

YAPI ve KREDİ BANKASI ANONİM ŞİRKETİ
28 MARCH 2017 ORDINARY GENERAL MEETING AGENDA

1. Opening and election of the Chairman of the Meeting,
2. Presentation of the Annual Activity Report of the Board of Directors, Financial Statements and Summary of Report of External Auditors related to the activities of the year 2016 and consideration and approval of the Annual Activity Report and Financial Statements for the year 2016,
3. Submission of appointments made by the Board of Directors for the vacated memberships of Board of Directors during the year as per article 363 of Turkish Commercial Code for approval by the General Assembly,
4. Clearing of members of the Board of Directors of liability related to activities of the Bank during the year 2016,
5. Approval of 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 to clear Board members regarding these transactions,
6. 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,
7. Submitting according to Corporate Governance Principles 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,
8. Determining the gross attendance fees for the Members of the Board of Directors,
9. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the Profit Distribution for the year 2016 created as per the Bank's profit distribution policy,
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. Submitting according to the regulations of the Capital Markets Board the donations and charities made by the Bank in 2016 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 2017 in line with the Banking legislation and the regulations of the Capital Markets Board,
12. 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 and submitting the transactions carried out in this context during the year 2016 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communique,
13. Wishes and comments.