

## 2013 Annual Shareholders' Meeting Results

The 2013 Annual Shareholders' Meeting of Yapı ve Kredi Bankası A.Ş was held on Thursday 27 March 2014 at 15:00 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 2013, Annual Activity Report and Financial Statements for 2013 were approved.

Members of the Board of Directors were cleared of liability related to activities of the Bank during 2013.

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.

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 2014 Annual Shareholders' Meeting.

The Remuneration Policy for the Members of Board of Directors and Senior Managers was submitted and TL 36,657 thousand in payments made in 2013 within the scope of the Policy was approved.

Gross attendance fees for the Members of the Board of Directors were determined at TL 12,500 on a monthly basis.

The dividend distribution policy of the Bank for 2013 and beyond, and the Bank's disclosure policy were approved by the shareholders.

According to the proposal of the Board of Directors regarding the dividend distribution for the year 2013, was approved that of the TL 3,202,974,826.65 unconsolidated net profit for the accounting period, TL 160,148,741.33 be reserved as first legal reserve. Of the remaining TL 3,042,826,085.32 net distributable profit, TL 388,000,000.00 be distributed as gross cash dividend to shareholders, of which TL 217,352,564.20 as first gross cash dividend and TL 170,647,435.80 as second gross cash dividend. Furthermore, TL 17,064,743.58 be reserved as secondary legal reserve, TL 873,949,919.00 be set aside as special reserve (corresponding to 75% of the profit from the sale of the real estate and share stocks on the basis of Article 5 clause 1/e of the Corporate Tax Law 5520), TL 1,763,811,422.74 be set aside as extraordinary reserves.

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 2014 financial statements was approved.

Article 3 captioned Purpose and Scope of the Articles of Association of the Bank was amended.

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 4,908,607.71 during 2013 with the aim of social relief. The ceiling amount for donations to be made in 2014 was determined at TL 12,000,000.00.

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 2013 to cause conflict of interest.