

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 31/03/2015, Thursday at 13:00 to discuss and resolve the attached agenda items.

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 our shareholders may attend the General Assembly Meeting via Electronic General Assembly System provided by the Cental Registry Agency in accordance with Article 1527 of the Turkish Commercial Code, upon executing related notifications.
- 5- 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,

FİNANSBANK A.S.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY (31.03.2015)

- 1- Opening & Constitution of the Presidential Board; authorization of the Presidential Board to sign the meeting minutes of the General Assembly of Shareholders,
- 2- Presentation of 2014 Annual Report of the Board of Directors to approval of the General Assembly upon reading and deliberations,
- 3- Presentation of 2014 Annual Report of the Auditor to approval of the General Assembly upon reading and deliberations,
- 4- Presentation of 2014 financials (balance sheet-profit & loss accounts) to approval of the General Assembly upon reading and deliberations,
- 5- Presentation of transactions regarding sale of some part of NPL portfolios executed in 2014 to approval the General Assembly upon reading and deliberations,
- 6- Resolution regarding release of the members of the Board of Directors for their activities in 2014,
- 7- Resolution concerning the accrued profit of 2014 in accordance with the balance sheet and the contingency reserves of the past year,
- 8- Determination of the remuneration of the members of the Board of Directors,
- 9- Determination of the Auditor as per the Banking Law and Turkish Commercial Code,
- 10- Resolution on approval of amendment of the Article 21 of the Articles of Association of the Bank upon approval of Capital Markets Board, Banking Regulation and Supervision Agency and Ministry of Customs and Trade of the Republic of Turkey,
- 11- Information regarding donations made in 2014 and resolution on determination of upper limit of donations to be made in 2015 as the Capital Markets Law and related legislation,
- 12- Information regarding disclosure policy of the Bank,
- 13- Information of profit share distribution policies,
- 14- Resolution on granting permissions to the Board members within the scope of Articles 395. and 396. of the Turkish Commercial Code,
- 15- Information on transactions performed in 2014 within the scope of Article 1.3.6 of the Communiqué on Corporate Governance Principles of the Capital Markets Board numbered II-17.1,
- 16- Information regarding remuneration policies of the Board members and senior management,
- 17- Wishes and hopes.