

## Ordinary Shareholders' Meeting Agenda

During the meeting of the Board of Directors of Yapı ve Kredi Bankası A.Ş. held on 29 February 2012, it was resolved that the Ordinary General Meeting of Shareholders of Yapı ve Kredi Bankası A.Ş. is called to consider and resolve on the following agenda, the meeting to be held at Yapı Kredi Plaza, D Blok Conference room located in Levent-İstanbul on Thursday 22nd of March 2012 at 14:00 hrs.

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 related to the activities of the year 2011, rejection, approval or approval with amendments of the proposal of the Board of Directors regarding the Balance Sheet and Income Statement for the year 2011,
3. Approval 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 2011,
4. Clearing of members of the Board of Directors and the Statutory Auditors of liability related to activities of the Company during the year 2011,
5. Approval of transactions regarding liquidation of some part of the receivables that are being followed up on nonperforming loans accounts by sale and to clear Board members regarding these transactions,
6. Determining the number and the term of office of the Board members and electing members of the Board of Directors,
7. Determining the number and the term of office of the Statutory Auditors and electing Statutory Auditors,
8. Determining the attendance fees for the Members of the Board of Directors and the fees of the Auditors,
9. Rejection, approval or approval with amendments of the proposal of the Board of Directors regarding the Profit Distribution for the year 2011,
10. Submitting the Profit Distribution Policy of the Bank for 2012 and forthcoming years to the shareholders' knowledge according to the Corporate Governance Principles,
11. Submitting the Disclosure Policy of the Bank to the shareholders' knowledge according to the Regulation issued by the Capital Markets Board,
12. Submitting the donations made by the Bank in 2011 to the foundations and associations with the aim of social relief to the shareholders' knowledge,

13. Approval of the Independent Audit Institution selected by the Board of Directors for auditing the 2012 financial statements in line with the requirement of the Regulation issued by the Banking Regulation and Supervision Agency,

14. Consideration and Approval of the amendment to the article 8 captioned "share capital" regarding since the authorization period for the Registered Capital Ceiling of the Bank expires at the end of 2012 and in order to increase the Registered Capital Ceiling from TL 5.000.000.000 to TL 10.000.000.000,

15. Granting permission to the Members of the Board of Directors in accordance with Articles 334 and 335 of the Turkish Commercial Code to carry out with the Company, in his name or in the name of a third party, transactions that are among the objects of the company or to become shareholders in companies that deal in the same type of transactions and to perform other transactions,

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

17. Wishes.