

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF T.C. ZİRAAT
BANKASI ANONİM ŞİRKETİ HELD ON 11.02.2015**

The Extraordinary General Assembly Meeting of T.C. Ziraat Bankası Anonim Şirketi was held on 11.02.2015, Wednesday, at 17.00 hours, at the address Doğanbey Mahallesi, Atatürk Bulvarı No: 8 Altındağ/ANKARA, to discuss the matters on the agenda in the presence of the Ministerial Commissioner Ekrem YILDIZ, who was assigned with the letter of the Governorate of Ankara, Provincial Directorate of Commerce, dated 11.02.2015 and no. 5874259, waiving the procedure regarding the invitation to the meeting in accordance with the provision of article 416 of Turkish Commercial Code.

Having ascertained from review of the list or attendants that, all of the 2,500 million shares of the company each with a nominal value of 1 (one) Turkish Lira, corresponding to the total capital of the Company amounting to 2,500 million Turkish Lira, thus, the minimum meeting quorum prescribed both in the law and in the articles of association was present, and having seen that the Articles of Association, Stock Ledger, the Agenda and other necessary documents related to the meeting were available, the General Assembly Meeting was initiated at 17.00 hrs;

1- The meeting was opened by Muharrem KARSLI in the capacity of Chairman of the Board of Directors as per article 14 of the Bank's Articles of Association. Election of Yusuf DAĞCAN as the Chairperson of the Presiding Committee, Nuriye Gülden COŞKUN and Dilan YÜKSEL as Secretaries, and Cem İNAL and Celal KAHVECİ as Scrutineers, was unanimously accepted.

2- Under article 2 of the Agenda, authorization of the Presiding Committee to sign the Minutes of the General Assembly was unanimously accepted.

3- Under article 3 of the Agenda, the appointment of Cemalettin BAŞLI to the vacant membership position in the Board of Directors with the resolution of the Board of Directors dated 10.06.2014 and No. 20/1 was approved as per article 363 of the Turkish Commercial Code.

4- Under article 4 of the Agenda, the following matters were discussed and approved; Increasing the capital to TL 5,000,000,000 by an increase of TL 2,500,000,000 within which TL 675,000,000 will be covered in cash, and TL 1,825,000,000 will be covered free of charge from internal resources;

Of the TL 1,825,000,000 to be covered from the internal resources;

- Covering an amount of TL 543,482,000 from paid-in capital inflation adjustment differences,
- Covering an amount of TL 90,120,700 from year 2013 profit inflation adjustment differences,
- Covering an amount of TL 1,191,397,300 from retained earnings;

Amending the version of the Bank's Articles of Association, which was presented to the shareholders along with the announcement of the General Assembly and which was also found appropriate with the letters of the Banking Regulation and Supervision Authority dated 26.01.2015 and no. 1314 and of Republic of Turkey Ministry of Customs and Commerce dated 27.01.2015 and no. 5524379, as described therein (Annex-1).

Using that portion of the capital which is increased in cash in the capital subscriptions of the Participation Bank to be founded.

5- The Treasury Representative who took the floor in the session of wishes and expectations wished that the meeting brings good luck.

There being no other issues on the agenda to be discussed, the General Assembly Meeting was declared closed at 17.30 hours by the Chairperson of the Meeting. These minutes were drawn up and signed in four copies at the venue of meeting. No objection was raised against the resolutions passed. 11.02.2015 T.C. Ziraat Bankası A.Ş. Ulus/ANKARA

MINISTERIAL REPRESENTATIVE

Ekrem YILDIZ

(SIGNATURE)

SECRETARY

Nuriye Gülden COŞKUN

(SIGNATURE)

SCRUTINEER

Cem İNAL

(SIGNATURE)

CHAIRPERSON OF THE
MEETING

Yusuf DAĞCAN

(SIGNATURE)

TREASURY REPRESENTATIVE

S.Temur ÜNAL

(SIGNATURE)

SECRETARY

Dilan YÜKSEL

(SIGNATURE)

SCRUTINEER

Celal KAHVECİ

(SIGNATURE)