

## Annual Shareholders' Meeting Agenda – 31 March 2016

1. Opening and the constitution of the Council for the Meeting,
2. Presentation of the Annual Activity Report of the Board of Directors, Financial Statements and Summary of Report of External Auditors related to the activities of the year 2015 and consideration and approval of the Annual Activity Report and Financial Statements for the year 2015,
3. Submission of appointment made by the Board of Directors for the vacated membership of Board of Directors during the year as per article 363 of Turkish Commercial Code for approval by the General Assembly,
4. Clearing of members of the Board of Directors of liability related to activities of the Bank during the year 2015,
5. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding amendment to article 6 of the Articles of Association (titled "Capital"), related to extending Banks' Capital Ceiling Registration period until 2020 as well as article 14 of the Articles of Association (titled "Remunerations of the Members of Board of Directors, Executive members and the Committee Members"),
6. Determining the number and the term of office of the Board members, electing members of the Board of Directors and independent members of the Board of Directors
7. Submitting according to the regulations of the Capital Markets Board the "Remuneration Policy" for the Members of Board of Directors and Senior Managers, and the payments made within the scope of the Policy to the shareholders' knowledge and approval of,
8. Determining the gross attendance fees for the Members of the Board of Directors,
9. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the Profit Distribution for the year 2015 created as per the Bank's profit distribution policy,
10. Approval of the Independent Audit Institution selected by the Board of Directors with the requirement of the Regulation issued by the Banking Regulation and Supervision Agency and the Turkish Commercial Code,
11. Submitting according to the regulations of the Capital Markets Board the donations and charities made by the Bank in 2015 to foundations and associations with the aim of social relief to the shareholders' knowledge and determining a ceiling amount for the donations to be made in 2016 in line with the Banking legislation and the regulations of the Capital Markets Board,
12. Granting permission to the shareholders holding the management control, the members of the Board of Directors, the senior managers and their spouses and blood relatives and relatives by virtue of marriage up to second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code and submitting the transactions carried out in this context during the year 2015 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communiqué,
13. Wishes and comments.