

**İŞ FİNANSAL KİRALAMA A.Ş.**  
**INFORMATION DOCUMENT ON THE**  
**ORDINARY GENERAL ASSEMBLY MEETING OF 2015**

The 2015 Ordinary General Assembly Meeting of our Company will be held on 25 March 2016, Friday at 10:00, at the venue “İş Kuleleri, Kule 1, Kat 41, 34330 4. Levent–İstanbul” in order to evaluate and resolve on the agenda provided below.

A detailed Memorandum of Information containing the Board of Directors’ Annual Report, Independent Audit Report, Balance Sheet and Profit & Loss Statement, Profit Distribution Proposal for 2015 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](http://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 4<sup>th</sup> 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 24 March 2016.

Pursuant to 4<sup>th</sup> 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 Tuesday, 18 March 2016, 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**

**CONCERNING THE ORDINARY ASSEMBLY MEETING OF  
İŞ FİNANSAL KİRALAMA ANONİM ŞİRKETİ  
TO BE HELD ON 25 MARCH 2016**

**AGENDA**

- 1.** Opening and forming of the meeting's Presidential Board;
- 2.** Reading and discussing the Board of Directors' Annual Report, Declaration of Compliance on Corporate Governance Principles and Independent Auditor Report relating to 2015 activities and operations;
- 3.** Reading, discussing and approval of Financial Statements of 2015;
- 4.** Release of the Directors;
- 5.** Discussing and deciding the Profit Distribution Proposal of the Board of Directors, determining the Profit Distribution Date;
- 6.** 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;
- 7.** Determination of remunerations payable to the Directors;
- 8.** 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;
- 9.** Giving information about the transactions mentioned in article 1.3.6 of the Corporate Governance Principles;
- 10.** Election of Independent Audit Firm.
- 11.** Presentation to the General Assembly of Shareholders for approval purposes of the amendments proposed in Article 6 of the Articles of Association of the Company and permitted by the Capital Markets Board and Republic of Turkey, Ministry of Customs and Trade;
- 12.** Informing the General Assembly about the donations made in 2015;
- 13.** Determination of the upper limit for donations to be made within the year 2016 pursuant to 5th paragraph of article 19 of the Capital Markets Law;

**Venue of Meeting:** İş Kuleleri, Kule 1, Kat 41  
34330 4.Levent – İstanbul  
**Date of Meeting :** 25 March 2016, 10:00 hours

## **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, Declaration of Compliance on Corporate Governance Principles and Independent Auditor Report relating to 2015 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 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](http://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 2015;**

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](http://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. Release of the Board of Directors;**

Within the frame of provisions of TCC and the Regulation, the release of the members of the Board of Directors from their responsibilities for 2015 activities, transactions and accounts will be presented to the approval of the General Assembly.

### **5. 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 01.01.2015 – 31.12.2015 which are prepared and issued by our Company and are audited by Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, in accordance with the "Regulation on Accounting Practices and Financial Statements of Financial Leasing, Factoring and Financing Companies" and the "Communiqué on Uniform Chart of Accounts and Prospectus to be implemented by Financial Leasing, Factoring and Financing Companies and on Financial Statements to be announced to Public" published in the Official Gazette dated 24 December 2013 and numbered 28861 and Turkish Accounting Standards, Turkish Financial Reporting Standards and other regulations, communiqués, and circulars announced by the Banking Regulation and Supervision Agency ("BRSA"), will be presented to the approval of the General Assembly of Shareholders.

Payment of a bonus dividend of 82,003 thousand TL out of the net profit of the period of 70,000 thousand TL shown in the consolidated financial statements and payment of cash dividend of 20,000 thousand TL from extraordinary reserves, will be presented to the approval of the General Assembly of Shareholders.

**PROFIT DISTRIBUTION PROPOSAL**

**İŞ FİNANSAL KİRALAMA A.Ş. 2015 Profit Distribution Table (Thousand TL)**

<b>1. Paid in/Issued Share Capital</b>		<b>530.303</b>
<b>2. General Legal Reserves (According to Statutory Records)</b>		<b>25.846</b>
<b>Information on profit distribution privileges according to Articles of Association</b>		
	As per SPK	As per Statutory Books
<b>3. Profit for the Period</b>	104.517	97.518
<b>4. Taxes ( - ) (**)</b>	(22.514)	(16.037)
<b>5. Net Profit for the Period ( = )</b>	82.003	81.481
<b>6. Previous Years' Losses ( - )</b>	-	-
<b>7. General Legal Reserve ( - )</b>	(4.074)	(4.074)
<b>8. NET DISTRIBUTABLE PROFIT ( = )</b>	77.929	77.407
<b>9. Donation Made During the Year ( + )</b>	-	
<b>10. Net Distributable Profit determined with the addition of donations made during the year</b>	77.929	
<b>11. First Dividend to Shareholders</b>	72.000	
-Cash	2.000	
-Stocks	70.000	
- Total	72.000	
<b>12. Dividends to Holders of Preferred Shares</b>	-	
<b>13. Other Dividend</b> -To Board of Directors, -To Employees, -To Persons other than Shareholders	-	
<b>14. Dividend to Holders of Usufruct Shares</b>	-	
<b>15. Second Dividend to Shareholders</b>	-	
<b>16. General Legal Reserves</b>	-	
<b>17. Statutory Reserves</b>	-	-
<b>18. Other Reserves</b>	-	-
<b>19. EXTRAORDINARY RESERVES</b>	5.929	5.407
<b>20. Other Sources Planned to be Distributed (*)</b>	18.000	

(\*)It was decided to distribute 18.000 thousand TL from extraordinary reserves of Company.

(\*\*)2.488 thousand TL of deferred taxation expense included in our statutory profit for the year 2015 will be deducted from deferred tax classified in extraordinary reserves which will not be distributed.

**İŞ FİNANSAL KİRALAMA A.Ş. 2015 DIVIDEND RATE TABLE**

	GROUP	TOTAL DIVIDEND		TOTAL DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND FOR EACH 1 TL NOMINAL SHARE	
		CASH (THOUSAND TL)	BONUS (TOHUSAND TL)	RATE (%)	AMOUNT (TOHUSAND TL)	RATE (%)
GROSS	A					
	B					
	TOTAL	20.000	70.000	%115	0,16971	16,97144

**6. 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.

**7. 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.

**8. 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;**

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.

**9. Giving information about the transactions mentioned in article 1.3.6 of the Corporate Governance Principles;**

Pursuant to mandatory principle no. 1.3.6 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. Election of Independent Audit Firm;**

In accordance with TCC and Capital Markets laws and regulations, audit firm will be selected to perform the audit of our Company for 2016, will be presented to the approval of the General Assembly.

**11. Presentation to the General Assembly of Shareholders for approval purposes of the amendments proposed in Article 6 of the Articles of Association of the Company and permitted by the Capital Markets Board and Republic of Turkey, Ministry of Customs and Trade;**

Amendments proposed in Article 6 of the Articles of Association of the Company with regard to increase of registered capital ceiling of our Company, as permitted by the Capital Markets Board and Republic of Turkey, Ministry of Customs and Trade, will be presented to our shareholders for approval purposes.

**12. Informing the General Assembly about the donations made in 2015;**

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 350 TL in 2015.

**12. Determination of the upper limit for donations to be made within the year 2016 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 2016 is 115 thousand TL which amount will be presented to approval of the General Assembly.

## AMENDED DRAFT OF THE ARTICLES OF ASSOCIATION

Former Text	New Text
<p><b>Capital and the type of Shares</b></p> <p><b><u>Article 6</u></b></p> <p>The Company has adopted the registered capital system as per Code No. 2499 and implemented such system with approval of the Capital Markets Board dated 04.07.2000, No. 73/1159.</p> <p>The registered capital ceiling of the Company is TL 600.000.000.-, consisting of 60.000.000.000 number of shares with a nominal value of Kuruş (Kr) 1 each.</p> <p>The issued capital of the Company is TL 530.302.645.- which is divided into 600.000.000 Group (A) registered shares each with a nominal value of 1 Kr per share, and 52.430.264.500 Group (B) registered shares each with a nominal value of 1 Kr per share.</p> <p>The issued capital has been fully paid free from any simulation. New shares cannot be issued unless and until the issued shares are fully sold and paid for, or the unsold shares are cancelled.</p> <p>The permission for the registered capital ceiling granted by the Capital Markets Board is valid through 2011 and 2015 (5 years). Even if the registered capital ceiling is not reached at the end of year 2015, in order for the Board of Directors to decide on a capital increase after 2015, the Board must be authorized for an additional period by the General Assembly either for the previously determined ceiling or for a new ceiling, each of which to be previously approved by the Capital Markets Board. The company shall be deemed to have exited from the registered capital system in case the authorization is not granted.</p> <p>In capital increases, Group (A) registered shares are not issued. Holders of Group “A” registered shares are allocated Group (B) registered shares against their existing Group (A) shares in capital increases.</p> <p>The Board of Directors of the Company are entitled to issue nominal Group (B) shares with a value up to the ceiling of its registered capital whenever it deems necessary between 2011 and 2015, and to increase the amount of its issued capital in accordance with the provisions of the Capital Markets Law.</p>	<p><b>Capital and the type of Shares</b></p> <p><b><u>Article 6</u></b></p> <p>The Company has adopted the registered capital system as per <b>Capital Market Law</b> and implemented such system with approval of the Capital Markets Board dated 04.07.2000, No. 73/1159.</p> <p>The registered capital ceiling of the Company is TL <b>1.200.000.000.-</b>, consisting of <b>120.000.000.000</b> number of shares with a nominal value of Kuruş (Kr) 1 each.</p> <p>The issued capital of the Company is TL 530.302.645.- which is divided into 600.000.000 Group (A) registered shares each with a nominal value of 1 Kr per share, and 52.430.264.500 Group (B) registered shares each with a nominal value of 1 Kr per share.</p> <p>The issued capital has been fully paid free from any simulation. New shares cannot be issued unless and until the issued shares are fully sold and paid for, or the unsold shares are cancelled.</p> <p>The permission for registered capital ceiling given by the Capital Markets Board is valid for (5 years) between <b>2016 and 2020</b>. Even if the registered capital ceiling is not reached at the end of <b>2020</b>, the board of directors may take a decision of capital increase after the year <b>2020</b> only <b>if and when the board of directors is authorized by the general assembly of shareholders for a new term up to five years</b>, by getting permission from the Capital Markets Board for the previously permitted ceiling or for a new ceiling amount. <b>If the such authorization is not received, capital cannot be increased by a decision of the board of directors.</b></p> <p>In capital increases, Group (A) registered shares are not issued. Holders of Group “A” registered shares are allocated Group (B) registered shares against their existing Group (A) shares in capital increases.</p> <p>The Board of Directors of the Company are entitled to issue nominal Group (B) shares with a value up to the ceiling of its registered capital whenever it deems necessary between <b>2016 and 2020</b>, and to increase the amount of its issued capital in accordance with the provisions of the Capital Markets Law.</p>



<p>According to rules of registration, shares representing the Company's capital are monitored on a registered basis. Transfer of shares is free, without prejudice to the pertinent articles of the Turkish Commercial Code, and regulations of the Banking Regulation and Supervision Agency, and Capital Markets laws and regulations, and provisions of this Articles of Association.</p> <p>If and when the Company or its affiliates purchase or pledge the shares of the Company within the frame of the Turkish Commercial Code and the Capital Markets laws and regulations, then and in this case, the Capital Markets laws and regulations and other applicable regulations will be complied with, and the public disclosures will be made as and when required.</p>	<p>According to rules of registration, shares representing the Company's capital are monitored on a registered basis. Transfer of shares is free, without prejudice to the pertinent articles of the Turkish Commercial Code, and regulations of the Banking Regulation and Supervision Agency, and Capital Markets laws and regulations, and provisions of this Articles of Association.</p> <p>If and when the Company or its affiliates purchase or pledge the shares of the Company within the frame of the Turkish Commercial Code and the Capital Markets laws and regulations, then and in this case, the Capital Markets laws and regulations and other applicable regulations will be complied with, and the public disclosures will be made as and when required.</p>
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**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 (TL)	Number of Shares	Percentage of Shares (%)	Voting Rights (%)
Türkiye İş Bankası A.Ş.,	147,392,962	14,739,296,222	27,79	27,79
TSKB	151,454,387	15,145,438,683	28,56	28,56
Türkiye Şişe ve Cam Fabrikaları A.Ş.,	404,468	40,446,812	0,08	0,08
Nemtaş Nemrut Liman İşletmeleri A.Ş.,	351,971	35,197,075	0,07	0,07
Camiş Yatırım Holding A.Ş.,	4,420,789	442,078,875	0,83	0,83
Public	226,278,068	22,627,806,832	42,67	42,67
<b>TOTAL</b>	<b>530,302,645</b>	<b>53,030,264,500</b>	<b>100,00</b>	<b>100,00</b>

Capital of our Company is 530,302,645 Thousand TL divided into a total of 53,030,264,500 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 530,302,645 of our Company, 600,000,000 privileged shares in Group (A) representing 1,13% of capital, each having 1 voting right, hold in total 1,13% 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	0,57
T.S.K.B.	255,000,000	0,48
Türkiye Şişe ve Cam Fab. A.Ş.	22,500,000	0,04
Nemtaş Nemrut Liman İşl. A.Ş.	22,500,000	0,04
<b>TOTAL</b>	<b>600,000,000</b>	<b>1,13</b>

**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 2015 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,

**When board member candidates are identified , information will be given about candidates,**