

ŞEKERBANK T.A.Ş.
INFORMATION DOCUMENT ON THE EXTRAORDINARY GENERAL ASSEMBLY
DATED 24 FEBRUARY 2021

1. INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
DATED 24 FEBRUARY 2021

Our Bank's Extraordinary General Assembly Meeting, postponed due to the failure to meet the minimum meeting quorum on 29 January 2021, will be held on 24 February 2021, Wednesday at 11.00 a.m. at the headquarters located at Emniyet Evleri Mah. Eski Büyükdere Caddesi No: 1/1A, 34415 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 cannot 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 24 February 2021 are at the General Directorate of our Bank, its branches and the corporate internet address of our Bank (www.sekerbank.com.tr), MKK's Electronic Company Information Portal and the E-GKS portal (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	555.613.010,80	555.613.010,80	29,87	29,87
Samruk - Kazyna Invest LLP	224.353.417,47	224.353.417,47	12,06	12,06
Şekerbank T.A.Ş. Personnel Supplementary Social Security and. Solidarity Fund	119.730.103,73	119.730.103,73	6,44	6,44
Other	960.303.468,00	960.303.468,00	51,63	51,63
TOTAL	1.860.000.000,00	1.860.000.000,00	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.

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:

Changes that may occur in the Bank or in its major Equity Participations and Subsidiaries 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 within the scope of item (ç) of the article 1.3.1 of the Corporate Governance Communiqué published by the CMB.

2.5 Information regarding the amendments of Articles of Association:

At the meeting of the Board of Directors of our Bank on 24 December 2020; it has been decided to hold an extraordinary general assembly meeting on 29 January 2021 in order to submit the draft amendment to the articles of association, which is regulated in Article 52 of the Articles of Association titled "Quorum" to the opinion and approval of the General Assembly.

During the period leading up to the Extraordinary General Assembly meeting dated 29 January 2021, 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 29 January 2021, was decided to be held on 24 February 2021 in order to discuss and decide on the agenda items related to the amendment of the articles of association.

3- ŞEKERBANK T.A.Ş. INFORMATION NOTE ABOUT EXTRAORDINARY GENERAL ASSEMBLY AGENDA ITEMS DATED 24 FEBRUARY 2021

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 52 with the title “Quorum” of the Articles of Association of the Bank

The amendment made in the Article 52 of our Articles of Association will be submitted for the approval of the General Assembly. The current and new versions of the articles for which amendments are proposed are as attached here with (**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, the undersigned hereby appoint, empower and delegate..... as our proxy; to represent, to vote, to make proposals and to sign the necessary documents in line with our instructions listed below at the Extraordinary General Assembly of ŞEKERBANK T.A.Ş. that will be held at Emniyet Evleri Mah. Eski Büyükdere Cad. No: 1/1A, 34415 Kağıthane/İSTANBUL on 24 February 2021, Wednesday at 11.00 a.m.

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.

Agenda Items	Approval	Denial	Dissenting Opinion
1. Opening & Establishment of Presidential Board and to authorize the Presidential Board to sign the Minutes of Extraordinary General Assembly			
2. Approval of the amendment of the article 52 with the title “Quorum” of the Articles of Association of the Bank			
3. Wishes, Requests & Closing			

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. We 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. We 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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Annex -1: The Amendment of Article 52 of the Bank's Articles of Association entitled " Quorum "

ŞEKERBANK T.A.Ş. ARTICLES OF ASSOCIATION AMENDMENT TEXT

FORMER	NEW
<p>QUORUM</p> <p>Article 52: Save for the provisions of the Turkish Commercial Code, or of the present Articles of Association, the General Assembly Meetings shall be held with the presence of the shareholders, in person or by proxy, representing at least 67% of the share capital of the Company. If the quorum is not met during the first Meeting, then the shareholders shall be invited for a second Meeting. In respect of the second meeting, the relevant provisions of the Turkish Commercial Code shall be applied.</p> <p>For the adoption of resolutions, the majority of the votes of the shareholders, present in person or by proxy, is required.</p> <p>The period between the first and the second Meeting may not be less than 15 days and more than one month.</p>	<p>QUORUM</p> <p>Article 52: Save for the provisions of the Turkish Commercial Code, or of the present Articles of Association, the General Assembly Meetings shall be held with the presence of the shareholders, in person or by proxy, representing at least 51% of the share capital of the Company. If the quorum is not met during the first Meeting, then the shareholders shall be invited for a second Meeting. In respect of the second meeting, the relevant provisions of the Turkish Commercial Code shall be applied.</p> <p>For the adoption of resolutions, the majority of the votes of the shareholders, present in person or by proxy, is required.</p> <p>The period between the first and the second Meeting may not be less than 15 days and more than one month.</p>

Disclaimer Statement:

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