FİNANSBANK ~~ANONİM ŞİRKETİ~~

GENERAL ASSEMBLY OF SHAREHOLDERS
APRIL 19, 2001

MINUTES OF MEETINGS

The general assembly of shareholders of Finansbank Anonim Şirketi was held to negotiate and adopt resolution on Balance Sheet, Profit and Loss Statement, Progress Reports of Board of Directors and Board of Auditors for the year 2010 as well as their acquittal on April 19, 2001 Tuesday on 14:00 hours at the principal office of the company with the address at Büyükdere Cadesi No:129, Mecidiyeköy-Istanbul, under the supervision of Mrs. Nurgün Örs, Ministry Commissar, who was assigned upon issue of relevant assignment correspondence no. 22901, dated 18/04/2011 by Provincial Administration, Ministry of Industry and Trade, together with the participation of the freelance translator.

The invitation to the general assembly of shareholders was announced to appear on Hürses and Güneş journals in their issues on 26.03.2011, as well as Turkish Trade Registration Journal, Issue No. 7778, on 23.03.2011, as provided under outstanding regulations as well as under articles of incorporation. The shareholders were also informed on the assembly, the date and time as well as the agenda thereof via the registered mail.

The negotiations on the agenda of the general assembly of shareholders were inaugurated by Mehmet Ömer Arif Aras upon determining the satisfaction of the quorum necessary for the assembly, by the participation of the shareholders of the company in standing and via proxy as provided under outstanding regulations as well as articles of incorporation, who held 22,050,000,000 shares representing the company's capital of 2,205,000,000 TL and 20,904,955,343.3 shares representing the company's capital of 2,090,495,524.33 TL respectively.

1. The assembly unanimously decided the assignment of Prof. Dr. Mustafa Aysan as Head of Council, Mehmet Ömer, Arif Aras and Adnan Menderes Yayla as Vote Collectors and Şebnem Seniye Karaduman as the Secretary.

2. The assembly unanimously authorized the council to undersign the protocols of the general assembly of shareholders.

3. The assembly read aloud Progress Report of Board of Directors of the year 2010, as well as accounting item posted as allowances equal to the amount of 33,148,374 TL for the payments by the Bank to the employees as bonus and fringe benefits as of December 31, 2010 under Progress Report, which appeared as "Allowances for Personnel Receivables". The motion on Progress Reports, Balance Sheet, Loss and Profit table was read and negotiated. Upon voting cast separately, Progress Reports of Board of Directors and Board of Auditors were accepted and approved and members of Board of Directors and Board of Auditors were acquitted for their liabilities assumed during 2010 fiscal year upon voting cast each member individually.

№26788

4. The negotiations were conducted on Board of Directors' proposal for the method of allotment of 2010 profit as provided under the progress report of Board of Directors, as well as the previous-year reserves. The motion was submitted on the matter, which was read aloud and put to the vote.

   In regard to the provisions provided under 33rd article of incorporation, the assembly decided to allot 2010 year profit after tax amount of 914,675,472 TL as referred under 4th item of the agenda of Ordinary General Assembly of Shareholders as follows:

1st Legal Reserves	45,733,774 TL
First Dividends to Shareholders	110,250,000 TL
Dividends for Founder Shares	75,869,170 TL
2nd Legal reserves	7,586,917 TL
Allotment for Immovable Fund	980,178 TL
Extraordinary Reserves	674,255,433TL
	914,675,472 TL

   It was unanimously decided that the bonus shares representing the sum of the amount 110,250,000 TL allotted for the 1st Dividend to the shareholders and corporate capital would be distributed to the shareholders at the rate of 5% per each 0.10 TL shares, until June 30, 2011, pursuant to provided under outstanding capital market regulations and that the amount of 53,885,842 TL corresponding to the previous-year dividend of the founder shares would be paid in cash and that and the amount of 5,388,584 TL corresponding to said amount would be allocated as 2nd legal reserves and that Board of Directors was assigned to undertake the responsibility for the respective reserves.

5. Head of Council had the motion submitted during the negotiation on 5th item of the agenda and asked anyone who might have comments. No one requested to comment. The proposal for the provisional board membership of Christos Alexis Komninos and Michail Oratis to serve during the periods that were not completed by their respective predecessors was accepted. The number of members of Board of Directors consisting of 12 (twelve) directors was decided to be the same as it was before. The posts of existing members continued and therefore no proceedings were necessary for the election thereof. Ahmet Cihat Kumuşoğlu and Sedat Eratalar were assigned as the members of Board of Auditors for 1 year. These decisions were unanimously adopted by participating shareholders.

6. Head of Council asked the secretary read the motion submitted during the negotiation on 6th item of the agenda and asked anyone who might have comments. It was unanimously decided, pursuant to the motion submitted, that the members of Board of Directors and Board of Auditors would be remunerated by the net amounts 2,000 TL and 1,050 TL per month respectively.

7. The calculation for the dividends of the bank is performed pursuant to the provisions provided under articles of incorporation. To this end, five per cent of the net profit after the Bank's legal and financial liabilities is allotted on behalf of the legal reserves and first dividends for the shareholders, respectively. Following allotment of these amounts, 10% of

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№26788

the balance amount is allotted on behalf of the founder shares. In addition, ten per cent of the amount allocated on behalf of the founder shares is allotted for the additional reserves.

The balance amount of the net profit after legal reserves, first dividend to the shareholders, and sales profits of the affiliates and immovable sales profits that should be kept might be allotted as the reserves by the discretion of general assembly of shareholders upon proposal by Board of Directors.

The information was provided to the shareholders on the fact that, in regard to the growth objectives in the future, Board of Directors was considering to adopt the increase in the corporate capital by issuing bonus shares, provided that the ceiling of the registered corporate would not be exceeded, together with due regard to mandatory first dividend at the rate of 5% the provisions provided under articles of incorporation of the Bank.

8. The shareholders were also informed on "Bank Information Policy" pursuant to corporate management principles. To this end, the Bank provides information to the public media and issue press releases to the media corporations, via Istanbul Stock Exchange administration and Public Information Platform (PIP), which is conducted pursuant to the provisions provided under Principles of Bulleting on Explanations Provided to Public on Special Cases of Capital Market Board (CMB) (Serial VIII, No 54).

   In addition to such information, the information made public by the Bank policy is also shared with those local and foreign investors via mutual negotiation, phone or mail correspondences, following the declaration of quarterly profit, as well as balance sheet announcements as of end of the fiscal year, as provided by Investor Relations Department of the Bank.

   The general information on the product, services and strategies on the Bank provided by the respective departments of the Bank, in addition to mandatory declarations, is provided in coordination with Communication Department. Communication Department of the Bank observes due diligence in responding the queries directed to the Bank by the media corporations, which are considered to be the commensurate to the objectives and strategies of the Bank, in coordination with respective department in charge to compile and provide the relevant information.

9. Head of Council asked the secretary to read the motion submitted during the negotiation on 9th item of the agenda and asked anyone who might have comments. No one requested to comment. Pursuant to the motion, it was unanimously decided that DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was assigned as Independent Auditing Company.

10. Head of Council asked the secretary to read the motion submitted during the negotiation on 10th item of the agenda and asked anyone who might have comments. Pursuant to the motion, the shareholders were informed that the sum of the grants in 2010 was 597,704.37 TL

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№26788

11. Head of Council asked the secretary read the motion submitted during the negotiation on 11th item of the agenda and asked anyone who might have comments. Then the motion was put to the vote. It was unanimously decided that Board of Directors were authorized to act as per the provisions provided under articles 334 and 335 of Turkish Trade Code, excluding any acts and deeds that were banned by Banking Code.

There being no other matter, Head of Council greeted the assembly with respect and meeting was adjourned.

Signature
Nurgün Örs
Commissar
Ministry of Industry and Trade

Signature
Prof. Dr. Mustafa Aysan
Head of Council

Signature
Mehmet Ömer
Arif Aras
Vote Collector

Signature
Adnan Menderes Yayla
Vote Collector

Signature
Şebnem Seniye Karaduman
Secretary

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DEPUTY FOR MÜFİDE ŞENER
BEYOĞLU 31ST OTARY PUBLIC

Interspeed Tercüme Bürosu
İşbu Türkçe tercümenin, İngilizce aslına uygun olarak tarafımdan tercüme edildiğini beyan ederim. Yeminli Çevirmen
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İşbu Türkçe tercümenin, İngilizce aslına Interspeed Tercüme Bürosunda noterliğimizin yeminli tercümanı Tarık Beştaş tarafından tercüme edildiği tasdik olunur. Beyoğlu 31. Noterliği

BEYOĞLU 31. NOTERİ
MÜFİDE ŞENER
ADINA 2. DERECE İMZAYA YETKİLİ
ZEHRA ÇAKGIN