

**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: [REDACTED]), citizen of Lebanon, [REDACTED]
[REDACTED], Beirut, Lebanon;
- **Imad Itani** (Tax No: [REDACTED]), citizen of Lebanon, [REDACTED]
[REDACTED];
- **Hatem Ali Sadek** (Tax No: [REDACTED]), citizen of Egypt, [REDACTED]
[REDACTED], Cairo, Egypt;
- **Abdullah Ibrahim A. Alhobayb** (Tax No: [REDACTED]), citizen of Kingdom of Saudi Arabia, [REDACTED]
[REDACTED], Dammam, Kingdom of Saudi Arabia, P.O. Box 556 Riyadh, Kingdom of Saudi Arabia;
- **Youssef Nasr** (Tax No: [REDACTED]), citizen of Lebanon, [REDACTED]
[REDACTED], Beirut, Lebanon;

- **Hüseyin Özkaya** (ID No: [REDACTED]), citizen of Republic of Turkey, resident at [REDACTED]
- **Ayşe Korkmaz** (ID No: [REDACTED]), citizen of Republic of Turkey, resident at [REDACTED]

and shareholders of the Company,

- **Raymond Audi** (Tax No: [REDACTED]), citizen of Lebanon, resident at [REDACTED]
- **Samir Hanna** (Tax No: [REDACTED]), citizen of Lebanon, resident at [REDACTED]
- **Freddie Baz** (Tax No: [REDACTED]), citizen of Lebanon, resident at [REDACTED]

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

[REDACTED]

Vote Collecting Officer

Ayşe Korkmaz

[REDACTED]

Secretary

Cem Ayvazlı

[REDACTED]

Commissar of the Ministry

[REDACTED]

**LIST OF ATTENDEES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
ODEA BANK ANONİM 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 | 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 | 90.698.400,00 | 906.984.000,00 Borsa Dışı, Kuruluşun 15.03.2012 | 0.1 / - | Proxy | Ali Can Verdi | |
| Raymond Audi Lübnan | 554.860,80 | 5.548.608,00 Borsa Dışı, Kuruluşun 15.03.2012 | 0.1 / - | Proxy | Denel Şehriban Balci | |
| Samir Hanna Lübnan | 554.860,80 | 5.548.608,00 Borsa Dışı, Kuruluşun 15.03.2012 | 0.1 / - | Principally | --- | |
| Freddie Baz Lübnan | 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 | | | | |

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

Chairman of the Panel
Hüseyin [Redacted]
Secretary
Cem A. [Redacted]

NAMES AND SIGNATURES OF THE BOARD OF DIRECTORS' MEMBERS **SHAREHOLDERS AND CAPITAL STRUCTURE DETERMINED IN THE LIST OF ATTENDEES ARE IN CONFORMITY WITH THE COMPANY SHARE REGISTER BOOK**

Board Member
Samir Hanna [Redacted]

ODEA BANK ANONİM ŞİRKETİ
Board Member
Samir [Redacted]

[Redacted] BANK ANONİM ŞİRKETİ
[Redacted]