

INFORMATION DOCUMENT FOR 2020
ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED MARCH 29, 2021

A) Additional Information in Accordance with the Corcoporate Governance Regulations of Capital Markets Board of Turkey

1. Ownership Structure (Shares owned more than 5% of the capital)

Registered Capital Ceiling : 750.000.000.-TL
Issued Capital : 355.000.000.-TL

Shareholder	Share Amount (TL)	Voting Right (%)
Türkiye İş Bankası A.Ş.	233.393.381,67	65,74
Other	121.606.618,33	34,26
Total	355.000.000,00	100,00

2. Information on Privileged Shares

Voting rights do not incorporate any privileges. Each shares have one voting right. However, according to the article 9 of the Articles of Association of the Company, holders of Class A shares enjoy privileges solely to nominate 6 members for the election of the Board which consists 9 Directors.

3. Information on Shares Representing the Capital

Share Group	Registered/Bearer Share	Nominal Value per Share (TL)	Nominal Value of Shares	Ratio to total Capital (%)	Type of Privilege
A	Registered	1.- TL	150.000.- TL	0,04	Nominate 6 members for the election of the Board which consists 9 Directors.
B	Bearer	1.-TL	354.850.000.- TL	99,96	None

4. Information on Managerial and Operational Changes That Materially Affect the activities of Our Company and its Subsidiaries

No material change in the management and operations of the Company and its subsidiaries regarding the previous period and also no material change is planned for incoming periods.

5. Information on the requests submitted to Investor Relations Department regarding an article to be placed on the agenda of the General Meeting of Shareholders

The Company Headquarters have not received any agenda proposal by the shareholders.

6. Information on the Independent Board Member Candidates Nominated by the Board of Directors

The information is presented at Additional Information on Agenda Articles section.

B) Additional Information on Agenda Articles

1. Opening and chairing the council

The council will be chaired in accordance with the related regulation, Company's Articles of Association and Internal Directive of the Principles and Procedures of Operation of the General Meeting of Shareholders.

2. Reading and deliberation of 2020 Annual Report prepared by the Board of Directors

The annual report, which disclosed to public through website of e-disclosure platform (KAP) www.kap.org.tr, at the Company Headquarters, website of the Company www.isyatirim.com.tr on February 1, 2021 and through electronic general meeting system (EGKS) on the same date with the Ordinary General Meeting of Shareholders disclosures, will be presented for deliberation.

3. Reading, deliberation of the financial statements and Independent Auditor's report of 2020 and approval of the financial statements

The financial statements and Independent Auditor's report of 2020, which disclosed to public through website of KAP www.kap.org.tr, at the Company Headquarters, website of the Company www.isyatirim.com.tr on February 1, 2021 and through EGKS on the same date with the Ordinary General Meeting of Shareholders disclosures, will be presented for deliberation and the financial statements will be submitted for approval.

4. Approval of members assigned to the Board of Directors in the period

The assignment of the Director to the Board of Directors in the period to be submitted for the approval of the first General Meeting of Shareholders to be held, will be submitted for approval.

5. The individual acquittal of members of the Board of Directors for their fiduciary responsibilities for 2020

The acquittal of the Board of Directors will be submitted for approval regarding their fiduciary responsibilities for 2020

6. Deliberation and decision on the profit distribution of 2020

Dividend distribution proposal of the Board of Directors will be submitted for approval (Appendix 1).

7. Election of members of the Board of Directors and determination of the membership period

New member candidates of the Board will be submitted for approval to replace the Board members whose terms of office expire.

Hasan Emre Aydın, Prof. Dr. Ali Hakan Kara and İzzet Selim Yenel, who have been acting as Independent Members at the Board of Directors since General Meeting of Shareholders dated March 20, 2020 are decided to be once again designated as Independent Members by the Board of Directors in accordance with the assesment report of the Corporate Governance Committee. The Capital Markets Board of Turkey has not given any negative opinion on any candidates upon the Company's application within frame of the corporate governance regulation. The CVs of the candidates are provided in Appendix 2.

8. Determination of the salaries to be paid to members of the Board of Directors

The salaries to be paid to members of the Board of Directors will be determined in accordance with the related regulation and the Articles of Association of the Company.

9. Selection of the auditor

The resolution of the Board of Directors for the proposal of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Ernst&Young Global Limited) to be selected as the auditor, will be submitted for approval.

10. Presentation of information on the donations made in 2020 and determination of upper limit for donations will be made in 2021

Information on the donations made in 2020 will be presented and upper limit for donations for 2021 will be determined.

APPENDIX 1

DIVIDEND DISTRIBUTION PROPOSAL OF THE BOARD OF DIRECTORS FOR 2020 (TL)

1. Paid-in / Issued Capital	355.000.000,00
2. Total Legal Reserves (According to Legal Records)	106.356.430,31
Information on privileges in dividend distribution, if any, in Articles of Association	None

		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	1.210.681.307,00	1.157.290.848,00
4.	Taxes Payable (-)	(268.706.987,00)	(246.219.535,00)
5.	Net Current Period Profit	941.974.320,00	911.071.313,00
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserves (-)	(6.092.564,18)	(6.092.564,18)
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT	935.881.755,82	904.978.748,82
9.	Donations Made During the Year	401.797,20	
10.	Donations-Added Net Distributable Current Period Profit	936.283.553,02	
11.	First Dividend to Shareholders		
	- Cash	187.256.710,60	
	- Stock	0,00	
	- Total	187.256.710,60	
12.	Dividend Distributed to Owners of Privileged Shares	0,00	
13.	Dividend Distributed to Members of the Board of Directors, Employees, etc.	0,00	
14.	Dividend Distributed to Owners of Redeemed Shares	0,00	
15.	Second Dividend to Shareholders	167.743.289,40	
16.	Secondary Legal Reserves (-)	33.725.000,00	
17.	Statutory Reserves	0,00	
18.	Special Reserves	109.000.000,00	
19.	EXTRAORDINARY RESERVES	438.156.755,82	407.253.748,82
20.	Other Distributable Resources		
	- Previous Year's Profit		
	- Extraordinary Reserves		
	- Other Distributable Reserves as per the Law and the Articles of Association		

DIVIDEND RATIO TABLE						
NET	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT RATIO (%)	DIVIDEND PER SHARE FOR 1.-TL NOMINAL VALUE	
		CASH (TL)	SHARES (TL)		AMOUNT (TL)	SHARE (%)
NET *	A	127.500,00	0,00	0,01	0,850000	85,0000
	B	301.622.500,00	0,00	32,23	0,850000	85,0000
	TOTAL	301.750.000,00	0,00	32,24	0,850000	85,0000

(*) TL 355.000.000 gross cash dividend

APPENDIX 2

CVs OF THE INDEPENDENT BOARD MEMBER CANDIDATES

Hasan Emre Aydın

Having graduated with a BA degree in economics from Middle East Technical University, Hasan Emre Aydın completed his MA degree in business administration at the New Hampshire University. He began his career at Societe Generale SA at corporate credit and marketing division in 1992. Then he served various positions for corporate and financial institutions marketing, foreign trade, cash management, e-banking and investment banking lines at Citibank NA, ABN AMRO NV ve Royal Bank of Scotland PLC. He held senior management levels such as assistant general manager, board member and regional director for EMEA. He managed many rewarded projects including providing long-term finance by asset backed securities collateralized by credit cards debt, letter of credits, receivables and commodity stocks, optimization of technology and banking services to increase the efficiency of cash flow of globally operating Turkish companies, digitalization of corporate banking services and cooperations with international technology platforms to afford SMEs an opportunity to have early collection. He acted as CEO of Ubiq and Dataplan which had operations on US and UK based supply chain and receivable financing since 2015, then joined a fintech company, Faturalab and a family-owned company, Elsan Elektrik A.Ş. as board member. Mr. Aydın was appointed as an Independent Board Member on March 20, 2020.

Prof. Dr. Ali Hakan Kara

Having graduated with a Bachelor degree in Electrical and Electronics Engineering from Middle East Technical University, Ali Hakan Kara completed his MA degree in Economics at Bilkent University and Ph.D. degree in Economics at New York University. He began his career at Central Bank of Republic of Turkey (CBRT) in 2002. After holding various managerial positions he became General Manager of Research and Monetary Policy between 2008-2012 and Chief Economist between 2012-2019. He played a leading role in the analysis, design, and implementation of monetary and macroprudential policies in Turkey in the called period. Then he became Economic Assistant Professor in 2012. He gave lectures at New York University and Middle East Technical University while invited to numerous academic conferences, panels and international conferences as lecturer. His research works deal with Turkish Economy and Monetary Policy published by many reviews and books which referred by more than 2.000 researchs. He served as an editor of Central Bank Review and a member of the management committee of the International Journal of Central Banking and member of the board of trustee of ODTÜ Parlar Vakfı. Ali Hakan Kara, who had joined Bilkent University as Professor of Monetary Policy and Financial Markets Practice at Department of Economics in February 2020, teaching on Monetary Economics, Turkish Economy and Financial Markets. Mr. Kara was appointed as an Independent Board Member on March 20, 2020.

İzzet Selim Yenel

İzzet Selim Yenel entered the Ministry of Foreign Affairs (MFA) in 1979. His first posting was the Turkish Delegation to the OECD in Paris between 1981-1984. From there he went to the Turkish Embassy in Kabul, Afghanistan (1984-1986). After coming back to the MFA he was posted to the Turkish Delegation to the UN in New York (1988 - 1992). From 1994 till 1999 he

was at the Turkish Delegation to the European Union in Brussels. He returned to Ankara and dealt with EU matters up until the opening of accession negotiations (1999- 2005). Subsequently in December 2005 he was posted as Ambassador to Vienna until October 2009 when he returned to Ankara as Deputy Under-Secretary for Bilateral Political Affairs and Public Diplomacy. From December 2011 till January 2017 he was posted as Ambassador and Permanent Delegate of Turkey to the European Union. Upon his return to Ankara he became Undersecretary at the Ministry of EU Affairs until July 2018 when the EU Ministry and Foreign Ministry merged. In 2019 he was appointed as First Deputy Secretary General at the Black Sea Economic Cooperation (BSEC) Organization. In January 2020 he became President of Global Relations Forum. Mr. Yenel was appointed as an Independent Board Member on March 20, 2020.