

**MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' GENERAL ASSEMBLY
MEETING OF THE QNB FINANSBANK ANONIM SIRKETI, HELD ON OCTOBER 01, 2024**

The Extraordinary Shareholders' General Assembly of the QNB Finansbank Anonim Sirketi was held in order to amend Article 3. – 4. – 5. – 12. – 16. – 30. of the Articles of Association of the Bank within the scope of consents by Banking Regulation and Supervision Agency, Capital Markets Board and Ministry of Trade of the Republic of Türkiye under the supervision of Mr. Mahmut Gündoğdu who was commissioned by the letter No. E-90726394-431.03-00101277484, dated 30.09.2024, of the Provincial Directorate of Istanbul affiliated to the Ministry of Trade of the Republic of Turkey at the Bank's Head Office, which locates at Esentepe Mahallesi, Buyukdere Caddesi, Kristal Kule Binasi, No: 215, Sisli-Istanbul, at 11:00 am on Tuesday, October 01, 2024.

It was ascertained that the convocations for and the notice of the meeting, which included the meeting agenda was announced, as stipulated by the Law and by the Articles of Association, by way of publications of the same within the issue No. 11157, dated September 04, 2024 and No. 11159, and dated September 06, 2024, of the Trade Registry Gazette of Turkey, on the Bank's official website at www.qnbfinansbank.com, through the Public Disclosure Platform, Electronic General Assembly System, and also within Sabah daily newspaper.

It was ascertained that Mr. Temel Guzeloglu, Board Member of the Bank and Mr. Osman Ömür Tan, the General Manager and member of the Board of Directors, were present and ready at the meeting venue. It was ascertained through the review of the list of attendants that the shares, corresponding to TRY 30.761 share capital, out of 33,500,000,000 shares, corresponding to TRY- 3.350.000.000 total share capital of the company, were represented in principal, while the shares, corresponding to TRY- 3.345.892.247,466 share capital, were represented by proxy, through the agency of the attorneys of the relevant principal shareholders, and thus, the shares corresponding to TRY 3.345.923.008,466 share capital were duly represented at the meeting, and that, therefore, the minimum quorum requirement for meeting pursuant to both the Law and the Articles of Association had been satisfied, whereupon the meeting was opened. The Shareholders' Meeting was also commenced concurrently in the electronic medium pursuant to the provisions of Article 1527 of the Turkish Commercial Code. It was ascertained that any attorney of any principal shareholder was not present among the persons, who physically attended the meeting. The agenda was discussed.

1- The motion regarding the first item of the meeting agenda was read. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so.

According to the motion, which was put to vote; it was unanimously resolved by the votes to elect and appoint Mr. Adnan Menderes Yayla as the Chairperson of the Meeting Council, to elect and appoint Mr. Onur Aksoy as the Vote Collector, and to elect and appoint Mr. Ali Yılmaz as the Secretary during the meeting, and it was accordingly resolved to authorize the Meeting Council in order to sign the meeting minutes of the Shareholders' Meeting.

2- The motion regarding the second item of the meeting agenda was read. The meeting participants were asked whether or not any meeting participant would like to take the floor. The question raised by, as being one of the shareholders of our Bank, was answered by the Chairperson of the Meeting Council. Also, the question raised by, as being one of the shareholders of our Bank, was answered by the Chairperson of the Meeting Council.

According to the motion, which was put to vote; it was unanimously resolved by the majority of the votes to adopt the said amendment of Article 3. – 4. – 5. – 12. – 16. – 30. of the Articles of Association of the Bank without reading since it is announced via the Public Disclosure Platform, Electronic General Assembly System and website of the Bank.

As per the consent by Capital Markets Board dated 10.07.2024 with no. E-29833736-110.03.03-56753, consent by the Banking Regulation and Supervision Agency dated 05.07.2024 with no. E-32521522-101.01.04[31]-123535, and the consent by the Ministry of Trade of the Republic of Turkiye dated 19.07.2024 with no. E-50035491-431.02-00098886278, the amendment of Article 3. – 4. – 5. – 12. – 16. – 30. of the Articles of Association of the Bank as provided in the annex (Annex 1) was unanimously approved.

3- The wishes and expectations were stated by the meeting participants.

....., as being one of the shareholders of our Bank, took the floor to address his question on the separate operations of Enpara. His question was answered by the Chairperson of the Meeting Council by stating that the operations of demerger were been going on, any material concern were being disclosed on Public Disclosure Platform, the transactions were being processed at regulative and supervisory authorities, and more announcements shall be made through the platform as any development occurred.

Chairperson of the Meeting Council answered to the shareholders of the Bank raising questions on capital increase and dividend payments.

Given the fact that, there were no further meeting agenda items left to be discussed and resolved, the Chairperson and shareholders respectfully greeted the meeting participants, and the meeting was adjourned, also on the Electronic General Assembly System, at 11.18 am.

Commissioner of the Ministry of Trade
Mr. Mahmut Gündoğdu

Chairperson of the Meeting Council
Mr. Adnan Menderes Yayla

Vote Collector
Mr. Onur Aksoy

Secretary
Mr. Ali Yılmaz

| <u>FORMER VERSION</u> | <u>NEW VERSION</u> |
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| <p>ARTICLE 3 COMMERCIAL TITLE AND TRADE NAME</p> <p>The Bank’s commercial title is “QNB Finansbank Anonim Şirketi”. The Bank’s trade name is shortly “QNB Finansbank”.</p> | <p>ARTICLE 3 COMMERCIAL TITLE AND TRADE NAME</p> <p>The Bank’s commercial title is “QNB Bank Anonim Şirketi”. The Bank’s trade name is shortly “QNB”.</p> |
| <p>ARTICLE 4 SUBJECT AND PURPOSE</p> <p>A) To the extent allowed by the Banking Law and the applicable legislations, subject and purpose of the Bank’s incorporation is as follows:</p> <ul style="list-style-type: none"> a. To perform any and all banking transactions, b. To engage in activities concerning enterprises and undertakings focused on any and all economic, financial, commercial, industrial, mining, public works, energy, agriculture, transportation, exportation, importation, tourism and insurance matters as well as to bring foreign capital into our country, c. For the purpose of the country’s development; to extend training, organization, modern banking systems on social, cultural and particularly banking matters, to establish and to participate in the previously established funds (facilities) that provide scholarships to skilled individuals for obtaining trainings and internships within the country and abroad, to give charities and donations in cash and/or in kind, provided that upper limits of such donations are determined by the General Assembly and no donation is made that exceeds such limits, donations made are not against the regulations of the Capital Markets Law on profit shifting, necessary public disclosures and information to the shareholders at the general assembly is provided; d. To follow up and study the domestic and international developments in economic, financial, technical and banking matters, to have them studied and to make publications thereon, e. To engage or have others engage in the organization and reorganization of the existing and future domestic and foreign banks, companies, agencies, institutions and real persons and firms, and to provide consultancy to the same, f. In accordance with the Capital Markets Law and the relevant provisions of the legislations, to purchase and sell all kinds of capital market instruments, all types of securities (including State Partnership Bonds), bonds, to issue securities, to perform securitizations, to establish mutual funds, to act as an intermediary in the purchase and sale of securities, g. To perform the foregoing matters directly in person and/or together with domestic or foreign | <p>ARTICLE 4 SUBJECT AND PURPOSE</p> <p>A) To the extent allowed by the Banking Law and the applicable legislations, subject and purpose of the Bank’s incorporation is as follows:</p> <ul style="list-style-type: none"> a. To perform any and all banking transactions, b. To engage in activities concerning enterprises and undertakings focused on any and all economic, financial, commercial, industrial, mining, public works, energy, agriculture, transportation, exportation, importation, tourism and insurance matters as well as to bring foreign capital into our country, c. For the purpose of the country’s development; to extend training, organization, modern banking systems on social, cultural and particularly banking matters, to establish and to participate in the previously established funds (facilities) that provide scholarships to skilled individuals for obtaining trainings and internships within the country and abroad, to give charities and donations in cash and/or in kind, provided that upper limits of such donations are determined by the General Assembly and no donation is made that exceeds such limits, donations made are not against the regulations of the Capital Markets Law on profit shifting, necessary public disclosures and information to the shareholders at the general assembly is provided; d. To follow up and study the domestic and international developments in economic, financial, technical and banking matters, to have them studied and to make publications thereon, e. To engage or have others engage in the organization and reorganization of the existing and future domestic and foreign banks, companies, agencies, institutions and real persons and firms, and to provide consultancy to the same, f. In accordance with the Capital Markets Law and the relevant provisions of the legislations, to purchase and sell all kinds of capital market instruments, all types of securities (including State Partnership Bonds), bonds, to issue securities, to perform securitizations, to establish mutual funds, to act as an intermediary in the purchase and sale of securities, g. To perform the foregoing matters directly in person and/or together with domestic or foreign |

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| <p>real or legal persons or as an agent in their name and on their account,</p> <p>h. Save for Article 21 of the Capital Markets Law, if it deems beneficial, to incorporate all types of companies (including banks) inside the country or abroad, to participate in already established companies and banks for the same purpose, to purchase their stocks, shares, to acquire, partially or totally, similar companies and banks, and to transfer or sell these to others, when necessary,</p> <p>i. To act as a correspondent or representative for domestic or foreign banks, and to provide correspondence and representation services of the Bank to the same,</p> <p>j. Save for Article 21 of the Capital Markets Law, to establish insurance companies and joint ventures, to purchase the shares of already established insurance companies, to act as the agency of domestic or foreign insurance companies,</p> <p>k. To act as the representative, agent and agency of domestic and foreign companies and enterprises that fall into the scope of its subject and purpose,</p> <p>l. To engage in ordinary commissioning transactions,</p> <p>m. Provided that it is permitted by the applicable laws, in particular, the Banking Law, to make dispositions on all kinds of movable and immovable properties, intangible and intellectual rights, patent, trade mark (including know-how), limited and unlimited real rights and personal rights, to pawn or mortgage, sell or lease the foregoing, and to receive all kinds of pledges and mortgages, including enterprise pledge, in favor of the Bank, to annotate lease and promise of sale contracts to the land registry in favor of the Bank.</p> <p>B) Within the limits set by the Banking Law and applicable legislations, the Bank may also provide consultancy and intermediation services in relation to financing public and private sector enterprises, project finance, inter-company mergers, privatizations, valuation and transfer of shares and stocks, feasibility studies and sector researches and counter-trade matters.</p> <p>In case of a change in the purpose and subject of the bank, it is necessary to obtain the required permissions from the Ministry of Customs and Trade, the Capital Markets Board, and the Banking Regulation and Supervision Agency.</p> <p>ARTICLE 5 HEAD OFFICE AND BRANCHES</p> <p>The Company's Head Office is in Istanbul. Its address is "Esentepe Mahallesi, Büyükdere Cad. Kristal Kule Binası No: 215 Şişli - İstanbul". In case of a change in the address, the new address shall be registered with the trade registry and announced in the Turkish Trade Registry Gazette and also notified to the Ministry of Customs and Trade. Notifications served to the registered and announced address</p> | <p>real or legal persons or as an agent in their name and on their account,</p> <p>h. Save for Article 21 of the Capital Markets Law, if it deems beneficial, to incorporate all types of companies (including banks) inside the country or abroad, to participate in already established companies and banks for the same purpose, to purchase their stocks, shares, to acquire, partially or totally, similar companies and banks, and to transfer or sell these to others, when necessary,</p> <p>i. 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The Bank may establish branches, agencies, liaison offices, offices and agents inside the country and abroad, provided that it obtains the necessary legal permissions.

**ARTICLE 12
INVITATION TO GENERAL ASSEMBLY
MEETINGS**

- a. The authority to invite the General Assembly to convene an ordinary or extraordinary meeting is vested with the Board of Directors, and in accordance with the relevant provisions of the Turkish Commercial Code, the liquidators and subject to the conditions set forth in the laws, the shareholders.
- b. Invitations for General Assembly meetings shall be announced in the Turkish Trade Registry Gazette, at least one newspaper published in the place of the Bank's Head Office as well as other media required by the relevant legislations, three weeks before the date of the meeting including the announcement and meeting dates, at the latest. Announcements must contain the place, day, hour and agenda of the meeting. Moreover, in invitations for Ordinary General Assembly meetings, it shall also be stated that the balance sheet, profit and loss statement, financial statements, consolidated financial statements, profit distribution proposal of the board of directors, annual report of the board of directors and audit reports, are kept available for the examination of the shareholders at the head office and branches of the Bank at least fifteen days prior to the meeting day.
- c. Place, day, hour and agenda of the meeting of the General Assembly shall be notified prior to the meeting day, by the Bank's General Management, to the Ministry of Customs and Trade and the Banking Regulation and Supervision Board, in accordance with the relevant legislations, by enclosing other documents concerning the meeting, if any.

**ARTICLE 16
MANAGEMENT OF GENERAL ASSEMBLY
MEETINGS AND MEETING MINUTES**

General Assembly meetings shall be managed in accordance with the provisions of the "Internal Directive on the Principles Concerning the Working Principles and Procedures of the General Assembly of QNB Finansbank A.Ş.", as prepared in line with the provisions of the Turkish Commercial Code and other pertinent legislations as well as the provisions of these Articles of Association.

Minutes of the General Assembly meeting shall be prepared in accordance with the relevant legislations and the provisions of the "Internal Directive on the Principles Concerning the Working Principles and Procedures of the General Assembly of QNB Finansbank A.Ş."

A representative of the Ministry of Customs and Trade of the Republic of Turkey must be present at the meetings of the General Assembly.

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ARTICLE 30

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The Articles of Association shall be printed and a copy thereof shall be sent to the Ministry of Customs and Trade of the Republic of Turkey, Banking Regulation and Supervision Board and the Capital Markets Board.

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