

Compliance Reports within the scope of CMB Legislation

Corporate Governance Information Form

Related Companies	
Related Funds	
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 addition to one-on-one investor meetings, the Bank participated at 2 investor conference with the attendance of Senior Management in 2023. At these organizations, 100 analyst and investor meetings were held in total. As regular meetings were carried out with three credit rating agencies, inquiries submitted by analysts and investors via telephone or e-mails were responded.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	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)	https://www.kap.org.tr/Bildirim/1255474
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Published simultaneously in Turkish and English: Turkish: https://www.qnbfinansbank.com/yatirimci-iliskileri/kurumsal-yonetim/genel-kurul English: https://www.qnbfinansbank.com/en/investor-relations/corporate-governance/general-assembly
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by 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 Communiqué 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 Communiqué on Corporate Governance (II-17.1)	None.
The name of the section on the corporate website that demonstrates the donation policy of the company	None.
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	None.
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Stakeholders' participation in the General Assembly is not regulated by the Articles of Association.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	In 2023, shareholders and Bank employees attended the Ordinary General Assembly.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	No
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	There are no privileged votes.
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.	-

1.6. Dividend Right

The name of the section on the corporate website that describes the dividend distribution policy	It is published in the Investor Relations section of the Bank's corporate website under the heading "Policies and Rules Regarding Corporate Governance": https://www.qnbfinansbank.com/en/investor-relations/corporate-governance/corporate-governance-policies-and-rules
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	The 5th item of the agenda and the proposal regarding the said item were read. Pursuant to the proposal, it was resolved that out of the net profit after tax and other financial liabilities for the year 2022 amounting to TL 17,223,765,514.79, TL 28,297,062.89 is to be added to the Real Estate Sales Profit Fund pursuant to Article 5-1/e of the Corporate Tax Law and the remaining TL 17,195,468,451.90 be added to the Real Estate Sales Profit Fund pursuant to Art. 5-1/e of the Corporate Tax Law, and transferring the remaining TL 17,195,468,451.90 to the General Reserves since statutory reserves have reached 20% of paid in capital in the frame of Article 591/1 of the Turkish Commercial Code, and authorising the Board of Directors to use the reserves were approved with a majority of votes with the votes of acceptance representing TL 3,345,892,248,466 of the share capital against the votes of rejection representing TL 13,866 of the 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/Bildirim/1129944

General Assembly Meetings

General Meeting Date	30.03.2023
The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	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	It is published annually on QNB Finansbank Corporate Website - Investor Relations - Corporate Governance - General Assembly (https://www.qnbfinansbank.com/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	It is published annually on QNB Finansbank Corporate Website - Investor Relations - Corporate Governance - General Assembly (https://www.qnbfinansbank.com/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 16
The number of declarations by insiders received by the board of directors	742
The link to the related PDP general shareholder meeting notification	https://www.kap.org.tr/Bildirim/1129944

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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.	Grouped under the Investor Relations Department on the QNB Finansbank corporate website (https://www.qnbfinansbank.com/en/investor-relations)
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.	There are no real persons holding more than 5% of the shares.
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 demonstrate the information on the duties of the members of the board of directors and 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 2023 Integrated Annual Report. The statement of independence of Ms Yeşim Güra, Independent Board Member, is included in the Compliance Reports within the scope of CMB Legislation section.
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	2023 Integrated Annual Report - Committees Operating under the Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	2023 Integrated Annual Report - Attendance to Board of Directors and Board Committees Meetings
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	2023 Integrated Annual Report - QNB Finansbank's 2023 Performance Evaluation
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	None.
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	An explanation on the subject is provided in the 2023 Integrated Annual Report - Audit Committee's Assessment on the Operation of Internal Audit, Internal Control, Compliance and Risk Management Systems, and Information on its Activities in the Reporting Period
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	The Bank does not have any cross-shareholding company.
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	2023 Integrated Annual Report - "Operational Transformation" and "Transformation of Finansçı" sections titled

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	None.
The number of definitive convictions the company was subject to in relation to breach of employee rights	52
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ombudsman and Internal Audit Department
The contact detail of the company alert mechanism	They may notify the Board of Internal Auditors by mail or send an e-mail to ihbarhatti@qnbfinansbank.com . Bank employees may also report their complaints and/or denunciations by applying to the ombudsman.
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Although there are no written internal regulations, in line with the Bank's strategic priorities, employees are encouraged to participate in all projects and activities carried out.
Corporate bodies where employees are actually represented	Participation of employees in management is encouraged through the duties of middle and senior managers in committees and intranet portals established for employees to communicate their ideas 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	There is a succession plan for key management positions and these plans are regularly reviewed by the General Manager as the Executive Board Member and re-evaluated with the Board of Directors when deemed necessary.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Although the relevant human resources policy is not available on the corporate website, the relevant regulations are summarised in the "Transformation of Finansçı - Special Section: Equal Opportunities, Diversity and Gender Equality" section of the 2023 Integrated Annual Report. The Gender Equality Guide prepared in this context is published under the "Sustainability" tab of the Bank's corporate website under the heading Environmental and Social Policies.
Whether the company provides an employee stock ownership programme	There is no share acquisition plan.
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. Also provide a summary of relevant parts of the human resource policy.	Although the human resources policy is not available on the corporate website, the relevant regulations are summarised in the "Transformation of Finansçı - Special Section: Equal Opportunities, Diversity and Gender Equality" of the 2023 Integrated Annual Report.
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	Although there is no Code of Ethics Policy approved by the Board of Directors, there is an "Anti-Bribery and Anti-Corruption Policy" which is also available on the corporate website. In addition, there are "Instructions on Code of Ethical Conduct for QNB Finansbank Finance Professionals" and "Instructions on Code of Conduct for QNB Finansbank Employees" published with the resolution of the Board of Directors.
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Although there is no corporate social responsibility report published on the corporate website, the activities carried out in this field can be accessed from the Corporate Social Responsibility and Sponsorships tab https://www.qnbfinansbank.com/qnb-finansbanki-taniyin/kurumsal-sosyal-sorumluluk on the corporate website. The Bank's sustainability policy, Environmental and Social Risk Management Policy and other sustainability policies are available on the corporate website under the Sustainability tab. (Sustainability - https://www.qnbfinansbank.com/en/about-qnb-finansbank/sustainability)
Any measures combating any kind of corruption including embezzlement and bribery	Although there is no Code of Ethics Policy approved by the Board of Directors, there is an "Anti-Bribery and Anti-Corruption Policy" which is also available on the corporate website.



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4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	The self-assessment process of the Board of Directors for 2023 was held in February 2024.
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes
ame(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	There has been no delegation of authority.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	The Internal Control Unit submitted 4 reports to the Audit Committee in 2023, including an activity report for each quarter.
Specify 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	2023 Integrated Annual Report Section "Audit Committee's Assessments on the Functioning of Internal Control, Internal Audit and Risk Management Systems and Information on Activities in the Accounting Period"
Name of the Chairman	Dr Mehmet Ömer Arif Aras
Name of the CEO	Osman Ömür Tan

4. BOARD OF DIRECTORS-I (Continued)	
4.2. Activity of the Board of Directors (Continued)	
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	The Chairperson of the Board of Directors and the General Manager are not the same person.
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	Although the damages that may be caused by the members of the Board of Directors during the execution of their duties are covered by professional liability insurance, the amount of such coverage is below 25% of the share capital.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	2023 Integrated Annual Report "Transformation of the Finansçı" and "Special Section: Equal Opportunities, Diversity and Gender Equality" in the sections titled.
The number and ratio of female directors within the Board of Directors	The 11-member Board of Directors includes 3 female Board Members. The corresponding rate is 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		Link To PDP Notification That Includes The Interdependency 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
Dr. Mehmet Ömer Arif Aras	Non-Executive	Not an independent member	16.04.2010		-	-	No	Yes
Yousef Mahmoud H N Al-Neama	Non-Executive	Not an independent member	28.05.2019		-	-	No	Yes
Adel Ali M A Al-Malki	Non-Executive	Not an independent member	28.05.2019		-	-	No	Yes
Yeşim Güra	Non-Executive	Independent member	30.03.2023		-	It has been evaluated by the Corporate Governance Committee.	No	Yes
Saleh Nofal	Non-Executive	Independent member	30.03.2023		Within the scope of Article 6 of the Corporate Governance Communiqué, he is accepted as an independent member since he is a member of the Audit Committee.	Not evaluated	No	Yes
Durmuş Ali Kuzu	Non-Executive	Independent member	25.08.2016		Within the scope of Article 6 of the Corporate Governance Communiqué, she is accepted as an independent member since he is a member of the Audit Committee.	Not evaluated	No	Yes
Fatma Abdulla S. S. Al Suwaidi	Non-Executive	Not an independent member	16.06.2016		-	-	No	Yes
Noor Mohd J. A. Al-Naimi	Non-Executive	Independent member	22.06.2017		Within the scope of Article 6 of the Corporate Governance Communiqué, she is accepted as an independent member since she is a member of the Audit Committee.	Not evaluated	No	Yes
Temel Güzeloğlu	Non-Executive	Not an independent member	16.04.2010		-	-	No	Yes
Ramzi T. A. Mari	Non-Executive	Independent member	16.06.2016		Within the scope of Article 6 of the Corporate Governance Communiqué, he is accepted as an independent member since he is a member of the Audit Committee.	Not evaluated	No	Yes
Osman Ömür Tan	Executive officer (General Manager)	Not an independent member	1.01.2022		-	-	No	Yes



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4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	In 2023, the Board of Directors physically held 7 meetings. However, the Board of Directors took various decisions without holding a meeting within the scope of Article 390 of the Turkish Commercial Code in 2023.
Director average attendance rate at board meetings	94.8%
Whether the board uses an electronic portal to support its work or not	Yes
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	Information and documents are submitted to the members at least 5 days before the Board of Directors meeting
The name of the section on the corporate website that demonstrates information about the board charter	QNB Finansbank Corporate Website - Investor Relations - Corporate Governance under the heading of Articles of Association of our Bank. (https://www.qnbfinansbank.com/en/investor-relations)
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	The limits determined in the banking legislation are applied.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	2023 Integrated Annual Report - Committees Operating under the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	Although there is no link to the PDP Disclosure, the working principles are summarised in the annual report. 2023 Integrated Annual Report - Committees Operating 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 Gura	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	No	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	No	Board member
Other	Credit Committee	Yousef Mahmoud H N 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 H N Al-Neama	No	Board member

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	2023 Integrated Annual Report - Committees Operating under the Board of Directors
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	2023 Integrated Annual Report - Committees Operating under the Board of Directors
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Although the activities of the nomination committee in our Bank are carried out by the Corporate Governance Committee, information is shared under the heading of 2023 Integrated Annual Report - Committees Operating under the Board of Directors.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	2023 Integrated Annual Report - Committees Operating under the Board of Directors
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	2023 Integrated Annual Report - Committees Operating under the Board of Directors
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	2023 Integrated Annual Report, QNB Finansbank's 2023 Performance Evaluation.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	None.
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	2023 Integrated Annual Report of the Bank's financial statements and footnotes in the Financial Reports Section of the Annual Report of 2023, Section VII.1.4, "Information on benefits provided to senior 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%	20	4
Corporate Governance Committee	-	75%	75%	5	1
Committee of Early Detection of Risk	-	100%	25%	12	1
Other	Credit Committee	86%	29%	38	.
Remuneration Committee	-	100%	0%	6	1