

COLD SEAL AFFIXED

**MINUTES OF THE 2013 ORDINARY GENERAL ASSEMBLY MEETING  
OF T.C. ZİRAAT BANKASI ANONİM ŞİRKETİ  
HELD ON 31.03.2014**

The Ordinary General Assembly Meeting of T.C. Ziraat Bankası Anonim Şirketi for the year 2013 was held on 31.03.2014, Friday, 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 Ministry Commissioner Abdullah EMİR, who was assigned with the letter of the Governorate of Ankara, Provincial Directorate of Commerce, dated 31.03.2014 and no. 1469, 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, having seen that the Articles of Association, Stock Ledger, Annual Activity Reports, auditors' reports, financial statements, the Agenda and other necessary documents related to the meeting were available, the General Assembly Meeting was opened at 17.00 hours;

1- by Muharrem KARSLI in the capacity of Chairman of 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, N. 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- In line with the proposal submitted, summary Activity Report of the Board of Directors for the Year 2013 Activity and Accounting Period were not read since they have been submitted to the shareholders prior to the General Assembly Meeting. Report of the Board of Auditors of the Bank was read. The Independent Audit Report was presented to the General Assembly. Activity Report of the Board of Directors, its appendices and the Auditors' Report were opened for discussion, but nobody raised any objection.

4- Under article 4 of the Agenda, Balance Sheet and Profit/Loss accounts for the accounting period 2013 and the proposal of the Board of Directors for distribution of the profit were read. It was proposed, as per article 33 of the Bank's Articles of Association regarding Determination, Allocation and Distribution of the Net Period Profit, to pay, after setting aside General Legal Reserve Fund (TL 166,503,722.-) at the rate of 5% from the net period profit and First Dividend (TL 125,000,000.-) to the shareholders at the rate of 5% from the remaining amount, a portion up to 5.76% (TL 175,000,000.-) of the remainder as dividend to the Members of Board of Directors until 31.12.2014 according to the procedures and principles regarding distribution of profit to the Members of Board of Directors and personnel of the Bank, to set aside a Reserve Fund of TL 17,500,000.- for this amount to be paid, to leave the TL 2,846,070,709.- remaining after the said distributions and the amount remaining as of the yearend from the dividend paid to the personnel under possession of the Bank, and to pay the net dividend amount of TL 106,250,000.- falling to the Undersecretariat of Treasury to the account of the

Undersecretariat of Treasury until 15.04.2014, these issues were approved and unanimously accepted. The Balance Sheet Profit/Loss Statement were unanimously approved.

5- Under article 5 of the Agenda, the release of Members of the Board of Directors and the Board of Auditors according to article 424 of Turkish Commercial Code and separately release of the Members of the Board of Auditors established pursuant to the Articles of Association were put to vote, were unanimously accepted, and they were released.

6- Under article 6 of the Agenda, the proposal that, among the members of Board of Directors, Muharrem KARSLI, Yusuf DAĞ CAN, Hüseyin AYDIN, Salim ALKAN, Mustafa ÇETİN, Metin ÖZDEMİR, Feyzi ÇUTUR, Fahrettin ÖZDEMİRCİ continue their offices, and that Süleyman ASLAN be elected as the Member of Board of Directors for a period of three years, were put to vote, and were unanimously accepted.

7- Under article 7 of the Agenda, in line with the proposal submitted with respect to setting of remunerations and other benefits of the Members of Board of Directors, provided that it is effective as from 01.01.2014 and the current payment principles are continued without any change,

Setting of the Remunerations of Members of Board of Directors monthly net as;

For the member who is General Manager	TL 23,500.-
For members who do not have public office	TL 11,400.-
For members who have public office	TL 4,750.-

was unanimously decided.

8- Under article 8 of the Agenda, the fact that the current Members of the Board of Auditors established pursuant to the Articles of Association continue their offices, payment of the remuneration to be paid to the members of the Board of Auditors in line with the number and periods of payments made to the members of Board of Directors (except for dividend payments), provided that it is effective as from 01.01.2014, setting of the payments monthly net as:

For members who have public office	TL 3,475.-
For members who have public office	TL 3,475.-

was unanimously decided.

9- Under article 9 of the Agenda, approval of Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Price Waterhouse Coopers), which was found appropriate to continue working with for the period covering the years 2013, 2014 and 2015 pursuant to Resolution of the Board of Directors dated 28.02.2013 and no. 4/114, and which was approved as the independent auditor for the year 2013 at the General Assembly dated 29.03.2013, as the independent auditor of the Bank for the year 2014 as per article 339 of Turkish Commercial Code was unanimously accepted.

10- Under article 10 of the Agenda, authorization the Members of the Board of Directors as per articles 395 and 396 of Turkish Commercial Code was unanimously accepted.

11- The Treasury Representative who took the floor in the session of wishes and expectations wished the meeting to bring good luck.

Having remained no other issue on the agenda to discussed, the General Assembly Meeting was closed at 20.30 hours by the Chairperson of the Meeting. These minutes was drawn up and signed in four copies at the meeting place. No objection was raised against the resolutions passed. 31.03.2014 T.C. Ziraat Bankası A.Ş. Ulus/ANKARA

(Signed)  
TREASURY REPRESENTATIVE  
Mehmet Ali ERTUNÇ

(Signed)  
31/03/14  
MINISTERIAL REPRESENTATIVE  
Abdullah EMİR

(Signed)  
CHAIRMAN OF THE MEETING  
Yusuf DAĞCAN

SECRETARY  
N. Gülden COŞKUN  
(Signed)

(Signed)  
SECRETARY  
Dilan YÜKSEL

(Signed)  
SCRUTINEER  
Cem İNAL

(Signed)  
SCRUTINEER  
Celal KAHVECİ

True copy of original

(Signed)  
(Sealed)  
Emine ATASOY  
Ankara Twelfth Notary Public  
Clerk with Signatory Power