

Dear Shareholders,

The Annual Ordinary Meeting of the General Assembly of Shareholders of our Bank, relating to the 2002 calendar year, will be held at the address of Lutfi Kırdar International Congress and Exhibition Center, Topkapı B Hall, Harbiye, Istanbul, at 10:00 hrs on March 27th, 2003.

Our Shareholders may receive an entrance card by delivering their share certificates or other documents evidencing their shareholding status to our Bank's Head Offices or Branch Offices, and may personally attend this meeting by delivering their share certificates or other documents evidencing their shareholding status to a bank or an intermediary institution and receiving a document showing the value, quantity and numbers of their shares and giving such document to our Bank's Head Offices or Branch Offices and receiving an entrance card for the meeting, or may be represented in this meeting by proxy by making application until the time of appointment of the chairmanship committee of the General Assembly meeting or granting a power of attorney, in the format shown below, to one of our other Shareholders in compliance with the same procedure. The power of attorney is required to be certified by a notary public or a notary-certified signature circular is required to be appended to the power of attorney.

The Board of Directors' and auditor reports and the balance sheet and the profit & loss statement are made available for inspection by our Shareholders in our Bank as of 15 days prior to the date of meeting.

Our Shareholders are hereby kindly requested to attend the meeting personally or to be represented therein by proxy.

With our best regards,

TÜRK EKONOMİ BANKASI ANONİM ŞİRKETİ
BOARD OF DIRECTORS

**FORM OF
POWER OF ATTORNEY**

TÜRK EKONOMİ BANKASI A.Ş.
POWER OF ATTORNEY

I, the undersigned, hereby appoint, empower and delegate as my proxy fully authorized to represent me, vote and make proposals and sign the required documents in my name in accordance with the instructions given below in the Annual Ordinary Meeting of the General Assembly of Shareholders of Türk Ekonomi Bankası A.Ş. to be held at the address of Lütfi Kırdar International Congress and Exhibition Center, Topkapı B Hall, Harbiye, Istanbul at 10:00 hrs on Friday, March 27th, 2003.

(A) SCOPE OF THE POWER OF REPRESENTATION:

- a) The Proxy is authorized to vote on all agenda articles in his own discretion.
- b) The Proxy is authorized to vote on all agenda articles in accordance with the following instructions.
Instructions: (Special Instructions are inserted.)
- c) The Proxy is authorized to vote on all agenda articles in accordance with the proposals of the Company management.
- d) On other issues that may be put in the agenda during the meeting, the Proxy is authorized to vote in accordance with the following instructions.
(If no instruction is given, the Proxy votes freely.)
Instructions: (Special Instructions are inserted.)

(B) SHARE CERTIFICATES HELD BY THE SHAREHOLDER:

- a) Group and Series :
- b) Number :
- c) Quantity & Nominal Value :
- d) Privileged in Voting or Not:
- e) Bearer or Registered :

NAME & SURNAME OR TITLE OF SHAREHOLDER

SIGNATURE:

ADDRESS :

NOTES:

In Section (A), one of the alternatives of (a), (b) or (c) will be chosen, and explanations will be given for the alternatives (b) and (d).