

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

Pursuant to the relevant provisions of the Turkish Commercial Code, the 2014 Ordinary General Assembly of our Bank, at which the agenda items set forth shall be discussed, shall be held on Friday, March 27, 2014, at 14:30 at the Head Office Support Unit located at Söğütözü Mahallesi 2180 Cadde No: 63 Çankaya, Ankara. Pursuant to Article 437 of the Turkish Commercial Code, the Financial Statements, the Dividend Distribution Statement, the Annual Report of the Board of Directors, the Report of the Board of Auditors, the Independent Audit Report, and other documents of our Bank relevant to the agenda shall be made available at the Head Office Building for the shareholders to examine Thursday, March 5, 2014, at the latest. In addition, the aforementioned documents and their annexes shall be accessible via the Internet at www.halkbank.com.tr/InvestorRelations/CorporateGovernance/GeneralAssembly and www.halkbank.com.tr/InvestorRelations/FinancialInformation.

Pursuant to Article 6102 of the Turkish Commercial Code, Article 6362 of the Capital Markets Law, and other relevant legislation adopted in accordance with these laws, shareholders may attend the General Assembly using the "Electronic General Assembly System" (EGAS), an electronic platform provided by the Central Registry Agency (CRA), or by presenting themselves in person at the location of the General Assembly.

Attending the General Assembly via EGAS

Shareholders who have dematerialized their shares in their own names may attend the General Assembly in person or by proxy provided that they obtain a qualified electronic certificate and that they complete EGAS trainings. Shareholders can obtain further information about how they can attend the General Assembly via EGAS by visiting the website of the Central Registry Agency.

Shareholders who declare that they will attend the General Assembly via EGAS may not attend the General Assembly in person.

Attending the General Assembly in Person

- 1) Real person shareholders must present an identity card which bears their Turkish Identification Number.
- 2) If real person shareholders have designated a proxy via EGAS, the proxy must present an identity card which bears their Turkish Identification Number.
- 3) If real person shareholders have not designated a proxy via EGAS, the proxy must present an identity card which bears their Turkish Identification Number and a power of attorney given below which shows that they have been designated as a proxy.
- 4) Proxies designated by real person shareholders may attend the General Assembly by presenting an identity card that bears their Turkish Identification Number and a power of attorney given below which proves that they have been designated as a proxy.

Proxies who will attend the General Assembly must use the sample power of attorney given below. The powers of attorney must be notarized and, if they will not be notarized, the shareholder's notarized circular of signature must be attached to the power of attorney.

The power of attorney must bear the following information: name of the company; date of the General Assembly; the full name and Turkish Identity Number of the proxy; the number of shareholder shares; the full name, title, Turkish Identification Number/Taxpayer Identification Number and signature of the shareholder. Powers of attorney which do not bear any of this information shall be considered invalid.

Custodial institutions may attend the General Assembly as representing shareholders who hold shares in their accounts, by being authorized by shareholders via EGAS. If the said institutions authorize their own employees to attend the General Assembly in person, these persons must present, in addition to their powers of attorney, the Power of Attorney and Instruction Notice Form contained in the Regulation on the Procedures and Principles Regarding the General Assemblies of Joint Stock Companies and Ministry of Customs and Trade Representatives to be Present at these Assemblies" issued by the Ministry of Customs and Trade.

Dematerialized Physical Share Owners Cannot Attend the General Assembly

Among the physical shareholders who were allowed to attend the General Assembly in the previous years, the shares, which belong to the ones who have not completed the dematerialization process by December 31, 2014, pursuant to Article 13 Section 4 of the Capital Markets Law, have been transferred to the Investor Compensation Center as per the aforementioned law, and partnership rights of our stakeholders who have not dematerialized their share have been terminated at our Bank. Thus, previous stakeholders who have not dematerialized their shares will not be able to attend the General Assembly.

We request that our esteemed partners take notice and attend the meeting on the determined date and time.

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

AGENDA:

1. Opening, and formation of the General Assembly Presidency
2. Reading and discussion of the 2014 Annual Report prepared by the Board of Directors, the Independent Audit Report, and the report of the Board of Auditors,
3. Reading, discussion, and approval of the financial statements for the 2014 financial and fiscal year,
4. Reading, discussion, and approval of the Profit Distribution Tables for 2014 proposed by the Board of Directors,
5. Discharging of the members of the Board of Directors from any liability,
6. Election of the members of the Board of Directors and the Board of Auditors
7. Determination of the remuneration of members of the Board of Directors and the Board of Auditors,
8. Acceptance and approval of the changes in the Article 6 of the Bank's Articles of Association regarding the transition to the registered share capital system,
9. Approval of the audit firm, which is selected by the Board of Directors and which will conduct the independent audit activities in 2015,
10. Submission of information to the General Assembly regarding the donations made in the business year of 2014,
11. Authorization of the Board of Directors to permit the members of the Board of Directors and the Bank's Senior Management to engage in activities mentioned in Article 295 and Article 396 of the Turkish Commercial Code and submission of information to the General Assembly pursuant to Article 1.3.6 of the Corporate Governance Principles issued by the Capital Markets Board of Turkey,
12. Requests and Closing