

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
ODEA BANK ANONİM ŞİRKETİ DATED JUNE 2, 2015**

Extraordinary General Assembly meeting of the Bank, the trade name of which is Odea Bank Anonim Şirketi, convened at 11.00 am on June 2, 2015 at the Bank's head office address of İstanbul, Şişli, Levent, Büyükdere Cad. No:199, Levent 199 Plaza in the presence of Mr. M. ZAFER KARAKOÇ, Ministry Representative as authorized by the Authorization Letter of İstanbul Province Customs and Trade Directorate dated 29/05/2015 and numbered 8259646.

It has been understood that; invitation stipulating the agenda in relation to the meeting was delivered to the registered shareholders in accordance with the law and the articles of association and was made in time, with the notification of the date and agenda of the meeting; the meeting was held without the announcement ceremony under Article 416 of the Turkish Commercial Code and no objection has been raised by the shareholders or representatives.

Since it has been understood from the inspection of the List of Attendees that whole of 1.496.150.000 shares of 1.496.150.000 shares corresponding to the amount of TL 1.496.150.000,00, which is the 1.496.150.000 shares corresponding to the total share capital of the Company in the amount of TL 1.496.150.000,00, have been represented by proxy, discussions on the items of the agenda have been commenced by the Board of Directors member **MS. AYŞE KORKMAZ**. The Company's Audit, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi's representative was also present at the meeting.

1. It has been unanimously resolved that Ms. Ayşe Korkmaz be elected as the Chairman of the Presiding Board. The Chairman has elected Ms. Mine Sayraç as the Clerk, Mr. İldar Demirok as the Vote Collector.
2. It has been unanimously resolved that the Presiding Board be authorized to sign the minutes of the Extraordinary General Assembly meeting.
3. In relation to the amendment of Article 19 of the Articles of Association of the Bank, the letter of the Banking Regulation and Supervision Agency dated 21.05.2015 and numbered 7931 and the permission letter of the T.R. Customs and Trade Ministry, General Directorate of Internal Trade dated 28.05.2015 and numbered 8240888 were read. It has been unanimously resolved that the Articles of Association of the Bank be amended in accordance with the attached amendment text of letters of the Banking Regulation and Supervision Agency and the T.R. Customs and Trade Ministry, General Directorate of Internal Trade.

OLD VERSION

ARTICLE 19- REPRESENTATION OF THE BANK

The Bank is governed, represented and binded by the Board of Directors. The related provisions of the Banking Law, Turkish Commercial Code and the related legislation regarding representation authority of district and branch managers and the General Director to represent and bind the Bank, the provisions of the Turkish Commercial Code are reserved. Agreements, undertakings, documents, papers and deeds which are prepared in the name of the Bank, shall carry signature of the signatories under the title or stamp of the Bank whose degree, place and representation and binding authority has been determined by the Board of Directors and registered with the Trade Registry and announced in the Trade Registry Gazette in order to be valid and binding on the Bank.

NEW VERSION

ARTICLE 19- REPRESENTATION OF THE BANK



The Bank is governed, represented and binded by the Board of Directors. The related provisions of the Banking Law, Turkish Commercial Code and the related legislation regarding representation authority of district and branch managers and the General Director to represent and bind the Bank, the provisions of the Turkish Commercial Code are reserved. Agreements, undertakings, documents, papers and deeds which are prepared in the name of the Bank, shall carry signature of the signatories under the title or stamp of the Bank whose degree, place and representation and binding authority has been determined by the Board of Directors and registered with the Trade Registry and announced in the Trade Registry Gazette in order to be valid and binding on the Bank.

The Board of Directors may assign its authorities within the scope of article 367 of the Turkish Commercial Code to members of the board of directors or third persons along with the terms and conditions and the limitations it considers appropriate by issuing an internal directive, save for the provisions of the Banking Law numbered 5411. Provision of article 375 of the Turkish Commercial Code is reserved.

The Chairman of the Presiding Board, MS. AYŞE KORKMAZ, approved that the meeting quorum was preserved during the meeting and since there has been no other item on the agenda to be discussed, the meeting has been adjourned. İstanbul, **02.06.2015 Time: 11:30**

Chairman of the Presiding Board

Ayşe Korkmaz

Ministry Representative

M. ZAFER KARAKOÇ

Vote Collector

İldar Demirok

Secretary

Mine Sayraç