

İŞ FİNANSAL KİRALAMA A.Ş.
INFORMATION DOCUMENT ON THE
ORDINARY GENERAL ASSEMBLY MEETING OF 2012

The 2012 Ordinary General Assembly Meeting of our Company will be held on 28 March 2013, Thursday at 14:00, at the venue "İş Kuleleri, Kule 3, Kat 25, 34330 4. Levent–Istanbul" in order to evaluate and resolve on the agenda provided below.

A detailed Memorandum of Information containing the Board of Directors' Annual Report, Auditor Report, Independent Audit Report, Balance Sheet and Profit & Loss Statement, Profit Distribution Proposal for 2012 activity year, as well as the required explanations on the agenda items and for compliance with the Capital Markets laws and regulations, will be available for the review of our Shareholders in the Company Headquarters ,in the Company's website at www.isleasing.com.tr address and in Electronic General Assembly system of Central Registry Agency (CRA), within the legal period of time and three weeks prior to the meeting.

Pursuant to 4th paragraph of article 415 of the Turkish Commercial Code (TCC) no. 6102, the rights to participate and vote in the General Assembly meeting cannot be conditioned upon deposit of share certificates. Our shareholders who will personally attend or be represented by a proxy in the General Assembly meetings do not need to have their shares blocked in the Central Registry Agency (CRA). Our shareholders who are going to attend the General Assembly meetings personally and physically are required to show an identity document in the meeting. However, if and when our shareholders who do not want disclosure of any information on their identity and on their shares in their accounts to our Company and therefore, such information of whom cannot be seen by our Company, wish to participate in a General Assembly Meeting, they are required to apply to intermediary institutions, where their accounts are held, and to **ensure removal of the restriction preventing the disclosure to our Company** of information their identity and on their shares in their accounts to our Company, by no later than 16:30 hrs on 27 March 2013.

Pursuant to 4th paragraph of article 1527 of the Turkish Commercial Code, our shareholders may in their option participate in a General Assembly meeting via electronic media or personally or through representatives. Those wishing to attend a General Assembly meeting personally or through representatives are required to report their preference via the Electronic General Assembly System (EGAS) provided by CRA, by 1 (one) day prior to the date of the General Assembly meeting.

Our shareholders willing to be represented by a proxy in the meeting are required to deliver to the Company Headquarters a power of attorney to be granted in favor of third parties via a notary public, as shown in the following format, until the end of work hours on Thursday, 21 March 2013, i.e. at least one week prior of the date of meeting, or to have the identity information of the appointed proxy registered in EGAS by 1 (one) day prior to the date of meeting. A proxy appointed via EGAS is not separately required to submit a physical power of attorney, and a proxy appointed via EGAS may attend a General Assembly meeting both physically and via EGAS. However, a proxy who is going to attend a meeting physically and by proxy is required to show an identity document in the meeting, whether appointed via EGAS or by a notary-certified power of attorney.

Those wishing to attend the General Assembly meeting via EGAS are, in order to be able to use their shareholding rights flawlessly, required to be registered in e-MKK Information

Portal and also required to have a secure electronic signature for direct participation in or appointment of proxy for the General Assembly meeting via EGAS. Furthermore, proxies who are going to attend the meeting via EGAS are also required to have a secure electronic signature. Pursuant to article 1526 of TCC, notifications to be made via EGAS in the name of legal entity shareholders are required to be signed in the name of that legal entity by an authorized signatory thereof by using a secure electronic signature generated in the signatory's own name.

For voting of agenda topics in the annual ordinary meeting of the General Assembly, without prejudice to the provisions on voting via electronic media, the open voting method by show of hands will be used.

The General Assembly meeting will be held within the frame of provisions of the Turkish Commercial Code, the Capital Markets Law and the Articles of Association of the Company. Those holding at least one share registered in their name may participate in the meeting physically or electronically, personally or by proxy. Our Shareholders or their proxies intending to attend the meeting physically are hereby kindly requested to arrive at the meeting place no later than one hour prior to the time of meeting for identity control purposes.

Pursuant to the Capital Markets Law, a separate notification will not be sent to Shareholders by registered mail, for their registered shares quoted and traded in the Exchange.

All our shareholders are hereby invited to our General Assembly meeting.

İŞ FİNANSAL KİRALAMA A.Ş.
BOARD OF DIRECTORS

EXPLANATIONS ON THE AGENDA OF GENERAL ASSEMBLY MEETING

1. Opening and forming of the meeting's Presidential Board;

Chairman and other Chairmanship Council members will be elected for management of the General Assembly meeting within the frame of pertinent provisions of the "Turkish Commercial Code" (TCC) and the "Regulation on Procedures and Principles of Meetings of General Assembly of Joint-Stock Companies and on Representatives of the Ministry of Customs and Trade In Such Meetings".

2. Reading and discussion of the Board of Directors' Annual Report, Auditor Report, Declaration of Compliance on Corporate Governance Principles and Independent Auditor Report relating to 2012 activities and operations;

Within the frame of provisions of TCC, the Regulation and the Capital Markets laws and regulations, the Board of Directors' Annual Report containing also the corporate governance principles compliance statement, as well as Auditor Report and Independent Audit Report have been made available for inspection by our shareholders in our Company's headquarters, and in CRA's Electronic General Assembly Portal, and in the Company's website at www.isleasing.com.tr address, three weeks prior to the date of General Assembly meeting, and will be read and presented to comments and approval of our shareholders in the General Assembly meeting.

3. Reading, discussion and approval Financial Statements of 2012;

Within the frame of provisions of TCC, the Regulation and the Capital Markets laws and regulations, the Financial Statements of our Company have been made available for review of our shareholders in our Company's headquarters, and in CRA's Electronic General Assembly Portal, and in the website at www.isleasing.com.tr address, three weeks prior to the date of General Assembly meeting, and will be read and presented to approval of our shareholders in the General Assembly meeting.

4. Discussing and deciding the Profit Distribution Proposal of the Board of Directors;

The profit distribution proposal included in our financial statements of the accounting period of 01.01.2012 – 31.12.2012 which are prepared and issued by our Company and are audited by Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi according to the Turkish Accounting/Financial Reporting Standards and additions and interpretations thereof issued by the Turkish Accounting Standards Board within the frame of the "Communiqué on Uniform Chart of Accounts and Prospectus To Be Applied and on Formats and Contents of Financial Statements To Be Disclosed to Public by Financial Leasing, Factoring and Finance Companies" published by the Banking Regulation and Supervision Authority in Official Gazette edition 26525 on 17 May 2007, and according to the "Communiqué on Procedures and Principles of Provisions To Be Set Aside by Financial Leasing, Factoring and Finance Companies For Their Receivables" published by BRSA in Official Gazette edition 26588 on 20 July 2007, will be presented to the approval of the General Assembly of Shareholders.

Payment of a bonus dividend of 35,365 thousand TL out of the net profit of the period of 40,805 thousand TL shown in the consolidated financial statements will be presented to the approval of the General Assembly of Shareholders.

5. Approval of Directors elected as per article 363 of the Turkish Commercial Code and article 9 of the Articles of Association for the seats vacated in the Board of Directors during the period;

In the meeting of the Board of Directors dated 27 August 2012, it is decided that Mr. Suat İnce and Mr. Ozan Gürsoy who have resigned from the Board of Directors pursuant to article 25 of the Law on Effectiveness and Implementation of Turkish Commercial Code no. 6103 be re-appointed as Directors in accordance with article 363 of the Turkish Commercial Code, for presentation to the approval of the General Assembly in its next meeting, and also that their seats in the Board of Directors and their signature authorization of first degree granted by the resolutions of the Board of Directors, no. 1933, dated 29 March 2012, be maintained and continued.

In the Board Meeting dated on 03 September 2012, it is decided that Mr. A. Oğuz Dincer and Mr. M. Armağan Saraçoğlu who have resigned from the Board of Directors pursuant to article 25 of the Law on Effectiveness and Implementation of Turkish Commercial Code no. 6103 be re-appointed as Directors in accordance with article 363 of the Turkish Commercial Code, for presentation to the approval of the General Assembly in its next meeting, and also that their seats in the Board of Directors and their signature authorization of first degree granted by the resolutions of the Board of Directors, no. 1933, dated 29 March 2012, be maintained and continued.

In the meeting of the Board of Directors dated 06 September 2012, it is decided that Mr. Halil Eroğlu who has resigned from the Board of Directors pursuant to article 25 of the Law on Effectiveness and Implementation of Turkish Commercial Code no. 6103 be re-appointed as Director in accordance with article 363 of the Turkish Commercial Code, for presentation to the approval of the General Assembly in its next meeting, and also that his seat in the Board of Directors and his signature authorization of first degree granted by the resolutions of the Board of Directors, no. 1933, dated 29 March 2012, be maintained and continued.

Mr. A. Oğuz Dincer, General Manager of the Company and member of Board of Directors, has resigned from his positions as of 05 February 2012, and Mr. Hasan Kimya Bolat has been appointed in his place as General Manager and member of Board of Directors as of 07.03.2013.

Appointments made to the Board of Directors during the period will be presented to the approval of the General Assembly.

6. Release of the Directors and the Internal Auditors;

Within the frame of provisions of TCC and the Regulation, the release of the members of the Board of Directors and the Board of Auditors from their responsibilities for 2012 activities, transactions and accounts will be presented to the approval of the General Assembly.

7. Election of Directors and determination of their term of office, and information of the shareholders about the outside duties and jobs of the Directors and their justification, according to the existing registered Articles of Association;

Members of the Board of Directors will be elected in accordance with pertinent provisions of TCC and the Regulation and our existing registered Articles of Association. Outside duties and jobs of the Directors and their justification will be presented to the Shareholders for information purposes.

According to article 8 of our Articles of Association;

Members of the Board of Directors are elected from among nominees to be nominated by Group (A) Shareholders.

8. Determination of remunerations payable to the Directors;

Remunerations payable to the Directors will be determined in accordance with pertinent provisions of TCC and the Regulation and the Capital Markets laws, and our Articles of Association.

9. Giving permission to persons named by the relevant applicable laws for performance of the transactions referred to in articles 395 and 396 of the Turkish Commercial Code, and giving information about the transactions mentioned in article 1.3.7 of the Corporate Governance Principles;

Authorization of the controlling shareholders, the Directors and top echelon executives, and their spouses and blood relatives and relatives by marriage up to second degree for performance of the works and acts listed in article 395 "Ban on Transaction With and Indebtedness To Company" and article 396 "Non-competition" of the Turkish Commercial Code will be presented to the approval of the General Assembly of Shareholders.

Pursuant to mandatory principle no. 1.3.7 of the Corporate Governance Principles, if and when the controlling shareholders, the Directors and top echelon executives, and their spouses and blood relatives and relatives by marriage up to second degree enter into a material transaction which may lead to conflict of interests with the Company or its affiliates, and/or engage in their own name or in the account of third parties in any commercial transaction within the fields of business of the Company or its affiliates, or enter as an unlimited liability partner in another company engaged in the same type of business with the Company, then and in this case, the General Assembly is required to be informed thereabout. As per this principle, the shareholders will be informed about the acts and transactions of this type realized during the year.

10. Approval and election of independent audit firm proposed by the Board of Directors;

In accordance with TCC and Capital Markets laws and regulations, in its meeting of 28.02.2013, the Board of Directors has decided to elect Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (KPMG) as the independent external audit firm of our Company for 2013, and this election will be presented to the approval of the General Assembly.

11. Presentation of the Profit Distribution Policy to the General Assembly for approval purposes;

Pursuant to the Capital Markets laws and regulations, the Company Profit Distribution Policy written and disclosed to public will be presented to the approval of the General Assembly.

12. Presentation of the Donations Regulation to the General Assembly for information and approval purposes;

The Donations Regulation prepared pursuant to the principle 1.3.11 of the Corporate Governance Principles of the Capital Markets Board will be presented to our Shareholders for information and approval purposes as a separate item in the General Assembly meeting.

13. Informing the General Assembly about the donations and grants made in 2012;

Pursuant to the Capital Markets laws and regulations, donations made during the year are required to be presented to the General Assembly for information purposes. Said agenda topic is not for approval of the General Assembly, and is only for information purposes. Our Company has made a total donation of 26 thousand TL in 2012.

14. Determination of an upper limit for donations of the Company pursuant to 5th paragraph of article 19 of the Capital Markets Law;

Pursuant to the Capital Markets laws and regulations, an upper limit is required to be determined by the General Assembly for donations to be made by the Company. The yearly donation limit determined by the Company management for 2013 is 115 thousand TL which amount will be presented to approval of the General Assembly.

15. Presentation to the General Assembly for approval purposes of the proposed amendments in articles 1, 3, 4, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 18, 20, 21, 22, 23, 24, 25, 27, 28, 34, 35 and 36 and the proposed cancellation of articles 19, 26, 29, 30, 31, 32 and 33 of the Corporate Articles of Association, providing that the required permissions are received from the relevant governmental bodies and authorities;

Providing that the required permissions are received from the Republic of Turkey, Prime Ministry, Capital Markets Board and the Republic of Turkey, Customs and Trade Ministry, the proposed amendments in articles 1, 3, 4, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 18, 20, 21, 22, 23, 24, 25, 27, 28, 34, 35 and 36 and the proposed cancellation of articles 19, 26, 29, 30, 31, 32 and 33 of the Corporate Articles of Association will be presented to the approval of our shareholders.

16. Presentation to the General Assembly for approval purposes of the Internal Bylaws on Operating Principles and Procedures of General Assembly of the Company;

Pursuant to article 419/2 of TCC, our Company's Board of Directors is under obligation to prepare an "Internal Bylaws" containing rules relating to operating principles and procedures of the General Assembly in accordance with the minimum elements set forth

in the "Regulation on Procedures and Principles of Meetings of General Assembly of Joint-Stock Companies and on Representatives of the Ministry of Customs and Trade In Such Meetings" published by the Republic of Turkey, Customs and Trade Ministry, and to present the same to approval of the General Assembly in its first meeting. The "Internal Bylaws" attached hereto, prepared by our Board of Directors, will be presented to approval of the General Assembly of Shareholders.

17. Wishes and closing.

İŞ FİNANSAL KİRALAMA ANONİM ŞİRKETİ
INTERNAL BYLAWS
ON OPERATING PROCEDURES AND PRINCIPLES OF
GENERAL ASSEMBLY

FIRST PART
Purpose, Scope, Grounds and Definitions

ARTICLE 1 - Purpose and Scope:

(1) The purpose of this Internal Bylaws is to set down the operating procedures and principles of the General Assembly of İş Finansal Kiralama Anonim Şirketi within the frame of provisions of the Turkish Commercial Code and other applicable laws and regulations as well as the Articles of Association of the Company. This Internal Bylaws covers all and any ordinary and extraordinary meetings of the General Assembly of İş Finansal Kiralama Anonim Şirketi.

ARTICLE 2 - Grounds:

(1) This Internal Bylaws is issued by the Board of Directors in reliance upon and in accordance with the provisions of the "Regulation on Procedures and Principles of General Assembly Meetings of Joint-Stock Companies and on Representatives of the Ministry of Customs and Trade In Such Meetings".

ARTICLE 3 - Definitions:

(1) For the purposes and in the context of this Internal Bylaws:

- a)** "Sitting" refers to one daily meeting of the General Assembly;
- b)** "Code" refers to the Turkish Commercial Code no. 6102 dated 13/01/2011;
- c)** "Session" refers to each part of each sitting interrupted for break, lunch or similar other reasons;
- d)** "Meeting" refers to each of ordinary and extraordinary meetings of the General Assembly;
- e)** "Chairmanship committee" refers to a committee composed of a meeting chairman elected by the General Assembly to chair the meeting, and of a vice chairman to be elected by the General Assembly if and when required, and a secretary to be appointed by the meeting chairman, and if deemed necessary by the meeting chairman, a vote-collector, in accordance with first paragraph of article 419 of the Code.

SECOND PART
Operating Procedures and Principles of
General Assembly

ARTICLE 4 - Applicable Provisions:

(1) Meetings are held in accordance with the provisions of the Code and other applicable laws and regulations and the Articles of Association pertaining to general assembly meetings.

ARTICLE 5 - Entrance to Meeting Place and Preparations For Meeting:

(1) Those having the right of access to the meeting place are shareholders named in the list of attendants prepared by the Board of Directors, or proxies of shareholders; members of the Board of Directors; internal auditor (if any); other executives of the Company; sound and video recording technicians; representative of the Ministry of Customs and Trade (if appointed) and persons to be elected or appointed to chairmanship committee.

(2) At the time of entry to the meeting place, natural person shareholders and representatives of electronic general assembly system established pursuant to article 1527 of the Code are required to show their identity cards, and proxies of natural person shareholders are required to show their identity cards together with their certificates of representation, and proxies of legal entity shareholders are required to submit their certificates of authorization, and they have to sign beside their names in the list of attendants of the meeting. Such identity control will be affected by the Board of Directors or by one or more directors assigned by the Board of Directors or by person or persons appointed by the Board of Directors.

(3) It is the duty of the Board of Directors to choose and prepare a meeting hall of an adequate size for physical attendance of all shareholders, and to make available and ready at the meeting place all kinds of stationery, documents, tools and instruments to be needed during the meeting. Without prejudice to the provisions of the applicable laws pertaining to electronic general assembly system, the meeting is recorded via sound and video recording system.

ARTICLE 6 - Opening of Meeting:

(1) Meetings are held in the Company's headquarters or at any other place convenient for the meeting within the borders of Istanbul or outside the borders of Istanbul or abroad, at the pre-determined and announced date and time and are opened by president or vice president or any one of members of the Board of Directors upon determination and evidencing by a memorandum that meeting quorums stipulated by the Articles of Association are reached.

ARTICLE 7 - Composition of Chairmanship Committee:

(1) Under chair of the person opening the meeting as per provisions of the preceding article 6 of this Internal Bylaws, a chairman and if deemed necessary, a vice chairman, who may not be a shareholder, will be elected from among the nominated nominees for management of the General Assembly Meeting.

(2) The Chairman appoints at least one secretary and if deemed necessary a sufficient number of vote-collectors. The Meeting Chairman assigns experts for performance of the technical requirements of the electronic general assembly system during the meeting.

(3) The Chairmanship Committee is authorized to sign meeting minutes and all other documents relied upon by the minutes.

(4) In chairing and managing the General Assembly Meetings, the Chairman acts in compliance with the Code and other applicable laws and regulations, as well as the Articles of Association and this Internal Bylaws.

ARTICLE 8 - Duties and Powers of Chairmanship Committee:

(1) The Chairmanship Committee fulfills the following duties under chair and management of the Chairman:

(a) To check whether the meeting is held at the address shown in the call/ advertisement or not, and if specified in the Articles of Association, whether the meeting place is fit and convenient or not.

(b) To check whether the General Assembly is called for the meeting by a call/advertisement published in the Company's internet website and in the Turkish Trade Registry Gazette, as detailed in the Articles of Association, or not, and whether this call is made at least three weeks prior to the date of meeting, except for advertisement and meeting days, or not, and whether the meeting date and agenda, as well as the Turkish Trade Registry Gazette and other sites where the advertisement is or will be published, are duly notified by registered mail, return requested, to the shareholders named in the share book and to the shareholders who have previously designated a notice address to the Company by entrusting their share certificates or other substantiating documents of shareholding, or not, and to record the results in the meeting minutes.

(c) To check whether those not authorized to enter have also entered the meeting or not, and whether the duties relating to access to the meeting place, as specified in second paragraph of article 5 of this Internal Bylaws, have been performed by the Board of Directors or not.

(d) In the case of convention of the General Assembly without a prior call as per article 416 of the Code, to check whether all of the shareholders or their proxies are present in the meeting or not, and whether an objection is raised against convention without a prior call or not, and whether the meeting quorum is maintained until the end of meeting or not.

(e) To check whether the Articles of Association containing also the amendments, if amended, and share book, the Board of Directors' yearly annual report, auditor

reports, financial statements, meeting agenda, and if agenda contains an amendment proposed in the Articles of Association, draft amendment notes prepared by the Board of Directors, and letters of consent received from the Ministry of Customs and Trade with regard to amendments in the Articles of Association subject to prior consent of the Ministry, together with amendment notes attached thereto, and list of attendants prepared by the Board of Directors, and if the General Assembly is called for a second meeting upon deferral, the memorandum of deferral of the previous meeting, and all other documents required for the meeting are fully and completely available at the meeting place, or not, and to record the results in the minutes of meeting.

- (f)** To conduct, upon challenge or when needed, an identity control on persons attending the General Assembly Meeting in person or by proxy by signing the list of attendants thereof, and to check accuracy and authenticity of their certificates of representation.
- (g)** To determine whether managing directors and at least one member of the Board of Directors and internal auditor are present in the meeting or not, and to record the results in the minutes of meeting.
- (h)** To manage the proceedings of General Assembly within the frame of agenda, and to prevent discussion of out-of-agenda issues except for the exceptions set forth in the Code, and to keep order in the meeting, and to take measures therefor.
- (i)** To open and close sittings and sessions, and to close the meeting.
- (j)** To read or cause others read to the General Assembly all and any decisions, motions, memoranda, reports, proposals and similar other documents relating to the issues discussed therein, and to give the floor to those willing to speak thereon.
- (k)** To have the proposed decisions of the General Assembly duly voted, and to declare the result of voting.
- (l)** To check and supervise whether the minimum meeting quorum is maintained at the beginning, mid and end of the meeting or not, and whether decisions are taken and affirmed in accordance with quorums stipulated in the Code and the Articles of Association or not.
- (m)** To declare to the General Assembly the notifications made by the representatives mentioned in article 428 of the Code.
- (n)** Pursuant to provisions of article 436 of the Code, to preclude those deprived of voting rights from voting in the matters specified in the said article, and to ensure compliance with all kinds of restrictions imposed on voting rights and privileged voting by pertinent provisions of the Code and the Articles of Association.
- (o)** Upon request of shareholders holding at least one-twentieth of share capital, to defer the discussion of financial statements and the issues associated thereto to a meeting to be held one month later, without any further decision of the General Assembly in connection therewith.
- (p)** To ensure that all minutes of proceedings of the General Assembly are kept, and to record any objections in the minutes, and to sign the decisions and minutes, and to

state in the meeting minutes resolutely and unflatteringly the votes used pro and con on the decisions taken in the meeting.

- (q)** At the end of meeting, to deliver to one of the directors present in the meeting against a signed memorandum the meeting minutes, the Board of Directors' yearly activity report, auditor reports, financial statements, list of attendants, agenda, motions, and if any, ballots and voting memoranda of elections, and all other meeting-related documents.

ARTICLE 9 - Actions To Be Taken Before Discussion of Agenda:

- (1)** The meeting chairman reads or causes others read the meeting agenda to the General Assembly. Then, the chairman asks whether any change in the order of agenda topics is proposed by the floor or not, and if any change is proposed, puts such proposal to the vote of the General Assembly. Order of agenda topics may be changed by a decision taken by affirmative vote of majority of the votes present in the meeting.

ARTICLE 10 - Agenda and Discussion of Agenda Topics:

- (1)** The following topics are required to be included in agenda of ordinary meetings of the General Assembly:

- a)** Opening and election of chairmanship committee;
- b)** Reading, discussion and approval of the Yearly Annual Report prepared and issued by the Board of Directors with respect to the accounting period, as well as Independent Auditor Report;
- c)** Reading, discussion and approval of the Balance Sheet and the Profit & Loss Statement with respect to the accounting period;
- d)** Discussion of, and decisions on, the Profit Distribution Proposal prepared by the Board of Directors;
- e)** Approval of members elected by the Board of Directors to fill in the vacant seats, if any, during the accounting report, pursuant to article 363 of the Turkish Commercial Code and article 9 of the Articles of Association;
- f)** Release of members of the Board of Directors;
- g)** Elections for Directors and determination of their term of office;
- h)** Determination of fees and remunerations payable to Directors;
- i)** Giving permissions to the persons referred to in the relevant laws for performance of the transactions mentioned in articles 395 and 396 of the Turkish Commercial Code and article 1.3.7 of the Corporate Governance Principles of the Capital Markets Board;
- j)** Presentation for approval, and election, of independent audit firm proposed by the Board of Directors pursuant to the provisions of the Turkish Commercial Code and the regulations of the Capital Markets Board;

- k)** If any, discussion of amendments proposed in the Articles of Association;
 - l)** Giving information to the General Assembly about the donations and grants made during the accounting period pursuant to the regulations of the Capital Markets Board;
 - m)** Issues determined according to the regulations of the Capital Markets Board or by the Governmental Bodies having jurisdiction on the Company; and
 - n)** Other issues deemed necessary.
- (2)** The General Assembly meets for an extraordinary meeting with an agenda consisting of the causes requiring such meeting.
- (3)** Subject to the following exceptions, topics not included in the meeting agenda cannot be discussed and decided:
- a)** In the case of presence of all shareholders, new topics and issues may be added to the agenda by unanimous vote of shareholders.
 - b)** Pursuant to article 438 of the Code, any special audit request of any shareholder is decided by the General Assembly, whether included in the agenda or not.
 - c)** Dismissal of directors and election of replacement directors are considered to be directly related to discussion of year-end financial statements, and are directly discussed and decided upon request, whether the agenda contains such a topic or not.
 - d)** Even if not included in the agenda, upon occurrence of just causes such as corruption, incompetency, breach of loyalty obligation, difficulties in performance of duties due to holding directorships in many other companies, incompatibility and discord, or fraud on a power, any dismissal of directors and election of replacement directors are included in the agenda of General Assembly meeting by application of the decision quorum stipulated in the Articles of Association.
- (4)** An agenda topic already discussed and decided by the General Assembly cannot be re-negotiated or re-decided unless otherwise decided by unanimous vote of shareholders present in the meeting.
- (5)** Any issues requested by the Ministry as a result of an audit or for any other reason whatsoever are included in the agenda of the General Assembly of the Company.
- (6)** Agenda is determined by the person calling the General Assembly for a meeting.

ARTICLE 11 - Taking The Floor:

(1) Shareholders or other persons wishing to take the floor on an agenda topic being discussed in the General Assembly Meeting apply to the Chairmanship Committee. The Chairmanship Committee announces these persons to the General Assembly, and gives the floor to these persons in the order of application. Without prejudice to the proviso of regulations about Electronic General Assembly Meeting, one who takes his turn forfeits his right to speak if he is not personally present at the meeting place. Speeches are addressed from the designated rostrum to the General Assembly. Persons may exchange their orders of

speech. In the event that speech time is limited, when the speech time of a speaker ends, only if the first person whose turn comes after him gives his speech right to him, he may continue to speak until the end of speech time of the first person after him. Speech time cannot be extended otherwise.

(2) The meeting chairman may, irrespective of the order, give the floor to directors or internal auditors who wish to clarify the topics and issues discussed in the General Assembly Meeting.

(3) Time of speeches is decided by the General Assembly upon proposals of the chairman or shareholders, depending on the intensity of agenda, and number and significance of issues required to be discussed, and number of persons who have applied to take the floor.

(4) Shareholders or their proxies attending the General Assembly Meeting electronically as per article 1527 of the Code are allowed to express their opinions and proposals in accordance with the procedures and principles envisaged in the said article and its paragraphs.

ARTICLE 12 - Voting Process and Voting Method:

(1) Before voting, the meeting chairman announces the to-be-voted topic to the General Assembly. If a motion (draft resolution) is to be voted, voting is started only after it is written down and read to the floor. After it is announced that voting will be started, one may take the floor only on procedural matters. At this time, any shareholder who has requested, but is not given the floor, may use his right of speech if he reminds and is verified by the Chairman. No-one may take the floor after voting is started.

(2) Votes on the topics discussed in the meeting are used by show of hands or by standing up or by separately expressing affirmative or negative votes. Votes are counted by the Chairmanship Committee. If needed, the Chairmanship Committee may assign a sufficient number of persons to assist in vote counting. Those who do not show hand, or stand up, or express their votes in any manner whatsoever during voting are deemed to have given "negative" vote and these votes are considered to have been used against the relevant decision.

(3) Shareholders or their proxies attending the General Assembly Meeting electronically as per article 1527 of the Code are allowed to use their votes in accordance with the procedures and principles envisaged in the said article and its paragraphs.

ARTICLE 13 - Preparation of Meeting Minutes:

(1) The meeting chairman signs the list of attendants showing the present shareholders or their proxies, and shares held by them, and groups and number of shareholders, and nominal value per share held by them, and ensures that the meeting minutes are kept and prepared in strict compliance with the principles envisaged in the Code and other applicable laws and regulations, in such manner to show the questions asked and the answers given in the General Assembly Meeting in summary, and to show clearly and fully the decisions taken and the numbers of pros and cons used for each decision.

(2) Meeting minutes of the General Assembly Meeting are kept either by typewriter or by computer or by hand by using a legible ink pen at the meeting place and during the meeting. The minutes may be kept in a computer only if the meeting place is further equipped by a printer for printing the minutes out.

(3) Meeting minutes are issued in at least two copies, and each copy of the minutes is signed by the Chairmanship Committee members and the representative of the Ministry, if available in the meeting.

(4) The minutes are required to indicate the Company's name, and meeting date and place, and total nominal value and numbers of shares of the Company, and total number of shares represented in person or by proxy in the meeting, and name and surname of the representative of the Ministry, if available in the meeting, and date and number of his letter of assignment, and if the meeting is convened with a prior call, the method of notification of call, and if the meeting is convened without a prior call, a statement relating thereto. Numbers of votes used on the decisions taken in the meeting are shown in figures and in words in the meeting minutes resolutely and unwaveringly.

(5) If a shareholder voting against a decision taken in the meeting wishes to have his dissenting opinions included in the meeting minutes, his name and surname and his reasons of opposition are recorded in the minutes.

(6) If dissenting opinion is given in writing, it is separately attached to the meeting minutes. The meeting minutes give the name and surname of the shareholder or his proxy voting against the decision, and state that his dissenting opinion is attached thereto. The dissenting opinions attached to meeting minutes are further signed by the Chairmanship Committee members and the representative of the Ministry, if available in the meeting.

ARTICLE 14 - Actions To Be Taken At The End of Meeting:

(1) At the end of meeting, the meeting chairman delivers a copy of the meeting minutes and other documents related to the General Assembly Meeting to one of the Directors present in the meeting.

(2) Within no later than fifteen days following the date of meeting, the Board of Directors is under obligation to give a notary-certified copy of the meeting minutes to the Trade Registry Office, and to have the decisions required to be registered and announced as per the meeting minutes properly registered and announced.

(3) Meeting minutes are published in the Company's internet website and in the Public Disclosure Platform and in the Electronic General Assembly system after the General Assembly Meeting.

(4) Furthermore, the meeting chairman delivers to the representative of the Ministry, if available in the meeting, a copy of the list of attendants, agenda and meeting minutes of the General Assembly Meeting.

ARTICLE 15 - Electronic Participation in Meetings:

(1) Where the shareholders are enabled to participate in the General Assembly Meetings electronically pursuant to article 1527 of the Code, the actions required to be taken by the Board of Directors and the Chairmanship Committee for electronic participation in the General Assembly Meetings are performed in compliance with article 1527 of the Code and other applicable laws and regulations.

THIRD PART Miscellaneous Provisions

ARTICLE 16 - Participation of Representative of the Ministry, and Documents Relating to General Assembly Meeting:

(1) The provisions of the "Regulation on Procedures and Principles of Meetings of General Assembly of Joint-Stock Companies and on Representatives of the Ministry of Customs and Trade In Such Meetings" pertaining to requesting a representative of the Ministry, and duties and powers of such representative are, however, reserved.

(2) In preparation of the schedule of eligibility for the General Assembly Meeting and the list of attendants, and in issuance of certificates of representation for use in the General Assembly Meeting and of the meeting minutes, it is obligatory to comply with the provisions of the Regulation referred to in the first paragraph hereof and of this Internal Bylaws.

ARTICLE 17 - Matters Not Dealt With In Internal Bylaws:

(1) As for any meeting-related matter not dealt with in this Internal Bylaws, action will be taken along with the lines of decisions of the General Assembly to be taken in compliance with the laws.

ARTICLE 18 - Adoption of and Amendments in Internal Bylaws:

(1) This Internal Bylaws is made effective, and registered and announced by the Board of Directors upon approval of the first meeting of the General Assembly of İş Finansal Kiralama Anonim Şirketi to be held in 2013. Any amendments in this Internal Bylaws are also subject to the same procedure.

ARTICLE 19 - Effective Date of Internal Bylaws:

(1) This Internal Bylaws will become effective as of the date it is published in the Turkish Trade Registry Gazette, after it is approved in the first meeting of the General Assembly of İş Finansal Kiralama Anonim Şirketi to be held in 2013.

**ADDITIONAL EXPLANATIONS
ABOUT CAPITAL MARKETS LAWS AND REGULATIONS**

Please find below the additional explanations required by the "Communiqué on Determination and Implementation of Corporate Governance Principles", Serial IV, No. 57, of the Capital Markets Board.

Shareholding Structure and Voting Rights of our Company:

Shareholders	Value of Shares (000 TL)	Number of Shares	Percentage of Shares (%)	Voting Rights (%)
Türkiye İş Bankası A.Ş.	108,119	10,811,913,319	27.79	27.79
TSKB	111,098	11,109,840,000	28.56	28.56
Türkiye Şişe ve Cam Fabrikaları A.Ş.	297	29,669,492	0.08	0.08
Nemtaş Nemrut Liman İşletmeleri A.Ş.	258	25,818,584	0.07	0.07
Camış Yatırım Holding A.Ş.	3,243	324,284,073	0.83	0.83
Public	165,985	16,598,474,533	42.67	42.67
TOTAL	389,000	38,900,000,000	100.00	100.00

Capital of our Company is 389,000 Thousand TL divided into a total of 38,900,000,000 shares each with a nominal value of 1 kurush and is fully paid.

According to articles 8 and 18 of the Articles of Association of our Company, there exists a privileged right of nomination in elections for the Board of Directors and for Internal Auditor. Furthermore, pursuant to article 24 of the Articles of Association, in the General Assembly meetings, all kinds of amendments proposed in the Articles of Association are subject to prior consent of the shareholders representing Group (A) shares. In the paid capital of TL 389,000,000 of our Company, 600,000,000 privileged shares in Group (A) representing 1.5% of capital, eachhaving 1 voting right, hold in total 1.5% of total voting rights. Numbers of Group (A) shares owned by shareholders are tabulated below:

Group (A) Shareholders	Number of Shares	Voting Rights (%)
Türkiye İş Bankası A.Ş.	300,000,000	0.90
TSKB	255,000,000	0.80
Türkiye Şişe ve Cam Fab. A.Ş.	22,500,000	0.07
Nemtaş Nemrut Liman İşl. A.Ş.	22,500,000	0.07
TOTAL	600,000,000	1.80

Information on Changes in Management and Operations of our Company and our Subsidiaries and Affiliates Which May Materially Affect the Activities of our Company:

Within our knowledge, no change in management and operations of our Company or our subsidiaries and affiliates, realized during the past accounting period or planned for the next accounting period, which may materially affect the activities of our Company, exists.

Information on Requests of Shareholders, the Capital Markets Board and/or Other Public Administrations and Governmental Authorities Related to our Company With Respect to Addition of Topics to Meeting Agenda:

For the annual ordinary meeting of the General Assembly where 2012 activities and operations will be discussed, we have received no request from our shareholders, from the Capital Markets Board and/or from other public administrations and governmental authorities related to our Company with respect to addition of topics to meeting agenda.

List of Candidates For Directorships, With Curriculum Vitae:

SUAT İNCE

Born in Ankara in 1965, Mr. İnce is a graduate of Division of Economy of Administrative Sciences Faculty of METU (Middle East Technical University). Starting his career in Türkiye İş Bankası A.Ş. in 1987, Mr. İnce worked as inspector, vice manager and area manager in credits department, commercial credits manager, corporate credits manager and branch manager, and is appointed as a Deputy General Manager in 2008. Since 2011, he is working as Deputy General Manager in charge of corporate and commercial banking, sales and marketing. Since 05 May 2008, Mr. İnce is the Chairman of the Board of Directors of İş Leasing.

OZAN GÜRSOY

Born in 1974, Mr. Gürsoy is a graduate of Division of Public Management of Economic and Administrative Sciences Faculty of METU, and holds an MBA degree from University of Birmingham. Starting his career in Türkiye İş Bankası A.Ş. as an inspector in 1996, he is appointed as vice manager in corporate credits department in 2006, and as unit manager in corporate credits allocation department in 2009, and as corporate banking product manager in 2011. Mr. Gürsoy is a member of Board of Directors of İş Leasing since 14 October 2009.

HALİL EROĞLU

Born in 1952, Mr. Eroğlu is a graduate of the Political Sciences Faculty of Ankara University. Starting his career in Türkiye İş Bankası A.Ş. as an inspector in 1976, and after working in various different branches and general management units of Türkiye İş Bankası A.Ş., Mr. Eroğlu has served as the general manager of Dışbank A.Ş. between 1996 and 1998, and as the general manager of İş Leasing between 1998 and 2001, and as the general manager of Sınai Yatırım Bankası A.Ş. between 2001 and 2002, and as the general manager of TSKB A.Ş. between 2002 and 2011. Mr. Eroğlu is a member of Board of Directors of İş Leasing since 8 June 2011.

Prof. Dr. M. HAKAN BERUMENT (Independent)

Born in 1965, Mr. Berument is a graduate of Division of Economy of METU. Completed his post-graduate study in economics in University of Kentucky, and completed his doctorate study in University of North Carolina at Chapel Hill in 1994. Worked as academician in University of North Carolina between 1991 and 1994, and as visiting assistant associate professor in Wake Forest University between 1994 and 1995, and as assistant associate professor in Bilkent University between 1995 and 1999, and as Senior Economist in the Turkish Central Bank in 1999, and as assistant associate professor in Bilkent University between 1999 and 2003, and as associate professor in the same university between 2003 and 2007, and became a professor in 2007. Mr. Berument is currently an academician in Division of Economy of Bilkent University. Mr. Berument is elected as independent member of Board of Directors of İş Leasing on 29 March 2012.

Prof. Dr. MEHMET BAHA KARAN (Independent)

Having graduated from Business Administration Division of Middle East Technical University in 1978, Mr. Karan completed his doctorate study in Business Administration Division of Gazi University in 1984. After working as Associate Professor in Business Administration Division of Hacettepe University between 1996 and 2002, Mr. Karan is working as Professor in the same University since 2003. Worked as Founder Manager in Financial Researches Center of Hacettepe University between 1998 and 2004, and as Vice Dean in Economic and Administrative Sciences Faculty of Hacettepe University between 2007 and 2009, and is working as President of Business Administration Division of Hacettepe University since 2009. Furthermore, Mr. Karan has also served as chairman, director and executive in various different international professional organizations such as Multinational Finance Society and Professional Risk Managers' International Association (PRMIA).

HASAN KİMYA BOLAT

Born in 1966, Mr. Bolat is graduated from International Relations Division of Political Sciences Faculty of Ankara University. Starting his career as an inspector in Türkiye İş Bank in 1988, Mr. Bolat is appointed as vice manager of Şişli branch in 1996. Worked as branch manager in Gaziosmanpaşa branch between 2000 and 2002, as branch manager in Dudullu Industry branch between 2002 and 2003, as commercial credits area manager between 2003 and 2007, and as SME Credits department manager between 2007 and 2013, and is working as a Director of A&T Bank since 27 April 2010. Mr. Bolat is appointed as Generla Manager of İş Leasing on 07.03.2013.

M. ARMAĞAN SARAÇOĞLU

Born in 1974, Mr. Saraçoğlu is a graduate of Division of Business Administration of Lefke European University. Starting his career in Türkiye İş Bankası A.Ş. as an inspector in 1998, he is appointed as vice manager in human resources management department in 2007, and as unit manager in charge of financial participations in participations department in 2011. Mr. Saraçoğlu is a member of Board of Directors of İş Leasing since 19 October 2011.

AYŞE GÜLENC TUNA

Born in 1967, Mrs. Tuna is graduated from Translation Studies Division of Faculty of Sciences & Arts of Boğaziçi University, and holds a post-graduate degree from Nottingham University. Mrs. Tuna has started her career in Foreign Relations Department of Türkiye İş Bank in 1988. Worked as second manager in Foreign Relations Department between 1998 and 2000, and as vice manager of correspondent relations between 2000 and 2008, and as unit manager of international banking correspondent relations between 2008 and 2011, and is appointed as international banking department manager in 2011.

FİKRET UTKU ÖZDEMİR

Born in 1970, Mr. Özdemir is graduated from Business Administration Division of Middle East Technical University in 1995. Separately holding a finance master degree from Edhec Business School, Mr. Özdemir has started his career as an inspector in Türkiye İş Bank in 1996. After doing his internship in risk management department between 2001 and 2002, Mr. Özdemir worked as commercial credits allocation unit vice manager between 2006 and 2009, and was appointed as commercial credit allocation unit manager in 2009. Furthermore, served as a director in Nemtaş A.Ş. between 2010 and 2011, and a director in İşbank GMBH between 2011 and 2012.