

**ŞEKERBANK T.A.Ş.**  
**INFORMATION DOCUMENT ON THE EXTRAORDINARY GENERAL ASSEMBLY**  
**DATED AUGUST 28, 2020**

**1. INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 28 AUGUST 2020**

Our Bank's Extraordinary General Assembly Meeting, postponed due to the failure to meet the minimum meeting quorum on 05 August 2020, will be held on August 28, 2020, Friday at 11.00 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 hereto for shareholders who wish to be represented at the meeting by a proxy. Other related documents and Extraordinary General Assembly Information Note dated 28 August 2020 are at the General Directorate of our Bank, its branches and the corporate internet address of our Bank ([www.sekerbank.com.tr](http://www.sekerbank.com.tr)), MKK's Electronic Company Information Portal and the E-GKS portal ([www.mkk.com.tr](http://www.mkk.com.tr)) and on the 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 (\*)**

Shareholders	Number of Shares	Nominal Value (TL)	Share Percentage in the Capital (%)	Voting Right Stake
Şekerbank T.A.Ş. Voluntary Pension Fund	393.720.010,70	393.720.010,70	34,00	34,00
Samruk - Kazyna Invest LLP	224.353.416,50	224.353.416,50	19,37	19,37
Sugar Beet Cooperatives	1.009.312,08	1.009.312,08	0,09	0,09
Publicly Traded	538.917.260,72	538.917.260,72	46,54	46,54
<b>TOTAL</b>	<b>1.158.000.000,00</b>	<b>1.158.000.000,00</b>	<b>100,00</b>	<b>100,00</b>

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.

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-sekerbanktas) 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 In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of board of directors:**

None.

## **2.4 Information Regarding Additional Agenda Items Requested by Shareholders**

No request has been received from our shareholders regarding the addition of items to the agenda.

## **2.5 Information regarding the amendments of Articles of Association:**

The following matters were decided at the Extraordinary General Meeting of our Bank dated 18.06.2020;

- Increasing cash capital of 702.000.000.-TL (seven hundred and two million) without restricting shareholder's new share purchase rights in order to strengthen the Bank's equity.
- Since it is understood that capital increase can be realized faster and more effectively in the registered capital system, completing the capital increase by entering the registered capital system and determination the ceiling of the Bank's registered capital as at least 2.500.000.000.-TL.
- Preparation of the draft amendment of the articles of association which includes the amendment of the capital clause of the articles of association regarding these matters and the submission of the articles of association amendment to the shareholder's opinion and approval at the subsequent general assembly meeting, provided that all necessary permissions are obtained from the legal authorities regarding this matter.

Within the scope of this decision taken at the Extraordinary General Assembly Meeting of our Bank dated 18.06.2020, our Board of Directors convened on 02.07.2020 and the principles and procedures of the transition to the registered capital system and the registered capital ceiling are determined in order to initiate the capital increase procedures of our bank's articles of association as soon as possible, it has decided to hold an Extraordinary General Assembly meeting on 05.08.2020 in order to submit the draft amendment to the articles of association for the opinion and approval of the General Assembly.

During the period leading up to the Extraordinary General Assembly meeting dated 05.08.2020, the compliance of the amendment draft of the articles of association with the relevant Laws and

Regulations was ensured and preliminary permissions were obtained from the Banking Regulation and Supervision Agency and the Capital Markets Board and within the framework of these preliminary permissions obtained by the regulatory authorities, final approval has been given to the amendment to the articles of association by the Ministry of Commerce.

Our Bank's Extraordinary General Assembly Meeting, which was postponed due to failure to meet the minimum meeting quorum on 05 August 2020, was decided to be held on 28 August 2020 in order to discuss and decide on the agenda items related to the amendment of the articles of association, which are included in **Annex-1** and all legal permits were obtained from the relevant authorities.

### **3- ŞEKERBANK T.A.Ş. INFORMATION NOTE ABOUT EXTRAORDINARY GENERAL ASSEMBLY AGENDA ITEMS DATED 28 AUGUST 2020**

#### **1. Opening & Establishment of Presidential Board and to authorize the Presidential Board to sign the Minutes of Extraordinary General Assembly.**

The meeting to manage the General Assembly meeting in accordance with the provisions of the Turkish Commercial Code No. 6102 ("TCC"), the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Regulation ("Regulation") on the Representatives of the Ministry of Customs and Trade, and the 57th article of the Bank's Articles of Association. The Presidency will be established and the issue of authorization by the Meeting Presidency to sign the extraordinary general minutes will be submitted to the approval of the General Assembly.

#### **2. Approval of the amendment of the article 8 with the title "The Share Capital" of the Articles of Association of the Bank, provided that necessary permits of the Banking Regulation and Supervision Agency, Capital Markets Board and Republic of Turkey Ministry of Trade have been received.**

The amendment proposal made in Article 8 of our Articles of Association regarding the transition to the registered capital system will be submitted to the approval of the General Assembly within the framework of the permissions obtained from the regulatory institutions. Old and new versions of Article 8 of our Articles of Association are attached. (**Annex:1**).

#### **3. Wishes, Requests & Closing**

Our shareholders willing to speak in this agenda item will be listened and the meeting will be closed.

## POWER OF ATTORNEY

We hereby appoint: ..... to be our attorney-in-fact to participate on our behalf, in the Extraordinary General Assembly of Shareholders of ŞEKERBANK T.A.Ş. to be convened on August 28, 2020, Friday at 11.00 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 Extraordinary 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 -1:** The Amendment of Article 8 of the Bank's Articles of Association entitled "The Share Capital"

OLD VERSION	NEW VERSION
<p><b>THE SHARE CAPITAL</b></p> <p><b>Madde:8-</b> The Company has adopted the registered capital system, pursuant to the provisions of the Capital Market Law Numbered 2499, and has been listed within the registered capital system, as per the permission of the Capital Markets Board dated January 18, 2002 and numbered 5/47.</p> <p>The registered share capital of the Company is TL 1.250.000.000.- (one billion two hundred fifty million Turkish Lira) and this share capital is divided into 1.250.000.000- (one billion two hundred fifty million) shares, each with a nominal value of TL 1.</p> <p>The issued share capital of the Company is TL 1.158.000.000 (one billion one hundred fifty eight million Turkish Lira) and is paid-up in entirety.</p> <p>The registered capital ceiling authorization given by the Capital Markets Board is valid for the years 2011–2015 (5 years). Even if the registered capital ceiling is not reached at the end of year 2015, it is compulsory for the board of directors to obtain authorization from the general assembly for a new period by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount to take capital increase decision after the year 2015. If the company does not obtain the said authorization, it will be deemed to have gone out of the registered capital system.</p> <p>Provided that the provisions of the Capital Market Law, the Banking Law and such other applicable legislation are duly complied with, the Board of Directors shall be authorized to increase the share capital up to the limit set for the registered capital, through the issuance of registered shares.</p> <p>All shares issued by the Company shall be registered shares and shall be quoted in the Stock Exchange.</p>	<p><b>THE SHARE CAPITAL</b></p> <p><b>Madde:8-</b> Bank has accepted the registered capital system in accordance with the provisions of the abolished Capital Market Law numbered 2499 and inaugurated the registered capital system upon the Permission of the Capital Market Board dated 18.01.2002 and numbered 5/47.</p> <p>The registered capital ceiling of the Bank is TL 2.500.000.000 (two billion five hundred million Turkish Lira) and divided into 2.500.000.000 (two billion five hundred million) shares each with a nominal value of 1 (one) Turkish Lira.</p> <p>The registered capital ceiling authorization given by the Capital Markets Board is valid for the years 2020–2024 (5 years). Even if the registered capital ceiling is not reached at the end of year 2024, it is compulsory to obtain authorization from the general assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the given ceiling or a new ceiling amount. In the event that the said authority is not taken, capital increase cannot be made by the decision of the board of directors.</p> <p>The issued share capital of the Company is TL 1.158.000.000 (one billion one hundred fifty eight million Turkish Lira) and has been fully paid in free of any collusion.</p> <p>The shares representing the capital shall be monitored within the framework of the dematerialization principles.</p> <p>The Bank's capital can be increased or decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and Capital Market Legislation.</p> <p>In accordance with the provisions of the Capital Markets Law, The Board of Directors shall also be authorized to resolve to issue shares above or under the nominal value and to restrict the rights of shareholders for obtaining new shares. The authority to limit new share purchasing rights cannot be exercised in a manner that will cause inequality between the shareholders.</p>

**Disclaimer Statement:**

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