

**ŞEKERBANK T.A.Ş**  
**INFORMATION DOCUMENT ON THE ORDINARY GENERAL ASSEMBLY OF**  
**THE YEAR 2020 DATED 31 MARCH 2021**

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 31 MARCH 2021**

The Ordinary General Assembly Meeting of our Bank for the fiscal year of 2020 shall be held in order to discuss the agenda items and to make a decision, on 31 March 2021, Wednesday, at 10:00 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. 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 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	558.186.000,80	558.186.000,80	30,01	30,01
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	957.730.478,00	957.730.478,00	51,49	51,49
<b>TOTAL</b>	<b>1.860.000.000,00</b>	<b>1.860.000.000,00</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:

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 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.

### 2.4 Information regarding the amendments of Articles of Association:

At the meeting of the Board of Directors of our Bank on 5 March 2021; it has been decided 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 which is to be held on 31 March 2021. The old and new versions of the article are attached in Annex 2.

### **3- ŞEKERBANK T.A.Ş. INFORMATION NOTE ABOUT ORDINARY GENERAL ASSEMBLY AGENDA ITEMS DATED 31 MARCH 2021**

#### **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 2020 to 31 December 2020 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](http://www.sekerbank.com.tr), Electronic Company Information Portal and E-GKS portal ([www.mkk.com.tr](http://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 2020 to 31 December 2020 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. (These documents may be obtained from the Head Office or our Internet site at [www.sekerbank.com.tr](http://www.sekerbank.com.tr), Electronic Company Information Portal and E-GKS portal ([www.mkk.com.tr](http://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 2020 to 31 December 2020 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](http://www.sekerbank.com.tr), Electronic Company Information Portal and E-GKS portal ([www.mkk.com.tr](http://www.mkk.com.tr)) and Public Disclosure Platform (KAP) three weeks before the General Assembly).

#### **5. Approval of the Board of Directors decision dated 02.07.2020 and numbered 188 regarding the appointment of the Board Member Yusuf TUNA to the Independent Board of Directors vacated in accordance with the relevant regulation of Corporate Governance communiqué (II-17.1).**

In the meeting of our Bank's Corporate Governance Committee, which was proposed to the Board of Directors and within this framework by our Board of Directors on its date 02.07.2020 and numbered 188; due to the fact that Mr. Mehmet Ertürkmen, who served as an Independent Member of the Board of Directors, has decided to continue his duty as a member of the Board of Directors, the duty of Independent Board Member is assumed by the Member of the Board of Directors, Yusuf TUNA and Mr. Yusuf TUNA's Independent Board Membership was decided to be approved at the first General Assembly of the Bank.

In this context, the Independent Board Membership of Mr. Yusuf TUNA, 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 the annex. (**Annex: 1**)

**6. Discussing and resolving on the amendment of the Article 52 of our Bank's 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 presented the annex. (**Annex:2**).

**7. 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 2020 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.

**8. To discuss and approve the proposal of the Board of Directors regarding the the distribution of 2020 Bank's profit.**

It will be resolved regarding distribution of profit according to the financial statements of our bank for the year 2020. The profit distribution table of our bank is presented the annex. (**Annex:3**).

**9. Appointment and determination of the tenure and compensation of the Members of the Board of Directors.**

Appointment will be made for the Members of the Board of Directors and the tenure for the appointments will be determined. 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.

**10. Selection of Auditor.**

Pursuant to the relevant regulation of the Banking Regulation and Supervision Agency and the Turkish Commercial Code, the election of the independent auditor for 2021 made by the Board of Directors will be submitted to the approval of the General Assembly.

**11. 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 Ordinary 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 31 March 2021, Wednesday at 10.00 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;

- The proxy is authorized to vote in his/her own discretion.
- The proxy is authorized to vote in line with proposals of the Company's management.
- 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.			
2. Reading Board of Director's Annual Report and discussion.			
3. Reading Audit Summary Report.			
4. Reading of Balance Sheet and Profit & Loss, Discussions, and Approval			
5. Approval of the Board of Directors decision dated 02.07.2020 and numbered 188 regarding the appointment of the Board Member Yusuf TUNA to the Independent Board of Directors vacated in accordance with the relevant regulation of Corporate Governance communiqué (II-17.1).			
6. Approval of the amendment of the article 52 with the title "Quorum" of the Articles of Association of the Bank.			
7. Discharge of liability of the members of the Board of Directors.			
8. To discuss and approve the proposal of the Board of Directors regarding the the distribution of 2020 Bank's profit.			
9. Appointment and determination of the tenure and compensation of the Members of the Board of Directors.			

10. Selection of Auditor.			
11. 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 :

## **Annex -1: Resume of Independent Member Candidate and Declaration of Independence**

Independent Board Member candidate Yusuf TUNA to be submitted for approval at the Ordinary General Assembly meeting to be held on 31 March 2021 and his CV and declaration of independence are presented below.

### **Yusuf TUNA (Independent Board Member)**

Yusuf Tuna, born in 1959 in Trabzon, graduated from the School of Financial Sciences and Accounting, Department of Economics – Finance at Ankara İ.T.İ.A. In 1982, he started his academic career as a Research Assistant in the Department of Economics Policy at the Faculty of Economics in İ.Ü. and continued as a faculty member at Istanbul Commerce University. He served as a board member of the SDIF and BRSA. Serving as an Independent Board Member at Şeker Finansal Kiralama A.Ş., Tuna, was elected as a Member of Board of Directors at Şekerbank T.A.Ş. in the General Assembly held in June 2020.

### **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 significant<sup>1</sup> 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 relation<sup>2</sup> 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,

Yusuf TUNA



**Annex -2: 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><b>QUORUM</b></p> <p><b>Article 52:</b> 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>	<p><b>QUORUM</b></p> <p><b>Article 52:</b> 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 41% 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>

Annex -3 Profit Distribution Table

ŞEKERBANK T.A.Ş. 2020 PROFIT DISTRIBUTION TABLE (TL)	
1. Paid-in Capital	1.860.000.000
2. Legal Reserves (According to Legal Records)	114.311.046,20
Information on whether Articles of Association has any privilege regarding profit distribution	
	According to Legal Records
3. Gross Profit	75.375.829,07
4. Taxes ( - )	22.758.812,32
5. Net Profit ( = )	52.617.016,75
6. Losses in the Previous Periods ( - )	5.999.705,09
7. Legal Reserves ( - )	2.630.850,84
8. NET DISTRIBUTABLE PROFIT (=)	43.986.460,82
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	29.739.137,27
19. EXTRAORDINARY RESERVES	14.247.323,55
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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