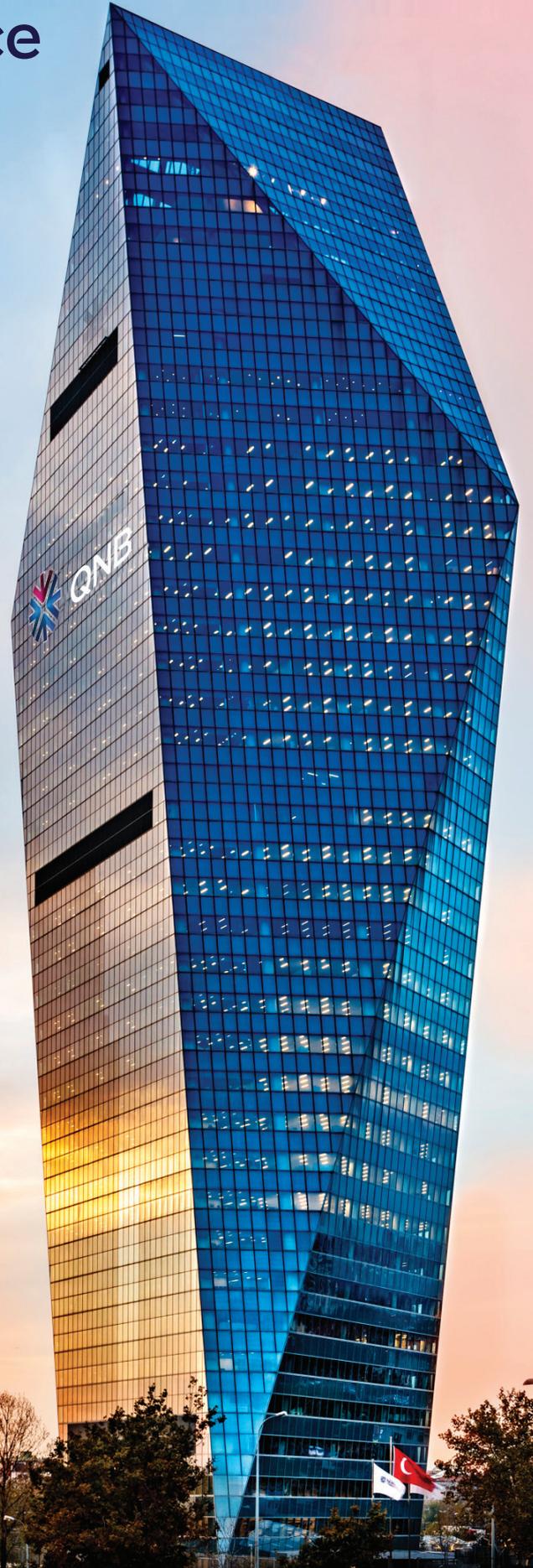




Corporate Governance Annual Report 2024



Corporate Governance

Annual Report

2024

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Introduction

Chairperson's Foreword

Dear Shareholders,

I am pleased to present QNB Türkiye's Corporate Governance Annual Report for 2024. The report provides details of the operations carried out by QNB Türkiye which reflect our commitment to full engagement with Group culture, as well as to defining the standards of corporate governance. The report is a transparent record of this year's operations, and the practices adopted, which aim to both maintain and further enhance the confidence of our shareholders, regulatory authorities and stakeholders.

QNB Türkiye Group is careful to comply with local regulations, and closely follow global best practices, in the creation of our corporate governance framework. Our operations to this end are governed by guidelines issued by organizations including the Basel Committee on Banking Supervision (BCBS), the Organization for Economic Cooperation and Development (OECD), the International Chamber of Commerce (ICC) and the principles and regulations issued by, in particular, the Capital Markets Board of Türkiye (CMB), the Banking Regulation and Supervision Agency (BRSA) and the Turkish Commercial Code.

This report provides a detailed description of the duties and responsibilities of the Board of Directors and the Executive Management, as well as the operations of committees, risk management and internal control systems. We also pay careful attention to the rights of shareholders, other stakeholders, and Bank's practices regarding elements of core governance such as public disclosure and

transparency. The report is therefore a demonstration of our efforts to transparently share key concepts that reflect how we, as the QNB Group, appreciate that a solid corporate governance structure is the guarantee of the Group's both long and short term success. We have therefore paid careful attention to the support and enhancement of sustainable growth in our yearly practices and operations.

As is the case for the previous years, sustainability remained an important topic of consideration. The accelerating impact of the climate crisis is being felt ever more keenly in the world today, and a sense of uncertainty about the future is being created due to developments such as the rise of generative AI. In the navigation of these factors, we have seen that corporate governance can act as a compass directing us towards the achievement of our goals.

QNB Türkiye would like to sincerely thank all of our stakeholders for their support in the adoption and implementation of leading corporate governance practices. We would also like to reaffirm our continuing commitment to remaining loyal to the principles and standards we have established to meet the aspirations of our shareholders, stakeholders and society during the upcoming period.

M. Ömer A. Aras

QNB BANK A.Ş. Chairperson of the Board of Directors

**QNB Türkiye
Group** sincerely
thanks all partners
and regulatory
authorities for
their support in
the adoption and
implementation
of leading
corporate
governance
practices



On Corporate Governance

QNB Türkiye is aware of the importance of good corporate governance in establishing trust between different market components while also increasing efficiency, accessing external financing, and consequently gaining a competitive advantage



1. On Corporate Governance

1.1. International and Local Advised Practices

OECD Corporate Principles

Dating back to the 1990s and emerging as a need due to major company scandals, the concept of “corporate governance” is an organized framework for the management of a set of relationships between company management, shareholders and stakeholders. In such terms, local policymakers and international institutions, such as the Organization for Economic Co-operation and Development (OECD), the World Bank, and the Bank for International Settlements (BIS), all consider corporate governance as a fundamental tool for building trust between the parties in global and local markets. Of the many regulatory and supervisory bodies which have created sets of criteria for corporate governance principles, one leading organization is OECD, which was the first to introduce the standard and principles on corporate governance in 1999.

The Organization for Economic Cooperation and Development (OECD) defines Corporate Governance as follows:

Corporate Governance is the system by which business corporations are directed and controlled. The Corporate Governance structure specifies the distribution of rights and responsibilities among different participants in the corporation, such as the Board of Directors, managers, shareholders and other stakeholders, and states the rules and procedures for making decisions on corporate affairs.

The OECD principles, along with other codes, broadly deal with six elements of Corporate Governance:

1. Ensuring the basis for an effective corporate governance framework
2. The rights and equitable treatment of shareholders and key ownership functions
3. Institutional investors, stock markets, and other intermediaries
4. The role of stakeholders
5. Disclosure and transparency
6. The responsibilities of the Board of Directors

Such principles are regularly revisited and revised by OECD in line with the needs of the global market and technological advances. Of the recent revisions to the principles announced in 2023, one noteworthy revision was that “Sustainability” was included with a whole separate charter and considered within the concept of corporate governance. Economic efficiency, sustainable growth and financial stability were all emphasized as major topics within this charter. The topics of sustainability and generative artificial intelligence are sure to retain their prominent positions for the foreseeable future and it is therefore expected that the topics will be included on the corporate governance agenda.

Legislation

The general principles of corporate governance were conceptualized in Türkiye in 2003 following the financial crisis of 2001. “Corporate Governance Principles” was a prominent publication by the Capital Markets Board that aimed to regulate corporate governance practices for publicly listed companies. These regulations and principles were later revised according to OECD revisions in 2005. In the stated principles, the “Comply or Explain” code was mainly adopted on an individual basis by many jurisdictions and institutions. The Communiqué on Corporate Governance (No. II-17.1) was published in 2014. The document considered international and local market conditions, the nature of companies in Türkiye and the current economic outlook, which brings us to the final version of the principles in effect. During this process, effort was made to improve the follow up of companies in terms of complying with principles and reporting to demonstrate compliance and operational status. These initiatives resulted in the Corporate Governance Compliance Report, published in 2019, which standardized the reporting of corporate governance practices in companies. Although the majority of these principles are non-obligatory, and mostly intended as recommendations only, the listed companies are required to comply with all of the principles listed in Article 5 of the Communiqué. As the Communiqué divides companies into three groups, according to their capital and the free float rate, the articles which exempt the Second Group and Third Group Companies from certain practices facilitate the implementation process and ensure flexibility of approach for different companies with different capital structures.

In 2024, an amendment in the legislation was introduced in the area of corporate governance. As per Article 366 of the Turkish Code of Commerce (No. 6102), published in the Official Gazette dated 29.05.2024 (No 32560), which relates to the tenure of the Chairperson and Vice Chairperson, the phrase “each year” was omitted. The said Article also stipulates that Board Members may be elected or reelected for a maximum period of three years. Such amendments aim to appoint the Chairperson and Vice Chairperson in parallel with their tenure on the Board.

Another significant amendment was made to “Amendments to the Communiqué on the Electronic General Assembly Meetings System to be Applied in the General Assembly Meetings of Joint Stock Companies”. Before the amendment had been made, shareholders used to turn on the electronic system one hour before the announced general assembly meeting time. However, following the amendment as announced on 24.07.2024, users can now turn on the system between 06:00 am and 5 minutes before the meeting time on the date announced by the company. This allows joining the electronic assembly earlier, and takes into account any possible breakdown in the system.

The general principles of corporate governance were conceptualized in Türkiye in 2003 following the financial crisis of 2001

1.2. Components of Corporate Governance

The 4 Main Pillars of Corporate Governance

Corporate governance mainly has four pillars which have been adopted in Türkiye and throughout the world, following the major company scandals of 1990s and subsequent bankruptcies.



1.3. Framework for Corporate Governance in QNB Türkiye

QNB Türkiye recognizes the importance of good governance in creating an environment of trust within the market, enhancing efficiency, and facilitating access to foreign capital, all of which give us the edge over competitors. That said, it is plainly obvious that these guiding principles create added value by ensuring that, while the two different functions of management and decision mechanisms are composed of different components, they do work harmoniously together. The increase of the stock performances of companies which comply with the Corporate Governance Principles, and then carry out their operations within the frame of these values, clearly demonstrate the benefits and value created by good governance. It is also clear that “the best governance practices” adopted by companies and institutions bolster institutionalization through the development of markets, enhancement of financial sustainability, attraction of foreign investors, and trust in the companies in general. Taking all these aspects and perks in consideration, QNB Türkiye utilizes all its resources to meet its responsibilities to the highest extent possible. The very existence of this report demonstrates QNB Türkiye’s awareness of such responsibilities and the value placed on the issue.

It can be said that good corporate governance is one of the fundamental factors that helped QNB Türkiye both achieve success, and then excel, among the leading private banks in Türkiye within only 38 years. This success is particularly to QNB Türkiye’s credit considering that

it is a young bank in comparison to its peers, and has been achieved by placing value on institutionalization, paying utmost attention to compliance to international and domestic principles and criteria, as well as carrying out its operations with unwavering consideration of the rights of its shareholders and stakeholders. In order to serve this very objective, policies have been created to define the separate roles and responsibilities of the Chairperson of the Board of Directors, the Board of Directors, General Manager (CEO), Executive Vice Presidents (EVP), and Committees.

Within the frame of corporate governance, the roles of external auditor; internal control and compliance; and audit mechanisms are separately defined, with segregation of the management and the executive functions of the Bank in terms of auditing and supervisory operations lying at the heart of well-applied corporate governance practices. Furthermore, the Bank pays regard to public disclosure liabilities in consideration of its responsibilities to shareholders and stakeholders, as well as to society and the environment. This procedure ensures transparency in decision-making processes and operations.

QNB Türkiye is fully committed to keeping up with changing conditions, laws and other practices

At this point, it is worth pointing out the flexibility of the policies and practices adopted by QNB Türkiye Group. Flexibility and resilience certainly play significant roles in the Bank's ability to adopt and immediately align with the updated criteria imposed by the policymakers, amended obligations and advice, and changing and evolving market conditions. Constantly striving to exhibit its agile ability to apply skills in any area, QNB Türkiye is committed to learning and fully complying with changing conditions, laws, legislation and practices.

Closely following up both local and international markets, QNB Türkiye exercises due diligence in the fulfillment of its liabilities according to local laws and regulations. This is in addition to keeping up to date with the principles projected by OECD, Basel Committee and other related international institutions. This policy enables the Group to manage risks and complies with both international and local regulations relating to organization.



QNB Türkiye Group adopts and maintains the following primary guiding principles in corporate governance:

- The Board approves corporate strategies that are intended to build sustainable long-term value. These include selecting the General Manager (CEO) and overseeing the CEO and Executive Management in operating the company's business; allocating capital for long-term growth; assessing and managing risks. Ethical conduct is practiced by senior management through these measures.
- The Executive Management develops and implements corporate strategy and operates the company's business under the oversight of the Board, the goal of which is to create sustainable long-term value.
- The Executive Management under the oversight of the Board and the Audit Committee, prepares financial statements that fairly present the Group's financial condition and the results of operations. Disclosures are also made on a timely basis that investors need to assess the financial and business soundness and risks of the Group.
- The Audit Committee maintains and manages the relationship with the external auditor, oversees the Group's annual financial statement audit and internal controls over financial reporting, and oversees the Bank's risk management and compliance programs.
- The Corporate Governance Committee of QNB Türkiye plays a leadership role in shaping the corporate governance practices of the Group, strives to build an engaged and diverse Board whose composition is appropriate for the Bank's needs and strategy.
- The Board and the Executive Management engage with long-term shareholders on issues and concerns that are of widespread interest to both them, and which affect the long-term value creation of the Group.
- In the making of decisions, the Board considers the interests of all of the components of QNB Türkiye Group, including stakeholders such as employees, customers, suppliers and the community in which the Group operates.

The basic Framework of the Corporate Governance includes the following components:

- QNB BANK A.Ş. Articles of Association
- Board Charter
- Board Secretariat
- Code of Ethics and Professional Conduct
- Board Committees
- BOD Membership and Remuneration Arrangements
- Segregation of the Board and Executive Management Duties
- Executive Committees
- Independent Control Functions
- Internal Control Charter
- Material Event Disclosure Policy
- Policy on Related Party Transactions and Significant Transactions
- Conflict of Interest & Insider Dealing Policy
- Anti-Bribery and Corruption Policy (ABC)
- Whistleblowing Procedure
- Corporate Governance Manual
- Compliance Monitoring Procedures
- Integrated Report, as well as Corporate Governance & Sustainability Compliance Status Reports
- Internal Controls

QNB Türkiye Group strongly believes that good practices in corporate governance significantly supports its long-term success in every possible field. This success has been the direct outcome of the Group's key business strategies, including the commitment of the Board to the quality, integrity and transparency of QNB Türkiye's financial reports.

For an effective corporate governance

QNB Türkiye's approach to corporate governance is founded upon a rich legacy of fair, ethical and transparent governance practices, many of which were in place even before they were mandated. Not only is the Bank committed to the highest standards of professionalism, honesty, integrity and ethical behavior, the corporate governance practices followed by QNB Türkiye are compatible with leading international standards and best practices. Through governance mechanism across the Group, the Board, along with its committees, undertake fiduciary responsibilities to all stakeholders by ensuring transparency, fairness and independence in the decision-making process. Furthermore, QNB Türkiye's "Code of Conduct Procedure for QNB Türkiye Employees" serves as a guide to the Group, its Directors, management and employees, in articulating and reinforcing QNB Türkiye's values, ethics and business principles. The Code is supported with an appropriate mechanism to report any infringements of regulations. QNB Türkiye is compliant with all regulations published by the Banking Regulation and Supervision Agency and Capital Markets Board, as well as related laws, legislation and

regulations considering its obligations with respect to corporate governance.

The Board of Directors and Executive Management consider corporate governance as a fundamental component in maintaining the trust of shareholders in the Bank, especially the confidence of minority shareholders and stakeholders. The Group is aware that enhancing the transparency of the ownership and control, and the implementation of effective monitoring and oversight mechanisms for strategic business management, helps in the achievement of its strategic targets. Hence all necessary efforts were made during 2024 to both raise and maintain awareness of the significance of corporate governance within QNB Türkiye, while enhancing corporate governance measures.

QNB Türkiye's approach to corporate governance is founded on a permanent foundation of fair, ethical and transparent governance practices which embrace the highest standards of professionalism, honesty, integrity and ethical behavior



1.3.1. Structure

The Corporate Governance in QNB Türkiye is based on four main components. First, the practices described in laws and regulations, particularly Turkish Commercial Code and Banking Law, lay the foundation of Corporate Governance principles.

This regulatory frame is followed by the Board of Directors, which is in charge of forming the very structure for Corporate Governance and ensuring that it functions properly. In addition to its role as a leader and guide in determining the strategy of the Bank, and accomplishing targets in the light of the Bank's mission and vision, the Board of Directors, as set out in the Banking Law, is both expected to establish internal control, risk management and internal audit mechanisms in line with the related legislation within the scope of internal systems, while ensuring that these functions work accurately, and that reports are made in a timely and compliant manner by reflecting accurate numbers and the actual situation. In that sense, Internal Systems has critical importance as a control mechanism in implementation of Corporate Governance. In QNB Türkiye, the structure of departments is arranged to this end: the departments that are in charge of daily banking and related operations directly report to the CEO, whereas, as an autonomous structure, departments of Internal Systems report to the Board through the Audit Committee. This organizational structure presents a solid foundation for corporate governance.

The Corporate Governance Committee, founded within the scope of Corporate Governance Communiqué of the Capital Markets Board, represents a fundamental unit of this structure. The purpose of this central component is to ensure that all the committees in the Bank are established to this end, the structure of the Board of Directors is formed for this purpose, the members of the Board have the necessary qualifications, and any conflict of interest is prevented through the monitoring and protection of relationships with stakeholders. In short, the Corporate Governance Committee is responsible for putting into practice and overseeing corporate governance theories.

1.3.2. Capital and Shares

QNB Türkiye has a paid capital of 3,350,000,000 TL. Qatar National Bank (Q.S.P.C.) holds 99.88% of the shares and is therefore the controlling shareholder of QNB Türkiye. The remaining 0.12% is publicly traded on the Istanbul Stock Exchange.

As set forth in Article 8 of the Articles of Corporation, all of the Bank's share certificates must be registered and listed on the Stock Exchange. There are no privileged shares within the scope of exercising voting rights, and cumulative voting system does not apply. When it is deemed necessary, the Board of Directors is authorized to increase the issued capital by issuing shares up to the registered capital ceiling, and also adjudicate on issues such as: restriction of the rights of shareholders to purchase newly issued shares, directly offering to the public all of the shares representing the increased capital by restricting the preemption rights upon satisfying the conditions set out in

the relevant legislation, and issuing shares above the nominal value in compliance with the provisions of the Capital Markets Law. Shares representing the share capital are monitored in accordance with principles of dematerialization.

Moreover, attention is paid to the principle of “equality of shares” so that the authority to restrict the preemptive rights among shareholders is not exercised in an unfair manner that may lead to inequality.

1.3.3. Shareholders

Following the Principles set forth in the Communiqué, QNB Türkiye ensures that shareholder rights are protected, and the exercise of rights is properly facilitated. In addition to electronic media and other means, QNB Türkiye Investor Relations Department plays a significant role in supporting shareholders regarding

shareholder rights including, but not limited to, the right of obtaining information. Moreover, material events which might have significant influence in the Bank’s strategies, mission, and business operations are also disclosed and announced publicly through a Public Disclosure Platform. The Executive Management also avoids any actions that hinder special auditing, as per the Communiqué Principles.

QNB Türkiye adopts a “One Share, One Vote” policy to ensure equality among the shareholders. Utmost attention is paid so that every shareholder has the right to vote. Another noteworthy practice that is employed by QNB Türkiye is to avoid any action which might hinder the transfer of shares.



1.3.4. Minority Rights

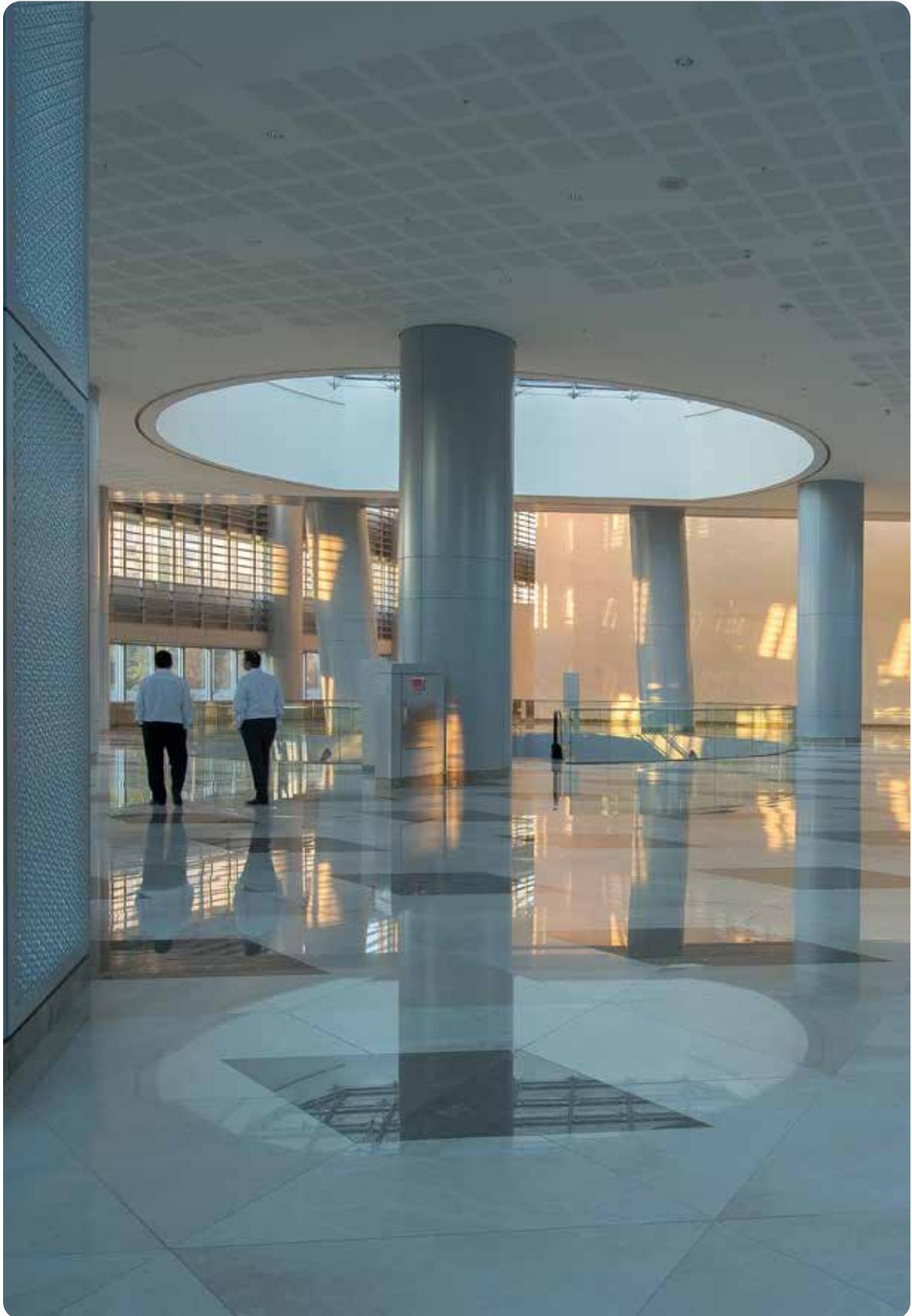
The rights of minority shareholders are protected and safeguarded in all matters related to QNB Türkiye. There are no privileges on the rights of shares. The AoA also states that the General Assembly may hear any proposal which stems from a number of shareholders owning not less than 5% of the total number of shares. In addition, the Articles of Association of the Bank projects no limitation on the minority rights to be set under 20% of the shares. Within the scope of equality principle, the shareholders are notified, via various media, three weeks before the General Assembly for their attendance, as projected by related laws and regulations and in compliance with legal durations and forms. The shareholders are entitled to attend the General Assembly physically by registering on the Attendance List, or they may attend by means of e-GKS (which is a system established for online attendance to the electronic General Assembly) of the Central Registry Agency (GRA). All the attendees on the list have the right to speak equally, regardless of the amount of the shares they hold, and the Bank pays the utmost attention to providing room for all shareholders to offer a motion on the related agenda item. The Bank does not apply any cumulative voting system.

1.3.5. Dividend Rights

The resolution on the distribution of dividends is adopted by the General Assembly and, if deemed necessary, the Board of Directors may make proposals to the General Assembly. The distribution of dividend is taken as a separate item on the agenda of the General Assembly Meeting. The distribution of dividends in the Bank is calculated within the scope of the applying legislation and the provisions of the Articles of Association of the Bank, with calculation, allotment and distribution of the annual profit being regulated under the 25th and 26th Articles of QNB Türkiye's Articles of Association. There are no privileges in the distribution of annual profit.

1.3.6. Whistleblowing

QNB Türkiye is committed to the highest standards of openness, probity and accountability. In line with those commitments, the Bank maintains robust whistleblowing procedures and related channels to encourage employees to report wrongdoings or violations they are either aware of, or have suspicions or concerns about, to a responsible and designated internal authority within the QNB Türkiye Group. The Whistleblowing practices are regulated within the frame of the Bank's procedures. Mailing is an important part of awareness efforts on regular basis.



1.3.7. Investor Relations Department

The Investor Relations Department operates in accordance with the CMB and BRSA Corporate Governance regulations and industry best practices, with the Head of the Investor Relations Department directly reporting to the Executive Vice President of the Financial Control, Planning and Investor Relations (CFO) and indirectly to the Board of Directors through Corporate Governance Committee.

As of the end of 2024, the Head of the Investor Relations Department is effectively a full-time manager appointed as a member of Corporate Governance Committee. She holds the Capital Markets Activities Advanced Level License Certificate and the Corporate Governance Rating License, as stipulated by the Corporate Governance Communiqué, as well as the Derivative Instruments License Certificate and the Credit Rating License Certificate.

As per CMB, major duties of Investor Relations Department are as follows:

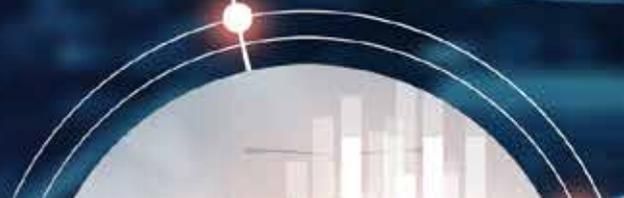
- Supervise and ensure that the liabilities arising from the capital markets legislation, including any matters with respect to corporate governance and public disclosure, are fulfilled
- Prepare the documentation for the general assembly meeting which is required for the information of shareholders. Review and take measures to ensure that the general assembly meeting is conducted in accordance with the legislation, Articles of Association and other internal regulations
- Respond to the written information requests of the stakeholders regarding the Bank
- Ensure that the records relating to the correspondence between the investors and Bank, and any other information or documents thereof, are properly kept, secure and up to date.

At QNB Türkiye, the Investor Relations Department:

- Builds and maintains relationships with credit rating agencies, international financial institutions and the investor community (i.e. Eurobond, Bond and Equity investors; buy and sell-side analysts working for investment banks and asset management firms; credit teams of institutional investors) to reduce the cost of capital and diversify the capital base
- Steers relationships on the financial front with international financial institutions, such as EBRD and IFC, under the supervision of the CFO
- Co-represents the Bank at investor conferences, deal or non-deal roadshows, and other events within the scope mentioned above, under the supervision of the CFO
- Strives to maintain a clear and consistent communication strategy and highlight the key metrics and goals pertinent to QNB FB and the sector; as well as to gather feedback from these discussions that provide insights for future strategy formulation of the Bank and the Group. Regularly reports to senior management to ensure timely delivery of this feedback and input to be used in strategy formation and/or positioning
- Establishes and ensures a reliable stance and creditable perception in investor community through building a track record consistent with the communication strategy of QNB Group and QNB FB, as well as milestones and related reports
- Implements an optimum investor outreach program which takes into consideration the needs and strategies of the Bank, as well as the operating landscape
- Conducts regular research regarding third party views and the expectations of QNB FB to reassess the effectiveness of the prevailing IR program, and appropriately direct policy
- Serves as a member in Corporate Governance Committee, Sustainability Committee and Reputation Risk Management; supervise communication with regulatory authorities to ensure consistent compliance and high-quality reporting.

Corporate Governance Practices in QNB Türkiye

The Board of Directors is both jointly and individually responsible for effective management and the performance of QNB Türkiye





2. Corporate Governance Practices in QNB Türkiye

2.1. The Board of Directors

2.1.1. Authorities and Responsibilities of the Board of Directors

The responsibility of the Board is to maintain the Bank's risk, growth and return at the most appropriate level through strategic decisions and increase the value of the Bank by primarily protecting the long-term benefits through rational and prudent risk management, while ensuring direction, management, supervision and adequate

legal control of QNB Türkiye.

QNB Türkiye is managed by an effective Board of Directors who are individually and collectively responsible for the proper execution of bank practices. In addition to the Board functions and responsibilities as set out in the Board Charter, the Board is responsible for various tasks including, but not limited to, the following responsibilities:

In Terms of Corporate Governance

1. To take the lead in establishing corporate values and ethical rules on behalf of itself, the senior management and all other employees, in a manner that prevents illegal and unethical behavior, such as bribery and corruption, both within and outside banking activities.
2. To operate within the principles of equality, transparency, responsibility and accountability.
3. To ensure that Board's composition, structure, policies and processes meet all relevant legal and regulatory requirements.
4. To review, with the assistance of the Corporate Governance Committee, the independency of independent Board members within the scope of independence criteria determined by related legislation.
5. To evaluate, at regular intervals, the effectiveness of its own managerial implementations, including the appointment and election procedures for the Board of Directors.

In Terms of Strategic Decisions and Planning

- 1.** To review and approve the strategic direction of the bank; determine the manpower and financial resources that the corporation requires, including the annual budget, while overseeing management and providing guidance in the achievement of objectives set out in the QNB Türkiye business plan.
- 2.** To supervise and approve implementation of the policies which seriously affect the bank's profit and loss.
- 3.** To continuously and effectively evaluate the Bank's accomplishment of its targets, activities and performance.
- 4.** To meet regularly with senior management in order to formulate bank policies and in-house communication channels; and to follow the progress towards realization of corporate objectives.



In Terms of Internal Systems

1. To establish internal control systems consisting of information systems and processes related to risk management which aim to minimize the effects of risks on stakeholders of the corporation, particularly shareholders, by surveying relevant committees of the Board of Directors.
2. To elect and remove the managers of internal systems units (Risk Management - Internal Audit - Internal Control and Compliance).
3. To fulfill the responsibilities and duties arising from Banking Law and related regulations for establishing the internal control, audit and risk management systems, and to operate such responsibilities and duties in an effective, adequate and suitable manner, thus securing the information provided from the financial reporting system and determining the relevant powers and responsibilities within the Bank.
4. To enable job proficiency and personal development for the personnel of internal systems units while ensuring that participation in local and international training programs is provided for such personnel which will allow them to obtain appropriate certificates within their area of expertise.

In Terms of Oversight, Control and Supervision

1. To monitor the compliance of the Bank's activities with laws, regulations derived from law, Articles of Association, as well as internal procedures and policies. Agreed upon measures are adopted without delay and, if possible, before problems occur.
2. To monitor senior management's activities and compliance with Board policies.

In Terms of Credits

1. To develop, implement and supervise policies regarding the establishment of the credit lines, credit approvals and other related administrative issues, as well as the taking of any necessary measures.
2. To ensure that credit line establishment is essentially the responsibility of the Board of Directors. The Board of Directors may delegate this authority to an established credit committee or to Head Office.

In Terms of Information Systems Governance, Information Security and Information Systems Continuity and Accessibility Management

1. To consider information systems management as part of corporate governance practices while providing necessary human resources and funding in order for information systems to be properly managed.
2. To ensure effective control over information systems.

In Terms of the Procurement of Outsourced Services

1. To ensure the establishment of an effective oversight mechanism that enables assessment and management of the risks related to outsourced service providers on information systems which have access to the banking data, or with other parties with whom the Bank shares such data and may potentially affect confidentiality, integrity and availability of the banking data and the continuity of banking services, while effectively maintaining the relationships with such service providers.

In Terms of Financial Reports

1. To determine the financial reporting system of the bank, including booking of transactions, preparation, approval, auditing, announcement to authorities, and the publication of financial statements. To supervise the proper implementation thereof as per Banking Law and related regulations.

2.1.2. The Board of Directors: Structure and Composition

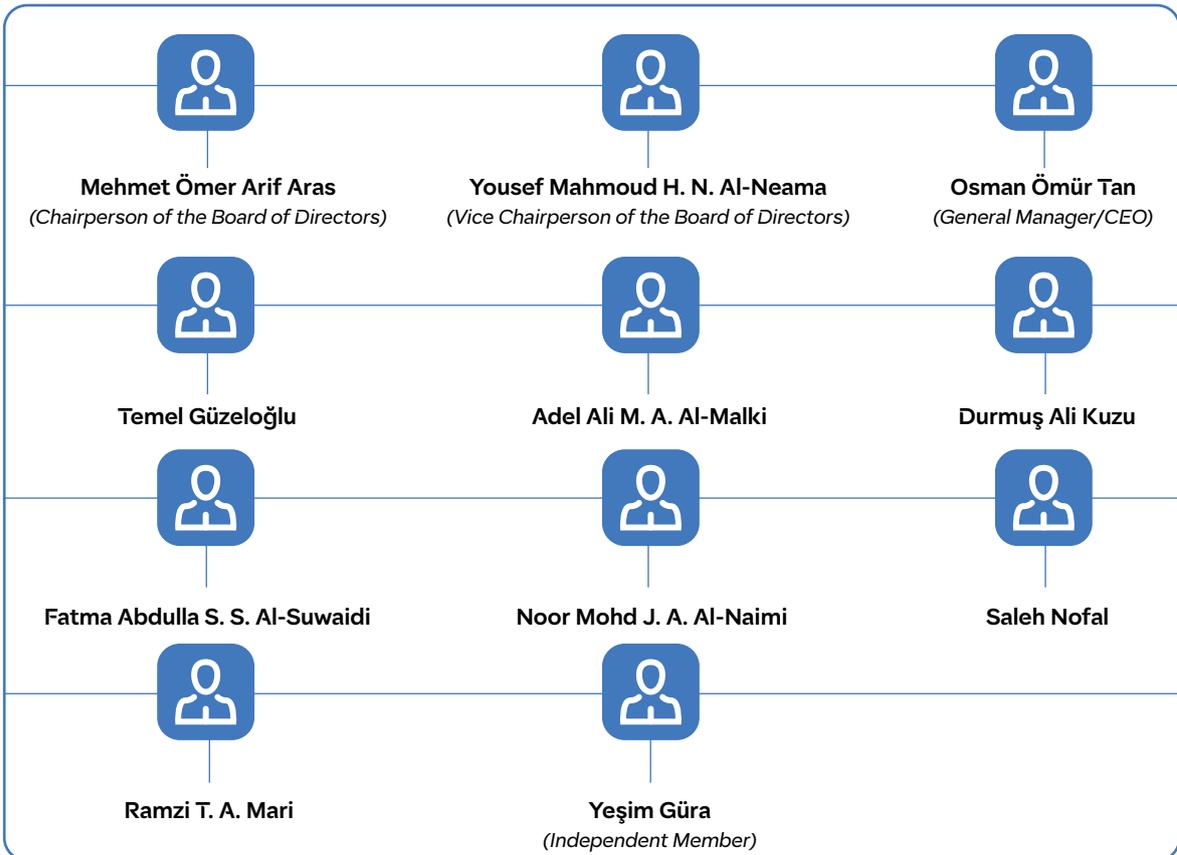
As per Banking Law No. 5144, the Board must consist of at least five members, with all members being elected by the General Assembly. The CEO, or the Deputy in the CEO's absence, is the natural member of the Board and is entitled to vote, as is any other Board member, as per QNB Türkiye's Articles of Association and other pertinent regulatory directives.

The number of independent members who will be appointed to the Board, as well as their qualifications, are determined in accordance with the relevant regulations

on the provision that there are at least three members. However, the members of the Audit Committee are considered to be independent members within the scope of the Corporate Governance Communiqué published by the Capital Markets Board.

The Board includes Executive, Non-Executive and Independent Board Members to ensure that neither one individual, nor a small group of individuals, dominate the decisions made by the Board.

In the 2023 General Assembly, which was held on the 30th of March 2024, the following were elected to the Board of Directors of QNB Türkiye:



As per Article 366 of the aforementioned Law, one Chairperson and one Vice Chairperson were elected as Board Members. More specifically, Mr. Mehmet Ömer Arif Aras was appointed as the Chairperson of QNB Türkiye's Board of Directors, and Mr. Yousef Mahmoud H. N. Al-Neama was appointed as the Vice Chairperson of QNB Türkiye's Board of Directors.

2.1.3. Board term and Renewal

Nominations and appointments of Board Members are made according to formal, rigorous and transparent procedures in line with QNB Türkiye Articles of Association, as well as CMB and BRSA requirements, as applicable.

BRSA notification is required for all board member appointments and is submitted to the BRSA within 7 days following appointment, along with relevant documents requested by the regulator.

The Chairperson and the members of the Board of Directors are obliged to take an oath after their election or appointment, and before commencement of their duties. It is mandatory for the CEO, being an ex-officio member of the Board of Directors, and for his proxies to take an oath.

The Members of the Board may be elected for a maximum period of three years. It is also possible for members to be re-elected. The power of determining the term of office for the Board Members is vested in the General Assembly. New members are elected to replace the members whose terms of office expire, as per the provision of Article 363 of the Turkish Commercial Code.

In the event of any of the Board Members leaving their seats for any reason, QNB Türkiye and Corporate Governance Committee supports the Board in the proposal of candidates and the nomination of a member for any vacancy of the Board Membership.

The Chairperson and Members of the Board are obliged to make a declaration of property, as per the Law for Declaration of Property, Bribery and Combating Corruption.

Declarations of property are made within one month of appointment to, or removal from, the Board. Declarations are renewed within one month of a significant change in wealth, and by the end of February at the latest for years which end with the figures “0” and “5”.

The Chairperson and members of the Board of Directors are obliged to declare their assets in accordance with the principles of Law No. 3628: Declaration of Assets, Combating Bribery and Corruption

2.1.4. Board Qualifications

The Board of Directors of the Bank consists of a minimum of five members, including the CEO. When the General Manager is unavailable, the Deputy is an ordinary member of the Board of Directors and has the right to vote. The General Assembly may change the members of the Board of Directors at any time.

The Board identifies and adopts appropriate and objective criteria for the Board candidature by taking into consideration CMB and BRSA requirements related to the same subject. The number of independent members of the Board is decided in line with the regulations of Capital Markets Board on Corporate Governance, along with the qualifications of these members.

Nominations consider the candidates' sufficient availability to perform their duties as Board Members, in addition to their skills, knowledge and experience, as well as professional, technical and academic qualifications in light of the related provisions of the Banking Law. Within these terms, the utmost attention is paid to the election of board members who come from various background and who have experience, knowledge and skills in different fields. This is done by taking into consideration the Bank's fields of activity and legal liabilities. Therefore, in compliance with the principle of diversity, the composition of the Board provides variety in terms of expertise in order to provide a confident approach to the risks to be faced by the Bank, as well as the achievement of targets and development. This policy also helps the Board in the making of informed and precise decisions.

2.1.5. Independent and Non-executive Board Members

An independent Board Member is a member of the BOD, who is independent of management and free from any business or other relationship that could materially affect their independent judgment and cause an actual or potential conflict of interest.

While assessing the independency of Board members, QNB Türkiye considers all applicable legislations that the Bank is subject to including, but not limited to, those of BRSA and CMB. Likewise, as per CMB's Communiqué on Corporate Governance, QNB Türkiye assesses the qualifications of the nominated independent members in compliance with the criteria set therein. Moreover, the members of the Audit Committee are automatically considered to be "independent members", as per the aforementioned Communiqué.

However, the definition of a non-executive member of the Board of Directors diverges in the Regulation on Internal Systems and Internal Capital Adequacy Assessment Process of Banks and the Communiqué on Corporate Governance by the Capital Markets Board. According to the former regulation, a non-executive member is defined as "the Board Member who has no relations of reporting with units which carry out executorial operations"; whereas, the Communiqué projects a non-executive member as the person, "who does not have any administrative duty other than being a board member or any executive unit reporting to himself/herself and is not involved in the daily work routine or ordinary activities of the Bank". Following

the principle of segregation of duties and the principles of Corporate Governance, QNB Türkiye places the utmost attention on the composition of its board with non-executive members. The Bank holds firm to this principle during the whole year and in its General Assembly held on 30 March 2024. However, General Manager is a natural member of the Board as per the Banking Law.

2.1.6. Segregation of CEO and Chairperson

In order to avoid one person having unfettered power, QNB Türkiye Group maintains the highest standards of Corporate Governance, in line with international leading practice and the regulatory requirements, to segregate the role and responsibility of the Chairperson of the Board and the CEO.

Moreover, the authorities and responsibilities of Executive Management do not mix with the authorities and responsibilities of the Board. The division of responsibilities between the two positions is clear. Moreover, in all circumstances, no one person in QNB Türkiye Group should, or may have, unconstrained powers to take decisions.

2.1.7. Non-compete Obligation

No board member can conduct any transaction of a commercial nature falling under the scope of activity of the company in his/her account, or any other person's account, without obtaining permission from the GA. In addition, he/she cannot participate in a company involved in the same kind of commercial business as a partner with unlimited liability. The company is free to file a claim for compensation from any board member who contravenes these regulations or, instead of compensation, to consider the transaction conducted in the name of the company, to file a lawsuit, and claim any benefits arising from contracts made in the accounts of third parties belonging to the company.

2.1.8. Board Members' Duties

Each Board Member owes QNB Türkiye fiduciary duties of care, loyalty and compliance with the rules set out in related laws and regulations, along with the Board Charter and Code of Ethics and Conduct.

QNB Türkiye's Board Members must, at all times, act on an informed basis, in good faith, with due diligence, care and in the best interests of QNB Türkiye and all of its shareholders.

Fulfilling their responsibilities towards QNB Türkiye, Board Members act effectively in order to:

- Be aware of their supervisory roles in the Bank.
- Fulfill their duties with loyalty to the Bank and to the shareholders.
- Allocate adequate time for the activities of the Bank and join the meetings of the Board of Directors.
- Fulfill their duties with prudence, goodwill and independent judgment.
- Be familiar with the regulations that the Bank is subject to and ensure that the Bank's relations with regulatory and supervisory authorities are effective.
- Avoid any pressure that would have adverse effects for the Bank and not to accept any material benefits for such motives.
- Avoid disclosing incomplete or biased information in order to mislead other members.
- Comply with all laws and regulations in all aspects of their public and private and professional lives.
- Uphold the highest ethical standards and maintain an impeccable reputation.
- Demonstrate best efforts for protection of the Bank's assets and their profitable use, while ensuring that personal interests do not bias Board decisions.
- Avoid taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices. All business relationships, lending relationships, deposits and other banking relationships between the Bank and a member or his/her affiliates should be part of the ordinary course of business and, relatively speaking, be on substantially the same terms as those prevailing at the time for current transactions with non-affiliated persons, while always acting within the limits of the Bank's risk management regulations.
- Avoid disclosing any information of the Bank or Bank's customers, which they have received in connection with their positions and duties to any authorities, other than those who have been specifically authorized by law.

2.1.9. Board and Committee Evaluations

The BOD believes that evaluation will lead to a closer working relationship among the Board Members, greater efficiency in the use of the BOD's time, and increased effectiveness of the BOD as a governing body.

To ensure that the BOD and its individual Members are carrying out their authorities and responsibilities effectively, the BOD undertakes the process of an annual assessment. The assessment allows the BOD to demonstrate that it is accountable for its decisions and the overall operations of the Bank.

A similar assessment has been initiated to assess the performance of the individual members of Board Committees in fulfilling their responsibilities with regard to the activities of the related committee, as well as the performance of the business units supporting the operations of these committees. The self-assessment survey process for other committees will also be applied to Executive Management Committees in 2025.

2.1.10. Board of Directors and Corporate Governance Unit

QNB Türkiye's Board of Directors is supported by the Board of Directors and Corporate Governance Unit which reports to the Legal Affairs Department regarding the management of board meetings, keeping the minutes book in accordance with the Banking Law (No. 5411) and other relevant regulations, as well as preparing/coordinating/checking the agenda, minutes, decisions and all other documents related to Board of Directors meetings.



The duties of the Board of Director's Unit are mainly based on operations before and after board meetings, as well as those related to members. These duties include, but are not limited to, the taking of statements from members of the Board of Directors, confirming the receipt of decisions made by the Board of Directors and other necessary documents under the respective legislation, coordinating the supply of documents set forth in the legislation in relation to the assignment and resignation of members of the Board of Directors for submission to the Banking Regulation and Supervision Agency, executing oath procedures, pursuing property declaration requirements and taking delivery of property declaration forms under the Banking Law in case of the assignment of Board of Directors members, following legislation relating to his/her field of responsibility, and keeping the information he/she becomes aware of in relation his/her position as secret. Moreover, the Board Office acquires information and documents from the Executive Vice Presidents and Senior Management prior to each Board of Directors meeting in order to determine the meeting agenda; minute the issues discussed and negotiations made during the Board of Directors meetings; ensure the coordination required for proper keeping of the resolution book of the Board of Directors; obtain signatures from the Board Members in the quorum; ensure coordination to the complete missing signatures in compliance with the related legislation, and ensure the double-checking of related process.

In addition to the functions of the Board of Directors, the functioning of corporate governance practices throughout the Bank is also carried out by Corporate Governance function under the same Unit. In this context, the main tasks that the Unit is responsible for fulfilling are as follows: Defining the Bank's Governance structure and ensuring that this structure is in compliance with legal regulations and best practices in the field; organizing Corporate Governance Committee meetings, taking notes and following up on the decisions taken after the meetings; advising the Board of Directors and Senior Management as well as the Bank's subsidiaries on Corporate Governance issues and supporting the newly appointed Board members during the induction process for their adaptation; ensuring that effective legal support is provided on all matters falling within the field of corporate governance and managing corporate governance practices and services; being responsible for all Board Charter, Board Committees' Charters, Management Committees' Charters; adopting a proactive approach to any changes in any regulations related to the banking sector and in general, both locally and internationally, and ensuring that such new changes are reflected in the relevant Bank documents; providing guidance for the adoption and implementation of corporate governance principles and guidelines through the Bank's departments and subsidiaries, and participating as a leader in related projects when appropriate.

2.1.11. Board Meetings

The Board of Directors convenes at the company's head office at such times as may be required by the Bank's business and transactions. The Board of Directors may also convene at another place within the city of the Bank's head office, or in another city or abroad, by serving a written notice to the Chairperson, Vice-Chairperson and all of the members. Those who have the right to attend the meetings of the Bank's Board may attend such meetings in an electronic medium as per article 1527 of the Turkish Commercial Code. In order for the Board of Directors to convene, the majority of Board members must be present at the meeting. Decisions of the Board are passed with the affirmative vote of the majority of the members present at the meeting. Unless any of the members request a meeting, decisions of the Board may be passed by obtaining the written consent of at least the majority of all of the members on a proposal made by a member on a certain matter, as drafted in the form of a decision. Decisions made by the Board of Directors are signed in accordance with the relevant legislations.

In 2024, the Board of Directors of QNB Türkiye held a total of six board meetings. The rate of member attendance was 95.4%. The Board of Directors also adopted resolutions on various subjects by evaluating and signing written member memorandums.

2.1.12. Resignation of Board Members

Board members are elected for a maximum period of three years and can be re-elected. The General Assembly designates the term of office of the Board members. For vacancies in memberships that occur prior to the end of a term of office, a new member bearing the legal conditions is elected to serve until the first general assembly meeting, in accordance with the Turkish Commercial Code.

QNB Türkiye held a total of 6 Board of Directors meetings in 2024 with attendance rate of 95.4%.

2.1.13. Remuneration for Board Members

The principles of remuneration of the Board members and Senior Management are determined in line with the principles outlined in QNB Türkiye's Remuneration Policy of the Bank. The regulations and resolutions of the Human Resources Department and Remuneration Committee, QNB Türkiye's Articles of Association, and the Guideline on Best Compensation Practices in Banks and Regulation on the Banks' Corporate Management Principles are also all considered.

The salaries and the retention payments of the Chairperson, the Vice Chairperson, and/or certain Board members and the General Manager, are determined by the Board of Directors with reference to the authorization granted by the General Assembly or by the Remuneration Committee, if assigned by the Board of Directors, up to the cap set for the related year by the General Assembly. The Board authorizes any two of the Board members to sign the employment contracts on behalf of the Bank.

2.1.14. Board Decisions

In order for the Board of Directors to convene, the majority of the Board members must be present at the meeting in compliance with Article 390 of the Turkish Commercial Code and with QNB Türkiye Articles of Association. Decisions made by the Board are passed with the affirmative vote of the majority of the members present at the meeting, and the same stipulation applies to meetings held electronically. Unless any of the members request a meeting, decisions made by the Board may be passed by obtaining the written consent of at least the majority of all of the members, on a proposal made by a member on a certain matter, as drafted in the form of a decision. Board Members may not vote on behalf of others or attend the meetings by proxy.

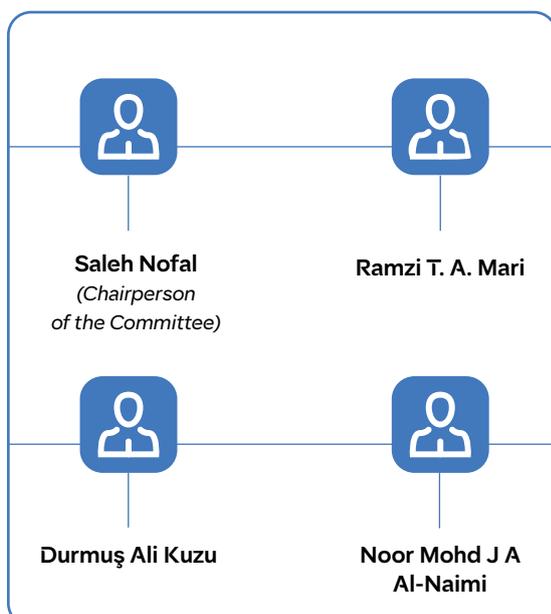
2.1.15. Committees of the Board

In QNB Türkiye, committees may be categorized under two groups with regard to their structure, related functions, members, and operations executed. These committees include Audit Committee, Risk Committee, Corporate Governance Committee, Credit Committee and Remuneration Committee which are composed of Board Members and directly report to the Board of Directors as they are established in compliance with related laws and regulations. In addition to this, there are other committees which are established at an executive level to ensure daily operations are carried out in coordination with related participants, while enhancing the agility of the decision-making mechanisms.

Audit Committee

Acting on behalf of the Board of Directors, the Audit Committee is responsible for monitoring the effectiveness, efficiency and adequacy of the internal systems of the Bank, the functioning of these systems together with the accounting and reporting systems in accordance with Banking Law No.5411 and applicable regulations, and the integrity and reliability of the information generated by these systems. The Committee is also responsible for making necessary preliminary evaluations required for the selection of independent auditors and rating, valuation and support service institutions by the Board of Directors; regularly monitoring the activities of the institutions selected and contracted; and ensuring that the internal audit activities of subsidiaries subject to consolidation are carried out on a consolidated basis and in coordination with internal audit activities of the Bank.

The composition of the Audit Committee for 2024 was as follows:



Below are the oversight responsibilities of Audit Committee pertaining to Internal Systems:

- Supervise compliance with the provisions of regulations regarding internal control, internal audit and risk management, and with the internal policies and implementation procedures approved by the Board. Make recommendations to the Board on the measures which are deemed necessary for ensuring continuous compliance therewith.
- Establish the channels of communication that enable the personnel of the internal systems units to have direct contact with the Committee.
- Receive and evaluate the opinions and recommendations of the senior management regarding the internal systems.
- Evaluate the levels of professional training and the competence of the managers and personnel employed at internal systems units.
- Review and approve the quarterly activity reports of the internal systems units (Internal Audit Department, Internal Control and Compliance Department and Risk Management).
- Evaluate the regulations and policies of the internal systems units before their submissions to the Board for approval.
- Determine the annual business goals of the unit heads reporting to the Committee.
- Review and approve annual activity plans prepared by internal systems units covering new liabilities in IS Regulation, as well as revised plans when necessary.

Below are the oversight responsibilities of Audit Committee pertaining to Internal Audit and Independent Audit:

- Supervise whether the internal audit system covers the existing and planned activities of the Bank and the risks arising from these activities. Examine internal regulations concerning internal audit that are enforced upon their approval by the Board.
- Monitor the measures taken by the senior management and subordinated units in relation to the findings identified in internal audit reports.
- Make recommendations to the Board on the appointment of the independent auditor and approve the working conditions and the fee of the independent auditor upon its appointment as a result of General Assembly. Make preliminary evaluation of the agreements to be concluded with the independent auditor and submit the same to the Board.
- Meet and discuss, at regular intervals at least four times a year within the framework of predetermined programs and agenda, with the internal auditors and the independent auditors of the independent audit institution responsible for conducting the independent audit of the Bank.
- Make recommendations to the Board on the engagement of a new independent auditor if the independent audit activities in the Bank are interrupted due to the permanent or temporary removal of the independent auditor of the Bank from the list of independent auditors authorized by BRSA.

Below are the oversight responsibilities of the Audit Committee pertaining to Internal Control and Compliance:

- Review the reports prepared by the Internal Audit Department regarding the adequacy of internal control systems.
- Review the prepared Management Statement annually.
- Ensure that the Compliance function effectively operates in detecting noncompliance and violations in the Bank, that there are no factors affecting its independence and objectivity, and that Compliance reporting is made by considering Basel Committee criteria and the recommendations of FATF (Financial Action Task Force).
- Ensure that the Internal Control and Compliance Department is leading the Management Assessment of the 'Internal Controls Over Financial Reporting' (ICOFR) and liaise, as appropriate, with external auditors.



In addition to the above, the Audit Committee is also responsible for the below which pertain to Internal Misconducts, Risk Management, and Financial Statements:

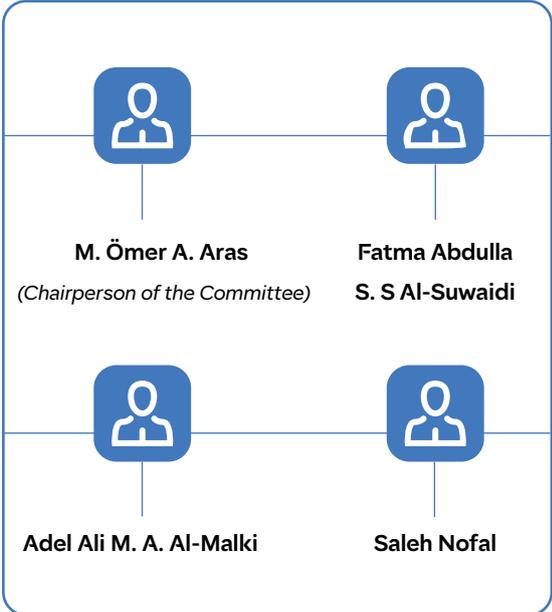
- Ensure the establishment of communication channels for reporting internal misconducts directly to the Committee, the internal audit unit, or to the internal auditors.
- Determine the method and criteria for examining and resolving the complaints submitted to the Bank regarding the accounting and internal control system and the independent audit of the Bank. Reviewing the complaints filed by the Bank personnel regarding the accounting and independent audit activities of the Bank in accordance with the principle of confidentiality.
- Establish the audit and control process to provide necessary assurance for the adequacy and accuracy of the Internal Capital Adequacy Assessment Process (ICAAP).
- Ensure that the financial reports of the Bank are accurate and fully include the necessary information, as well as having being prepared in accordance with Banking Law or other applicable regulations. Identify and correct any mistakes or inconsistencies.
- Review IFRS financial statements before their approval by the Board.
- Sign the year-end and interim financial reports prepared in the format determined by the BRSA, the financial statements annexed thereto, and the explanations and notes thereto, as well as the financial statements prepared as of the end of each month by stating compliance with the provisions of the Regulation and the accounting records.
- Inform the Board about the opinions and evaluations of the responsible senior management, risk management, internal control and internal audit personnel and the independent audit institution regarding practices required for performing, ensuring effectiveness of and improving the activities within its duties and responsibilities.
- Report the activities carried out in a given period, on condition that such period does not exceed six months, and the results of these activities to the Board. Include in such report any opinions regarding the measures required to be taken in the Bank, practices considered necessary, and any other matters which are considered to be important for the activities of the Bank to be safely implemented.
- Conduct the process of preparing the support services risk management program and evaluate the program before submission to the Board for approval.
- Allocate sufficient time for the evaluation of findings detected as a result of IS internal control, IS internal audit and other IS audit engagements, directly review critical issues identified as a result of these engagements and guide the senior management in the taking of necessary measures.
- Inform the senior management (Group CEO, Vice Chairperson of the Board and CEO) of the findings (identified as a result of the audit and control engagements and reported to the Audit Committee) that have no assigned deadlines in the action plan, whose deadlines are exceeded or overdue for more than a year or canceled, considering them as critical findings and ensure that actions are taken for remediation.

In 2024, QNB Türkiye Audit Committee held 16 meetings in total and the rate of attendance to these meetings was 96.8%. The Committee also submitted 4 reports to the Board of Directors in 2024.

Board Risk Committee

In line with the Turkish Banking Law and regulations, as well as relevant internal Bank policies, a Risk Management Committee has been established, dated 20th July 2007 and (No: 191), by decree of the Board of Directors. The primary purpose of the Board Risk Committee (BRC) of the QNB Türkiye Group is to assist the Board of Directors (BOD) in fulfilling its oversight responsibilities regarding the risk management activities of the Bank including, but not limited to, credit, market, operational, liquidity and reputational risks.

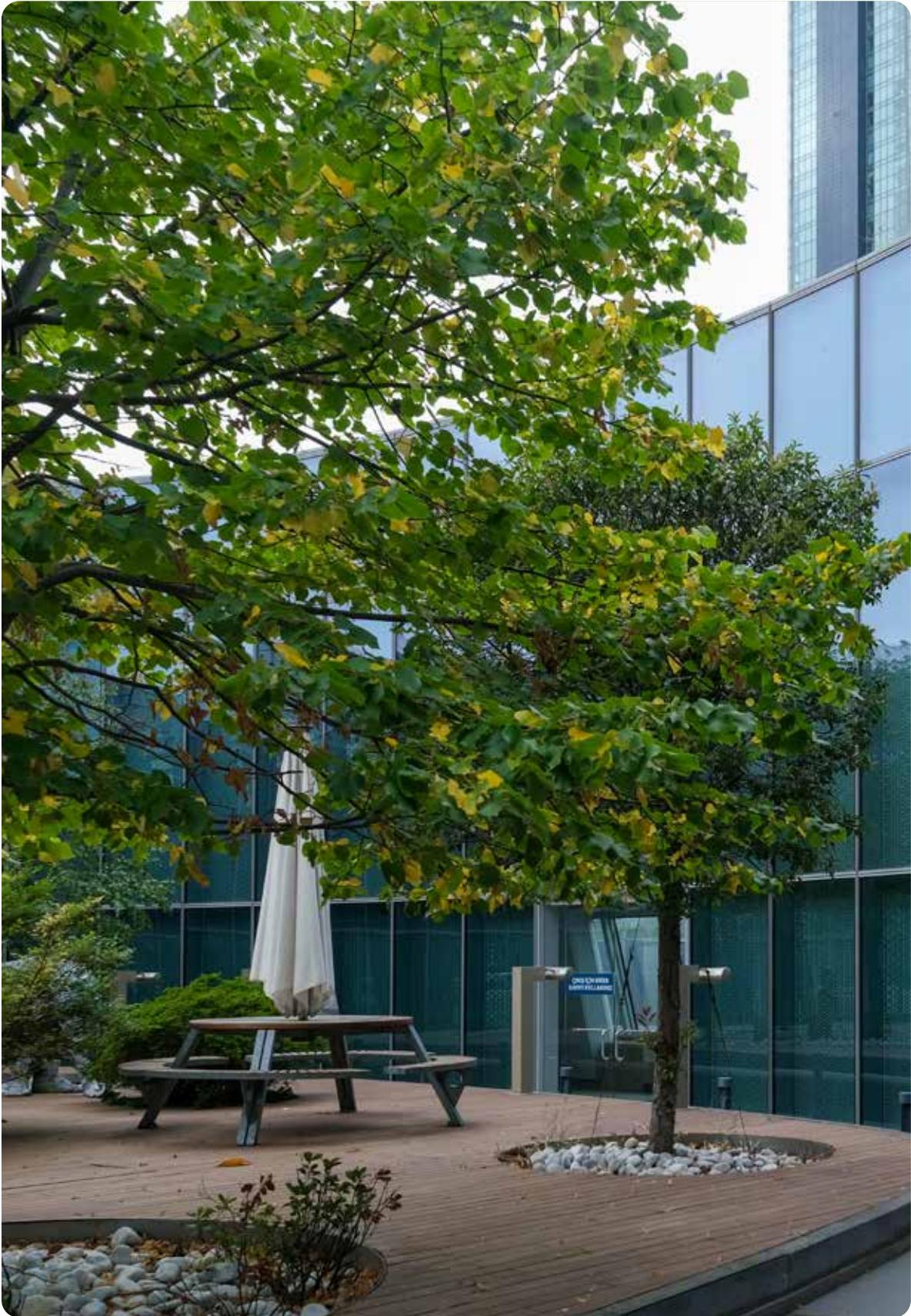
The composition of the Board Risk Committee for 2024 was as follows:



Below are the main responsibilities of the Board Risk Committee:

- Approve and periodically review the Bank's risk profile and appetite, as well as its strategic risk management strategies.
- Approve results of stress testing and scenarios and oversee related management action plans.
- Ensure the design and implementation of appropriate risk management and risk control systems.
- Approve and periodically review Bank policies relating to risk management, the principal risks identified, and setting principles regarding estimation, measurement, monitoring and remediation of risks.
- Ensure effectiveness and oversee processes for assessments of internal controls, as well as the adequacy of such controls, in the measurement and monitoring of the principal risks identified.
- Approve and oversee the implementation of the Bank's risk and capital management strategy, including ICAAP and Recovery Planning, and recommend to the Board any adjustments that it deems necessary.
- Ensure that the Board of Directors is adequately informed of all matters relating to Bank's appetite for risks, risk bearing capacity and risk profile in the exercise of its supervisory and strategy functions.
- Ensure that Senior Management takes all steps necessary to monitor and control risks in accordance with approved strategies and policies.
- Assist the Board of Directors in its oversight responsibilities with regard to information technologies security management within the scope of the related legislation and international standards, as well as best practices.
- Ensure compliance with local regulations in relative risk areas.
- Ensure the independence, efficiency and effectiveness of the risk management activities of the Bank through appropriate governance and delegations.
- Approve risk related disclosures to third parties.

In 2024, QNB Türkiye Audit Committee held a total of 12 meetings with 87.5% attendance. The Committee also submitted 12 reports to the Board of Directors in 2024.

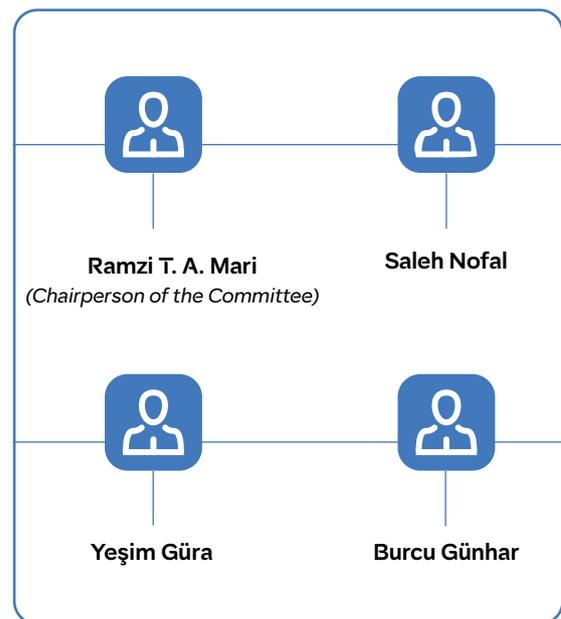




Corporate Governance Committee

The purpose is to set the working principles and procedures of the Corporate Governance Committee. This charter is formed in light of the terms of Banking Law, the Regulation on Corporate Governance Principles of Banks, Communiqué on Corporate Governance issued by the Capital Markets Board and of QNB Group Board Nomination, Remuneration, Governance & Policies Committee (QBNRGPC) TOR. The Corporate Governance Committee is established in order to monitor the Banks' compliance to corporate governance principles, as well as best practice standards for improvement, to submit suggestions to the Board of Directors, and to ensure that Board of Directors' ("the Board") composition, structure, working principles and procedures meet.

The composition of the Corporate Governance Committee for 2024 was as follows:



Below are the main responsibilities of the Corporate Governance Committee:

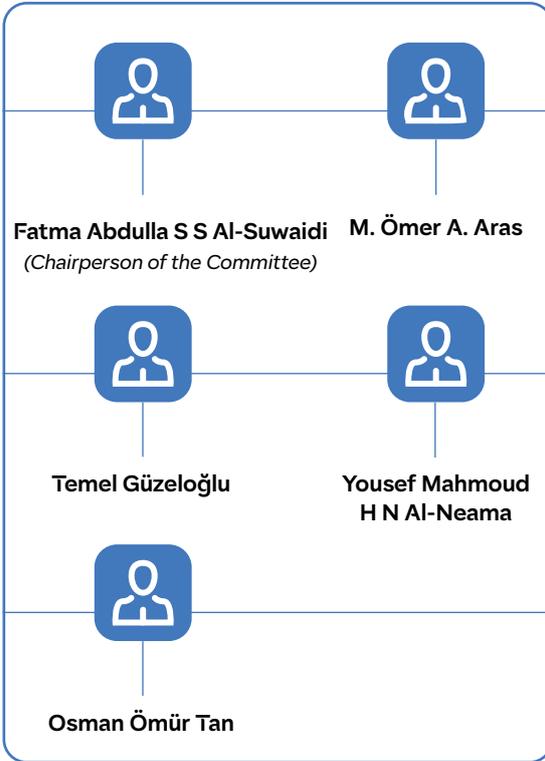
- Develop and coordinate Corporate Governance Manual of the Bank and submit to the Board of Directors for approval and annual review of the Manual.
- Develop proposals within the scope of determination of the Bank's mission and vision, if deemed necessary.
- On an annual basis, review the independence of the Board members and assess any conflict-of-interest situations.
- Periodically review the structure and interaction of the management committees for efficient functioning. The Committee also makes proposals to the Board of Directors regarding the Committee structures in order to ensure the Board Committees are established in compliance with their targets.
- Ensure that all new Board members receive a proper induction program upon joining the Board. Inform new Board members of their responsibilities, as well as the corporate governance principles of the Bank.
- Develop a process for evaluation of the Board's performance. This will be approved by the Board and will ensure coordination of the evaluation process in terms of the annual performance of the Board.
- Work closely with Audit, Compliance and Risk to ensure that the Bank's policies, procedures and manuals are compliant with internal regulations and related legislation.
- Obtain reports annually from the subsidiaries to review corporate governance policies and practices implemented in subsidiaries, while ensuring that these comply with the Bank's policies.
- Monitor trends and best practices in corporate governance and summarize for proper adaptation and implementation.
- Perform any other activities at the request of the Board of Directors.
- Review and approve "Compliance to the Corporate Governance Principles Report" within the scope of the Annual Report of the Bank.
- Obtain information annually from the Financial Control and Planning Department and other units in order to confirm that the related party transactions of the Bank are performed in compliance with the related legislation.
- Review and assess advisory corporate governance principles issued by the Regulation on Corporate Governance Principles of Banks, Communiqué on Corporate Governance, Basel Banking Committee, and other relevant bodies, and make proposals for improvement of the corporate governance practices, if deemed necessary.
- Approve the policies of Audit, Risk, Compliance and Financial Control Departments and the Charters of the Management Committees.
- Monitor the Governance activities and structure of QNB Türkiye and subsidiaries.
- Coordinate with the Sustainability Committee with regards to ESG-related matters in approval of the Board of Director's Charter and those of Board level committees.

In 2024, QNB Türkiye Corporate Governance Committee held a total of 8 meetings. The rate of attendance to these meetings was 87.5%. The Committee also submitted one report to the Board of Directors in 2024.

Credit Committee

The primary purposes of the Credit Committee of QNB Türkiye are approval of loans within the framework of loan approval authorities vested by Board of Directors, (Banking Law No. 5411), and the conducting of effective and efficient loan risk management that conforms with outstanding regulations.

The composition of the Credit Committee for 2024 was as follows:



Below are the main responsibilities of the Remuneration Committee:

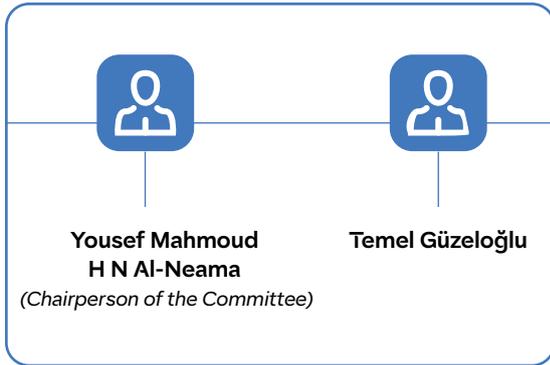
- Approve loans within the framework of loan approval authorities vested by Board of Directors according to Banking Law No. 5411
- Conduct effective and efficient loan risk management in conformity with outstanding regulations, corporate banking credit policies, credit procedures and directions.

In 2024, QNB Türkiye Credit Committee held a total of 30 meetings with full attendance.

Remuneration Committee

The purpose of QNB Türkiye Remuneration Committee is to define the remuneration framework and principles, while advising the Board of Directors on such matters in order to comply with the Bank's ethical values, practices and targets. This procedure is formed in light of the terms of the Banking Law, the "Regulation on Corporate Governance Principles of Banks" and other related legislations.

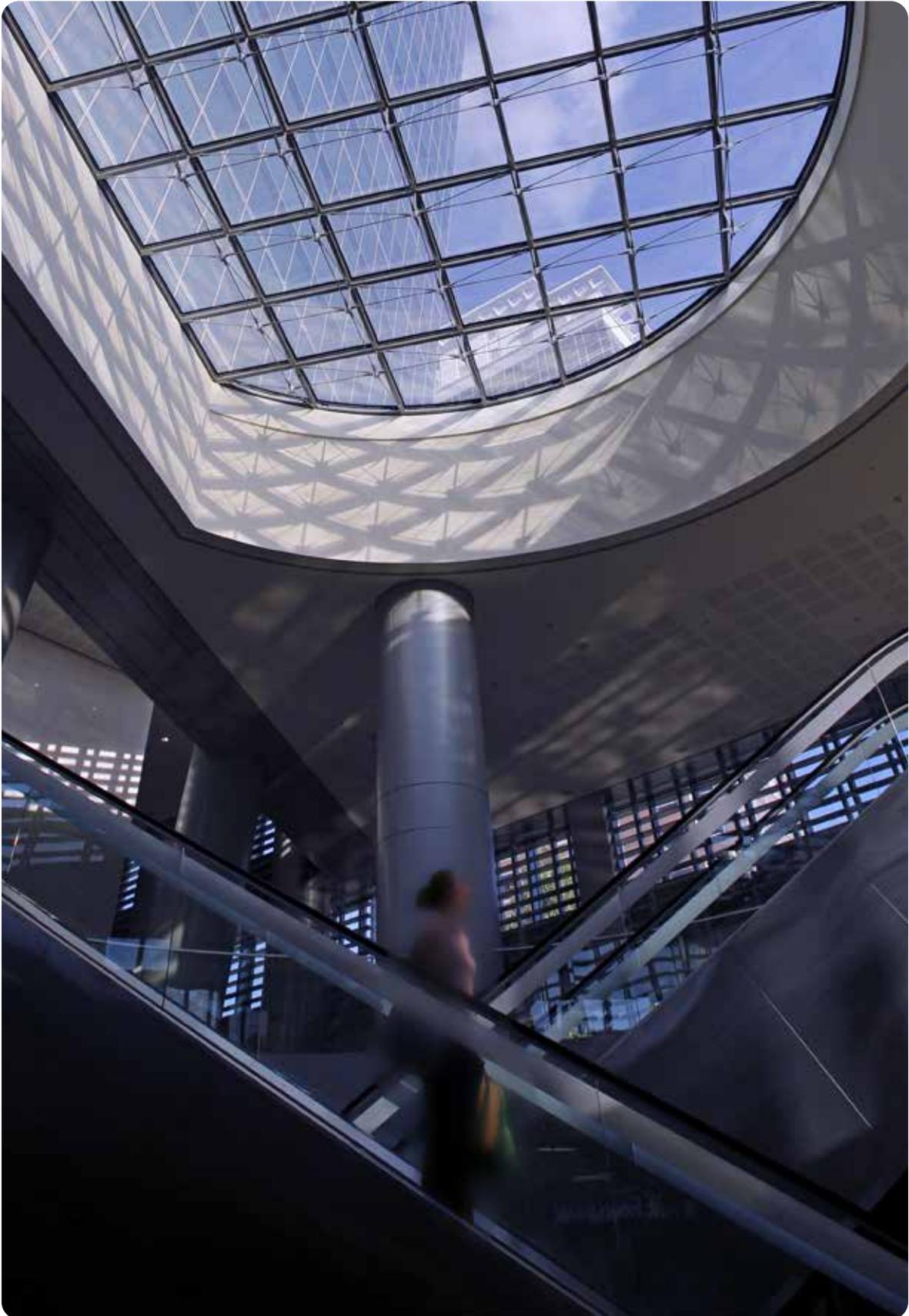
The composition of the Remuneration Committee for 2024 was as follows:



Below are the main responsibilities of the Remuneration Committee:

- Develop and regularly review the remuneration and incentive policies of the Bank.
- Assist the Board of Directors in ensuring compliance with the remuneration and incentive policies of the Bank in terms of ethical values, wage scales and strategic targets.
- Make proposals in order to determine the Board members' remuneration and proposals to the Board to be submitted by the shareholders to the General Assembly.
- Assist the Board of Directors in compensating members of the Committees according to responsibilities undertaken and the submitting of proposals therein.
- Submit proposals to the Board of Directors regarding the incentive payments of the employees and senior management on the basis of the Bank's performance.
- Support Board of Directors in the employment and retention of high-profile talent so as to ensure long-term incentives.
- Revise the charter and submit any revisions to the Board of Directors.

In 2024, QNB Türkiye Credit Committee held a total of 6 meetings which were all fully attended. The Committee submitted one report to the Board of Directors in 2024.



2.2. Management Committees

Business Loans Management Risk Committee

The primary purposes of the Business Loans Management Risk Committee of QNB Türkiye are effective management, risk monitoring and the steering of activities of the Bank, as well as reviewing strategy and activity proposals for all business loans, i.e., micro, SME, agriculture, commercial and corporate portfolios. Members of the Corporate Credit Policies Committee include General Manager/ CEO (Chairperson), Chief Risk Officer, Executive Vice President of Credits, Executive Vice President of Loans Monitoring and Follow-up, Executive Vice President of Medium Size Enterprises and Commercial Banking, Executive Vice President of Consumer and Small Banking, Executive Vice President of Payment Systems.

Retail Loans Management Risk Committee

The primary purposes of the Retail Loans Management Risk Committee of QNB Türkiye are effective management, risk monitoring and steering of activities of the Bank, as well as reviewing strategy and activity proposals for all retail loans, i.e., credit cards, personal need loans, mortgage and overdraft portfolios. Members of the Retail Credit Management and Policies Committee include General Manager/ CEO (Chairperson), Executive Vice President of Consumer and Small Banking, Executive Vice President of Payment Systems, Executive Vice President of Enpara.com, Executive Vice President of Credits, Executive Vice President of Loans Monitoring and Follow-up.

Reputational Risk Management Committee

The Reputational Risk Committee is established in order to manage the reputational risk of the Bank, while adopting and implementing related policies on reputational risk within the scope of the BRSA regulations. Committee members include Chief Risk Officer (Committee Chairperson), Human Resources Deputy General Manager, Executive Vice President of Legal Affairs, Chief Internal Control and Compliance Officer, HR Recruitment, Organization, Performance, and Talent Management Director, Public Relations and Customer Experience Office Director, Enpara.com Digital Banking Director, Deputy Head of Internal Control and Compliance(Compliance), Customer Experience Office Division Manager, Customer Solution Center Division Manager, Investor Relations Manager, Personal Data Protection and Management Manager, Operational Risk and Business Continuity (ORBC) Division Manager

The Self-Assessment process, which was initiated for Management Committees in 2024, will be implemented for the Bank's other Committees in 2025

Operational Risk Management Committee

The Operational Risk Management Committee is responsible for determining operational risk policies, reviewing and discussing operational risk issues of the Bank, and ensuring they are being minimized through action planning. Members of the Operational Risk Management Committee include Chief Risk Officer (Chairperson), Executive Vice President of Information Technologies, Operations, Channels and Business Development, Chief Internal Control and Compliance Officer, Executive Vice President of Corporate Banking and Project Finance, Executive Vice President of Medium Size Enterprises and Commercial Banking, IT Security Director (CISO), Enpara.com Digital Banking Director, Mass Banking Director, Operational Risk and Business Continuity Division Manager, and Loans Policy and Projects Management Division Manager.

Asset and Liability Committee (ALCO)

The primary purpose of Asset and Liability Committee is to monitor and manage the balance sheet structure and structural asset liability mismatch of the Bank, as well as to monitor, control and manage the liquidity risk within the limits set by the Board of Directors. The Committee evaluates monthly reports submitted by Risk Management and determines critical issues regarding risk. The Committee includes Chairperson of the Board (Chairperson), Member of the Board (Temel Güzeloğlu), General Manager/CEO, Executive Vice President of Financial Control, Planning and Investor Relations (CFO), Executive Vice President of Treasury and Balance Sheet Management Director.

IFRS 9

IFRS 9 Committee is appointed by the Board with the responsibilities of assessment, approval, administration and reporting related activities pertaining to IFRS 9. The Committee oversees and manages entire IFRS9 process at operational level. This Committee includes General Manager (Committee Chairperson), Executive Vice President of Financial Control, Planning and Investor Relations (CFO), Head of Risk Management, Executive Vice President of Loan Monitoring and Follow-up, Financial Legal Reporting and Treasury Control Director, Loan Analytics and Retail Monitoring Director, Credit Risk Management Division Manager, Financial Reporting and Treasury Control Division Manager

Sustainability Committee

The Sustainability Committee, in broad terms, is established to provide adequate, effective and strategic oversight for the Bank's overall sustainability initiatives. This is done to monitor the sustainability performance of the Bank and to provide support and guidance to ensure sustainability projects are on track. Members of the Sustainability Committee include General Manager/CEO (Chairperson), Managing Director of Treasury and International Banking (Co-Chair), Chief Risk Officer, Executive Vice President of Financial Control, Planning and Investor Relations (CFO), Chief Internal Control and Compliance Officer, Executive Vice President of Legal Affairs, Executive Vice President of Corporate Banking and Project Finance, Executive Vice President of Medium Size Enterprises and Commercial Banking, Executive Vice President of Consumer Banking and Small Banking, Executive Vice President of Payment Systems, Executive Vice President of Enpara.com, Executive Vice President

of Credits, Executive Vice President of Human Resources, Executive Vice President of IT: Operation, Channels and Business Development, Head of Corporate Digital Banking and Digital Transformation, Public Relations and Customer Experience Office Director, Purchasing Director, and Investor Relations Manager.

Disciplinary Committee

The Disciplinary Committee is established in order to determine and execute the transactions defined according to disciplinary penalties. These measures are to be carried out as per the duties and working systems of the Disciplinary Committee of QNB BANK A.Ş., orders given by managers, general codes of conduct and announcements in banking, disciplinary sanctions to be imposed to those acts against law and internal regulations, as well as other applicable conditions and transactions that are to be performed in case of breach of law. Members of the Committee are as follows: EVP of Legal Department (Chairperson), Chief Audit Executive, Deputy Head of Internal Audit Department, Internal Control and Head of Compliance, Chief Risk Officer, Executive Vice President of Legal Affairs, Executive Vice President of Human Resources, IT, Operation, Channels and Business Development, Consumer Banking and Micro Banking Executive Vice President, Executive Vice President of SME and Commercial Banking.

Anti-Money Laundering and Counter Financing of Terrorism (AML-CFT) Committee

This Committee is authorized and responsible for making necessary evaluations and decisions on the establishment or termination of business relationship with customers in cases of doubt, and for ensuring that priority is given to projects that are adopted by the Bank to comply with the regulations on the prevention of money laundering, terrorism financing and the spread of weapons of mass destruction. The Committee members are as follows: Chief Internal Control and Compliance Officer (Committee Chairperson), Consumer and Small Business Banking, Commercial and Medium Sized Banking, Cash Management and Foreign Trade, Corporate Banking and Project Financing, Treasury, Legal Counseling, Information Technologies, Operations, Channels, and Business Development, Payment Systems, Information Security Management.

The Disciplinary Committee was established to determine and execute the appropriate actions to be taken according to the stipulations provided under the heading: ‘Disciplinary Penalties’

Centralized Purchasing Committee

The Centralized Purchasing Committee is formed to provide stronger control management for expenses and purchasing policies. This Committee includes member of the Board (Temel Güzeloğlu) (Chairperson), General Manager/CEO, Executive Vice President of IT, Operation, Channels and Business Development, Executive Vice President of Financial Control Planning and Investor Relations (CFO).

Information Security & Cyber Security Committee

The Information Security Committee is generally responsible for determining information security strategy, determining risk appetite on information security subjects and observation, following information security risks and measures taken, evaluating legal requirements and compliance, reviewing information security policy and standards regularly, and ensuring efficiency in line with the needs of the Bank. The Committee members are as follows: General Manager/CEO (Chairperson), Chief Internal Control and Compliance Officer, Chief Risk Officer, Executive Vice President of Information Technologies, Operations, Channels and Business Development, Executive Vice President of Payment Systems, Executive Vice President of Human Resources, Executive Vice President of Legal Affairs, EVP of Consumer and Small Banking.

Information Systems Strategy Committee

The Information Systems Strategy Committee is responsible for managing Information Systems goals, strategies and investments in line with the business goals and strategies of the Bank on behalf of the Board of Directors of the Bank. The Committee members include General Manager/CEO (Chairperson), Board Member (Temel Güzeloğlu), Executive Vice President of Information Technologies, Operations, Channels and Business Development, IBTech - Project Management Office PMO Coordinator and Domain Manager, IBTech Executive Vice Presidents and Coordinators, and IBTech Board members.

Information Systems Steering Committee

Information Systems Steering Committee was established to assist the Information Systems Strategy Committee and senior management in the fulfillment of its duties for the management of Information Systems strategy and risks delegated by Bank's Board of Directors. The Committee members include General Manager (CEO), Chief Information Officer, Information Systems Representative(s), Human Resources Representative(s), Representative(s) from Relevant Business Units of the Bank, Compliance Representative(s), Legal Department Representative(s)

Information Systems Continuity Committee

The Information Systems Continuity Committee is responsible for ensuring the continuity of Information Systems Services used in carrying out banking activities. The Committee members include Information Systems Continuity Management Officer (Chairperson), Executive Vice President of Information Technologies, Operations, Channels and Business Development, Chief Risk Officer, HR Recruitment, Organization, Performance and Talent Management Director, Purchasing Director, Construction Real Estate and Appraisal Management Division Manager, Information Security and Management Consulting Designer/ Department Manager, Deputy Head of Internal Control & Compliance Department, Operational Risk and Business Continuity Division Manager, Legal Division Head of Retail Banking and Payment Systems, Legal Division Head of Corporate and Commercial Banking Projects Finance, IT Security Director (CISO), Management Board Chief Technical Officer (CTO), CSA Management Board Chief Software Architect, Management Board Chief Marketing Officer (CMO), IT Infrastructure Director, IT Operations Division Manager, and IT Software and Applications Director.

Support and External Services Committee

The main duties and responsibilities of the Committee are determined, based on BRSA's Regulation on Banks' Procurement of Support Services and Regulation on Information Systems and Electronic Banking Services of Banks, by taking into account relevant legislation. The Committee members are as follows: Chief Risk Officer (Committee Chairperson), Operational Risk Management Division Manager, Chief Internal Control and Compliance Officer, Deputy Chief Compliance Officer, IT Executive Vice President (EVP), Chief Information Security Officer (CISO), IT EVP, the relevant IT Director, Legal Affairs Executive Vice President, the relevant Legal Affairs Division Manager, Financial Control EVP and Purchasing Director.

Information Sharing Committee

The Information Sharing Committee is responsible for coordinating the sharing of customer secrets, secret bank information, assessing the appropriateness of sharing requests and recording these assessments, including the working procedures and principles approved by the Board of Directors in accordance with the principle of proportionality and the assigned obligations assigned. Members of the Information Sharing Committee includes Executive Vice President of Legal Affairs (Committee Chairperson), Chief Internal Control and Compliance Officer, Relevant asset owner business line Executive Vice President, Relevant business line Executive Vice President.



2.3. General Assembly

The Bank's General Assembly convenes ordinary and extraordinary meetings, with the quorum set forth in the relevant legislation. As per the Turkish Commercial Code No. 6102, Ordinary General Assembly meetings are held within three months following the annual accounting period. In compliance with the Internal Directive, the Ordinary General Assembly may convene both physically and by means of Electronic General Assembly System. The shareholders who are entitled to attend to the General Assembly meetings of the Bank may attend via electronic media as per the Article 1527 of the Turkish Commercial Code. All shareholders contained in the list of persons entitled to attend the general assembly, as prepared by the Board of Directors, are entitled to attend the meetings of the General Assembly. As per the aforementioned law, the Board of Directors arranges the list of the shareholders of the registered shares that can attend the general assembly in accordance with the Article 13 of the Capital Markets Law, according to the 'Shareholders Chart' which can be obtained from the Central Registry Agency. Shareholders can attend the meetings of the General Assembly in person, or send a third party as a representative, as permitted by the relevant legislations.

With the support of Board of Directors and Corporate Governance Office, invitations for General Assembly meetings, including the announcement and meeting dates, are 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 at the latest before the date of the meeting.

Announcements must contain the place, day, hour and agenda of the meeting. Moreover, in invitations for Ordinary General Assembly meetings, it is also 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 all kept available for the examination of the shareholders at the head office and branches of the Bank at least fifteen days prior to the day of the meeting.

The place, day, hour and agenda of the meeting of the General Assembly is notified prior to the meeting day by the Bank's General Management to the Ministry of Trade and the Banking Regulation and Supervision Board. This operation is carried out in accordance with the relevant legislations by enclosing other documents concerning the meeting, if any.

A meeting presidency is founded in order to moderate the General Assembly Meeting in compliance with related legislations, and to fulfill the duties set forth in the Internal Directive of the Bank. The items on the agenda are discussed and individually put to the vote. Those who physically attend the General Assembly meeting cast votes by raising hands, whereas those who attend the General Assembly meeting online cast their votes through the Electronic General Assembly System in line with the provisions of pertinent legislations.

General Assembly minutes are prepared and signed in accordance with the Internal Directive. The minutes are published after the meeting via the Public Disclosure Platform, Electronic General Assembly System; and made available on the Bank's web site within the period set forth in the legislation. The meeting minutes are registered to the Istanbul Registry of Commerce and announced at least fifteen days as from the meeting date. The meeting minutes and list of attendants are sent to the Banking Regulation and Supervision Agency, Capital Markets Board and Ministry of Trade.

The meeting minutes of the General Assembly meeting are published with the period specified in the legislation via the Public Disclosure Platform, Electronic General Assembly System and posted on the Bank's website

2.4. Conflict of Interest and Related Party Transactions

The success of QNB Türkiye's corporate governance framework mainly depends on the actions, initiatives and behavior of the Board. In that sense, the Bank is aware of the fact that conflict of interests, and the ability to manage such, is a place where well-set corporate governance practices and high ethical standards demonstrate themselves, and where such aspects are considered with delicacy. Accordingly, it is the duty of each Board Member to serve the Bank with loyalty, in which they must make the greatest effort to avoid any conflict of interest with the Bank. Within this scope, Members of the Board of Directors of QNB Türkiye must adhere to the following rules:

- Members should not take personal opportunities for themselves or potential opportunities that may result from the use of corporate property, from information whose knowledge is directly linked with their participation in the Board or, in general, from their capacity as members of the Bank's Board, without the consent of the Board, as provided on the basis of a recommendation from the Corporate Governance Committee. Members should advance the Bank's interests when the opportunity to do so arises.
- During their tenure, members should not become a Board member, executive or employee to one of the Bank's competitors, or to other institutions whose interests might conflict or often contradict with the interests of the Bank, and thus assume a position which implies a duty of loyalty to the above institutions.
- Members are strictly prohibited from using any information they obtain in the course of their duties, in order that they themselves, or third parties, trade in QNB Türkiye shares.
- Members should disclose annually their main professional positions and activities, including responsibilities in non-profit organizations, as well as the names of the entities in which they themselves or their affiliates hold substantial shares or participations, allowing them to control more than 10% of voting rights in these entities. Members have an obligation to disclose to the Corporate Governance Committee on a timely basis any changes to the above, as well as any other event that might put them in a conflict between their interests and the Bank's interests or may alter their capacity as non-executive or independent members.
- In cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, or/and conduct a transaction on behalf of themselves, or a third party which is in the field of activity of the corporation or subsidiaries thereof or become an unlimited shareholder to a corporation which operates in the same field of activity with the corporation or subsidiaries thereof, such transactions are to be included in the agenda as a separate item for providing detailed information at the general assembly meeting on the matter, and are to be recorded in the meeting minutes.

- All material transactions between the QNB Türkiye and a member or his/her affiliates should be discussed by the Board, following a review and recommendation by the Corporate Governance Committee, and which aims at the submission of a proposal to the General Assembly. Members should disclose to the Committee any such transaction on a timely basis.
- Members are obliged to disclose in advance any share dealings in shares and derivatives related with shares of QNB Türkiye and its affiliates, according to the provisions of the Bank's Internal Regulation and relevant legal requirements.
- Members should excuse themselves from the discussion, and should not participate in the decision on any issue, on which they have an actual or potential conflict of their interests with the interests of the Bank. When in doubt, they should consult with the Chairperson or, in case of conflict with the Chairperson, with the Chairperson of the Corporate Governance Committee.
- The Chairperson may ask one or more members to abstain from the discussion and decision making if he/she considers that there is a conflict of interest on the specific topic. If the decision of the Chairperson is challenged, the matter is reviewed by the Corporate Governance Committee and proposals are submitted for the Board's discussion and approval.

The success of QNB Türkiye's corporate governance framework is intrinsically connected with the actions, initiatives and conduct of the Board of Directors

2.5. Remuneration Policies

Within the context of an integrated policy regarding management of Human Resources, and as a member of the Qatar National Bank, QNB Türkiye follows a Remuneration Policy which is aligned with the Labor Law, the Banking Law, the Regulation on the Banks' Corporate Management Principles of Banking Regulation and Supervision Agency published on 01.11.2006, Guidance on Best Compensation Practices in Banks by BRSA, published on 31.03.2016, and the Bank's Articles of Association and Corporate Governance. In preparation of this policy and the practices in place, the following are taken into consideration when formulating employee remuneration:

- The provisions of the relevant labor legislation, the applicable directives of supervisory authorities, sector and company labor agreements.
- Meritocracy and transparency requirements.
- The orientation of current business strategy, particularly regarding issues of principles, along with values, conduct and risk assumption policies.
- Principles that seek to harmonize the individual interests of employees with the Bank's and the business targets of its subsidiaries, especially on a long-term basis, through the evaluation of performance over time. This objective concerns all manifestations of the actions of the Bank and of its subsidiaries, including mentality, models of conduct vis-a-vis customers, and avoidance of conflicts of interest.
- Members of the Board of Directors and Senior Management, as well as employees participating in decisions related to the assumption of risk, are not to be provided with any incentive to undertake excessive risk, nor are they to be rewarded for undertaking any risks that may exceed the business decisions of the Bank and its subsidiaries.
- In particular, the remuneration of employees employed in Risk Management, Internal Control and Compliance, Internal Audit and Internal System Departments are not linked to the performance of operations they are auditing while function-specific targets are taken into consideration.

2.6. Public Disclosures

2.6.1. Public Disclosure Platform

As required for publicly listed companies by the Capital Markets Board Legislation Public Disclosure, announcements are made on a Public Disclosure Platform (PDP) which is “an electronic system through which electronically signed notifications required by the capital markets and Borsa Istanbul regulations are publicly disclosed” as defined in the Platform’s website. Within this scope, any material event or situation with potential to have a significant impact on the strategies, missions and operations of the Bank are published and disclosed on this Public Disclosure Platform. The primary objective here is to ensure that shareholders, account owners and other related parties are informed in a timely and accurate manner under “the Communiqué on Material Events Disclosure” (II-15.1) by the Capital Markets Board; and thus, transparent and fair operations in capital markets are supported. Such disclosures are performed as described in “Material Event Disclosures Procedure” of QNB Türkiye. This procedure helps prevent insider trading and market manipulations and report material events in an accurate, exact, timely and clear manner through the records to be kept by the Bank while complying with the related legislation.

2.6.2. Annual Report

Within the scope of public disclosure operations, the Board of Directors prepares an Annual Report to be submitted to the shareholders in the General Assembly. During the drafting period, related provisions are followed, particularly the Regulation on the Principles and Procedures Concerning the Preparation of and Publishing Annual Report by Banks along with the regulations by BRSA and CMB.

Annual Reports includes the following as a minimum:

- The financial statements for the financial year
- The description of the applied accounting standards, which must represent a true and fair view of the Bank
- The compliance and risk policy including foreseeable risk factors
- The organizational structure of the Bank including the Board and management committees set up within the Bank, their responsibilities, membership and working procedures
- A full list of the Board members providing information on their experience and information about their external duties
- The corporate governance arrangements of the Bank
- Mission, vision and values as well as strategies of the Bank
- Any penalty, fine or punishment imposed on the Bank
- Material issues regarding the employees or stakeholders

Shareholders, investors and capital markets participants are granted access to the information in accordance with applicable laws and regulations. The Annual Report is made available to stakeholders upon request and available on the website of the Bank.

QNB Türkiye complies with all disclosure requirements, including financial reporting by ensuring that all disclosure made by the Bank provides accurate, timely and full disclosure on the subject.

QNB Türkiye's financial statements disclosed in the annual report comply with the BRSA Accounting and Financial Reporting Legislation.

The External Auditor report includes affirmations that all of the required information has been received, and that the audit was conducted in accordance with the Banking Regulation and Supervision Agency ("BRSA") Accounting and Financial Reporting, and other regulations on accounting records of Banks published by Banking Regulation and Supervision Board. In the case of matters not regulated by the aforementioned regulations, circulars and interpretations published by BRSA and Turkish Financial Reporting Standards ("TFRS") are employed.

QNB Türkiye's audited financial statements, along with the External Auditor report, are made available to all shareholders, investors and any interested party, on the Public Disclosure Platform and the Bank's website.

2.6.3. Sustainability Report

QNB Türkiye publicly discloses its sustainability performance in detail in its Integrated Activity Report, which is published on an annual basis in line with the transparency and accountability principles of corporate governance. The Integrated Activity Report addresses financial and non-financial capital elements together and provides current information about the activities of the Bank carried out with an approach that focuses on creating sustainable value. Reporting process related to sustainability of QNB Türkiye, which complies with regulations on annual activity report by the Banking Regulation and Supervision Agency (BRSA) and Capital Markets Board (CMB), follows leading national and international standards and guidelines which include the following:

- Global Reporting Initiative Universal Standards - GRI
- United Nations Sustainable Development Goals - SKA
- United Nations Global Compact - UN and Communication on Progress - CoP
- Integrated Reporting Framework - IR
- Women's Empowerment Principles - WEPs

2.7. Anti-Bribery and Corruption (ABC) Framework

QNB Türkiye has put in place an effective Anti-Bribery and Corruption Program to avoid actions connected to bribery and corruption, the consequences of corrupt actions, and encourages the proper use of whistleblowing channels to report suspicious behaviour.

Reporting to the Audit Committee and operating under the Internal Control and Compliance Department, Anti-Money Laundering and Combating Financing of Terrorism (AML/CFT) Unit is responsible for following up amendments in local and international regulations and standards within the scope of combating against money laundering, financing of terrorism and weapons of mass destruction (AML/CFT/CFP). Employees are informed regarding risk management, monitoring and control activities, as well as sanctions. In addition, the Unit conducts face-to-face training and e-learning activities while reporting suspicious transactions to the Financial Crimes Investigation Board (MASAK).

2.8. Independent Functions

Internal Audit, Compliance and Internal Control and Risk are independent functions at QNB Türkiye. These functions report directly to the Board of Directors (through the Audit Committee).

Risk Management

Risk Management is responsible for monitoring and managing all potential risks for the Bank in a centralized and efficiently coordinated manner. The primary goal of Risk Management is to provide appropriate capital allocation (economic capital) to business lines for risks they are exposed to, while increasing the value-added by maximizing risk adjusted return on capital.

Risk is an integral part of QNB Türkiye's business and decision-making process. QNB Türkiye's sustainable performance depends on its ability to manage risk at all levels. As a result, the Bank maintains a robust risk management governance structure and framework that ensures a crucial balance between risk and reward. The Bank's risk profile and drive are approved by the Board of Directors and Risk Committee and then cascaded down to every division, department and employee. The success of Bank's risk management framework is focused largely on encouraging pre-determined authorities and responsibilities from the Board level right down to the various committees, executive managers, senior managers and individual employees.

Risk management governance at the Bank starts with the Board of Directors. The Board's Risk Committee and management level committees, namely Asset-Liability

Committee (ALCO), Business Loans Risk Committee and Retail Loans Risk Committees, Operational Risk Management Committee (ORMC), Reputational Risk Management Committee (RRMC), as well as the Risk Management Department, are important bodies of the risk management structure at QNB Türkiye.

The Board of Directors is responsible for determining general risk policy and risk appetite of the Bank. The Risk Committee defines risk policies and strategies, reviews all of the types of risks the Bank is exposed to in its monthly meetings, monitors implementation of risk management strategies, and brings important risk issues to the attention of the Board.

QNB Türkiye Risk Management Department works independently from executive management, and reports to the Board of Directors through the Audit Committee. Market Risk, Credit Risk Management, and Operational Risk Management Units are responsible for the identification, monitoring and managing of all related risks. The Model Validation Unit is responsible for validation of risk measurement and credit rating/scoring models, as well as assessment of performance.

Internal Audit

The Internal Audit Department pursues the mission of supporting the Board and protecting the Bank's assets, reputation and the sustainability of its activities. In order to ensure objectivity and the independence required when undertaking this mission, audit engagements are carried out and reported functionally and administratively through the Audit Committee of the Banks' Board of Directors.

Engagements are performed and progress is achieved related to execution of the annual audit plan, the following-up of findings, the performing of audits in accordance with international quality standards, the conducting of subject based special examinations, reporting to internal and external stakeholders, contributing to the notion of risk in audited areas and identifying areas for improvement, developing application areas in the QNB International Governance Model, improving the Risk and Control Awareness program, and contributing to the strategies of the Bank.

The QNB Türkiye Board of Directors is periodically informed of the activities of the Department on a continuous basis via quarterly activity reports submitted through the Audit Committee. In the engagements carried out by the Department, internal control systems of audited areas are assessed under the framework of the annual audit plan, which is prepared considering all risks to which the Bank is exposed.

The internal audit reports drafted through the audit engagements carried out by the Department are submitted to the Executive Management, Audit Committee and the Board of Directors. Actions taken to remediate the identified findings are followed up and regularly reported by the Department.

Internal Control and Compliance

Reporting to the Audit Committee, the Internal Control and Compliance Department performs control activities to minimize the Bank's exposure to operational, regulatory and financial risks.

The internal control system of the Bank is designed and constructed in a way that the

assets of the Bank are safeguarded, while daily transactions are handled in compliance with the rules, laws and regulations, and the financial reporting systems are reliable, accurate and achievable.

As an important part of the internal control system, the Internal Control Division is responsible for carrying out control activities among the branches, subsidiaries and head-office units of the Bank. Remote and on-site control methods are used while performing second level controls.

Periodic activity reports prepared as a result of the control engagements carried out by the Division are submitted quarterly to the Audit Committee. In addition, findings and related actions are followed continuously throughout the year and results are reported on a quarterly basis to the Executive Management and the Audit Committee of the Bank.

The Compliance Division determines and manages the risks related to financial losses as a result of the Bank's loss of reputation caused by any noncompliance with the laws, regulations, Bank's processes and instructions.

2.9. External Audit

The nomination and replacement of QNB Türkiye External Auditors are performed according to the provisions of all relevant regulations, particularly Turkish Commercial Code, BRSA and CMB regulations.

Based on the applicable rules and regulations, the External Auditor is independent, qualified, and appointed on the recommendation of the Audit Committee to the Board. The selection of the External Auditor is a separate item on the Agenda of the General Assembly.

The purpose of the external audit is to provide objective assurance to the Board of Directors and shareholders that financial statements are prepared in accordance with the applicable laws, regulations, and international financial reporting standards, while accurately representing the financial position and performance of QNB Türkiye in all material aspects.

The External Auditor complies with the highest professional standards and are not contracted by QNB Türkiye Group to provide any advice or services, other than carrying out the audit of QNB Türkiye Group. The External Auditor must be completely independent from Group functions and Members of its Board and not have any conflict of interest in his relation to QNB Türkiye Group.

The Group's External Auditor attends the Annual General Assembly, delivers the annual audit report and answers any queries in this respect. Moreover, the Auditor is invited to attend the quarterly Audit Committee meetings to discuss any major issues related to financial statements before being presented to the Board for approval.

The External Auditor is accountable to the shareholders and is obliged by QNB Türkiye Group to exercise due professional care in the conduct of the audit. The External Auditor is also responsible for notifying relevant regulators of any violation to instructions or any other regulations, contracting with Turkish and BRSA Accounting and Financial Reporting Standards, or any significant development on any other item of the Financial Statements.

Corporate Governance Activities in 2024

Corporate governance efforts in 2024 mainly focused on reviewing the governance structure, supporting the Board, and adopting the most efficient new practices





3. Corporate Governance Activities in 2024

3.1. Selecting the Board Members

QNB Türkiye held its General Assembly on the 30th of March 2024. A total of eleven (11) Candidate Board members were appointed by the approval of the General Assembly for a tenure of one year. In Appendix-1, the list of QNB Türkiye A.Ş. Board Members is provided with each member's resume.

As required by Article 6 of the Communiqué on Corporate Governance, Audit Committee members are considered as independent. As in the aforementioned Article, Yeşim Güra was selected as the independent member who fulfills the below requirements, as set forth in Principle 4.3.6 of the Communiqué:

- Not having a relationship between themselves, their spouse and relatives by blood or marriage up to second degree, and the Bank; companies where the corporation holds management control or significant influence; shareholders who hold management control of the Bank or have significant influence in the corporation; legal entities in which these shareholders hold management control; in terms of employment at an administrative level to take upon significant duties and responsibilities within the last five years; not owning more than 5% of the capital or voting rights or privileged shares jointly or solely; not establishing a significant commercial relation.
- Not being a shareholder (5% and more); an employee at an administrative level who has already taken upon significant duties and responsibilities; a member of board of directors within the last five years at companies that the Bank purchases or sells goods or services at a significant level within the framework of contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the Bank; at the time period when the corporation purchases or sells services or goods, having a professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member.
- Not serving as a full-time employee of public authorities and institutions after being elected, except as an academic member at university, provided that follows the relevant legislation.
- Residing in Türkiye in accordance with the Income Tax Law, No: 193 and dated 31 December 1960.
- Being capable to contribute positively to the operations of the Bank, maintain objectivity during in conflicts of interests between the corporation and the shareholders, have strong ethical standards, professional reputation and the experience to freely take decisions by considering the rights of the stakeholders.

- Being able to allocate time for the business of the Bank in order to follow up on Bank activities and fulfill the allocated duties.
- Not being a member of the board of the Bank for more than a period of six years within the last ten years.
- Not being an independent member of the Board of Directors in more than three corporations where the Bank or the controlling shareholders of the Bank hold management control, and in more than a total of five corporations admitted to trading on the exchange.
- Not being registered and announced as a board member representing a legal entity.

The charters of relevant committees were updated in 2024, based on both local legislation and international best practices before being approved and accepted by the Board of Directors

3.2. Review of Committee Charters

It is obvious that Audit Committee, Risk Committee, Corporate Governance Committee, Credit Committee and Remuneration Committee, working at Board level, have a pivotal role in the execution of board responsibilities in risk control, internal control and audit, corporate governance and in the functioning of audit and oversight mechanisms on material credit decisions by supervision of related authority levels. QNB Türkiye always pays due care and attention for keeping the charters updated as a mark of institutionalization and a guide to governance.

Revisions were not limited to the Board Committees; other Management Committees were also considered. By mailing and interactions with the units in charge, the secretariat of each committee was informed and encouraged to revisit their charters along with committee practices and make agreed revisions.

In these terms, the charters of the committees at board level were updated during 2024 by considering the local legislation and best practices in an international sense, and these updated charters were submitted to the Board of Directors for approval. During updating work, the teams which carry out committee operations, general practices in the Bank and applicable laws, were taken into consideration. In addition, a comprehensive approach was taken to the regulation of the authorities and responsibilities of the committees as it serves the Bank and its stakeholders while fully supporting the delivery of required functions.

3.3. Collaboration with Subsidiaries

Adopting a holistic approach to corporate governance, QNB Türkiye aims to implement and fully adopt all compliance processes and practices, not only by the Bank itself, but also Group-wide, paying regard to the legislation to which related subsidiaries are subject. Within this scope, it is crucial to manage effectively related processes in subsidiaries and ensure integrity as a Group in terms of corporate governance practices. Aiming to ensure harmony and unified approach throughout the Group, adding value to corporate structure, and thus building up these implementations, the Corporate Governance Unit closely worked and collaborated with related functions and departments of the subsidiaries during 2024. As was the case in every year, the corporate governance practices of subsidiaries were revised, while general assembly processes were closely followed up and supported through advice, where deemed necessary for the sake of collaboration.

3.4. Fostered Governance

Independency assessment for QNB Türkiye's Board of Directors is pivotal to the efficacy of the Groups' corporate governance framework, as the diverse background, knowledge, competency and expertise of the members builds a foundation whereon long-term success becomes a tangible commodity, and then an attainable goal which achieves sustainable growth. The long-term success of the Group depends on a qualified Board and Executive Management in which the senior management is competent, well-qualified, committed, has diverse experiences and an independent and open mind. In 2024, QNB Türkiye conducted a comprehensive evaluation and assessment of the abilities and independency of the directors, as required by the Communiqué.

3.5. Extraordinary Assembly

In line with the vision of the main shareholder, QNB Group, to become “an international brand”, as well as the mission to “create an integrated brand architecture,” the Bank continues its operations under the name “QNB.” This rebranding provides a strong and uniform title throughout all of the countries in which the Bank operates.

The decision to rebrand was ratified at an extraordinary assembly convened in the Head Office on 01.10.2024. The motion to amend the Articles of Association was submitted to the GA for approval. Following the approval, the commercial title of the Bank was amended to “QNB BANK A.Ş.”. All documents related to the GA, the minutes of the meeting, and the new Articles of Association, were disclosed publicly through both the Bank’s official website and the Public Disclosure Platform.

QNB Türkiye aims to continue its activities in a wide range of areas ranging from corporate and retail banking to digitalization, sustainability, and projects that reach out future generations. The overall aim of the Bank continues to be the adding of value to its customers and stakeholders.

3.6. Board Self Assessment

QNB Türkiye aims to ensure stable improvement and effectiveness throughout the year. To this end, the “annual self-assessment survey” serves as a key governance tool that provides the Board with a practical engagement opportunity to share any recommendations or considerations they may have on their holistic and individual efficiency. Corporate Governance Unit facilitates and coordinates this Annual Board Self-Assessment Process to support the Board of Directors to review and optimize their holistic performance on an annual basis. The self-assessment survey completed by the Board provides the Group with the ability to gauge the operative nature of BOD’s engagement, composition, culture, and effectiveness. In this way, the self-assessment process provides much needed consideration of the dynamics of Board member interaction, and the ways through which their interaction fulfills the strategic business goals of QNB Türkiye. A key by-product of the annual assessment is retrospection which helps the Board identify better, and more innovative ways of dealing with any situation or challenge that may arise. This is seen as being a prerequisite for the longevity and success of any financial institution. Annual board assessments ensure that suitable Directors are working together in an effective manner. At the core of quality governance at QNB Türkiye is a performance-driven Board that undertakes corporate decisions with sustainability and ethics in mind.

3.7. Sustainability

QNB Türkiye addresses sustainability as long-term value creation for all stakeholders, including customers, shareholders, employees and society in financial, environmental, social and ethical terms. QNB Türkiye has a multi-layer and participative management structure in order to ensure the integration of Environmental, Social and Governance (ESG) principles into all its processes. Sustainability Governance Framework of the Bank, which is a basic guide in sustainability, is supported with the relevant guidelines, procedures and memberships in national and international initiatives.

The Board of Directors is the highest body responsible for managing sustainability issues in QNB Türkiye. The Sustainability Committee, which meets at least twice a year, creates a strategic roadmap for the sustainability activities of the Bank, and is the decision-making body in all matters related to the Bank's sustainability performance. Each member of the Sustainability Committee evaluates issues related to climate and sustainability, according to their areas of expertise. Global or domestic developments in climate change and sustainability are discussed at least once a year in the Sustainability Committee before the Committee reports significant risks and opportunities that may affect the Bank to the Board of Directors through Corporate Governance Committee. The Head of Risk Management attends meetings of the Sustainability Committee as an observer.

The sustainability efforts of QNB Türkiye accelerated in 2024. The Bank provides a detailed overview of financial and non-

financial capital elements, as categorized by the International Integrated Reporting Council, as well as the value created for its stakeholders in environmental, social, financial and managerial terms, in the 2024 Integrated Activity Report.

Published for the second time, the Integrated Annual Report of QNB Türkiye takes a holistic approach to both financial and nonfinancial elements, and provides a comprehensive assessment on activities motivated by creating sustainable value. In addition to detailing the Bank's 2024 performance, the 2024 Integrated Annual Report provides details of the integration of sustainability into business models and future savvy business targets. The Report also considers the impact of such performance on the stakeholders, risks and created opportunities in the value creation process.

The QNB Türkiye Integrated Annual Report 2024 complies with the annual report requirements projected by the Banking Regulation and Supervisory Agency (BRSA), as well as Capital Markets Board (CMB) regulations.

The Report is prepared in compliance with the following: General Provisions for the Disclosure of Sustainability-Related Financial Information (TSRS1) under Türkiye Sustainability Reporting Standards, Climate-Related Disclosures (TSRS2) and TSRS 2 Appendix Volume 16: Commercial Bank Manuals, GRI Universal Standards 2021 published by Global Reporting Incentive (GRI) and Integrated Reporting Framework regulated by Value Reporting Foundation - VFR. The Report also contains information on United Nations Global Contract (UNGC)

and Women's Empowerment Principles - WEPs, along with contributions of QNB Türkiye regarding UN Sustainable Development Targets. Last but not least, the Integrated Report covers and fulfills the requirements of the Task Force on Climate-Related Financial Disclosures (TCFD), and the Financial Sector Volume of Sustainability Accounting Standards Board Index.

3.8. Revision and Creating New Policies

As document management and standardization help businesses adopt a unified approach and well implemented practices in every single unit, they can be considered to be important elements in corporate governance. If it is considered that the policies are one of the main components which demonstrate the general mindset, strategies and attitude adopted by the Bank in certain areas of operation, it is clearly a requisite for the Bank to set the general framework on the template of policies, their content, and the checkpoints to ensure control, compliance and oversight, both in terms of coherence throughout the Bank, and with the applicable regulations. Such policies were therefore considerably pivotal regarding efforts made in relation to corporate governance during 2024. Initially, Corporate Governance Unit was assigned as the custodian of Bank policies, and a complication and needs analysis was made in collaboration with Compliance Department. In the light of the outputs of such collaboration, a document was created in order to frame a standardization process for the documents, with emphasis placed on policies which regulate the stages of preparing Banks policy, approval hierarchy and mechanisms. With emailing

and communication efforts, such document was announced to related departments, which highlights the importance of the policies to create a regulated and control-based culture. The aim in 2025 will be to maintain improvements to achieve that goal, standardize the processes, integrate such elaborations into the Bank's culture, and ensure adoption throughout the corporation.

Another significant point was to revise current documents within the scope of best practices and rating agencies, thus creating the necessary policies as required by the regulations to which the Bank is subject with regard to its areas of operation. To this end, related business units were encouraged to create and revise required policies accordingly.

Among the most significant of these policies were the Donation Policy and the Compensation Policy, as advised in 1.3.10 and 3.2.1. articles of the Communiqué on Corporate Governance by CMB. Within the frame projected by the Communiqué, a Donation Policy was created and submitted for approval and implementation at the General Assembly of 27.03.2024. Likewise, a Compensation Policy was determined to reflect the practices and principles adopted throughout the Bank. Both policies were shared publicly on the official website of the Bank on the "Policies and Rules related to Corporate Governance" page.

Policies played an important role in the planning of the corporate governance activities carried out throughout 2024

3.9. Revisiting Board Committees and Appointing Chairpersons

Another topic in vogue this year was committees. The Board Committees, as established as per the regulations of BRSA and CMB, were the first to address this issue. Following the appointment of Board Members during the general assembly process, the committee structures were reexamined and it was decided to retain current memberships for the following year.

Moreover, considering that committees function as a tool to utilize the experiences and expertise of members from a variety of backgrounds, as well as to share and divide the tasks among the members, it is self-evident that such committees help and support decision making, oversight and steering processes by providing efficient time management for members. In addition, corporate governance actors reached a consensus to elect chairpersons for such committees so as to ensure coordination among the members and provide an example for best practices. Starting from 2023, chairpersons have consequently been appointed to Credit Committees and Risk Committees, and charters, being the most evident documents to set the objective of committees, are being updated accordingly.

3.10. Self-Assessment of Committees

Another improvement made in 2024 was related to the self-assessment that was carried out for Board Committees. Setting the previous years' work as an example made annually for the Board, self-assessment forms for Board Committees were prepared. Within this scope, various aspects were examined thoroughly, including but not limited to, committee structures, areas of expertise for members, experiences, relations with the executive management, and committee secretariat performances. Prepared exclusively for each committee, these forms were sent out to each member and the report prepared by their secretariat in the light of the outputs were submitted for internal discussion. The objective of this process is to hold a mirror up to current practices and so identify areas of development in terms of improving efficiency.

3.11. Induction File for Board Members

It is evident that the Board of Directors is at the heart of every company's decision-making process. Bearing this in mind, though the segregation of duties between the Board and the Executive Management, the close acquaintance of members with the company has an assuredly positive impact on success. It also ensures that concrete steps are made to implement informed decisions which will support the Board in fulfilling its oversight, audit and guidance duties. One such step was to prepare a file in advance to aid the smooth transition during the onboarding process for new members. Within this scope, discussions on the content of such files were carried out, and a list was prepared in collaboration with various departments of the Bank, Internal Systems in particular, which considered the components of corporate governance. Such a file consists of risk management, related methods, and compliance documents which pertain to Internal Control and Compliance function, significant policies relating to in that account, Turkish Commerce Code, Banking Law, Banking regulations, CMB regulations, Corporate Governance Communiqué and other related regulations. The file will be kept up-to-date throughout the year, and related actions will be taken in collaboration with related units.

3.12. Ad-Hoc Nomination Committee

One of the year's most significant measures taken in corporate governance was the establishment of the Ad-Hoc Nomination Committee. The fundamental motivation behind the move was to facilitate the nomination of the board candidates by QNB BANK A.Ş. in its fully-owned subsidiaries. This was done through setting certain and clear criteria in the nomination process, as well as in application methods, measuring the performance of the appointed nominees, serving sustainable success and adopting holistic strategies throughout the Group. Members of the Committee are appointed from the Board of QNB BANK, and the Committee is supported by Corporate Governance Unit in terms of secretariat work. Corporate Governance Unit also acts as a guide for the onboarding processes of the members, as appointed in the general assemblies of related subsidiaries, in collaboration with the related departments. The aim is to standardize the processes, effectively implement our work in the Group, and adhere to fortifying corporate governance practices and corporate identity.

3.13. Following up Trends

In recent years, employee training has been a significant item on the agendas of organizations. This is unsurprising considering that employee training is one of the basic components of corporate governance, and that companies are highly motivated in the adaption of training practices to the ever-changing world. Our Bank is no exception, and so providing training opportunities to employees constitutes an important part of the organization, vision and mission of the Bank.

While having an experienced board structure provides a company with the edge over its peers in competition, the need to be constantly up-to-date and stay alert to relevant changes is undeniable. With this in mind, one notable future plan made in 2024 was to hold conferences exclusive for board members on the latest developments and trends in Türkiye and globally. A list of contents was prepared to this end, and plans have also been made to select two topics from a list to assist in decision making and following guidance processes by providing insights to the trending topics of the business sector.

3.14. BADV Project

Another important development in 2024 was the Bank's involvement in efforts to combat domestic violence in the business world by joining the Business Against Domestic Violence (BADV) project, which has been initiated by the Sabancı University Corporate Governance Forum in cooperation with TÜSİAD and supported by the Sabancı Foundation and the United Nations Population Fund (UNFPA). QNB Türkiye considers the provision of a equal, safe and supportive working environment for its employees as one of the Bank's main priorities, and has therefore made comprehensive efforts, through the BADV network to prevent workplace violence. Within the scope of the BADV Project, companies basically aim to develop policies to combat domestic violence, establish support mechanisms, and disseminate awareness raising activities by putting gender equality at the center. Our Bank shared the work it has carried out so far, the gains it has achieved and the roadmap it has prepared to create a violence-free culture in the workplace at the BADV company presentations held on December 19 at Minerva Han, an important platform for business world representatives to share knowledge and experience. In the coming years, the Bank aims to continue to strengthen its efforts to combat workplace violence by working closely with the BADV network, while also maintaining its commitment to developing policies that support gender equality.

3.15. Credit Ratings (*)

| Moody's Investor Service (*) | |
|--|----------|
| Rating Outlook | Positive |
| Long-Term / Short-Term FC Deposits Rating | Ba3/NP |
| Long-Term / Short-Term LC Deposits Rating | Ba2/NP |
| Baseline Credit Assessment | b2 |
| Adjusted Baseline Credit Assessment | ba2 |
| Long-Term / Short-Term FC Counterparty Risk Rating | Ba3/NP |
| Long-Term / Short-Term LC Counterparty Risk Rating | Ba2/NP |
| Senior Unsecured | Ba3 |
| Subordinate | B1(hyb) |

| Fitch Ratings | |
|--|---------------------------|
| Long-term Foreign Currency IDR | BB- (Outlook: Stable) |
| Long-term Local Currency IDR | BB- (Outlook: Stable) |
| National Long-term Rating | AA(tur) (Outlook: Stable) |
| Viability Rating | b+ |
| Shareholder Support Rating | bb- |
| Long-term/ Short-term Senior Unsecured Debt Rating | BB- (Outlook: Stable)/ B |
| Long-term Subordinated | B+ |

*As of 31.03.2025

Appendices





**Appendix-1:
Board of Directors of
QNB Türkiye**



M. Ömer A. Aras

Chairperson QNB Bank A.Ş. Chairperson of the Board of Directors

Dr. Ömer Aras completed his primary and secondary education at Şişli Terakki High School. He then graduated in 1975 from the Academy of Economic and Commercial Sciences where he studied Economics and Finance. He obtained his MBA (1978) and Ph.D. (1981) in Business Administration from Syracuse University, and served as a faculty member in the Business School at Ohio State University for three years. Between 1984-1987, Dr. Aras worked as a Credit Marketing Manager at Citibank Istanbul before becoming Head of the Capital Markets division at Yapı Kredi Bank at the beginning of 1987. He was one of the founding members of Finansbank in October 1987, being Deputy General Manager for two years and the General Manager for six years. He was the Vice Chairperson of the Executive Board of Fiba Holding from 1995 to 2005, and also served on the boards of Fiba Holding's international banks (Switzerland, Netherlands, Russia, Romania, and France) and retail companies (Marks & Spencer, Gima). Dr. Aras left Fiba Holding in 2006 to become Vice Chairperson of the Board and Group CEO of Finansbank. In 2008, he was appointed as a member of NBG's Executive Board responsible for international operations covering Romania, Bulgaria, Serbia, Albania, Macedonia. Dr. Aras was appointed as the Chairperson of the Board of Finansbank in 2010, and currently still holds this position, as well as being the Chairperson of the Board of QNB Insurance since 2012. Between 2003-2007, Dr. Aras served on the Board of Directors of TÜSİAD (Turkish Industry & Business Association), as the Vice Chairperson of the High Advisory Council from 2015 to 2024, and was elected as the Chairperson of the TÜSİAD High Advisory Council in February 2024. In addition, Dr. Aras is a member of the Board of Trustees of Boğaziçi University Foundation, Econfin Advisory Board of Boğazici University, Advisory Board of the Faculty of Law at Galatasaray University, Advisory Board Darüşşafaka Society, IIF (Institute of International Finance), EMAC (Emerging Markets Advisory Council), GBA (Galata Business Angels) angel investor network, and is a mentor for YKKD (Women on Boards Association).



Yousef Mahmoud H. N. Al-Neama

Vice Chairperson of the Board of Directors

Mr. Al-Neama joined QNB in 2005 and currently serves as the Group Chief Business Officer. Before he joined QNB Group, Mr. Al-Neama gained 20 years of experience in financial institutions in various positions in finance and corporate banking in Qatar and abroad. He holds a BS in Aviation Management from the Florida Institute of Technology in the United States and a diploma in Business Management from the University of Glamorgan, Wales. Mr. Al-Neama, who currently serves as Vice Chairperson of the Board of Directors at Iraq Bank Mansour and Jordan Housing Bank for Trade and Finance (HBTF), is also a member of the board at QNB Capital.



Ramzi T. A. Mari

Member of the Board of Directors

Mr. Mari joined QNB Group in 1997 after working at the Bank of Jordan and currently serves as the Group Chief Financial Officer. With 30 years of experience in the banking sector, Mr. Mari is also a Board Member and Audit Committee Member at Housing Bank for Trade and Finance (Jordan), QNB Bank A.Ş., Board Member at QNB Capital LLC and the Chairperson at Qatar International Holdings LLC (Luxembourg). Mr. Mari became a Certified Public Accountant in the State of California, USA in 1989, and holds an MA in Accounting from California State University.



Temel Güzeloğlu

Member of the Board of Directors

Mr. Güzeloğlu was born in 1969 and gained a BSc from the Electrical and Electronics Engineering and Physics Departments of Boğaziçi University. He subsequently received an MSc degree from Northeastern University Electrical and Computer Engineering and an MBA from Bilgi University. Mr. Güzeloğlu worked as the Executive Vice President responsible for Consumer Banking at Finansbank A.Ş. until August 2008, and then served as a member of the Executive Committee and Executive Vice President of the Retail Banking at Finansbank A.Ş. Mr. Güzeloğlu was appointed as the General Manager in April 2010, and served in this position until the end of 2021 before being appointed as a Board Member at QNB Bank A.Ş. on 1 January 2022. Mr. Güzeloğlu is also the Chairperson of the Board of Directors at QNB Invest, QNB eSolutions, IBTech, QNB Wise, independent Board Member at Medical Park Sağlık Hizmetleri A.Ş., and a Board Member at QNB Sağlık Hayat Sigorta ve Emeklilik A.Ş. In addition to these positions; Mr. Güzeloğlu is the Chairperson of Enpara Bank A.Ş. Before joining QNB Bank A.Ş., he worked at Unilever between 1994 and 1996, at Citibank between 1996 and 2000, and at McKinsey Consulting between 2000 and 2004.



Osman Ömür Tan

General Manager (CEO) and Member of the Board of Directors

Born in 1971, Mr. Tan graduated from Ankara Atatürk Anatolian High School, and after obtaining his BA degree at Hacettepe University, Department of Statistics, he received a Master of Business Administration (MBA) from Bilgi University. Mr. Tan started his career in banking as an MT at Yapı Kredi Bank in 1995 and joined Finansbank A.Ş. in 1998. He held various positions in corporate branches and served as Corporate Branch Manager, Head Office Key Account Management Group Manager, and Group Manager responsible for Corporate Banking. In 2011, Mr. Tan served as Executive Vice President of Corporate and Commercial Banking and was responsible for Project Finance, Cash Management, and Foreign Trade Finance. Between 2014 and 2022, he served as the Chairperson of the Board of Directors, Vice Chairperson of the Board of Directors and Board Member at QNB eSolutions, QNB Factoring, QNB Leasing and QNB Invest. Mr. Tan was appointed as the General Manager of QNB Finansbank in January 2022, and he also serves as the Chairperson of the Board of Directors of QNB Factoring and the Vice Chairperson of the Board of Directors at QNB eSolutions.



Adel Ali M. A. Al-Malki

Member of the Board of Directors

Mr. Al-Malki joined QNB in 2003 and currently serves as the Senior Executive Vice President of Group Retail Banking Division. He received his diploma in Computer Information Technology from Qatar University in 2001, and has more than 20 years of experience in the field of information technology, where he occupied various executive positions. He served as the General Manager of the Group's Information Technology from 2010 to 2021, and as the Assistant General Manager of Development and User Services between 2009 and 2010. He also served as the Executive Manager of Development and User Services between 2007 and 2009. Mr. Al-Malki has managed several projects at the Bank and served as an E-Business Manager between 2005-2007 and as a Systems Analyst between 2003-2005. Mr. Al-Malki started his career in Qatar's Ministry of Interior in 1998 at the Information Systems Department. He is also a board member in the Group's subsidiaries, including Al-Mansour Investment Bank in Iraq, where he has been a member of the board since October 2015.



Durmuş Ali Kuzu

Member of the Board of Directors

Dr. Kuzu graduated from Business Management Department of Political Science School at Ankara University in 1996, received an MBA degree in 2008 from University of Illinois at Urbana-Champaign, and obtained his PhD degree in the field of Accounting and Finance at Başkent University in 2018 with his thesis entitled “Factors Determining Credit Volume: An Empirical Study of the Turkish Banking Industry.” Dr. Kuzu has a CPA and an Independent Auditor Certificate. He participated in many national and international committees during this period, including representing Türkiye as a member at BASEL and FSB Banking Committees. Dr. Kuzu has also conducted multiple studies on regulation and supervision practices in the banking-finance sector of many countries including, but not limited to, the US, the UK and the European Union, actively worked in the workshops of Banking Laws and related legislations, attended various seminars and conferences, published many articles, and lectured at universities. Dr. Kuzu began his professional career in Vakıfbank in 1996 as an Assistant Loan Analyst and then served as Internal Auditor at Türkiye Emlak Bankası between 1997-1999. From 1999 to 2016, he worked as Vice President at the Undersecretariat of the Treasury, Public Oversight Accounting and Auditing Standards Authority, and Banking Regulation and Supervision Agency (BRSA). Dr. Kuzu worked on teams for creating and developing banking legislation, participating in project development, implementation and leadership, and group presidency. He has held various managerial positions as team leader, coordinator, head of department and vice president. During his executive duties, he has gained experience in detailed studies of financial areas such as in loans, deposits and treasury operations, banking activities and processes, asset-liability management, enabling the compliance of corporate principles in the institutions, restructuring and turnaround practices, rehabilitation of banks and other financial institutions, information technologies governance, risk management, compliance, internal audit, loan portfolio and corporate loan individual assessment and classification with IFRS and applying other accounting standards. Dr. Kuzu has served as an executive as Coordinator, Head of Office and Vice President in BRSA and public Oversight Accounting and Auditing Standards Authority, where he also took a part in foundation phases. Dr. Kuzu is currently a member of board of directors of TMA Türkiye and Bank Examiners Foundation, and has been serving as a member of the Board of Directors and Audit Committee at QNB Bank A.Ş since August 2016.



Fatma Abdulla S. S. Al-Suwaidi

Member of the Board of Directors

Dr. Al-Suwaidi joined QNB in 2000. She has over 20 years of experience in banking, and currently serves as the Group Chief Risk Officer, having previously been Assistant General Manager of Credit Risk Management. She is also President Commissioner of PT Bank QNB Indonesia Tbk. Dr. Al-Suwaidi has a BSc in Accounting, a Master's Degree in Business Administration (Qatar University), a MSc in Risk Management (University of New York), a Juris Doctor Degree (Hamad Bin Khalifa University), and a Doctorate in Business Administration from Grenoble University, France, on the subject of 'Innovation in Banking and Financial Markets' with a focus on crypto currencies.



Noor Mohd J. A. Al-Naimi

Member of the Board of Directors

Ms. Al-Naimi joined QNB Group in 2000 and has 23 years of banking experience. She received her BA in Business Administration from Qatar University in 1999 and, after working in various positions in the Treasury Operations and Control Departments, she served as Assistant General Manager of Treasury Operations, Trading & Investment before being appointed as the General Manager responsible for Treasury of the QNB Group. Ms. Al-Naimi has attended various trainings, conferences, and local and international seminars such as legal aspects of banking, leadership skills for bankers, international cash and treasury management, clear stream, treasury documentation, and the IIF Future Leaders Program. Ms. Al-Naimi also completed the 2017-2018 Qatar Executive Leaders Program. She is a Member of the Board of Directors and Audit Committee at QNB Bank A.Ş.



Saleh Nofal

Member of the Board of Directors and Chairperson of the Audit Committee

Mr. Nofal joined QNB Group in 2003 and served as the Group Chief Compliance Officer for Compliance for more than 20 years. He has over 36 years of experience in banking and financial services and has specialized in Compliance, Audit, and Risk Management throughout his career. Before joining QNB Group, Mr. Nofal worked with the Arab Bank Group, Jordan Ahli Bank, the Arab World Auditing Bureau and a Jordanian Public Accountancy Firm. He holds a Bachelor's Degree in Commerce from University of Jordan in 1985, along with a number of professional certifications such as the Certified Internal Auditor (CIA) from the Institute of Internal Audits (USA 2002), Certified Fraud Examiner (CFE), Certified Compliance Officer (CCO - USA 2007), and a professional Diploma in Audit and Accounting from the Arab Banking and Financial Sciences Academy (Jordan 2000). Mr. Nofal is also a member of the Association of Certified Fraud Examiners (ACFE), the Association of Certified Anti-Money Laundering Specialists (ACAMS), the Institute of Internal Auditors (IIA), and the MENA Financial Crime Compliance Group (FCCG), in partnership with the Union of Arab Banks.



Yeşim Gra

Member of the Board of Directors

Born in 1967, Ms. Gra has a BA from Boğaziçi University, Department of Business Administration, and an MBA from Indiana University Kelley School of Business, where she studied with a TEV scholarship. Ms. Gra began her career as a Financial Analyst at Procter & Gamble A.Ş. in 1991, where she assumed important responsibilities in Sales Finance, Finance Group Manager at the same company and at Sanipak A.Ş., a joint venture of P&G and Eczacıbaşı, between 1995 and 1999. She then served as Corporate Finance and Financial Analysis - Budget Planning Director at P&G Tketim from 1999 to 2004. Ms. Gra worked in senior management positions as Finance Director and as Business Unit Director at Danone Hayat İecek ve Gıda Sanayi A.Ş. between 2004 and 2017, before becoming the General Manager at Danone Hayat İecek ve Gıda Sanayi A.Ş. for 8 years, starting from 2009. Ms. Gra worked as the General Manager at Altıparmak Gıda A.Ş. and at Draeger Medikal ve Korunma Teknolojileri respectively. Since 2020, she has been working as a Business Coach within the scope of the European Innovation Council, as well as an International Strategic Consultant in the Corporate Growth Program of the European Bank for Reconstruction and Development. She received a Risk Director certificate from a global institution in 2022. Ms. Gra has participated in various panels and organizations on Risk Governance and is also an International Finance Corporation (IFC) nominate director abroad and in Trkiye, as well as being an Independent Board Member at Super Film, an affiliated company of Sanko Holding. She is a member of the IU Kelley School of Business Global Dean's Council, a Stakeholder Supervisory board member of the DCRO (Directors and Chief Risk Officers) Institute, and a member of the Board of Directors Association.

Appendix-2: Subsidiaries of QNB Türkiye

QNB LEASING (QNB Finansal Kiralama A.Ş.)

Since its establishment in 1990, QNB Leasing (QNB Finansal Kiralama A.Ş.) has actively financed customer investments. The company is distinguished in the sector by the diversity of sectors and regions it serves, as well as by the breadth of its products. QNB Leasing operates a customer-oriented strategy which focuses on developing tailored solutions for the specific customer requirements within various sectors and businesses. The 14 branches widely spread across Anatolia, one of which is in the Free Trade Zone, enable the company to efficiently determine the needs of its clients on-site. As QNB Leasing focused on financing sustainable investments throughout 2024, the company has expanded the activities in the field of solar energy, which it began in 2015, to enter the wind energy sector through the signing in 2024 of partnership agreements with four wind energy companies.

In addition to renewable energy, QNB Leasing is also investing in sustainability through partnerships with Türkiye's leading companies in the areas of energy and water efficiency for environmentally friendly projects, including wastewater management. In this context, EUR 25 million of financing for Green Economy Financing was secured from the European Bank for Reconstruction and Development (EBRD). In addition to EBRD, QNB Leasing has also received funding from the Turkish Industrial Development Bank (TSKB) and Türkiye Development Investment Bank (TKYB) to support sustainable projects. Steps have been taken to increase employment, and women's employment in particular, as well as support companies managed by women.

In addition to sustainable investments, QNB Leasing continued to contribute to the growth of the economy and production by leasing all types of machinery, equipment, IT hardware, software, metalworking machines, etc. to particularly meet the needs of the manufacturing, tourism, healthcare, and construction sectors. In 2024, a collaboration protocol which aimed to contribute to sustainable investments was concluded with ESCON Energy to support projects in the areas of energy efficiency, conversion, and recovery.

QNB Invest (QNB Yatırım Menkul Değerler A.Ş.)

QNB Invest has been operating in capital market activities since 1996 with an emphasis on innovation and reliability. As QNB Invest is a fully-fledged investment company, it is able to provide the best-in-class service to its customers through product diversity and technological investments. The company aims to be an innovative pioneer in the world of investments by closely following the changes and developments in the financial sector. In addition to a wide range of products such as investment funds, domestic and international equities, futures and options market, on-account trading of capital market instruments, short selling and lending transactions, mutual funds, fixed income securities, and leveraged trading transactions, QNB Invest also provides services in portfolio management, corporate finance, investment consultancy, individual and collective custody, fund unit, Takasbank fund platform, and risk management services. The company has 20 branches in 14 provinces, a large sales team at its Head Office, and digital trading platforms.

QNB Factoring (QNB Faktoring A.Ş.)

Established in 2009, QNB Factoring is one of the leading companies in the sector thanks to the extensive experience of its specialized staff in the banking and factoring industry. The company is a member of Factors Chain International (FCI), the world's most prominent international factoring organization. QNB Factoring has its headquarters in Istanbul, but also operates in 20 branches and digital channels in Adana, Ankara, Antakya, Antalya, Anadolu Ticari, Avrasya Ticari, Bursa, Denizli, Eskişehir, Gebze, Halkalı, İzmir, Kayseri, Konya, Ostim, Samsun, Gaziantep, Mersin, Diyarbakır and Trabzon.

QNB Asset Management (QNB Portföy Yönetimi A.Ş.)

QNB Asset Management, which was established in 2000, manages the retirement funds of QNB Health Life Insurance and Pension, in addition to securities investment and exchange-traded funds. In 2024, the Company received the “Best Asset Management Company in Türkiye” award at the Global Banking & Finance Review’s “Global Banking & Finance Awards”.

QNB Asset Leasing (QNB Varlık Kiralama Şirketi A.Ş.)

QNB Asset Leasing was established in 2018 as a subsidiary of QNB Yatırım Menkul Değerler A.Ş., one of the leading investment institutions in the sector, for the sole purpose of issuing lease certificates. The company also increases awareness and provides investors with information about these certificates.

QNB Health Life Insurance and Pension (QNB Sağlık Hayat Sigorta ve Emeklilik A.Ş.)

QNB Health Life Insurance and Pension, also known as QNB Insurance, was established in 2007 under the name Finans Emeklilik ve Hayat A.Ş. The name was changed in 2012 to Cigna Finans Sağlık Hayat ve Emeklilik A.Ş. with the company being divided between QNB Finansbank (49%), and Cigna Nederland Gamma B.V (51%). In 2020, the name was changed again to Cigna Sağlık Hayat ve Emeklilik A.Ş. Following QNB acquiring 51% of the Cigna’s shares, the Company became a 100% subsidiary of the Bank in 2022. The trade name of the company was changed to QNB Sağlık Hayat Sigorta ve Emeklilik A.Ş. (QNB Health Life Insurance and Pension) following amendment of its articles of association at the Extraordinary General Assembly held on 30 May 2023. The motto of the company is “Today, just live the day with QNB Insurance.”

QNBAYOND Ventures B.V.

QNBAYOND Ventures is a corporate venture capital investment fund that invests in early-stage technology startups and Venture Capital (VC) funds in Türkiye and around the world. QNBAYOND Ventures aims to be fully adaptable to future developments in banking through investing in initiatives aimed at enriching R&D activities, reducing competitive risks, and understanding emerging technology and business trends.

IBTech Uluslararası Bilişim ve İletişim Teknolojileri Araştırma Geliştirme, Danışmanlık, Destek Sanayi ve Ticaret A.Ş.

Founded in 2005, IBTech develops software and infrastructure projects in the field of digital and core banking and provides design and development services. IBTech collaborates with companies to provide design, installation and development services in the areas of capacity building innovation and systemic sustainability created through emerging technologies and changing conditions.

QNB eSolutions (QNB eSolutions Elektronik Ticaret ve Bilişim Hizmetleri A.Ş.)

QNB eSolutions, which was established in 2013 to ensure e-Invoice integration in the financial sector, has been operating as a 100% subsidiary of QNB Türkiye since 2018. While remaining the leader of the e-Transformation sector in Türkiye, QNB eSolution has become a fintech company with expanded e-Transformation applications. QNB eSolutions now provides services in e-Invoice, e-Ledger, e-Archive Invoice, e-Waybill, POS Invoice, e-Foreign Exchange Receipt, e-Self-Employment Receipt, e-Producer Receipt, e-Dispatch, and e-Insurance Commission Expense Certificate products. QNB eSolutions is able to utilize more than 350 different types of ERP / Accounting software thanks to its Enterprise Resource Planning (ERP) independent structure, provide uninterrupted service with remote connection through digital technologies, and offer a 24/7 customer experience with digital assistants and customer representatives via all digital channels. The e-Invoice and other e-Transformation solutions provided by QNB eSolutions enable companies to transfer their financial and daily operations completely to the electronic environment. QNB eSolutions is the largest solution partner of the Digital Bridge, which was introduced by QNB Türkiye in 2019, and was ranked among the top 10 e-Invoice service providers by CIO Applications Europe, which was published in Silicon Valley in 2024. It is now the only Turkish company to win this award five times in a row.

Bantaş Nakit ve Kıymetli Mal Taşıma ve Güvenlik Hizmetleri A.Ş.

Bantaş was established in 2009 to provide secure asset transfer services between branches and cash centers, as well as cash support for ATMs. The company's shares are divided equally between QNB Bank A.Ş., Denizbank A.Ş., and Türk Ekonomi Bankası A.Ş.

Appendix-3: Corporate Governance Compliance Report

| Company Compliance Status | | | | | | |
|---|-----|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | Explanation |
| 1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS | | | | | | |
| 1.1.2. - Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors on the corporate website. | ● | | | | | |
| 1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION | | | | | | |
| 1.2.1. - The management has not entered into any transaction that would complicate the conduct of special audits. | ● | | | | | |
| 1.3. GENERAL ASSEMBLY | | | | | | |
| 1.3.2. - The company ensures the clarity of the General Assembly agenda, and that no item on the agenda relates to multiple topics. | ● | | | | | |
| 1.3.7.- Insiders with privileged information have informed the Board of Directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the meeting of the General Shareholders. | | | | | ● | |
| 1.3.8. - The members of the Board of Directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements, were present at the General Shareholders' Meeting. | ● | | | | | |
| 1.3.10. - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions. | ● | | | | | |
| 1.3.11. - The General Shareholders' Meeting was held open to the public, including the stakeholders, without the right to speak. | | ● | | | | Within the scope of the Internal Directive on Working Principles and Procedures of the General Assembly, as approved at the General Assembly meeting of our Bank on 28.03.2013, the Bank's employees, guests, audio and video technicians are able to participate at the General Assembly, unless otherwise decided upon by the chairperson. This does not include those who are obliged by legislation to attend the meeting. |
| 1.4. VOTING RIGHTS | | | | | | |
| 1.4.1. - There is no restriction preventing shareholders from exercising their shareholder rights. | ● | | | | | |
| 1.4.2. - The company does not have shares that carry privileged voting rights. | ● | | | | | |
| 1.4.3. - The company withholds from exercising its voting rights at the meetings of the General Shareholders of any company with which it has cross-ownership in cases where such cross-ownership provides management control. | | | | | ● | |

| Company Compliance Status | | | | | | |
|--|-----|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | Explanation |
| 1.5. MINORITY RIGHTS | | | | | | |
| 1.5.1. - The company is fully committed to the exercise of minority rights. | ● | | | | | "Minority rights are not specified as less than one twentieth of the Bank's capital in the Articles of Association of the Bank. However, utmost attention is paid to using minority rights in conformity with the Turkish Commercial Code (TTK) and Capital Markets Board (SPK) regulations." |
| 1.5.2. - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, as well as expanding the scope of the minority rights. | | | ● | | | Given the shareholding structure of the Bank, minority rights are not specified as less than one twentieth of the Bank's capital in the Articles of Association of the Bank. However, utmost attention is paid to using minority rights in conformity with regulations of the Turkish Commercial Code (TTK) and Capital Markets Board (SPK). |
| 1.6. DIVIDEND RIGHTS | | | | | | |
| 1.6.1. - The dividend policy approved by the meeting of the General Shareholders is posted on the company website. | ● | | | | | |
| 1.6.2. - The dividend distribution policy comprises the minimum information to ensure that shareholders can express an opinion on the procedure and principles of future dividend distributions. | ● | | | | | |
| 1.6.3. - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item. | ● | | | | | It was resolved to retain earnings within the scope of the capital growth strategies. |
| 1.6.4. - The Board reviewed whether the dividend policy balances the benefits of the shareholders with those of the company. | ● | | | | | |
| 1.7. TRANSFER OF SHARES | | | | | | |
| 1.7.1. - There are no restrictions preventing shares from being transferred. | ● | | | | | |
| 2.1. CORPORATE WEBSITE | | | | | | |
| 2.1.1. - The company website includes all elements listed in Corporate Governance Principle 2.1.1.. | ● | | | | | |
| 2.1.2. - The shareholding structure (names, privileges, number and ratio of shares, and the names of holders of more than 5% of the issued share capital) is updated at least every 6 months on the website. | | | | | ● | |
| 2.1.4. - The company website is carefully translated into other selected foreign languages from the original Turkish content. | ● | | | | | |

| Company Compliance Status | | | | | | |
|--|-----|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | Explanation |
| 2.2. ANNUAL REPORT | | | | | | |
| 2.2.1. - The Board of Directors ensures that the annual report represents a true and complete account of the company's activities. | ● | | | | | |
| 2.2.2. - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.. | ● | | | | | |
| 3.1. CORPORATION'S POLICY ON STAKEHOLDERS | | | | | | |
| 3.1.1. - The rights of the stakeholders are protected pursuant to the relevant regulations, contracts, and within the framework of bona fides principles. | ● | | | | | |
| 3.1.3. - Policies or procedures addressing stakeholders' rights are published on the company's website. | ● | | | | | |
| 3.1.4. - A whistleblowing programme is in place for reporting legal and ethical issues. | ● | | | | | |
| 3.1.5. - The company addresses conflicts of interest among stakeholders in a balanced manner. | ● | | | | | |
| 3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE MANAGEMENT OF THE CORPORATION | | | | | | |
| 3.2.1. - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of management employees. | | | ● | | | A model has not been established for the participation of stakeholders in management. However, the members of the Board of Directors are independent to ensure that the rights of minority shareholders and other stakeholders are protected equally within the scope of decisions taken. The management committees in which employees partake, as well as the Intranet portals established to receive the suggestions and ideas of employees, have all been designed to promote employee participation. |
| 3.2.2. - Surveys/other research techniques, consultations, interviews, observation methods etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them. | ● | | | | | |

| Company Compliance Status | | | | | | |
|--|-----|---------|----|----------|----------------|-------------|
| | Yes | Partial | No | Exempted | Not Applicable | Explanation |
| 3.3. HUMAN RESOURCES POLICY | | | | | | |
| 3.3.1. - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions. | ● | | | | | |
| 3.3.2. - Recruitment criteria are documented. | ● | | | | | |
| 3.3.3. - The company has a policy on human resources development, and organises training for employees. | ● | | | | | |
| 3.3.4. - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health. | ● | | | | | |
| 3.3.5. - Employees, or their representatives, were notified of decisions which will impact them. The opinions of the related trade unions was also obtained. | ● | | | | | |
| 3.3.6. - Job descriptions and performance criteria, which consider employee remuneration, have been prepared and distributed to all employees. | ● | | | | | |
| 3.3.7. - Relevant measures (procedures, training, the raising of awareness, goals, monitoring, and complaint mechanisms) have been taken to prevent discrimination and to protect employees against any physical, mental, and emotional abuse. | ● | | | | | |
| 3.3.8. - The company ensures freedom of association and supports the right for collective bargaining. | ● | | | | | |
| 3.3.9. - A safe working environment for employees is maintained. | ● | | | | | |

| Company Compliance Status | | | | | | |
|--|-----|---------|----|----------|----------------|-------------|
| | Yes | Partial | No | Exempted | Not Applicable | Explanation |
| 3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS | | | | | | |
| 3.4.1. - Following measuring of customer satisfaction, the company is seen to have full customer satisfaction. | ● | | | | | |
| 3.4.2. - Customers have been notified of any delays in handling their requests. | ● | | | | | |
| 3.4.3. - The company has complied with the quality standards with respect to its products and services. | ● | | | | | |
| 3.4.4. - The company has in place adequate controls to protect the confidentiality of sensitive information, including the business secrets of customers and suppliers. | ● | | | | | |
| 3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY | | | | | | |
| 3.5.1. - The Board of the Corporation has adopted a code of ethics which is available on the corporate website. | ● | | | | | |
| 3.5.2. - The company is mindful of its social responsibilities and has adopted measures to prevent corruption and bribery. | ● | | | | | |
| 4.1. ROLE OF THE BOARD OF DIRECTORS | | | | | | |
| 4.1.1. - The Board of Directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place. | ● | | | | | |
| 4.1.2. - The agenda and minutes of board meetings indicate that the Board of Directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance. | ● | | | | | |

| Company Compliance Status | | | | | | |
|---|-----|---------|----|----------|----------------|---|
| | Yes | Partial | No | Exempted | Not Applicable | Explanation |
| 4.2. ACTIVITIES OF THE BOARD OF DIRECTORS | | | | | | |
| 4.2.1. - The meetings and activities of the Board of Directors has been reported to shareholders. | ● | | | | | |
| 4.2.2. - The duties and authorities of the members of the Board of Directors are disclosed in the annual report. | ● | | | | | |
| 4.2.3. - The Board has ensured that the internal control framework of the company is adequate for its activities, size and complexity. | ● | | | | | |
| 4.2.4. - Information on the functioning and effectiveness of the internal control system is provided in the annual report. | ● | | | | | |
| 4.2.5. - The roles of the Chairman and Chief Executive Officer are separated and defined. | ● | | | | | |
| 4.2.7. - The Board of Directors ensures that the Investor Relations department and the corporate governance committee work effectively. The Board is particularly involved in the settling of disputes with shareholders. | ● | | | | | |
| 4.2.8. - The company has subscribed to a Directors and Officers liability insurance which covers more than 25% of the capital. | | ● | | | | Any damages that may be caused during the duties of the members of the Board of Directors has been insured by professional liability insurance, with the coverage being less than 25% of the capital. |
| 4.3. STRUCTURE OF THE BOARD OF DIRECTORS | | | | | | |
| 4.3.9. - The Board of Directors has approved a policy on its own composition in the setting of a minimum target of 25% female directors. The board annually evaluates its composition and nominates directors in order to remain compliant with the policy. | | | ● | | | No target ratio has been set for the number of female members in the Board of Directors. There are three female members in the Board, and the 25% ratio of female directors has been maintained. |
| 4.3.10. - At least one member of the audit committee has 5 years of experience in audit/accounting and finance. | ● | | | | | |

| Company Compliance Status | | | | | | |
|--|-----|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | Explanation |
| 4.4. BOARD MEETING PROCEDURES | | | | | | |
| 4.4.1. - Each Board Member attended the majority of the board meetings, either in person or remotely. | | ● | | | | In order to facilitate the participation of all members in meetings of the Board of Directors, our Bank also offers remote access for meetings via video-conference. |
| 4.4.2. - The Board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all Board Members. | ● | | | | | |
| 4.4.3. - The opinions of Board Members that could not attend the meeting, but did submit their opinion in written format, were presented to other members. | ● | | | | | |
| 4.4.4. - Each member of the board has one vote. | ● | | | | | |
| 4.4.5. - The Board has a charter of written internal rules which define meeting procedures. | ● | | | | | |
| 4.4.6. - The Board minutes confirm that all items on the agenda are discussed, and that board resolutions include any dissenting opinions of the Director. | ● | | | | | |
| 4.4.7. - There are limits to external commitments of board members. Shareholders are informed of any external commitments of board members at the meeting of the General Shareholders. | | ● | | | | Members of the Board of Directors can take responsibilities outside the Bank under the conditions permitted by the legislation. Such duties are included in the Annual Report. |

| Company Compliance Status | | | | | | |
|--|-----|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | Explanation |
| 4.5. BOARD COMMITTEES | | | | | | |
| 4.5.5. - Board members serve in only one of the Board's committees. | | | ● | | | The members of the Board of Directors, depending on the number of members on the Board of Directors and in accordance with their experience, may take part in different committees in compliance with the banking regulations. This serves as a supportive element by facilitating the exchange of information other forms of collaboration between committees where required. |
| 4.5.6. - Committees have invited persons to the meetings as deemed necessary to obtain their views. | ● | | | | | |
| 4.5.7. - If external consultancy services are used, the independence of the provider is stated in the annual report. | | | | | ● | Committees received no consultancy services during the year. |
| 4.5.8. - Minutes of all committee meetings are kept and reported to board members. | ● | | | | | |
| 4.6. FINANCIAL RIGHTS | | | | | | |
| 4.6.1. - The Board of Directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively. | ● | | | | | |
| 4.6.4. - The company has done none of the following: extend any loans to its board directors or executives, extend the lending period or enhance the amount of loans; improve the conditions of a loan; extend loans under a personal credit title by third parties; provide guarantees for loans, such as surety. | | ● | | | | The provision of loans by the Bank to the Members of the Board of Directors and Managers are restricted by certain restrictions in Article 50 of the Banking Law. No loans are to be given to the Members of the Board of Directors and Managers outside these limits. |
| 4.6.5. - The individual remuneration of board members and executives is disclosed in the annual report. | | ● | | | | The sum of payments made to the members of the Board and executive managers are announced i.e. Announcements are not made separately per person. |

Appendix-4: Corporate Governance Information Form

| 1. SHAREHOLDERS | |
|---|--|
| 1.1. Facilitating the Exercise of Shareholders Rights | |
| The number of investor meetings (conference, seminar/ etc.) organised by the company during the year | In 2024, Investor Relations participated at 2 investor conferences, and conducted meetings/ teleconferences with 83 institutional investors, banking analysts and rating analysts. Replies were given to daily inquiries coming from investors, investment banks and credit rating agencies in an accurate and timely manner. |
| 1.2. Right to Obtain and Examine Information | |
| The number of request(s) for special audits | None. |
| The number of special audit requests that were accepted at the General Shareholders' Meeting | None. |
| 1.3. General Assembly | |
| Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d) | "Provided simultaneously in Turkish and English: https://www.kap.org.tr/tr/Bildirim/1263990 https://www.kap.org.tr/tr/Bildirim/1347365 " |
| Whether the company provides simultaneous English and Turkish materials for the meeting of the General Shareholders | "Provided simultaneously in Turkish and English: Turkish: https://www.qnb.com.tr/yatirimci-iliskileri/kurumsal-yonetim/genel-kurul English: https://www.qnb.com.tr/en/investor-relations/corporategovernance/general-assembly " |
| The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors, or by the unanimous votes of present board members, in the context of Principle 1.3.9 | None. |
| The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1) | None. |
| The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1) | None. |
| The name of the section on the corporate website that demonstrates the donation policy of the company | https://www.qnb.com.tr/medium/document-file-4111.vsf |
| The relevant link to the PDP with minute of the General Shareholders' Meeting, in which the donation policy has been approved | https://www.kap.org.tr/en/Bildirim/1263990 |
| The number of the provisions of the articles of association that discuss the participation of stakeholders in the meetings of the General Shareholders | Participation of stakeholders to the General Assembly is not regulated in the Articles of Association. |
| Identified stakeholder groups that participated in the meetings of the General Shareholders' Meeting | Shareholders and Bank employees attended the Ordinary General Assembly held in 2024. |

| | |
|--|---|
| 1.4. Voting Rights | |
| Whether the shares of the company have differential voting rights | No |
| In case of voting privileges, the owner and percentage of the voting majority of shares is indicated. | No voting privileges |
| The percentage of ownership of the largest shareholder | 99.88% |
| 1.5. Minority Rights | |
| Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association | No |
| If yes, specify the relevant provision of the articles of association. | None |
| 1.6. Dividend Right | |
| The name of the section on the corporate website that describes the dividend distribution policy | “Disclosed on Investor Relations Section of the Bank’s Corporate Website under the title ““Corporate Governance Policies and Rules””: https://www.qnb.com.tr/en/investor-relations/corporate-governance/corporate-governance-policies-and-rules ” |
| The minutes of the relevant agenda item in case of the Board of Directors proposing to the general assembly that dividends are not to be distributed which provide the reason for such a proposal and information as to the use of the dividend. | Pursuant to the second proposal, as per meeting agenda item 5 made by the Board of Directors, it was resolved by the majority of the votes to adopt allocation of the net profit of TRY-33,172,441,567.31-, which was calculated on the basis of the Bank’s 2023 financial statements by deducting taxes and other financial liabilities as follows; TRY-278,819.66 - shall be added to the Asset Sale Gains Fund to the Real Estate Sales Profit Fund in accordance with the provisions of Article 5-1/e of the Commercial Tax Code, and the remaining TRY-33,172,162,747.65-, shall be transferred under the Extraordinary Reserves, given the fact that the statutory reserves have reached twenty percent of the paid-in capital of our Bank, pursuant to the first paragraph of Article 519 of the Turkish Commercial Code. It was resolved by the majority of the votes to adopt to book and allocate the total revaluation gain (which is the difference between the net book value of the fixed assets before and after the revaluation) amounting to TRY-7,559,339,853.69 under the “TPC Reiterated Article 298/Ç of the Revaluation Fund” account under Equity by transferring from the legal reserves, as a result of revaluation of the fixed assets 4, according to the Tax Procedure Code Reiterated Article 298/Ç, by the end of year 2023. It was resolved by the majority of the votes to adopt to reallocate related revaluation gain, TRY 4,259,426,612.92 under the Tax Procedure Code Temporary Article 32 and TRY-15,247,497,915.61 under Tax Procedure Code Reiterated Article 298/Ç, i.e. total amount of TRY-19,506,924,528.53 which were booked and allocated under related fund accounts to the profit reserves, as a result of revaluation of the fixed assets according to the Tax Procedure Code Temporary Article 32 and Reiterated Article 298/Ç by the end of years 2022 and 2023. It was resolved by the majority of the votes to authorize the Board of Directors in order to use the said reserve funds, with the affirmative votes representing TRY-3,345,892,248.466 amounted registered share capital, against the rejection votes representing TRY-8,972 amounted registered share capital. |
| PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends | https://www.kap.org.tr/en/Bildirim/1263990 |

| General Assembly Meetings | |
|--|---|
| General Meeting Date | 28.03.2024 |
| The number of requests for information received by the company regarding the clarification of the agenda of the meeting of the General Shareholders | 0 |
| Shareholder participation rate to the General Shareholders' Meeting | 99.88% |
| Percentage of shares directly present at the GSM | 0% |
| Percentage of shares represented by proxy | 99.88% |
| Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against | Disclosed at QNB Bank Corporate Website's Investor Relations Section under the Corporate Governance Subsection under the title "General Assembly" for each year specified (https://www.qnb.com.tr/en/investor-relations/corporate-governance/general-assembly) |
| Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them | Disclosed at QNB Bank Corporate Website's Investor Relations Section under the Corporate Governance Subsection under the title "General Assembly" for each year specified (https://www.qnb.com.tr/en/investor-relations/corporate-governance/general-assembly) |
| The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions | Article 17 |
| The number of declarations by insiders received by the board of directors | 736 |
| The link to the related PDP general shareholder meeting notification | "General Assembly: https://www.kap.org.tr/en/Bildirim/1255474 Extraordinary General Assembly: https://www.kap.org.tr/en/Bildirim/1347365 " |

| 2. DISCLOSURE AND TRANSPARENCY | |
|--|---|
| 2.1. Corporate Website | |
| Specify the name of the sections of the website providing the information requested by the Principle 2.1.1. | Listed at Bank's Corporate Website's Investor Relations Section: (https://www.qnb.com.tr/en/investor-relations/corporate-governance) |
| If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares. | Listed at Bank's Corporate Website's Investor Relations Section under the Corporate Governance Subsection, title 'Shareholder Structure' (https://www.qnb.com.tr/en/investor-relations/shareholder-structure) |
| List of languages for which the website is available | "Turkish and English" |
| 2.2. Annual Report | |
| The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2. | |
| a) The page numbers and/or name of the sections in the Annual Report that provide information on the duties of the members of the Board of Directors, as well as executives conducted out of the company, and declarations on independence of board members | The external duties of the members of the Board of Directors and Executives are included in the Board of Directors and Senior Management sections of the Integrated Annual Report for 2024. The declaration of the independence of Mrs. Yeşim Gura, Independent Board Member, is included under "V - Board of Directors" section. |
| b) The page numbers and/or name of the sections in the Annual Report that provide information on committees formed within the board structure | Integrated Annual Report 2024 - Committees under the Board of Directors |
| c) The page numbers and/or name of the sections in the Annual Report that provide information on the number of board meetings in a year and the attendance of the members to these meetings | Integrated Annual Report 2024 - Board of Directors and Participation in Board Committee Meetings |
| d) The page numbers and/or name of the sections in the Annual Report that provide information on amendments in the legislation which may significantly affect the activities of the corporation | Integrated Annual Report 2024 - Additional Information on Activities of the Bank |
| e) The page numbers and/or name of the sections in the Annual Report that provide information on significant lawsuits filed against the corporation and the possible results thereof | None. |
| f) The page numbers and/or name of the sections in the Annual Report that provide information on the conflicts of interest of the corporation among the institutions from which it purchases services. These include matters such as investment consulting and rating, as well as measures taken by the corporation in order to avoid such conflicts of interest | Integrated Annual Report 2024-Evaluations of the Audit Committee on the activities of Internal Control, Internal Audit and Risk Management Systems and Information about their activities in the accounting period |
| g) The page numbers and/or name of the sections in the Annual Report that provide information on the cross ownership subsidiaries in which the direct contribution to the capital exceeds 5% | No cross ownership |
| h) The page numbers and/or name of the sections in the Annual Report that provide information on the social rights and professional training of employees. These include activities of corporate social responsibility that are conducted to improve the social and environmental factors of employees | Integrated Annual Report 2024 - Employee Transformation |

| 3. STAKEHOLDERS | |
|--|--|
| 3.1. Corporation's Policy on Stakeholders | |
| The name of the section on the corporate website that demonstrates the employee remedy or severance policy | https://www.qnb.com.tr/medium/document-file-4111.vsf |
| The number of definitive convictions the company was subject to in relation to breaches of employee rights | 37 |
| The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism) | Ombudsman and Internal Audit |
| Contact details of the company alert mechanism | "Notifications can be submitted to Internal Audit via mail: ihbarhatti@qnb.com.tr or via https://www.qnb.com.tr/bize-ulasin/bize-ulasin/diger-konular ; Bank employees may also report their complaints and/or notices by contacting the ombudsman." |
| 3.2. Supporting the Participation of the Stakeholders in the Corporation's Management | |
| The name of the section on the corporate website that demonstrates the internal regulations which addressing the participation of employees in management bodies | As there are no written internal regulations, participation of employees is ensured in all projects and studies conducted in line with the strategic priorities of the Bank. |
| Corporate bodies where employees are actually represented | Employees are encouraged to take part in decision making through committee memberships of middle- and upper- level management and also intranet portals, which serve a means for employees to submit their opinions and suggestions. |
| 3.3. Human Resources Policy | |
| The role of the board on developing and ensuring that the company has a succession plan for the key management positions | As there are succession plans for the key management positions, these are regularly reviewed by the General Manager, who is also a Executive Board Member, and re-evaluated by the Board of Directors, if needed. |
| The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Provision of a summary of the relevant parts of the human resource policy. | https://www.qnb.com.tr/en/sustainability/reports-and-policies |
| Whether the company provides an employee stock ownership programme | There isn't an employee stock ownership programme. |
| The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. A summary of relevant parts of the human resource policy. | https://www.qnb.com.tr/en/about-qnb/policies |
| The number of definitive convictions the company is subject to in relation to health and safety measures | 0 |

| 3.5. Ethical Rules and Social Responsibility | |
|---|--|
| The name of the section on the corporate website that demonstrates the code of ethics | https://www.qnb.com.tr/en/sustainability/reports-and-policies |
| The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, a provision of information regarding any measures taken on environmental, social and corporate governance issues. | Although there is no corporate social responsibility report published on the corporate website, studies in this area can be accessed from the Corporate Social Responsibility and the Sponsorships section of the Bank's corporate website (https://www.qnb.com.tr/en/about-qnb/corporate-social-responsibility-and-sponsorships). Sustainability Policy, Environmental and Social Risk Management Policy, and other sustainability policies, are also available on the Sustainability Section of the Bank's corporate website. (https://www.qnb.com.tr/en/sustainability) |
| Any measures combating any kind of corruption, including embezzlement and bribery | Anti-Bribery and Corruption Policy is published at the Bank's corporate website: https://www.qnb.com.tr/en/sustainability/reports-and-policies |
| 4. BOARD OF DIRECTORS-I | |
| 4.2. Activity of the Board of Directors | |
| Date of the last board evaluation conducted | The self-evaluation process of the Board of Directors for 2024 was made in February 2025. |
| Whether the board evaluation was externally facilitated | No |
| Whether all board members have been released from their duties at the GSM | Yes |
| The name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties | No delegated duties and/or authorities |
| The number of reports presented by internal auditors to the audit committee or to any relevant committee to the board | The Internal Control Unit submitted 4 reports to the Audit Committee in 2024 (an activity report for each quarter). |
| Specification of the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls | Integrated Annual Report 2024 -Evaluations of the Audit Committee on the activities of Internal Control, Internal Audit and Risk Management Systems and Information about their activities in the accounting period |
| Chairman's name | Dr. Mehmet Ömer Arif Aras |
| CEO's name | Osman Ömür Tan |
| If the CEO and Chair functions are combined: provision of the link to the relevant PDP announcement providing the rationale for such combined roles | The roles of the Chairperson and CEO are undertaken by different individuals. |
| The link to the PDP notification stating that any damage that may be caused by the members of the Board of Directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital | As any damage that may be caused by the members of the board of directors during the discharge of their duties has been insured by professional liability insurance, with the coverage amount being less than 25% of the capital. |
| The name of the section on the corporate website that demonstrates current diversity policy targeting women directors | https://www.qnb.com.tr/en/sustainability/blogs/blogs-of-the-executives/the-rise-of-women-in-senior-management-breaking-the-glass-ceiling |
| The number and ratio of female directors within the Board of Directors | The Board of Directors consists of 11 members, of which 3 are female, corresponding to 27.27%. |

Board Members

| Name-Surname | Real Person Acting on Behalf of Legal Person Member | Independent Board Member or not | The First Election Date To Board | |
|--------------------------------|---|---------------------------------|----------------------------------|--|
| Dr. Mehmet Ömer Arif Aras | Non-executive | Not independent director | 16.04.2010 | |
| Yousef Mahmoud H N Al-Neama | Non-executive | Not independent director | 28.05.2019 | |
| Adel Ali M A Al-Malki | Non-executive | Not independent director | 28.05.2019 | |
| Yeşim Güra | Non-executive | Independent director | 30.03.2023 | |
| Saleh Nofal | Non-executive | Independent director | 30.03.2023 | |
| Durmuş Ali Kuzu | Non-executive | Independent director | 25.08.2016 | |
| Fatma Abdulla S. S. Al Suwaidi | Non-executive | Not independent director | 16.06.2016 | |
| Noor Mohd J. A. Al-Naimi | Non-executive | Independent director | 22.06.2017 | |
| Temel Güzeloğlu | Non-executive | Not independent director | 16.04.2010 | |
| Ramzi T. A. Mari | Non-executive | Independent director | 16.06.2016 | |
| Osman Ömür Tan | Executive (CEO) | Not independent director | 01/01/2022 | |

| | Link To PDP Notification That Includes The Independency Declaration | Whether the Independent Director Considered By The Nomination Committee | Whether She/He lost the Independence or Not | Whether the Director has at Least 5 Years' Experience on Audit, Accounting and/or Finance or not |
|--|---|---|---|--|
| | - | - | (No) | (Yes) |
| | - | - | (No) | (Yes) |
| | - | - | (No) | (Yes) |
| | - | It was considered by the Corporate Governance Committee | (No) | (Yes) |
| | Members of the Audit Committee are considered as independent members within the scope of Article 6 of the Corporate Governance Communiqué | Not considered | (No) | (Yes) |
| | Members of the Audit Committee are considered as independent members within the scope of Article 6 of the Corporate Governance Communiqué | Not considered | (No) | (Yes) |
| | - | - | (No) | (Yes) |
| | Members of the Audit Committee are considered as independent members within the scope of Article 6 of the Corporate Governance Communiqué | Not considered | (No) | (Yes) |
| | - | - | (No) | (Yes) |
| | Members of the Audit Committee are considered as independent members within the scope of Article 6 of the Corporate Governance Communiqué | Not considered | (No) | (Yes) |
| | - | - | (No) | (Yes) |

| 4. BOARD OF DIRECTORS-II | |
|--|--|
| 4.4. Meeting Procedures of the Board of Directors | |
| The number of physical board meetings during the reporting period (meetings in person) | The Board of Directors held 6 meetings physically in 2024. In addition, the Board of Directors adopted various resolutions within the scope of Article 390 of the Turkish Commercial Code in 2024 without having a meeting. |
| The average attendance rate of the Director at board meetings | 95.4% |
| Whether the board uses an electronic portal to support its work or not | Yes |
| The minimum number of days ahead of a board meeting for the provision of information to directors, as per the board charter | Information and documents are submitted to the Board of Directors at least 5 days prior to the board meeting. |
| The name of the section on the corporate website that demonstrates information about the board charter | QNB BANK Corporate Website - Investor Relations - Corporate Governance (https://www.qnb.com.tr/en/investor-relations/corporate-governance) |
| The number of maximum external commitments for board members, as per the policy covering the number of external duties held by directors | Limits specified in the banking legislation are applied. |
| 4.5. Board Committees | |
| The page numbers or section names of the annual report where information about the board committees are presented | Integrated Annual Report 2024 - Committees under the Board of Directors |
| The link(s) to the PDP announcement(s) with the board committee charters | As there is no PDP notification link, the working principles are summarized in the integrated annual report. Integrated Annual Report 2024 - Committees under the Board of Directors |

Composition of Board Committees-I

| Names Of The Board Committees | Name Of Committees Defined As "Other" In The First Column | Name-Surname of Committee Members | Whether Committee Chair Or Not | Whether Board Member Or Not |
|--------------------------------------|---|-----------------------------------|--------------------------------|-----------------------------|
| Corporate Governance Committee | - | Ramzi T. A. Mari | Yes | Board member |
| Corporate Governance Committee | - | Saleh Nofal | No | Board member |
| Corporate Governance Committee | | Yeşim Güra | No | Board member |
| Corporate Governance Committee | - | Burcu Günhar | No | Not Board Member |
| Audit Committee | - | Saleh Nofal | Yes | Board member |
| Audit Committee | - | Ramzi T. A. Mari | No | Board member |
| Audit Committee | - | Durmuş Ali Kuzu | No | Board member |
| Audit Committee | - | Noor Mohd J A Al-Naimi | No | Board member |
| Committee of Early Detection of Risk | - | Mehmet Ömer Arif Aras | Yes | Board member |
| Committee of Early Detection of Risk | - | Fatma Abdulla S S Al-Suwaidi | No | Board member |
| Committee of Early Detection of Risk | - | Adel Ali M A Al-Malki | No | Board member |
| Committee of Early Detection of Risk | - | Saleh Nofal | No | Board member |
| Other | Credit Committee | Mehmet Ömer Arif Aras | No | Board member |
| Other | Credit Committee | Temel Güzeloğlu | No | Board member |
| Other | Credit Committee | Fatma Abdulla S S Al-Suwaidi | Yes | Board member |
| Other | Credit Committee | Yousef Mahmoud HN Al-Neama | No | Board member |
| Other | Credit Committee | Osman Ömür Tan | No | Board member |
| Other | Credit Committee | Noor Mohd J A Al-Naimi | No | Board member |
| Other | Credit Committee | Ramzi T. A. Mari | No | Board member |
| Remuneration Committee | - | Temel Güzeloğlu | No | Board member |
| Remuneration Committee | - | Yousef Mahmoud HN Al-Neama | Yes | Board member |

| | |
|---|---|
| 4. BOARD OF DIRECTORS-III | |
| 4.5. Board Committees-II | |
| Specify where the activities of the audit committee are presented on your annual report or website (Page number or section name in the annual report/website) | Integrated Annual Report 2024 - Committees under the Board of Directors |
| Specify where the activities of the corporate governance committee are presented on your annual report or website (Page number or section name in the annual report/website) | Integrated Annual Report 2024 - Committees under the Board of Directors |
| Specify where the activities of the nomination committee are presented on your annual report or website (Page number or section name in the annual report/website) | Integrated Annual Report 2024 - Committees under the Board of Directors |
| Specify where the activities of the early detection of risk committee are presented on your annual report or website (Page number or section name in the annual report/website) | Integrated Annual Report 2024 - Committees under the Board of Directors |
| Specify where the activities of the remuneration committee are presented on your annual report or website (Page number or section name in the annual report/website) | Integrated Annual Report 2024 - Committees under the Board of Directors |
| 4.6. Financial Rights | |
| Specify where the operational and financial targets and their achievement are presented on your annual report (Page number or section name in the annual report) | Integrated Annual Report 2024 - Assessment of the Bank's Performance in 2024 |
| Specify the section of the website where remuneration policy for executive and non-executive directors are presented. | https://www.qnb.com.tr/medium/document-file-2863.vsf |
| Specify where the the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report) | Disclosed in the Integrated Annual Report 2024 under Financial Reports Section - Section Five Footnote VII.1.4. entitled " Information on Benefits Provided to Top Management |

Composition of Board Committees-II

| Names Of The Board Committees | Name of committees defined as "Other" in the first column | The Percentage Of Non-executive Directors | The Percentage Of Independent Directors In The Committee | The Number Of Meetings Held In Person | The Number Of Reports On Its Activities Submitted To The Board |
|--------------------------------------|---|---|--|---------------------------------------|--|
| Audit Committee | - | 100% | 100% | 16 | 4 |
| Corporate Governance Committee | - | 75% | 75% | 8 | 1 |
| Committee of Early Detection of Risk | - | 100% | 25% | 12 | 12 |
| Other | Kredi Komitesi (Credit Committee) | 86% | 29% | 30 | - |
| Remuneration Committee | - | 100% | 0% | 6 | 1 |

Appendix-5: Sustainability Compliance Report

| | Company Compliance Status | | | |
|--|---------------------------|---------|----|----------------|
| | Yes | Partial | No | Not Applicable |
| A. GENERAL PRINCIPLES | | | | |
| A1. Strategy, Policy and Goals | | | | |
| A1.1. The prioritised environmental, social and corporate governance (ESG) issues, risks and opportunities have been determined by the Company's Board of Directors. | ● | | | |
| A1.1. The ESG policies (Environmental Policy, Energy Policy, Human Rights and Employee Policy etc.) have been created and disclosed to the public by the Company's Board of Directors. | ● | | | |
| A1.2. The short and long-term targets set within the scope of ESG policies have been disclosed to the public. | ● | | | |
| A2. Implementation/Monitoring | | | | |
| A2.1. The responsible committees and/or business units for the implementation of ESG policies and the senior officials related to ESG issues in the Company and their duties have been identified and disclosed to the public. | ● | | | |
| A2.1. The activities carried out within the scope of policies by the responsible committee and/or unit have been reported to the Board of Directors at least once a year. | ● | | | |
| A2.2. In line with the ESG targets, the implementation and action plans have been formed and disclosed to the public. | ● | | | |
| A2.3. The Key ESG Performance Indicators (KPI) and the level of reaching these indicators have been disclosed to the public on yearly basis. | ● | | | |
| A2.4. The activities for improving the sustainability performance of the business processes or products and services have been disclosed to the public. | ● | | | |

| | Explanation | Report Information on Publicly Disclosed Information (Page number, menu name on the website) |
|--|---|---|
| | | |
| | Priority issues were identified through the materiality analysis method, and risks and opportunities related to ESG were identified based on the materiality analysis and included in the Integrated Annual Report. | “Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies ” |
| | The Sustainability Policy and supporting ESG policies are approved by the Board of Directors and published in the sustainability section of the Bank’s corporate website. | “Sustainability Related Policies: https://www.qnb.com.tr/en/sustainability/reports-and-policies ” |
| | The Bank’s sustainability strategy, framework, short and long-term goals and materiality matrix, created according to the United Nations Sustainable Development Goals, are announced to the public in the integrated annual report and in the sustainability section of the corporate website. | “Sustainability Website: https://www.qnb.com.tr/en/sustainability Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies ” |
| | | |
| | The Sustainability Committee is responsible for the overall management and oversight of the sustainability strategy and performance. The Sustainability Team is responsible for the execution of all the Bank’s sustainability efforts, their compliance with the QNB Group’s strategies and policies, and all sustainability reporting issues. Moreover, Sustainability Working Groups are composed of representatives of relevant business lines and units within the Bank for the initiation and execution of projects and action plans related to sustainability. | “Sustainability Governance and Management: https://www.qnb.com.tr/en/sustainability/our-approach/sustainability-management Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies ” |
| | The Sustainability Committee, which is responsible for the overall management and oversight of the sustainability strategy and performance, is responsible for informing the Corporate Governance Committee and the Board of Directors on relevant issues and reporting sustainability activities at the required frequency, but at least once a year. | “Sustainability Governance and Management: https://www.qnb.com.tr/en/sustainability/our-approach/sustainability-management Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies ” |
| | Project and action plans have been created within the scope of short and long-term targets and reported to the Board of Directors and relevant committees. Although the relevant project/action plans are not disclosed to the public, performance outputs and key performance indicators are disclosed to the public periodically and comparatively with Integrated Annual Report. | “Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies ” |
| | The identified Key Performance Indicators (KPIs) of the Bank are disclosed in Integrated Annual Report as a comparison over the years. | “Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies ” |
| | Activities to improve the sustainability performance of business processes, products and services are disclosed in the relevant sections of the Integrated Annual Report. | “Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies ” |

| | Company Compliance Status | | | |
|--|---------------------------|---------|----|----------------|
| | Yes | Partial | No | Not Applicable |
| A3. Reporting | | | | |
| A3.1. The information about the sustainability performance, targets and actions have been given in annual reports of the Company an understandable, accurate and sufficient manner. | ● | | | |
| A3.2. The information about activities which are related to the United Nations (UN) 2030 Sustainable Development Goals have been disclosed to the public | ● | | | |
| A3.3. The lawsuits filed and/or concluded against the Company about ESG issues which are material in terms of ESG policies and/or will significantly affect the Company's activities, have been disclosed to the public. | ● | | | |
| A4. Verification | | | | |
| A4.1. The Company's Key ESG Performance metrics have been verified by an independent third party and publicly disclosed. | ● | | | |
| B. ENVIRONMENTAL PRINCIPLES | | | | |
| B1. The policies and practices, action plans, environmental management systems (known by the ISO 14001 standard) and programs have been disclosed. | ● | | | |
| B2. The environmental reports prepared to provide information on environmental management have been disclosed to the public which is including the scope, reporting period, reporting date and limitations about the reporting conditions. | ● | | | |
| B4. The environmental targets within the scope of performance incentive systems which included in the rewarding criteria have been disclosed to the public on the basis of stakeholders (such as members of the Board of Directors, managers and employees). | | ● | | |
| B5. How the prioritised environmental issues have been integrated into business objectives and strategies has been disclosed. | ● | | | |
| B7. Partnership including operation process suppliers and suppliers along the value chain including customers how environmental issues managed, aligned to business objectives and how it is integrated into strategies publicly disclosed. | ● | | | |

| | Explanation | Report Information on Publicly Disclosed Information |
|--|--|---|
| | While the Bank's compliance with the Capital Markets Board Sustainability Principles is disclosed in the Integrated Annual Report, sustainability performance, targets and sustainability activities are disclosed to the public through the Integrated Annual Report on an annual basis. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Contribution to the UN Sustainable Development Goals is publicly disclosed through integrated annual reports. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Disclosures regarding lawsuits filed and/or concluded against ESG issues are published in the relevant sections of the Bank's Integrated Annual Report and Public Disclosure Platform. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Indetified ESG Key Performance Indicators are verified by an independent third party and shared publicly through integrated reports. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Carrying out the necessary work for the operation of an environmental management system at international standards, the Bank received the ISO 14001 Environmental Management System Certificate, covering the Kristal Tower (Headquarters Building), Erzurum Operations Building, and Umraniye E Block Building. | "Integrated Annual Report and ISO Certificates https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | In the "About the Report" sections of the Integrated Annual Report, the boundary of the report, the reporting period and reporting principles are detailed. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank provides incentives related to climate change to all its employees, beginning from the top management level. In addition, a systematic incentive mechanism has been established for the Bank's senior management, although it has not been disclosed to the public. | "CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank discloses its material issues identified through materiality analysis and how these issues are integrated into its business objectives and strategy in its Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank takes the utmost care to conduct direct operations along the value chain and actions taken in this regard. The relevant provisions of the Integrated Annual Report are detailed. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |

| | Company Compliance Status | | | |
|--|---------------------------|---------|----|----------------|
| | Yes | Partial | No | Not Applicable |
| B. ENVIRONMENTAL PRINCIPLES (Continued) | | | | |
| B8. Whether the Company have been involved to environmental related organizations and non-governmental organizations' policy making processes and collaborations with these organizations has been disclosed. | ● | | | |
| B9. In the light of environmental indicators (Greenhouse gas emissions (Scope-1 (Direct), Scope-2 (Energy indirect), Scope-3 (Other indirect), air quality, energy management, water and wastewater management, waste management, biodiversity impacts)), information on environmental impacts is periodically disclosed to the public in a comparable manner. | ● | | | |
| B10. Details of the standard, protocol, methodology, and baseline year used to collect and calculate data has been disclosed. | ● | | | |
| B11. The increase or decrease in Company's environmental indicators as of the reporting year has been comparatively disclosed with previous years. | ● | | | |
| B12. The short and long-term targets for reducing the environmental impacts have been determined and the progress compared to previous years' targets has been disclosed. | ● | | | |
| B13. A strategy to combat the climate crisis has been created and the planned actions have been publicly disclosed. | ● | | | |
| B14. The programs/procedures to prevent or minimize the potential negative impact of products and/or services on the environment have been established and disclosed. | ● | | | |
| B14. The actions to reduce greenhouse gas emissions of third parties (suppliers, subcontractors, dealers, etc.) have been carried out and disclosed. | ● | | | |
| B15. The environmental benefits/gains and cost savings of initiatives/projects that aims reducing environmental impacts have been disclosed. | ● | | | |

| | Explanation | Report Information on Publicly Disclosed Information |
|--|---|---|
| | The Bank's environmental related memberships and collaborations are reported in detail in the memberships section of the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Environmental indicators that are directly related to the Bank's activities are calculated periodically and comparatively, and environmental indicators are shared with the public through the Integrated Annual Report and CDP reporting. | "Integrated Annual Report and CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Standard, protocol, methodology and base year details are included in the Reporting Guidance for Non-Financial Data section of the Integrated Annual Report. | "Integrated Annual Report https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Environmental indicators are publicly disclosed in the Integrated Annual Report in comparison with previous years. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | In integrated annual reports, the Bank's short and long-term targets are announced and progress against the determined targets is presented to the public. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The strategy and actions to combat the climate crisis are explained in the CDP Climate Change reports and Integrated Annual Report. | "Integrated Annual Report and CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | In line with QNB Türkiye's Sustainable Product and Finance Framework, the products and services offered to its customers are presented in the annual Integrated Annual Report and on the corporate website. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies Corporate Website: https://www.qnb.com.tr/en/sustainability/responsible-products-and-services " |
| | QNB Türkiye aims to spread the principle of sustainable value creation throughout its entire supply chain with its responsible procurement vision. Within the scope of the Sustainability Policy, the Bank assesses sustainability risks within the supply chain and cooperates with third parties to ensure compliance. The Bank expects third parties to act in compliance with applicable laws and regulations. Actions taken are disclosed to the public in the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The results of the actions taken to reduce environmental impacts are shared in the relevant sections of the Integrated Annual Report on a project basis. In addition, projects and actions to reduce environmental impacts are explained in the CDP Climate Change Report. | "Integrated Annual Report and CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |

| | Company Compliance Status | | | |
|---|---------------------------|---------|----|----------------|
| | Yes | Partial | No | Not Applicable |
| B. ENVIRONMENTAL PRINCIPLES (Continued) | | | | |
| B16. The data related to energy consumption (natural gas, diesel, gasoline, LPG, coal, electricity, heating, cooling, etc.) has been disclosed as Scope-1 and Scope-2. | ● | | | |
| B17. The information related to production of electricity, heat, steam and cooling as of the reporting year has been disclosed. | ● | | | |
| B18. The studies related to increase the use of renewable energy and transition to zero/low carbon electricity have been conducted and disclosed. | ● | | | |
| B19. The renewable energy production and usage data has been publicly disclosed. | ● | | | |
| B20. The Company conducted projects about energy efficiency and the amount of reduction on energy consumption and emission achieved through these projects have been disclosed. | ● | | | |
| B21. The water consumption, the amount, procedures and sources of recycled and discharged water from underground or above ground (if any), have been disclosed. | ● | | | |
| B22. The information related to whether Company's operations or activities are included in any carbon pricing system (Emissions Trading System, Cap & Trade or Carbon Tax). | | | | ● |
| B23. The information related to accumulated or purchased carbon credits within the reporting period has been disclosed. | ● | | | |
| B24. If carbon pricing is applied within the Company, the details have been disclosed. | ● | | | |
| B25. The platforms where the Company discloses its environmental information have been disclosed. | ● | | | |

| | Explanation | Report Information on Publicly Disclosed Information |
|--|---|--|
| | Energy consumption data are periodically and comparatively calculated and disclosed in the CDP Climate Change Report and Integrated Annual Report within the scope of Environmental Performance Indicators. | "Integrated Annual Report and CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The primary consumption data within the scope of the Bank's activities are disclosed in the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Maximum care is taken to increase the use of renewable energy sources. Efforts to transition to zero or low carbon electricity are described in the CDP Climate Change Report and Integrated Annual Report. In 2024, 100% of electricity consumption was met from renewable energy sources. | "Integrated Annual Report and CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | In 2024, 100% of electricity consumption was met from renewable energy sources. Energy consumption data is publicly disclosed in the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Energy consumption and emission reduction amounts are disclosed in the CDP Report and the results of actions taken to increase energy efficiency are disclosed on a project basis in the Integrated Annual Report. | "Integrated Annual Report and CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank discloses details on water consumption in its Integrated Annual Report and CDP Climate Change Report. | "Integrated Annual Report and CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | There is no Emissions Trading System (ETS) in Türkiye. | - |
| | The Bank received carbon credits (I-REC Certificate) in 2024 for zero emissions from electricity. The Bank also received carbon credits (Gold Standard Carbon Offset Certificate) for carbon emissions from its digital channels. Details can be found in the Integrated Annual Report. | "Integrated Annual Report and CDP Reports: https://www.qnb.com.tr/surdurulebilirlik/surdurulebilirlik-raporlar-politikalar Digital Channels Offset Certificates: https://www.qnb.com.tr/qnbyi-taniyin/surdurulebilirlik/iklim-dostu-dijital-platformlar?utm_source=qnb&utm_medium=footer " |
| | Studies on carbon pricing are included in CDP Climate Change reports. | "CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank discloses its environmental information in the Integrated Annual Report and CDP Report. | "Integrated Annual Report and CDP Reports: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |

| | Company Compliance Status | | | |
|--|---------------------------|---------|----|----------------|
| | Yes | Partial | No | Not Applicable |
| C. SOCIAL PRINCIPLES | | | | |
| C1. Human Rights and Employee Rights | | | | |
| C1.1. The Institutional Human Rights and Employee Rights Policy has been established in the light of the Universal Declaration of Human Rights, ILO Conventions ratified by Türkiye and other relevant legislation. The policy and the officials that responsible for the implementation of it have been determined and disclosed. | | ● | | |
| C1.2. Considering the effects of supply and value chain, fair workforce, improvement of labour standards, women's employment and inclusion issues (gender, race, religion, language, marital status, ethnic identity, sexual orientation, gender identity, family responsibilities, union activities, political opinion, disability, social and cultural differences, etc., such as non-discrimination) are included in its policy on employee rights. | ● | | | |
| C1.3. The measures taken for the minority rights/equality of opportunity or the ones who are sensitive about certain economic, environmental, social factors (low income groups, women, etc.) along the supply chain have been disclosed. | ● | | | |
| C1.4. The developments regarding preventive and corrective practices against discrimination, inequality, human rights violations, forced and child labour have been disclosed. | ● | | | |
| C1.5. Investments in employees (education, development policies), compensation, fringe benefits, right to unionize, work/life balance solutions and talent management are included in the employee rights policy. | ● | | | |
| C1.5. The mechanism for employee complaints and resolution of disputes have been established and related solution processes have been determined. | ● | | | |
| C1.5. The activities carried out within the reporting period which related to ensure employee satisfaction have been disclosed. | ● | | | |
| C1.6. The occupational health and safety policies have been established and disclosed. | | ● | | |

| | Explanation | Report Information on Publicly Disclosed Information |
|--|--|---|
| | | |
| | Human Rights and Employee Rights issues are addressed in the Bank's Sustainability Policy and disclosed to the public on the corporate website. | "Sustainability Related Policies: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank respects the human rights of everyone affected by its activities and ensures that everyone is treated with dignity and equality regardless of race, religion, gender, age or language. The Bank provides its employees with a working environment where they are treated with fairness, equality and respect. Providing equal remuneration and development opportunities, establishing grievance mechanisms, preventing discrimination, and ensuring occupational safety and security of employees, are considered within this framework. The Bank expects its customers and suppliers to respect human rights and prevents child labor and forced labor within its own workforce and supply chain. The Bank discloses its approach to these issues to the public through the Sustainability Policy on its corporate website. | "Sustainability Related Policies: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Measures taken throughout the value chain to protect the rights and equal opportunities of groups sensitive to social factors or minorities are disclosed to the public through the Integrated Annual Report and Sustainability Policies. | "Sustainability Related Policies: https://www.qnb.com.tr/en/sustainability/reports-and-policies Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Actions taken and related regulations are disclosed to the public in the Bank's relevant sustainability policies, Integrated Annual Report and Sustainability page of the corporate website. | "Sustainability Related Policies: https://www.qnb.com.tr/en/sustainability/reports-and-policies Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Relevant information is explained in detail in the relevant sections of the Integrated Annual Report and the Sustainability Policy. | "Sustainability Related Policies: https://www.qnb.com.tr/en/sustainability/reports-and-policies Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Related information is disclosed in detail in the relevant sections of the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Information on ensuring employee satisfaction is disclosed in the relevant sections of the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank has an Occupational Health and Safety Policy, although it has not been disclosed to the public. Activities carried out within the scope of the policy are disclosed to the public in the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |

| | Company Compliance Status | | | |
|--|---------------------------|---------|----|----------------|
| | Yes | Partial | No | Not Applicable |
| C. SOCIAL PRINCIPLES (Continued) | | | | |
| C1.6. The measures taken for protecting health, preventing occupational accidents and related statistics have been disclosed. | ● | | | |
| C1.7. The personal data protection and data security policies have been established and disclosed. | ● | | | |
| C1.8. The ethics policy have been established and disclosed. | | ● | | |
| C1.9. The studies related to social investment, social responsibility, financial inclusivity and access to finance have been explained. | ● | | | |
| C1.10. The informative meetings and training programs related to ESG policies and practices have been organized for employees. | ● | | | |
| C2. Stakeholders, International Standards and Initiatives | | | | |
| C2.1. The customer satisfaction policy regarding the management and resolution of customer complaints has been prepared and disclosed. | | ● | | |
| C2.2. The information about the communication with stakeholders (which stakeholder, subject and frequency) have been disclosed. | ● | | | |
| C2.3. The international reporting standards that adopted in reporting have been explained. | ● | | | |
| C2.4. The principles adopted regarding sustainability, the signatory or member international organizations, committees and principles have been disclosed. | ● | | | |
| C2.5. The improvements have been made and studies have been carried out in order to be included in the Borsa Istanbul sustainability indices and/or international index providers. | ● | | | |
| D. CORPORATE GOVERNANCE PRINCIPLES | | | | |
| D1. The opinions of stakeholders have been sought in the determination of measures and strategies related to sustainability field. | ● | | | |
| D2. The social responsibility projects, awareness activities and trainings have been carried out to raise awareness about sustainability and its importance. | ● | | | |

| | Explanation | Report Information on Publicly Disclosed Information |
|--|---|---|
| | Statistics on occupational accidents are published annually in the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank's Protection of Personal Data and Information Security and Cyber Security Policy exists and has been disclosed to the public. | "Protection of Personal Data Policy: https://www.qnb.com.tr/en/information/protection-of-personal-data Information Security and Cyber Security Policy: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | Although there is no publicly available or formally established Ethics Policy, the ethical standards expected from Bank employees have been set forth through the "QNB Employee Code of Conduct" and the "Code of Conduct for QNB Professionals." | "Employee Code of Conduct Procedure: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The activities carried out in this context are disclosed to the public in the relevant sections of the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | In addition to general awareness-raising events and/or trainings on sustainability, training and meetings are organized specifically on ESG policies and practices, and utmost care is taken to increase the participation of relevant employees in this training. The activities carried out are disclosed to the public through the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank has relevant policies and procedures, but they have not been disclosed to the public. | - |
| | It takes the utmost care to ensure continuous and transparent communication with its stakeholders. Detailed information on Stakeholder Engagement and Communication is shared in the integrated annual report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank explains the international reporting standards it has adopted in its integrated annual report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The Bank discloses the institutions and principles as a signatory to in its Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The details of the sustainability indices in which QNB Türkiye participates are shared with the public through its Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | In all processes of the Bank, the opinions of the relevant stakeholders are sought, and their contribution to processes and strategies is encouraged. The activities carried out are disclosed to the public through the Integrated Annual Report. | "Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |
| | The efforts in this regard are highlighted in the Integrated Annual Report and on the sustainability section of the corporate website. | "Sustainability Website: https://www.qnb.com.tr/en/sustainability Integrated Annual Report: https://www.qnb.com.tr/en/sustainability/reports-and-policies " |