

INFORMATION DOCUMENT FOR THE EXTRAORDINARY ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON OCTOBER 01th, 2024

FROM THE CHAIRPERSON OF THE BOARD DIRECTORS OF QNB FINANSBANK A.Ş.

It has been decided by our Board of Directors that our General Assembly of Shareholders be extraordinarily convened for the meeting located at İstanbul, Şişli, Esentepe Mahallesi, Büyükdere Caddesi, Kristal Kule Binası No: 215 (Head Office of the Bank) on 01/10/2024, Tuesday at 11:00 to discuss and resolve the agenda items below.

Our shareholders will be able to attend the Extraordinary General Assembly Meeting in person or via proxy physically or electronically.

To be able to attend the Extraordinary General Assembly Meeting, we kindly inform and request our esteemed shareholders to:

- 1- That our shareholders who will attend the Meeting physically have to submit their identity cards with their Turkish National ID number, representatives who are appointed as authorized by legal person shareholders have to submit their identity cards with their Turkish National ID number along with the authorization documents on the day of the Meeting,
- 2- For our real person shareholders, seeking to have themselves represented through a proxy at the meeting, and legal person shareholders; obtain the power of attorney an example of which is provided below and on Our Bank's website (www.qnbfinansbank.com), and which shall be arranged in accordance with the Communiqué No.II-30.1 issued by the Capital Markets Board of Turkey, to submit such power of attorneys along with the ID card to our Bank's Head Office on the Extraordinary General Assembly Meeting day and time.
- 3- For our legal person shareholders; to write the date and number of the resolution they shall adopt as to which of their authorized bodies shall be representing them on the representation documents.
- 4- That our shareholders may attend the Extraordinary General Assembly Meeting via Electronic General Assembly System provided by the Cental Registry Agency in accordance with Article 1527 of the Turkish Commercial Code, upon executing related notifications.
- 5- That the Balance Sheet, Profit and Loss Account Statement, Board of Directors Annual Report and Auditors Report of Our Bank are at the disposal of our Shareholders to be viewed at the Head Office and branches of our Bank; at Our Bank's website (www.qnbfinansbank.com) and via Electronic General Assembly System three weeks prior to the Meeting.

Regards,

QNB FİNANSBANK A.Ş.

ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH THE CORPORATE GOVERNANCE COMMUNIQUÉ (II. 17.1) ISSUED BY THE CAPITAL MARKETS BOARD OF TÜRKİYE:

1. The shareholding structure and voting rights of the Bank

The Bank's issued capital is divided into 33,500,000,000 registered shares with a nominal value of TL 3,350,000,000.

The shareholding structure of the Bank:

Name	Nominal (TL)	Capital (TL thousand)	Share (%)
Qatar National Bank ("QNB")	3.345.892.247,47	99,88	99,88
Other	4.107.752,53	0,12	0,12
Total	3.350.000.000,00	100,00	100,00

There are no privileged shares in the Bank's capital.

2. Information on significant changes realized in the previous accounting period or planned in the future accounting periods of the Company and its subsidiaries

None.

3. There is no Board of Directors member election on the Extraordinary General Assembly agenda.

4. As of the date of this information document, our Bank has not received any request from our shareholders, the Capital Markets Board and/or other public institutions and organizations that our Bank is related, to add any item on the Extraordinary General Assembly agenda.

3. Within the scope of Article 2 of the Extraordinary General Assembly agenda, Article 3 - 4 - 5 - 12 - 16 - 30 of the Articles of Association of our Bank will be amended as follows in accordance with the obtained permissions.

<u>FORMER VERSION</u>	<u>NEW VERSION</u>
<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>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 real or legal persons or as an agent in their name and on their account, 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, i. To act as a correspondent or representative for domestic or foreign banks, and to provide 	<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 real or legal persons or as an agent in their name and on their account, 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, i. To act as a correspondent or representative for domestic or foreign banks, and to provide
--	--

<p>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 shall be deemed as having been served to the Company. Failure to register the new address in due time despite leaving the registered and announced address shall constitute a ground for termination for the Company.</p> <p>The Bank may establish branches, agencies, liaison offices, offices and agents inside the country and abroad, provided that it obtains the necessary legal permissions.</p> <p>ARTICLE 12 INVITATION TO GENERAL ASSEMBLY MEETINGS</p>	<p>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 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 Trade. Notifications served to the registered and announced address shall be deemed as having been served to the Company. Failure to register the new address in due time despite leaving the registered and announced address shall constitute a ground for termination for the Company.</p> <p>The Bank may establish branches, agencies, liaison offices, offices and agents inside the country and abroad, provided that it obtains the necessary legal permissions.</p> <p>ARTICLE 12 INVITATION TO GENERAL ASSEMBLY MEETINGS</p> <p>a. The authority to invite the General Assembly to convene an ordinary or extraordinary meeting is vested with the Board of Directors, and in</p>
--	---

<p>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.</p> <p>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.</p> <p>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.</p>	<p>accordance with the relevant provisions of the Turkish Commercial Code, the liquidators and subject to the conditions set forth in the laws, the shareholders.</p> <p>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.</p> <p>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 Trade and the Banking Regulation and Supervision Board, in accordance with the relevant legislations, by enclosing other documents concerning the meeting, if any.</p>
<p>ARTICLE 16 MANAGEMENT OF GENERAL ASSEMBLY MEETINGS AND MEETING MINUTES</p> <p>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.</p> <p>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."</p> <p>A representative of the Ministry of Customs and Trade of the Republic of Turkey must be present at the meetings of the General Assembly.</p>	<p>ARTICLE 16 MANAGEMENT OF GENERAL ASSEMBLY MEETINGS AND MEETING MINUTES</p> <p>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 Bank 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.</p> <p>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 Bank A.Ş."</p> <p>A representative of the Ministry of Trade of the Republic of Turkey must be present at the meetings of the General Assembly.</p>
<p>ARTICLE 30 DELIVERY OF THE ARTICLES OF ASSOCIATION</p> <p>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.</p>	<p>ARTICLE 30 DELIVERY OF THE ARTICLES OF ASSOCIATION</p> <p>The Articles of Association shall be printed and a copy thereof shall be sent to the Ministry of Trade of the Republic of Turkey, Banking Regulation and Supervision Board and the Capital Markets Board.</p>

QNB FINANSBANK A.Ş.
EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED OCTOBER 01, 2024
EXPLANATIONS ON AGENDA ITEMS

1. Opening, formation and authorization of the Board of Presidency for signing the minutes of the Extraordinary General Meeting of Shareholders,

In accordance with the relevant legislation and the Bank's Articles of Association, the Board of Presidency will be formed. The Board of Presidency will be authorized for signing the minutes of the Extraordinary General Meeting of Shareholders.

2. Within the scope of the permissions obtained from the Banking Regulation and Supervision Agency, Capital Markets Board and Republic of Turkey Ministry of Trade, to take a decision on the amendment of Articles 3 - 4 - 5 - 12 - 16 - 30 of the Articles of Association of our Bank,

Within the scope of Article 2 of the Extraordinary General Assembly agenda, amendments of Articles 3 - 4 - 5 - 12 - 16 - 30 of the Bank's Articles of Association will be submitted for the approval of the Extraordinary General Assembly.

3. Wishes and hopes.