

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

In accordance with the Turkish Commercial Code (TCC) decrees, the Ordinary General Shareholders' Meeting of our Bank for 2010 will be held to discuss the agenda written below, **on Wednesday, April 18, 2012 at 10:30** in the Headquarters located in Ankara Söğütözü Mahallesi 2. Cadde No:63. Pursuant to Article 362 of the Turkish Commercial Code, our Bank will make available the 2011 Balance Sheet, the Profit/Loss Statement, the Distribution of Profit, the Annual Report and the Independent Auditors' Report at the Headquarters Building as of **Tuesday, April 3, 2012** for shareholders' perusal. Meanwhile, the stated documents and their enclosures can be reached on Halkbank's website at www.halkbank.com.tr on the Investor Relations page Corporate Governance/General Assembly and Financial Information.

For those who will attend the meeting by proxy, a sample proxy form is provided below. The sample proxy form can also be reached on Halkbank's website at [http://www.halkbank.com.tr/images/misc/English/investor_relations/Corporate Governance/General Assembly/form for voting.pdf](http://www.halkbank.com.tr/images/misc/English/investor_relations/Corporate_Governance/General_Assembly/form_for_voting.pdf)

Inheritors who are entitled to the shares of a deceased bank shareholder are not allowed to attend the General Assembly and cast votes separately based on certificate of inheritance or heir's certificate, pursuant to Article 400 of the Turkish Commercial Code. The inheritors must appoint a joint representative, who must, in turn, attend the General Assembly with the following letter of proxy, signed by all the inheritors and approved by a notary public.

According to Article 18 of the Banking Law no. 5411: share acquisitions causing the direct or indirect shares of one person or one partner to exceed 10 %, 20 %, 33 % and 50 % of the equity; or share transfers causing it to decrease around the levels mentioned above, are subject to the permission of the Board. According to sub-paragraphs no.5 and 6 of Articles 11/A and 11 of the "Regulation on Transactions of Banks Subject To Permission and Indirect Share Ownership" published by the BRSA; the Board of Directors of the Bank is obliged to determine whether participants of the general assembly asked permission of the Board for share acquisitions or transfers in the method stated in Article 18 of the Banking Law No. 5411.

For this reason, if our shareholders owning Bank shares listed on the ISE are to acquire or transfer shares in the ratios stated in the mentioned Law article directly or indirectly, they must submit documents indicating that the required permissions were obtained from BRSA prior to attending the general assembly.

Shareholders with shares listed on the ISE should present their shareholder blocking notes and BRSA permission letter on share acquisition or transfer in the stated ratios, if any, to the Headquarters Financial Accounting and Reporting Department (for Istanbul, Phone no: 0212 393 09 87 and 0212 393 09 64, for Ankara, Phone no: 0312 289 30 21 and 0312 289 30 41) by **Monday, April 16, 2012** at the latest and obtain an admission card.

For the purpose of preparation to the Meeting, **Shareholders whose share are listed on the ISE** should present the information regarding their/or their representatives' participation to the numbers mentioned above until **Monday, April 16, 2012**.

We cordially invite our shareholders to attend the Meeting in the above stated date and time.

TÜRKİYE HALK BANKASI A.Ş.
BOARD OF DIRECTORS

Agenda:

- 1-) Opening and formation of the Board of Presidency,
- 2-) Authorization of the Board of Presidency to sign the minutes of the Ordinary General Shareholder's Meeting,
- 3-) Reading and discussion of the Board of Directors' Annual Report, Internal Auditors' Report, and Independent Auditors' Report for 2011,
- 4-) Reading, discussion and approval of the Balance Sheet, Profit & Loss Statement and the Dividend Distribution of 2011 Profit,
- 5-) Submission of the appointments to the Board of Directors made by the Board of Directors according to the Article 315 of the TCC during the accounting period to the General Assembly,
- 6-) Release of members of the Board of Directors and Auditors,
- 7-) Selection of members of the Board of Directors and Auditors
- 8-) Determination of remuneration of the members of the Board of Directors and Auditors,
- 9-) Informing the General Assembly on the fact that shareholders who own shares registered in their own name must register such shares with the Central Registry Agency in their own name by year-end 2014, pursuant to Article 157 of Law no 6111 and paragraphs 3 and 4, included in Provisional Article 6 of Capital Markets Law no 2499,
- 10-) Informing of the General Assembly with regard to the charitable donations of 2011,
- 11-) Requests and Closing Remarks.