

İŞ FİNANSAL KİRALAMA A.Ş.
INFORMATION DOCUMENT ON THE
ORDINARY GENERAL ASSEMBLY MEETING OF 2014

The 2014 Ordinary General Assembly Meeting of our Company will be held on 24 March 2015, Tuesday at 14:30, 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 2014 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 23 March 2015.

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 Tuesday, 17 March 2015, 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 24 MARCH 2015**

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 2014 activities and operations;
- 3.** Reading, discussing and approval of Financial Statements of 2014;
- 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.** Informing the General Assembly about the donations made in 2014;
- 12.** Determination of the upper limit for donations to be made within the year 2015 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 : 24 March 2015, 14:30 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 2014 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 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 2014;

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. 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 2014 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 01.01.2014 – 31.12.2014 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 78,486 thousand TL out of the net profit of the period of 68,800 thousand TL shown in the consolidated financial statements and payment of cash dividend of 15.000 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. 2014 Profit Distribution Table (Thousand TL)

1. Paid in/Issued Share Capital		461.503
2. General Legal Reserves (According to Statutory Records)		22.225
Information on profit distribution privileges according to Articles of Association		
	As per SPK	As per Statutory Books
3. Profit for the Period	91.475	81.911
4. Taxes (-) (**)	(12.989)	(9.490)
5. Net Profit for the Period (=)	78.486	72.421
6. Previous Years' Losses (-)	-	-
7. General Legal Reserve (-)	3.621	3.621
8. NET DISTRIBUTABLE PROFIT (=)	74.865	68.800
9. Donation Made During the Year (+)	1	
10. Net Distributable Profit determined with the addition of donations made during the year	74.866	
11. First Dividend to Shareholders	68.800	
-Cash	-	
-Stocks	68.800	
- Total	68.800	
12. Dividends to Holders of Preferred Shares	0	
13. Other Dividend		
-To Board of Directors,		
-To Employees,		
-To Persons other than Shareholders	0	
14. Dividend to Holders of Usufruct Shares	0	
15. Second Dividend to Shareholders	0	
16. General Legal Reserves	0	
17. Statutory Reserves	0	0
18. Other Reserves	0	0
19. EXTRAORDINARY RESERVES	6.065	0
20. Other Sources Planned to be Distributed (*)	15.000	

(*)It was decided to distribute 15.000 thousand TL from extraordinary reserves of Company.

(**)9.490 thousand TL of deferred taxation expense included in our statutory profit for the year 2014 will be deducted from deferred tax classified in extraordinary reserves which will not be distributed.

İŞ FİNANSAL KİRALAMA A.Ş. 2014 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 (THOUSAND TL)	RATE (%)	AMOUNT (THOUSAND TL)	RATE (%)
GROSS	A					
	B					
	TOTAL	15.000	68.800	112 %	0,18158	18,16

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 thereof. 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, 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 2015, and this election will be presented to the approval of the General Assembly.

11. Informing the General Assembly about the donations made in 2013;

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 500 TL in 2014.

12. Determination of the upper limit for donations to be made within the year 2015 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 2015 is 115 thousand TL which amount will be presented to approval of the General Assembly.

**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.	128.271	12.827.070.520	27,79	27,79
TSKB	131.805	13.180.521.453	28,56	28,56
Türkiye Şişe ve Cam Fabrikaları A.Ş.	352	35.199.381	0,08	0,08
Nemtaş Nemrut Liman İşletmeleri A.Ş.	306	30.630.730	0,07	0,07
Camiş Yatırım Holding A.Ş.	3.847	384.725.079	0,83	0,83
Public	196.922	19.692.152.837	42,67	42,67
TOTAL	461.503	46.150.300.000	100,00	100,00

Capital of our Company is 461,503 Thousand TL divided into a total of 46,150,300,000 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 461,503,000 of our Company, 600,000,000 privileged shares in Group (A) representing 1.30% of capital, each having 1 voting right, hold in total 1.30% 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	0,65
TSKB	255,000,000	0,55
Türkiye Şişe ve Cam Fab. A.Ş.	22,500,000	0,05
Nemtaş Nemrut Liman İşl. A.Ş.	22,500,000	0,05
TOTAL	600,000,000	1,30

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 2014 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.