

Ordinary Shareholders' Meeting Agenda

During the meeting of the Board of Directors of Yapı ve Kredi Bankası A.Ş. held on 13 March 2009, it was resolved that the Ordinary General Meeting of Shareholders of Yapı Kredi would be held on Friday 3rd of April 2009 at Yapı Kredi Plaza, D Blok located in Levent-İstanbul at 14:30. 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. The presentation and consideration of the Annual Report of the Board of Directors, Report of the Statutory Auditors and Summary of Report of External Auditors Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (PricewaterhouseCoopers) related to the activities of the year 2008, rejection or approval with amendments of the proposal of the Board of Directors regarding the Balance Sheet and Income Statement for the year 2008,
3. Confirmation of Board member elected by the Board of Directors according to Article 315 of the Turkish Commercial Code to fill in the vacancy occurred in 2008,
4. Clearing of members of the Board of Directors and the Statutory Auditors of liability related to activities of the Company during the year 2008,
5. Electing Members of the Board of Directors and determining the term of office of Board members,
6. Electing Statutory Auditors and determining the term of office of the Statutory Auditors,
7. Determining the attendance fees for Members of the Board of Directors and the fees of the Auditors,
8. Rejection or approval with amendments of the proposal of the Board of Directors regarding the Profit Distribution for the year 2008,
9. Submitting the Profit Distribution Policy of the Bank for 2009 and forthcoming years to the shareholders' knowledge according to the Corporate Governance Principles
10. Submitting the Disclosure Policy of the Bank to the shareholders' knowledge according to the Corporate Governance Principles,
11. Submitting the donations made by the Bank in 2008 to the foundations and associations, which are subject to tax exemption, with the aim of social relief to the shareholders' knowledge,
12. Approval of the Independent Audit Institution selected for auditing the 2009 financial statements in line with the requirement of the Regulation issued by the Capital Markets Board on Capital Market Independent External Audit,

13. Consideration and approval of the amendment to the articles 4., 5., 6., 7., 8., 9., 12., 13., 15., 17., 18., 21., 25., 26., 30., 31., 36., 39., 41., 42., 48., 50., 51., 56., 57., 58., 61., 64., 66., 68., 78., 79., 82. and 88 as well as Provisional Article -1, and removal of the articles 10, 11 and 65 of the Articles of Association of our Bank within the context that the registered capital system has been adopted by our bank, the principles of the Central Registry Agency in relation to dematerialization, and the transition from YTL to TL. (with the condition of receiving the related approvals from the Banking Regulation and Supervision Authority, the Capital Markets Board and the Ministry of Industry and Trade).

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.