

ŞEKERBANK T.A.Ş
INFORMATION DOCUMENT ON THE ORDINARY GENERAL ASSEMBLY OF
THE YEAR 2019 DATED MARCH 31, 2020

1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 31 MARCH 2020

The Ordinary General Assembly Meeting of our Bank for the fiscal year of 2019 shall be held in order to discuss the agenda items and to make a decision, on March 31, 2020, Tuesday, at 10:00 a.m. at the headquarters located at Emniyet Evleri Mah. Eski Büyükdere Caddesi No: 1/1A Kağıthane/İSTANBUL.

According to article 1527 of Turkish Commercial Code numbered 6102; Shareholders participate to General Assembly Meetings of Company personally or can also participate to the Electronic General Assembly Meetings (e-General Assembly) and vote. Shareholders or representatives of them who will participate to the e-General Assembly, have to have Electronic Signature Certificate.

The shareholders who will participate to the e-General Assembly have to fulfill the process in accordance with “Regulation Regarding Participation to General Assembly Meetings of Joint Stock Companies on Electronic Medium” published in Official Gazette dated 28.08.2012 and numbered 28395 and “Communiqué on the Electronic General Assembly Meeting System Used in General Assembly Meetings of Joint Stock Company” published in Official Gazette dated 29.08.2012 and numbered 28396. Otherwise, they can not participate to the e-General Assembly.

Our shareholders may attend the meeting personally or by means of a proxy. The sample format of proxies is attached 1 hereto for shareholders who wish to be represented at the meeting by a proxy. Pursuant to Article 437 of Turkish Commercial Code, unconsolidated and consolidated financial tables, annual report and dividend offer of the Board of Directors for the fiscal year of 2019 shall be made available at the head office, branches of our bank and web site (www.sekerbank.com.tr), Electronic Company Information Portal and E-GKS portal (www.mkk.com.tr) and Public Disclosure Platform (KAP) for review of shareholders 3 weeks before the anticipated date of meeting.

Respectfully submitted to shareholders.

ŞEKERBANK T.A.Ş THE BOARD OF DIRECTORS

2. 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.

2.1. Ownership Structure and Voting Rights (As of 28.02.2020)

Shareholders	Number of Shares	Nominal Value (TL)	Share Percentage in the Capital (%)	Voting Right Stake(*)
Şekerbank T.A.Ş. Voluntary Pension Fund	410.388.833,70	410.388.833,70	35,44	35,44
Samruk Kazyna	224.353.416,50	224.353.416,50	19,37	19,37
Şekerbank T.A.Ş. (**)	80.000.000,24	80.000.000,24	6,91	6,91
Sugar Beet Cooperatives	1.009.312,08	1.009.312,08	0,09	0,09
Publicly Traded	442.248.437,48	442.248.437,48	38,19	38,19
TOPLAM	1.158.000.000,00	1.158.000.000,00	100,00	100,00

There are no privileged shares.

(*) Pursuant to the Turkish Commercial Code numbered 6102 and the 53rd article of the Articles of Association, the shareholders who will be present at the Ordinary and Extraordinary General Assembly meetings will have one vote per share in accordance with the relevant article of the Turkish Commercial Code.

(**) It shows the number of shares remaining from 109.211.666,248 shares acquired by our bank on 29.04.2016. Within the scope of Article 389 of the Turkish Commercial Code, these shares do not have the right to shareholding in the general assembly.

After the publication of this information document, our shareholders also directly share the real person and legal entity information that has 5% or more shares in the capital or the right to vote from the Public Disclosure Platform ([https://www.kap.org.tr/tr/sirket-bilgileri / general / 2418-sekerbank-tas](https://www.kap.org.tr/tr/sirket-bilgileri/general/2418-sekerbank-tas)) can be followed continuously.

2.2 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

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. On the other hand, issues that will significantly affect the activities of our Bank are disclosed to the public within the framework of the relevant legislation. The public disclosures of our Bank in accordance with the related legislation are available at <http://www.kap.gov.tr/>.

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

In the period when the agenda for the Ordinary General Assembly Meeting of 2019 was prepared, a request was sent to our Bank's Registered Electronic Mail (REM) address to add an item to the agenda of the Ordinary General Assembly Meeting of our shareholder named Jilber Topuz. This request has been evaluated by our Board of Directors and pursuant to article 411 of the Turkish Commercial Code No. 6102, the request of Mr. Jilber Topuz belongs to the Turkish Commercial Code, since the right to request the addition of an item to the General Assembly agenda only belongs to the shareholders representing at least one twentieth of the Company's capital. It has not been accepted due to the inability to meet the conditions specified in Article 411.

Mr. Jilber Topuz's request to add an item to the agenda of our Bank's Ordinary General Assembly for 2019 is given below.

1. As regards the sale of 202.991.485,22.-TL portion of the Bank's non-performing loans portfolio to the Gelecek Varlık Yönetim A.Ş., 149.964.574,27.-TL to Sümer Varlık Yönetim A.Ş., informing the shareholders about the determination and annulment of the Board of Directors decisions that were opened in the Court on 18.01.2020 with the main file number 2020/49.
2. To explain the amount of loss suffered by the bank in 2019 due to the non-performing loans that are above the sector average of the bank, the causes of the loss and the managers of the company who have responsibility for the loss.
3. In order to strengthen the capital of the bank and increase the capital adequacy ratio to a sector average, the Bank's 9,43% Şekerbank T.A.Ş shares, which are not at the cost of purchase, determination of the sale price, method and calendar, and the investment to be cooperated in relation to the sales process. Deciding to authorize the General Directorate unit to carry out the procedures before the relevant authorities, including the selection of the institutions,

4. Extending the validity period of the registered capital ceiling, discussing and approving the application to the Capital Markets Board by determining a new ceiling amount.
5. For the purpose of strengthening the capital of the bank, to discuss the issue of increasing the paid-up capital of at least 400.000.000 Turkish Liras and submitting it to the approval of the Board of Directors of the Bank for the capital increase transactions.
6. Taking into consideration the unfavorable economic conditions occurring in our country and the financial situation of the bank, its loss, the reduction of 50% for the period of 2020, based on the wages paid to the members of the bank's board of directors and senior executives, as well as bonuses and premiums in 2019.
7. Detailed disclosure of the payments made to the Company's Board of Directors and the General Manager on non-cash payments such as home, automobile and all benefits provided to the General Assembly, and the disclosure on the basis of persons in the annual reports. decision to be taken as a basis.
8. Disclosure of a detailed list of the real estates owned by the bank, including the location / net book value / m2.

2.4 Information regarding the amendments of Articles of Association

There is no amendment to the articles of association.

3- ŞEKERBANK T.A.Ş. INFORMATION NOTE ABOUT ORDINARY GENERAL ASSEMBLY AGENDA ITEMS DATED 31 MARCH 2020

1. Opening & Establishment of 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") and the 57th article of the Bank's Articles of Association.

2. Reading Board of Director's Annual Report and discussion.

Annual Report covering the period from 1 January 2019 to 31 December 2019 will be read, discussed and submitted to the approval of the General Assembly pursuant to the provisions of Turkish Commercial Code, Regulations of Ministry of Trade, and the provisions of the Banking Law (These documents may be obtained from the Head Office or our Internet site at www.sekerbank.com.tr, Electronic Company Information Portal and E-GKS portal (www.mkk.com.tr) and Public Disclosure Platform (KAP) three weeks before the General Assembly).

3. Reading Audit Summary Report

Independent Audit Report for the period from 1 January 2019 to 31 December 2019 will be read and discussed pursuant to the provisions of Turkish Commercial Code, Regulations of Ministry of Trade, and the provisions of the Banking Law and the Auditor will be selected for the year 2019. (These documents may be obtained from the center of our Internet site at www.sekerbank.com.tr, Electronic Company Information Portal and E-GKS portal (www.mkk.com.tr) and Public Disclosure Platform (KAP) three weeks before the General Assembly).

4. Reading of Balance Sheet and Profit & Loss, Discussions, and Approval.

Balance Sheet and Profit and Loss Statements for the period from 1 January 2019 to 31 December 2019 will be read, discussed and submitted to the approval of the General Assembly pursuant to the provisions of Turkish Commercial Code, Regulations of Ministry of Trade, and the provisions of the

Banking Law (These documents may be obtained from the Head Office or our Internet site at www.sekerbank.com.tr three weeks before the General Assembly).

5. Approval of the Board of Directors decision dated 28.03.2019 and numbered 133 regarding the appointment of the Board Member Mehmet Ayhan Altıntaş to the Independent Board of Directors vacated in accordance with the relevant regulation of Corporate Governance communiqué (II-17.1).

In the meeting numbered 7 dated 28.03.2019, which was proposed to the Board of Directors with the report of the Corporate Governance Committee of our Bank and held within this framework; As Mr. Üzeyir Baysal, who serves as an Independent Board Member, has expired in the legislation, to be submitted to the approval of the next General Assembly of the Bank; In accordance with the Capital Markets Board Legislation, it has been decided to undertake the duty of Independent Board Membership by Mr. Mehmet Ayhan ALTINTAŞ.

In this context, the Independent Board Membership of Mr. Mehmet Ayhan Altıntaş, who has been appointed as an Independent Board Member with the relevant agenda item, will be approved.

The declaration of independence and the curriculum vitae of the independent Board member candidate are presented in Annex – 2.

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

Comprehensive release of the Members of the Board of Directors from their activities, and from the procedures and accounts of the year 2019 activities pursuant to the provisions of Turkish Commercial Code, and Regulations of the Ministry of Customs and Trade, will be submitted to the approval of the General Assembly.

7. Discussed and resolving the proposal of the Board of Directors regarding the distribution of the profit /loss account for the 2019 period.

Transfer of the profit / loss account of our Bank, which has been independently audited, to the relevant accounts in accordance with the proposal of the Board of Directors will be submitted to the approval of the General Assembly. The profit distribution table of our bank is included in Annex-3.

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

The revision of the payments to be made to the Members of the Board of Directors within the framework of the principles contained in the relevant legislation and the articles of association will be submitted to the approval of the General Assembly.

9. Appointment of the Independent Auditors

Pursuant to the relevant regulation of the Banking Regulation and Supervision Agency and the Turkish Commercial Code, the election of the independent audit institution made by the Board of Directors will be submitted to the approval of the General Assembly.

10. Wishes, Requests & Closing

Annex -1

POWER OF ATTORNEY

We hereby appoint: to be our attorney-in-fact to participate on our behalf, in the Ordinary General Assembly of Shareholders of ŞEKERBANK T.A.Ş. to be convened on March 31, 2020, Tuesday at 10.00 a.m. at the headquarters located at Emniyet Evleri Mah. Eski Büyükdere Cad. No: 1/1A Kağıthane/İSTANBUL and to represent our Company in the aforementioned Ordinary General Assembly to vote, to make proposals in compliance with the comments set out below, and to sign the documents concerning the Ordinary General Assembly on behalf of our Company.

A) SCOPE OF THE REPRESENTATION POWERS GRANTED

The attorney-in-fact is empowered to vote in respect of all items specified in the agenda of the meeting in accordance with its own views.

B) Shareholder's shares:

(a) Quantity-Nominal Value:

(b) Whether any voting preference is attached: No

**Name and Signature of :
Authorized Signatory of the
Shareholder**

Trade Name of Shareholder :

Address :

Annex -2

Resume of Independent Member Candidate and Declaration of Independence

Independent Board Member candidate Mehmet Ayhan Altıntaş to be submitted for approval at the Ordinary General Assembly meeting to be held on 31.03.2020 and his CV and declaration of independence are presented below.

Mehmet Ayhan Altıntaş (Independent Board Member)

He is a graduate of the Faculty of Business Administration at Hacettepe University. He has a MS degree from University of Westminster in London, PhD degree in Accounting and Finance from Başkent University in Ankara. He began his career in Bank Auditor Board of the Undersecretariat of Treasury and Foreign Trade in January 1985. He worked ten years in Board as an Auditor Assistant and Auditor. Following, he served as Head of Banking Department of the Undersecretariat of Treasury, Economic Counselor at the London Embassy, Head of Finance Department of SDIF, Head of Monitoring Department of BRSA, Head of Research Department of BRSA, Head of Risk Management Group of T.C. Ziraat Bankası, the Board Member of Ziraat Bank AD Skopje, Istanbul Clearing, Settlement and Custody Bank Inc., Director of Central Risk and Guarantee Management Group. He has appointed as a Member of the Board of Directors at Şekerbank T.A.Ş. General Assembly held on March 2018. He also serves as a member of the Board of Directors in charge of Risk Management and Internal Control Systems.

DECLARATION OF INDEPENDENCE

I hereby declare that I am candidate to serve as an "independent member" at the Board of Directors of Şekerbank T.A.Ş (Bank),

- a) Not to have a relationship in terms of employment at an administrative level to take upon significant¹ duty and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation² between the corporation, companies on which the corporation hold control of management or significant effect and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree,
- b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods,
- c) To have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- ç) Not to be a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,

- d) To be residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193,
- e) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interests between the corporation and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) To be able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,
- g) Not to have conducted membership of board of directors more than a term of six years in the last ten years,
- ğ) Same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange,
- h) Not to be registered and announced as a board member representing a legal entity,

Respectfully yours,

M. Ayhan ALTINTAŞ

Annex -3

ŞEKERBANK T.A.Ş. 2019 PROFIT DISTRIBUTION TABLE (TL)	
1. Paid-in Capital	1.158.000.000
2. Legal Reserves (According to Legal Records)	290.306.796,20
Information on whether Articles of Association has any privilege regarding profit distribution	None
	According to Legal Records
3. Gross Profit	-872.990.437,03
4. Taxes (-)	188.908.760,16
5. Net Profit (=)	-684.081.676,87
6. Losses in the Previous Periods (-)	-
7. Legal Reserves (-)	-
8. NET DISTRIBUTABLE PROFIT (=)	-684.081.676,87
9. Donations Made During the Year (+)	-
10. Net Distributable Profit Including Donations	
11. First Dividend to Shareholders	-
- Cash	-
-Bonus	-
-Total	-
12. Dividend Distributed to Owners of Privileged Shares	-
13. Dividend Distributed to Employees	
- To the Members of the Board of Directors	
- Employee	
- To Non-Shareholders	-
14. Dividend Distributed to Owners of Redeemed Shares	-
15. Second Dividend to Shareholders	-
16. Legal Reserves	-
17. Statutory Reserves	-
18. Special Reserves	-
19. EXTRAORDINARY RESERVES	-684.081.676,87
20. Other sources which are accepted as distributable	-

DIVIDEND RATIO TABLE						
NET	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 (%)
	A	-	-	-	-	-
	B	-	-	-	-	-
	TOTAL	-	-	-	-	-

Disclaimer Statement:

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