



QIB Certification Form

Client: Turkiye Is Bankasi A.S.

DR number: 981361617

Administrator: Tatyana Vesselovskaya

Region: EEMEA

DR Type:

Reg S

DR Description: TURKIYE IS BANKASI A.S. - REG-S

CUSIP:

900151507

ISIN:

US9001515074

Underlying ISIN: TRAISCTR91N2

PART A

**Certificate and Agreement of persons acquiring the Regulation S GDRs upon Deposit of
Shares in the Regulation S Facility pursuant to Condition 1 and Clause 3(C)
of the Deposit Agreement**

[Date]

The Bank of New York, as Depositary
101 Barclay Street
New York, New York 10286

Dear Sirs

TÜRKİYE İŞ BANKASI A.Ş.

Reference is hereby made to the Deposit Agreement, dated 13 May 1998 (the "**Deposit Agreement**"), between Türkiye İş Bankası A.Ş. (the "**Bank**") and The Bank of New York, as Depositary with respect to International Global Depositary Receipts ("**Regulation S GDRs**") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Regulation S Shares in the Regulation S Facility under the Deposit Agreement and issuance of GDRs pursuant to Condition 1 and Clause 3(B) of the Deposit Agreement.
2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Regulation S GDRs and the Regulation S Shares represented thereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Act**").
3. We certify that either:
 - (a) we are, or at the time the Shares are deposited and at the time the Regulation S GDRs are purchased will be, the beneficial owner of the Shares and of such Regulation S GDRs, and (i) we are not a U.S. person (as defined in Regulation S under the Act) and are located outside the United States (within the meaning of Regulation S under the Act) and we have acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S under the Act), (ii) we are not an affiliate of the Bank or a person acting on behalf of such an affiliate, and (iii) we are not in the business of

buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Bank or any affiliate thereof in the initial distribution of the GDRs and the Shares,

OR

- (b) if we are a broker-dealer acting on behalf of our customer, such customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the Regulation S GDRs are issued will be, the beneficial owner of the Shares and of such Regulation S GDRs and (i) it is not a U.S. person (as defined in Regulation S under the Act) and it is located outside the United States (within the meaning of Regulation S under the Act) and it has acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S under the Act), (ii) it is not an affiliate of the Bank or a person acting on behalf of such an affiliate, and (iii) it is not in the business of buying and selling securities or, if we are in such business, it did not acquire the securities to be deposited from the Bank or any affiliate thereof in the initial distribution of the GDRs and the Shares.
4. We agree (or if we are a broker-dealer, our customer has confirmed to us that it agrees) that prior to the expiration of 40 days after the latest of the commencement of the offering of GDRs and the original issue date of the GDRs, (the "**Restricted Period**"), neither we (or it) will offer, sell, pledge or otherwise transfer any Regulation S GDRs or the Shares represented thereby except (a) to a person whom we and anyone acting on our behalf reasonably believes (or it and anyone acting on its behalf reasonably believes) is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A, or (b) in an offshore transaction in accordance with Rule 903 or 904 of Regulation S under the Act, in either case in accordance with any applicable securities laws of any state of the United States. We further agree (or if we are a broker dealer, our customer has confirmed to us that it agrees) that if we sell or otherwise transfer (or it sells or otherwise transfers) the Regulation S GDRs referred to above or the Shares represented thereby in accordance with Clause (a) above prior to the expiration of the restricted period, we (or our customer) will, prior to settlement of such sale, cause such Shares to be withdrawn from the Regulation S Facility in accordance with the terms and conditions of the Deposit Agreement and instruct that such Regulation S Shares be deposited in the Rule 144A Facility and that Rule 144 GDRs represented by a Master Rule 144A GDR be issued upon receipt of the proper certification on behalf of the purchaser and otherwise in accordance with the terms and conditions of the Deposit Agreement.
5. We certify (or if acting for the account of another person, such person has confirmed to us that it certifies):
- (1) that no approval that has not been obtained by us needs to be obtained by us from any governmental agency of the Republic of Turkey, if any, which is currently

performing the function of the regulation of currency exchange; and

- (2) that as result of acquiring the GDRs we will not own more than 10% of the share capital of Türkiye İ̇ Bankasi A.̇, or if we do own more than 10% of the share capital of Türkiye İ̇ Bankasi A.̇, we have notified the Foreign Investment General Directorate of the Prime Ministry of Turkey of such investment, and we further agree to inform any person to whom those GDRs may be sold of this provision.

Very truly yours,

[name of CERTIFYING ENTITY]

[By:]

[Title:]

SCHEDULE 3

PART B

**Certificate and Agreement of persons receiving Deposited Property upon withdrawal in
relation to the Regulation S GDRs pursuant to Condition 1 of the GDRs
and Clause 3(E) of the Deposit Agreement**

[Date]

The Bank of New York, as Depositary
101 Barclay Street
New York, New York 10286

Dear Sirs

TÜRKİYE İŞ BANKASI A.Ş.

Reference is hereby made to the Deposit Agreement, dated 13 May 1998 (the "**Deposit Agreement**"), between Türkiye İş Bankası A.Ş. (the "**Bank**") and The Bank of New York, as Depositary with respect to Global Depositary Receipts ("**Regulation S GDRs**") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. We are surrendering a International GDR or Regulation S GDRs in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Deposited Property represented by such Regulation S GDRs (the "**Shares**") pursuant to Condition 1 and Clause 3(D) of the Deposit Agreement.
2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Regulation S GDRs and the securities represented thereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Act**").
3. We certify that either:
 - (a) we are located outside the United States (within the meaning of Regulation S under the Act) and either:
 - (i) we have sold or otherwise transferred or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Regulation S GDRs or the Shares in an offshore

transaction in accordance with Rule 903 or Rule 904 of Regulation S under the Act and we are or prior to such sale we were the beneficial owner of the Regulation S GDRs.

(ii) we have sold or otherwise transferred or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred the Regulation S GDRs or the Shares to a person whom we and any person acting on our behalf reasonably believe is a qualified institutional buyer (within the meaning of Rule 144A under the Act and accordingly we are separately giving instructions to the Depository to deliver the Shares to the Custodian for deposit in the Rule 144A Facility under the Deposit Agreement and to issue Rule 144A GDRs represented by a Master Rule 144A GDR upon receipt of the proper certification on behalf of the purchaser and otherwise in accordance with the terms and conditions of the Deposit Agreement and we are or prior to such sale we were the beneficial owner of the Regulation S GDRs; or

(iii) we will be the beneficial owner of the Shares upon withdrawal; and accordingly, we agree that, prior to the expiration of 40 days after the later of the commencement of the offering of GDRs and the original issue date of the GDRs we will not offer, sell, pledge or otherwise transfer the Shares except (A) to a person whom we and any person acting on our behalf reasonably believe is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A, or (B) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S under the Act;

(b) We are a qualified institutional buyer (within the meaning of Rule 144A under the Act) acting for our own account or for the account of one or more qualified institutional buyers; we have agreed to acquire (or it has agreed to acquire) the Regulation S GDRs or the Shares in a transaction which we understand is being made in reliance upon Rule 144A under the Act and, accordingly, we (or it) are separately taking all action necessary to cause the Shares being withdrawn to be deposited in the Rule 144 Facility under the Deposit Agreement for issuance of Rule 144A GDRs represented by a Master Rule 144A GDR in accordance with the terms and conditions of the Deposit Agreement.

4. If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraph 3 hereof that are applicable to it (including the representations with respect to beneficial ownership) and if paragraph 3(a)(iii) is applicable to our customer, has confirmed that it will comply with the agreements set forth in paragraph 3(a)(iii).

5. We certify (or if acting for the account of another person, such person has confirmed to us

that it certifies):

- (1) that no approval that has not been obtained by us needs to be obtained by us from any governmental agency of the Republic of Turkey, if any, which is currently performing the function of the regulation of currency exchange; and
- (2) that as result of acquiring the GDRs we will not own more than 10% of the share capital of Türkiye İ Bankasi A., or if we do own more than 10% of the share capital of Türkiye İ Bankasi A., we have notified the Foreign Investment General Directorate of the Prime Ministry of Turkey of such investment, and we further agree to inform any person to whom those GDRs may be sold of this provision

Very truly yours

[NAME OF CERTIFYING ENTITY]

[By:

Title:]