



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 2024, Investor Relations participated at 2 investor conferences, and conducted meetings/teleconferences with 83 institutional investors, banking analysts and rating analysts. Daily inquiries coming from investors, investment banks and credit rating agencies were replied in an accurate and timely manner.
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)	Provided both in Turkish and English at the same time Turkish: https://www.kap.org.tr/tr/Bildirim/1263990 https://www.kap.org.tr/tr/Bildirim/1347365
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Provided simultaneously both 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/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	https://www.qnb.com.tr/medium/document-file-4111.vsf
The relevant link to the PDP with minute of the General Shareholders' Meeting where 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 to the General Shareholders' Meeting	Participation of stakeholders to the General Assembly is not regulated in the Articles of Association.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	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 that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	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
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.	Pursuant to the second proposal under 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 the 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; And 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; and 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, and 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 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	Disclosed at QNB Bank A.Ş. 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 A.Ş. 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



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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.	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 under the 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 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 Integrated Annual Report for 2024. The declaration of 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 demonstrate the 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 demonstrate the 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
c) 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	Integrated Annual Report 2024 - Additional Information on Activities of the Bank
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	Integrated Annual Report 2024-Evaluations of the Audit Committee on the activities of Internal Control, Internal Audit Compliance and Risk Management Systems and Information about their activities in the accounting 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%	No cross ownership
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	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 breach of employee rights	37
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ombudsman and Internal Audit
The contact detail 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	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on 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 at the same time 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. Also provide a summary of 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. Also provide 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, 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, studies in this area can be accessed from the Corporate Social Responsibility and 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 released from their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	No delegated duties and/or authorities
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 2024 (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	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
Name of the Chairman	Dr. Mehmet Ömer Arif Aras
Name of the CEO	Osman Ömür Tan
If the CEO and Chair functions are combined, provide the link to the relevant PDP announcement providing the rationale for such combined roles	The roles of the Chairman and CEO are undertaken by different individuals.
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, the coverage amount is below 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%.



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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 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
Dr. Mehmet Ömer Arif Aras	Non-executive	Not independent director	16.04.2010		-	-	(No)	(Yes)
Yousef Mahmoud H N Al-Neama	Non-executive	Not independent director	28.05.2019		-	-	(No)	(Yes)
Adel Ali M A Al-Malki	Non-executive	Not independent director	28.05.2019		-	-	(No)	(Yes)
Yeşim Güra	Non-executive	Independent director	30.03.2023		-	It was considered by the Corporate Governance Committee	(No)	(Yes)
Saleh Nofal	Non-executive	Independent director	30.03.2023		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)
Durmuş Ali Kuzu	Non-executive	Independent director	25.08.2016		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)
Fatma Abdulla S. S. Al Suwaidi	Non-executive	Not independent director	16.06.2016		-	-	(No)	(Yes)
Noor Mohd J. A. Al-Naimi	Non-executive	Independent director	22.06.2017		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)
Temel Güzeloğlu	Non-executive	Not independent director	16.04.2010		-	-	(No)	(Yes)
Ramzi T. A. Mari	Non-executive	Independent director	16.06.2016		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)
Osman Ömür Tan	Executive (CEO)	Not independent director	01.01.2022		-	-	(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)	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.
Director average attendance rate at board meetings	95,40%
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 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 A.Ş. Corporate Website - Investor Relations - Corporate Governance (https://www.qnb.com.tr/en/investor-relations/corporate-governance)
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	
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
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 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	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 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	Yes	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)	Integrated Annual Report 2024 - Committees 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)	Integrated Annual Report 2024 - Committees 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)	As the activities of the Nomination Committee in the Bank are carried out by the Corporate Governance Committee, the information is available at: Integrated Annual Report 2024 - Committees under the Board of Director
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)	Integrated Annual Report 2024 - Committees 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)	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 in 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 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 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. titled "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	Credit Committee	86%	29%	30	.
Remuneration Committee	-	100%	0%	6	1