

2012 Annual Shareholders' Meeting Results

The 2012 Annual Shareholders' Meeting of Yapı ve Kredi Bankası A.Ş was held on Friday 29 March 2013 at 14:00 hours at Yapı Kredi Plaza D Blok located in Levent, İstanbul. The following items were discussed and approved.

Annual Activity Report of the Board of Directors, Summary of Report of External Auditors related to the activities of 2012, Annual Activity Report and Financial Statements for 2012 were approved.

Mustafa Vehbi Koç, Osman Turgay Durak, Carlo Vivaldi, Massimiliano Fossati, Gianni Franco Giacomo Papa, Hüseyin Faik Açıklın, Ahmet Fadıl Ashaboğlu, Laura Stefania Penna, Fatma Füsün Akkal Bozok and Francesco Giordano were approved according to Article 363 of the Turkish Commercial Code to fill in the vacancies of Board Members

Members of the Board of Directors were cleared of liability related to activities of the Bank during 2012.

The transaction regarding liquidation of some Bank's receivables that were being followed up on non-performing loan accounts by sale was approved and Board Members were cleared regarding these transactions.

Amendment of articles of the Articles of Association of the Bank for compliance with Turkish Commercial Code No. 6102, Banking Law No. 5411, Capital Markets Law No. 6362 and other relevant regulations and in line with other needs of the Bank was approved.

It was voted and approved that the Board of Directors would consist of 12 members and that Mustafa Vehbi Koç, Gianni Franco Giacomo Papa, Hüseyin Faik Açıklın, Carlo Vivaldi, Osman Turgay Durak, Ahmet Fadıl Ashaboğlu, Fatma Füsün Akkal Bozok, Laura Stefania Penna, Francesco Giordano and Jürgen Dr. Kullnigg would be Members of the Board of Directors and Adil Giray Öztoprak and Benedetta Navarra would be Independent Members of the Board of Directors until the 2013 Annual Shareholders' Meeting.

The Remuneration Policy for the Members of Board of Directors and Senior Managers was submitted and TL 27,892 thousand in payments made in 2012 within the scope of the Policy was approved.

Gross attendance fees for the Members of the Board of Directors were determined at TL 10,000 on a monthly basis.

According to the proposal of the Board of Directors regarding the dividend distribution for the year 2012, it was approved that of the TL 1,913,471,558.65 unconsolidated net profit for the accounting period, TL 95,673,577.93 be reserved as first legal reserve. Of the remaining TL 1,817,797,980.72 net distributable profit, TL 300,000,000 be distributed as gross cash dividend, of which TL 217,352,564.20 as first gross cash dividend and TL 82,647,435.80 as second gross cash dividend to shareholders, TL 8,264,743.58 be reserved as secondary legal reserve, TL 4,909,010.20 be set aside as special reserve (corresponding to 75% of the profit from the sale of real estate and share stocks on the basis of

Article 5 clause 1/e of the Corporate Tax Law 5520), TL 1,504,624,226.94 be set aside as extraordinary reserves.

Dividend Distribution Policy of the Bank for 2013 and Beyond was approved by the shareholders.

Disclosure Policy of the Bank was submitted to shareholders' knowledge in accordance with the Regulations of the Capital Markets Board.

The nomination of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (An Ernst&Young Global Limited member company) as the Independent Audit Institution to audit the 2013 financial statements was approved.

The General Assembly Internal Directive proposal of the Board of Directors, which contains rules on operation principles and procedures of the General Assembly, was approved.

Information was provided to shareholders regarding the Bank's donations and charities made by the Bank to foundations and associations in the amount of TL 4,707,044.52 during 2012 with the aim of social relief. The ceiling amount for donations to be made in 2014 was determined at TL 10,000,000.00.

Permission was granted to the shareholders holding management in control, Members of the Board of Directors, the Senior Managers and their spouses and blood relatives and relatives by virtue of marriage up to second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code. Shareholders were informed that no transactions had taken place in 2012 to cause conflict of interest.