

Annual Shareholders' Meeting Agenda – 27 March 2014

During the meeting of the Board of Directors of Yapı ve Kredi Bankası A.Ş held on 26 February 2014, it was resolved that the Annual Shareholders' Meeting 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 27 March 2014 at 15:00 hours

1. Opening and the constitution of the Council for the Meeting,
2. Presentation of the Annual Activity Report of the Board of Directors and Summary of Report of External Auditors related to the activities of 2013 and consideration and approval of the Annual Activity Report and Financial Statements for 2013,
3. Clearing of Members of the Board of Directors of liability related to activities of the Bank during 2013,
4. Approval of transactions regarding liquidation by sale of some Bank receivables that are being followed up on non-performing loan accounts and to clear Board Members regarding these transactions,
5. Determining the number and the term of office of the Board Members, electing Members of the Board of Directors and Independent Members of the Board of Directors
6. Submitting, according to the regulations of the Capital Markets Board, the Remuneration Policy for the Members of Board of Directors and Senior Managers, and the payments made within the scope of the Policy to the shareholders' knowledge and approval of the same,
7. Determining the gross attendance fees for the Members of the Board of Directors,
8. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the Dividend Distribution Policy of the Bank for 2013 and beyond,
9. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the Dividend Distribution for 2013,
10. Approval of the Independent Audit Institution selected by the Board of Directors with the requirement of the Regulation issued by the Banking Regulation and Supervision Agency and the Turkish Commercial Code,
11. Provided that the necessary approval is obtained from Banking Regulation and Supervision Agency, Capital Markets Board and Turkish Ministry of Customs and Commerce; approval, approval with amendments or rejection of the proposal of the Board of Directors related to amending the Article 3 captioned Purpose and Scope of the Articles of Association of the Bank.
12. Submitting, according to the regulations of the Capital Markets Board, the donations and charities made by the Bank in 2013 to foundations and associations with the aim of social relief to the shareholders' knowledge and determining a ceiling amount for the donations to be made in 2014 in line with the Banking Legislation and the regulations of the Capital Markets Board,
13. Granting permission to the shareholders holding management control, the 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 and submitting the transactions carried out in this context during 2013 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communique,

14. Wishes and comments.