

Secretary of the Meeting

Av. Emel Yılmaz Özbay

{Signature}

Annex:

FINANSBANK A.Ş. ARTICLES OF ASSOCIATION

<u>FORMER VERSION</u>	<u>NEW VERSION</u>
<p><u>ARTICLE 3</u> <u>COMMERCIAL TITLE AND TRADE NAME</u></p> <p>The Bank's commercial title is "Finans Bank Anonim Şirketi". The Bank's trade name is shortly "Finansbank".</p>	<p><u>ARTICLE 3</u> <u>COMMERCIAL TITLE AND TRADE NAME</u></p> <p>The Bank's commercial title is "Finans Bank Anonim Şirketi". The Bank's trade name is shortly "QNB Finansbank".</p>