

# Invitation to General Assembly

## **INVITATION TO ORDINARY GENERAL ASSEMBLY MEETING OF İŞ FİNANSAL KİRALAMA A.Ş.**

The 2015 Annual Ordinary General Assembly Meeting of our Company will be held at the address of İş Kuleleri, Kule 1, Kat 41, 4. Levent / ISTANBUL, at 10:00 hrs on Friday, March 25th, 2016, to discuss the following agenda of the Ordinary General Assembly Meeting, and now and therefore, our shareholders or their proxies are hereby kindly requested to attend the place of meeting by at least one hour prior to the time of meeting at the date of meeting for identification purposes.

Holders of at least one share registered in their own name may participate the meeting physically or via electronic medium, personally or by being represented by a proxy.

Pursuant to 4th paragraph of article 415 of the Turkish Commercial Code ("TCC") no. 6102, the right to participate and vote in the general assembly meetings cannot be conditioned upon deposit of share certificates. Thus, our shareholders going to 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"). Shareholders going to personally attend or be represented by a proxy in the General Assembly Meetings are only required to show their identity cards. However, if and when our shareholders who do not want disclosure of their identity and the shares in their account to our Company and therefore, whose such information are not accessible by our Company, wish to attend the General Assembly Meeting, they are required to apply to the intermediary institutions where their accounts are held, and to ensure the removal of the restriction preventing the disclosure to our Company of their identity and the shares in their account, by no later than 16:30 hrs on March 24th, 2016.

Pursuant to provisions of 4th paragraph of article 1527 of TCC, our shareholders may, if they wish so, participate the General Assembly Meeting via electronic medium and personally or by being represented by a proxy therein. Shareholders wishing to participate the General Assembly Meeting personally or by being represented by a proxy therein are required to advise their choice via Electronic General Assembly System (EGAS) managed by CRA by 1 (one) day prior to the date of the General Assembly Meeting.

Our shareholders to be represented by a proxy in the meetings are required to deliver a power of attorney, granted in favor of a third party proxy via a notary public by using the format given hereinbelow, to our Company Headquarters by the end of working hours on Friday, March 18th, 2016, i.e. at least one week prior to the date of meeting, or to ensure that the identity information of the proxy appointed as above are registered in EGAS by 1 (one) day prior to the date of meeting. A proxy appointed via EGAS is not required to separately submit a physical power of attorney, and may participate the General Assembly Meeting both physically and via EGAS. The proxy going to participate the Meeting as a proxy and physically, whether appointed by a notary-certified power of attorney or appointed via EGAS, is under obligation to show an identity card in the meeting.

For the sake of use of the shareholding rights smoothly, those intending to participate the General Assembly Meeting via EGAS are required to be registered in e-MKK (CRA) Information Portal and to have a secure electronic signature for direct participation in or appointment of a proxy for the General Assembly Meeting. Furthermore, proxies going to attend the meeting via EGAS are also required to have a secure electronic signature.

Pursuant to article 1526 of TCC, the notices to be sent via EGAS in the name of a legal entity shareholder are required to be signed with a secure electronic signature by an authorized signatory of the legal entity in the name of the company. Our shareholders or their proxies willing to physically attend the General Assembly Meeting are hereby kindly requested to be present at the place of meeting by at least one hour prior to the time of meeting at the date of meeting for identification purposes.