

SPECIAL CIRCUMSTANCES DECLARATION FORM

Trade name of Company/  
Name of Shareholders : Türk Ekonomi Bankası A.Ş.  
Address : Meclis-i Mebusan Cad. 35, 34427, Fındıklı-İSTANBUL  
Telephone and Fax No. : (0212) 251 21 21 - (0212) 249 65 68

Subject : Declaration to be made pursuant to the Communiqué Serial: VIII, No: 54 of the Capital Market Board

Istanbul, 29 September 2010

To the Istanbul Stock Exchange Evaluation and Statistic Department

ISTANBUL

Declared Special Circumstance:

I) In the meeting dated September 29, 2010 and numbered 4448/91 of our Bank's Board of Directors,

It has been resolved that, the Extraordinary General Assembly Meeting of our Bank, will be held to discuss the below stated agenda items on 19 October 2010 at 11:00 in the address of Meclis-i Mebusan Caddesi, Dereli İş Merkezi, No: 53, Kat: 10 Fındıklı/Istanbul, the announcement for the meeting will be made through the Trade Registry Gazette, and two daily published gazettes in Turkey and pursuant to the Turkish Commercial Code and the Articles of Association of the Company, letters of convocation will be send to the shareholders of the company who are registered in the share ledger with regard to the shares other than the listed shares, moreover the Banking Regulation and Supervision Agency, Central Registry Agency Inc., the Provincial Directorate of the Ministry of Industry, and Commerce, the Capital Markets Board and the Istanbul Stock-Exchange will be informed about the date, address and agenda of the Extraordinary General Assembly meeting and the General Management will be authorised to execute all necessary transactions.

**“THE AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING:**

- 1- Opening and formation of the Presiding Board, composed of a Chairman, two vote collectors and two secretaries,
- 2- Granting authorization to the Presiding Board for signing the meeting minutes,
- 3- Approving the appointment executed pursuant to Article 315 of the Turkish Commercial Code with respect to the resigned member of the Board of Directors,
- 4- Decision on the approval of appointment to the position that became vacant due to the resignation of Ayşe AŞARDAĞ, auditor, pursuant to Article 351 of the Turkish Commercial Code,
- 5- Reading, discussion and approval of the financial statements dated 30 June 2010, approved by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., which will be the basis of the merger of Fortis Bank A.Ş., under our Bank,
- 6- Reading, discussion and approval of the draft merger agreement,
- 7- Authorization to the board of directors of our Bank to finalize and sign the merger agreement,

8- Authorization to the board of directors of our Bank to prepare the amendments of the articles of association due to merger,

9- Decision on the approval, amendment or rejection of the Board of Directors' proposal on the distribution of profit, discussion of proposals related to the same.

**II)** In line with the application details set forth under Provisional Article 6 of Capital Markets Law (Law No. 2499) and the General Letter of Central Registry Agency ("CRA") dated 30 January 2008 and numbered 294, for the shareholder's voting in the General Assembly meeting, the registration of shares in the name of the shareholder shall be completed. In the event that the shares are not registered, our shareholders' participation in the General Assembly Meeting cannot be possible.

The shareholders who will attend the General Assembly meeting individually or via proxy shall submit the below listed documents, before the meeting date, to the Shareholders Unit of the Bank's Head Office or to Branches, and obtain the Entrance Cards or shall apply before the establishment of Presidential Board of the General Assembly, at the latest.

- Identity documents and/or proxies,
- General assembly blocking letters related to the shares that they own,
- In addition to the above listed documents, the authorization document of the person who is authorized by the legal entity shareholders

We hereby inform that, as an obligation, the proxies shall be prepared in line with the Communiqué Serial: IV, No: 8 of the Capital Market Board, be notarized or a notarized copy of the signature circular shall be attached to the proxy.

We hereby state that the above explanations comply with the provisions of the Communiqué of the Capital Market Board, Serial: VIII, No: 54, they fully represent the information which we received on this issue/issues, the declared information is compatible with the documents, related books and records of the Company, we used all the efforts to gather the information complete and accurate and we are responsible for the explanations stated above.

Kind Regards,