

TÜRKİYE İŞ BANKASI A.Ş.
INFORMATION DOCUMENT FOR
THE ANNUAL GENERAL MEETING
TO BE HELD ON MARCH 31, 2020

The Annual General Meeting (AGM) of our bank shall be held on **March 31, 2020, Tuesday, at 14:00**, at the address of **İş Kuleleri 34330 Levent, Istanbul, at the Head Office/Auditorium Building** to discuss the agenda items mentioned below. Our shareholders may also participate the AGM electronically, either in person or by proxy according to Article 1527 of the Turkish Commercial Code No. 6102. The shareholders or their representatives who will attend the meeting electronically must have secure e-signature.

The persons who own at least

- 1 Group A share with a nominal value of 1 Kurus,
- 1 Group B share with a nominal value of 1 Kurus or
- 1 Group C share with a nominal value of 4 Kurus

may attend the meeting personally or by proxy.

Shareholders who will attend the AGM physically should submit their identity cards bearing the TR identity number on the meeting day; shareholders who will attend the meeting electronically should be registered in the Electronic General Meeting System (EGMS) portal of Central Registry Agency (CRA) at least one day before the meeting until 21:00. For our shareholders or their representatives who state that they will attend the meeting electronically and do not change this preference, it will not be possible to attend the meeting physically.

Shareholders who have the right to attend the AGM, may exercise their rights by means of deputizing a representative/proxy.

The representatives/proxy who will attend the meeting should submit;

- the relevant power of attorney (Annex: 1) which will be prepared in compliance with the requirements of the Communiqué on Voting by Proxy and Proxy Solicitation (II.30.1) issued by the Capital Markets Board and identity cards bearing the TR identity Number,
- Only their identity cards bearing the TR identity Number on the meeting day if deputized over EGMS portal.

it is possible for the custody institutions to attend the AGM as “Depositor’s Representative” provided that they are identified in the EGMS portal in order to represent the shareholders whose shares are in safe custody with such institutions. in case these custody institutions appoint and authorize their employees in order to physically attend the AGM, these employees shall submit their authorization documents in addition to the “Power of Attorney Related to Deposited Shares” and “Instruction Notification Form”, as attached herewith (Annex: 2/a and Annex: 2/b).

If the shareholder is a legal entity or a governmental entity, then the identity cards (bearing the TR Identity Number) along with the certificates of authorization of those who are authorized to represent and bind the legal entity should be submitted.

In accordance with the provisions of Article 18 of the Turkish Banking Law No. 5411; any acquisition of shares that result in the acquisition by one person directly or indirectly of shares representing ten percent or more of the capital of a bank or if shares held directly or indirectly by one shareholder exceed ten percent, twenty percent, thirty-three percent or fifty percent of the capital as a result thereof, and assignments of shares that result in shares held by one shareholder falling below these percentages, are subject to the permission of the Banking Regulatory and Supervisory Authority. In accordance with the Banking Law, and the Regulation on Permit-required Activities and Indirect Share Ownership of the Banks, in the case of share assignments of this kind, the permission of the Banking Regulatory and Supervisory Authority is required.

In this aspect, if there is any acquisition of shares requiring a permission from the Banking Regulatory and Supervisory Authority or any change in the share ownership percentages of our legal entity shareholders requiring the permission of the Banking Regulatory and Supervisory Authority, the submission of the document showing that the permission has been granted before the Bank's AGM is required.

As per the article 29 of the Capital Market Law, registered mail for the call of AGM will not be posted to our shareholders.

According to the Turkish Commercial Code no. 6102 and the Article 49 Incorporation,

- each Group (A) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right,
- each Group (B) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right and
- each Group (C) share with a nominal value of 4 Kuruş gives its shareholder 4 voting rights.

The Annual Report including the Financial Statements of 2019, Board of Directors' Report and Independent Auditor's Report are submitted for our shareholders' review at the İşbank Branches, on the Bank's internet address of www.isbank.com.tr and at the EGMS portal of the CRA.

The attendance of our esteemed shareholders is requested on the day and time stated above.

A) ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES ISSUED BY THE CAPITAL MARKETS BOARD OF TURKEY

1. Shareholding Structure and Voting Rights (*)

	Nominal (TL)	Number of Shares	Voting Rights (**)
İşbank Personnel Supplementary Pension Fund			
Group A	355.324	35,532	35,532
Group B	9,488.300	948,830	948,830
Group C	1,752,092,958.666	43,802,323,967	175,209,295,868
Atatürk Shares			
Group A	275.676	27,567	27,567
Group B	8,237.690	823,769	823,769
Group C	1,264,133,950.653	31,603,348,766	126,413,395,064
Shares Bought Back in 2018 (***)			
Group C	130,000,000.000	3,250,000,000	-
Free Float			
Group A	369.000	36,900	36,900
Group B	11,274.010	1,127,401	1,127,401
Group C	1,353,743,090.681	33,843,577,267	135,374,309,068
Total			
Group A	1,000.000	100,000	100,000
Group B	29,000.000	2,900,000	2,900,000
Group C	4,499,970,000.000	112,499,250,000	436,997,000,000

(*) As of 02.03.2020

(**) According to the Turkish Commercial Code no. 6102 and the Article 49 of İşbank Articles of Incorporation,

- each Group (A) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right,
- each Group (B) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right and
- each Group (C) share with a nominal value of 4 Kuruş gives its shareholder 4 voting rights.

(***) As per the Board decision and BRSA's approval both of which are dated 17.08.2018 Group (C) shares at a nominal value of TL 130,000,000 were bought back in 2018.

2. Information Regarding the Changes in the Management and Activities of the Bank and its Affiliates Which Will Materially Affect the Bank's Activities

There is no change in the management and activities of the Bank's affiliates which will materially affect the Bank's activities. Furthermore, issues which will materially affect the Bank's activities are disclosed publicly in accordance with the relevant legislation.

3. Information Regarding the Board Member Nominees and the Reason of Revocation or Election of the Board Members, if the Agenda of the General Meeting Includes the Revocation and Election of the Board Members

Board member Nominees will be submitted to our shareholders' approval during our 2019 General Meeting. The explanations regarding the independent board member candidate can be found in the "B) EXPLANATIONS ON AGENDA ITEMS OF THE ANNUAL GENERAL MEETING DATED MARCH 31, 2020" section of this document.

4. Information Regarding the Written Requests of the Shareholders Delivered to Investor Relations Department, to Add Any Agenda Item

None.

5. Information Regarding the Amendments to the Articles of Incorporation

Amendment of the article 5 of the Articles of Incorporation regarding the extension of the permission period of the Maximum Level of Registered Capital will be submitted for the approval of the General Assembly (Annex: 3).

B) EXPLANATIONS ON AGENDA ITEMS OF THE ANNUAL GENERAL MEETING DATED MARCH 31, 2020

1. Opening Ceremony, establishment of the Council of Chairmanship

In accordance with the relevant legislation and the Bank's Articles of Incorporation, the Council of Chairmanship will be established.

2. Discussion of 2019 Annual Report of the Board of Directors, Financial Statements, the Independent Auditors' Reports and ratification of the Annual Report of the Board of Directors and Financial Statements

2019 Annual Report of the Board of Directors, Financial Statements, the Independent Auditors' Reports will be discussed and the Annual Report of the Board of Directors and Financial Statements will be submitted to the approval of the shareholders.

3. Discharge of the Board of Directors from their responsibilities for the transactions and accounts of the year 2019

In accordance with the relevant legislation, discharge of the Board of Directors with regards to the transactions and accounts for the year 2019 will be submitted to the approval of the shareholders.

4. Approval, approval with amendments or disapproval of the proposal of the Board of Directors regarding the utilization of 2019 profit

The proposal of the Board of Directors regarding the utilization of 2019 profit will be submitted to the approval of the General Assembly (Annex: 4).

5. Election of the Board of Directors

Candidate members of the Board of Directors who will be elected to replace the members of the Board of Directors whose terms of office expire will be submitted to the approval of the shareholders in the 2019 Annual General Meeting.

Mr. Ahmet Gökhan Sungur has been nominated as independent member in accordance with the corporate governance principles issued by the Capital Markets Board of Turkey in line with the evaluations of our Bank's Corporate Governance Committee. Within the context of relevant legislation, an application has been made to the Capital Markets Board regarding the candidacy of Mr. Ahmet Gökhan Sungur and the Capital Markets Board has not reported any negative opinion on the subject. Aforementioned matter will be submitted to the approval of the shareholders in the 2019 Annual General Meeting.

Mr. Sungur's background is attached (Annex: 5).

As of March 2, 2020; there's no notification made to our Bank regarding the other Board member candidates.

6. Determination of the allowance for the members of the Board of Directors

The remuneration of the Board Members will be determined by the General Assembly, in accordance with the relevant legislation and the principles in the Articles of Incorporation.

7. Selection of the Independent Audit Company

The selection of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst & Young Global Limited) as the independent audit company of the Bank for the year 2020 will be submitted to the approval of the General Assembly.

8. Permitting the Members of the Board of Directors as per articles 395 and 396 of the Turkish Commercial Code

The authorization of the Board Members to conduct business in accordance with Article 395 of Turkish Commercial Code titled as “Prohibition to Conduct Business with a Company, Borrowing from a Company” and Article 396 titled as “Prohibition of Competition” will be submitted for the approval of the General Assembly.

9. Amendment of the article 5 of the Articles of Incorporation regarding the extension of the permission period of the Maximum Level of Registered Capital

Regarding the extension of the permission period of the Maximum Level of Registered Capital, approval for the amendment of the Article 5 of the Articles of Incorporation has been obtained from the regulatory institutions and it will be submitted to the approval of the General Assembly. Old and new versions of Article 5 of our Articles of Association are attached (Annex: 3).

10. Presenting information to the shareholders on the subjects held in Capital Markets Board Corporate Governance Communique principle no. 1.3.6

The shareholders will be informed about the transactions executed regarding the relevant Capital Markets Board Corporate Governance Principle no. 1.3.6, in case there are any.

11. Presenting information to the shareholders about the donations

The shareholders will be informed with regard to the donations made in 2019 in accordance with the relevant legislation.

PROXY STATEMENT
TÜRKİYE İŞ BANKASI A.Ş.

I, the undersigned, hereby appoint, empower and delegate as identified in details hereinbelow, as my proxy holder fully authorized to represent me, and vote and make proposals and sign the required documents on behalf of me, in accordance with my opinions cited below, in the Annual General Meeting of Türkiye İş Bankası .A.Ş. to be held on Tuesday, March 31st, 2020 at 14:00 at the address of İş Bank's Headquarters/Auditorium Building located in İş Kuleleri 34330 Levent/İstanbul

Proxy Holder's (*);

First Name, Last Name/Company's Name:

T.R. Identity No./Tax Identity No., Trade Registry and Number and MERSIS Number:

(*) For foreign proxy holders, the equivalents, if any, of the information required should be provided.

A) SCOPE OF PROXY AUTHORIZATION

For parts 1 and 2 below, only one of the alternatives (a), (b) or (c) shall be chosen to determine the scope of power of attorney.

1. Information on Items Involved in the Agenda of the General Meeting;

- a) The proxy holder is authorized to vote in line with his/her own opinions.
- b) The proxy holder is authorized to vote in line with the proposals of the corporation management
- c) The proxy holder is authorized to vote in line with the instructions given in the following table.

Instructions:

If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.

Agenda Items	Acceptance	Rejection	Dissenting Opinions
1. Opening Ceremony, establishment of the Council of Chairmanship			
2. Discussion of 2019 Annual Report of the Board of Directors, Financial Statements, the Independent Auditors' Reports and ratification of the Annual Report of the Board of Directors and Financial Statements			
3. Discharge of the Board of Directors from their responsibilities for the transactions and accounts of the year 2019			
4. Approval, approval with amendments or disapproval of the proposal of the Board of Directors regarding the utilization of 2019 profit			

Agenda Items	Acceptance	Rejection	Dissenting Opinions
5. Election of the Board of Directors			
6. Determination of the allowance for the members of the Board of Directors			
7. Selection of the Independent Audit Company			
8. Permitting the members of the Board of Directors as per articles 395 and 396 of the Turkish Commercial Code			
9. Amendment of the article 5 of the Articles of Incorporation regarding the extension of the permission period of the Maximum Level of Registered Capital			
10. Presenting information to the shareholders on the subjects held in Capital Markets Board Corporate Governance Communiqué principle no. 1.3.6	Item of Information		
11. Presenting information to the shareholders about the donations	Item of Information		

2. Specific instruction on other issues that may arise during the general assembly meeting and particularly regarding the use of minority rights:

- Proxy holder is authorized to vote in line with his/her own opinions.
- Proxy holder is not authorized to represent on these issues.
- Proxy holder is authorized to vote in line with the special instructions stated below.

SPECIAL INSTRUCTIONS: Special instructions, if any, of the shareholder to the proxy are stated herein.

B) Shareholder indicates the shares requested to be represented by the proxy holder by marking one of the following options

1. I am approving the representation by the proxy holder of my shares as detailed below.

- Group:
- Quantity/Nominal Value:
- Whether privileged in voting or not
- Ratio to total shares/voting rights held by shareholder:

2. I am approving the representation by the proxy holder of all of my shares shown in the list of shareholders eligible for attending the general assembly meeting, which is prepared by CRA one day before the date of general assembly meeting

SHAREHOLDER'S NAME&SURNAME OR TITLE (*)

TR Identity No./Tax Identity No, Trade Registry and Number and MERSIS Number:

Address:

(*) For foreign proxies, the equivalents, if any, of such information should be provided.

SIGNATURE

SAMPLE OF POWER OF ATTORNEY RELATED TO DEPOSITED SHARES**A) DEPOSITOR**

(1) Name Surname/Title:	
(2) National ID/Tax ID/MERSIS Number:	
(3) Address:	

B) CONSIGNED

(4) Name Surname/Title:	
(5) Tax ID/MERSIS Number:	
(6) Address:	
(7) Number of Shares to be Consigned and Total Nominal Amount:	

The consigned is authorized to attend the general assembly meeting, a right comes out from the share/s defined above by the consigned and vote regarding the agenda items within the framework of instructions given by the depositor before every general assembly. (Date)

Depositor**Consigned****Seal/Signature****Seal/Signature****Explanations:**

- 1) The owner of the share shall be written.
- 2) If the shareholder is a Turkish Republic citizen real person, national ID number shall be written, if the shareholder is a legal entity, tax ID shall be written (When Central Registration System of Ministry of Customs and Trade is started to be used, MERSIS number will be written). If the shareholder is foreigner, either foreigner ID number or tax ID number shall be written.
- 3) The address shall be written.
- 4) Name and surname of the consigned person or title of the intermediary firm shall be written.
- 5) The tax ID or MERSIS number of the consigned shall be written.
- 6) The address of the consigned shall be written.
- 7) The number and total nominal value of the shares to be consigned shall be written. However, in case the shares which are monitored in a dematerialized way as per Article 13 of Capital Markets Code, it can be defined here by writing the account number in custody institution that the shares are in.

INSTRUCTION NOTIFICATION FORM**(I) GENERAL MEETING**

The Company That Holds General Meeting	
Date of General Meeting	

(II) INSTRUCTIONS REGARDING THE AGENDA ITEMS

Agenda Item	Vote	Explanation (1)
1	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
2	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
3	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
4	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
5	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
6	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
7	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
8	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
9	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
10	Item of Information	
11	Item of Information	

1 If any, the depositor can write explanations regarding the agenda item to this part. If a dissenting opinion is wanted to be recorded besides the instruction of “decline” voting, this issue shall be written in the explanations part.

ARTICLE	OLD	NEW
5	<p>Capital</p> <p>The Corporation has accepted the registered capital system pursuant to the provisions of the Capital Market Law, and adopted the registered capital system as per the Capital Market Board permission dated 6.3.1997 and Nr.2683. The maximum level of registered capital of the Corporation is TRY 10,000,000,000 (ten billion).</p> <p>The issued and fully paid capital of the Corporation is TL 4,500,000,000 (four billion five hundred million) and TL 1,000 of it is composed of Group (A) shares each of which worth 1 Kurus, TL 29,000 of it is composed of Group (B) shares each of which worth 1 Kurus and TL 4,499,970,000 of it is composed of Group (C) shares each of which worth 4 Kurus.</p> <p>The registered capital maximum level permission granted by the Capital Market Board is valid between 2016 and 2020 (5 years). Even if the registered capital maximum level is not reached by the end of 2020; the Board of Directors, in order to be able to resolve for another capital increase after 2020, is obliged to obtain permission from the Capital Markets Board for the previously permitted or a new maximum level amount and then obtain authorization from the General Assembly for a new time period which shall not be more than five years. Unless such authorization is received, a capital increase cannot be made by a resolution of the Board of Directors.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered shares up to the maximum level of the registered capital in accordance with the provisions of the Capital Market Law and the relevant legislation, whenever it deems necessary.</p> <p>However, no new shares can be issued unless all the issued shares are sold and their values are collected.</p> <p>All the shares of the Corporation are strictly required to be issued in return for cash; all of them must be registered.</p>	<p>Capital</p> <p>The Corporation has accepted the registered capital system pursuant to the provisions of the Capital Market Law, and adopted the registered capital system as per the Capital Market Board permission dated 6.3.1997 and Nr.2683. The maximum level of registered capital of the Corporation is TRY 10,000,000,000 (ten billion).</p> <p>The issued and fully paid capital of the Corporation is TL 4,500,000,000 (four billion five hundred million) and TL 1,000 of it is composed of Group (A) shares each of which worth 1 Kurus, TL 29,000 of it is composed of Group (B) shares each of which worth 1 Kurus and TL 4,499,970,000 of it is composed of Group (C) shares each of which worth 4 Kurus.</p> <p>The registered capital maximum level permission granted by the Capital Market Board is valid between 2020 and 2024 (5 years). Even if the registered capital maximum level is not reached by the end of 2024; the Board of Directors, in order to be able to resolve for another capital increase after 2024, is obliged to obtain permission from the Capital Markets Board for the previously permitted or a new maximum level amount and then obtain authorization from the General Assembly for a new time period which shall not be more than five years. Unless such authorization is received, a capital increase cannot be made by a resolution of the Board of Directors.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered shares up to the maximum level of the registered capital in accordance with the provisions of the Capital Market Law and the relevant legislation, whenever it deems necessary.</p> <p>However, no new shares can be issued unless all the issued shares are sold and their values are collected.</p> <p>All the shares of the Corporation are strictly required to be issued in return for cash; all of them must be registered.</p>

T. IS BANKASI A.S. 2019 PROFIT DISTRIBUTION TABLE (TL)

1. Paid-in Capital		4,500,000,000.00
2. Legal Reserves (According to Legal Records)		4,372,235,211.01
Information on privileges distribution, if any, in the Articles of Incorporation		Group (A) and (B) shares, have priority rights in distribution of profits pursuant to Article 58 of our Articles of Incorporation.
		According to Legal Records
3.	Gross Profit *	6,878,325,047.87
4.	Taxes (-)	806,864,241.29
5.	Net Profit (=)	6,071,460,806.58
6.	Losses in the Previous Periods (-)	-
7.	Legal Reserves (-)	301,253,336.28
8.	NET DISTRIBUTABLE PROFIT (=)	5,770,207,470.30
9.	Donations Made During the Year (+)	
10.	Net Distributable Profit Including Donations	5,770,207,470.30
11.	First Dividend to Shareholders	
	-Cash	-
	-Bonus	-
	-Total	-
12.	Dividend Distributed to Owners of Privileged Shares	-
13.	Dividend Distributed to Employees	-
14.	Dividend Distributed to Owners of Redeemed Shares	-
15.	Second Dividend to Shareholders	-
16.	Legal Reserves	-
17.	Third Dividend to Shareholders	-
18.	Legal Reserves	-
19.	Statutory Reserves	-
20.	Special Reserves **	46,394,081.00
21.	EXTRAORDINARY RESERVES	5,723,813,389.30
22.	Other Items Proposed to be Distributed *	3,873,907.35

* The profit with an amount of 3,873,907.35 TL, covered by tax exemption, which is raised from the sales of some of Banks' real estates measured on the basis of revaluation method in accordance with "TAS 16 - Property, Plant and Equipment" and classified under prior years' profit, has also been added to distributable profit.

** Total of the amount allocated for venture capital fund and the profit to be added to the capital from sale of real estate.

DIVIDEND RATIO TABLE						
	GROUP	TOTAL AMOUNT OF DIVIDEND (TL)		TOTAL AMOUNT OF DIVIDEND / NET DISTRIBUTABLE PROFIT	DIVIDEND PER SHARE WITH A NOMINAL VALUE OF THE TL 1	
		CASH (TL)	BONUS (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS	A	-	-	-	-	-
	B	-	-		-	-
	C	-	-		-	-
	Founders' Shares	-	-		-	-
	TOTAL	-	-		-	-
NET	A	-	-	-	-	-
	B	-	-		-	-
	C	-	-		-	-
	Founders' Shares	-	-		-	-
	TOTAL	-	-		-	-

AHMET GÖKHAN SUNGUR

Born in 03.05.1953, Yozgat. Ahmet Gökhan Sungur graduated from Middle East Technical University Chemical Engineering. He also received a master's degree from the same department. He started his career at Mineral Research and Exploration Institute as a chief chemical engineer specialist in 1975. He worked as an IT specialist at Hisarbank A.Ş. and Güntekin İnşaat A.Ş. between 1981-1982. He worked at İşbank between 1982-1999 and his last duty was Software Development Manager. He served as general manager at İş Net A.Ş between 2000-2003.

Mr. Sungur is married and has 2 children.