

The Ordinary General Shareholders' Meeting of the Bank for 2014 accounting period was held on April 09, 2015, on Thursday, at 10:00a.m., at the address of Levent, Nispetiye Mahallesi, Aytar Caddesi No:2 34340 Beşiktaş-İSTANBUL and it is resolved that;

- The Board of Directors' Annual Activity Report be approved,
- The Financial Statements for the year 2014 be approved,
- From the after-tax profit of the Bank for year 2014 in the amount of TL 3.200.247.803,42, in accordance with Article 45 - of the Articles of Association of our Bank titled as the "Distribution of the Profit";
 - a) The cash gross dividend in the amount of TL 567.000.000 be distributed to our Shareholders, dividend distribution be initiated on April 27, 2015 and the Head Office be authorized to conduct any and all acts regarding the distribution of profit,
 - b) TL 35.700.000 be allocated as the Secondary Legal Reserve, and the rest of profit in the amount of TL 2.565.602.149,13 be allocated as the Extraordinary Reserve,
- The Board Members, who continued their duties for the year 2014, and Carlos Torres Vila who resigned from the Board of Directors on October 02, 2014, be released,
- As a result of the resignation of Carlos Torres Vila on October 02, 2014 from the Board of Directors, the appointment of Jaime Saenz De Tejada Pulido as a real person Board Member in order to fill the remaining term of office, be approved,
- As a result of the expiry of terms of office of the Bank's Board Members, in accordance with Articles 18 and 19 of the Bank's Articles of Association, the number of the Board of Directors be determined as 9 except the general manager who is a natural member, and the Board Member candidates listed below, including the independent board member candidate approved by the Capital Markets Board in accordance with the Corporate Governance Communiqué, be elected for a term of 3 years.

Ferit Faik Şahenk
Süleyman Sözen
Muammer Cüneyt Sezgin
Ahmet Kamil Esirtgen
Angel Cano Fernandez
Jaime Saenz De Tejada Pulido
Manuel Pedro Galatas Sanchez-Harguindey
Manuel Castro Aladro
Sema Yurdum (Independent Board Member Candidate)

-The Board members' remuneration be maintained without any change, and in case any Board Member assumes any particular duty, the remuneration for such member and independent Board Members be determined by the Remuneration Committee authorized by the Board of Directors in accordance with the Corporate Governance Principles, an upper limit be determined as TL 18.000,000 net which is to be paid until the first ordinary general shareholders' meeting to be held in the year 2016,

- DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (Deloitte Touche) be re-elected to continue their duties as the auditor of the Bank and the group for the year 2015 accounting period, in accordance with Article 399 of the Turkish Commercial Code,

- An upper limit for the charitable donations to be made in 2015 be determined in accordance with the Article 59 of the Banking Law No. 5411, as not to exceed four per thousand of equity of the Bank,

The Board Members be authorized in accordance with Articles 395 and 396 of the Turkish Commercial Code, without prejudice to the provisions of the Banking Law.

Moreover, Independent Auditor's Report for the year 2014 is read and the Bank's shareholders were informed on;

- The undistributed portion of the profit of the year 2014,

-, The external duties of the Board Members and their grounds, in accordance with Article 4.4.7. of the Capital Markets Board's Corporate Governance Principles,

- The remuneration principles of the Board Members and directors having administrative responsibilities, in accordance with Article 4.6.2 of the Capital Markets Board's Corporate Governance Principles,

- The charitable donations made to institutions and organizations in the amount of TL 17.186.001 in 2014,

- The significant transactions executed in 2014 which may cause conflict of interest, in accordance with Article 1.3.6 of the Capital Markets Board's Corporate Governance Principles.

The meeting minutes, the list of participants and the profit distribution table is attached hereto. (The meeting minutes and the profit distribution table are in Turkish and English, whereas the list of participants is in Turkish.)