

AKBANK T.A.Ş.

INFORMATION DOCUMENT ON THE ORDINARY GENERAL ASSEMBLY OF THE YEAR 2019 DATED MARCH 23, 2020

Shareholders' 2019 Ordinary General Assembly of our bank will be held on Monday March 23, 2020 at 14:00, at our Head Office, Sabancı Center 4. Levent, to discuss the agenda detailed in the last page of this document.

Our shareholders who have the right to participate in the Ordinary General Assembly may attend the Ordinary General Assembly to be held at the above mentioned address personally, by proxy or by proxy in electronic environment over the Electronic General Meeting System ("e-GEM") provided by the Central Registry Agency ("CRA"), by using their safe electronic signatures, if they wish.

The shareholders may authorize their representatives by using e-GEM or have their representatives represent themselves at the Ordinary General Assembly by filling up the proxy form which might be found at our Head Office or at our web site www.akbank.com and notarize their signature, or by attaching the notarized signatory circular to the proxy form bearing their signatures, within the framework of the provisions of the Communiqué II-30.1 of the Capital Market Board ("CMB").

Those who will attend the Ordinary General Assembly physically may attend by submitting;

- Their identity cards, if they are real persons,
- Identity cards along with their certificates of representation of those who are authorized to represent and bind the legal entity, if they are legal entity shareholders,
- Identity cards and their certificates of representation of the representatives of real persons and legal entities,
- Identity cards if they're representatives authorized through e-GEM,

And also by signing the attendance list.

Our shareholders who will attend the Ordinary General Assembly in electronic environment over e-GEM may obtain information on procedures and principles about attendance, assigning proxy, making suggestions, expressing opinions and voting, from www.mkk.com.tr link which is the website of CRA.

Shareholders or representatives who wish to attend the Ordinary General Assembly in electronic environment should fulfill their obligations published on the Official Gazettes dated August 28th 2012, with no: 28395 "Regulation for the Ordinary General Meeting for Incorporated Companies in Electronic Environment" and dated August 29th 2012, with no: 28396 "Official Statement on Electronic Ordinary General Meeting system to be applied for General Meeting of Incorporated Companies".

The annual report including 2019 Financial Statements and Auditor's reports, The Board of Director's proposal on the appropriation of net profit and Ordinary General Assembly Information Document of our Bank will be ready for our Shareholders' review at least twenty-one days before the meeting date, on e-GEM section of CRA's website, on "Investor Relations" section of our Bank's internet address www.akbank.com at the Financial Coordination and Reporting Department in Istanbul, as well as at Ankara Commercial, Adana Commercial and İzmir branches.

ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

The notifications and explanations required by the “Communiqué on Principles for Corporate Governance” No: II-17.1 of the Capital Market Board regarding the agenda items are specified under the related agenda item. Other general explanations are also presented in this document for the attention of shareholders.

1. Ownership Structure and Voting Rights (as of 28.02.2020)

Corporate Title/Name/Surname of the Shareholder	Share in the Capital (TL)	Share in the Capital (%)
Hacı Ömer Sabancı Holding A.Ş.	2.119.027.173,70	40,75
Other	3.080.972.826,30	59,25
TOTAL	5.200.000.000,00	100,00

There are no privileged shares.

2. Information on Changes occurred in the Bank or in its major Equity Participations and Subsidiaries or planned for future which might materially affect our operations

In 2019, there has been no change in our Bank or in its major equity participations and subsidiaries which could materially affect our operations. There are no planned changes for future which may materially affect our operations.

3. Information regarding the Claims of the Shareholders, CMB and Other Public Authorities on Adding an Item to the Agenda

Shareholders, CMB and Other Public Authorities have not requested any additional item to be included in the Agenda of the General Assembly.

EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY OF AKBANK T.A.Ş DATED MARCH 23, 2020

1. Opening and Appointment of the Presidential Board

Presidential Board will be constituted to conduct the Ordinary General Assembly within the framework of Turkish Commercial Code No: 6102, provisions of the Articles of Association, Procedures and Principles of Ordinary General Assembly of Incorporated Companies and Provisions of the Regulations on Representatives of the Ministry of Customs and Trade who will Attend these Meetings (“Regulation”)

2. Communication and discussion of the Report of the Board of Directors

Report of the Board of Directors which has been submitted for our Shareholders’ review on CRA’s website, on e-GEM page, on our Bank’s internet address www.akbank.com, in “Investor Relations” section at the Financial Coordination and Reporting Department in Istanbul, as well as at Ankara Commercial, Adana Commercial and İzmir branches within the scope of the provisions of Turkish Commercial Code and Regulations will be read at the Ordinary General Assembly and submitted to the review of our shareholders’. The aforementioned report is an integral part of the Annual Report which also includes the Corporate Governance Principles Compliance Report and with other documents, it has been submitted on our website and on Public Disclosure Platform for the review of our shareholders.

3. Communication of the Independent Auditors' Report

The Independent Auditors' Report which has been submitted for the review of our shareholders' on CRA's website, on e-GEM page, on Public Disclosure Platform, on our Bank's internet address www.akbank.com, in "Investor Relations" section, at the Financial Coordination and Reporting Department in Istanbul, as well as at Ankara Commercial, Adana Commercial and İzmir branches within the scope of the provisions of Turkish Commercial Code and Regulations will be read at the Ordinary General Assembly. The aforementioned report is an integral part of the Annual Report which also includes the Corporate Governance Principles Compliance Report and with other documents, it has been submitted on our website and on Public Disclosure Platform for the review of our shareholders.

4. Communication, discussion and ratification of the Financial Statements of 2019

The Financial Statements of 2019 which has been submitted for the review of our shareholders' on CRA's website, on e-GEM page, on Public Disclosure Platform, on our Bank's internet address www.akbank.com, in "Investor Relations" section, at the Financial Coordination and Reporting Department in Istanbul, and at Ankara Commercial, Adana Commercial and İzmir branches within the scope of the provisions of Turkish Commercial Code and Regulations, will be read at the Ordinary General Assembly and submitted to the review and approval of our shareholders'. The aforementioned report is an integral part of the Annual Report which also includes the Corporate Governance Principles Compliance Report and with other documents it has been submitted on our website and on Public Disclosure Platform for the review of our shareholders.

5. Discharge of liability of the members of the Board of Directors

Discharge of liability of every member of the Board of Directors separately regarding their operations, transactions and accounts for 2019 will presented to the approval of the Ordinary General Assembly.

6. Decision on the appropriation of 2019 net profit

According to our financial statements which are audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. the "Net Period Profit" for the accounting period 01.01.2019-31.12.2019 is TL 5.417.467.871,42. The profit distribution proposal of the Board of Directors to the Ordinary General Assembly is in Annex 1.

7. Appointment and determination of the tenure of the Members of the Board of Directors

Appointment will be made for the Members of the Board of Directors whose terms have expired, and the tenure for the appointments will be determined.

Regarding the independent Member of the Board of Directors, according to Item b, Clause 3 of the Article 6 of the "Communiqué on Corporate Governance" No: II-17.1 principle clauses 4.3.6, 4.3.7 and 4.3.8. of "Corporate Governance Principles of the Capital Markets Board" will be applied. Within this scope, the Independent Member Candidate for the Board of Directors is Kemal Özgür Demirtaş and his Curriculum Vitae is in Annex 2.

8. Determination of the compensation of the Members of the Board of Directors

A monthly gross salary of TL 12.000 is paid to the current Members of the Board of Directors. The salary to be paid to the members who will be elected in the new period will be determined at the Ordinary General Assembly. In addition to this, Ordinary General Assembly will decide regarding the payments to the Board Members who will assume an additional appointment in the Bank.

9. Appointment of the Independent Auditors

The appointment of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for 2020 in line with the decision of the Board of Directors held on 31.01.2020 which itself included the opinion of the Bank's Audit Committee regarding the subject matter will be submitted to the approval of the Ordinary General Assembly.

10. Providing information regarding the donations made in 2019

The amount of donations made by our Bank in 2019 stood at TL 85.834. The said matter is only for information purposes and it is not subject to Ordinary General Assembly approval.

11. Determining the limits of donation for 2020

In accordance with Clause 5 of the Article 19 of the Capital Markets Law, donation limit of the Bank should be submitted for the approval of the Ordinary General Assembly. According to the Banking Law, the banks can make donations up to maximum 0.4% of their shareholder's equity in a financial year. It is expected that a proposal which takes the provisions of Banking Law for the donation limit into account will be made at the Ordinary General Assembly.

The donations made by our Bank in the years 2017, 2018 and 2019 and their ratio to shareholder's equity were, respectively, TL 72.440 (%0,0002), TL 44.165 (%0,0001) and TL 85.834 (%0,0002).

12. Empowerment of the Board of Directors with regards to the authorization of the Members of the Board of Directors concerning the matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code

Our members of the Board of Directors can carry out operations within the framework of the Article 395 of Turkish Commercial Code titled "Prohibition on Operation with a Company, Borrowing to a Company" and Article 396 of Turkish Commercial Code titled "Prohibition of Competition" with the approval of the Ordinary General Assembly. The aforementioned permission will be submitted to the approval of the Ordinary General Assembly in order to comply with the requirements of the regulation above.

AKBANK T.A.Ş. Profit Distribution Table for the Year 2019 (TL)

1. Paid/Issued Capital		5.200.000.000
2. Total Reserve Funds (According to Legal Records)		1.532.027.260,68
According to the Articles of the Association, if there is any privilege in the profit distribution, information related with the mentioned privilege		-
		According to Legal Records (LR)
3.	Profit for the Fiscal Period	6.801.333.443,62
4.	Tax Payable (-)	1.383.865.572,20
5.	Net Profit for the Fiscal Period (=)	5.417.467.871,42
6.	Losses for the Previous Years (-)	0,00
7.	First Scheme Legal Reserve (-)	240.000.000,00
8.	NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=)	5.177.467.871,42
9.	Donations made during the year (+)	
10.	Net distributable period profit in which the donations are added to the primary dividend	
11.	Primary Dividend to the Shareholders'	0,00
	- Cash	0,00
	- Bonus shares	0,00
	- Total	0,00
12.	Dividend Distributed to the Privileged Shareholders	0,00
13.	Other Distributed Dividend	0,00
	- Board Members	0,00
	- Employees	0,00
	- People other than shareholders	0,00
14.	Dividend Distributed to Founders Shares	0,00
15.	Secondary Dividend to the Shareholders'	0,00
16.	Second Scheme Legal Reserve Fund	0,00
17.	Statutory Reserves	0,00
18.	Special Reserve Account	0,00
19.	EXCESS RESERVE	5.177.467.871,42
20.	Other Sources Proposed to be Distributed	
	- Profit for the Previous Year	
	- Extraordinary Reserves	
	- Other Reserves Distributed According to the Law and Articles of Association	-

AKBANK T.A.Ş. Profit Distribution Table for the Year 2019 (TL)					
	TOTAL DIVIDEND AMOUNT (TL)		TOTAL DIVIDEND / NET DISTRIBUTABLE PROFIT	DIVIDEND CORRESPONDING TO 1 TL NOMINAL VALUE SHARE	
	CASH (TL)	BONUS SHARES (TL)	PERCENTAGE (%)	AMOUNT (TL)	PERCENTAGE (%)
GROSS	0,00	-	0,00	0,00000	0,00000
NET	0,00	-	0,00	0,00000	0,00000

CURRICULUM VITAE OF THE BOARD OF DIRECTORS

According to Item b, Clause 3 of the Article 6 of the “Communiqué on Corporate Governance”, No: II-17.1; the principles number 4.3.6, 4.3.7 and 4.3.8. of the “Corporate Governance Principles of the Capital Markets Board” will be applied for the selection of an independent member to the Board of Directors. Within this scope, the Independent Member Candidate of the Board of Directors of the Bank is Kemal Özgür Demirtaş and his Curriculum Vitae is presented below.

Kemal Özgür Demirtaş (Independent Board Member)

Kemal Özgür Demirtaş got his BS degree in Electrical and Electronics Engineering from Bogazici University in 1998. He earned his Ph.D. degree in Finance from Boston College in 2003. In the same year, he was appointed as a tenure track Assistant Professor at Baruch College, City University of New York. In 2007, he earned a tenured Associate Professor position. He was awarded with one of the prestigious medals of the University: The presidential Award for Teaching Excellence. His research is also awarded by Eugene M Lang foundation and Marie Curie Reintegration program. He published more than 30 academic articles in various academic journals. He taught at Boston College, CUNY, NYU Stern School of Business and in 2012, he joined Sabanci University as a Chair Professor of Finance. Since 2014, Kemal Özgür Demirtaş is the founding chairman of the Center of Excellence in Finance (CEF) at Sabanci University.

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