

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF
ODEA BANK ANONİM ŞİRKETİ DATED MARCH 26, 2015**

Ordinary General Assembly meeting regarding the year 2014 of the Bank, the trade name of which is Odea Bank Anonim Şirketi, convened at 10.00 am on March 25, 2014 at the Bank's head office address of **Levent 199, Büyükdere Cad. No.199 Kat: 33-34-35-36-37-38-39 Şişli/İstanbul** in the presence of Ms. Sabire Elbüken, Ministry Representative as authorized by the Authorization Letter of Istanbul Province Customs and Trade Directorate dated March 24.03. 2015 and numbered 6817679

In the meeting held pursuant to Article 416 of the Turkish Commercial Code, since it has been understood from the review and inspection of the List of Attendees that whole of 1.496.150.000,00 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 and thus the meeting quorum envisaged by law and the Articles of Association of the Bank has been met; and no objection has been raised by the shareholders, discussions on the items of the agenda have been commenced by the Board of Directors member Ms. Ayşe Korkmaz.

1. It has been unanimously resolved that Ms. Ayşe Korkmaz be elected as the Chairman of the Presiding Board. The Chairman has elected Ms. Elif Kanburoğlu as the Secretary, 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 Ordinary General Assembly meeting.
3. 2014 Annual Report prepared by the Board of Directors has been read by the Board of Directors member Ms. Ayşe Korkmaz, who attended the meeting personally, then discussed and unanimously approved.

2014 Annual Report of the Bank, which was prepared in accordance with the principles and procedures determined in the "Regulation on the Principles and Procedures concerning the Preparation of Annual Reports by Banks" published in the Official Gazette dated November 1, 2006 and No. 26333 and presented to the shareholders, has been read and unanimously approved.

4. 2014 Auditors' Report of the Bank has been read by the Bank's Auditor Mr. Emre Çelik who attended the meeting personally, then discussed and unanimously approved.

2014 Independent Audit Report of the Bank, which was prepared in accordance with the principles and procedures determined in the "Regulation on Authorization and Activities of Institutions to Perform Independent Audit in Banks" published in the Official Gazette dated November 1, 2006 and No. 26333 and presented to the shareholders, has been read and unanimously approved.

5. Balance sheet and profit/loss statements of the Bank for the year 2014 have been reviewed, discussed and unanimously approved.
6. It has been unanimously resolved that the members of the Board of Directors be released from the liabilities with respect to their transactions, acts and actions in the year 2014. Board Members who are the shareholders of the Company have not attended to the voting which is held in favour of such Board Members with regard to their release from the liabilities with respect to their transactions, acts and actions in the year 2014.



7. It has been unanimously resolved that the auditors be released from the liabilities with respect to their transactions, acts and actions in the year 2014.
8. It has been realized that distribution of profit cannot be made due to not receiving profit from the activities within the year of 2014 and the other items under the agenda has been proceeded to be discussed.
9. The issues regarding the determination of bonuses, premiums and fees and remuneration rights of the Board of Directors' members have been discussed. Accordingly, it has been unanimously resolved that no attendance fee be made to the Board of Directors' members, however for the personnel of the Bank, payments shall be made in accordance with the resolution of Remuneration Committee dated March 04, 2015 with no. 2015/1, under the name of bonuses and premiums be made depending on their duties and works performed in the Bank.
10. It has been unanimously resolved that Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. be elected as the Bank's independent auditor for the independent auditing of the balance sheet, account statements of the Bank for the year 2015 and the matters required under the relevant legislation. Additionally, it has been unanimously resolved that the Bank's General Management be authorized to prepare and sign the agreement to be executed with such firm.

Since there has been no other item on the agenda to be discussed, the meeting has been adjourned.

Chairman of the Presiding Board

Ayşe Korkmaz

Representative of the T.R. Ministry of Customs and Trade

Sabire Elbüken

Vote Collector

İldar Demirok

Secretary

Elif Kanburçlu