

FROM THE CHAIRMAN OF THE BOARD DIRECTORS OF QNB FINANSBANK A.Ş.

It has been decided by our Board of Directors that our General Assembly of Shareholders be ordinarily convened for the meeting located at İstanbul, Şişli, Esentepe Mahallesi, Büyükdere Caddesi, Kristal Kule Binası No: 215 (Head Office of the Bank) on 28/03/2019, Thursday at 11:00 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 our shareholders may attend the Ordinary 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 three weeks before the Meeting.

Regards,

QNB FİNANSBANK A.Ş.

AGENDA OF ORDINARY GENERAL ASSEMBLY

- 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 2018 Annual Report of the Board of Directors to approval of the General Assembly upon reading and deliberations,
- 3- Presentation of 2018 Annual Report of the Auditor to approval of the General Assembly upon reading and deliberations,
- 4- Presentation of 2018 financials (balance sheet-profit & loss accounts) to approval of the General Assembly upon reading and deliberations,
- 5- Resolution regarding release of the members of the Board of Directors for their activities in 2018,
- 6- Resolution concerning the accrued profit of 2018 in accordance with the balance sheet and the contingency reserves of the past year,
- 7- Appointment of Board of Directors members; determination of number of the Board members and their term of offices,
- 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- Information regarding donations made in 2018 and resolution on determination of upper limit of donations to be made in 2019 as the Capital Markets Law and related legislation,
- 11- Information regarding disclosure policy of the Bank,
- 12- Information of profit share distribution policies,
- 13- Resolution on granting permissions to the Board members within the scope of Articles 395. and 396. of the Turkish Commercial Code,
- 14- Information on transactions performed in 2017 within the scope of Article 1.3.6 of the Communiqué on Corporate Governance Principles of the Capital Markets Board numbered II-17.1,
- 15- Information regarding remuneration policies of the Board members and senior management,
- 16- Wishes and hopes.