

İŞ FİNANSAL KİRALAMA A.Ş.
INFORMATION DOCUMENT ON THE
ORDINARY GENERAL ASSEMBLY MEETING OF 2009

The 2009 Ordinary General Assembly Meeting of our Company will be held on 22 March 2010, Monday at 14:30, at the venue “İş Kuleleri, Kule 2, Kat 11, 34330, 4.Levent – İstanbul” to evaluate and resolve on the agenda provided below.

Shareholders holding a minimum 1 unit of 1 kr nominal value of A-Group share and 1 unit of 1 kr nominal value of B-Group share may attend the meeting either in person or via a power of attorney.

Shareholders, who registered their shares according to the stipulations of the Central Registry Agency (CRA), may attend the General Assembly Meeting by means of entry cards obtained after registering to the General Assembly Blockage List. Shareholders who did not register at the CRA Blockage List are legally not entitled to participate in the General Assembly Meeting.

Shareholders, who did not register their shares according to the stipulations of CRA, may not exercise their shareholding rights since they may not attend General Assembly Meetings as long as their shares remain unregistered pursuant to Temporary Article 6 of Capital Market Law. Applications of our shareholders, who have not registered their shares, to attend the General Assembly may only be taken into account after registration of shares.

Shareholders who will not attend the meeting in person, are kindly requested to issue a power of attorney as per the sample provided at our head office or our company internet address www.isleasing.com.tr, and to submit the notarized power of attorney to our head office by completing other requirements defined in Decree Series: IV, No: 8 of the Capital Markets Board.

The blockage registry obtained by shareholders via presenting General Assembly Blockage Forms needs to be valid at the date of the General Assembly, thus the General Assembly Blockage Form should be in conformity with the General Assembly Blockage List taken from CRA on date of the General Assembly. Accordingly, General Assembly Blockage List taken from CRA on the date of the General Assembly is the principal determinant for attendance.

The voting on the Agenda of the General Assembly Meeting will be exercised by way of open voting and raising hands.

Pursuant to the Articles 8 and 18 of the Articles of Association of our Company, privileged voting rights are present for the election of Board of Directors and Auditors. Furthermore, according to the Article 24 of the Articles of Association, changes in Articles of Association are subject to the consent of A-Group Shareholders. The total of 600.000.000 A-Group privileged shares, each standing for 1 vote, represent 2,4% of total voting rights of the issued capital of TL 250.000.000 of our Company.

The Annual Report of the Board of Directors as of 2009, the Report of Auditors, the Report of Independent External Auditors, the Balance Sheet, Income Statement and the Profit Distribution Proposal are available at our Company head office and website www.isleasing.com.tr for the review of our Shareholders 28 days prior to the General Assembly.

All our Shareholders are invited to our General Assembly Meeting.

Board of Directors of İş Finansal Kiralama A.Ş.

AGENDA

FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF İŞ FİNANSAL KİRALAMA INCORPORATED COMPANY TO BE HELD ON 22 MARCH 2010

- 1.** Opening and forming of the meeting's Presidential Board. Authorizing them to sign the meeting minutes,
- 2.** Reading and discussing the Board of Directors' Annual Report, Auditors' Reports and the summary of the Independent Auditors' Report for the year 2009,
- 3.** Reading, discussing and approval of the balance sheet and profit and loss statements for 2009,
- 4.** Discussing and deciding on the profit distribution proposal of the Board of Directors,
- 5.** Information regarding the updated Company Disclosure Policy revised in accordance with Corporate Governance Principles.
- 6.** Submitting for approval the Board of Directors appointed during the course of the year,
- 7.** Acquittal of members of the Board of Directors and the Auditors,
- 8.** Election of Board of Directors and deciding on the terms of office,
- 9.** Election of Auditors and deciding on the terms of office,
- 10.** Deciding on the remuneration of Board of Directors and Auditors,
- 11.** Submitting for approval the independent audit company identified by the Board of Directors,
- 12.** Submitting 2009 donations to the information of the General Assembly,
- 13.** Wishes and comments.

Venue of Meeting : İş Finansal Kiralama A.Ş. Headquarters
İş Kuleleri, Kule 2, Kat 11
34330 4. Levent, İstanbul

Date of Meeting : Monday, 22 March 2010, 14:30 hours

ELABORATIONS ON THE AGENDA OF GENERAL ASSEMBLY

- 1. Opening and forming of the meeting's Presidential Board. Authorizing them to sign the meeting minutes,**

Election for the Chairman and the Chairmanship Council to chair the General Assembly Meeting will be made pursuant to the provisions of "Turkish Commercial Code" (TCC) and "Regulations on the General Assembly Meetings of Joint Stock Companies and on the Commissioner of The Ministry of Industry and Trade to be present at these Meetings" (Regulations).

- 2. Reading and discussing the Board of Directors' Annual Report, Auditors' Reports and the summary of the Independent Auditors' Report for the year 2009,**

Pursuant to provisions of TCC and the Regulations, the Annual Report of Board of Directors including the Compliance Report on Principles of Corporate Governance, the Auditors Report and the Independent Auditors' Report, which were made available to review of our Shareholders at the Company head office and www.isleasing.com.tr as of 22.02.2010, will be read at the General Assembly and submitted to approval of our Shareholders.

- 3. Reading, discussing and approval of the balance sheet and profit and loss statements for 2009,**

Pursuant to provisions of TCC and the Regulations, the Balance Sheet and Income Statement, which were made available to review of our Shareholders at the Company head office and www.isleasing.com.tr as of 22.02.2010, will be read at the General Assembly and submitted to approval of our Shareholders.

- 4. Discussing and deciding on the profit distribution proposal of the Board of Directors,**

The Profit Distribution Proposal of our Company; which was contained in our financial statements for the financial year 01.01.2009-31.12.2009 issued in accordance with Turkish Accounting and Financial Reporting Standards issued by Turkish Accounting Standards Board and other annexes and stipulations thereto, based on the communiqué issued by BDDK on the "Application of Uniform Charts of Accounts by Finance Leasing, Factoring and Financing Companies and its Guide Book and the Format of the Financial Statements for Public Presentation" published in the Official Gazette dated 17 May 2007 and numbered 26525 and the communiqué issued by BDDK on the "Regulation on the Procedures and Principles for Determination of Qualifications of Loans and other Receivables by Finance Leasing, Factoring and Financing Companies and Provisions to be Set Aside" published in the Official Gazette dated 20 July 2007 and numbered 26588, audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Member of Deloitte Touche Tohmatsu), will be submitted to approval of our Shareholders.

The proposal related to the distribution of TRY 30.119 thousand dividends as bonus shares from our Company's net profit of TRY 105.388 thousand, will be submitted to approval of our Shareholders.

İŞ FİNANSAL KİRALAMA A.Ş. 2009 Profit Distribution Table (Thousand TL)			
1. Paid In/ Issued Share Capital			250.000
2. Total Legal Reserves (According to Statutory Records)			7.626
Information on profit distribution privileges according to Articles of Association			
		As per SPK	As per Statutory Books
3.	Profit and Loss for the Period	56.281	49.481
4.	Taxes and Dues Payable (-)	49.107	50.713
5.	Net Profit and Loss for the Period (=)	105.388	100.194
6.	Previous Years' Losses (-)	0	0
7.	First Provision for Legal Reserves (-)	5.010	5.010
8.	NET DISTRIBUTABLE PROFIT (=)	100.378	95.184
9.	Donations Made During the Year (+)	18	
10.	Net distributable profit determined with the addition of donations made during the year, as the basis for first dividends	100.396	
11.	First Dividend to Shareholders	30.119	
	-Cash	0	
	-Stocks	30.119	
	-Total	30.119	
12.	Dividends to Holders of Preferred Shares	0	
13.	Dividends to Board of Directors, Personnel etc.	0	
14.	Dividends to Holders of Usufruct Shares	0	
15.	Second Dividend to Shareholders	0	
16.	Second Provision for Legal Reserves	0	
17.	Other Reserves	0	
18.	Special Reserves	0	
19.	EXTRAORDINARY RESERVES (*)	70.259	65.065
20.	Other Resources to be Distributed		
	- Previous Years' Reserves		
	- Extraordinary Reserves		
	- Other Distributable Reserves According to Legislation and Articles of Association		

(*) The Banking Regulation and Supervision Agency has stipulated that profits arising from deferred taxation assets may not be considered as cash or internal reserves, concluding that the portion of the profit for the period stemming from such assets may not be considered for profit distribution purposes or capital increases. Accordingly, 63.818 thousand TL of deferred taxation income included in our consolidated net profit for the year is contained in retained earnings of 70.259 thousand TL classified as extraordinary reserves.

INFORMATION ON PROFIT DISTRIBUTION PERCENTAGE				
INFORMATION ON DIVIDEND PER SHARE				
	GROUP	TOTAL DIVIDEND AMOUNT (TL)	DIVIDEND FOR EACH 1 TL NOMİNAL SHARE	
			TUTARI (TL)	ORAN (%)
GROSS	A			
	B			
	TOTAL	30.119	0,1205	12.05
NET	A			
	B			
	TOTAL	30.119	0,1205	12.05
RATIO OF DIVIDENDS DISTRIBUTED TO NET DISTRIBUTABLE PROFITS DETERMINED WITH THE ADDITION OF DONATIONS MADE DURING THE YEAR				
DIVIDEND DISTRIBUTED TO SHARE HOLDERS (TL)	RATIO OF DIVIDEND DISTRIBUTED TO SHARE HOLDERS TO NET DISTRIBUTABLE PROFITS DETERMINED WITH THE ADDITION OF DONATIONS MADE DURING THE YEAR (%)			
30.119	30			

5. Information regarding the updated Company Disclosure Policy revised in accordance with Corporate Governance Principles.

Sections of “İş Finansal Kiralama A.Ş. Disclosure Policy”, which were updated in accordance with the communiqué of the Capital Market Board (“CMB”) on the “Principles Regarding Public Disclosure of Exceptions” published in the Official Gazette No:27133 on 6 February 2009 and enacted with the decision of Board of Directors No:934 dated 7 February 2009 will submitted to information of our Shareholders. Final version of the Disclosure Policy is provided within the Annual Report.

6. Submitting for approval the Board of Directors appointed during the course of the year,

Following the resignation of Mr. Bahtiyar Sönmez from Board membership on 08.06.2009, Mr. Onur V. İzci was appointed as Board member on 11.06.2009 pursuant to provisions No:315 of Turkish Commercial Code.

Following the resignation of Mr. Bahattin Özarslantürk from Board membership on 14.10.2009, Mr. Ozan Gürsoy was appointed as Board member on 14.10.2009 to provisions No:315 of Turkish Commercial Code.

Information about our newly appointed Board Members will be provided to our Shareholders and appointments will be submitted to approval of the General Assembly.

7. Acquittal of members of the Board of Directors and the Auditors,

Pursuant to TTC and Regulations, the acquittal of Members of Board of Directors and Auditors from liability in respect of operations, activities and accounts in 2009, will be submitted to approval of the General Assembly.

8. Election of Board of Directors and deciding on the terms of office,

According to TTC and Regulations, the Board of Directors will be elected pursuant to provisions in our Articles of Association.

According to the Article 8 of our Articles of Association, Board members are elected among candidates nominated by A-Group shareholders.

9. Election of Auditors and deciding on the terms of office,

According to TTC and Regulations, the Auditors will be elected pursuant to provisions in our Articles of Association.

According to the Article 8 of our Articles of Association, Auditors are elected among candidates nominated by A-Group shareholders.

10. Deciding on the remuneration of Board of Directors and Auditors,

According to TTC, Regulations and the provisions of our Articles of Association, monthly remuneration of Board of Directors and Auditors will be determined.

11. Submitting for approval the independent audit company identified by the Board of Directors,

The external auditing company elected by the Board of Directors upon proposal of the Auditing Committee pursuant to communiqué Vol: X, No:22 of the Capital Markets Board shall be

submitted to the approval of the General Assembly. The decision of our Board of Directors will be submitted to the approval of our Shareholders.

12. Submitting 2009 donations to the information of the General Assembly,

Article 7 of the communiqué Vol: IV, No:27 of the Capital Markets Board requires that donations made within the year be submitted to the information of the General Assembly. This article is not concerning the approval of the General Assembly but providing of information. The amount of donations made by our Company in 2009 totaled TRY 18 thousand. The limit determined by management of Company for 2010 donations is TRY 115 thousand and actual donations in 2010 will not exceed this limit.

12. Wishes and comments.