

**YAPI ve KREDİ BANKASI ANONİM ŞİRKETİ**  
**20 MARCH 2018 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 2017 and consideration and approval of the Annual Activity Report and Financial Statements for the year 2017,
3. Submission of appointment made by the Board of Directors for the vacated membership 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 2017,
5. Approval of transactions regarding liquidation by sale of some Bank receivables that are being followed up on nonperforming loans accounts and to clear Board members regarding these transactions,
6. Provided that the necessary approval is obtained from Banking Regulation and Supervision Agency, Capital Markets Board and Turkish Ministry of Customs and Commerce; the acceptance, acceptance following amendment or rejection of proposal of the Board of Directors regarding to the article 3rd (titled " Purpose and Scope"), to the article 8th (titled " Issuance of Bonds and Other Securities"), to the article 11th (titled " Board of Directors, Election of the Members and resolutions of the Board of Directors"), to the article 12th (titled "Distribution of Duties Among the Members of Board of Directors, Representation and Delegation of Management"), to the article 17th (titled " Corporate Governance Principles") and to the article 23 (titled "Legal Provisions") of the Articles of Association of our Bank,
7. 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,
8. 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,
9. Determining the gross attendance fees for the Members of the Board of Directors,
10. Approval of the "Dividend Distribution Policy" of the Bank pursuant to the Capital Markets Board regulations,
11. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the Profit Distribution for the year 2017 created as per the Bank's dividend distribution policy,
12. 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,
13. Submitting according to the regulations of the Capital Markets Board the donations and charities made by the Bank in 2017 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 2018 in line with the Banking legislation and the regulations of the Capital Markets Board,
14. 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 2017 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communique,
15. Wishes and comments.