

## **FROM THE BOARD OF DIRECTORS OF TÜRKİYE HALK BANKASI A. Ş.**

In accordance with the Turkish Commercial Code (TCC) decrees, the Ordinary General Shareholders' Meeting of our Bank for 2010 will be held to discuss the agenda written below, **on Tuesday, March 1, 2011 at 10:30** in the Headquarters located in Ankara Söğütözü Mahallesi 2. Cadde No:63. Pursuant to Article 362 of the Turkish Commercial Code, our Bank will make available the 2010 Balance Sheet, the Profit/Loss Statement, the Distribution of Profit, the Annual Report and the Independent Auditors' Report at the Headquarters Building as of **Monday, February 14, 2011** for shareholders' perusal. Meanwhile, the stated documents and their enclosures can be reached on Halkbank's website at [www.halkbank.com.tr](http://www.halkbank.com.tr) on the Investor Relations page Corporate Governance/General Assembly and Financial Information.

For those who will attend the meeting by proxy, a sample proxy form is provided below. The sample proxy form can also be reached on Halkbank's website at [http://www.halkbank.com.tr/images/misc/English/investor\\_relations/Corporate\\_Governance/General\\_Assembly/Form\\_for\\_Votingby\\_Proxy.pdf](http://www.halkbank.com.tr/images/misc/English/investor_relations/Corporate_Governance/General_Assembly/Form_for_Votingby_Proxy.pdf)

According to Article 18 of the Banking Law no. 5411: share acquisitions causing the direct or indirect shares of one person or one partner to exceed 10 %, 20 %, 33 % and 50 % of the equity; or share transfers causing it to decrease around the levels mentioned above, are subject to the permission of the Board. According to sub-paragraphs no.5 and 6 of Articles 11/A and 11 of the "Regulation on Transactions of Banks Subject To Permission and Indirect Share Ownership" published by the BRSA; the Board of Directors of the Bank is obliged to determine whether participants of the general assembly asked permission of the Board for share acquisitions or transfers in the method stated in Article 18 of the Banking Law No. 5411.

For this reason, if our shareholders owning Bank shares listed on the ISE are to acquire or transfer shares in the ratios stated in the mentioned Law article directly or indirectly, they must submit documents indicating that the required permissions were obtained from BRSA prior to attending the general assembly.

**Shareholders with shares listed on the ISE** should present their shareholder blocking notes and BRSA permission letter on share acquisition or transfer in the stated ratios, if any, to the Headquarters Financial Accounting and Reporting Department (for Istanbul, Phone no: 0212 393 09 87 and 0212 393 09 64, for Ankara, Phone no: 0312 289 30 21 and 0312 289 30 41) by **Friday, February 25, 2011** at the latest and obtain an admission card.

For the purpose of preparation to the Meeting, **Shareholders whose share are listed on the ISE** should present the information regarding their/or their representatives' participation to the numbers mentioned above until **Friday, February 25, 2011**.

We cordially invite our shareholders to attend the Meeting in the above stated date and time.

**TÜRKİYE HALK BANKASI A.Ş.**  
**BOARD OF DIRECTORS**

**Agenda:**

- 1-) Opening and formation of the Board of Presidency,
- 2-) Authorization of the Board of Presidency to sign the minutes of the Ordinary General Shareholder's Meeting,
- 3-) Reading and discussion of the Board of Directors' Annual Report, Internal Auditors' Report, and Independent Auditors' Report for 2010,
- 4-) Reading, discussion and approval of the Balance Sheet, Profit & Loss Statement and the Dividend Distribution of 2010 Profit,
- 5-) Submission of the appointments to the Board of Directors made by the Board of Directors according to the Article 315 of the TCC during the accounting period to the General Assembly,
- 6-) Release of members of the Board of Directors and Auditors,
- 7-) Determination of remuneration of the members of the Board of Directors and Auditors,
- 8-) Commissioning of the Bank's Board of Directors within 3 years as of the date of the General Shareholder's Meeting to issue securities, bonds or other debt instruments both domestically and internationally; to determine the amounts, types, terms, interest rates and other issue terms for the securities, bonds and other debt instruments to be issued and conclusion of the issuing operations according to the TCC, Banking Law, Capital Markets Law and current rules and regulations of the BRSA and CMB concerning the issuing of the debt instruments,
- 9-) Authorization and commissioning of the Bank's Board of Directors for the relocation of the Bank's headquarters to Istanbul,
- 10-) Informing of the General Assembly with regard to the charitable donations of 2010,
- 11-) Requests and Closing Remarks.