

**MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' GENERAL ASSEMBLY
MEETING OF THE QNB BANK ANONIM SIRKETI, HELD ON MARCH 17, 2025**

The Extraordinary Shareholders' General Assembly of the QNB Bank Anonim Sirketi was held under the supervision of Ms. Seda aycı Akkale who was commissioned by the letter No. E- 90726394-431.03-00107277952, dated 14.03.2024, of the Provincial Directorate of Istanbul affiliated to the Ministry of Trade of the Republic of Turkey at the Bank's Head Office, which locates at Esentepe Mahallesi, Buyukdere Caddesi, Kristal Kule Binasi, No: 215, Sisli-Istanbul, at 11:00 am on Monday, March 17, 2025.

It was ascertained that the convocations for and the notice of the meeting, which included the meeting agenda was announced, as stipulated by the Law and by the Articles of Association, by way of publications of the same within the issue No. 11276, dated February 20, 2025 of the Trade Registry Gazette of Turkey, on the Bank's official website at www.qnb.com.tr, through the Public Disclosure Platform, Electronic General Assembly System, and also within Dnya daily newspaper.

It was ascertained that our bank's independent auditor, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., represented by Selin Dinç Yaprak, Mr. Temel Guzeloglu and Saleh Nofal, Board Members of the Bank and Mr. Osman mür Tan, the General Manager and member of the Board of Directors, were present and ready at the meeting venue. It was ascertained through the review of the list of attendants that the shares, corresponding to TRY 13,494 share capital, out of 33,500,000,000 shares, corresponding to TRY- 3.350.000.000 total share capital of the company, were represented in principal, while the shares, corresponding to TRY- 3.345.892.247,466 share capital, were represented by proxy, through the agency of the attorneys of the relevant principal shareholders, and thus, the shares corresponding to TRY 3,345,905,741.466 share capital were duly represented at the meeting, and that, therefore, the minimum quorum requirement for meeting pursuant to both the Law and the Articles of Association had been satisfied, whereupon the meeting was opened. The Shareholders' Meeting was also commenced concurrently in the electronic medium pursuant to the provisions of Article 1527 of the Turkish Commercial Code. It was ascertained that any attorney of any principal shareholder was not present among the persons, who physically attended the meeting. The agenda was discussed.

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

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

2- 2- One of shareholders asked what the share exchange ratios would be, as they were not included in the draft demerger agreement. Meeting Chairman Adnan Menderes Yayla addressed the matter, stating, "The agreement submitted to the General Assembly for approval regarding the partial division in question is a draft agreement. The number and proportion of shares to be allocated to QNB Bank A.Ş. shareholders in Enpara Bank A.Ş. will be determined by an Expert Institution appointed by the boards of directors of both banks involved in the division, in accordance with the regulations of the Capital Markets Board (CMB) and the Banking Regulation and Supervision Agency (BRSA). and that both banks' boards of directors involved in the split would appoint an Expert Institution to determine these ratios, with both the CMB and the BRSA able to express their opinions on the determination of these ratios."

He added that the final share ratio would be disclosed to shareholders before another general assembly meeting to vote on the spin-off agreement.

In response to's question regarding when the process would be completed, Meeting Chairman Adnan Menderes Yayla replied, "It will be completed after the procedures with the legal authorities are finalised."

Following the decision to increase the share capital of QNB Bank A.Ş. without additional payment, the Chairman of the Meeting, Adnan Menderes Yayla, responded to the question of whether the share ratios held by QNB Bank A.Ş. shareholders in Enpara Bank A.Ş. would change, stating, "This capital increase will not change the share ratio held in Enpara Bank A.Ş. the important factor is the values of Enpara Bank A.Ş. and the Enpara.com service business to be determined by the Expert Institution."

A question was asked as to whether Enpara Bank A.Ş. would be listed on the stock exchange after the partial spin-off. Meeting Chairman Adnan Menderes Yayla stated that, within the scope of capital market legislation, Enpara Bank A.Ş. would be considered publicly traded in terms of the number of shareholders, but that listing on the stock exchange was a different process and required a separate assessment within the scope of the relevant legal regulations.

In response to a question from one of our shareholders,, regarding whether shareholders who do not wish to hold shares in Enpara Bank A.Ş. would have the right to request QNB Bank A.Ş. shares instead of the Enpara Bank A.Ş. shares to be distributed after the split, it was stated that Enpara Bank A.Ş. shares would be distributed from the shares held by the main shareholder, shareholders whose right to participate in the general meeting approving the final agreement is confirmed by MKK records will be entitled to receive Enpara Bank A.Ş. shares directly, and therefore the right to request QNB Bank A.Ş. shares, as stated in the question, will not exist due to this process.

Pursuant to the submitted motion, in accordance with the Banking Regulation and Supervision Agency's (BRSA) dated 03.08.2023 and established on 04.12.2023, and granted an operating licence by the BRSA's decision dated 15.08.2024 and numbered 10945, through a partial spin-off; In accordance with the Banking Law No. 5411 and the "Regulation on Mergers, Transfers, Divisions and Share Exchanges of Banks" published in the Official Gazette dated 01.11.2006, The consolidated balance sheet, consolidated ledger accounts and consolidated profit – loss statements, and Enpara Bank A.Ş.'s non-consolidated balance sheet, non-consolidated ledger accounts and non-consolidated profit – loss statements dated 31.12.2024, which form the basis for the division, and the draft partial division agreement, having been published on the Public Disclosure Platform, the Electronic General Assembly System, and the Bank's website, shall be deemed to have been read and the matter shall be put to a vote. The motion was approved unanimously.

In accordance with the Banking Regulation and Supervision Agency's (BRSA) dated 03.08.2023, and which was established on 04.12.2023 and granted an operating licence by the BRSA's decision dated 15.08.2024 and numbered 10945, through a partial spin-off; In accordance with the Banking Law No. 5411 and the "Regulation on Mergers, Transfers, Divisions and Share Exchanges of Banks" published in the Official Gazette dated 01.11.2006, PwC Independent Audit and Certified Public Accountant and Financial Advisory Services Inc. has certified the QNB Bank A.Ş. consolidated balance sheet, consolidated ledger accounts and consolidated profit – loss statements, and Enpara Bank A.Ş.'s non-consolidated balance sheet, non-consolidated ledger accounts and non-consolidated profit – loss statements as of 31.12.2024, which form the basis for the division, and the draft partial division agreement were unanimously approved.

3- In accordance with the Banking Law No. 5411 and the "Regulation on Mergers, Transfers, and Share Exchange" published in the Official Gazette dated November 1, 2006, the Board of Directors of QNB Bank A.Ş. was unanimously authorized and sign the division agreement approved by the General Assembly under item 2 of the agenda and to carry out the necessary procedures within the scope of the relevant legislation.

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

....., as being one of the shareholders of our Bank, took the floor to address his question regarding when the partial spin-off agreement would be submitted to the Banking Regulation and Supervision Agency (BDDK), it was stated that the draft partial spin-off agreement would be sent to the BDDK within 7 days after signing.

Given the fact that, there were no further meeting agenda items left to be discussed and resolved, the Chairperson and shareholders respectfully greeted the meeting participants, and the meeting was adjourned, also on the Electronic General Assembly System, at 11:33 am.

Commissioner of the Ministry of Trade
Ms. Seda aycı Akkale

Chairperson of the Meeting Council
Mr. Adnan Menderes Yayla

Vote Collector
Mr. Onur Aksoy

Secretary
Mr. Ali Yılmaz