

**PROXY STATEMENT**  
**TO THE BOARD OF DIRECTORS OF AKBANK T.A.Ş.**

I, the undersigned hereby appoint, empower and delegate ..... as my proxy; to represent, to vote, to make proposals and to sign the necessary documents in line with my instructions listed below at the Ordinary General Assembly of Akbank T.A.Ş. that will be held at Sabancı Center 34330 4. Levent/Istanbul on March 23, 2020, at 14:00.

**PROXY'S(\*)**;

Name, Surname/Title :

TC Identification/Tax No. :

Trade Register and No :

MERSİS No :

(\*) Equivalent information for foreign proxies must be presented.

**A) SCOPE OF THE PROXY AUTHORIZATION**

**1. Subjects related to the agenda of Ordinary General Assembly;**

- a) The proxy is authorized to vote in his/her own discretion.
- b) The proxy is authorized to vote in line with proposals of the Company's management.
- c) The proxy is authorized to vote in line with the instructions displayed in the table below.

**Instructions:**

In case (c) was chosen by the shareholder, one of the two options should be marked (approval or denial) to corresponding agenda topics, and if denial was marked as dissenting opinion which is demanded to be recorded the General Assembly minutes book should be stated.

<b>Agenda</b>	<b>Approval</b>	<b>Denial</b>	<b>Dissenting Opinion</b>
1. Opening and Appointment of the Meeting Presidential Board,			
2. Communication and discussion of the Report of the Board of Directors,			
3. Communication of the Independent Auditors' Report,			
4. Communication, discussion and ratification of the Financial Statements of 2019,			
5. Discharge of liability of the members of the Board of Directors,			
6. Decision on the appropriation of 2019 net profit,			
7. Appointment and determination of the tenure of the Members of the Board of Directors,			
8. Determination of the compensation of the Members of the Board of Directors,			
9. Appointment of the Independent Auditors,			
10. Providing information regarding the donations made in 2019,			
11. Determining the bank's limits of donation for 2020,			

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			
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**2. Special instructions regarding other issues that may arise in the Ordinary General Assembly and the execution of minority rights;**

- a) The proxy is authorized to vote in his/her own discretion.
- b) The proxy is not authorized to act for in the issues.
- c) The proxy is authorized to vote in line with the special instructions below.

**Special Instructions:** (Will include special instructions of the shareholder to the proxyholder, if any)

**B) Shareholder may choose one of the following alternatives for the proxy to represent the shares**

**1. I approve my proxy to represent my shares detailed below.**

- a) Number of shares - Nominal value:
- b) Ratio of the shares to capital and voting rights of Shareholder

**2. I approve my proxy to represent my total amount of shares that is reported by e-GEM one day prior to the General Assembly**

**SHAREHOLDERS';**

Name Surname/Trade Name :

Identity Number/Tax Number :

Trade Register and Number :

MERSİS Number :

Address :

Signature :

**Disclaimer Statement:**

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