
2016 Annual Shareholders' Meeting Results

The 2016 Annual Shareholders' Meeting of Yapı ve Kredi Bankası A.Ş was held on 28 March 2017.

- Annual Report and Financial Statements for the year 2016 have been approved.
- It has been approved that Mrs. Giovanna Villa, Mr. Gianfranco Bisagni and Mr. Wolfgang Schilk to be appointed to vacated memberships of the Board of Directors due to the resignations of Mr. Benedetta Navarra, Mr. Gianni F. G. Pope and Mr. Dr. Jürgen Kullnigg during the year under article 363 of the Turkish Commercial Code to complete their office terms.
- Members of the Board of Directors of the Bank have been released relating to activities of the Bank during the year 2016.
- It has been approved that the transactions due to waiver of our receivables within the frame of the payment made to our Bank regarding to some of Bank receivables within litigation process that are being followed up on doubtful receivables accounts ("Ataşehir Receivables"), and it is resolved to clear Board members regarding these transactions.
- 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 AÇIKALIN, Mr. Niccolò UBERTALLI, Mr. Levent ÇAKIROĞLU, Mr. Ahmet Fadıl ASHABOĞLU, Mrs. Fatma Füsün AKKAL BOZOK, Mr. Gianfranco BISAGNI, Mr. Mirko Davide Georg BIANCHI, Mr. Wolfgang Mag. SCHILK, Mr. Aykut Ümit TAFTALI and Mr. Giuseppe SCOGNAMIGLIO have been selected as the members of the Board of Directors and Mr. Adil Giray Öztoprak and Mrs. Giovanna VILLA 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 2017 accounts.
- The remuneration policy, which was determined by the Board of Directors and finally approved at the General Assembly meeting dated 31.03.2016 in accordance to the Corporate Governance Principles regarding the remuneration principles of the members of the Board of Directors and senior executives should be written and also the amount of 48.113 thousand TL has been made to the senior management of the Bank in 2016 within the frame of aforementioned policy has been approved by General Assembly.
- Within the framework of the Remuneration Policy, it has been decided that the members of the Board of Directors shall be paid an annual gross fee of TL 357.000 and that the payment of this arrangement shall be made monthly basis as equally installments to commence the following month of The This General Assembly.
- It is resolved that TL 2.932.795.082,68 unconsolidated net profit for the accounting period, the TL 24.870.832,80 be reserved as general legal reserve, TL 146.050.428,73 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 TL 2.761.873.821,15 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 PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.'nin (A member of PricewaterhouseCoopers) (Previous title was Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.) which is located at the address of Süleyman Seba Cad. BJK Plaza No:48/9 Beşiktaş İstanbul and registered to Istanbul Trade Registry Directorate with the ID no 201465, serve as the independent audit company to audit financial reports for the accounting term of 2017 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 2016, donations in the total amount of TL 11.132.849,83 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 2017, shall be 18 million TL.
- Granting permission to the shareholders holding the 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 was approved.