

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

Shareholders' 2018 Ordinary General Assembly of our bank will be held on Monday March 25, 2019, 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 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 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 2018 Financial Statements and Auditor's reports, The Board of Director's proposal on the appropriation of net profit, the amendment to the Articles of Association 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 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 25, 2019, 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.

Agenda	Approval	Denial	Dissenting Opinion
1. 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 2018			
5. Discharge of liability of the members of the Board of Directors			
6. Decision on the appropriation of 2018 net profit			
7. Appointment of the Members of the Board of Directors whose terms have expired			
8. Determination of the compensation of the Members of the Board of Directors			
9. Appointment of the Independent Auditors			

10. Amendments to be made to Articles 9 and 27 of the Bank's Articles of Association, provided that all necessary legal approvals have been obtained			
11. Empowerment of the Board of Directors in connection with matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code			
12. Determining the limits of donation for 2019			
13. Information regarding the donations made in 2018 the Remuneration Policy of the Bank.			

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

- a) The proxy is authorized to vote in his/her own discretion.
- b) The proxy is not authorized to act for in the issues.
- c) 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.

- a) Number of shares - Nominal value:
- b) 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 2018

1. 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 2018,
5. Discharge of liability of the members of the Board of Directors,
6. Decision on the appropriation of 2018 net profit,
7. Appointment of the Members of the Board of Directors whose terms have expired,
8. Determination of the compensation of the Members of the Board of Directors,
9. Appointment of the Independent Auditors,
10. Amendments to be made to Articles 9 and 27 of the Bank's Articles of Association, provided that all necessary legal approvals have been obtained.
11. Empowerment of the Board of Directors in connection with matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code,
12. Determining the limits of donation for 2019,
13. Information regarding the donations made in 2018 and the Remuneration Policy of the Bank.

OLD FORM	NEW FORM
Capital and Mode and Terms of Payment of Capital: Article: 9 -	Capital and Mode and Terms of Payment of Capital: Article: 9 -
<p>A- The Bank adopted the authorized capital system in accordance with the provisions of Capital Market Law and implemented the authorized capital system pursuant to the Capital Markets Board's permission No. 116/1376 dated December 2, 1999. The authorized capital of the Bank is TL 10,000,000,000 (ten billion) divided into 1,000,000,000,000 (one trillion) registered shares each with a nominal value of 1 Kuruş.</p> <p>Capital Markets Board's approval of the authorized capital is valid between 2017 and 2021 (5 years). Even if the authorized capital has not been reached at the end of 2021, in order for the Board of Directors to take a decision to raise the Bank's capital after 2021, the Board is required obtain get the authorization of the General Assembly not longer than 5 years for a new time period after obtaining the permission of the Capital Markets Board for the previously approved authorized capital or a new authorized capital level. In case the aforementioned authorization is not obtained, the Bank shall not increase its capital with a Board of Directors' resolution. The Board of Directors is authorized to issue new shares and raise the issued capital up to the authorized capital in accordance with the provisions of the Capital Markets Law.</p> <p>B- The issued capital of the Bank is TL 5,200,000,000 (five billion and two hundred million) divided into 520,000,000,000 (five hundred and twenty billion) registered shares each with a nominal value of 1 Kuruş.</p> <p>C- The issued capital of TL 5,200,000,000 (five billion and two hundred million) is paid fully and in cash, free from collusion.</p> <p>The shares which represent the capital are registered in accordance with the principles of dematerialization.</p> <p>When necessary, the Bank's capital can be raised or lowered within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Law.</p> <p>D- Unless resolved otherwise by the General Assembly, the existing shareholders of the Bank are entitled to acquire, in proportion to their current</p>	<p>A- The Bank adopted the authorized capital system in accordance with the provisions of Capital Market Law and implemented the authorized capital system pursuant to the Capital Markets Board's permission No. 116/1376 dated December 2, 1999. The authorized capital of the Bank is TL 10,000,000,000 (ten billion) divided into 1,000,000,000,000 (one trillion) registered shares each with a nominal value of 1 Kuruş.</p> <p>Capital Markets Board's approval of the authorized capital is valid between 2017 and 2021 (5 years). Even if the authorized capital has not been reached at the end of 2021, in order for the Board of Directors to take a decision to raise the Bank's capital after 2021, the Board is required obtain get the authorization of the General Assembly not longer than 5 years for a new time period after obtaining the permission of the Capital Markets Board for the previously approved authorized capital or a new authorized capital level. In case the aforementioned authorization is not obtained, the Bank shall not increase its capital with a Board of Directors' resolution. The Board of Directors is authorized to issue new shares and raise the issued capital up to the authorized capital in accordance with the provisions of the Capital Markets Law.</p> <p>B- The issued capital of the Bank is TL 5,200,000,000 (five billion and two hundred million) divided into 520,000,000,000 (five hundred and twenty billion) registered shares each with a nominal value of 1 Kuruş.</p> <p>C- The issued capital of TL 5,200,000,000 (five billion and two hundred million) is paid fully and in cash, free from collusion.</p> <p>The shares which represent the capital are registered in accordance with the principles of dematerialization.</p> <p>When necessary, the Bank's capital can be raised or lowered within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Law.</p> <p>D- Unless resolved otherwise by the General Assembly, the existing shareholders of the Bank are entitled to acquire, in proportion to their current</p>

OLD FORM	NEW FORM
<p>shareholding, new shares to be issued against new cash capital injection. The unused preemptive rights of the shareholders entitled to these shares - in accordance with the related communiqués of the Capital Markets Board and the applicable provisions of the Turkish Commercial Code, by addressing the Bank in the time period to be determined by the Board of Directors which is not to be shorter than 15 or longer than 60 days commencing from the event depicted by the aforementioned legislation - shall be void. The shares released due to unused preemptive rights shall be subject to the applicable legislation.</p> <p>E- All shares must be registered and listed on the Stock Exchange.</p>	<p>shareholding, new shares to be issued against new cash capital injection. The unused preemptive rights of the shareholders entitled to these shares - in accordance with the related communiqués of the Capital Markets Board and the applicable provisions of the Turkish Commercial Code, by addressing the Bank in the time period to be determined by the Board of Directors which is not to be shorter than 15 or longer than 60 days commencing from the event depicted by the aforementioned legislation - shall be void. The shares released due to unused preemptive rights shall be subject to the applicable legislation.</p> <p>E- All shares must be registered and listed on the Stock Exchange.</p> <p>F- The Board of Directors is authorized to pass resolutions with respect to issuing shares at a premium or at a discount to the nominal value accordance with the provisions of the Capital Markets Law.</p>
<p>Meetings of the Board of Directors: Article: 27 -</p>	<p>Meetings of the Board of Directors: Article: 27 -</p>
<p>The Board of Directors meets as rendered necessary by the business and transactions of the Bank. However, a minimum of one meeting per month is mandatory. Each member may request the Chairman in writing to call a meeting of the Board. The meetings of the Board of Directors take place at the Bank's headquarters. Meeting at another location which is deemed appropriate is permitted with the approval of more than half of the members and due to exceptional reasons.</p>	<p>The Board of Directors meets as rendered necessary by the business and transactions of the Bank. However, a minimum of one meeting per month is mandatory. Each member may request the Chairman in writing to call a meeting of the Board. The meetings of the Board of Directors take place at the Bank's headquarters. Meeting at another location which is deemed appropriate is permitted with the approval of more than half of the members and due to exceptional reasons.</p> <p>Those entitled to attend the Board of Directors' meeting of the Bank may do so by electronic means pursuant to Article 1527 of the Turkish Commercial Code. The Bank may establish an Electronic Meetings System by itself to enable those entitled to attend such meetings and vote by electronic means or purchase service from the systems made for this purpose pursuant to the provisions of Communiqué on Attendance at Meetings of Trading Companies by Electronic Means other than Joint Stock Companies' General Assembly Meetings. The Bank shall enable those entitled to exercise their rights set forth in the relevant regulations within the scope of the Communiqué via the said system or the service to be purchased from system providers pursuant to this provision of the Articles of Association at all meetings.</p>

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) 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.