
2017 Annual Shareholders' Meeting Results

The 2017 Annual Shareholders' Meeting of Yapı ve Kredi Bankası A.Ş was held on 20 March 2018.

- Annual Report and Financial Statements for the year 2017 have been approved.
- It has been approved Mr. Gökhan Erün to be appointed as vacated executive director of the Board of Directors due to the resignation of Mr. H. Faik Açıklalın during the year under article 363 of the Turkish Commercial Code.
- Members of the Board of Directors of the Bank have been released relating to activities of the Bank during the year 2017.
- Transactions regarding liquidation by sale of some of the Bank's receivables that are being followed up in nonperforming loans accounts, have been approved and the members of the Board of Directors of the Bank have been released regarding these transactions.
- It is resolved that to make an amendment in the article 3rd (titled "Purpose and Scope"), article 8th (titled "Issuance of Bonds and Other Securities"), article 11th (titled "Board of Directors, Election of the Members and resolutions of the Board of Directors"), article 12th (titled "Distribution of Duties Among the Members of Board of Directors, Representation and Delegation of Management"), article 17th (titled "Corporate Governance Principles") and article 23rd (titled "Legal Provisions") Articles of Association of the Bank.
- 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. Gökhan ERÜN, 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. Francesco GIORDANO 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 2018 accounts.
- The remuneration policy, which was determined by the Board of Directors and finally approved at the General Assembly meeting dated 28.03.2017 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 TL 67.790 thousand has been made to the senior management of the Bank in 2017 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 396.000 and that the payment of this arrangement shall be made monthly basis as equally installments to commence the following month of the General Assembly.
- It has been approved that Bank's Dividend Distribution Policy which is updated from Board of Directors of the Bank in accordance with the current regulations and in line with the requirement of the Bank.

- It is resolved that our Bank's unconsolidated net profit that of the TL 3,614,080,992.06 for the accounting period, TL 127,833,375.21 be set aside as special reserve (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), remaining TL 3,486,247,616.85 be set aside as extraordinary reserves and related 2017 profit distribution table.
- As per the relevant regulation of the Banking Regulation and Supervision Agency and the Turkish Commercial Code and in accordance with the proposal of the Audit Committee and with the Board of Directors decision, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was assigned as the independent audit company to audit financial reports for the accounting term of 2018 and to conduct other activities within the scope of related regulations is accepted by the General Assembly.
- Information has been given to the General Assembly regarding the fact that, in 2017, donations in the total amount of TL 10,371,777.35 have been made by the Bank to foundations and associations and within the framework of Banking legislation and the regulations of the Capital Markets Board, it has been resolved that the upper limit for donations to be made in 2018, shall be 0.1% (one in a thousand) of the Bank's nonconsolidated shareholders equity amount in accordance with the legal limits set by the BRSA.
- 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.
- In contradiction between the Turkish and English versions of this public disclosure, the Turkish version shall prevail.