

**MATERIAL EVENT DISCLOSURE FORM REGARDING INSIDE INFORMATION**  
**Notice Regarding Capital Increase-Decrease**

|   |   |  |
|---|---|--|
| <b>Address of the Partnership</b>                                     | : | Maslak Mah., Dereboyu/2 Cd., No:13, 34398<br>Sarıyer-İstanbul                    |
| <b>Telephone and Fax Numbers</b>                                      | : | 212 - 3355335 / 212 - 3281328  |
| <b>E-mail address</b>   | : | info@icbc.com.tr   |
| <b>Telephone and Fax Numbers of the Unit of Shareholder Relations</b> | : | 212 - 3355138 / 212 - 3355670  |
| <b>Is the Explanation Made an update?</b>                             | : | No   |
| <b>Is the Explanation Made a revision?</b>                            | : | No   |
| <b>Is the Explanation Made a Deferred Explanation?</b>                | : | No   |
| <b>The related inside information disclosure made previously</b>      | : | -  |
| <b>Date and Number</b>  | : | 02/11/2016- YKR/2016/60  |
| <b>Summary Info</b>   | : | Board Resolution About Amendment of Articles of Association for Capital Increase |

**EXPLANATION:**

|   |             |
|---|-------------|
| <b>Board Resolution Date</b>                  | 02.11.2016  |
| <b>Upper Limit of Registered Capital (TL)</b> | 0           |
| <b>Current Capital (TL)</b>                   | 420.000.000 |
| <b>Planned Capital (TL)</b>                   | 860.000.000 |

**Capital Increase (Through Rights Issues)**

| Share Group                              | Current Capital (TL) | Amount of Rights Issues (TL) | Ratio of Rights Issues (%) | Price (TL) | Securities Group | Securities                         | Type       |
|--|----------------------|------------------------------|----------------------------|------------|------------------|------------------------------------|------------|
| A Group (free float) ICBCT, TRATEKST91N0 | 294.000.000          | 308.000.000                  | 104,76190                  | 1          | A Group          | A Group, ICBCT, TRATEKS T91N0      | Nominative |
| B Group, not traded, TRETksB00016        | 126.000.000          | 132.000.000                  | 104,76190                  | 1          | B Group          | B Group, not traded, TRETksB 00016 | Nominative |

|       | Current Capital (TL) | Amount of Rights Issues (TL) | Ratio of Rights Issues (%) | Price(TL) |
|-------|----------------------|------------------------------|----------------------------|-----------|
| TOTAL | 420.000.000          | 440.000.000                  | 104,76190                  | 1         |

**Currency**                      **TRY**

## **Other Issues**

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**The Article Number of  
the Articles of  
Association To Be  
Amended : 8**

## **Other Explanations**

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According to the Board Resolution dated 02/11/2016, it is resolved that;

Amendment to the 8<sup>th</sup> Clause of the Articles of Association to increase the share capital from TL-420.000.000 to 860.000.000 (at the rate of 104,76%) by issuing new shares in cash shall be made as attached, and authority is given to the General Management to obtain necessary approvals from the Banking and Regulation Supervision Agency, Capital Markets Board and Ministry of Custom and Commerce, and to complete other related works.

**Annex:** Draft Amendment to the Articles of Association.

We do declare that our explanations above are in compliance with the principles in the applicable Communiqué on Special Conditions of Capital Markets Board, that they reflect information received by us on this/these matters completely, that information are in compliance with our books, records and documents, that we have made the best effort to obtain information on this subject completely and accurately and that we are responsible from these explanations.

**ICBC TURKEY BANK A.Ş.  
02/11/2016 Time: 13:33**

ANNEX

**DRAFT AMENDMENT OF ARTICLES OF ASSOCIATION OF  
ICBC TURKEY BANK A.S.**

| <b>OLD VERSION</b>   | <b>NEW VERSION</b>   |
|--|--|
| <p><b>ARTICLE 8 –</b><br/>Bank’s share capital is TL 420.000.000 (Four Hundred Twenty Million) Turkish Liras. This share capital is divided into 4.200.000.000 (Four Billion Two Hundred Million) shares each having a nominal value of 0.1- Turkish Lira (Ten Kuruş), 2.940.000.000 (Two Billion Nine Hundred Forty Million) of them corresponding to Group (A) registered shares; 1,260,000,000 (One Billion Two Hundred Sixty Million) of them corresponding to Group (B) registered shares. Group (A) and (B) shares are all registered shares.</p> <p>The entirety of the bank’s previous TL300,000,000 share capital has been fully paid.</p> <p>Of the total capital increase of TL 120,000,000, TL 9,449,000 has been met by the effects on inflation accounting on share capital, TL 50.551.000 has been met by the Extraordinary Reserves. The increase in cash was fully subscribed free from collusion by the shareholders. Of the remaining TL 60.000.0000 share capital, TL 42.000.000 was paid through the offering of Group (A) shares, and TL 18,000,000. Was paid through the offering of Group (B) shares to the public.</p> <p>During the increase of capital, against the shares of group A the shares A, against the shares of group B the shares B shall be issued. In the event the rights of purchasing new shares is restricted, only Group (B) shares will be issued. In this case, the owners of Group (A) share will be able to acquire Group (B) shares proportionate to their shares.</p> <p>Unless the issued shares are sold entirely and paid in full, new share cannot be issued.</p> <p>Shares representing the capital shall be monitored within the framework of dematerialization principles.</p> <p>The share capital of the Bank can be increased or decreased within the framework of the provisions of Turkish Commercial Code, Capital Market Law, Banking Law and the relevant legislation.</p> | <p><b>ARTICLE 8 –</b><br/>Bank’s share capital is TL-860.000.000 (Eihgt Hundred Sixty Million Turkish Liras). This share capital is divided into 8.600.000.000 (Eight billion six hundred million) shares each having a nominal value of 0.1- Turkish Lira (Ten Kuruş); 6.020.000.000 (six billion twenty million) of them corresponding to Group (A) registered shares; 2.580.000.000 (Two Billion Five Hundred and Eighty Million) of them corresponding to Group (B) registered shares. Group (A) and (B) shares are all registered shares.</p> <p>The bank’s previous TL-420.000.000 share capital was fully paid.</p> <p>Of the total capital increase of TL-440.000.000; TL-308.000.000 was paid through the offering of Group (A) shares, and TL-132.000.000 was paid through the offering of Group (B) shares to the public.</p> <p>During the increase of capital, against the shares of group A the shares A, against the shares of group B the shares B shall be issued. In the event the rights of purchasing new shares are restricted, only Group (B) shares will be issued. In this case, the owners of Group (A) share will be able to acquire Group (B) shares proportionate to their shares.</p> <p>Unless the issued shares are sold entirely and paid in full, new share cannot be issued.</p> <p>Shares representing the capital shall be monitored within the framework of dematerialization principles.</p> <p>The share capital of the Bank can be increased or decreased within the framework of the provisions of Turkish Commercial Code, Capital Market Law, Banking Law and the relevant legislation.</p> |