

**YAPI ve KREDİ BANKASI ANONİM ŞİRKETİ**  
**13 MARCH 2020 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 2019 and consideration and approval of Annual Activity Report and Financial Statements for 2019,
3. Submission for confirmation by the General Assembly of appointments made by the Board of Directors to fill in the vacancies on the Board of Directors during the past year as per article 363 of Turkish Commercial Code,
4. Clearing of members of the Board of Directors of liability related to activities of the Bank during 2019,
5. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding to amendment to the article 6 of the Articles of Association (titled "Capital") related to increase of the registered capital ceiling and extension of its period,
6. Approval of transactions regarding liquidation by sale of some Bank receivables that are being followed up on Non-Performing Loan accounts and to clear Board members regarding these transactions,
7. Determining the number and the term of office of Board members, electing members of the Board of Directors and independent member 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, approval with amendments or rejection of the proposal of the Board of Directors regarding the Profit Distribution for 2019 created as per the Bank's dividend distribution policy,
11. 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,
12. Submitting according to the regulations of the Capital Markets Board the donations and charities made by the Bank in 2019 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 2020 in line with the Banking legislation and the regulations of the Capital Markets Board,
13. 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 2019 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communiqué,
14. Wishes and comments.