

2019 Annual Shareholders' Meeting Results

The 2019 Annual Shareholders' Meeting of Yapı ve Kredi Bankası A.Ş was held on 13 March 2020.

- Annual Report and Financial Statements for the year 2019 have been approved.
- It have been approved Mr. Marco Iannaccone to be appointed as vacated executive director of the Board of Directors due to the resignation of Mr. Francesco Giordano on 01.06.2019 and it has been approved Mrs. Nevin İpek to be appointed as vacated director of the Board of Directors due to the resignations of Carlo Vivaldi, Mirko D. G. Bianchi, Gianfranco Bisagni, Giovanna Villa (Independent Member) and Marco Iannaccone (executive director) on 05.02.2020 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 2019.
- 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 amendment to the article 6 of the Articles of Association (titled "Capital") related to increase the Registered Capital Ceiling from TL 10,000,000,000 to TL 15,000,000,000 and to extend the authorization period for the Registered Capital Ceiling of the Bank.
- Total number of members of the Board of Directors, including independent member, has been determined as 10; Mr. Yıldırım Ali KOÇ, Mr. Levent ÇAKIROĞLU, Mr. Gökhan ERÜN, Mr. Ahmet Fadıl ASHABOĞLU, Mr. Aykut Ümit TAFTALI, Mr. Ahmet ÇİMENÖĞLU, Mrs. Nevin İPEK, Mr. Niccolò UBERTALLI and Mr. Wolfgang Mag. SCHILK have been selected as the members of the Board of Directors and Mrs. Virma SÖKMEN has been selected as independent member of the Board of Directors within the framework of the "Communiqué on Corporate Governance" issued by the Capital Markets Board, to serve for 1 year until the General Assembly to convene in order to examine 2020 activities.
- The remuneration policy, which was determined by the Board of Directors and finally approved at the General Assembly meeting dated 18.03.2019 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 76,528 thousand has been made to the senior management of the Bank in 2019 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 540,000 and that the payment of this arrangement shall be made monthly basis as equally installments to commence the following month of the General Assembly.
- Approved by the Ordinary General Assembly that; In accordance with the Banking Law, Capital Markets Law and related regulations, Article 20 of the Bank's Articles of Association and Profit Distribution Policy; considering the Bank's growth target within the sector, it's long term strategy, domestic and international economic developments, 2019 Profit Distribution Proposal and Profit Distribution Table that of the net profit for the accounting period TL 180,002,988.58 be reserved as general legal reserve and TL 2,551,492.96 from the real estate sales earnings within the framework of Article 5 clause 1/e of Corporate Tax Law No:5520, remaining TL 3,417,505,290.05 be set aside as extraordinary reserves.
- 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 2020 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 2019, donations in the total amount of TL 14,416,703.84 and the major donations 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 2020, 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.