

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF  
ODEA BANK ANONİM ŞİRKETİ**

The Extraordinary General Assembly Meeting of **ODEA BANK ANONİM ŞİRKETİ** was held on 28/04/2017 at 11.00 at Levent 199 Büyükdere Cad. No:199 K:33-40 Levent, İstanbul under the supervision of the Ministry Representative, **Fevzi ÜLKER** who has been appointed by Provincial Directorate of Trade by the official document dated 27/04/2017 and numbered 24591091.

It was understood upon observing the List of Attendants that the entire 3.288.842.000 shares representing the total share capital of the Company which is TL 3.288.842.000,00 were represented, so that the meeting quorum was met with respect to both the legal requirements and the Articles of Association of the Company, so in accordance with Article 416 of the Turkish Commercial Code, the meeting was held without invitation and therefore the meeting was opened by **Ayşe KORKMAZ** and discussions on the Agenda commenced. Representative of the Independent Auditor Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi **Yaşar BİVAS**, was present in the meeting.

1. It was unanimously resolved to appoint **Dr. İmad ITANI** as the Chairman of the Presiding Board. Upon the determination of the Chairman **Dr. İmad ITANI** that the Board controlled the documents indicating participation to the meeting are in accordance with the legislation, the Chairman signed the list of attendants. Chairman **Dr. İmad ITANI** appointed **Ashlı Pınar AKBAYDOĞAN** as the Vote Collector and **Ebru ÖZER** as the Secretary. It was unanimously resolved to authorize the Presiding Board to sign the minutes of the extraordinary meeting. **Dr. İmad ITANI** requested that the allocation of the 2016 profit, as distributions or as reserves, be added to the agenda. As a result of the voting it was unanimously resolved that the subject on the profit of 2016 distribution or reservation as reserved fund, shall be discussed as the 3<sup>rd</sup> item of the agenda following the 2<sup>nd</sup> item of the agenda.
2. It was unanimously resolved to set the number of members serving on the Board of Directors to twelve members, and for this purpose, to appoint the following persons, whom appointed at the General Assembly meeting held on 28 March 2016, as additional members:
  - **Bülent Adanır**, citizen of the Republic of Turkey, residing at the address of Maya Dor Sitesi Terra 10 Akatlar İstanbul, having Turkish I.D. number 10855080096, who has submitted his approval for the nomination as member of the Board of Directors, certified by Beyoğlu 48. Notary Public on 05/04/2017 with notarization number 37302,
  - **Guy Charles Harington**, citizen of the United Kingdom, residing at the address of 133 Hurlingham Road Londra SW6 3NH United Kingdom, having Tax I.D.

number 4570584494, who has submitted his approval for the nomination as member of the Board of Directors, certified by Beşiktaş 11. Notary Public on 09/11/ 2016 with notarization number 34172, and,

- Aristeidis Vourakis, citizen of the Hellenic Republic, residing at the address of Rigillis 26 10674 Atina, having Tax I.D. number 9250525719 who has submitted his approval for the nomination as member of the Board of Directors, certified by Beşiktaş 11. Notary Public on 26/04/ 2017 with notarization number 11375,

and for them to serve for the same period as the remaining term of the other members of the Board of Directors.

3. It was resolved to allocate TRY 9,262,592.43 (corresponding to 5% of the 2016 financial year distributable net profit, that amounts to TRY 185,251,848.51 calculated by subtracting the loss of the previous periods in the amount of TRY 15,102,392.77 from the net profit for the financial year of 2016 in the amount of TRY 200,354,241.28) as Primary Legal Reserve as per Article 519 of Turkish Commercial Code numbered 6102 and the remaining amount of TRY 175,989,256.08 shall be allocated as Additional Reserve.
4. Wishes and suggestions were listened. Since there were no other items on the agenda to be discussed, Chairman **Dr. Imad ITANI** while informing the participants that the agenda is covered and the quorum was present throughout the meeting, thanked them and the meeting was adjourned.

**Chairman**

**Dr. Imad ITANI**

**Ministry Representative**

**Fevzi ÜLKER**

**Vote Collector**

**Ash Pınar AKBAYDOĞAN**

**Secretary**

**Ebru ÖZER**

I hereby certify that this text was translated by me from Turkish into English in strict accordance with its original.

Sworn Translator  
Çağla KAYGISIZ