

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY
MEETING OF ODEA BANK ANONIM SIRKETI HELD ON 26/09/2012**

On 26/09/2012 at 10 a.m. the Extraordinary General Assembly Meeting of ODEA BANK ANONIM SIRKETI has convened at Windowist Tower – Eski Büyükdere Cad. No: 26 Kat: 9-11 Maslak, İstanbul under the supervision of the Ministry Commissar Sadık Genar appointed through the letter dated ___/___/___ and numbered _____ of Ministry of Science, Industry and Technology Istanbul Directorate.

Upon review and inspection of the list of attendees, it was understood that 5,329,651,392 shares corresponding to TL 532,965,139.20 of the capital of the Company are represented by proxy and 5,548,608.00 shares corresponding to TL 554,860.80 were represented principally and that all shareholders are represented at the meeting. Bank Audi s.a.l. – Audi Saradar Group, the owner of 4,411,570,176.00 shares corresponding to TL 441,157,017.60 was represented at the meeting by Mr. Ali Can Verdi, Audi Saradar Private Bank s.a.l, owner of 906,984,000.00 shares corresponding to TL 90,698,400.00 was represented at the meeting by Mr. Ali Can Verdi, Raymond Audi, the owner of 5,548,608.00 shares corresponding to TL 554,860.80 was represented by Ms. Denel Şehriban Balcı and Freddie Baz, the owner of 5,548,608.00 shares corresponding to TL 554,860.80 was represented by Ms. Denel Şehriban Balcı. Samir Hanna, the owner of 5,548,608.00 shares corresponding to TL 554,860.80 has principally attended to the meeting. Since the quorum for the meeting was met in accordance with Article 416 of the Turkish Commercial Code and the Articles of Association of the Company and none of the shareholders had objected to the meeting, the meeting is commenced by Mr. Samir Hanna.

- 1) It was unanimously resolved to elect Mr. Hüseyin Özkaya as the Chairman of the Panel; Ms. Ayse Korkmaz as the Vote Collector and Mr. Cem Avaroglu as the Secretary of the meeting.
- 2) It was unanimously resolved to empower the Chairmanship of the Panel to sign the meeting minutes.
- 3) It was unanimously resolved to add the release of the Board members from their duties and obligations performed up to date of this meeting to the Agenda. Accordingly, it was unanimously resolved to release all of the Board members from their duties and obligations as the Board member as of the date of this meeting. The Board of Directors did not vote on the decision regarding their own releases.
- 4) It was unanimously resolved to restructure the Board of Directors as per Article 25 of the Law numbered 6103 and determine the number of the member of the Board of Directors as 10 (ten) and accordingly to elect (who have declared in writing that they have accepted to be a Board member);
 - **Marwan Ghandour** (Tax No: 3950870931), citizen of Lebanon, resident at Corniche Garden Bldg, 16th Floor, Paris Str Ain El Mraysseh, Beirut, Lebanon;
 - **Imad Itani** (Tax No: 4690511167), citizen of Lebanon, Al Hosn 440 Bldg, Omar Daouk Str., Beirut, Lebanon;
 - **Hatem Ali Sadek** (Tax No: 7360578071), citizen of Egypt, resident at 14A, Hassan Sabri Str. Zamalek, Cairo, Egypt;
 - **Abdullah Ibrahim A. Alhobayb** (Tax No: 0520562880), citizen of Kingdom of Saudi Arabia, resident at Villa Alhobayb 37, Bakik Str. Riyadh 11421 P.O. Box 556 Riyadh, Kingdom of Saudi Arabia;
 - **Youssef Nasr** (Tax No: 6290478647), citizen of Lebanon, resident at Salmon Building, 2nd Floor, 87 Mexico Street, Al-Kantari, Beirut; Lebanon;

- **Hüseyin Özkaya** (ID No: 46693298478), citizen of Republic of Turkey, resident at Acarlar Mah. Bildircin Sok. No. 137/1, Beykoz, İstanbul,
- **Ayşe Korkmaz** (ID No: 14248751754), citizen of Republic of Turkey, resident at Baytur Stargate Konutları, 3. Blok, Kat 3, Batı Ataşehir, İstanbul

and shareholders of the Company,

- **Raymond Audi** (Tax No: 7340673469), citizen of Lebanon, resident at Ashrafieh Tower 5th Floor, Doumani Street, Ashrafieh, Beirut, Lebanon;
- **Samir Hanna** (Tax No: 4570535487), citizen of Lebanon, resident at Yared Bldg. 10th Floor, Ghandour el-Saad Street, Ashrafieh, Beirut, Lebanon;
- **Freddie Baz** (Tax No: 1600659516), citizen of Lebanon, resident at Villa Baz, Main Street, Kfour, Kesrouan, Lebanon;

as the Board members of the Company for a term of 3 years. It was unanimously resolved not to pay any remuneration fee to the Board members.

- 5) It was unanimously resolved to allow the Board members to conduct the transactions listed under Articles 395 of the Turkish Commercial Code. It was unanimously resolved to allow the Board members to be a Board member or senior manager at the group companies of Bank Audi s.a.l. – Audi Saradar Group for the transactions listed under Article 396 of the Turkish Commercial Code.
- 6) Since there were no other items on the agenda to be discussed, the meeting was closed and the minutes of the meeting was prepared and signed.

Chairman of the Panel
Hüseyin Özkaya

Secretary
Cem Avaroğlu

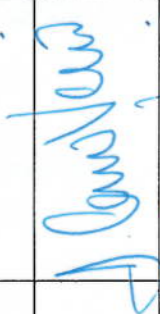
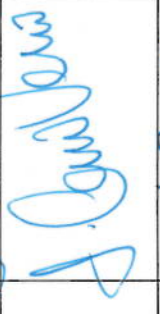


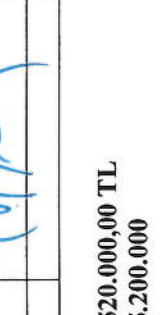
Vote Collecting Officer
Ayşe Korkmaz

Commissar of the Ministry

LIST OF ATTENDEES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF

ODEA BANK ANONIM ŞİRKETİ

HELD ON 26/09/2012

Name and Address of The Shareholders	Amount of Shares (TL)	Share number / Acquisition Type (through stock exchange or outside stock exchange) / Date	Nominal Value / Group of the Shares	Type of Representation	Name of the Representative	SIGNATURE
Bank Audi s.a.l. – Audi Saradar Group Lübnan Bank Audi Plaza, P.O. Box: 11-2560 Riad El Solh 1107 – 2808 Beirut, Lebanon	441.157.017,60	4.411.570.176,00 Borsa Dışı, Kuruluşun 15.03.2012	0.1 / -	Proxy	Ali Can Verdi	
Audi Saradar Private Bank s.a.l. Lübnan Clover Bldg. Charles Malek Avenue 5 th Floor, P.O. Box: 11-1121 & 11-3312 Riad El Solh 1107-2805, Beirut, Lebanon	90.698.400,00	906.984.000,00 Borsa Dışı, Kuruluşun 15.03.2012	0.1 / -	Proxy	Ali Can Verdi	
Raymond Audi Lübnan Ashrafieh Tower, 5 th Floor, Doumani Street, Ashrafieh, Beirut, Lebanon	554.860,80	5.548.608,00 Borsa Dışı, Kuruluşun 15.03.2012	0.1 / -	Proxy	Denel Şehriban Balci	
Samir Hanna Lübnan Yared Bldg. 10th Floor, Ghandour el-Saad Street, Ashrafieh, Beirut, Lebanon	554.860,80	5.548.608,00 Borsa Dışı, Kuruluşun 15.03.2012	0.1 / -	Principally	---	
Freddie Baz Lübnan Villa Baz, Main Street, Kfour, Kestrouan, Lebanon	554.860,80	5.548.608,00 Borsa Dışı, Kuruluşun 15.03.2012	0.1 / -	Proxy	Denel Şehriban Balci	
TOTAL	533.520.000,00	5.335.200.000,00				

Ministry Commissar



Vote Collector

Ayşe Korkmaz 

Chairman of the Panel

Hüseyin Özkaya 

Secretary

Cem Avaroğlu 

CAPITAL : 533.520.000,00 TL

TOTAL NUMBER OF SHARES : 5.335.200.000

MINIMUM MEETING QUORUM : %25

CURRENT MEETING QUORUM : %100

PRINCIPALLY : 5.548,608

BY PROXY : 5.329,651,392

NAMES AND SIGNATURES OF THE BOARD OF DIRECTORS' MEMBERS ATTENDING TO THE MEETING

Board Member
Samir Hanna 

ODEA BANK ANONİM ŞİRKETİ
Board Member
Samir Hanna 

SHAREHOLDERS AND CAPITAL STRUCTURE DETERMINED IN THE LIST OF THE ATTENDEES ARE IN CONFORMITY WITH THE COMPANY SHARE REGISTER BOOK

ODEA BANK A.Ş. 