

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
OF ODEA BANK ANONİM ŞİRKETİ
DATED DECEMBER 04, 2014**

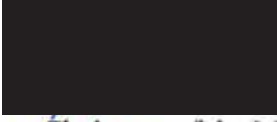
The Extraordinary General Assembly Meeting of Odea Bank A.Ş. ("Company") was held on **December 04, 2014** at 10.00 am, at the address of "Maslak Mahallesi Ahi Evran Caddesi No: 11, Olive Plaza Kat: 6-7-8-9 34398 Şişli/İstanbul" and under the supervision of Mrs. **Sabire Elbüken**, the Representative of the Ministry of Customs and Trade assigned by Ministry of Customs and Trade Istanbul Provincial Directorate of Commerce's letter no 26163 and dated December 04, 2014.

In the meeting held, it has been understood from the review and inspection of the Attendants List that all **1.496.150.000,00** shares corresponding to the total share capital of the Company, worth **TL 1.496.150.000,00** are represented by proxy, and that the minimum meeting quorum was present; accordingly it has been detected that there is no objection against holding the meeting by waiving the notice formalities pursuant to Article 416 of the Turkish Commercial Code. Thus the meeting was opened by the Board Member, **Mrs. Ayşe Korkmaz**, and the discussions on the items of the agenda have commenced.

1. **Mrs. Ayşe Korkmaz** was unanimously resolved to be elected as the meeting chairman. **Mr. İldar Demirok** was assigned as Vote Collector and **Mrs. Mine Sayraç** was assigned as the Secretary by the meeting Chairman.
2. It has been unanimously resolved that the Presiding Board be authorized to sign the minutes of the Ordinary General Assembly meeting.
3. As per the approval letter of the Banking Regulation and Supervision Agency dated November 12, 2014 and numbered 20008792-101.01.04(84)-26280 and the permission letter of the T.R. Customs and Trade Ministry, General Directorate of Internal Trade dated November 27, 2014 and numbered 67300147/431.02, it has been unanimously resolved that the Articles of Association of the Bank be amended in accordance with the attached amendment text.

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





Chairman of the Meeting
Ayşe Korkmaz

Representative of the
Ministry of Customs and Trade
Sabire Elbüken

Vote Collector
İldar Demirok



Secretary
Mine Sayrac



ODEA BANK ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION
TEXT OF AMENDMENT

PREVIOUS
ARTICLE 7. SHARE CAPITAL

The share capital of the Bank consists of TL 1.496.150.000,00 TL (onebillionfourhundredninetysixmilliononehundredfiftythousand Turkish Liras). The share capital is divided into 14.961.500.000 (fourteen billion nine hundred sixty one million five hundred thousand) registered shares, each having a nominal value of TL 0.10 (ten Kurus).

The previous share capital of the Bank worth 1,086,510,000.00 (one billion eighty six million five hundred ten thousand Turkish Liras) has been fully subscribed and paid in cash and free from any kind of encumbrance by the shareholders.

The capital increased at this time worth, TL 409.640.000,00 TL (fourhundredninemillionsixhundredfortythousand Turkish Liras) , has been fully paid in cash. The increased capital has been fully subscribed and paid in cash and free from any kind of encumbrance by the shareholders.

The dividend coupons of share certificates are written to bearer. The dividend is payable to the person submitting the coupon. The dividends payable to holders of temporary share certificates given to the shareholders before the share certificates are issued will be paid to the holders of temporary share certificates in change of receipt.

Capital of the Bank is shared among the founders as listed below:

Shareholders	Number of Shares	Value of Shares (TL)	Shareholding Percentage (%)
Bank Audi s.a.l. – Audi Saradar Group	14.037.870.176,00	1.403.787.017,60	93,827
Audi Saradar Private Bank s.a.l.	906.984.000,00	90.698.400,00	6,062
Raymond Audi	5.548.608,00	554.860,80	0,037
Samir Hanna	5.548.608,00	554.860,80	0,037
Freddie Baz	5.548.608,00	554.860,80	0,037
Total	14.961.500.000,00	1.496.150.000,00	100

ODEA BANK ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION
TEXT OF AMENDMENT

NEW

ARTICLE 7. SHARE CAPITAL

The share capital of the Bank consists of TL 1.496.150.000,00 TL (onebillionfourhundredninetysixmilliononehundredfiftythousand Turkish Liras). The share capital is divided into 1.496.150.000,00 (onebillionfourhundredninetysixmilliononehundredfiftythousand) registered shares, each having a nominal value of TL 1 (one Turkish Liras).

The previous share capital of the Bank worth 1,086,510,000.00 (one billion eighty six million five hundred ten thousand Turkish Liras) has been fully subscribed and paid in cash and free from any kind of encumbrance by the shareholders.

The capital increased at this time worth, TL 409.640.000,00 TL(fourhundredninemillionsixhundredfortythousand Turkish Liras) , has been fully paid in cash. The increased capital has been fully subscribed and paid in cash and free from any kind of encumbrance by the shareholders.

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Samir Hanna	554.860,80	554.860,80	0,037
Freddie Baz	554.860,80	554.860,80	0,037
Total	1.496.150.000,00	1.496.150.000,00	100

