

YAPI VE KREDİ BANKASI A.Ş. Corporate Governance Information Form 2020 - Annual Notification

Summary

Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	Conferences: 15 (attended), Roadshow: 7 (attended), Webcasts: 4 (organized) Analyst Days: 8 (organized), Investor Meetings via teleconferences: around 400
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/818913
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	It is presented.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no such transaction.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There is no such transaction.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	There is no such transaction.
The name of the section on the corporate website that demonstrates the donation policy of the company	The Donation and Sponsorship Policy, accepted by the Board of Directors resolution dated March 2, 2021, is included in the Investor Relations/Corporate Governance/ Code of Ethics and Policies section of our corporate website.
	The Donation and Sponsorship policy,

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	accepted by the Board of Directors resolution dated March 2, 2021, will be submitted to the approval of the shareholders at the Bank's General Assembly to be held on March 25, 2021 regarding the year 2020.The declaration regarding the General Assembly meeting dated March 13, 2020 where the upper limit for donations and grants to be made by the bank in 2020 is approved: https://www.kap.org.tr/tr/Bildirim/828964
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 16
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The General Assembly was held open to the public, including stakeholders and the media without the right to speak. Some bank employees and some university students attended the General Assembly meeting held in 2020.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	None
The percentage of ownership of the largest shareholder	% 40,95
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	None
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Governance / Shareholders' Meeting
	Agenda Article 10: According to the Board of Directors attached profit distribution proposal it is resolved with 6.818.756.646,21 TL acceptance votes against 934.001rejection votes that; In accordance with the Banking Law, Capital

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	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, that of the net profit for the accounting period TL 180.002.988,58 be reserved as general legal reserve and TL 2.551.492,96 from real estate sales income within the framework of Article 5 clause 1/e of the Corporate Tax Law No: 5520, remaining TL 3.417.505.290,05 be set aside as extraordinary reserves.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/tr/Bildirim/828964

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
13/03/2020	1	% 80,73	% 0,01	% 80,72	Investor Relations / Corporate Governance / Shareholders' Meeting	Investor Relations / Corporate Governance / Shareholders' Meeting	None	0	https://www.kap.org.tr/tr/Bildirim/828964

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations, About Yapı Kredi, Corporate Governance, Shareholders' Meeting, We Are Here For You.
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Shareholding Structure: Investor Relations/ About Yapı Kredi/ Shareholding Structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Board of Directors, Senior management, Independence Declarations
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Board of Directors and Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Board of Directors and Committees
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Legal Disclosures
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Legal Disclosures
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as	Legal Disclosures

investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Legal Disclosures
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Talented and committed employees, Social Contribution

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Investor Relations/ Corporate Governance/ Code of Ethics and Policies
The number of definitive convictions the company was subject to in relation to breach of employee rights	143
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics, Anti-Corruption and Conflict of Interest Manager
The contact detail of the company alert mechanism	0 212 339 7353 / 0 212 339 7330 / 0 212 339 6039 Etik @yapikredi.com.tr, CikarCatismasi@ yapikredi.com.tr, YolsuzluklaMucadele@ yapikredi.com.tr
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Internal regulations are not publicly available or accessible.
Corporate bodies where employees are actually represented	There is an "Employee Relations Advisory Board " formed of representatives assigned by the Employer and the Union, which work to preserve labor peace and contribute to increasing productivity.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The backup plan in our Bank is made for all our top management, and appointments of General Manager and Assistant General Manager are carried out with the resolution of the Board of Directors.

<p>The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.</p>	<p>The Bank's Human Resources and Organization Management carries out its operations in line with the principle of non-discrimination on the basis of race, gender, nationality, age, religion, political affiliation and physical disability and being respectful of privacy and civil rights. Job descriptions, performance and rewarding criteria are announced to all employees. Also, the document regarding the code of conduct applied in the Bank is available on the corporate website.</p>
<p>Whether the company provides an employee stock ownership programme</p>	<p>Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)</p>
<p>The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.</p>	<p>The Bank's Human Rights Statement on the corporate website guarantees employees in areas such as diversity, freedom of expression. Furthermore, all Bank employees are able to share any discomfort and complaints with regard to these matters, orally or in writing, to the code of conduct within the Compliance, Internal Control, Risk and to the Ethics, Fight Against Corruption and Conflict of Interest section.</p>
<p>The number of definitive convictions the company is subject to in relation to health and safety measures</p>	<p>0</p>
<p>3.5. Ethical Rules and Social Responsibility</p>	
<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>Investor Relations/ Corporate Governance/ Code of Ethics and Policies</p>
<p>The name of the section on the company website that demonstrates the corporate social responsibility report. If</p>	

such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.

Investor Relations/
Corporate Governance,
Sustainability

Any measures combating any kind of corruption including embezzlement and bribery

The Bank's "Anti-Bribery and Anti-Corruption Policy" is included in the Investor Relations/ Corporate Governance/ Code of Ethics and Policies section of our website.

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	24.02.2021
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Yıldırım Ali Koç / Chairman, Levent Çakıroğlu / Vice Chairman, Gökhan Erün / Executive Director and CEO
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	12
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Audit Committee's Assessment on Internal Audit, Internal Control and Risk Management Systems
Name of the Chairman	Yıldırım Ali Koç
Name of the CEO	Gökhan Erün
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Investor Relations/ Corporate Governance/ Code of Ethics and Policies
The number and ratio of female directors within the Board of Directors	2 (%20)

Composition of Board of Directors

				Link To PDP Notification	Whether the Independent		

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	That Includes The Independency Declaration	Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/OR Finance Or Not
YILDIRIM ALİ KOÇ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/03/ 2016		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
LEVENT ÇAKIROĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/03/ 2015		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
GÖKHAN ERÜN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	15/01/ 2018		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
NICCOLO' UBERTALLI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	16/02/ 2015		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
AHMET FADIL ASHABOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/09/ 2005		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
WOLFGANG MAG.SCHILK	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	13/10/ 2016		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
AYKUT ÜMİT TAFTALI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/03/ 2016		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
AHMET ÇİMENİOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	18/03/ 2019	Within the frame of article 6(3)a of the CMB's Corporate Governance Communiqué; As a member of the Audit Committee, he is considered an Independent Board Member.	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)

NEVİN İMAMOĞLU İPEK	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	05/02/2020	Within the frame of article 6(3)a of the CMB's Corporate Governance Communiqué; As a member of the Audit Committee, she is considered an Independent Board Member.	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
VİRMA SÖKMEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	18/03/2019	https://www.kap.org.tr/tr/Bildirim/818913	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	10
Director average attendance rate at board meetings	% 91
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	In principle, it is presented within 7 days before the board of directors.
The name of the section on the corporate website that demonstrates information about the board charter	Although there have been consistently sustained processes in our Company for many years how the board meetings are held, but there is no written internal regulations regarding the issue.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	No limits are introduced for the Members of the Board of Directors preventing them from assuming duties outside the company due to the fact that their sectoral and business experience makes a significant contribution to the Board of Directors.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors and Committees
Link(s) to the PDP announcement(s) with the board committee charters	Information on the working principles of the Board committees is available on the Bank's website.

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)		Ahmet Çimenoglu	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Nevin İmamoğlu İpek	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Virma Sökmen	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Nevin İmamoğlu İpek	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		M. Erkan Özdemir	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Ücret Komitesi (Remuneration Committee)		Y.Ali Koç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Levent Çakıroğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Credit Committee	Gökhan Erün	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Credit Committee	Ahmet Çimenoglu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Credit Committee	Virma Sökmen	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Executive Committee	Gökhan Erün	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Executive Committee	Nurgün Eyüboğlu	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Executive Committee	Demir Karaaslan	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Executive Committee	M. Erkan Özdemir	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

Diğer (Other)	Executive Committee	Erhan Adalı	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Executive Committee	Serkan Ülgen	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Executive Committee	Yakup Doğan	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Executive Committee	Hakan Alp	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Executive Committee	A. Cahit Erdoğan	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Executive Committee	Saruhan Yücel	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Board of Directors; Audit Committee
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Board of Directors; Corporate Governance Committee
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	There is no Nomination Committee. The tasks related to this committee are provided by the Corporate Governance Committee. Annual Report: Board of Directors; Corporate Governance Committee
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	The Audit Committee and the Executive Committee also carry out the duties of the early detection of risk committee. Annual Report: Board of Directors; Executive Committee Members
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Board of Directors; Remuneration Committee
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Message from the Chairman, Message from the CEO, Report of the Board of Directors
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations/ Corporate Governance/ Code of Ethics and Policies
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Talented and committed employees

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		% 100	% 100	4	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 67	% 67	2	1
Ücret Komitesi (Remuneration Committee)		% 100	% 0	2	1
Diğer (Other)	Credit Committee	% 67	% 67	10	4