

**AKBANK T.A.Ş.**  
**FROM THE BOARD OF DIRECTORS**  
**INVITATION TO THE ORDINARY GENERAL ASSEMBLY**

Shareholders' 2019 Ordinary General Assembly of our bank will be held on Monday March 23, 2020, at 14:00, at our Head Office, Sabancı Center 4. Levent, Istanbul, 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 personally, 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 web site [www.akbank.com](http://www.akbank.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.

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

- Their identity cards, if they are real persons,
- Identity cards along with their certificates of representation of those who are authorized to represent and bind the legal entity, if they are legal entity shareholders,
- Identity cards and their certificates of representation of the representatives of real persons and legal entities,
- Identity cards if they're representatives authorized through e-GEM,

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 [www.mkk.com.tr](http://www.mkk.com.tr) 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 28, 2012, with no: 28395 "Regulation for the Ordinary General Meeting for Incorporated Companies in Electronic Environment" and dated August 29, 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 2019 Financial Statements and Auditor's reports, The Board of Director's proposal on the appropriation of net 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, on "Investor Relations" section of our Bank's internet address [www.akbank.com](http://www.akbank.com) at the Financial Coordination and Reporting Department in Istanbul, as well as at Ankara Commercial, Adana Commercial and İzmir branches.

**PROXY STATEMENT**  
**TO THE BOARD OF DIRECTORS OF AKBANK T.A.Ş.**

I, the undersigned hereby appoint, empower and delegate ..... as my proxy; to represent, to vote, to make proposals and to sign the necessary documents in line with my instructions listed below at the Ordinary General Assembly of Akbank T.A.Ş. that will be held at Sabancı Center 34330 4. Levent/Istanbul on March 23, 2020, at 14:00.

**PROXY'S(\*);**

Name, Surname/Title :  
TC Identification/Tax No. :  
Trade Register and No :  
MERSİS No :

(\*) Equivalent information for foreign proxies must be presented.

**A) SCOPE OF THE PROXY AUTHORIZATION**

**1. Subjects related to the agenda of Ordinary General Assembly;**

- a) The proxy is authorized to vote in his/her own discretion.
- b) The proxy is authorized to vote in line with proposals of the Company's management.
- c) The proxy is authorized to vote in line with the instructions displayed in the table below.

**Instructions:**

In case (c) was chosen by the shareholder, one of the two options should be marked (approval or denial) to corresponding agenda topics, and if denial was marked as dissenting opinion which is demanded to be recorded the General Assembly minutes book should be stated.

<b>Agenda</b>	<b>Approval</b>	<b>Denial</b>	<b>Dissenting Opinion</b>
1. Opening and Appointment of the Meeting Presidential Board,			
2. Communication and discussion of the Report of the Board of Directors,			
3. Communication of the Independent Auditors' Report,			
4. Communication, discussion and ratification of the Financial Statements of 2019,			
5. Discharge of liability of the members of the Board of Directors,			
6. Decision on the appropriation of 2019 net profit,			
7. Appointment and determination of the tenure of the Members of the Board of Directors,			
8. Determination of the compensation of the Members of the Board of Directors,			

9. Appointment of the Independent Auditors,			
10. Providing information regarding the donations made in 2019,			
11. Determining the bank's limits of donation for 2020,			
12. 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			

**2. Special instructions regarding other issues that may arise in the Ordinary General Assembly and the execution of minority rights;**

- The proxy is authorized to vote in his/her own discretion.
- The proxy is not authorized to act for in the issues.
- The proxy is authorized to vote in line with the special instructions below.

**Special Instructions:** (Will include special instructions of the shareholder to the proxyholder, if any)

**B) Shareholder may choose one of the following alternatives for the proxy to represent the shares**

**1. I approve my proxy to represent my shares detailed below.**

- Number of shares - Nominal value:
- Ratio of the shares to capital and voting rights of Shareholder

**2. I approve my proxy to represent my total amount of shares that is reported by e-GEM one day prior to the General Assembly**

**SHAREHOLDERS';**

Name Surname/Trade Name :

Identity Number/Tax Number :

Trade Register and Number :

MERSİS Number :

Address :

Signature :

## **THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY OF 2019**

1. Opening and Appointment of the Meeting Presidential Board,
2. Communication and discussion of the Report of the Board of Directors,
3. Communication of the Independent Auditors' Report,
4. Communication, discussion and ratification of the Financial Statements of 2019,
5. Discharge of liability of the members of the Board of Directors,
6. Decision on the appropriation of 2019 net profit,
7. Appointment and determination of the tenure of the Members of the Board of Directors,
8. Determination of the compensation of the Members of the Board of Directors,
9. Appointment of the Independent Auditors,
10. Providing information regarding the donations made in 2019,
11. Determining the bank's limits of donation for 2020,
12. 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.

**Disclaimer Statement:**

This document is a convenience translation of the principal document that has been published in Turkish and provided on our website ([www.akbank.com](http://www.akbank.com)) in accordance with relevant laws and regulations. The information contained in this document is published for the assistance of recipients, but is not to be relied upon as authoritative or taken in substitution of the principal document that is published in Turkish. The Company does not accept any liability whatsoever for any direct or consequential loss arising from any use of this document or its contents.