

AKBANK T.A.Ş.

INFORMATION DOCUMENT ON THE ORDINARY GENERAL ASSEMBLY OF THE YEAR 2022 DATED MARCH 28, 2022

Shareholders' 2022 Ordinary General Assembly of our bank will be held on Tuesday March 28, 2023 at 14:00, at our Head Office, Sabancı Center 4. Levent, to discuss the agenda detailed in the last page of this document.

Our shareholders who have the right to participate in the Ordinary General Assembly may attend the Ordinary General Assembly to be held at the above mentioned address in person, by proxy or by proxy in electronic environment over the Electronic General Meeting System ("e-GEM") provided by the Central Registry Agency ("CRA"), by using their safe electronic signatures, if they wish.

The shareholders may authorize their representatives by using e-GEM or have their representatives represent themselves at the Ordinary General Assembly by filling up the proxy form which might be found at our Head Office or at our Bank's Investor Relations web site www.akbankinvestorrelations.com and notarize their signature, or by attaching the notarized signatory circular to the proxy form bearing their signatures, within the framework of the provisions of the Communiqué II-30.1 of the Capital Market Board ("CMB").

Those who will attend the Ordinary General Assembly physically may attend by;

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

And also by signing the attendance list.

Our shareholders who will attend the Ordinary General Assembly in electronic environment over e-GEM may obtain information on procedures and principles about attendance, assigning proxy, making suggestions, expressing opinions and voting, from <https://www.mkk.com.tr/en> link which is the website of CRA.

Shareholders or representatives who wish to attend the Ordinary General Assembly in electronic environment should fulfill their obligations published on the Official Gazettes dated August 28th 2012, with no: 28395 "Regulation for the Ordinary General Meeting for Incorporated Companies in Electronic Environment" and dated August 29th 2012, with no: 28396 "Official Statement on Electronic Ordinary General Meeting system to be applied for General Meeting of Incorporated Companies".

The annual report including 2022 Financial Statements and Auditor's reports, The Board of Director's proposal on the appropriation of annual profit and Ordinary General Assembly Information Document of our Bank will be ready for our Shareholders' review at least twenty-one days before the meeting date, on e-GEM section of CRA's website, at our Bank's Investor Relations website www.akbankinvestorrelations.com, at the Financial Coordination and Reporting Department in Istanbul, as well as at Çankaya Commercial, Adana Commercial, Antalya Commercial and İzmir branches.

ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

The notifications and explanations required by the “Communiqué on Principles for Corporate Governance” No: II-17.1 of the Capital Market Board regarding the agenda items are specified under the related agenda item. Other general explanations are also presented in this document for the attention of shareholders.

1. Ownership Structure and Voting Rights (as of 06.03.2023)

Corporate Title/Name/Surname of the Shareholder	Share in the Capital (TL)	Share in the Capital (%)
Hacı Ömer Sabancı Holding A.Ş.	2.119.027.173,70	40,75
Other	3.080.972.826,30	59,25
TOTAL	5.200.000.000,00	100,00

There are no privileged shares.

2. Information on Changes occurred in the Bank or in its major Equity Participations and Subsidiaries or planned for future which might materially affect our operations

In 2022, there has been no change in our Bank or in its major equity participations and subsidiaries which could materially affect our operations. There are no planned changes for future which may materially affect our operations.

3. Information regarding the Claims of the Shareholders, CMB and Other Public Authorities on Adding an Item to the Agenda

Shareholders, CMB and Other Public Authorities have not requested any additional item to be included in the Agenda of the General Assembly.

EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY OF AKBANK T.A.Ş DATED MARCH 28, 2023

1. Opening and formation of the Meeting Council

Presidential Board will be constituted to conduct the Ordinary General Assembly within the framework of Turkish Commercial Code No: 6102, provisions of the Articles of Association, Procedures and Principles of Ordinary General Assembly of Incorporated Companies and Provisions of the Regulations on Representatives of the Ministry of Customs and Trade who will Attend these Meetings ("Regulation")

2. Reading and discussion of the 2022 Annual Report of the Board of Directors

Report of the Board of Directors which has been submitted for our Shareholders' review on CRA's website, on e-GEM page, on our Bank's Investor Relations web site www.akbankinvestorrelations.com, at the Financial Coordination and Reporting Department in Istanbul, as well as at Çankaya Commercial, Adana Commercial, Antalya Commercial and İzmir branches within the scope of the provisions of Turkish Commercial Code and Regulations will be read at the Ordinary General Assembly and submitted to the review of our shareholders'. The aforementioned report is an integral part of the Annual Report which also includes the Corporate Governance Principles Compliance Report and with other documents, it has been submitted on our website and on Public Disclosure Platform for the review of our shareholders.

3. Reading of the 2022 Auditors Report

The 2022 Auditors' Report which has been submitted for the review of our shareholders' on CRA's website, on e-GEM page, on Public Disclosure Platform, on our Bank's Investor Relations web site www.akbankinvestorrelations.com at the Financial Coordination and Reporting Department in Istanbul, as well as at Çankaya Commercial, Adana Commercial, Antalya Commercial and İzmir branches within the scope of the provisions of Turkish Commercial Code and Regulations will be read at the Ordinary General Assembly. The aforementioned report is an integral part of the Annual Report which also includes the Corporate Governance Principles Compliance Report and with other documents, it has been submitted on our website and on Public Disclosure Platform for the review of our shareholders.

4. Reading, discussion and approval of the Financial Statements of 2022

The Financial Statements of 2022 which has been submitted for the review of our shareholders' on CRA's website, on e-GEM page, on Public Disclosure Platform, on our Bank's Investor Relations web site www.akbankinvestorrelations.com, i at the Financial Coordination and Reporting Department in Istanbul, and at Çankaya Commercial, Adana Commercial, Antalya Commercial and İzmir branches within the scope of the provisions of Turkish Commercial Code and Regulations, will be read at the Ordinary General Assembly and submitted to the review and approval of our shareholders'. The aforementioned report is an integral part of the Annual Report which also includes the Corporate Governance Principles Compliance Report and with other documents it has been submitted on our website and on Public Disclosure Platform for the review of our shareholders.

5. Release of liability of the members of the Board of Directors

Release of liability of every member of the Board of Directors separately regarding their operations, transactions and accounts for 2022 will presented to the approval of the Ordinary General Assembly.

6. Decision on the appropriation of 2022 annual profit

According to our financial statements which are audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. the “Net Period Profit” for the accounting period 01.01.2022-31.12-2022 is TL 60.024.084.405 The profit distribution proposal of the Board of Directors to the Ordinary General Assembly is in Annex 1.

7. Decision on affording the Special Fund regarding the revaluation transaction made in accordance with the Provisional Article 32 and the Paragraph (Ç), Duplicate Article 298 of the Tax Procedure Law from the Extraordinary

Within the framework of the Provisional Article 32 and the Paragraph (Ç), Duplicate Article 298 of the Tax Procedure Law, in return for the value increase fund arising within the scope of the revaluation application, the approval of the special reserve allocation a total of TL 11.391.780.549,94 is transferred to the special fund account from the extraordinary reserves will be submitted for the approval of the General Assembly.

8. Providing information and holding a vote regarding the share buy-back program initiated with the decision of the Board of Directors meeting dated 16.02.2023

With the decision of the Board of Directors dated 16.02.2023, in order to protect the interests of the shareholders by supporting healthy price performance and stability of the Akbank's shares in the capital market:

In accordance with Capital Market Board's Communique II-22.1 on Buy-Backed Shares and Principle Decision No. 9/177 announced with the Bulletin dated 14.02.2023 and numbered 2023/10, it has been resolved to initiate a share buyback program from the market and to carry out the buyback program from the date of the resolution until 31.12.2023.

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 buyback as 5.200.000.000 with a total nominal value of TL 52.000.000 and the funds to be allocated for share buybacks to be as maximum TL 1.000.000.000.

As of 06.03.2023, there are no buyback shares and at the General Assembly meeting, the shareholders will be informed and holding a vote regarding the share buyback program.

9. Appointment and determination of the tenure of the Members of the Board of Directors

Appointment will be made for the Members of the Board of Directors whose terms have expired, and the tenure for the appointments will be determined.

Regarding the independent Member of the Board of Directors, according to Item b, Clause 3 of the Article 6 of the “Communiqué on Corporate Governance” No: II-17.1 principle clauses 4.3.6, 4.3.7 and 4.3.8 of “Corporate Governance Principles of the Capital Markets Board” will be applied. Within this scope, the Independent Member Candidate for the Board of Directors is Mehmet Tuğrul Belli and his Curriculum Vitae is in Annex 2.

10. Determination of the compensation of the Members of the Board of Directors

A monthly gross salary of TL 30.000 is paid to the current Members of the Board of Directors. The salary to be paid to the members who will be elected in the new period will be determined at the Ordinary General Assembly. In addition to this, Ordinary General Assembly will decide regarding the payments to the Board Members who will assume an additional appointment in the Bank.

11. Appointment of the Auditors

The appointment of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the “Independent Audit Firm” for 2023 in line with the decision of the Board of Directors held on 06.03.2023 regarding the subject matter will be submitted to the approval of the Ordinary General Assembly.

12. Providing information regarding the donations made in 2022

The amount of donations made by our Bank in 2022 stood at TL 23.650. The said matter is only for information purposes and it is not subject to Ordinary General Assembly approval.

13. Determination of the Bank’s donation limits for 2023

In accordance with Clause 5 of the Article 19 of the Capital Markets Law, donation limit of the Bank should be submitted for the approval of the Ordinary General Assembly. In this context, the General Assembly shall determine the upper limit of donations to be made in 2023 within the scope of relevant legislations.

The donations made by our Bank in the years 2020, 2021 and 2022 and their ratio to shareholder’s equity were, respectively, TL 10.621.535,20 (%0,017), TL 555.525 (%0,0001) and TL 23.650 (%0,00002).

14. Empowerment of the Board of Directors with regards to the authorization of the Members of the Board of Directors concerning the matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code

Our members of the Board of Directors can carry out operations within the framework of the Article 395 of Turkish Commercial Code titled “Prohibition on Operation with a Company, Borrowing to a Company” and Article 396 of Turkish Commercial Code titled “Prohibition of Competition” with the approval of the Ordinary General Assembly. The aforementioned permission will be submitted to the approval of the Ordinary General Assembly in order to comply with the requirements of the regulation above.

AKBANK T.A.Ş. Profit Distribution Table for the Year 2022 (TL)		
1. Paid/Issued Capital		5.200.000.000,00
2. Total Reserve Funds (According to Legal Records)		1.903.795.260,68
According to the Articles of the Association, if there is any privilege in the profit distribution, information related with the mentioned privilege		-
		According to Legal Records (LR)
3.	Profit for the Fiscal Period	79.260.402.182,68
4.	Tax Payable (-)	19.236.317.777,68
5.	Net Profit for the Fiscal Period (=)	60.024.084.405,00
6.	Losses for the Previous Years (-)	0,00
7.	First Scheme Legal Reserve (-)	0,00
8.	NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=)	60.024.084.405,00
9.	Donations made during the year (+)	
10.	Net distributable period profit in which the donations are added to the primary dividend	
11.	Primary Dividend to the Shareholders'	260.000.000,00
	- Cash	260.000.000,00
	- Bonus shares	0,00
	- Total	260.000.000,00
12.	Dividend Distributed to the Privileged Shareholders	0,00
13.	Other Distributed Dividend	0,00
	- Board Members	0,00
	- Employees	0,00
	- People other than shareholders	0,00
14.	Dividend Distributed to Founders Shares	0,00
15.	Secondary Dividend to the Shareholders'	8.736.000.000,00
16.	Second Scheme Legal Reserve Fund	873.600.000,00
17.	Statutory Reserves	0,00
18.	Special Reserve Account	7.343.971,49
19.	EXCESS RESERVE	50.147.140.433,51
20.	Other Sources Proposed to be Distributed	
	- Profit for the Previous Year	-
	- Extraordinary Reserves	
	- Other Reserves Distributed According to the Law and Articles of Association	

AKBANK T.A.Ş. Profit Distribution Table for the Year 2022 (TL)					
	TOTAL DIVIDEND AMOUNT (TL)		TOTAL DIVIDEND / NET DISTRIBUTABLE PROFIT	DIVIDEND CORRESPONDING TO 1 TL NOMINAL VALUE SHARE	
	CASH (TL)	BONUS SHARES (TL)	PERCENTAGE (%)	AMOUNT (TL)	PERCENTAGE (%)
GROSS	8.996.000.000,00	-	14,99	1,73000	173,00000
NET (*)	8.096.400.000,00	-	13,49	1,55700	155,70000

(*) Net amount is calculated by assuming 10% withholding tax.

CURRICULUM VITAE OF THE BOARD OF DIRECTORS

According to Item b, Clause 3 of the Article 6 of the “Communiqué on Corporate Governance”, No: II-17.1; the principles number 4.3.6, 4.3.7 and 4.3.8 of the “Corporate Governance Principles of the Capital Markets Board” will be applied for the selection of an independent member to the Board of Directors. Within this scope, the Independent Member Candidate of the Board of Directors of the Bank is Mehmet Tuğrul Belli and his Curriculum Vitae is presented below.

Mehmet Tuğrul Belli (Independent Board Member)

Mehmet Tuğrul Belli started his professional career at İktisat Bank’s Corporate Finance Department in 1990. He started serving as General Secretary at Turkish Bank in 1994, and participated in the foundation of Turkish Yatırım in 1997, a subsidiary of the bank. He served as a Member of the Board of Directors of the company until 2005, and also served as General Manager for a period. He still serves as an Economics Advisor at Turkish Bank. Belli taught at İstanbul Ticaret University on “Banking Management” between 2006 and 2012. Belli has been an op-ed columnist of Dünya Daily since 2008. An alumni of American Robert College, he holds an undergraduate degree from London School of Economics and Political Science, and a graduate degree from CUNY Baruch College.

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