

YAPI ve KREDİ BANKASI ANONİM ŞİRKETİ
18 MARCH 2019 ORDINARY GENERAL MEETING AGENDA

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 2018 and consideration and approval of Annual Activity Report and Financial Statements for 2018,
3. Clearing of members of the Board of Directors of liability related to activities of the Bank during 2018,
4. 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,
5. Determining the number and the term of office of the Board members, electing members of the Board of Directors and independent members of the Board of Directors,
6. 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,
7. Determining the gross attendance fees for the Members of the Board of Directors,
8. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the Profit Distribution for 2018 created as per the Bank's dividend distribution policy,
9. 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,
10. Submitting according to the regulations of the Capital Markets Board the donations and charities made by the Bank in 2018 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 2019 in line with the Banking legislation and the regulations of the Capital Markets Board,
11. 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 2018 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communiqué,
12. Wishes and comments.

SAMPLE PROXY FORM

YAPI VE KREDİ BANKASI A.Ş.

I/we hereby appoint _____ as my/Our Company proxy authorized to represent me, to vote and make proposals in line with the views I/we express herein below and sign the required papers at the Ordinary General Assembly of Yapı ve Kredi Bankası A.Ş. that will convene on March 18, 2019, Monday at 15:00 at the address of Yapı Kredi Plaza D Block Conference Hall Levent-Beşiktaş-İstanbul

The Attorney's(*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1- About the agenda items of General Assembly;

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote in accordance with the company management.
- c) The attorney is authorized to vote in accordance with the following instructions
stated in the table.

Instructions:

In the event that the shareholder chooses option (c), the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda items *	Accept	Reject	Dissenting Opinion
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 2018 and consideration and approval of the Annual Activity Report and Financial Statements for 2018,			
3- Clearing of members of the Board of Directors of liability related to activities of the Bank during 2018,			
4- 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,			
5- Determining the number and the term of office of the Board members, electing members of the Board of Directors and independent members of the Board of Directors,			

6- 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,			
7- Determining the gross attendance fees for the Members of the Board of Directors,			
8- Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the Profit Distribution for 2018 created as per the Bank's dividend distribution policy,			
9- 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,			
10- Submitting according to the regulations of the Capital Markets Board the donations and charities made by the Bank in 2018 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 2019 in line with the Banking legislation and the regulations of the Capital Markets Board,			
11- 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 2018 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communique,			
12- Wishes and comments.			
(*)If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy. Note: No voting on the informative items.			

2. Special instructions related to other issues that may come up during General Assembly meeting and especially to the use of minority rights:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions.

SPECIAL INSTRUCTIONS; Special instructions (if any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows.

- a) Amount-Nominal Value
- b) Share with privileged voting rights or not
- c) Ratio of the total shares/voting rights of the shareholder

2. I hereby confirm that the attorney represents all my shares on the list, prepared by Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency) the day before the Meeting, concerning the shareholders who could Attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign shareholders shall submit the equivalent information mentioned above.