

**ŞEKERBANK T.A.Ş.**  
**INFORMATION DOCUMENT ON THE EXTRAORDINARY GENERAL ASSEMBLY**  
**DATED APRIL 27, 2020**

**1. INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING  
DATED 27 APRIL 2020**

The Extraordinary General Assembly Meeting of our Bank shall be held in order to discuss the agenda items and to make a decision, on April 27, 2020, Monday, at 14:00 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 27 April 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	410.388.833,70	410.388.833,70	35,44	35,44
Samruk Kazyna	224.353.416,50	224.353.416,50	19,37	19,37
Şekerbank T.A.Ş. (**)	80.000.000,24	80.000.000,24	6,91	6,91
Sugar Beet Cooperatives	1.009.312,08	1.009.312,08	0,09	0,09
Publicly Traded	442.248.437,48	442.248.437,48	38,19	38,19
<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.

(\*\*) It shows the number of shares remaining from 109.211.666,248 shares acquired by our bank on 29.04.2016. Within the scope of Article 389 of the Turkish Commercial Code, these shares do not have the right to shareholding in the general assembly.

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 :**

The Extraordinary General Assembly meeting, which is planned to be held on April 27, 2020, will be discussed and resolved by discussing the issue of capital increase for the purpose of strengthen equity. As the 2nd agenda item titled is an agenda item related to equities, it was decided to present the Board of Directors member election item together with the agenda item in question to the opinion of our shareholders.

## **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:**

In accordance with the decision to be taken within the scope of the second article of the General Assembly agenda, the 8th article of our Bank's Articles of Association titled "The Share Capital" will be amended.

## **3- ŞEKERBANK T.A.Ş. INFORMATION NOTE ABOUT EXTRA ORDINARY GENERAL ASSEMBLY AGENDA ITEMS DATED 27 APRIL 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. Discussing and resolving the issue of capital increase for the purpose of strengthen equity.**

The issue of capital increase will be discussed for the purpose of strengthen equity. The proposals that are foreseen to come from our shareholders will be negotiated and resolved at the General Assembly meeting of our Bank.

### **3. Election of board members.**

Since the second agenda item of the Extraordinary General Assembly meeting is an agenda item related to equity, along with the agenda item in question, the election item of the Board of Directors will be presented to the opinion of our shareholders and will be decided.

### **4. 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 April 27, 2020, Monday at 14.00 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** :

**Disclaimer Statement:**

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