

**MINUTES OF THE ORDINARY GENERAL MEETING
OF ODEA BANK ANONİM ŞİRKETİ
HELD ON 28 MARCH 2019 REGARDING THE FINANCIAL YEAR OF 2018**

The Ordinary General Assembly Meeting of Odea Bank Anonim Şirketi for the fiscal year 2018 convened on 28.03.2019 at 16:00 at the address of "Levent 199 Büyükdere Cad. No:199 K:33-40 Levent 34394, Şişli, İstanbul" under the supervision of the Ministry Representative Sabire Elbüken who has been appointed by the Provincial Directorate of Commerce by the official document dated 27.03.2019 and numbered 42961707.

Invitation to the meeting was made in due time on Trade RegistryYenigün, dated 01.03.2019 in a way including the Agenda which is stipulated under the Turkish Commercial Code and Articles of Association. Additionally, current shareholders were duly notified about the Agenda and date of the meeting through the return receipt requested letter sent on 01.03.2019 from the Levent Post Office.

From the investigation of the Company records, it has been understood that the capital of the Company corresponds to the total of TL 3,288,842,000.00 which is divided into 3,288,842,000 shares each with a TL 1.00 nominal value and it has been understood that 2,513,293,000 shares corresponding to TL 2,513,293,000.00 are held by Bank Audi S.A.L.; 263,394,000 shares corresponding to TL 263,394,000.00 are held by European Bank for Reconstruction and Development; 209,251,900 shares corresponding to TL 209,251,900.00 are held by International Finance Corporation; 112,674,100 shares corresponding to TL 112,674,100.00 are held by IFC FIG Investment Company S.a.r.l; 131,697,000 shares corresponding to TL 131,697,000.00 are held by H.H. Sheikh Dheyab Binzayed Binsultan Al-Nahyan and 58,532,000 shares corresponding to TL 58,532,000.00 are held by Mohammed Hassan Zeidan.

Upon observing the List of Attendants, it was understood that out of 3,288,842,000 shares representing the total share capital of the Company which is TL 3,288,842,000.00 were represented in proxy, so that the meeting quorum was met with respect to the Articles of Association of the Company and Turkish Commercial Code, therefore the meeting was opened by Mr. Imad Itani and discussions on the Agenda commenced. During the Meeting the representative of the Independent Auditor Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi Mr. Yaşar Bivas has been present.

1. It has been unanimously resolved to appoint Mr. Imad Itani as the Chairman of the Presiding Board, Ms. Nevbahar Ece Bulaner as the Vote Collector, Ms. Aslı Pınar Akbaydoğan as the Secretary. The Chairman of the Presiding Board Mr. Imad Itani signed the list of attendees after determining that the managing body has examined the compliance of the documents granting the right to participate the meeting with the regulations.
2. It has been unanimously resolved that Presiding Board shall be empowered to sign the Minutes of the Meeting.
3. The Annual Activity Report of the Board of Directors has been read by the Member of the Board of Directors, Mr. Imad Itani, and the Auditor Report for the fiscal year 2018 has been read by the company auditor and it was unanimously resolved to approve the aforementioned reports.
4. The financial statements for the fiscal year 2018 have been reviewed and unanimously approved.
5. It is resolved by the unanimous vote of the attendants that the Chairman, the Vice-Chairman and each Members of the Board of Directors shall be separately released from their transactions, actions and operations concerning the fiscal year 2018.
6. It was unanimously resolved that in order to make audit on the Bank's accounts and balance sheets of 2019 and the required aspects under regulations, KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. with the address of İş Kuleleri Kule 3 Kat 2-4-5-6-9 34330 Levent Beşiktaş İstanbul having the Boğaziçi Kurumlar Vergi Dairesi Corporate Tax Office [REDACTED] Tax ID Number and having the MERSİS number 0589026994000013 has been appointed as the Independent Auditor to serve for 1 (one) year and General Directorate of the Bank has been authorized to prepare and sign an agreement [REDACTED] will be executed with this company.
7. It has been unanimously resolved to [REDACTED] appointments of the Board of Directors [REDACTED] made within the interim term.
8. It has been unanimously resolved to [REDACTED]

- Samir Hanna, residing at the address of [REDACTED] having Tax I.D. number [REDACTED];
- Mert Öncü, residing at the address of [REDACTED], having Turkish I.D. number [REDACTED];
- İmad İtani, residing at the address of [REDACTED] having Tax I.D. number [REDACTED];
- Marwan Ghandour, residing at the address of [REDACTED] having Tax I.D. number [REDACTED];
- Elia Samaha, residing at the address of [REDACTED] having Tax I.D. number [REDACTED];
- Khalil El Debs, residing at the address of [REDACTED] having Tax I.D. number [REDACTED];
- Philippe Elias Farid El-Khoury, residing at the address of [REDACTED] having Tax I.D. number [REDACTED];
- Aristeidis Vourakis, residing at the address of [REDACTED] having Tax I.D. number [REDACTED];
- Bülent Adanır, residing at the address of [REDACTED] I.D. number [REDACTED];
- Dragica Pilipovic-Chaffey, residing at the address of [REDACTED] number [REDACTED];
- Freddie Baz, residing at the address of [REDACTED] Tax I.D. number [REDACTED];

as the members of the Board of Directors to hold office for a period of 3 years.

9. It has been unanimously resolved to allocate TL 857,498.25 corresponding to 5% of the 2018 financial year distributable net profit that amounts to TL 17,149,965.00 as Primary Legal Reserve as per Article 519 of the Turkish Commercial Code numbered 6102 and the remaining amount of the TL 16,292,466.75 shall be allocated as Additional Reserve.

Information	Amount (TL)
Net Profit (A)	17,149,965.00
Loss Carried Forward (B)	0
Net Distributable Profit (C)= A-B	17,149,965.00
Primary Legal Reserve (D)=(C)* 5%	857,498.25
Additional Reserve (E)=C-D	16,292,466.75

10. The determination of the attendance fees of members of the Board of Directors and the approval of the remuneration, bonus, premium and all payments made under similar titles to Board members for their performance within the scope of their membership and other works in the Bank and their duties have been discussed. In accordance with this, it has been unanimously resolved that no attendance fee shall be paid to the Board members. Moreover, it has been unanimously resolved to make a payment to the non-executive Board members for their other works and duties in addition to their performances within the scope of their membership pursuant to the Resolution of the Remuneration Committee dated 22.01.2019 and numbered 2019/1 which is not related to profit of 2018. In addition, it has been unanimously resolved that the other employees of the Bank shall be paid under the titles as bonus and premium due to their performances and duties pursuant to the Resolution of the Remuneration Committee dated [REDACTED] numbered 2019/2.

CHAIRMAN

IMAD ITANI



SECRETARY

ASLI PINAR AKRAMDOĞAN



VOTE COLLECTOR

NEVBAHAR ECE BULANER



MINISTRY REPRESENTATIVE

