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## 2015 Annual Shareholders' Meeting Results

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The 2015 Annual Shareholders' Meeting of Yapı ve Kredi Bankası A.Ş was held on Wednesday 31 March 2016 at 15:00 hours at Yapı Kredi Plaza D Blok located in Levent, İstanbul. The following items were discussed and approved.

- Annual Report and Financial Statements for the year 2015 was approved
- Members of the Board of Directors were released of liability related to activities of the Bank during 2015
- It is resolved that to make amendment the article 6 of the Articles of Association of the Bank (titled "Capital") related to extending Banks' Capital Ceiling Registration period which would expire at 2016 until 2020, and to make amendment to the article 14 of the Articles of Association (titled "Remunerations of the Members of Board of Directors, Executive members and the Committee Members"). The changes are attached.
- Total number of members of the Board of Directors, including independent members, has been determined as 14. Mr. Yıldırım Ali Koç, Mr. Carlo Vivaldi, Mr. Hüseyin Faik Açıklın, Mr. Niccolò Ubertalli, Mr. Levent Çakıroğlu, Mr. Ahmet Fadil Ashaboğlu, Ms. Fatma Füsün Akkal Bozok, Mr. Gianni Franco Giacomo Papa, Mr. Mirko Davide Georg Bianchi, Mr. Dr.Jürgen Kullnigg, Mr. Aykut Ümit Taftalı, Mr. Giuseppe Scognamiglio have been selected as the members of the Board of Directors and Mr. Adil Giray Öztoprak and Ms. Benedetta Navarra have been selected as independent members of the Board of Directors within the framework of the "Communiqué on Corporate Governance" issued by the Capital Markets Board, to remain in office until the General Assembly to convene in order to examine 2016 accounts.
- Information has been given to the General Assembly regarding remuneration policy of the Bank, resolved by the Board of Directors according to the Corporate Governance Principle, for the purpose of setting the remuneration policy for members of the Board of Directors and senior managers and regarding the fact that payment in the amount of 39.699 thousand TL has been made to the senior management of the Bank in 2015 and these issues have been approved by the General Assembly.
- It is resolved that TL 1.860.545.261,33 unconsolidated net profit for the accounting period, the TL 93.027.263,07 be reserved as general legal reserve, 2.619.743,96 TL 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, and remaining 1.764.898.254,30 TL be set aside as extraordinary reserves in accordance to the Board of Directors' attached proposal of dividend distribution table.

- Taking into consideration the opinion of the Audit Committee, the Board of Directors resolved to designate Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited) serve as the independent audit company to audit financial reports for the accounting term of 2016 and to conduct other activities within the scope of related regulations, in accordance with the relevant regulation of the Banking Regulation and Supervision Agency and the Turkish Commercial Code.
- Information has been given to the General Assembly regarding the fact that, in 2015, donations in the total amount of 7.627.699,86 TL have been made by the Bank to foundations and associations and within the framework of Banking laws and regulations and the regulations of the Capital Markets Board, it has been resolved that the upper limit for donations to be made in 2016, shall be 15 million TL.