

14.02.2008

Board of Directors of our Bank, at its meeting, dated February 20<sup>th</sup>, 2009 decided:  
Resolutions:

- I) to raise the paid-in-capital of the Bank to 600.000.000 TL, less than the registered capital of 1.000.000.000 YTL, up to 500.000.000 TL by total increase equivalent to 100.000.000 YTL; to provide part of the said increase equivalent to 96.000.000.- TL from the profit of 2008 within the framework of General assembly resolution, and part of the said increase equivalent to 4.000.000 TL from the Inflation Adjustment Fund to Paid in Capital and to distribute such an increase to our shareholders as bonus shares; and to grant authority to the Executive Management for application to the related authorities and actualization of all issues related to capital increase and fulfillment of all and any procedure and action required by laws and regulations;
- II) to the allocation and distribution of net profit of 2008 equivalent to 118.980.889,18 TL, in accordance with 55<sup>th</sup> article of our Statutes and the legislation as it is explained hereunder;
  1. in accordance with the 1<sup>st</sup> subparagraph of paragraph (a) of 55<sup>th</sup> article of our Statutes, to the allocation of 5.949.044,46 TL which is 5% of the net profit as statutory reserve fund;
  2. in accordance with the 2<sup>nd</sup> subparagraph of paragraph (a) of 55<sup>th</sup> article of our Statutes, to the allocation of 5.949.044,46 TL which is 5% of the net profit as provision for loss, which may come into existence in the future;
  3. in accordance with the paragraph (b) of 55<sup>th</sup> article of our Statutes, to the allocation of 50 Billion shares, paid-up and non-paid-up, with 1 Kuruş nominal value, (on account of 6%) to be 0,06 Kuruş to each of them, the total amount of 30.000.000.- TL as first profit share;
  4. Out of the 77.082.800,26 TL, the remnant after the reduction of 1-3 articles above, in accordance with the paragraph (c) of 55<sup>th</sup> article of our Statutes,
    - a) to the distribution of gross amount of 1.541,66 TL, which is 5% of the aforementioned remainder (to be limited with the part of 200.000 of paid-in-capital), to the founder shares to be 15,42 TL to each founder share;
    - b) to the distribution of gross amount of 385.414 TL, which is the 0,5% of the aforementioned remainder, to the Members of Board of Directors;
    - c) to the distribution of gross amount of 2.312.484,01 TL, which is the 3% of the aforementioned remainder, to the employees in accordance with the Resolution of Board of Directors;
  5. in accordance with the paragraph (d) of 55<sup>th</sup> article of our Statutes, to the allocation of 50 Billion shares, paid-up and non-paid-up, with 1 Kuruş nominal value, (on account of 13,2%) to be 0,132 Kuruş to each of them, the total amount of 66.000.000.- TL as second profit share;
  6. in accordance with 3<sup>rd</sup> subparagraph of 2<sup>nd</sup> paragraph of 466<sup>th</sup> article of Turkish Trade Code, to the allocation of 7.369.943,97 TL as statutory reserve fund,
  7. to the allocation of 1.013.416,62 TL, the remainder, as extraordinary reserve fund;
  8. to the distribution of 96.000.000.- TL, in full, which is the total of first and second profit shares stated in 3<sup>rd</sup> and 5<sup>th</sup> articles above, as share to cover the amount of 96.000.000.- TL, of the 100.000.000.- TL, which is raised due to the increase of our Bank Capital from 500.000.000.- TL to 600.000.000.-TL;
  9. to the distribution of dividends of the year of 2008 equivalent to 96.000.000.- TL as bonus shares subsequent to the registration of the said shares by the Capital Market Board; to recommend to the General assembly to entitle the Board of Directors for all procedures related to all issues projected above.
10. To present the report of the Board of Directors for the 2008 accounts and transactions as well as the Balance Sheet and Profit-Loss Table approved by the Board as of 31.12.2008 to the General Assembly  
Article: To convene the Ordinary General Assembly of our Bank at the Head Office of the Bank on March 25, 2009 Wednesday Thursday at 16:00 hours, to announce the invitations to the General Assembly meeting in a daily newspaper published for entire Turkey and the Turkish Trade Registry Journal, and authorize the Senior Management to execute all the works and transaction required for the announcements, invitations application and convening the general assembly.