

Extraordinary Shareholders' Meeting Agenda

During the meeting of the Board of Directors of Yapı ve Kredi Bankası A.Ş. (YKB) held on 13 September 2007, it was resolved that following the receipt of approvals from the Banking Regulation and Supervision Authority (BRSA) and the Capital Markets Board (CMB), in order for YKB to acquire the shares owned by Koç Finansal Hizmetler A.Ş. (Koç Financial Services) in Yapı Kredi Faktoring A.Ş. (factoring subsidiary), Yapı Kredi Finansal Kiralama A.O. (leasing subsidiary) and Yapı Kredi Bank Azerbaijan Joint Stock Company by share exchange procedure, the Extraordinary Shareholders' Meeting of Yapı Kredi would be held on Wednesday, 30 September 2007 at Yapı Kredi Plaza, D Blok located in Levent-İstanbul at 11:00 hrs. The agenda of the meeting is as follows:

YAPI ve KREDİ BANKASI A.Ş. EXTRAORDINARY SHAREHOLDERS' MEETING AGENDA:

1. Opening and election of the Council for the Meeting and authorization of the Council for the Meeting to sign the minutes of the General Assembly;
2. Review, discussion and approval of the share exchange financials dated 31 March 2007, which have been independently audited and prepared in accordance with the BRSA Regulation Regarding Mergers, Acquisitions, Spin-offs and Share Exchanges of Banks
3. Discussion, negotiation and approval of the transfer of the shares owned by Koç Finansal Hizmetler A.Ş. in Yapı Kredi Faktoring A.Ş., Yapı Kredi Finansal Kiralama A.O. and Yapı Kredi Bank Azerbaijan Closed Joint Stock Company to YKB through share exchange procedure and review, discussion and approval of the Share Exchange Agreement signed with Koç Finansal Hizmetler A.Ş. on 7 September 2007 and approved by the Banking Regulation and Supervision Authority and the Capital Markets Board
4. Review, discussion and approval of the draft amendment of Article 8 on "Share Capital" of the Articles of Association of the Company and capital increase,
5. Suggestions and wishes.

İstanbul, 19 September 2007.