

YAPI VE KREDİ BANKASI A.Ş.

Notification Regarding General Assembly



Notification Regarding General Assembly

Summary Info	Ordinary General Assembly Results
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

Type of General Assembly	Annual
Beginning of The Fiscal Period	01.01.2018
End of The Fiscal Period	31.12.2018
Decision Date	18.02.2019
General Assembly Date	18.03.2019
General Assembly Time	15:00
Record Date	17.03.2019
Country	Turkey
City	İSTANBUL
District	BEŞİKTAŞ
Address	Yapı Kredi Plaza D Blok Konferans Salonu, Levent-Beşiktaş-İstanbul

Agenda Items

- 1 - Opening and election of the Chairman of the Meeting,
- 2 - Presentation of the Annual Activity Report of the Board of Directors, Financial Statements and Summary of Report of External Auditors related to 2018 and consideration and approval of Annual Activity Report and Financial Statements for 2018,
- 3 - Clearing of members of the Board of Directors of liability related to activities of the Bank during 2018,
- 4 - Approval of transactions regarding liquidation by sale of some Bank receivables that are being followed up on Non-Performing Loan accounts and to clear Board members regarding these transactions,
- 5 - Determining the number and the term of office of the Board members, electing members of the Board of Directors and independent members of the Board of Directors,
- 6 - Submitting according to Corporate Governance Principles the Remuneration Policy for the Members of Board of Directors and Senior Managers, and the payments made within the scope of the Policy to the shareholders' knowledge and approval of the same,
- 7 - Determining the gross attendance fees for the Members of the Board of Directors,
- 8 - Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the Profit Distribution for 2018 created as per the Bank's dividend distribution policy,
- 9 - Approval of the Independent Audit Institution selected by the Board of Directors with the requirement of the Regulation issued by the Banking Regulation and Supervision Agency and the Turkish Commercial Code,
- 10 - Submitting according to the regulations of the Capital Markets Board the donations and charities made by the Bank in 2018 to foundations and associations with the aim of social relief to the shareholders' knowledge and determining a ceiling amount for the donations to be made in 2019 in line with the Banking legislation and the regulations of the Capital Markets Board,
- 11 - Granting permission to the shareholders holding the management control, the members of the Board of Directors, the senior managers and their spouses and blood relatives and relatives by virtue of marriage up to second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code and submitting the transactions carried out in this context during 2018 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communique,
- 12 - Wishes and comments.

Corporate Actions Involved In Agenda

Dividend Payment

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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The following resolutions were adopted at the Ordinary General Assembly Meeting held on 18 March 2019.

- Annual Report and Financial Statements for the year 2018 have been approved.

- Members of the Board of Directors of the Bank have been released relating to activities of the Bank during the year 2018.

- Transactions regarding liquidation by sale of some of the Bank's receivables that are being followed up in nonperforming loans accounts, have been approved and the members of the Board of Directors of the Bank have been released regarding these transactions.

- Total number of members of the Board of Directors, including independent members, has been determined as 14; Mr. Yıldırım Ali KOÇ, Mr. Carlo VIVALDI, Mr. Gökhan ERÜN, Mr. Niccolò UBERTALLI, Mr. Levent ÇAKIROĞLU, Mr. Ahmet Fadıl ASHABOĞLU, Mr. Ahmet ÇİMENÖĞLU, Mr. Gianfranco BISAGNI, Mr. Mirko Davide Georg BIANCHI, Mr. Wolfgang Mag. SCHILK, Mr. Aykut Ümit TAFTALI and Mr. Francesco GIORDANO have been selected as the members of the Board of Directors and Mrs. Virma SÖKMEN and Mrs. Giovanna VILLA have been selected as independent members of the Board of Directors within the framework of the "Communiqué on Corporate Governance" issued by the Capital Markets Board, to serve for 1 year.

- The remuneration policy, which was determined by the Board of Directors and finally approved at the General Assembly meeting dated 20.03.2018 in accordance to the Corporate Governance Principles regarding the remuneration principles of the members of the Board of Directors and senior executives should be written and also the amount of TL 57.091 thousand has been made to the senior management of the Bank in 2018 within the frame of aforementioned policy has been approved by General Assembly.

- Within the framework of the Remuneration Policy, it has been decided that the members of the Board of Directors shall be paid an annual gross fee of TL 474.000 and that the payment of this arrangement shall be made monthly basis as equally installments to commence the following month of the General Assembly.

- Approved by the Ordinary General Assembly that; In accordance with the Banking Law, Capital Markets Law and related regulations, Article 20 of the Bank's Articles of Association and Profit Distribution Policy; considering the Bank's growth target within the sector, it's long term strategy, domestic and international economic developments , 2018 Profit Distribution Proposal and Profit Distribution Table that of the net profit for the accounting period TL 233.371.293,05 be reserved as general legal reserve, remaining TL 4.434.054.567,94 be set aside as extraordinary reserves.

- As per the relevant regulation of the Banking Regulation and Supervision Agency and the Turkish Commercial Code and in accordance with the proposal of the Audit Committee and with the Board of Directors decision, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was assigned as the independent audit company to audit financial reports for the accounting term of 2019 and to conduct other activities within the scope of related regulations is accepted by the General Assembly.

- Information has been given to the General Assembly regarding the fact that, in 2018, donations in the total amount of TL 14,271,460.65 and the major donations have been made by the Bank to foundations and associations and within the framework of Banking legislation and the regulations of the Capital Markets Board, it has been

resolved that the upper limit for donations to be made in 2019, shall be 0.1% (one in a thousand) of the Bank's nonconsolidated shareholders equity amount in accordance with the legal limits set by the BRSA.

- Granting permission to the shareholders holding the management control, the members of the Board of Directors, the senior managers and their spouses and blood relatives and relatives by virtue of marriage up to second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code was approved.

In contradiction between the Turkish and English versions of this public disclosure, the Turkish version shall prevail.

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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General Assembly Outcome Documents

Appendix: 1	YapiKrediTutanak18032019.pdf - Minute
Appendix: 2	YapiKrediHazirBulunanlarListesi18032019.pdf - List of Attendants

Additional Explanations

Minutes and the list of attendees of the Ordinary General Meeting are attached.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.