

**INFORMATION DOCUMENT FOR THE 16 MARCH 2023  
ORDINARY GENERAL ASSEMBLY of YAPI ve KREDİ BANKASI A.Ş.  
TO REVIEW THE 2022 FINANCIAL YEAR**

**1- INVITATION TO THE 16 MARCH 2023 ORDINARY GENERAL ASSEMBLY**

The Bank's Ordinary General Assembly shall convene on 16 March 2023 Thursday at 14:30 at the address of Yapı Kredi Plaza D Blok Conference Hall, Levent-Beşiktaş-İstanbul, to review the activities of the past year, and to discuss and resolve the agenda items given below.

The 2022 Financial Tables, Independent Auditor's Report, Board of Directors' Integrated Annual Report (including the Dividend Distribution Proposal, Corporate Governance Compliance Report, Corporate Governance Information Form and the explanations on compliance with Sustainability Principles) and this Information Document containing the agenda items and announcements required for compliance with Capital Market Board regulations shall be made available to Shareholders at the Bank's Head Office, branch offices, on the Bank's corporate website at [www.yapikredi.com.tr](http://www.yapikredi.com.tr), and on the Electronic General Assembly system of the Central Registry Agency three weeks prior to the meeting in accordance with legal requirements.

Without prejudice to the rights and obligations of the shareholders who will participate electronically, shareholders unable to attend the meeting in person must draw up a proxy form as predicted by the legislation, or obtain a copy of the proxy form from the Bank's Head Office or the Bank's corporate website at [www.yapikredi.com.tr](http://www.yapikredi.com.tr). The proxy forms must meet the requirements laid out in Communiqué No. II-30.1 on the Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861. A proxy form is not mandatory for proxies appointed electronically through the Electronic General Meeting System. The proxy authorizations that do not comply with the proxy authorization model indicated in the said Communiqué and invitation to General Assembly in the appendix shall not be deemed valid due to the legal liability of the Bank.

Shareholders intending to vote via the Electronic General Meeting System are asked to obtain information from the Central Registry Agency, our Bank's corporate website at [www.yapikredi.com.tr](http://www.yapikredi.com.tr), or the Banking and CMB Legislation Department of the Bank's Head Office (Tel: 0212 339 6431-0212 339 7380) to ensure that they fulfill their obligations as part of the Regulation on Electronic Shareholders Meetings for Joint Stock Corporations.

In accordance with Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102, and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend a general assembly and to vote shall not be made conditional on depositing of share certificates. Accordingly, shareholders who wish to participate in the General Assembly are not obligated to block their shares.

In accordance with the Law on the Protection of Personal Data numbered 6698, detailed information about the processing of your personal by our Bank can be obtained from disclosure "Explanatory Information Regarding Processing and Transfer of Personal Data" is shared with the public on [www.yapikredi.com.tr](http://www.yapikredi.com.tr) website.

At the Ordinary General Assembly, votes relating to the agenda items shall be made as open voting by raising hands, without prejudice to the provisions regarding electronic voting.

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

As per the provisions of the Capital Markets Law, holders of registered shares traded on the stock exchange will not receive a separate registered letter informing them of the meeting.

Respectfully submitted to shareholders.

YAPI ve KREDİ BANKASI A.Ş. BOARD OF DIRECTORS

## 2- ADDITIONAL EXPLANATIONS UNDER CMB REGULATIONS

Additional explanations, required in accordance with the Capital Markets Board (CMB) Corporate Governance Communiqué No. II-17.1, are made in the relevant articles of the agenda below, while other mandatory general explanations are provided in this section:

### 2.1 Shareholding Structure and Voting Rights

The current shareholding structure and voting rights of the Bank are as follows. The Bank has no privileged shares.

Shareholder	Share Amount (TL)	Equity Ratio (%)	Voting Right	Voting Right (%)
Koç Finansal Hizmetler A.Ş.	3.459.065.642,23	40,95	345.906.564.223	40,95
Koç Holding A.Ş.	2.282.666.574,00	27,02	228.266.657.400	27,02
Other Shareholders (Free Float)	2.705.319.067,77	32,03	270.531.906.777	32,03
<b>Total</b>	<b>8.447.051.284,00</b>	<b>100,00</b>	<b>844.705.128.400</b>	<b>100,00</b>

### 2.2 Information Regarding Changes in Management or Operations of the Bank or its Subsidiaries', which may Significantly Affect the Activities of the Company:

There are no managerial or operational changes that have affected, or will affect, the activities of the Bank's or its Subsidiaries in the previous accounting period, or planned for the upcoming accounting periods.

The public disclosures of our Bank in accordance with the related legislation are available at <http://www.kap.gov.tr/>

### 2.3 Information Regarding Additional Agenda Items Requested by Shareholders:

No such request has been submitted for the Ordinary General Assembly convened to review the 2022 financial year.

## ANNOUNCEMENTS REGARDING THE AGENDA ITEMS OF THE 16 MARCH 2023 ORDINARY GENERAL ASSEMBLY

### 1. Opening and election of the Chairman of the Meeting,

Within the framework of the provisions of the "Turkish Commercial Code (TCC) No. 6102" and the "Regulation of the Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings" ("Regulation" or "General Assembly Regulation"), and General Assembly Principles Article 7, a Chairperson shall be elected to chair the General Assembly meeting. Within the framework of the General Assembly Principles, the Chairperson shall appoint at least one meeting minutes secretary, and one vote collection officer.

### 2. Presentation of the Annual Activity Report of the Board of Directors, Financial Statements and Summary of Report of External Auditors related to 2022 and consideration and approval of the Annual Activity Report and Financial Statements for 2022,

Within the framework of provisions of the TCC, Bylaws and the Capital Markets Law, the 2022 Integrated Annual Report (including the Corporate Governance Compliance Report, Corporate Governance Information Form and the explanations on compliance with Sustainability Principles), Financial Tables and the Independent Auditors'

Report, which were made available via the Bank's Head Office, branch offices, the Bank's corporate website at [www.yapikredi.com.tr](http://www.yapikredi.com.tr), and on the Electronic General Assembly system of the Central Registry Agency for a three week period prior to the General Assembly, shall be presented for evaluation and approval of our shareholders.

**3. Clearing of members of the Board of Directors of liability related to activities of the Bank during 2022,**

Pursuant to the provisions of TCC and Bylaws, the activities, transactions and accounts of our Board of Directors members for the year 2022 shall be released separately and submitted to the General Assembly for its approval.

**4. 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,**

Regarding liquidation of certain Bank receivables that are being followed up on non-performing loan accounts via sale by auction,

- By our Bank Board of Directors resolution dated 27.04.2022, it is resolved to sell non-performing cash receivables amounting to TL 1.324.434.393,08 as of 28.02.2022, to Gelecek Varlık Yönetim A.Ş., İlke Varlık Yönetim A.Ş., Birleşim Varlık Yönetim A.Ş., Dünya Varlık Yönetim A.Ş., Ortak Varlık Yönetim A.Ş., Arsan Varlık Yönetim A.Ş. and Diriker Varlık Yönetim A.Ş. for a total of TL 205.038.560,99,

- By our Bank Board of Directors resolution dated 28.09.2022, it is resolved to sell non-performing cash receivables amounting to TL 564.819.605,48 as of 31.07.2022, to Emir Varlık Yönetim A.Ş., Denge Varlık Yönetim A.Ş., Efes Varlık Yönetim A.Ş. and Hedef Varlık Yönetim A.Ş. for a total of TL 112.992.000,00

The above mentioned sales transactions, and the release of Board Members from liabilities for these transactions, shall be submitted to the General Assembly for its approval.

**5. Determining the number and the term of office of the Board members, electing members of the Board of Directors and independent member of the Board of Directors,**

New members to replace Board Members whose terms of office have expired accordingly shall be elected in accordance with CMB regulations, TCC, Bylaws, and the principles governing the selection of Members of the Board of Directors in the articles of association. In addition, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

According to Article 11 of the Articles of Association, all affairs and management of the Bank shall be conducted by a Board of Directors composed of at least 8 real persons, serving for a maximum term of 3 years, to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code, Banking Regulations and the Capital Market Regulations. Save for the mandatory provisions of the Capital Markets Regulations regarding independent members, and the provisions of the Banking Regulations, the General Assembly may replace the members of the Board of Directors at any time it deems necessary, in accordance with article 364 of the Turkish Commercial Code.

CMB's Corporate Governance Communiqué No. II-17.1 states that the number of independent board members may be determined by the banks, provided that is not less than three. Board members who are appointed as an audit committee member within the bank's organizational structure shall be considered as independent board member within the framework of this Communiqué. The qualifications set forth in the principle numbered (4.3.6) shall not be required and the principle numbered (4.3.7) and (4.3.8) regarding the election of these members shall not be applied in respect of the audit committee members of the banks. The Qualifications set forth in the principle numbered (4.3.6) of the Communiqué shall be required in any case in respect of the independent board members who will not be appointed in the audit committee, and for at least one member in cases where whole of the independent members of board of directors are appointed in the audit committee and principles numbered (4.3.7) and (4.3.8) shall apply with regard to election of this independent member or these independent members.

The Board of Directors, upon receipt of the report by the Bank's Corporate Governance Committee, has selected Mrs. Virma Sökmen as candidate in conformity with the CMB criteria for Independent Member of the Board of Directors.

In line with the Communiqué, the Bank has applied to the Capital Market Board to submit an opinion for the proposal of Mrs. Virma Sökmen to the General Assembly as candidate for Independent Member of the Board of Directors, with the exception of the member or members of the Audit Committee to be organized within the Board of Directors. It has declared with the writing of Capital Market Board dated 06.02.2023 that it was decided not report any negative opinion about Mrs. Virma Sökmen.

The CVs of the candidates for membership and the independence declaration of the candidate for Independent membership on the Board of Directors are provided in **Appendix 1**.

**6. 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,**

In accordance with the CMB's Mandatory Corporate Governance Principles No. 4.6.2., principles on remuneration of members of the board of directors and executives shall be in written form and submitted to the shareholders as a separate agenda item at the general assembly meeting, thus allowing the shareholders to express opinion on this matter. The remuneration policy issued with this objective is provided in **Appendix 2**. In the Chapter fifth, footnote no 7.2. of the Bank's 2022 unconsolidated financial statements, information is given for the salaries and benefits paid to the Board members and Bank's senior management in 2022.

**7. Determining the gross attendance fees for the Members of the Board of Directors,**

In accordance with the provisions of the TCC and Bylaws, principles of the articles of association and the Remuneration Policy submitted to shareholders as per the agenda item no. 6, the shareholders shall determine the gross yearly remuneration to be paid to the chairperson of the board and board members.

**8. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the profit distribution date and Profit Distribution for 2022 created as per the Bank's dividend distribution policy,**

With the decision of the Bank's Board of Directors dated 09.03.2023; 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; The 2022 Profit Distribution Table and the determination of the profit distribution date as 20 March 2023 given on **Appendix 3** will be submitted to the General Assembly approval regarding the general legal reserve fund of 5% which should be allocated from the net period profit of TL 52,744,689,396,80 in the unconsolidated financial statements of the Bank prepared in accordance with the BRSA Regulations considering Yapı Kredi's growth target within the sector, its long term strategy, domestic and international economic developments required to be allocated in accordance with Article 519 of the Turkish Commercial Code is not allocated for the year 2022 since the amount of general legal reserves in the records as of 31.12.2022 has reached the limit of 20% of the capital, and from the net distributable profit of the Bank for the period amounting to TL 52.744.689.396,80; paying a total of cash dividend of TL 7.911.000.000,00 including the first dividend of TL 422.352.564,20 and the second dividend of TL 7.488.647.435,80 to our shareholders and regarding the transfer of remaining TL 44.047.846.410,51 to extraordinary reserves after the separation of TL 748.864.743,58 general legal reserves and the part of TL 36.294.872,11 funded reserves from the real estate and participation sales income within the framework of Article 5 clause 1/e of Corporate Tax Law No:5520 and the part of TL 683.370,60 remaining after allocating a special reserve of TL 36.978.242,71 in total to be transferred to the venture capital investment fund pursuant to article 3/14 of the Law on Supporting R&D and Design Activities No. 5746.

**9. Approval of transferring from extraordinary reserves to the special fund account in return for the revaluation fund resulting from the revaluation application within the scope of the temporary article 32 and the duplicated article 298-ç of the Tax Procedure Law No. 213,**

As of 31.12.2022, extraordinary reserves followed under equity accounts, in return for the value increase fund arising within the scope of the revaluation application within the framework of the provisional Article 32 and repeated Article 298 of the Tax Procedure Law No. 213 and the Tax Procedure Law Communiqués No. 537 and 547 regarding these articles, a total of TL 9,159,237,124.06 was transferred to the special fund account from the extraordinary reserves, as shown separately as TL 3,472,206,052.31 within the scope of provisional Article 32 of Tax Procedure Law and TL 5,687,031,071.75 within the scope of the repeated article 298-ç of Tax Procedure Law. The approval of the special reserve allocation will be submitted for the approval of the General Assembly.

**10. Submitting the share buyback decision taken by the Board of Directors and the transactions carried out within this scope to the information and approval of the shareholders,**

With the decision of the Board of Directors dated 15.02.2023; In accordance with article 379 of the Turkish Commercial Code, Article 22 of the Capital Markets Law, Capital Market Board's Communiqué II-22.1 on Share Buybacks and the decision of the Capital Markets Board dated 14.02.2023; as a result of the effects of the earthquake disaster in our country on the sectors in which we operate and on the Turkish capital markets, it has been evaluated that the value of Yapı ve Kredi Bankası A.Ş. share in Borsa Istanbul does not reflect the actual performance of the Bank; In order to protect the value of our shareholders' investments; it has been resolved to initiate a share buyback program from the market in accordance with article 10 of the Articles of Association, and to carry out the buyback program from the date of this resolution until 15.05.2023

In the same decision of the Board of Directors, it has been resolved to determine the maximum amount of shares that may be subject to buy-back as each 1 Kuruş 8.500.000.000 with a total nominal value of 85.000.000 TL and the funds to be allocated for share buybacks to be as maximum 750.000.000 TL which will be sourced from the current Bank sources.

As of the announcement date of this General Assembly information note, there are no buy-back shares, and at the General Assembly meeting, the shareholders will be informed about the buy-back shares and the total cost as of the meeting date, the buy-back program initiated and the carried out transactions with the resolution of the Bank's Board of Directors will be submitted for the information and approval of the shareholders.

**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,**

In accordance with the relevant regulation of the Banking Regulation and Supervision Agency and the Turkish Commercial Code, and taking into consideration the opinion of the Audit Committee, the Board of Directors resolved at their 21.02.2023 meeting to have PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. serve as the independent auditor of the Bank's financial reports for the fiscal year 2023 and conduct other activities that fall within its purview within the context of the relevant regulations. The decision shall be submitted to the General Assembly for approval.

**12. The donations and charities made by the Bank within the scope of the Donation and Sponsorship Policy in 2022 with the aim of social relief to the shareholders' knowledge and determining a ceiling amount for the donations to be made in 2023 in line with the Banking legislation and the regulations of the Capital Markets Board,**

According to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, information concerning donations must be presented at the General Assembly. In this context, in accordance with our Bank's donation and sponsorship policy; In 2022, donations total amounting to TL 166.451.960,30 were made to foundations and associations. The donation amount of TL 161.086.000,00 was made to Vehbi Koç Foundation, the amount of TL 3.461.649,00 to Koç University, the amount of TL 529.797,00 to Geyre Foundation (Afrodisias Arc. digs), the amount of TL 432.070,00 to Türkiye Eğitim Gönülleri Vakfı, the amount of TL 434.720,00 to Türk Eğitim Vakfı and the amount of TL 507.724,30 consists of various donations, each of which is less than 300,000 TL, made to other foundations and associations and which do not constitute important information for investors. In addition, the General Assembly shall determine the upper limit of donations to be made in 2023.

### **13. Informing the shareholders about the Bank's transition plan to a low carbon economy,**

Putting the issue of combating climate change at the centre of its strategic focus areas, our Bank continues its efforts to set science-based targets for emissions arising from its loan portfolio, with the project initiated under the Carbon Transformation Program, which was launched in 2021 by its main shareholder Koç Holding.

### **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 2022 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communique,**

Members of the Board of Directors can only enter a business transaction with the Bank with the approval of the General Assembly, as stipulated in the first subsection of Article 395, titled "Prohibitions on Business Transactions and Loans" and Article 396, titled "Prohibitions on Competition" of the TCC.

In accordance to CMBs' Corporate Governance Communique article 1.3.6. the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree in case where they execute an important transaction that may lead to a conflict of interest with the partnership or its subsidiaries and / or the execution of a transaction which shall fall into same commercial business category of the partnership or its subsidiaries for its own or other account, or incase where joining another partnership dealing with the same type of business as liable partner, these transactions are taken to the agenda of the General Assembly as a separate item of the agenda and also recorded into minutes of General Assembly in order to provide detailed information regarding aforementioned transactions.

To fulfil the requirements of these regulations, obtaining aforementioned permission shall be presented for evaluation and approval of our shareholders at the General Assembly. Additionally, our shareholders shall be notified regarding to the transactions carried out during the year, some of our shareholders, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree are serving as members of the Board of Directors or managers within the some other Koç Group companies which are operating within the same commercial business category during the year. In 2022, there has been no transaction requiring information within the scope of Corporate Governance Communiqué Serial No. 1.3.6.

### **15. Wishes and comments.**

**Appendix 1** The CVs of the candidates for membership and independence declaration of the candidate for independent membership on the Board of Directors

**Appendix 2** The remuneration policy

**Appendix 3** 2022 Profit Distribution Table

### The CVs of the candidates for membership and independence declaration of the candidate for independent member on the Board of Directors

#### **Ali Y. KOÇ**

Ali Y. Koç received his bachelor's degree at Management Faculty of Rice University. He earned an MBA from Harvard Business School. He started his career at American Express Bank as a Management Trainee and continued as an Investment Analyst at Morgan Stanley Investment Bank. Mr. Ali Y. Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information technologies. He was the President of Corporate Communications and IT Group. He served as a Board Member at Koç Holding for over 12 years. In addition, he was elected as Vice Chairman on February 2016. Mr. Ali Y. Koç serves as Chairman of the Board of Koç Financial Services and Yapı Kredi Bank since 1 April 2016. Currently, Ali Y. Koç is the Chairman of Bilkom, Digital Panorama, Ford Otosan, Koçtaş, Otokar, Setur. In addition to being Chairman and Vice Chairman at Turkey's biggest companies and financial institutions, Ali Y. Koç also contributes to country's social and economic development and currently is the President of Fenerbahçe Sports Club and the Turkish Club Association. He is a Board Member at the National Competition Research Association (URAK), Board Member at ECA (European Club Association) and Endeavor Association, a member of the Global Advisory Council of Bank of America, Harvard University and Council on Foreign Relations. He is also a member of Panel of Senior Advisers at Chatham House and a member of Trade and Investment Council at the Confederation of British Industry.

#### **Levent ÇAKIROĞLU**

Levent Çakiroğlu graduated from Ankara University - Faculty of Political Sciences, Business Administration Department and received his master's degree from University of Illinois. He started his professional career at the Ministry of Finance in 1988. Between 1997-1998, he taught as part time instructor at Bilkent University and served as Vice President of Financial Crimes Investigation Board at the Ministry of Finance. Çakiroğlu joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002-2007, CEO of Migros between 2007-2008, CEO of Arçelik between 2008-2015 and the President of the Durable Goods Group of Koç Holding A.Ş. between 2010-2015. Çakiroğlu was appointed as the Deputy CEO of Koç Holding in February 2015 and he took over the CEO position in April 2015. As of April 2016, Çakiroğlu is also a Board Member at Koç Holding. Çakiroğlu has been a Board Member at Yapı Kredi and Koç Financial Services since April 2015 and in February 2020, he was appointed as Vice Chairman of Yapı Kredi Board. Çakiroğlu is also a Board Member in various Koç Group Companies.

#### **Gökhan ERÜN**

After graduating from İstanbul High school (İstanbul Erkek Lisesi), Gökhan Erün earned his undergraduate degree from İstanbul Technical University - Department of Electronics and Communications and graduate degree from Yeditepe University - Business Administration. Erün began his career at Garanti Bank Treasury Department in 1994. Between 1999-2004, Erün served as the Senior Vice President of Commercial Marketing and Sales Department. After becoming the CEO of Garanti Pension and Life in 2004, he was appointed as Executive Vice President of Garanti Bank in September 2005. Erün began to serve as the Deputy CEO of Garanti Bank in September 2015, also in charge of Corporate Banking, Treasury, Treasury Marketing and Financial Solutions, Derivatives, Cash Management and Transaction Banking, and Financial Institutions. At the same time, he was Board Chairman and Board Member in various local and international subsidiaries of Garanti Bank. As of January 2018, Erün has continued his career in Yapı Kredi as Executive Director in Board of Directors and Chief Executive Officer (CEO). In addition, Erün is the CEO of Koç Financial Services and holds positions in the Boards of various Yapı Kredi Group subsidiaries, Koç Finansman A.Ş. and Allianz Yaşam ve Emeklilik A.Ş. Also as of April 2021, Erün became the President of Koç Holding's Banking Group.

#### **Ahmet F. ASHABOĞLU**

Ahmet F. Ashaboğlu holds a Bachelor of Science degree from Tufts University and a Master of Science degree from Massachusetts Institute of Technology (MIT) in Mechanical Engineering. In 1994, he began his career as a Research Assistant at MIT. Between 1996-1999, Ashaboğlu held various positions in capital markets within UBS Warburg, New York. Between 1999-2003, he worked as a Consultant at McKinsey & Company, New York. In 2003, Ashaboğlu joined Koç Holding as Finance Group Coordinator. He served as the CFO of Koç Holding from 2006 to April 2022. In addition

to being a Board Member at Yapı Kredi and Koç Financial Services since September 2005, Ashaboğlu is also a Board Member at various other public and non-public companies.

#### **A. Ümit TAFTALI**

A. Ümit Taftalı earned his Bachelor of Science degree in Finance from Ball State University (Indiana) and his MBA degree from University of South Carolina. He also participated in senior executive programs at Harvard University. Taftalı is an investment banker and wealth manager with nearly 35 years of international experience. He has worked in executive positions in Atlanta, New York and London for Merrill Lynch & Company, Bankers Trust Company and Goldman Sachs International. Taftalı represented and advised Mrs. Suna (Koç) Kıraç between 2001-2020 was a Member of Koç Holding Executive Committee until April 2021. He currently manages the Koç family's private investment office and is Chairman of Kare Portföy. Taftalı is or has been Board/Founding Member of various philanthropic and professional organizations such as Suna-İnan Kıraç Foundation, Educational Volunteers Foundation of Turkey (TESEV), Turkish Industrialists and Businessmen Association (TÜSİAD), Saint Joseph Educational Foundation, Educational Volunteers Foundation of Turkey (TEGV), Galatasaray Sport Club, American Finance Association (USA), Financial Management Association (USA), Museum of American Financial History (USA), Ball State University Foundation (USA), Turkish Bankers Association (UK), University of South Carolina Foundation (USA). Taftalı has been a Board Member of Yapı Kredi and Koç Financial Services since April 2016.

#### **Dr. Ahmet ÇİMENÖĞLU**

Ahmet Çimenoğlu graduated from Department of Economics at Boğaziçi University in 1992. After completing his MA in Economics at Boğaziçi University, Çimenoğlu started his professional life as an economist at Yapı Kredi in 1995. He received his PhD degree in economics at Istanbul Technical University in 2002. He worked as the Chief Economist, and Head of Strategic Planning and Research at Yapı Kredi, respectively, between July 2004 and February 2009. In March 2009, he joined Koç Holding as the Head of Economic Research. He is currently the Chief Economist of the Koç Holding. Mr. Çimenoğlu has been serving as a Board member at Koç Financial Services and Yapı Kredi since March 2019.

#### **Nevin İMAMOĞLU İPEK**

Nevin İmamoğlu İpek graduated from Ankara University, Faculty of Political Sciences, Department of Business Administration in 1993. She received an MBA degree from the same university in 1997. İpek also earned a Master of Accounting degree from the University of Michigan in 2001. İpek began her career at the Capital Markets Board (CMB) of Turkey. At the CMB, she worked as Assistant to Expert between 1994-1997, Expert between 1997-2005, Deputy Head of Corporate Finance Department between 2005-2006 and Head of Institutional Investors Department between 2006-2007. She joined Koç Group in 2007 and is still working as Finance Coordinator responsible from Compliance to Securities Regulation. She is also heading the Capital Markets Working Group in TÜSİAD from 2013. Nevin İmamoğlu İpek has been a Board Member of Yapı Kredi, Yapı Kredi Yatırım and Koç Financial Services since February 2020.

#### **Melih POYRAZ**

Melih Poyraz graduated from Bosphorus University with Business degree in 2001. He completed his MBA at Massachusetts Institute of Technology (MIT) and Economic Law Master's degree at Galatasaray University. He then received Juris Doctor Degree from Northwestern Law School in 2014. He was admitted to law practice in Illinois as of 2014. Poyraz began his professional career as a consultant at Ernst Young Istanbul office. In 2004, he was appointed as Auditor at Turkish Ministry of Finance. He joined Arçelik as Risk Director in 2014. In 2015, he started working at Koç Holding as Coordinator at CEO Office, which included responsibilities such as strategical, legal and financial advice to the CEO. Melih Poyraz has been serving as Koç Holding Strategy and Business Development Director at Koç Holding since January 2021. Poyraz has been Board Member of Yapı Kredi and Tofaş since March 2021.

#### **Polat ŞEN**

Polat Şen, who was born in 1976 in Istanbul, received his bachelor's degree from the English Department of Economics in Marmara University in 1998 and master's degree from the International Finance Department in Bradford University in 1999. He completed the Harvard Business School Advanced Management Program in 2016. Between 2005 and 2022, Şen served as Internal Audit, Purchasing Director, mergers and purchases of companies at Arçelik A.Ş. Polat Şen worked as Chief Financial Officer at Grundig Multimedia B.V. in Germany. Şen also worked as Arçelik A.Ş.'s Chief Financial Officer overseeing the company's commercial operations in Sub-Saharan Africa. Şen was



appointed the CFO of Koç Holding at 2022. Polat Şen has been a Board Member of Yapı Kredi and Koç Financial Services since April 2022.

#### **Kemal UZUN**

Kemal Uzun received his bachelor degree in Business Administration from Ankara University and his Master's degree in Finance from the University of Illinois. In 1990, Uzun started his career as an Apprentice Public Account Inspector. He worked at the Ministry of Finance as Assistant Tax Auditor (1991-1994), Tax Auditor (1994-2002), Senior Tax Auditor (2002-2003) and Head of Department (2003-2005). Later, he functioned in Group Head (2005-2006) and Department Head (2006) positions at the Revenue Administration. Between 2006 and 2011, Uzun worked as Koç Holding's Audit Group Coordination and from 2011 until 2021 as Tax Management Director. Uzun has been serving as the President of Koç Holding's Audit Group since April 2021. He is also a member of the Boards of Directors of various Koç Group companies. In addition to these roles, he is a member of Turkish Industry and Business Association (TÜSİAD), Tax Council and TURMEPA. Kemal Uzun has been a Board Member of Yapı Kredi and Koç Financial Services since April 2022.

#### **Virma Sökmen** (Candidate for Independent Board Membership)

Virma Sökmen has a Bachelor degree in Finance from LaSalle University. Sökmen began her professional career at research and investment banking departments of Körfezbank and Çarşı Menkul Değerler. Between 1993-2001, Sökmen worked at Midland Bank A.S. as a Credit Analyst. Between 2001-2010, she served as Corporate Banking Group President and an Executive Vice President of Corporate and Commercial Banking at HSBC. Sökmen managed corporate banking, commercial banking foreign trade and provision management, factoring, corporate and commercial insurance, corporate marketing and cash management units since 2010. Sökmen also served as the Assistant General Manager, responsible from Corporate and Commercial Banking, at HSBC. Since 2016, Sökmen is a Managing Partner at Credia Partners. In addition, Sökmen became an Independent Board at Sarkuysan Elektrolitik Bakır Sanayi ve Ticaret A.Ş. in June 2020. Sökmen has been a Board Member of Yapı Kredi and Koç Financial Services since March 2019.

## INDEPENDENCE DECLARATION

I hereby declare that I am candidate to serve as an "independent member" at the Board of Directors of Yapı ve Kredi Bankası A.Ş. (Company) in accordance with the criteria set forth in the legislation, articles of association and Corporate Governance Communiqué of the Capital Markets Board, and in this framework;

- a) There is no employment relationship with respect to any executive position that covers important duties and responsibilities, no more than 5% of the capital or voting rights or preferential shares are held jointly or individually, or no significant commercial relationship has been established in the last five years between the Company, or partnerships over which the Company has management control or exercises substantial influence, or shareholders who hold the management control of, or who exercise significant influence on, the Company and the legal entities which hold the management control of such shareholders, and me, my spouse, my relatives by blood and marriage up to the second degree;
- b) I have not been a shareholder (5% and above), worked in an executive position that included important duties and responsibilities, or served as a member of the board of directors in any company from which the Company has purchased or to which the Company has sold services or products to a significant extent during such periods when such services or products were purchased or sold in the framework of agreements regarding company audit (including tax audit, legal audit, internal audit), rating and consulting, within the last five years;
- c) I have the professional education, knowledge and experience to carry out properly the duties that I shall undertake as an independent member of the board of directors;
- ç) I shall not work on a full-time basis in any public entity and institution except as a lecturer after I am elected a member in accordance with the legislation;
- d) I am considered to be a resident of Turkey in accordance with the Income Tax Code (ITC) dated 31/12/1960 and number 193;
- e) I possess strong ethic standards, professional reputation and experience to make positive contributions to the Company's activities, to preserve my impartiality in any conflict of interest between the company and its shareholders, and to decide independently taking into account the interests of the beneficiaries;
- f) I can spare time for the Company's affairs to such extent that I can follow up the operation of the Company activities and meet my obligations properly;
- g) I have not served as a board member at the Company's board of directors for more than six years in the last ten years;
- ğ) I have not been serving as an independent board member in more than three companies in which the Company or shareholders possessing the management control of the Company have the management control, and in total, in more than five companies that are traded on the stock exchange;
- h) I have not been registered and announced in the name of a legal entity that has been elected as a member of the board of directors.

(signature)

Virma SÖKMEN

## **Yapı ve Kredi Bankası A.Ş. Compensation Policy**

### **1. Purpose**

This document is prepared in order to define the principles of the compensation approach and the compensation implementations in Yapı Kredi Bank A. Ş. This policy also aims to underline the constraints and the rules which are taken into consideration to structure, to monitor and to control the compensation implementations in the Bank.

Compensation Policy determines the pillars of the Bank's compensation approach not only reflecting the Bank's mission, strategy and values but also underlining the governance principles and the compliance needs for compensation implementations.

In this regulation, the Bank's both fixed and variable compensation principles and the intensive systems are explained.

Bank Compensation Policy is valid for all Bank personnel.

### **2. Introduction**

#### **2.1. Reflecting the Mission, Strategy and the Corporate Values of the Bank**

Yapı Kredi Bank's mission expresses;

- to derive a sustainable long term growth,
- to create value for all stakeholders,
- to be the first choice of both employees and customers.

Associated with these commitments, the Bank's strategy is built upon;

- sustainable and steady growth,
- perpetual and transcendent customer satisfaction,
- strong employee engagement,
- sustainable profitability,
- excelling on cost and risk management.

The Bank's Ethical Codes underlying the social relationships and the Bank's Corporate Values (consist of reliability, freedom, fairness, respecting and certainty) set up a part of the Bank's Personnel Policy and Rules which are known by all Yapı Kredi Personnel.

With regards to these standards, Bank Compensation Policy's two basic principles which are beyond any arguments are;

- only the authorized employees can reach the detailed compensation information of the personnel and
- the compensation is assigned regardless of the religion, language, race, age, etc. of personnel.

The standards mentioned above compose the pillars which set the framework for a consistent and coherent design, implementation and monitoring of compensation practices across the entire organization. Within this common policy framework, guidelines are defined to implement compensation programs and plans that reinforce sound risk management policies and our long-term strategy.

#### **2.2. The Pillars of the Bank's Compensation Strategy**

The Yapı Kredi compensation approach is performance-based and aligned with the market dynamics and the business strategy. The pillars of the Bank's compensation strategy which ensure to derive a competitive, effective, and clear compensation management are stated below:

- Fair, objective, appreciating high-performance, competitive, rewarding, motivating, open and transparent management,,
- compliance with the laws and the regulatory requirements,
- compliance with the Bank's strategy and long term targets as well as the Bank's risk structure which is to contribute in effective risk management
- continuous monitoring of market trends,

- sustainable compensation for sustainable performance,
- motivation and retention of personnel with particular focus and talents and mission-critical resources.

### 3. Governance and Compliance

Yapi Kredi Bank compensation approach ensures that the decisions are made in an independent, informed and timely manner at appropriate levels and avoids conflict of interest and guarantee appropriate disclosure in full respect of the general principles defined by regulators.

#### 3.1. Board of Directors

Compensation Policy, which is a written document and which is in conformity with the scope of the Bank's implementations, with the Bank's strategy and long term targets as well as the Bank's risk structure which is to contribute in effective risk management, is approved by the Board of Directors. This policy is reviewed annually by the Board of Directors in order to keep the effectiveness.

The Board of Directors ensures that the payments to be granted to the members of the Board of Directors, Senior Management and other personnel are in compliance with the ethical values, internal fairness and strategic targets of the Bank.

#### 3.2. Remuneration Committee

Remuneration Committee is instituted in order to monitor and to audit the compensation implementations in the Bank on behalf of the Board of Directors.

Remuneration Committee evaluates the compensation implementations from the risk point of view, and then submits the evaluation results and proposals related to the compensation systems to the Board of Directors' approval as a report on annual basis.

#### 3.3. Conformity

##### Conformity with Financials

CFO is responsible with the evaluation of the financial consequences of the remuneration implementations in the Bank and with generating financial improvement proposal related to the compensation systems.

##### Conformity with Union Rules and Implementations

This policy is aligned with the principles, commitments and the rules stated between the Bank and the Union.

#### 3.4. Issuing the Compensation Criteria and the Compensation Implementations

Information on the criteria taken into consideration in performance-based payments, the form of payments made and average amounts are presented in the section "Information related to Human Resources Applications" in Yapi Kredi Bank A.Ş: Annual Activity Report prepared with respect to the framework of "Regulation on Procedures and Principles related to Preparation and Publication by Banks of Annual Activity Report".

### 4. Performance and Remuneration

#### 4.1. Fixed Compensation and Base Salary

The fixed component of compensation remunerates the role covered and the scope of responsibilities, reflecting the experience and skills required for each position, as well as the level of excellence demonstrated and the overall quality of the contribution to business results. The relevance of fixed compensation weight within the overall package is such as to reduce the risk of excessively risk-oriented behaviors, to discourage initiatives focused on short-term results which might jeopardize mid and long term business sustainability and value creation.

#### 4.2. Performance-Based Payments (Variable Compensation)

Incentives remunerate the achievement of performance objectives, both quantitative and qualitative, by providing for a variable bonus payment. The design features, including performance measures and pay mechanisms, avoids an excessive short-term focus by reflecting the principles of this policy, focusing on parameters linked to profitability and sound risk management, in order to guarantee sustainable performance in the medium and long term.

In order to support the design of employee remuneration and incentive systems, the following "compliance drivers" have been defined:

- Maintenance of an adequate ratio between the quantitative and the qualitative targets,

- Encouragement of customer-centered approach in target settings,
- Avoidance of incentives on a single product / financial instrument
- Avoidance of performance-based payments with excessively short time periods (timeframes less than once in three months are not suggested),
- Transparency in all rewarding system communications and the reporting phases that the final evaluation of the employee's achievements will also be based on their compliance behavior considering internal and external rules and regulations.

#### 4.3. Performance Payment Criteria

- The payments to be granted to the members of the Board of Directors, Senior Management and all other personnel are not associated only with short term performance of the Bank such as profit or revenue. Payments of members of committees consisting of members of the Board of Directors are set taking into consideration the responsibilities assumed by them. Such payments are in compliance with the ethical values, internal fairness and strategic targets of the Bank.
- Payments related to Bank's performance is done to the members of Board of Directors and to Senior Management which have executive responsibilities considering that these incentive payments are regulated with respect to the objective criteria and these payments have positive effect on the corporate ethic codes of the Bank.
- The criteria related to job descriptions and the employee distribution and the performance-based incentive payments are determined and announced by the Senior Management to employees. Such criteria are reviewed on regular basis according to determined standards and specific job responsibilities.
- Performance-based payments are not guaranteed beforehand. Performance-based payments are made taking into consideration the maturity of risks taken and in installments.
- The incentive systems were designed in such a manner that sets minimum performance thresholds below which zero bonuses are paid. New contracts and agreements are prepared in line with this perspective.
- In performance-based payments, the personnel's preceding performance is considered.
- Indemnity payments made to personnel quitting the Bank are determined by also taking into consideration the past performance of the relevant personnel and the relevant personnel's contribution in the long term performance of the Bank.
- Regarding those who have been determined by the Board of Directors to have jeopardized the Bank in terms of its operation in a safe way or to be responsible for deterioration of financial structure of the Bank as a result of their activities, the necessary actions regarding their payments including annulment of their performance-based payments are established.
- Arrangements related to performance-based payment include zero bonuses in circumstances of non-compliant behavior or qualified disciplinary action.
- Incentive system also ensures the independence and autonomy of Audit, Control, Compliance and Risk Management in undertaking their control duties.
- Payments to be made to directors and personnel of Internal Control, Internal Audit, Compliance and Risk Management are determined so that the same will be independent from the performance of the organizational unit in which they conduct auditing or monitoring or which they control taking into consideration the performance of relevant personnel relating to their own function.
- All incentive systems and plans are evaluated in terms of their additional role on improving the Bank's value and reputation.
- Customer is considered as the central focus of the Bank's Mission such that customer satisfaction is placed in the forefront of all intensive systems, at all levels, both internally and externally.
- Incentive systems are not in a way that induces risk taking behaviors in excess of the Bank's risk appetite.
- Except financial areas, the Long-term sustainable improvement and principles of compliance with Environment, Society and Corporate Governance (ESG) policies are also observed while measuring performance.
- An adequate mix of financial quantitative goals with non-financial quantitative and qualitative performance objectives is maintained.

## Appendix 3

Yapı ve Kredi Bankası A.Ş. 2022 Profit Distribution Table (TL)		
<b>1. Paid-in Capital</b>		8.447.051.284,00
<b>2. Legal Reserves (per Legal Book)</b>		1.747.175.000,38
<b>Information on whether Articles of Association has any privilege regarding profit distribution</b>		<b>None</b>
		<b>Per legal book</b>
<b>3</b>	<b>Gross Profit</b>	68.313.533.674,80
<b>4</b>	<b>Reserve for Taxes ( - )</b>	15.568.844.278,00
<b>5</b>	<b>Net Profit ( = )</b>	52.744.689.396,80
<b>6</b>	<b>Prior Years' Losses ( - )</b>	0
<b>7</b>	<b>Legal Reserves ( - )</b>	0
<b>8</b>	<b>NET DISTRIBUTABLE PROFIT ( = )</b>	52.744.689.396,80
<b>9</b>	Donations made during the year ( + )	
<b>10</b>	<b>Net distributable profit including donations</b>	
<b>11</b>	1st dividend to shareholders	422.352.564,20
	-Cash	422.352.564,20
	-Bonus shares	0
	-Total	422.352.564,20
<b>12</b>	Dividend to shareholders which possess preferred shares	0
<b>13</b>	Dividend to Members of Board of Directors and employees etc.	0
<b>14</b>	Dividend to shareholders which possess redeemed shares	0
<b>15</b>	2nd dividend to shareholders	7.488.647.435,80
<b>16</b>	Legal Reserves	748.864.743,58
<b>17</b>	Statutory Reserves	0
<b>18</b>	Special Reserves	36.978.242,71
<b>19</b>	<b>EXTRAORDINARY RESERVES</b>	44.047.846.410,51
<b>20</b>	<b>Other sources which are accepted as distributable</b>	0

DIVIDEND RATIO TABLE						
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT/NET DISTRIBUTABLE PROFIT	DIVIDEND TO 1 TL NOMINAL VALUE SHARE	
		CASH (TL)	BONUS (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
<b>GROSS*</b>	-	7.911.000.000,00	-	15,00	0,9365398	93,65398
<b>NET</b>	-	7.119.900.000,00	-	13,50	0,8428858	84,28858

\* There will be no tax deduction of 10% from cash dividend payments made to full taxpayer institutions and the limited taxpayer institutions which earning revenues through corporate offices or representatives in Turkey.