

MATERIAL EVENT DISCLOSURE FORM REGARDING INSIDE INFORMATION

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Is the Disclosure Made an Updating? :	Yes
Is the Disclosure Made a Postponed One? :	No
Date and Number:	29/04/2014, YKR/2014/58
Brief Information	Regarding the material event disclosure made by GSD Holding A.Ş. , the main shareholder of our Bank

Below material event disclosure has been made as of the date of 29/04/2014, by GSD Holding A.Ş., the main shareholder of our Bank.

"In the Board of Directors Meeting of our Company held on the date of 27/03/2013, it has been resolved that, for the purposes of determining and evaluating strategic options such as possible partnership, cooperation in the banking sector and/or sale of shares relating to Tekstil Bankası A.Ş. (the "Bank"), of which our Company is the main shareholder; studies shall be started including to take opinion and support from consulting companies when required.

And, in the Board of Directors Meeting of our Company held on the date of 03/04/2013, it has been resolved to authorise BNP Paribas as the financial advisor and Atım&Atım Law Office and Paksoy Law Firm as the legal advisors exclusively in connection with the sale of all or a part of shares held by our Company in Tekstil Bankası A.Ş., of which our Company is the main shareholder, to possible buyers and subsequently, in the Board of Directors Meeting of our Company held on the date of 13/12/2013, consultants relating to said process has been changed and it has been resolved to appoint Merrill Lynch International London as the financial advisor, Atım&Atım Law Office as the legal advisor exclusively.

Considering the facts that the resolutions of the Board of Director of our Company dated 27/03/2013 and 03/04/2013 have been disclosed to public and the public has been informed that negotiations would be carried out regarding possible sale of shares of Tekstil Bankası A.Ş., held by our Company; based on the opinion that the disclosure of negotiations to be made with possible buyers within the framework of said resolutions, to public before the negotiations are concluded by a share purchase agreement, might affect the results of the

agreement and might cause losses to be suffered by related parties and such possible losses might be at a higher level if it leads possible buyers demanding to withdraw from negotiations; according to article 15 of the Capital Markets Board Communiqué Serial:VIII No:54, it has been resolved by the resolutions of our Board of Directors dated 09/04/2013 and no.2013/13, to postpone disclosure of said information to public.

In the 2012 Ordinary General Assembly Meeting of our Company, held on the date of 30/05/2013, it has been resolved that the aforesaid resolution of our Board of Directors dated 27.03.2013 and no.2013/11, which is considered as a material event according to article 23 of the Capital Markets Law, be accepted exactly in accordance with article 408/2-f of the Turkish Commercial Code no.6102 and article 23 of the Capital Markets Law no.6362 and that the Board of Directors be assigned with the duty to conduct transactions referred to in said resolution.

Within the scope of said assignment, as a result of negotiations carried out by consulting firms authorised by our Board of Directors, a share purchase-sale agreement has been signed between our Company and Industrial and Commercial Bank of China Limited (ICBC) on the date of 29/04/2014, which contains provisions regarding below mentioned issues and which shall come into force after required permissions are taken from competent authorities in China and Turkey;

a) sale of 75,50% shares of Tekstil Bankası A.Ş., held by our Company, to ICBC;

b) as a result of negotiations carried out taking into account the audited financial statements of Tekstil Bankası A.Ş. as of the date of 31/12/2013, determining the total sale price for 75,50% shares of Tekstil Bankası A.Ş., held by our Company, as 668.810.011,63 Turkish Liras; collecting said price in US Dollars by calculating it based on the average of foreign exchange purchase rates of the CBRT (Central Bank of the Republic of Turkey) realised a short while ago, before closing date of the transaction;

c) reflecting the change in the net asset value of Tekstil Bankası A.Ş. as of the closing date of transaction, to the sale price at the rate of shares subject to sale; collecting said price in US Dollars by calculating it based on the average of foreign exchange purchase rates of the CBRT (Central Bank of the Republic of Turkey) realised a short while ago, before closing date of the transaction;

d) provisions such as representations and warranties and undertakings before closing, compensations, etc. and other provisions ordinary for a sale-purchase agreement. Said sale of shares is a material event according to article 23 of the Capital Markets Law no.6362 and therefore, this transaction shall be submitted for approval of the first General Assembly to be held not later than the first half of June 2014, in accordance with article 408/2-f of the Turkish Commercial Code no.6102."

There is no other material event disclosure to be supplemented by our Bank to the above mentioned disclosure.

TEKSTİL BANKASI A.Ş.
29 April 2014, 14:30