

YAPI VE KREDİ BANKASI A.Ş.

Notification Regarding General Assembly



Notification Regarding General Assembly

Summary Info	Ordinary General Assembly Results
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2019
Ending Date Of The Fiscal Period	31.12.2019
Decision Date	13.02.2020
General Assembly Date	13.03.2020
General Assembly Time	15:00
Record Date (Deadline For Participation In The General Assembly)	12.03.2020
Country	Turkey
City	İSTANBUL
District	BEŞİKTAŞ
Address	Yapı Kredi Plaza D Blok Konferans Salonu, Levent-Beşiktaş-İstanbul

Agenda Items

- 1 - Opening and election of the Chairman of the Meeting,
- 2 - Presentation of the Annual Activity Report of the Board of Directors, Financial Statements and Summary of Report of External Auditors related to 2019 and consideration and approval of Annual Activity Report and Financial Statements for 2019,
- 3 - Submission for confirmation by the General Assembly of appointments made by the Board of Directors to fill in the vacancies on the Board of Directors during the past year as per article 363 of Turkish Commercial Code,
- 4 - Clearing of members of the Board of Directors of liability related to activities of the Bank during 2019,
- 5 - Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding to amendment to the article 6 of the Articles of Association (titled "Capital") related to increase of the registered capital ceiling and extension of its period,
- 6 - Approval of transactions regarding liquidation by sale of some Bank receivables that are being followed up on Non-Performing Loan accounts and to clear Board members regarding these transactions,
- 7 - Determining the number and the term of office of Board members, electing members of the Board of Directors and independent member of the Board of Directors,
- 8 - Submitting according to Corporate Governance Principles the Remuneration Policy for the Members of Board of Directors and Senior Managers, and the payments made within the scope of the Policy to the shareholders' knowledge and approval of the same,
- 9 - Determining the gross attendance fees for the Members of the Board of Directors,
- 10 - Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the Profit Distribution for 2019 created as per the Bank's dividend distribution policy,
- 11 - Approval of the Independent Audit Institution selected by the Board of Directors with the requirement of the Regulation issued by the Banking Regulation and Supervision Agency and the Turkish Commercial Code,
- 12 - Submitting according to the regulations of the Capital Markets Board the donations and charities made by the Bank in 2019 to foundations and associations with the aim of social relief to the shareholders' knowledge and determining a ceiling amount for the donations to be made in 2020 in line with the Banking legislation and the regulations of the Capital Markets Board,
- 13 - Granting permission to the shareholders holding the management control, the members of the Board of Directors, the senior managers and their spouses and blood relatives and relatives by virtue of marriage up to second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code and submitting the transactions carried out in this context during 2019 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communique,
- 14 - Wishes and comments.

Corporate Actions Involved In Agenda

Dividend Payment
Authorized Capital

General Assembly Results

Was The General Assembly Meeting Executed?

Yes

The following resolutions were adopted at the Ordinary General Assembly Meeting held on 13 March 2020.

- Annual Report and Financial Statements for the year 2019 have been approved.

- It have been approved Mr. Marco Iannaccone to be appointed as vacated executive director of the Board of Directors due to the resignation of Mr. Francesco Giordano on 01.06.2019 and it has been approved Mrs. Nevin İpek to be appointed as vacated director of the Board of Directors due to the resignations of Carlo Vivaldi, Mirko D. G. Bianchi, Gianfranco Bisagni, Giovanna Villa (Independent Member) and Marco Iannaccone (executive director) on 05.02.2020 during the year under article 363 of the Turkish Commercial Code.

- Members of the Board of Directors of the Bank have been released relating to activities of the Bank during the year 2019.

- Transactions regarding liquidation by sale of some of the Bank's receivables that are being followed up in nonperforming loans accounts, have been approved and the members of the Board of Directors of the Bank have been released regarding these transactions.

- It is resolved that amendment to the article 6 of the Articles of Association (titled "Capital") related to increase the Registered Capital Ceiling from TL 10,000,000,000 to TL 15,000,000,000 and to extend the authorization period for the Registered Capital Ceiling of the Bank.

- Total number of members of the Board of Directors, including independent member, has been determined as 10; Mr. Yıldırım Ali KOÇ, Mr. Levent ÇAKIROĞLU, Mr. Gökhan ERÜN, Mr. Ahmet Fadıl ASHABOĞLU, Mr. Aykut Ümit TAFTALI, Mr. Ahmet ÇİMENÖĞLU, Mrs. Nevin İPEK, Mr. Niccolò UBERTALLI and Mr. Wolfgang Mag. SCHILK have been selected as the members of the Board of Directors and Mrs. Virma SÖKMEN has been selected as independent member of the Board of Directors within the framework of the "Communiqué on Corporate Governance" issued by the Capital Markets Board, to serve for 1 year until the General Assembly to convene in order to examine 2020 activities.

- The remuneration policy, which was determined by the Board of Directors and finally approved at the General Assembly meeting dated 18.03.2019 in accordance to the Corporate Governance Principles regarding the remuneration principles of the members of the Board of Directors and senior executives should be written and also the amount of TL 76,528 thousand has been made to the senior management of the Bank in 2019 within the frame of aforementioned policy has been approved by General Assembly.

- Within the framework of the Remuneration Policy, it has been decided that the members of the Board of Directors shall be paid an annual gross fee of TL 540,000 and that the payment of this arrangement shall be made monthly basis as equally installments to commence the following month of the General Assembly.

- Approved by the Ordinary General Assembly that; In accordance with the Banking Law, Capital Markets Law and related regulations, Article 20 of the Bank's Articles of Association and Profit Distribution Policy; considering the Bank's growth target within the sector, it's long term strategy, domestic and international economic developments, 2019 Profit Distribution Proposal and Profit Distribution Table that of the net profit for the accounting period TL 180,002,988.58 be reserved as general legal reserve and TL 2,551,492.96 from the real estate sales earnings within the framework of Article 5 clause 1/e of Corporate Tax Law No:5520, remaining TL 3,417,505,290.05 be set aside as extraordinary reserves.

- As per the relevant regulation of the Banking Regulation and Supervision Agency and the Turkish Commercial Code and in accordance with the proposal of the Audit Committee and with the Board of Directors decision, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was assigned as the independent audit company to audit financial reports for the accounting term of 2020 and to conduct other activities within the scope of related regulations is accepted by the General Assembly.

- Information has been given to the General Assembly regarding the fact that, in 2019, donations in the total amount of TL 14,416,703.84 and the major donations have been made by the Bank to foundations and associations and within the framework of Banking legislation and the regulations of the Capital Markets Board, it has been resolved that the upper limit for donations to be made in 2020, shall be 0.1% (one in a thousand) of the Bank's nonconsolidated shareholders equity amount in accordance with the legal limits set by the BRSA.

- Granting permission to the shareholders holding the management control, the members of the Board of Directors, the senior managers and their spouses and blood relatives and relatives by virtue of marriage up to second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code was approved.

In contradiction between the Turkish and English versions of this public disclosure, the Turkish version shall prevail.

General Assembly Results

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
Authorized Capital	Accepted

General Assembly Result Documents

Appendix: 1	YapiKrediTutanak13032020.pdf - Minute
Appendix: 2	YapiKrediHazirBulunanlarListesi13032020.pdf - List of Attendants

Additional Explanations

Minutes and the list of attendees of the Ordinary General Meeting are attached.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.