

**INVITATION TO THE GENERAL ASSEMBLY MEETING OF
ODEA BANK ANONİM ŞİRKETİ
BY THE BOARD OF MANAGERS
(İstanbul Trade Registry Directorate / registration number: 812115)**

The Ordinary General Assembly of our Company ODEA BANK ANONİM ŞİRKETİ for the fiscal year 2018 will be held on 28.03.2019 at 16:00, in order to debate the following Agenda, at the registered address of the Company at “Levent 199 Büyükdere Cad. No:199 K:33-40 Levent 34394, Şişli, İstanbul”.

Your personal attendance in this meeting will be appreciated. If you will not be able to participate in person, you may represent yourself in the General Assembly with a notarized power of attorney in accordance with the attached exemplary power of attorney.

Profit and loss accounts, financial statements, annual report and proposals regarding the distribution of net profit and auditor report available in the head office have been submitted to examination of our shareholders as per Article 437 of the Turkish Commercial Code.

Respectfully submitted to the attention of our shareholders.

On Behalf Of

ODEA BANK ANONİM ŞİRKETİ

**AGENDA OF THE GENERAL ASSEMBLY MEETING OF ODEA BANK ANONİM ŞİRKETİ
REGARDING THE FISCAL YEAR OF 2018**

This is the agenda of the Ordinary General Assembly Meeting of Odea Bank Anonim Şirketi to be held on 28.03.2019.

1. Opening and Constitution of the Chairmanship of the meeting,
2. Authorization of the Chairmanship of the Meeting to sign the Minutes of the Ordinary General Assembly Meeting,
3. Presentation of Annual Activity Report of the Board of Directors and the Report of the Auditors concerning the year 2018 and debating of the same,
4. Presentation of the Financial Statements concerning the year 2018 and debating of the same,
5. Discussion on the approval activities and transactions of the Chairman, Vice Chairman and the Member of the Board of Directors in 2018,
6. Election of the independent auditors and decision on their work period,
7. Discussion on the appointment of the member of the Board of Directors in accordance with article 363 of the TCC which was conducted during the interim period,
8. Determination of number of Board Members, appointment of Board Members and their term of duty,
9. Discussions on distribution of profit, obtained from the activities of the Company pertaining to the fiscal year of 2018 to shareholders, if any, or allocation of the same to the discretionary reserves,
10. Discussion on the determination of the remuneration and rights as attendance fee, bonus, premium of the Board members.

PROXY

We hereby appoint _____ and/or _____ as our attorney in fact to represent our Company at the Ordinary General Assembly Meeting for the fiscal year 2018 of **Odea Bank Anonim Şirketi**, in which our Company is a shareholder, on 28.03.2019 at 16:00, at the headquarters of the Company, “Levent 199 Büyükdere Cad. No:199 K:33-40 Levent 34394, Şişli, İstanbul”, and to vote for the resolution of the agenda items. In case the meeting is adjourned to another date due to the lack of quorum or another reason, this power shall be valid for such new meeting.

PROXY GIVER

Signature

Date

Number of Shares : _____

Number of votes : _____

Address : _____