

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 28/03/2013, Thursday 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,

FİNANSBANK A.S.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY

- 1- Opening & Constitution of the Presidential Board,
- 2- Authorization of the Presidential Board to sign the meeting minutes of the General Assembly of Shareholders,
- 3- Presentation of 2012 Annual Report of the Board of Directors to approval of the General Assembly upon reading and deliberations,
- 4- Presentation of 2012 Annual Report of the Auditors to approval of the General Assembly upon reading and deliberations,
- 5- Presentation of 2012 financials (balance sheet-profit & loss accounts) to approval of the General Assembly upon reading and deliberations,
- 6- Resolution regarding release of the Members of the Board of Directors and Auditors separately for their activities in 2012
- 7- Resolutions concerning the accrued profit of 2012 in accordance with the balance sheet and the extraordinary contingency reserves of the past year,
- 8- Determination of the remuneration of the Members of the Board of Directors,
- 9- Approval of the appointment of the Board Members elected as per Article 25 of the Law on Enforcement of the Turkish Commercial Code numbered 6103 and temporary Board Members elected; determination of number of the Board Members and duration of their term of office thereof, appointment of the new Members of the Board,
- 10- Determination of the Auditor as per the Banking Law and Turkish Commercial Code,
- 11- Approval of Internal Directive on Working Principles of the General Assembly,
- 12- Approval of the amendments 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,
- 13- Information regarding donations made in 2012 and resolution on determination of upper limit of donations to be made in 2013 as the Capital Markets Law and related legislation,
- 14- Information regarding “Bank’s Disclosure Policy”
- 15- Information regarding profit share distribution policies,
- 16- Resolution on granting permissions to the Board members within the scope of Articles 395. and 396. of the Turkish Commercial Code,
- 17- Information on transactions performed in 2012 within the scope of Article 1.3.7 of the Communiqué on Corporate Governance Principles of the Capital Markets Board Serial IV. No.56,
- 18- Information regarding Remuneration Policy of the Board Members and Senior Management,
- 19- 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 28.03.2013 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).