

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
TEKSTIL BANKASI ANONIM SİRKETİ
HELD ON 05 NOVEMBER 2015**

The extraordinary general assembly meeting of Tekstil Bankasi Anonim Sirketi was held on 05 November 2015 Thursday at 10.30 at the address of Maslak Mahallesi Dereboyu/2 Cad. No: 13 Sariyer Istanbul under the supervision of the Ministry Representative Ms. Neşecan Ercüman appointed by the Ministry of Customs and Commerce's Istanbul Provincial Directorate of Commerce's letter dated 04/11/2015 and numbered 11459278, and also with the attendance of our bank's employee Mr. Enis Can as the interpreter.

It was detected that the meeting call including the agenda was announced at the Public Disclosure Platform, Central Deposit Institution's Electronic General Meeting System, on the Bank's website www.tekstilbank.com.tr, also published in the the Turkish Trade Registry Gazette dated 09/10/2015 and numbered 8922, and the local newspaper "Dunya" dated 09/10/2015 and numbered 10573-10784 pursuant to the related legislation and the Bank's Articles of Association. It was found appropriate not to send an additional registered mail to shareholders to call them to the extraordinary general meeting according to the 20th Article of Articles of Association. It was observed that all the necessary meeting documents have been in the meeting room.

It was seen that some board of directors members and the independent auditor Mr. Müjdat Aykutluğ from the Bank's independent audit company "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ersnt&Young)" attended the meeting; and the preparation of the electronic general meeting of shareholders were in compliance with related legislation according to the Article 1527 of Turkish Commercial Code.

Upon the observation of the list of attendees, it was seen that out of 4.200.000.000 shares which correspond to the Bank's 420.000.000-TL paid-in capital, 3.899.811.854,3 shares corresponding to 389.981.185,43-TL share capital were represented by proxy and 219.500 shares corresponding to 21.950-TL share capital were represented in person; therefore, the minimum legal meeting quorum stipulated by both related legislation and the Bank's Articles of Association was met with a 92,86 percentage; following this, the meeting was opened by the Chairman of the Board of Directors Mr. Xu Keen with the accompaniment of the interpreter and the discussion on the agenda was started. Pursuant to Article 1527 of the Turkish Commercial Code, the general assembly was simultaneously opened on the electronic system.

The Chairman of the Board of Directors Mr. Xu Keen made an explanation about voting method. As regulated in the Turkish Commercial Code and the Bank's Articles of Association, without prejudice to the provisions about electronic vote counting, shareholders who were present at the meeting in person should vote by raising of hands, and shareholders who would vote against should verbally declare their objections.

1) Regarding the 1st item of the agenda;

Discussion started on the formation of the meeting presidency. It was unanimously decided to appoint Mr. Xu Keen as the chairman of the meeting. According to the Bank's Internal Directive on General Assembly's Working Rules and Procedures, Mr. Gao Xiangyang was appointed as the vote collector and Mr. Ahmet Murat Akın was appointed as the clerk of the meeting by the Chairman of the Meeting, Mr. Xu Keen.

Pursuant to the Article 431 of Turkish Commercial Code and Article 24 of the Regulation on General Meetings of Joint Stock Companies published in the Official Gazette dated November 28, 2012 and numbered 28481, the Chairman of the Meeting declared that there was not any Share Depositing Representatives at the meeting.

The agenda of the meeting was read by the clerk upon the Chairman's request and asked whether there was any offer to change the order of the agenda items. As there was no offer, the discussion of the agenda items was continued in the same order as announced.

2) Regarding the 2nd item of the agenda;

The submitted motion regarding the 2. item was read out. According to the motion, it was unanimously decided to authorize the meeting presidency to sign the meeting minutes.

3) Regarding the 3rd item of the agenda;

The 3rd item of the agenda of the meeting was read out by the Clerk upon the Chairman's request. Then, the submitted motion regarding this item was read out. As the draft of amendment had been already disclosed to the public on the Public Disclosure Platform, on the Bank's website www.tekstilbank.com.tr, on the MKK's electronic general assembly meeting platform before the extraordinary general meeting, the motion for deeming the draft amendment already read was put to a vote and it was unanimously accepted.

The discussion was started on the amendment to Article 2, 38, 39, 40, 43, 44, 47 and 48 of the Bank's Articles of Association according to the permissions obtained from Banking Regulation and Supervision Agency, Capital Markets Board, Ministry of Custom and Commerce. According to the voting results;

- ✓ Pursuant to the approval of Capital Markets Board dated 20/08/2015, numbered 29833736-110.03.02-E.8744; the approval of Banking Regulation and Supervision Agency dated 04/09/2015, numbered 20008792-101.01.04 [48]-E.13042; and the approval of the Ministry of Custom and Commerce dated 10/09/2015, numbered 67300147/431.02, the amendment of the Bank's Articles of Association's 2. Article titled "Trade Name" as shown below was accepted unanimously.

DRAFT AMENDMENT OF ARTICLES OF ASSOCIATION OF TEKSTİL BANKASI A.Ş.

PREVIOUS VERSION	NEW VERSION
<p>TRADE NAME ARTICLE 2</p> <p>The title of the company is "TEKSTİL BANKASI ANONİM ŞİRKETİ". The trade name of the Bank is shortly "TESKTİLBANK", pursuant to the relevant articles of the Turkish Commercial Code.</p>	<p>TRADE NAME ARTICLE 2</p> <p>The title of the Bank is "İCBC TURKEY BANK ANONİM ŞİRKETİ". The trade name of the Bank is shortly "İCBC TURKEY", pursuant to the relevant articles of the Turkish Commercial Code.</p>

- ✓ Pursuant to the approval of Banking Regulation and Supervision Agency dated 15/07/2015, numbered 20008792-101.01.04 [48]-E.108.26, the approval of Capital Markets Board dated 30/07/2015, numbered 29833736-110.03.02-E.7866, and the approval of the Ministry of Custom and Commerce dated 14/08/2015, numbered 67300147/431.02, the amendment of the Bank's Articles of Association's 38. Article titled "Meetings of the Board of Directors", 39. Article titled "Quorum for Meeting and Decision", 40. Article titled "Resolution Book", 43. Article titled "Power to Represent", 44. Article titled "Duties and Powers of the Board of Directors", 47. Article titled "Responsibility" and 48. Article titled "Remuneration of the Board of Directors" as shown below was accepted unanimously.

DRAFT AMENDMENT OF ARTICLES OF ASSOCIATION OF TEKSTİL BANKASI A.Ş.

PREVIOUS VERSION	NEW VERSION
<p>MEETINGS OF THE BOARD OF DIRECTORS ARTICLE 38</p> <p>Board of Directors shall convene at any time when required by the Bank's business. However, a meeting must be held at least once a month. Board of Directors shall be convoked by the Chairman of the Board of Directors, and in his/her absence, by the Vice Chairman. Each member may demand from the Chairman in writing to convoke the Board of Directors. Meetings shall be held at the head office of the Bank. Meetings may also be held in another city or at another location, upon consent of more than half of the members. Meetings shall be held within the framework of the agenda, distributed by the Chairman or the Vice Chairman to the members before the meeting. Members, at their option, may demand time before the meeting, to examine the files subject to the agenda and may declare their opinion in writing regarding relevant issue. Members and Auditors may demand from the Chairman to include an issue, which they demand to the discussed, in the agenda.</p>	<p>MEETINGS OF THE BOARD OF DIRECTORS ARTICLE 38</p> <p>Board of Directors shall convene at any time when required by the Bank's business. Board of Directors shall be convoked by the Chairman of the Board of Directors, and in his/her absence, by the Vice Chairman. Each member may demand from the Chairman in writing to convoke the Board of Directors. Meetings shall be held within the framework of the agenda, distributed by the Chairman or the Vice Chairman to the members before the meeting. Members, at their option, may demand time before the meeting, to examine the files subject to the agenda and may declare their opinion in writing regarding relevant issue. Members may demand from the Chairman to include an issue, which they demand to the discussed, in the agenda.</p> <p>Parties having the right to attend meetings of the Board of Directors of the Bank, may also attend those meetings in electronic environment according to related article of the Turkish Commercial Code. Bank may establish an Electronic Meeting System which shall enable qualified parties to attend such meeting and to vote in electronic environment according to the provisions of the Communiqué On The Board Meetings To Be Held Electronic Environment In Commercial Companies, Other Than The General Assembly Meetings Of Joint Stock Companies, or may also purchase services from the systems established for this purpose. In the meetings to be held, relevant right holders shall be given the opportunity to exercise their rights set forth in related laws and regulations, through the system established according to this article of the</p>

	<p>Articles of Association of the Company or through the system, from which support services shall be purchased, within the framework as set forth in the provisions of the Communiqué.</p>
<p>QUORUM FOR MEETINGS OF THE BOARD OF DIRECTORS ARTICLE 39</p> <p>Board of Directors shall convene at the presence of at least five members and resolutions are adopted by the affirmative votes of at least four members who are present at the meeting.</p> <p>Members may not cast vote in place of each other. In the absence of the Chairman, a meeting shall be opened and steered by the Vice Chairman.</p>	<p>QUORUM FOR MEETING AND DECISION ARTICLE 39</p> <p>Board of Directors shall convene at the presence of majority of all its members and shall adopt its resolutions by the majority of the members who are present at the meeting. This rules shall also be applied in case a meeting of the Board of Directors is held in electronic environment.</p> <p>Members may not cast vote in place of each other and may not be represented by proxy at the meetings.</p>
<p>RESOLUTIONS BOOK ARTICLE 40</p> <p>Discussions made and resolutions taken at the meetings of the Board of Directors, shall be noted down by a clerk selected among the members or externally and shall be written in a resolutions books, certified for each day.</p> <p>Resolutions must be signed by the members who are present at a meeting and if there are any members opposing a resolution, reasons of their opposition must be indicated in the minutes of the meeting and must be signed by the so voting member.</p> <p>Unless a members demands discussion, resolutions of the Board of Directors may also be taken upon a written proposal by a member regarding a certain issue and obtaining consent of the others in writing relating thereto.</p> <p>Regarding the form, certification of, and the manner of keeping the resolutions book; related provisions of the Turkish Commercial Code and relevant laws and regulations regarding Banks, must be complied with.</p>	<p>RESOLUTION BOOK ARTICLE 40</p> <p>Discussions made and resolutions taken at the meetings of the Board of Directors, shall be noted down by a clerk selected among the members or externally and shall be written in a resolutions books, certified for each day.</p> <p>Resolutions must be signed by the members who are present at a meeting and if there are any members opposing a resolution, reasons of their opposition must be indicated in the minutes of the meeting and must be signed by the so voting member.</p> <p>According to related provisions of the Turkish Commercial Code, if none of members raises a demand to hold a meeting, resolutions of the Board of Directors may also be taken upon a written proposal made by a member of the Board of Directors, which is written down in the form of a resolution, regarding a certain issue and obtaining written approval of at the least the majority of the number of all members. It is a requirement for the validity of a resolution to be taken by such means, that such proposal must be made to all members of the Board of Directors. It is not required to have the approvals on the same paper; however, for the validity of related resolution, all the papers, on which the signatures for approval are affixed, must</p>

	<p>be attached to the resolutions book or converted into the form of a resolution containing signatures of all accepting members and must be thereby included in the resolutions book.</p> <p>Regarding the form, certification of, and the manner of keeping the resolutions book; related provisions of the Turkish Commercial Code and relevant laws and regulations regarding Banks, must be complied with.</p>
<p>POWER TO REPRESENT ARTICLE 43</p> <p>A) Board of Directors may limit its power to represent, for only the affairs of head office or a certain branch or braches in accordance with related provisions of the Turkish Commercial Code.</p> <p>B) Bank shall be managed and represent by the Board of Directors. For agreements, deeds, power of attorneys and all other documents to be issued on behalf of the Bank, to be binding for the Bank; they must bear the signatures of at least two persons, affixed under the trade name of the Bank and according to the terms and conditions referred to in the circular of authorised signatories, prepared by the Board of Directors and registered with the Trade Registry and published in the Turkish Trade Registry Gazette.</p>	<p>POWER TO REPRESENT ARTICLE 43 –</p> <p>Bank shall be managed and represent by the Board of Directors. Board of Directors may limit its power to represent, for only the affairs of head office or a certain branch or braches in accordance with related provisions of the Turkish Commercial Code. For agreements, deeds, power of attorneys and all other documents to be issued on behalf of the Bank, to be binding for the Bank; they must bear the signatures of at least one person, affixed under the trade name of the Bank and according to the terms and conditions referred to in the circular of authorised signatories, prepared by the Board of Directors and registered with the Trade Registry and published in the Turkish Trade Registry Gazette.</p> <p>Board of Directors may confer its representing authority to one or more executive member(s) or to third parties as manager. At least one member of the Board of Directors must hold representing powers. Board of Directors may appoint the members of the Board of Directors who are not authorised to represent or who are affiliated to the company based on an employment contract, as commercial agent or other merchant representatives, with limited powers. Duties and powers of the persons to be so appointed, shall be set out by an internal directive to be issued by the Board of Directors, in accordance with related articles of the Turkish Commercial Code.</p>

<p>DUTIES AND POWERS OF THE BOARD OF DIRECTORS ARTICLE 44</p> <p>Duties and powers of the Board of Directors shall be subject to the principles set out by the Turkish Commercial Code and the laws and regulation relating to Banks and the provisions of these Articles of Association. Board of Directors shall take resolutions in all matters, regarding which it is not required to take a resolution at a General Assembly meeting and which are out of the powers of the Bank’s Credit Committee and the General Manager; or which are specified to be within the powers of the Board of Directors.</p>	<p>DUTIES AND POWERS OF THE BOARD OF DIRECTORS, TRANSFERRING THE MANAGING POWERS ARTICLE 44</p> <p>Duties and powers of the Board of Directors shall be subject to the principles set out by the Turkish Commercial Code and the laws and regulation relating to Banks and the provisions of these Articles of Association. Board of Directors shall take resolutions in all matters, regarding which it is not required to take a resolution at a General Assembly meeting and which are out of the powers of the Bank’s Credit Committee and the General Manager; or which are specified to be within the powers of the Board of Directors.</p> <p>Provided that related provisions of the Turkish Commercial Code and the Banking Act and sub-regulations relating thereto, are reserved; the Board of Directors shall be empowered to convey its duties and powers, out of the scope of powers and duties of the Board of Directors which may not be transferred or waived according to provisions of the Turkish Commercial Code, to one or some of the members of the Board of Directors or to third parties in part or in full, according to an internal directive to be issued by it in accordance with related articles of the Turkish Commercial Code.</p>
<p>RESPONSIBILITY ARTICLE 47</p> <p>Responsibilities of the members of the Board of Directors shall be subject to the provisions of the Turkish Commercial Code, laws and regulations relating to Banks and the Code of Obligations.</p>	<p>RESPONSIBILITY AND INSURANCE ARTICLE 47</p> <p>Responsibilities of the members of the Board of Directors shall be subject to the provisions of the Turkish Commercial Code, laws and regulations relating to Banks and the Code of Obligations.</p> <p>Within the scope of related provisions of the Turkish Commercial Code, insurance coverage may be provided for damages which may be caused to the company by the members of the Board of Directors, by their faults when performing their duties and assurance may be provided to the Bank, thereby.</p>

<p>FEES OF THE MEMBERS OF THE BOARD OF DIRECTORS ARTICLE 48</p> <p>A certain monthly fixed fee and a certain amount of attendance fee for each meeting, shall be paid to the Chairman and the Members of the Board of Directors, for their services they shall render with this capacity.</p> <p>Manner and the amount of fee to be paid, shall be determined and set by the General Assembly.</p>	<p>FEES OF THE MEMBERS OF THE BOARD OF DIRECTORS ARTICLE 48</p> <p>Fees to be paid to the members of the Board of Directors, shall be determined by the General Assembly.</p>
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4) Regarding the 4th item of the agenda,

The discussion was started on the fees paid to the Members of Board of Directors within the terms of the resolution of the extraordinary general assembly meeting dated 22/05/2015 according to the Turkish Commercial Code and the Bank's Articles of Association. The related motion was read out. The chairman of the meeting put the motion to a vote. After being voted, it was unanimously accepted to pay 32.000-TL monthly net fee to the Chairman of the Board of Directors Mr. Xu Keen, 21.000-TL monthly net fee to the Board Member Mr. Gao Xiangyang, 18.500-TL monthly net fee to the Board Member Mr. Wang Qiang,; to continue to pay 20.000-TL monthly net fee to the Independent Board Members Ms. Wang Ying and Mr. Mehmet Hilmi Guler and continue not to make any payment to the Board Member Mr. Zheng Jianfeng; also to authorize the Chairman of the Board of Directors to decide whether any payment will be made to the members of the board of directors who are/will be also committee members and determine how much will be paid to those committee members.

As there is not any other items to discuss on the agenda, the meeting was closed by the chairman of the meeting. This minute was prepared on-site and signed by us (05/11//2015).

Ministry Representative
NEŞECAN ERCÜMAN

Chairman of the Meeting
XU KEEN

Vote Collector
GAO XIANGYANG

Clerk
AHMET MURAT AKIN