

Ordinary Shareholders' Meeting Agenda

During the meeting of the Board of Directors of Yapı ve Kredi Bankası A.Ş. held on 21 February 2008, it was resolved that the Ordinary General Meeting of Shareholders of Yapı Kredi would be held on Monday, 7 April 2008 at Yapı Kredi Plaza, D Blok located in Levent-İstanbul at 11:30. The agenda of the meeting is as follows:

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

1. Opening and the constitution of the Council for the Meeting,
2. Presentation and consideration of the Annual Report of the Board of Directors, Report of the Statutory Auditors and Summary of Report of External Auditors related to the activities of the year 2007, rejection or approval with amendments of the proposal of the Board of Directors regarding the Balance Sheet , Income Statement and Profit Distribution for the year 2007,
3. Confirmation of Board members elected by the Board of Directors according to Article 315 of the Turkish Commercial Code to fill in the vacancies occurred in 2007 and clearing of members of the Board of Directors and the Statutory Auditors of liability related to activities of the Company during the year 2007,
4. Electing Members of the Board of Directors and determining the term of office of Board members,
5. Electing Statutory Auditors and determining the term of office of the Statutory Auditors,
6. Determining the attendance fees for Members of the Board of Directors and the fees of the Auditors,
7. Submitting the Profit Distribution Policy of the Bank for 2008 and forthcoming years to the shareholders' knowledge according to the Corporate Governance Principles,
8. Submitting the donations made by the Bank in 2007 to the foundations and associations, which are subject to tax exemption, with the aim of social relief to the shareholders' knowledge,
9. Approval of the Independent Audit Institution selected for auditing the 2008 financial statements in line with the requirement of the Regulation issued by the Capital Markets Board on Capital Market Independent External Audit,
10. Consideration and approval of the adoption of the registered capital system and the amendment to Article 8 captioned "Share Capital", Article 19 captioned "Share Capital Increase" and Article 20 captioned "Pre-emptive Rights of Shareholders" of the Articles of Association (subject to receipt of the related approvals from the Banking Regulation and Supervision Authority and the Capital Markets Board),

11. Consideration and approval of the liquidation by sale of some of the receivables which have been followed-up in the non-performing loan accounts of our Bank and clearing of members of the Board of Directors of liability related to these activities,

12. Consideration and approval of the sale transactions of some of the non-core real estates of the Bank as a portfolio and clearing of members of the Board of Directors of liability related to these activities,

13. Provision of information regarding the acquisition by Yapı ve Kredi Bankası A.Ş., of shares of Yapı Kredi Nederland NV and Yapı Kredi Yatırım Menkul Değerler A.Ş. owned by Koç Finansal Hizmetleri A.Ş.,

14. Granting permission to the Members of the Board of Directors for the transactions specified in Articles 334 and 335 of the Turkish Commercial Code, and Article 32 Paragraph 2 of the Articles of Association of the Bank,

15. Authorizing Council for the Meeting to sign the minutes,

16. Wishes.