QNB

Corporate Governance

Annual Report 2025

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Chairperson's Foreword

Dear Shareholders,

I am pleased to present QNB Türkiye's Corporate Governance Annual Report 2025. The Report provides details of QNB Türkiye's commitment to ensuring sound corporate governance standards across the Group, and demonstrates the core corporate governance standards of the Group and how they relate to Group culture. Practices applied to ensure the viability and business growth of the Group are detailed, as well as how these practices have protected, and even enhanced, the trust that has been built with shareholders, regulators and other stakeholders.

As QNB Türkiye Group realizes that the complexity of compliance with international and regulatory requirements increases with the evolution of financial markets, the Group has adopted leading international standards and best practices in the implementation of corporate governance, while also responding appropriately to global developments. Measures taken are not limited to guidelines issued by the Basel Committee on Banking Supervision (BCBS), the Organization for Economic Cooperation and Development (OECD) and the International Chamber of Commerce (ICC), but also comply to the laws, legislations and governance regulations issued by local regulatory authorities. Of particular relevance to us include, but are not limited to, regulations issued by the Capital Markets Board of Türkiye, the Banking Regulation and Supervision Agency, and the Turkish Commercial Code.

QNB Türkiye issues this report on an annual basis to keep its shareholders and stakeholders informed of the operations performed and measures taken for the sake of good governance practices within an environment in which governance principles, instructions and legislations are being continuously and rapidly developed.

QNB Türkiye Group would like to express sincere gratitude to all of our partners and regulators for their support and compliance with leading corporate governance practices.

Chairperson of QNB BANK A.Ş. Board of Directors

1. On Corporate Governance

1.1. International and Local Advised Practices

OECD Corporate Principles

The concept of "corporate governance" dates back to the 1990s when it emerged as a need, due to major company scandals, as an organized framework for the management of a set of relationships between company management, shareholders and stakeholders. Corporate governance is considered by 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), as a fundamental tool for the building of trust between the parties in global and local markets. OECD, which was the first to introduce the standard and principles on corporate governance in 1999, is a leader amongst the many regulatory and supervisory bodies which have created sets of criteria for corporate governance principles.

OECD defines Corporate Governance as the system by follows: 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.

OECD principles, along with other relevant 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 revised by OECD in line with the needs of the global market and technological advances. One noteworthy revision announced in 2023 was that "Sustainability" was to be considered within the concept of corporate governance as an entirely separate charter, with economic efficiency, sustainable growth and financial stability all being emphasized as major topics.

OECD Corporate Governance Factbook 2025

One of the most significant developments within the corporate governance recorded in 2025 was the publication of the OECD Corporate Governance Factbook 2025. The Report, organized under four main headings—global markets and institutional investors; stakeholder rights and ownership factors; board of directors; and corporate sustainability—emphasizes that, alongside changing macroeconomic conditions and geopolitical risks, the landscape of corporate governance is rapidly evolving in response to challenging issues such as sustainability and digitalization.

Notable topics in the report include equity markets for growing companies, evolving board practices based on administrative governance, and disclosures related to sustainability. One notable observation made in the report is the increase, since 2005, in the number of companies that are listed on stock exchanges, with secondary public offerings becoming a primary method for listed companies to raise capital. In terms of regulations on stakeholder rights, it was noted that regulatory authorities have increasingly emphasized the importance of related-party transactions, improved approval mechanisms for such transactions, and enhanced practices concerning the exercise of voting rights at general meetings.

Measurements and observations regarding boards of directors indicate a dramatic rise in the separation of the roles of Chairperson and CEO, while the gender pay gap has not yet been adequately narrowed. Under the section related to the examination of developments in boards of directors, it was emphasized that committees are increasingly established on a voluntary basis according to emerging needs, rather than due to statutory requirements, and that board competencies are updated to align with evolving business environments, risks, and needs.

In addition to the legal frameworks listed under the corporate sustainability section related to sustainability-related disclosures and reports being strengthened and prioritized, broader adoption of such practices is demonstrated by companies voluntarily making disclosures, even where not legally required to do so. However, it was also emphasized that areas remain open for development relating to the impact such disclosures have on investors and specifically targeted audiences.

OECD Factbook Sheet on Türkiye

The OECD's Factbook not only shares key data on general global trends, but also publishes separate country-specific reports. In the report for Türkiye, it is noted that the Capital Markets Board (SPK) has made the Türkiye Sustainability Reporting Standards ("TSRS") mandatory for companies operating in the financial sector and for publicly listed companies. It is also stated that work began in February 2025 to update the Corporate Governance Communiqué with anticipated revisions, including adjustments to the number of women on boards, credit limits, collateral ratios, and practices concerning investor relations officers. Furthermore, while it was observed that the scale of state ownership in Türkiye aligns with the OECD average, it was noted that, when examining investor categories, the level of state ownership rates by institutional investors remains below the average. Finally, in line with trends observed in other OECD countries, market concentration was highlighted as a key feature, with more than 50% of shares typically held by company shareholders.

Legislation

The general principles of corporate governance were formulated in Türkiye in 2003, following the financial crisis of 2001. One prominent publication by the Capital Markets Board was "Corporate Governance Principles", which aimed to regulate corporate governance practices for publicly listed companies. These regulations and principles were later updated, 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), which was published in 2014, regularly considers the principles relating to international and local market conditions, the nature of companies in Türkiye, and the current economic outlook. Meaning that the principles are being regularly updated. During this process, effort was made to ensure the compliance of companies with relevant principles, and the reporting of compliance and operational status. These initiatives resulted in the Corporate Governance Compliance Report, published in 2019, which standardized the reporting of corporate governance practices by companies. Although the majority of these principles are non-obligatory recommendations, 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, while ensuring flexibility of approach for a variety of companies with different capital structures.

The most significant regulatory change in corporate governance in 2025 was the publication and implementation of the Public Oversight, Accounting and Auditing Standards Authority of the Republic of Türkiye ("KGK") of "Türkiye Sustainability Reporting Standards (TSRS) 1 - General Provisions on Disclosure of Financial Information Related to Sustainability" and "TSRS 2 - General Provisions on Disclosure of Financial Information Related to Sustainability". While sustainability remains a globally relevant topic, lawmakers in Türkiye continue to introduce regulations and align with internationally published metrics, shaping frameworks for companies and stakeholders to monitor key points and fulfill expected disclosure obligations. Given that companies are preparing their first sustainability reports for 2024 activities in 2025 as part of the TSRS framework, KGK announcements were closely monitored, and the Bank has fully complied with all obligations in accordance with the guidance provided.

Another regulatory development within corporate governance is the obligation — pursuant to the Communiqué on "Keeping Commercial Ledgers Not Related to Accounting in Electronic Environment," published in the Official Gazette dated 14 February 2025, No. 32813 — for companies to maintain any commercial ledgers, unrelated to accounting, in electronic format. Accordingly, Board of Directors' resolution ledgers are to be created and maintained electronically via digital systems, thus replacing physical ledgers, and signing processes are to be fully integrated with electronic signatures. However, considering that this change requires substantial legal and technical infrastructure preparation, the scope and implementation deadlines were revised through subsequent official announcements. According to these updates, banks, asset management companies, and financial institutions under the supervision and audit of the Banking Regulation and Supervision Agency (BDDK), were exempted from the obligation to maintain Board of Directors' resolution ledgers electronically, although the digitalization of the share register and general assembly meeting minutes remains mandatory.

1.2. Components of Corporate Governance

The 4 Main Pillars of Corporate Governance

The four pillars of corporate governance have been adopted in Türkiye, and throughout the world, following the major company scandals, and subsequent bankruptcies, of the 1990s. The pillars can be understood as follows:

- **Responsibility**
  Responsibility relates to the Board of Directors acting responsibly in consideration of the stance of management and performed operations, and according to the interests of shareholders and stakeholders.

- **Fairness**
  Fairness ensures that all shareholders have equal rights; QNB Türkiye implements a policy of "One Share, One Vote".

- **Accountability**
  Accountability relates to the operations that are carried out at the Bank at any level being accountable, understandable and, performed with due diligence.

- **Transparency**
  Transparency ensures that information and documents, including but not limited to financial, are completely factually accurate, with any material issues related to the Bank, its shareholders and/or stakeholders, being fully disclosed.

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, thus enhancing efficiency and facilitating access to foreign capital, both of which put us ahead of competitors. Such guiding principles also clearly create added value by ensuring that the two different functions of management and decision mechanisms work harmoniously together. The benefits and value created by good governance can be seen in the increase of the stock performances of companies which comply with, and implement, Corporate Governance Principles. Emphasizing the best possible governance practices bolster institutionalization through the development of markets, enhancement of financial sustainability, attraction of foreign investors, and general trust in the companies. Taking all these aspects and benefits into consideration, QNB Türkiye utilizes all its resources to fully meet company responsibilities. This report demonstrates QNB Türkiye's ongoing commitment to upholding the highest standards of corporate governance at globally recognized governance principles.

It can be said that good corporate governance is one of the fundamental factors that helped QNB Türkiye attain prominence among the leading private banks in Türkiye within only 39 years. The success of QNB Türkiye, which is particularly impressive when you consider that it is a young bank in comparison to its peers, has been achieved by placing value on institutionalization, paying utmost attention to compliance with international and domestic principles and criteria, and carrying out operations with unwavering consideration of the rights of its shareholders and stakeholders. In order to meet this 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 have all been separately defined. In fact, segregation of the management and the executive functions of the Bank, in terms of auditing and supervisory operations, lies at the heart of well-applied corporate governance practices. Furthermore, the Bank fully considers public disclosure liabilities in terms of its responsibilities to shareholders and stakeholders, as well as to society and the environment. Such procedures ensure transparency in decision-making processes and other operations.

QNB Türkiye Group prides itself on the flexible and resilient approach taken to the adoption of policies and practices. Such flexibility and resilience enable the Bank to adopt and immediately align with the updated criteria imposed by the policymakers, amended obligations and advice, and constantly evolving market conditions. Such qualities mean that QNB Türkiye is able to effectively learn and fully comply with changing conditions, laws, legislation and practices.

Closely following up on 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 comply 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; and assessing and managing risks. Ethical conduct is practiced by senior management through these measures.
- The Management develops and implements corporate strategy and operates the company's business, under the oversight of the Board, in order to create sustainable long-term value.
- The 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 enable investors to assess the financial and business stabilities 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 leading role in shaping the corporate governance practices of the Group, while striving to build an engaged and diverse Board whose composition is appropriate for the Bank's needs and strategy, while actively conducting succession planning for the Board.
- The Board and the Executive Management engage with long-term stakeholders on issues and concerns that are of common interest 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 Türkiye 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 Policy
- 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 support long-term success in every possible field. The success that has been achieved is 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.

Building a Robust Corporate Governance Framework

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 also 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 within 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 which detail obligations relating to corporate governance.

The Board of Directors and Executive Management consider corporate governance as a fundamental component in maintaining the trust and confidence of shareholders in the Bank, especially 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. All necessary measures were taken during 2025 to both raise and maintain awareness of the significance of corporate governance within QNB Türkiye, while enhancing corporate governance policies.

1.3.1. Structure

Corporate Governance in QNB Türkiye is based on a number of key components. Utmost amongst these are the practices described in laws and regulations, particularly those of the Turkish Commercial Code and Banking Law, which constitute the foundation of Corporate Governance principles. A further component is the Board of Directors, which is in charge of formulating the basic structure of Corporate Governance and ensuring efficiency. In addition to its role as a leader and guide in determining Bank strategy and in accomplishing targets which reflect the Bank's mission and vision, the Board of Directors, as set out in banking law, is expected to establish internal control, risk management and internal audit mechanisms in line with the related legislation within the scope of internal systems, while also ensuring that these functions work accurately, and that accurate reports are made in a timely and compliant manner. Internal Systems is critical in this matter by acting as a control mechanism in the implementation of Corporate Governance. In QNB Türkiye, the structure of departments is arranged to this end: those in charge of daily banking and related operations directly report to the CEO, whereas, as an autonomous structure, the departments of Internal Systems report to the Board through the Audit Committee. This multi-layered organizational structure enables implementation of highly effective 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. Briefly, the Corporate Governance Committee is responsible for both implementing and overseeing corporate governance.

1.3.2. Capital and Shares

QNB Türkiye has a paid capital of 5,500,000,000 TL. Qatar National Bank (Q.S.P.C.) is the controlling shareholder of QNB Türkiye with 99.88% of the company's shares. The remaining 0.12% is publicly traded on the Istanbul Stock Exchange.

As set forth in Article 8 of the Articles of Association, all of the Bank's share certificates must be registered and listed on the Stock Exchange. There are no privileged shares in terms of the exercising of voting rights, and a cumulative voting system is not applied. When deemed necessary, the Board of Directors is authorized to increase the issued capital by issuing shares up to the registered capital ceiling, and to also adjudicate on issues such as: the restriction of the rights of shareholders to purchase newly issued shares, the direct offering to the public of all shares which represent the increased capital through the restriction of preemption rights upon satisfying the conditions set out in the relevant legislation, and the issuing of 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 the principles of dematerialization.

Moreover, attention is paid to the principle of "equality of shares", so that the authority to restrict preemptive rights among shareholders is not exercised unfairly.

1.3.3. Shareholders

Following the principles set forth in the CMB Communiqué, QNB Türkiye ensures both that shareholder rights are protected, and that the exercise of rights is properly facilitated. In addition to electronic media and other means, the 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 on the Bank's strategies, mission, and business operations are also disclosed and announced publicly through a Public Disclosure Platform. As per the Communiqué Principles, the Management avoids any actions that may hinder special auditing.

QNB Türkiye adopts a "One Share, One Vote" policy to ensure equality among shareholders. Utmost attention is paid to the right of every shareholder to vote. Another noteworthy practice 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 relating to the rights of shares. The AoA also states that the General Assembly may hear any proposal which stem 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 minority rights, which have been set as less than 20% of the shares. Within the scope of the principles of equality, 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. Shareholders are entitled to attend the General Assembly physically by registering on the Attendance List, or they may attend by means of Electronic General Assembly System (e-GKS: a system created to enable online attendance to the electronic General Assembly) on the Central Registry Agency (GRA). All attendees on the list have equal right to speak, regardless of how many shares they hold, and the Bank pays the utmost attention to providing opportunities for all shareholders to propose 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 considered 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 that they are either aware of, or have suspicions or concerns about, to a responsible and designated internal authority within the QNB Türkiye Group. Whistleblowing practices are regulated according to the Bank's procedures. Periodic awareness-raising communications constitute an important component of the Bank's ongoing efforts to promote awareness and reinforce understanding of this issue across the organization.

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 Financial Control & Planning and the Group CFO.

As of the end of 2025, 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, the major duties of Investor Relations Department are as follows:

- Ensure compliance with capital markets legislation, corporate governance, and public disclosure requirements.
- Assist General Assembly processes and related shareholder documentation.
- Provide written responses to shareholder and stakeholder information requests.
- Maintain accurate, secure, and up-to-date investor relations records and correspondence.

At QNB Türkiye, the Investor Relations Department:

- Manages relationships with investors, credit rating agencies, and international financial institutions.
- Develops relationships 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 outlined above, under the supervision of the CFO.
- Maintains transparent and consistent communication with the investment community and provides market feedback to senior management.
- Strengthens the Bank's reputation and credibility among investors in line with QNB Group communication strategy.
- Implements an optimum investor outreach program which takes into consideration the needs and strategies of the Bank, as well as the operating environment.
- Monitors investor expectations and market perceptions to enhance investor relations practices.
- Serves as a member in Corporate Governance Committee and Reputation Risk Management; supervise communication with regulatory authorities to ensure consistent compliance and high-quality reporting.

2. Corporate Governance Practices in QNB Türkiye

2.1. The Board of Directors

2.1.1. Roles and Responsibilities of the Board of Directors

The Board is responsible for maintaining the Bank's risk, growth and returns through strategic decisions. The value of the Bank is increased, and long-term benefits are protected, through rational and prudent risk management. The Board is also responsible for ensuring direction, management, supervision and adequate legal control of QNB Türkiye.

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

Corporate Governance

1. Taking the lead in the establishment of 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. Operating within the principles of equality, transparency, responsibility and accountability.
3. Ensuring that the Board's composition, structure, policies and processes meet all relevant legal and regulatory requirements.
4. Reviewing, with the assistance of the Corporate Governance Committee, the independency of Board members within the scope of independence criteria, as determined by related legislation.
5. Evaluating, at regular intervals, the effectiveness of its own managerial implementations, including the appointment and election procedures for the Board of Directors.

Strategic Decisions and Planning

1. Reviewing and approving the strategic direction of the bank; determining the manpower and financial resources that the corporation requires, including the annual budget, while overseeing management and providing guidance in the achievement of objectives, as set out in the QNB Türkiye business plan.
2. Supervising and approving implementation of the policies which seriously affect the bank's profit and loss.
3. Continuously and effectively evaluating the Bank's achievement of targets, activities and performance.
4. Meeting regularly with senior management in order to formulate bank policies and in-house communication channels while following progress towards realization of corporate objectives.
5. Determining data management policies while establishing and applying the most efficient control processes.
6. Considering customer complaints and maintaining a system which conveys results to concerned parties. Such consideration involves the regular reporting of related issues and precautions being taken following complaints.

Internal Systems

1. Establishment of 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 consultation via relevant Board of Directors committees.

2. Electing and removing the managers of internal system units (Risk Management – Internal Audit – Internal Control and Compliance).
3. Fulfilling the responsibilities and duties arising from Banking Law and related regulations for establishing internal control, audit and risk management systems, while executing 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. Enabling 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.

Oversight, Control and Supervision

1. Monitoring the compliance of the Bank's activities with laws, regulations derived from law, Articles of Association, and internal procedures and policies. Measures that are agreed upon are adopted without delay and, if possible, before problems occur.
2. Monitoring senior management's activities and compliance with Board policies.

Credits

1. Development, implementation and supervision of policies regarding the establishment of the credit lines, credit approvals and other related administrative issues, as well as the implementation of any necessary measures.
2. Ensuring that credit line establishment is essentially the responsibility of the Board of Directors who may delegate this authority to an established credit committee or to Head Office.

Information Systems Governance, Information Security and Information Systems Continuity, and Accessibility Management

1. Consideration of information systems management as part of corporate governance practices while providing necessary human resources and funding so that information systems are properly managed.
2. Ensuring effective control over information systems.

Procurement of Outsourced Services

1. Ensuring 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 where confidentiality, integrity and availability of the banking data may potentially be affected. Maintaining the continuity of banking services while effectively maintaining relationships with appropriate service providers.

Financial Reports

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

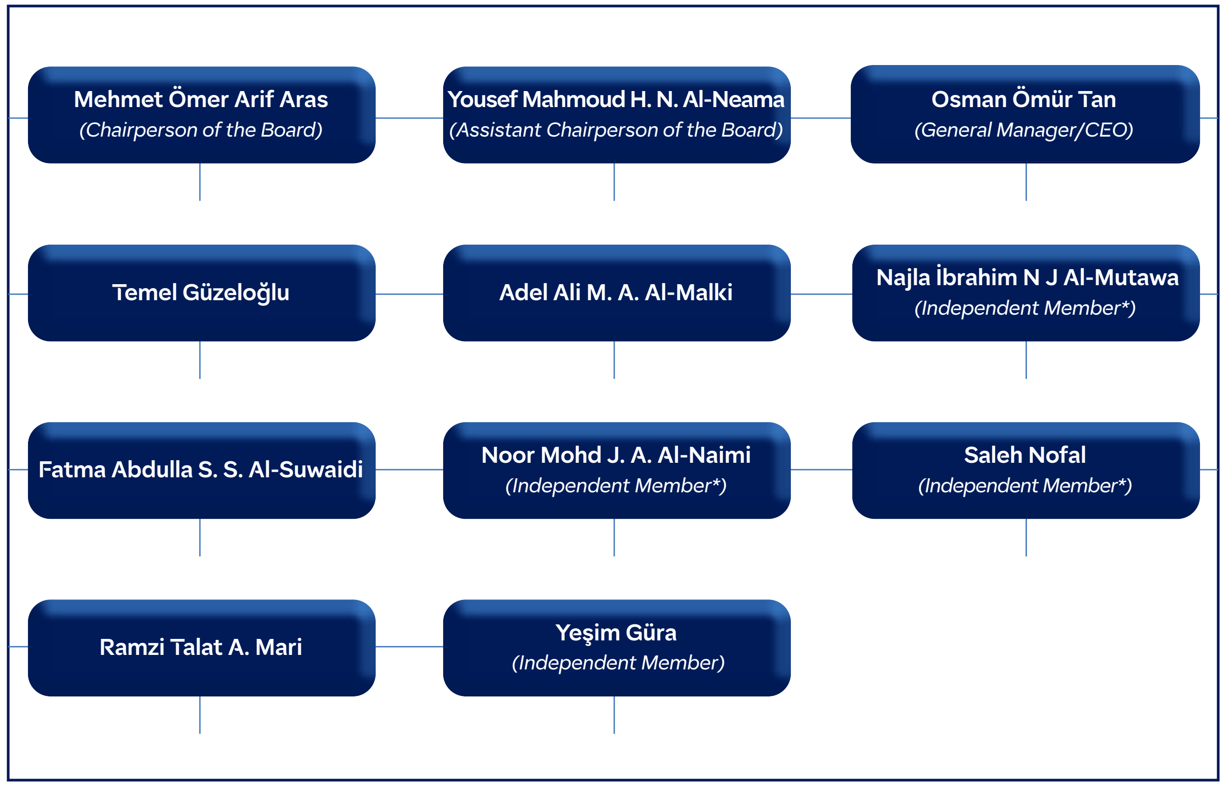
2.1.2. The Board of Directors Structure and Composition

As per Banking Law No. 5411, the Board must consist of at least five members elected by the General Assembly. The CEO, or the Deputy in the CEO's absence, is the permanent member of the Board and is entitled to vote, as is any other Board member, according to 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 no one individual or group dominate Board decisions.

In the 2024 General Assembly, which was held on the 27th of March 2025, the following were elected to the Board of Directors of QNB Türkiye:



(*) Deemed as independent members as per Article 6 of the Corporate Governance Communiqué (II-17.1)

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 Group's Articles of Association, as well as the applicable CMB and BRSA requirements.

BRSA notification, which is required for all board member appointments, 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-official member of the Board of Directors, and for his proxies to take an oath. The oath takes place at the commercial court of the city where the Bank's Head Office is located. A copy of the document, issued by the Court, is delivered to the BRSA latest within 7 working days.

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 General Assembly has power to determine the term of office for Board Members. New members are elected to replace those 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 nomination due to a vacancy arising in 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 any significant change in wealth, and by the end of February, at the latest, for years which end with the figures "0" and "5". Relevant obligations were fulfilled during 2025.

2.1.4. Board Qualifications

There is a minimum of five members of the Board of Directors of the Bank, including the CEO. If the General Manager is unavailable, the Deputy, who is an ordinary member of the Board of Directors, 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 and according to 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 board members of various backgrounds and 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 a variety of expertise to provide a confident and informed approach to the making of informed and precise decisions, achievement of targets and development, and to the risks faced by the Bank.

2.1.5. Independent and Non-Executive Board Members

An independent board member is a member of the BOD who has no other business or financial arrangement or 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 defined by the aforementioned Communiqué.

However, different definitions of a non-executive member of the Board of Directors are given by the Regulation on Internal Systems and Internal Capital Adequacy Assessment Process of Banks, and the Communiqué on Corporate Governance. 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 executional 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 subsidiaries 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 ensuring that the composition of the board is made up of non-executive members. The Bank holds firm to this principle during the entire year and in its General Assembly held on 27 March 2025. The Board is entirely composed of nonexecutive members, except for the General Manager, who is a permanent member of the Board, as per 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 with that of the CEO.

As the roles and responsibilities of Executive Management are not compatible with the roles and responsibilities of the Board, the requirement to divide responsibilities between the two positions is clear. Furthermore, there should be no situation where any individual in QNB Türkiye Group should, or may have, unconstrained powers to take decisions.

2.1.7. Non-Compete Obligation

Board members are prohibited from conducting any transaction of a commercial nature connected with the Company in his/her personal account, or any other person's account, without permission first being obtained from the GA. In addition, he/she cannot be a partner of unlimited liability in any activity with a company involved in the same kind of commercial business.

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.

In fulfillment of their responsibilities towards QNB Türkiye, Board Members must always:

- 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
- Fulfil 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 though 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, 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 to do so 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 carry out their roles and responsibilities effectively, the BOD conducts an annual assessment which allows the BOD to demonstrate that it is accountable for its decisions and the overall operations of the Bank.

A further responsibility of Board Committees is to assess committee performances in fulfilling their responsibilities, competencies of committee members with regard to the activities of the related committee, and the performance of the business units which support the operations of these committees. The self-assessment survey process for other committees was applied by the Executive Management Committees in 2025.

Accordingly, each committee within the Bank conducted an assessment to provide insight into strengths and areas of development. Relevant insights have been shared with the Corporate Governance Committee.

2.1.10. The Board of Directors and Corporate Governance Division

QNB Türkiye's Board of Directors is supported by the Board of Directors and Corporate Governance Division which reports to the Legal Department about controlling the organization and the flow of the 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, the resignation of members of the Board of Directors for submission to the Banking Regulation and Supervision Agency, the executing oath procedures, pursuing property declaration requirements and taking delivery of property declaration forms under 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 of Directors Unit acquires information and documents from the Executive Vice Presidents and Senior Management prior to each Board of Directors meeting in terms of determination of the meeting agenda; minuting of the issues discussed and negotiations made during the Board of Directors meetings; ensuring suitable coordination for the proper keeping of the resolution book of the Board of Directors; obtaining of signatures from the Board Members in the quorum; ensuring coordination to the complete missing signatures in compliance with the related legislation and 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, as part of the same division. In this context, the main tasks that the division is responsible for are as follows: defining the Bank's Governance structure, while ensuring that this structure is in compliance with legal regulations and the 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, Senior 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 projects in this regard when necessary. In addition, among the core functions of the Division is the preparation of Bank policies and instructions — as one of the fundamental elements of governance — along with the management of their content and quality processes, ensuring alignment with internal processes, as well as applicable regulations and Group-level standards.

2.1.11. Board Meetings and Decisions

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 the members must be present at the meeting. Decisions of the Board are passed with the affirmative majority vote 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 of the Board of Directors are signed in accordance with the relevant legislations. Board Members may not vote on behalf of others or attend the meetings by proxy.

In 2025, the Board of Directors of QNB Türkiye held a total of seven board meetings. The rate of member attendance was 90.1%. The Board of Directors also adopted resolutions on various subjects by signing evaluation of the written memorandums by its members.

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 who meets the legal conditions is elected to serve until the first general assembly meeting, in accordance with the Turkish Commercial Code.

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, and 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.

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. 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, all of 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. There are also other committees which are established at an executive level to ensure that 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, as well as the functioning of these systems together with the accounting and reporting systems in accordance with Banking Law No.5411, and applicable regulations, as well as 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 the internal audit activities of the Bank.

The composition of the Audit Committee for 2025 was as follows:

Saleh Nofal
(Chairperson)

Najla İbrahim N J Al-Mutawa

Noor Mohd J A Al-Naimi

Yeşim Güra

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

- Supervise compliance with the provisions of "Regulation on Internal Systems and Internal Capital Adequacy Assessment Process (ICAAP) of Banks" 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, as well as 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 Regulation on Information Systems and Electronic Banking Services of Banks as well as the revision of plans, when necessary.

Below are the oversight responsibilities of the 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 any internal audit enforced upon Board approval. Monitor whether the internal auditors are performing their duties independently and impartially.
- 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 appointment as a result of the General Meeting of Shareholders. Make preliminary evaluation of the agreements to be concluded with the independent auditor, and submit the same to the Board.
- Ensure that the internal audit functions are maintained in a consolidated and coordinated manner in the subsidiaries.
- 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:

- Monitor whether or not those who are authorized to extend loan themselves or their spouses or children, or other natural or legal persons that constitute a risk by association, are involved in the stages of evaluation and decision-making related to any credit transactions to which they are party. Channels of communication that ensure they are informed about such matters are established.
- Review the reports prepared by the Internal Audit Department regarding the adequacy of internal control systems
- Review the annual Management Statement.
- 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 recommendations of FATF (Financial Action Task Force).
- Evaluate the effectiveness of the compliance monitoring system regarding laws and regulations, examination of results, and follow-up of any non-compliance (including disciplinary penalties) in the Bank.
- Ensure that there is an effective structure in the Bank in line with legal regulations and international practices for managing and monitoring the risks concerning financial crimes compliance.
- Evaluate the Bank's compliance with, and degree of control, regarding legal requirements related to data protection.
- 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 above, the Audit Committee is also responsible for the below pertaining to Internal Misconducts, Risk Management, Financial Statements and Reporting to the Board:

- Ensure the establishment of communication channels for reporting internal misconduct 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.
- Evaluate the availability of the necessary methods, tools and implementation procedures for identifying, measuring, monitoring and controlling the risk exposures of the Bank.
- Establish the audit and control process to provide necessary assurance for the adequacy and accuracy of the Internal Capital Adequacy Assessment Process (ICAAP).
- Review the evaluations of the independent audit institution in respect of the compliance of the Bank's accounting practices with banking law and other applicable regulations, while receiving explanations from the responsible senior management regarding identified non-compliances.
- Together with the senior management and the independent auditors, evaluate the results of independent audit, the annual and

quarterly financial statements and related documents, and the independent audit report, and resolve other matters about which the independent auditor has concerns.

- Supervise whether the financial reports of the Bank accurately and fully include the necessary information, as well as ensuring they are prepared in accordance with the Banking Law or other applicable regulations. Ensuring that any identified mistakes or inconsistencies are corrected.
- Discuss with the independent auditors whether or not the financial reports accurately reflect the financial status of the Bank, the results of the activities and the cash flows of the Bank, and whether they have been prepared in accordance with the principles and procedures in the Banking Law and other applicable regulations.
- 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, the explanations and notes thereto, and 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 to ensure that necessary changes and corrections are made in the integrated annual report of the Bank upon notification by the independent auditor. The Board must also be informed if the financial information presented in the Bank's Integrated Annual Report is not full or accurate or fails to comply with the legislation.
- Make recommendations to the Board on the appointment and removal of the heads of the units reporting to the Committee.
- Make recommendations to the Board on the qualifications of the personnel to be employed for the internal systems units.
- Inform the Board of 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 the performing, ensuring of effectiveness, and the improving of activities within its duties and responsibilities.
- Report to the Board the activities carried out in a given period, on condition that such period does not exceed six months, and the results of such activities. Include in such report any opinions regarding the required measures taken in the Bank, practices considered necessary, and any other matters considered important for the activities of the Bank to be safely implemented.
- Evaluate the independence of the rating institutions, independent audit institutions, including those which carry out audits of information systems, and the valuation institutions with which the Bank will sign agreements, as well as the chairperson and member of the boards, auditors, managers and employees, in their activities related with the Bank. The sufficiency of the resources allocated are also evaluated, before evaluations are submitted in the form of a report to the Board, and, when the service is actually procured, the same process is repeated regularly for up to once a year for valuation institutions, and once every three months for other institutions, during the term of the agreement, Perform a risk evaluation on the support and/or external service to be procured by the Bank, submit such evaluations in the form of a report to the Board and, when the service is actually procured, repeat the same process regularly for up to once a year during the term of the agreement, while also monitoring the adequacy of the services provided by the support and/or external service providers.
- Conduct the process of preparing the support and external services risk management program and evaluating the same before submission to the Board for approval.
- Assess the performance of the Committee and the members on an annual basis with the Audit Committee Self-Assessment Form.
- Allocate sufficient time to evaluate 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.
- Allocate sufficient time to 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 ensuring that actions are taken for remediation.
- Review Internal Control Systems Assessment Report regularly prepared by Internal Audit Department as per the Regulation, Inform the Board when needed and ensure that necessary actions are taken.

Other Responsibilities:

Review and approve the offers for non-auditing services planned for procurement by the Bank for internal systems.

Review the customer complaints activity report (for information purposes) quarterly prepared by the consumer relations coordination officer and submitted to the BRSA.

Obtain information and documents from any Bank units, contracted support and/or external service providers, and independent audit institutions, when necessary, and receive consultancy service from experts upon approval of the Board on condition that the expenses are borne by the Bank.

Review the report prepared by the relevant Manager or the executive vice president for the Board regarding the service procurement from authorized valuation institutions, before submission to the Committee.

In 2025, QNB Türkiye Audit Committee held a total of 25 meetings. The Committee also submitted four reports to the Board of Directors in 2025.

Board Risk Committee

In line with Turkish banking Law and regulations, as well as relevant internal Bank policies, a Risk Management Committee was established, dated 20th July 2007 and numbered 191, by 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 in relation to 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 2025 was as follows:

Mehmet Ömer Arif Aras
(Chairperson of the Committee)

Fatma Abdulla S.S. Al-Suwaidi

Adel Ali M. A. Al-Malki

Ramzi Mari

Saleh Nofal

The main responsibilities of the Board Risk Committee are:

- Approve and periodically review the Bank's risk profile, appetite, and 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 adequacy of controls, in 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 are deemed necessary.
- Ensure that the Board of Directors is adequately informed of all matters relating to the Bank's appetite for risks, risk bearing capacity, and risk profile in the exercise of its supervisory and strategic 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 related to information technologies security management within the scope of best practices, related legislation and international standards.
- Ensure compliance with local regulations in relative risk areas.
- Ensure the independence, efficiency and effectiveness of the Bank's risk management activities through appropriate governance and delegations.
- Approve risk related disclosures to third parties.

In 2025, QNB Türkiye Risk Committee held a total of 12 meetings. The Committee also submitted 12 reports to the Board of Directors in 2025.

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 to best practice standards for improvement, to submit suggestions to the Board of Directors, and to ensure that the composition of the Board of Directors, along with its structure, working principles and procedures, are all met.

The composition of the Corporate Governance Committee for 2025 was as follows:

Ramzi T.A. Mari
(Chairperson)

Saleh Nofal

Najla Al-Mutawa

Burcu Günhar
(Investor Relations)

Below are the main responsibilities of the Corporate Governance Committee:

- Develop and coordinate Corporate Governance Manual of the Bank. The Manual is then submitted to the Board of Directors for approval and annual review.
- 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 conflicts-of-interest.
- Periodically review the efficiency, structure and interaction of management committees. Proposals are made to the Board of Directors in relation to Committee structures so Board Committees are established in compliance with their own targets.

- Ensure that all new Board members receive a proper induction program upon joining the Board. Inform new Board members of their authorities and responsibilities, as well as the corporate governance principles of the Bank.
- Develop a process for evaluation and approval of the Board's performance which will ensure coordination for 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 for the review of corporate governance policies and practices implemented in subsidiaries, while ensuring that there is compliance with the policies of the Bank.
- Monitor trends and best practices in corporate governance, before summarizing them 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 Bank's Annual Report.
- Obtain information annually from the Financial Control and Planning Department, as well as other units for confirmation that the related party transactions of the Bank are performed in compliance with the related legislation.
- Review and assess the 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. Make proposals for improvement of 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 that relate to the Board of Director's Charter, and those of Board level committees.

In 2025, QNB Türkiye Corporate Governance Committee held a total of 9 meetings. The Committee also submitted a report to the Board of Directors in 2025.

Credit Committee

The primary purposes of the Credit Committee of QNB Türkiye are approval of loans within the framework of authorized authorities vested by Board of Directors, as per Banking Law No. 5411, and the conducting of effective and efficient loan risk management that conforms to existing regulations.

The composition of the Credit Committee for 2025 was as follows:

- **Fatma Abdulla S.S. Al-Suwaidi** *(Chairperson)*
- **Ömer Arif Aras**
- **Temel Güzeloğlu**
- **Yousef Mahmoud H N Al-Neama**
- **Osman Ömür Tan**

Alternate members:

- **Ramzi T.A. Mari**
- **Noor Mohd J. A. Al- Naimi**

Below are the main responsibilities of the Credit 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 2025, QNB Türkiye Credit Committee held a total of 37 meetings.

Remuneration Committee

The purpose of QNB Türkiye Remuneration Committee is to define the remuneration framework and principles, while advising the Board of Directors to ensure compliance 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 2025 was as follows:

- **Yousef Mahmoud H N Al-Neama** *(Chairperson)*
- **Temel Güzeloğlu**

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 Annual General Meeting of Shareholders.
- 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 the Board in attracting and retaining top-tier talent so as to ensure long-term incentives.
- Revise its charter and submit to the Board of Directors any revision made thereto.

In 2025, QNB Türkiye Credit Committee held a total of 6 meetings. The Committee submitted one report to the Board of Directors in 2025.

2.2. Management Committees

Corporate Loans Management Risk Committee

Corporate Loans Management Risk Committee has been established for the effective management of Bank's operations, risk monitoring and direction, and the review of strategy and activity proposals for all corporate loans (Corporate, Commercial, SME, Business, Agricultural). Within this scope, the Committee's duties include, but are not limited to, the approval and amending of approval criteria for corporate loan products in accordance with the risk appetite determined by the Board of Directors Risk Committee, reviewing modelling systems, probability of default calibrations, and monitoring of results.

Members of the Corporate Loan Policies Committee are as follows:

- General Manager (Committee Chairperson)
- Executive Vice President of Loans Allocation
- Executive Vice President of Loan Monitoring and NPL
- Executive Vice President of Corporate Banking and Project Finance
- Executive Vice President of Commercial and Medium Size Enterprises Banking
- Executive Vice President of Consumer and Small Banking
- Executive Vice President of Payment Systems

Retail Loans Management Risk Committee

The primary purpose of establishing the Retail Loans Management Risk Committee is to effectively manage the Bank's operations, monitor and direct risks, while reviewing strategies and activity proposals for all individual loan products. Within this scope, the Committee's duties include, but are not limited to, approving the acceptance criteria for retail credit products in accordance with the risk appetite determined by the Risk Committee; approving the processes and policies of retail credit units in line with the Bank's risk strategy approved by the Risk Committee. Further duties include defining the rules for new retail credit products; deciding on management-level actions for the credit portfolio and processes, taking risk mitigation actions when deemed necessary, and identifying issues that need to be forwarded to the Risk Committee.

The members of the Retail Loans Management and Policies Committee are as follows:

- General Manager (Committee Chairperson)
- Executive Vice President of Consumer and Small Banking
- Executive Vice President of Payment Systems
- Executive Vice President of Loans Allocation
- Executive Vice President of Loan Monitoring and NPL

Reputational Risk Management Committee

The Reputational Risk Committee manages reputational risk within the scope of BRSA regulations, identifies, assesses, and monitors the reputational risks to which the Bank is exposed, and ensures that necessary actions are taken to prevent these risks. Within this scope, the Committee's duties and responsibilities include, but are not limited to, establishing and developing policies, methodologies, processes, and procedures within the framework of the Reputational Risk Management Framework; determining the metrics to be followed for the management of reputational risk, establishing the processes for collecting these metrics, and monitoring metric results. The members of the Reputational Risk Committee are as follows:

- Chief Risk Officer (Committee Chairperson)
- Executive Vice President of Human Resources
- Executive Vice President of Legal Department
- Chief Internal Control and Compliance Officer
- Human Resources Recruitment, Organization, Performance and Talent Management Director
- Communications Director
- Deputy Head of Internal Control and Compliance (Compliance)
- Customer Experience Office Division Manager
- Customer Solutions Center Division Manager
- Investor Relations Manager
- Personal Data Protection and Management Division Manager
- Operational Risk and Business Continuity Division Manager

Operational Risk Management Committee

The Operational Risk Management Committee reviews/assesses and monitors the operational risks to which the QNB Türkiye Group is exposed, and provides recommendations to business units to prevent or transfer these risks. Within this scope, the Committee's duties include, but are not limited to, establishing and developing the Operational Risk Management Framework and related policies, methodologies, systems, processes, and procedures, while also monitoring and reviewing all operational risks and material losses across the Bank, thus focusing on material operational risk issues that may affect business strategies. Members of the Operational Risk Management Committee are as follows:

- Chief Risk Officer (Committee Chairperson)
- Executive Vice President of IT, Operations, Channels and Business Development
- Chief Internal Control and Compliance Officer
- Executive Vice President of Corporate Banking and Project Finance
- Executive Vice President of Commercial and Medium Size Enterprises Banking
- Chief Information Security Officer
- Mass Banking Director
- Operational Risk and Business Continuity Division Manager
- Loans Policy and Projects Management Division Manager

Asset and Liability Committee (ALCO)

The main purpose of the Asset-Liability Committee (ALCO) is to monitor and manage the Bank's balance sheet structure and structural asset-liability follow-up, as well as ensure the monitoring, control and management of liquidity risk with the authorization given by the Board of Directors. The Committee evaluates the monthly reports submitted by Risk Management, and identifies critical issues in terms of risk. The members of the Assets and Liabilities Committee are as follows:

- Chairperson of the Board of Directors (Committee Chairperson)
- General Manager
- Executive Vice President of Financial Control, Planning and Investor Relations
- Executive Vice President of Treasury
- Head of Balance Sheet Management

IFRS 9

The Committee is established to approve and implement new regulations required under the IFRS 9 framework due to changes in the regulations of the Banking Regulation and the Supervision Agency, or needs arising from the Bank's business strategy. Among the Committee's main duties are ensuring the accurate and consistent application of the IFRS 9 Impairment model and specified classification rules within the scope of certain credit calculations; reviewing and monitoring related figures; and ensuring the adequacy and effectiveness of credit risk management, provision allocation, financial reporting, internal controls, and management information systems under IFRS 9 implementation. Members of the IFRS 9 Committee are as follows:

- General Manager/CEO (Chairperson)
- Executive Vice President of Financial Control, Planning and Investor Relations
- Chief Risk Officer
- Executive Vice President of Loans 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 ensures that the Bank's overall sustainability efforts are managed adequately, effectively, and strategically, while also providing support and direction to ensure sustainability projects progress as planned. Among its main responsibilities are determining the Bank's sustainability vision, mission, and strategy in alignment with the QNB Group's sustainability strategy and framework, approving the Bank's sustainability reports and key disclosures/announcements, and reporting on the activities of the Committee to the Governance Committee and the Board of Directors.

The Committee is responsible for forming five sustainability sub-working groups—Green Transformation, Internal Transformation, Responsible Transformation, Employee Transformation, and Synergy with Subsidiaries—in line with the strategy, evaluating the outcomes of projects carried out by these groups, making recommendations, and supporting their implementation. The members of the Sustainability Committee are as follows:

- General Manager (Committee Co-Chair)
- Treasury Sales and International Banking Managing Director (Committee Co-Chair)
- Chief Risk Officer
- Executive Vice President of Financial Control, Planning and Investor Relations
- Chief Internal Control and Compliance Officer
- Executive Vice President of Legal Department
- Executive Vice President of Corporate Banking and Project Financing
- Executive Vice President of Medium Enterprise and Commercial Banking
- Executive Vice President of Consumer and Small Banking
- Executive Vice President of Payment Systems
- Executive Vice President of Loans Allocation
- Executive Vice President of Human Resources
- Executive Vice President of IT, Operations, Channels and Business Development
- Corporate Digital Banking and Digital Transformation Managing Director
- Communication Director
- Executive Vice President of Treasury
- Executive Vice President of Loan Monitoring and NPL
- Executive Vice President of Digital Banking and QNBEYOND

Disciplinary Committee

The Disciplinary Committee determines the disciplinary penalties that are applied to employees of QNB BANK A.Ş. who violate instructions, general banking conduct and practices, internal regulations of the Bank, and laws, while determining the circumstances under which these penalties are applied. The Committee is also responsible for carrying out the procedures outlined under relevant procedures when such situations occur. The members of the Disciplinary Committee are as follows:

- Executive Vice President of Legal Counseling (Chairperson)
- Chief Audit Officer
- Deputy Head of Internal Audit Department
- Chief Internal Control and Compliance Officer
- Chief Risk Officer
- Executive Vice President of Human Resources
- Executive Vice President of IT, Operations, Channels and Business Development,
- Executive Vice President of Financial Control, Planning and Investor Relations,
- Executive Vice President of Consumer and Small Banking
- Executive Vice President of Medium Enterprise and Commercial Banking

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

AML-CFT Committee is responsible for determing whether or not to establish business relationships with customers, or to terminate existing relationships in cases of suspected malpractice. The Committee also evaluates and adjudicates in cases where it is strongly suspected that national and international sanction regulations have been contravened, and so continuing transactions, or existing business relationships, pose a high risk. Furthermore, the Committee prioritizes projects required for compliance with regulations which aim to prevent money laundering, terrorism, and the proliferation of weapons of mass destruction. The members of the Anti-Money Laundering and Counter Financing of Terrorism (AML-CFT) Committee 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 Department
- Information Technologies, Operations, Channels, and Business Development
- Payment Systems
- Information Security Management

Centralized Purchasing Committee

The Central Purchasing Committee effectively directs the management of expenditures and purchasing policies. The main duties of the Committee include, but are not limited to, determination of the operating principles of the Central Purchasing Committee in line with the Bank's strategic goals and needs; creation and review of purchasing policies in line with the Bank's objectives; and ensuring compliance with expenditure approval instructions and purchasing policies. The members of the Centralized Purchasing Committee are as follows:

- Board Member (Temel Güzeloğlu - Chairperson)
- General Manager
- Executive Vice President of IT, Operations, Channels and Business Development
- Executive Vice President of Financial Control, Planning and Investor Relations

Information Security & Cyber Security Committee

The Information Security and Cybersecurity Committee is mainly responsible for determining the Bank's information security strategy, setting and monitoring risk appetite in information security matters, monitoring information security risks and the measures taken in this regard, evaluating legal requirements and compliance, and regularly reviewing information security policies and standards to ensure effectiveness in line with the needs of the Bank. The members of the Information Security and Cyber Security Committee are as follows:

- General Manager (Committee Chairperson)
- Executive Vice President of IT, Operations, Channels and Business Development,
- Executive Vice President of Consumer and Small Banking
- Executive Vice President of Payment Systems
- Chief Audit Officer
- Chief Internal Control and Compliance
- Chief Risk Officer
- Executive Vice President of Human Resource
- Executive Vice President of Legal Counseling
- Chief Information Security Officer (CISO)

Information Systems Strategy and Steering Committee

The Information Systems Strategy and Steering Committee conducts activities related to the management processes of information systems projects, as determined by the Bank's strategies. Such interventions are within the scope of the "Regulations Regarding Banks' Information Systems and Electronic Banking Services", as arranged in accordance with Article 93 of Law No. 5411 on Banking, and fulfills responsibilities regarding the Bank's strategic management process in this context.

The duties of the Committee duties include, but are not limited to, the evaluation of significant investment decisions regarding information systems, evaluating and prioritizing project proposals, ensuring compliance with legislation, and monitoring project progress. The members of the Information Systems Strategy and Steering Committee are as follows:

- General Manager (Committee Chairperson)
- Executive Vice President of IT, Operations, Channels and Business Development
- Executive Vice President of Human Resources
- Chief Internal Control and Compliance Officer
- Executive Vice President of Legal Department
- Information Systems Representative(s)
- Representative(s) from Relevant Units

Information Systems Continuity Committee

The Information Systems Continuity Committee is responsible for ensuring the continuity of Information Systems Services in place for the execution of banking operations. The Committee is responsible for making relevant announcements on any crisis which considers all factors related to incidents; decisions made to activate the Information Systems Continuity Plan; coordination with other recovery, continuity, and intervention teams; the approval of Information Systems Continuity Plan; and making investment decisions in accordance with the continuity plan. The members of the

Information Systems Continuity Committee are as follows:

- Information Systems Continuity Management Officer
- Operational Risk Division Manager
- Executive Vice President of Information Technologies, Operations, Channels and Business Development
- HR Recruitment, Organization, Performance, and Talent Management Director
- Purchasing Director
- Construction Real Estate Appraisal Management Division Manager
- Information Security Management Department Manager
- Deputy Head of Internal Control and Compliance (Internal Control)
- Legal Department: Head of Retail Banking and Payment Systems
- Legal Department: Head of Corporate Banking and Project Financing
- Chief Information Security Officer (CISO)
- IT Infrastructure Director
- IT Operations Division Manager
- IT Software and Applications Director

Support and External Services Committee

The Support and External Services Committee conducts a preliminary evaluation of reports prepared in line with the relevant legislations regarding all support and external services considered under the Regulation of the Banks' Procurement of Support Services and the Regulation on Information Systems of Banks and Electronic Banking Service, prior to evaluation by the Audit Committee. The Audit Committee Office assists the Committee in fulfilling its duties and responsibilities. The members of the Support and External Services Committee are as follows:

- Chief Risk Officer (Committee Chairperson)
- Chief Internal Control and Compliance Officer
- Executive Vice President of Legal Department
- Executive Vice President of IT, Operation, Channels and Business Development
- Executive Vice President of Financial Control and Planning, Investor Relations
- Chief Information Security Officer (CISO)
- Deputy Chief Compliance Officer
- Director Responsible for IT Supply and Contract Management
- Purchasing Director
- Operational Risk Management Division Manager
- Relevant Legal Counseling Division Manager

Managers of the Audit Committee Office and Internal Audit Department observe meetings.

Information Sharing Committee

The Information Sharing Committee coordinates the sharing of confidential customer and internal information, considers the principle of proportionality, assesses the suitability of incoming sharing requests, and records the assessments made. The Committee's main duties include, but are not limited to, the evaluation of information sharing requests; ensuring that the processes for sharing information are adequately and effectively designed, as well as managed in accordance with relevant legislations; ensuring that such information is shared in Compliance with the principle of proportionality; and establishing processes to prevent the unauthorized sharing of personal data. The members of the Information Sharing Committee are as follows:

- Executive Vice President of Legal Counseling (Committee Chairperson),
- Chief Internal Control and Compliance Officer
- Executive Vice President of relevant asset owner business line
- Executive Vice President of related business lines

Competition Committee

The purpose of the Competition Committee is to avoid any action that may pose a risk in terms of Competition Law, ensure that all processes and practices, commercial activities, and relationships with competitors, customers, and suppliers are in compliance with Competition Law, and raise awareness and promote compliance with Competition Law among all Bank managers and employees. The Committee's responsibilities include, but are not limited to, implementing and monitoring the Competition Compliance Program, while establishing and monitoring the necessary processes to prevent, detect, and manage compliance violations; and evaluating and approving the annual action plan submitted by the Competition Officer. The members of the Competition Committee are as follows:

- General Manager (Chairperson),
- Executive Vice President of Legal Counseling
- Executive Vice President of Medium Enterprises and Commercial Banking
- Executive Vice President of Consumer and Retail Banking
- Executive Vice President of Corporate Banking and Project Finance
- Executive Vice President of Human Resources
- Executive Vice President of Treasury
- Executive Vice President of Payment Systems
- Managing Director of Digital Bridge and Service Banking
- Competition Officer

In addition, the Chief Internal Control and Compliance Officer, the Chief Audit Executive, and the Chief Risk Officer, also observe meetings.

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, or through the Electronic General Assembly System. Shareholders who are entitled to attend the Bank's General Assembly meetings may attend via electronic media, as per Article 1527 of the Turkish Commercial Code. All shareholders contained in the list of persons prepared by the Board of Directors are entitled to attend General Assembly meetings.

As per the aforementioned law, the Board of Directors arranges the list of registered shareholders that can attend the general assembly, as per Article 13 of the Capital Markets Law, and according to the "shareholders chart" that is available from the Central Registry Agency. Shareholders can attend General Assembly meetings in person, or send a third party as a representative, as permitted by relevant legislations.

With the support of the Board of Directors and the Corporate Governance Division, 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 Bank's Head Office, and in any other media outlet as required by 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 must also be stated that the balance sheet, profit and loss statement, financial statements, consolidated financial statements, profit distribution proposal of the Board of Directors, annual report of the Board of Directors and audit reports, are all available to 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 General Assembly meeting 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 is done 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 legislation, 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 virtually cast their votes through the Electronic General Assembly System, in line with the provisions of pertinent legislations.

General Meeting 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 before the date of the meeting. The meeting minutes and list of attendants are sent to the Banking Regulation and Supervision Agency, Capital Markets Board and Ministry of Trade.

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 the conflict of interests, and the ability to manage such, makes the Bank a place where well-set corporate governance practices and high ethical standards are demonstrated, and where such aspects are handled with delicacy. It is, accordingly, the duty of every Board Member to serve the Bank with loyalty, and every effort must be made to avoid any conflict of interest with the Bank. Accordingly, the members of the Board of Directors of QNB Türkiye are governed by the following rules:

- Members should not take advantage of personal or potential opportunities that may result from the use of corporate property by exploiting information that is gained from participation in the Board or from simply being members of the Bank's Board, without the consent of the Board, which is given on the basis of a recommendation made by the Corporate Governance Committee. However, 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, or otherwise assume a position which implies a duty of loyalty to the above institutions, if such interests would conflict, or even contradict, with the interests of the Bank.
- Members are strictly prohibited from using any information they obtain in the course of their duties during the trading, either by themselves or through a third party, 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, i.e. 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 cause a conflict of interests between them and the Bank, or which may affect their capacity as non-executive or independent members.
- In cases where any of the following: shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, or 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 transaction is conducted with a third party which is in the field of activity of the corporation or subsidiaries thereof, or with 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 in which detailed information is provided at the general assembly meeting on the matter, and the detailing is to be recorded in the meeting minutes.
- All material transactions between 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 for the submission of a proposal to the General Meeting of Shareholders. Members should disclose to the Committee any such transaction on a timely basis. A material transaction is defined as a transaction, or a number of transactions, over a period of one year that has a value greater than Euro 1,000,000 (or equivalent in other currencies), or a transaction of any value that was conducted on terms that are substantially different from those prevailing at the time for comparable transactions with the Bank's customers.
- Members are obliged to disclose in advance any dealings in shares, and derivatives related with shares, of QNB Türkiye and its affiliates, according to the provisions of the Bank's Internal Regulations and relevant legal requirements.

- Members should excuse themselves from the discussion, and should not participate in the decision-making process on any issue on which they have an actual or potential conflict of interest of the Bank. When in doubt, members should consult with the Chairperson of the Corporate Governance Committee.
- The Chairperson may ask one or more members to abstain from the discussion and decision-making process 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.

2.5. Remuneration Policies

Within the context of an integrated policy regarding the 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 policies relating to values, conduct and risk assumption.
- 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 viz-a-viz 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 go beyond 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 being audited while function-specific targets are taken into consideration.

2.6. Public Disclosures

2.6.1. Public Disclosure Platform

It is a requirement of publicly listed companies by the Capital Markets Board Legislation Public Disclosure that announcements are made on a Public Disclosure Platform (PDP) which defined on the Platform's website as "an electronic system through which electronically signed notifications required by the capital markets and Borsa Istanbul regulations are publicly disclosed". Within this scope, any material event or situation with the potential of having a significant impact on the strategies, missions and operations of the Bank are published and disclosed on this Public Disclosure Platform. The primary object of this stipulation 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; thus supporting transparent and fair operations in capital markets. Such disclosures are performed as described by QNB Türkiye in "Material Event Disclosures Procedure". The aim of this procedure is to help prevent insider trading and market manipulations, while reporting material events in an accurate, exact, timely and clear manner through Bank records while complying with the related legistlations.

2.6.2. Annual Report

Within the scope of public disclosure operations, the Board of Directors prepares an Annual Report for submission 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, in addition to regulations published by BRSA and CMB. The following are considered as being a minimum for the contents of the Annual Report:

- The financial statements for the financial year
- The description of the applied accounting standards, which must represent an accurate and impartial representation of the Bank
- The compliance and risk policy which includes 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 Board members which provides information on their experience and information about their external duties
- The corporate governance arrangements of the Bank
- The mission, vision and values as well as strategies of the Bank
- Any penalty, fine or punishment imposed on the Bank
- The 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 is on the Bank's website.

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

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

The External Auditor report confirms that all of the required information has been received, and that the audit was conducted in accordance with the BRSA Accounting and Financial Reporting, as well as other regulations on the accounting records of Banks published by BRSA. This confirmation is in addition to circulars and interpretations published by BRSA and Turkish Financial Reporting Standards ("TFRS") for matters not regulated by the aforementioned regulations.

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 details the Bank's sustainability performance in its Integrated Annual Report which is published on an annual basis in line with the transparency and accountability principles of corporate governance. The Integrated Annual Report addresses both financial, and non-financial, capital elements while providing current information on Bank activities conducted following an approach that focuses on creating sustainable value. The reporting process is related to the sustainability of QNB Türkiye, which complies with regulations of the Integrated Annual Report of the Banking Regulation and Supervision Agency and Capital Markets Board, as well as the following leading national and international standards and guidelines:

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

2.6.4. TSRS Aligned Sustainability Report

As per the resolution of the Board, published in the Official Gazette dated December 29, 2023, banks subject to the regulation and supervision of the Banking Regulation and Supervision Agency under Law No. 5411 dated October 19, 2005—without any threshold - are to prepare and publicly disclose sustainability reports aligned with TSRS (Turkish Sustainability Reporting Standards). Considering sustainability to be a core component of business strategy and responsible banking philosophy, QNB Türkiye prepares and presents its TSRS-aligned Sustainability Report to reflect its commitment on transparency and accountability for primary stakeholders.

The report is prepared and shared with stakeholders to explain how QNB Türkiye and its subsidiaries manage material sustainability and climate-related risks and opportunities, as well as the current and expected impacts of these factors on the Bank's financial position, financial performance, and cash flow. The TSRS-aligned Sustainability Report, prepared to demonstrate the Bank's strategies, which are aligned with Türkiye's 2053 Net Zero vision and the Bank's commitment to sustainable development goals, which have been determined from concrete, verifiable, and comparable data, addresses sustainability topics under the following five key components, in accordance with the structure prescribed by the Turkish Sustainability Reporting Standards (TSRS):

- Governance
- Strategy
- Risk Management
- Metrics
- Targets

In 2025, QNB Türkiye published its TSRS Compliant Sustainability Report for the reporting period 2024, which was shared with its stakeholders for the first time.

2.7. Anti-Bribery and Corruption (ABC) Framework

QNB Türkiye has implemented an effective Anti-Bribery and Corruption Program to avoid bribery and corruption, the consequences of corrupt actions, while encouraging discrete whistleblowing to report suspicions.

Reporting to the Audit Committee, and operating under the Internal Control and Compliance Department, the Anti-Money Laundering and Combating Financing of Terrorism (AML/CFT) Unit is responsible for following-up amendments in local and international regulations and standards to combat 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. The Unit also 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 Board 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) so business lines can avoid risks, while increasing the value-added by maximizing risk adjusted return on capital.

Risk management is an integral component of QNB Türkiye's business and decision-making process, with QNB Türkiye's sustainable performance depending on the ability of the Bank 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 is struck between risk and reward. The Bank's risk profile and risk appetite are approved by the Board of Directors and the Risk Committee, which is then cascaded down to every division, department and employee. The success of the Bank's risk management framework is focused largely on encouraging pre-determined roles and responsibilities from the Board level down to the various committees, executive managers, senior managers and ultimately, 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 within the risk management structure of QNB Türkiye.

The Board of Directors is responsible for determining general risk policy and the risk appetite of the Bank. During monthly meetings, the Risk Committee defines risk policies and strategies, reviews all of the risks the Bank is exposed to, 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, while the Model Validation Unit is responsible for the validation of risk measurement and credit rating/scoring models, as well as performance assessment.

Internal Audit

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

Engagements are performed and progress is achieved, related to execution of the annual audit plan, in the following areas: 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.

According to the International Standards for the Professional Practice of Internal Auditing established by the Institute of Internal Auditors (IIA), Internal Audit Units are required to obtain a Quality Assurance Evaluation (QAE) service at least once every five years from a qualified and independent external evaluation team to assess whether their activities comply with international standards. In 2023, a service was obtained directly from the IIA's Quality Assessment Services Department, located within the United States, in which the activities of the Internal Audit Department are confirmed to be compliant with international standards, as certified by the highest rating: "Generally Conforms."

The QNB Türkiye Board of Directors receives regular updates on the Department's activities through quarterly reports. Audit activities are executed under a risk-based annual audit plan, designed to address the Bank's key risk exposures. As part of the audit process, the adequacy and effectiveness of internal control systems across audited functions are independently evaluated.

The internal audit reports drafted through the audit engagements carried out by the Department are submitted to the Executive Management, Audit Committee and 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 minimizes the Bank's exposure to operational, regulatory and financial risks while ensuring compliance and control.

The internal control system of the Bank is designed and constructed so that the assets of the Bank are safeguarded, daily transactions are made in compliance with rules, laws and regulations, and financial reporting systems are reliable, accurate and achievable within a reasonable period of time.

The Internal Control Center Unit, one of the key components of the three-level control structure, is responsible for conducting second-level control activities at the Bank's branches, subsidiaries, and Head Office units. Remote and on-site control methods are used during second level controls.

Periodic activity reports prepared as a result of the control implementations carried out by the Division are submitted once every three months to the Audit Committee. In addition, findings and related actions are monitored continuously throughout the year, with results being reported on a quarterly basis to the Executive Management and the Audit Committee of the Bank.

The Compliance Division monitors regulations relevant to the Bank and communicates them to the relevant units within the Bank. It provides advisory support to these units on matters related to regulations—including campaigns the Bank plans to launch and new products to be introduced. The Division is also responsible for following up on the penalties imposed on the Bank by legal authorities.

2.9. External Audit

The nomination and replacement of QNB Türkiye External Auditors are performed according to the provisions of all relevant regulations, particularly the 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 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 so there is no conflict of interests with QNB Türkiye Group.

The Group's External Auditor attends the Annual General Assembly, delivers the annual audit report, and answers any related queries. Moreover, the Auditor is invited to attend the quarterly Audit Committee meetings to discuss any major issues related to financial statements before they are 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, contradiction with Turkish and BRSA Accounting and Financial Reporting Standards, or any significant development on any other item of the Financial Statements.

3. Corporate Governance Activities in 2025

3.1. Selection of Board Members

QNB Türkiye held its General Assembly on 27 March 2025. A total of eleven (11) Candidate Board members were appointed with the approval of the General Assembly for a tenure of one year. In Appendix-1, the list of QNB BANK 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 were required to be independent. As in the aforementioned Article, Yeşim Güra was selected as the independent member who fulfills the requirements below, as set forth in Principle 4.3.6 of the Communiqué:

- Have no relationship between themselves, their spouse and relatives by blood or marriage up to second degree, and the Bank; or with 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; or legal entities in which these shareholders hold management control. Members must also not have taken on administrative duties and responsibilities within the last five years; not own more than 5% of the capital or voting rights or privileged shares, either jointly or solely; or establish any significant commercial relation.

- Not be a shareholder (5% of over); an employee at an administrative level who has already taken upon significant duties and responsibilities; a member of any board of directors within the last five years at companies that the Bank has purchased, or sold 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; have a professional education, knowledge and experience in order to fulfill the duties assigned for being an independent board member.

- Not serve as a full-time employee of public authorities and institutions after being elected, except as an academic member at a university, provided that the relevant legislations are followed.

- To reside in Türkiye in accordance with the Income Tax Law, No: 193, dated 31 December 1960.

- Be capable of contributing positively to the operations of the Bank, maintaining objectivity during 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.

- Be able to allocate time for the business of the Bank in order to follow up on Bank activities and duly fulfill the allocated duties.

- Not be a member of the board of the Bank for more than a period of six years within the last ten years.

- Not be 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.

3.2. Review of Committee Charters

QNB Türkiye always pays due care and attention to keeping the charters updated, as a mark of institutionalization and a guide to governance, through collaboration with committee secretariats to ensure the continuous updating of committee working procedures and principles across the Bank throughout the year, with standardization as a key objective. Where necessary, required updates were made and submitted to the Board of Directors, thereby ensuring adherence to the principles of transparency and accountability in corporate governance, and the facilitating effective committee coordination and reporting.

Furthermore, in accordance with the Regulation on Banks' Information Systems and Electronic Banking Services, issued per Article 93 of Law No. 5411 dated October 19, 2005, the Bank's structural requirements, operational efficiency, and effective decision-making processes were taken into account to merge the previously separate Information Systems Strategy Committee and Information Systems Steering Committee. Accordingly, the charter of the newly formed committee, namely the Information Systems Strategy and Steering Committee, was established in collaboration with appropriate members.

Finally, under Law No. 4054 on the Protection of Competition, the need arose to establish a Competition Committee to prevent potential violations within the Bank, ensure full compliance with competition regulations, raise employee awareness, and enable monitoring of relevant practices and implementation of necessary controls. With the dual objectives of fulfilling legal obligations and setting a positive example in terms of corporate reputation, the establishment of the Competition Committee and its charter were submitted to, and approved by, the Board of Directors.

During updating work, the teams which carry out committee operations, general practices in the Bank and applicable laws, were taken into consideration. In addition, taking a comprehensive approach, regular roles and responsibilities of the committees were regulated to fully benefit the Bank and its stakeholders, while supporting the optimum delivering 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 with the Bank itself, but also Group-wide, with consideration of 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 Office closely worked and collaborated with related functions and departments of the subsidiaries during 2025. As was the case in every year, the corporate governance practices of subsidiaries were revised, while general assembly processes were closely monitored and supported, where deemed necessary, to ensure effective collaboration.

3.4. The Oversight and Support Roles of QNB Türkiye in Subsidiaries

As one of the key initiatives in 2025, QNB Bank A.Ş. aimed to define a governance framework for its subsidiaries and establish a Group-wide standard, both locally and globally, that was aligned with best practices. In line with applicable laws and regulations, a Group-level collaborative effort was initiated. Accordingly, under the condition of compliance with legal requirements and permissions granted to the Bank, a pipeline for communication and reporting was established between relevant departments of the Bank, as the controlling shareholder, and corresponding functions within subsidiaries, while a standardized governance model was designed at the Group level. To ensure effective monitoring of Group-related risks and facilitate knowledge transfer across entities, framework documents were created for each relevant function, and upon approval by the Board of Directors, these measures were formally implemented in accordance with established procedures.

Board Independence and Governance Quality

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 for the achievement of sustainable growth. The long-term success of the Group depends on a quality Board and Executive Management in which the senior management is competent, well-qualified and committed, has diverse experiences, and an independent and open mind. In 2025, QNB Türkiye, as required by the Communiqué, conducted a comprehensive evaluation and assessment of the abilities and independency of the directors.

3.5. Extraordinary General Assembly Meetings held in 2025

One of the most significant developments for our Bank in 2025 was the transfer of the Enpara.com banking services — operating under QNB BANK A.Ş. — to Enpara Bank A.Ş. via a partial spin-off. To this end, an Extraordinary General Meeting was convened on March 17, 2025, during which the financial statements, as of December 31, 2024, prepared as the basis for the spin-off and certified by an independent audit firm in accordance with the "Regulation on Merger, Transfer, Splitting, and Share Exchange of Banks," along with the draft spin-off agreement, were submitted to and approved by the General Assembly to be taken as basis for the partial spin-off. Furthermore, the General Assembly granted authority to the Bank's Board of Directors to finalize, sign, and execute all necessary procedures related to the spin-off agreement, in compliance with applicable regulations.

In the context of Türkiye's banking history, the establishment of a new bank through the partial spin-off of an existing bank represents a highly significant and pioneering development. As the final step in this process, approvals were obtained from the Banking Regulation and Supervision Agency (BDDK) as approved by the extraordinary general assembly meeting held on August 19, 2025, and the Capital Markets Board (SPK). Accordingly, the transfer of the "Enpara.com" banking services from within QNB BANK A.Ş. to Enpara Bank A.Ş. via partial spin-off was carried out in accordance with the Banking Law, the "Regulation on Merger, Transfer, Splitting, and Share Exchange of Banks," and Communiqué No. II-23.2 on Mergers and Splits. The Partial Spin-off Agreement, dated April 24, 2025, together with the balance sheet and income statement, was reviewed and approved by the General Assembly.

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 in the review and optimization of 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.

The self-assessment process provides much needed consideration into the dynamics of Board member interaction, and the ways through which member 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 situations or challenges that may arise. Such retrospection 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 effectively. At the core of quality governance at QNB Türkiye is a performance-driven Board that always considers sustainability and ethics when undertaking corporate decisions.

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. The multi-layer and participative management structure of QNB Türkiye ensures the integration of Environmental, Social and Governance (ESG) principles into all company processes. The Sustainability Governance Framework of the Bank, which is a basic guide in sustainability, is supported by the relevant guidelines, procedures, policies, 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. The committee then reports on significant risks and opportunities that may affect the Bank to the Board of Directors through Corporate Governance Committee.

The sustainability efforts of QNB Türkiye accelerated in 2025. In the 2025 Integrated Annual Report, 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.

Published for the third time, the Integrated Annual Report of QNB Türkiye took a holistic approach to the covering of financial and nonfinancial elements, while providing a comprehensive assessment on activities motivated by creating sustainable value. The 2025 Integrated Annual Report provides detail on the integration of sustainability into business models, and future savvy business targets, along with the 2025 performance of the Bank, impacts of such performance on the stakeholders, and the risks and opportunities of the value creation process.

The QNB Türkiye Integrated Annual Report 2025 complies with the annual report requirements stipulated by Banking Regulation and Supervisory Agency and Capital Markets Board 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 Initiative (GRI) and Integrated Reporting Framework regulated by Value Reporting Foundation -VFR. The Report also contains information on United Nations Global Compact (UNGC) and Women's Empowerment Principles - WEPs, along with the contributions of QNB Turkiye to UN Sustainable Development Targets. Last but not least, the Integrated Report covers and fulfills the requirements of Task Force on Climate-Related Financial Disclosures (TCFD), and the Financial Sector Volume of the Sustainability Accounting Standards Board Index.

3.8. Türkiye Sustainability Reporting Standards (TSRS)

In the Board Resolution by the Public Oversight Accounting and Auditing Standards Authority (“KGK”) published in the Official Gazette on December 29, 2023, it was announced that certain enterprises would be subject to mandatory sustainability reporting, as of January 1, 2024. The announcement explicitly stated that banks regulated and supervised by the Banking Regulation and Supervision Agency under Law No. 5411, dated October 19, 2005, are included in the scope of mandatory reporting, regardless of any threshold criteria.

Taking sustainability as a core component of its business strategy and responsible banking philosophy, QNB Türkiye has prepared and presented this report as a reflection of its commitment to transparency and accountability toward its primary stakeholders, thus fulfilling its obligations to both legal authorities and stakeholders. Available on the Bank’s website, the Report was prepared and shared to explain how the Bank manages material sustainability and climate-related risks and opportunities, as well as the current and expected impacts of these factors on the Bank’s financial position, financial performance, and cash flow.

The Report outlines the Bank’s sustainability governance structure, the strategies employed in identifying sustainability and climate-related risks and opportunities, and how sustainability risks are managed in an integrated manner alongside other risk categories. The Report also demonstrates, through concrete, verifiable, and comparable data, the Bank’s strategies aligned with Türkiye’s 2053 Net Zero vision, and its contributions to sustainable development goals.

3.9. Revision and Creation of New Policies

Document management and standardization can be considered as important elements in corporate governance since they help businesses adopt a unified approach and practices that are fully implemented in every single unit. Considering that policies are one of the main components which show the general mindset, strategies and attitude adopted by the Bank in certain areas of operation, it is 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 applicable regulations.

Consequently, adopted policies always emphasized corporate governance during 2025. Following the assignment of Corporate Governance Unit as the custodian of policies throughout the Bank, complication and needs analysis were made in collaboration with Compliance Department. In the light of the results of such collaboration, a document was created in order to frame a standardization process for documents, with the emphasis made on policies that regulate the stages of preparing Bank policy , as well as ensuring the approval of hierarchy and mechanisms. Following efforts made at emailing and communication, such documents were announced to related departments, thus highlighting the importance of policies in the creation of regulations and control-based culture. The aim in 2025 will be to continue improvements to that end, standardize the processes, integrate such elaborations into the culture of the Bank, and ensure adoption throughout the corporation.

Another significant objective was to revise current documents in relation to best practices and rating agencies, thus creating the necessary policies by the regulations to which the Bank is subject. Related business units were encouraged to create and revise required policies accordingly.

3.10. Revisiting Board Committees and Appointing Chairpersons

The Board Committees, established as per the BRSA and CMB regulations, were the first to address committee assessments. Committee structures were revisited following the appointment of Board Members during the general assembly process. Accordingly, members were appointed to Board-level committees in line with the structure of the Bank, related requirements and needs. Charters were considered to be the most suitable documents for the setting of committee objectives and were updated accordingly.

3.11. Self-Assessment of Committees

A further improvement that was made in 2025 was in the self-assessment that was implemented for Board Committees, as well as for Management-level committees. Using the previous years’ work as an example to be made annually to the Board, self-assessment forms for board-level and management-level committees were prepared. Various aspects were accordingly examined, including, but not limited to, committee structures, areas of expertise for members, experiences, relations with the executive management, and committee secretariat performances. Committee-specific evaluation forms were developed and distributed to all committee members. The assessment criteria were aligned with the respective committee charters and designed to evaluate the effectiveness of committees in fulfilling their mandated roles and responsibilities. Based on the feedback received, each committee secretariat prepared an evaluation report summarizing results and key observations. These reports were subsequently presented and discussed within the respective committee meetings to support continuous improvement and effective governance practices.

3.12. Induction File for Board Members

As the Board of Directors is the heart of the decision-making process of any company, good relationships between members, together with the segregation of duties between the Board and the Executive Management, has an assuredly positive impact on the making and implementation of informed decisions which will support the Board in fulfilling its oversight, audit and guidance duties. In particular, it was decided to prepare a file in advance to ensure a smooth transition in the induction of new members. An Induction File, which was created for newly appointed board members in 2024, was provided to new BOD members for the first time. The file consists of risk management, related methods, and compliance documents pertaining to Internal Control and Compliance function, significant policies in that account, Turkish Commerce Code, Banking Law, Banking regulation, CMB regulation, Corporate Governance Communiqué and other related regulations.

3.13. Following up Trends

In recent years, employee training has been a significant item on the organizations' agendas, unsurprising considering that employee training is one of the basic components of effective corporate governance in an ever-changing world. It is therefore clear that the training opportunities offered to employees constitute an important part of the organization, vision and mission of the Bank.

While having an experienced board structure provides the company with advantages over its peers, there is a clear and present need to be constantly up-to-date and remain alert to any possible future developments. In this context, a plan was implemented for holding conferences, exclusively for board members, on the latest developments and trends in Türkiye and around the globe, which was established as another highlight of 2024 that was to be repeated in the coming years. A list of contents was prepared to this end; and plans have also been made to select two topics from the list to assist in decision making by providing guidance processes due to insights into the trending topics within the sector and the business. Accordingly, the first session was held on AI, and the policy will be maintained during 2026.

3.14. QNB's Credit Ratings*

Moody's Ratings	
Outlook on Ratings	Stable
Long-term / Short-term FC Deposits Ratings	Ba2 / NP
Long-term / Short-term TL Deposits Ratings	Ba1 / NP
Baseline Credit Assessment	b1
Adjusted Baseline Credit Assessment	ba1
Long-term / Short-term FC Counterparty Risk Ratings	Ba2 / NP
Long-term / Short-term TL Counterparty Risk Ratings	Ba1 / NP
Long Term Foreign Currency Senior Unsecured Rating	Ba2(Stable)
Subordinate	Ba3 (hyb)

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

*As of March 2026.

Appendix

Appendix 1
Board of Directors

M. Ömer A. Aras
Chairperson

Dr. Ömer Aras, Chairperson of the Board of Directors for QNB Bank A.Ş., completed his primary and secondary education at Şişli Terakki High School. In 1975, Dr. Aras graduated from the Academy of Economic and Commercial Sciences, where he majored in Economics and Finance, and he obtained his MBA (1978) and Ph.D. (1981) in Business Administration from Syracuse University. Dr. Aras spent the next three years serving as a faculty member in the Business School of Ohio State University. Between 1984-1987, he worked as a Credit Marketing Manager at Citibank Istanbul, until moving to Yapı Kredi Bank as the Head of the Capital Markets division at the beginning of 1987. He became one of the founding members of Finansbank in October 1987. After serving as Executive Vice President for two years, and as General Manager for six years, Dr. Aras was Vice Chairperson of the Executive Board of Fiba Holding from 1995 to 2005. During this time, he also served on the boards of Fiba Holding's international banks in Switzerland, Netherlands, Russia, Romania, and France, and for the retail companies Marks & Spencer and Gima. In 2006, Dr. Aras left Fiba Holding to became Vice Chairperson of the Board and Group CEO of Finansbank. In 2008, he was appointed to NBG's Executive Board, and was responsible for international operations in Romania, Bulgaria, Serbia, Albania and Macedonia. Aras was appointed to his current position as the Chairperson of the Board of Finansbank in 2010. Dr. Aras' additional roles include serving as the Chairperson of the Board of QNB Insurance since 2012; the Board of Directors of TÜSİAD (Turkish Industry & Business Association) between 2003-2007; the Vice Chairperson of the High Advisory Council from 2015 to 2024; and he was elected the Chairperson of the TÜSİAD High Advisory Council in February 2024. Dr. Aras is also 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 he 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 is currently the Group Chief Business Officer. Prior to joining QNB Group, Mr. Al-Neama gained 20 years of experience 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 Jordan Housing Bank for Trade and Finance (HBTF), is also a Board Member at QNB Capital.

Osman Ömür Tan

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

Mr. Tan was born in 1971. He went to Ankara Atatürk Anatolian High School and, after obtaining his BA degree from Hacettepe University, Department of Statistics, he received a Master of Business Administration (MBA) from İstanbul Bilgi University. Mr Tan started his career in banking as an MT at Yapı ve Kredi Bankası in 1995. He joined Finansbank A.Ş. in 1998 and held various positions in corporate branches, serving as Corporate Branch Manager, Head Office Key Account Management Group Manager, and Group Manager responsible for Corporate Banking. In 2011, he 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, Mr. Tan 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. He was appointed as the CEO of QNB Bank A.Ş. in January 2022. Mr. Tan is also the Chairperson of the Board of Directors of QNB Factoring and the Vice Chairperson of the Board of Directors at QNB eSolutions.

Ramzi T. A. Mari

Member of the Board of Directors

Mr. Mari came from the Bank of Jordan to join QNB in 1997, and is currently the Group Chief Financial Officer. Mr. Mari has almost 30 years of experience in the banking sector, and passed the certified public accountant exam in the State of California in 1989. Mr. Mari holds a Master's degree in Accounting from California State University in the United States, and is a member of the Board of the Housing Bank for Trade & Finance in Jordan; QNB Türkiye; QNB Capital LLC in Qatar; and is Chairperson of Qatar International Holdings LLC in Luxembourg.

Temel Güzeloğlu

Member of the Board of Directors

Mr. Güzeloğlu was born in 1969 and has a BSc from the Electrical and Electronics Engineering and Physics Departments of Boğaziçi University. He subsequently attained 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 has also 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 General Manager in April 2010 and served in this position until the end of 2021 when, on 1 January 2022, he was appointed as a Board Member at QNB Bank A.Ş. He is also the Chairperson of the Board of Directors at QNB eSolutions, IBTech, QNB Wise, independent Board Member at Medical Park Sağlık Hizmetleri A.Ş., and as a Board Member at QNB Insurance. In addition to these positions; Mr. Güzeloğlu is the Chairperson of Enpara Bank A.Ş. Before joining QNB Bank A.Ş., Mr. Güzeloğlu worked at Unilever between 1994 and 1996, at Citibank between 1996 and 2000, and at McKinsey Consulting between 2000 and 2004.

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 Retail Banking Division. He received his diploma in Computer Information Technology from Qatar University in 2001. Mr. Al-Malki has more than 20 years of experience in banking environments and in the field of information technology, where he has occupied a number of management positions. He was the General Manager of the Group's Information Technology Department from 2010 to 2021 and was the Assistant General Manager of Development & User Services from 2009 to 2010. Mr. Al-Malki served as Executive Manager Development and User Services from 2007 to 2009, the E-Business Manager from 2005 to 2007, and as a systems analyst from 2003 to 2005. Mr. Al-Malki's first position in the Information Systems of the Qatar's Ministry of Interior began in 1998.

Najla İbrahim N J Al-Mutawa

Member of the Board of Directors

Ms. Al-Mutawa, graduated from Virginia Commonwealth University, joined QNB Group in 2007 and has 19 years of banking experience. She currently serves as the Executive Vice President of Strategy and Business Development and is the head of The Falcon transformation Program, having previously been Assistant General Manager in Strategy and Business Development. In addition, Ms. Al-Mutawa is a Board member at Ibtech and has previously been a Board member at QNB Financial Services.

Fatma Abdulla S. S. Al-Suwaidi

Member of the Board of Directors

Dr. Al-Suwaidi joined QNB in 2000, and with over 20 years' experience in banking, currently serves as the Group Chief Risk Officer, having previously been Assistant General Manager of Credit Risk Management. In addition, Dr. Al-Suwaidi is also President Commissioner of PT Bank QNB Indonesia Tbk. She holds 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. Ms. Al-Naimi obtained a Bachelor's degree in Business Administration from Qatar University in 1999. Having held various positions in the Treasury Operations and Control Departments, Ms. Al-Naimi went on to become Deputy General Manager of Treasury Trading and Investment. She was subsequently appointed General Manager of Treasury at the QNB Group, and has participated in training courses, conferences and local and international seminars on the legal aspects of banking, leadership skills for bankers, international cash and treasury management, Clearstream, treasury documents and the IIF Future Leaders Program. Ms. Al-Naimi also completed the 2017-2018 Qatar Executive Leaders Program, is a Member of the Board of Directors and Audit Committee at QNB Türkiye and Vice Chairperson of Al-Mansour Bank.

Saleh Nofal

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

Mr. Nofal joined QNB Group in 2003 was 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 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). He also has a Professional Diploma in Audit and Accounting from Arab Banking and Financial Sciences Academy (Jordan 2000). Mr. Nofal is also a board member of Enpara, and also a member of of the Association of Certified Fraud Examiners (ACFE), Association of Certified Anti-Money Laundering Specialists (ACAMS) and Institute of Internal Auditors (IIA).

Yeşim Güra

Member of the Board of Directors

Born in 1967, Ms. Güra has a BA from Boğaziçi University, Department of Business Administration, and an MBA from Indiana University Kelley School of Business. Ms. Güra began her career as a Financial Analyst at Procter & Gamble Türkiye in 1991, where she took upon important finance responsibilities until 2004. Between 2004 and 2017, Ms. Güra assumed senior management positions at Danone Hayat Türkiye as Finance Director, Business Unit Director, and later served as General Manager for eight years starting from 2009. Ms. Güra worked as General Manager at Altıparmak Gıda and at Draeger Medical and Safety Technologies. She has received a Qualified Risk Director certificate from a US Based institution in 2022.
Ms. Güra is an International Finance Corporation (IFC) nominate director and, in that capacity, served on the board of Acıbadem City Clinic in Bulgaria (2021-2024), as well as in Türkiye. Ms. Güra has served as an Independent Board Member at Pınar Süt Mamülleri Sanayi A.Ş (2021-2024), Pınar Su ve İçecek Sanayi ve Ticaret A.Ş (2021-2022), Altın Yunus Çeşme Turistik Tesisler A.Ş (2023-2024), Yaşar Birleşik Pazarlama Dağıtım ve Turizm A.Ş (2021-2023) and Super Film, an affiliated company of Sanko Holding (2023-March 2025). She is currently a member of the following non-profit organizations; IU Kelley School of Business Global Dean's Council. She is a board member of the Directors and Chief Risk Officers Institute, and the 30% Club in Türkiye.

Appendix 2
Subsidiaries and Affiliates

QNB Leasing
(QNB Finansal Kiralama A.Ş.)

Since its establishment in 1990, QNB Finansal Kiralama A.Ş. has played an active role in customer financial investments. QNB Leasing (QNB Finansal Kiralama A.Ş.), a leading company in the sector due to the breadth of its products and the wide diversity of sectors and regions it serves, has adopted a customer-oriented strategy which focuses on developing tailored solutions for the specific requirements of its customers' sectors and businesses.

QNB Leasing has a comprehensive branch network across Anatolia, which enables the company to analyze the needs of its clients on-site. QNB Leasing operates through a network of 14 branches, one of which is in the Free Trade Zone.

www.qnbleasing.com.tr

QNB Invest
(QNB Yatırım Menkul Değerler A.Ş)

Established in 1996 to engage in capital market activities, QNB Yatırım Menkul Değerler A.Ş. (QNB Invest) aims to be both innovative and reliable in the capital markets. QNB Invest provides high standards of service to our stakeholders thanks to our wide range of products and technological infrastructure. In addition to a wide range of products such as 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 provides services in corporate finance, investment consultancy, individual and collective custody, and fund services for all customer requirements through 20 branches across 14 provinces, a large sales team at its Head Office, and digital trading platforms.

www.qnbinvest.com.tr

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

QNB Asset Management was established in 2000. The company serves a broad base of investors in the capital markets through the products and services it offers in securities, exchange-traded, and pension investment funds. Building upon its experience, which spans over a quarter of a century with its corporate heritage and market expertise, QNB Asset Management also manages the pension investment funds established by QNB Sağlık Hayat Sigorta ve Emeklilik A.Ş.

Further details of the company's product diversity and management capabilities can be found at

www.qnbportfoy.com.tr

QNB Factoring
(QNB Faktoring A.Ş.)

QNB Factoring, which was established in 2009, is one of the leading companies in the Factoring Sector thanks to its specialized staff with significant experience in the banking and factoring industry. It is a member of Factors Chain International (FCI), the world's most prominent international factoring organization.

Headquartered in Istanbul, QNB Factoring operates through 20 branches and digital channels located in Adana, Ankara, Antakya, Antalya, Anadolu Ticari, Avrasya Ticari, Bursa, Denizli, Eskişehir, Gebze, Halkalı, İzmir, Kayseri, Konya, Ostim, Samsun, Gaziantep, Mersin, Diyarbakır and Trabzon.

www.qnbfaktoring.com.tr

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

The sole purpose of the establishment of QNB Asset Leasing in 2018, a subsidiary of QNB Yatırım Menkul Değerler A.Ş., one of the leading investment institutions in the sector, was for the issuing of lease certificates. The company aims to increase awareness of the lease certificate through better informing of investors.

www.qnbvarlik.com.tr

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 company was restructured in 2012 as Cigna Finans Sağlık Hayat ve Emeklilik A.Ş., with 49% being owned by QNB Finansbank and 51% by Cigna Nederland Gamma B.V. In 2020, the name was changed to Cigna Sağlık Hayat ve Emeklilik A.Ş. In 2022, QNB bought out Cigna to become the sole owner of the company.

By the end of 2025, the net assets of 23 funds established by QNB Insurance, including the BEFAŞ fund size, reached TL 11 billion. Providing services in Health, Life, Personal Accident, Personal Accident Insurance, and Private Pension products, QNB Insurance's net sales revenue for 2025 is TL 16 million.

www.qnbsigorta.com.tr

QNBEYOND Ventures B.V.

QNBEYOND Ventures is a corporate venture capital investment fund that invests in early-stage technology startups and various VC (Venture Capital) funds, both globally and in Türkiye.

www.qnbeyondventures.com

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

Founded in 2005, IBTech conducts software development, research, and innovation activities in the field of digital and core banking, while also undertaking capacity planning, technological innovations, and system integration project management to ensure the sustainability of the information systems infrastructure. Numerous projects have been successfully implemented using artificial intelligence-based solutions to both improve customer experience and optimize operational processes. Applications developed in areas such as machine learning, natural language processing, and computer vision, increase the efficiency of business processes while also strengthening the concept of secure and uninterrupted service.

www.ibtech.com.tr

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

QNB eSolutions was established in 2013 to ensure e-Invoice integration in the financial sector. It has been operating as a 100% subsidiary of QNB Türkiye since 2018. Continuing to serve as the leader of the e-Transformation sector in Türkiye, QNB eSolution has become a Fintech company thanks to its renewed and expanded e-Transformation applications.

QNB eSolutions 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.

www.qnbesolutions.com.tr

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

Bantaş was established in 2009. The company is divided equally between QNB Bank A.Ş., Denizbank A.Ş., and Türk Ekonomi Bankası A.Ş. Bantaş provides secure asset transfer services between branches and cash centers, as well as cash to ATMs.

www.bantastr.com.tr

Appendix 3
Compliance Reports within the Scope of Capital Markets Board Legislation

Corporate Governance Compliance Report

Company Compliance Status	Yes	Partial	No	Exempt	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. THE RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1. - The management did not enter into any transaction that would complicate the conduct of special audit.	●					
1.3. GENERAL ASSEMBLY						
1.3.2. - The Company ensures the clarity of the General Assembly agenda and that multiple topics are not covered in a single agenda item.	●					
1.3.7.- Insiders with privileged information have informed the Board of Directors regarding transactions conducted on their behalf within the scope of the company's activities, thus enabling such transactions can be presented at the General Shareholders' Meeting.	●					
1.3.8. - 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 financial statements, were present at the General Shareholders' Meeting.	●					
1.3.10. - The agenda of the General Shareholders' Meeting included a distinct item detailing the amounts and beneficiaries of all donations and contributions.	●					
1.3.11. - The General Shareholders' Meeting was open to the public, including stakeholders, although the right to speak is not granted.		●				Within the scope of the Internal Directive on Working Principles and Procedures of the General Assembly 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 in the General Assembly, unless prohibited by the chairperson, except for those who are legislated 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. - Company shares do not have privileged voting rights.	●					
1.4.3. - The Company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it also has ownership that enables management control.					●	
1.5. MINORITY RIGHTS						
1.5.1. - The company pays maximum diligence to the exercise of minority rights.	●					Minority rights are not available to holders of less than one twentieth of the Bank's capital in the Articles of Association of the Bank. However, utmost attention is paid to the exercising of minority rights, as specified in the Turkish Commercial Code (TTK) and Capital Markets Board (CMB) regulations.
1.5.2. - The Articles of Association expand the scope of minority rights to those who own less than one twentieth of the outstanding shares.			●			In relation to the shareholding structure of the Bank, minority rights are not available to holders of less than one twentieth of the Bank's capital in the Articles of Association of the Bank. However, utmost attention is paid to the exercising of minority rights, as specified in the Turkish Commercial Code (TTK) and Capital Markets Board (CMB) regulations.
1.6. DIVIDEND RIGHT						
1.6.1. - The dividend policy, approved by the General Shareholders' Meeting, is posted on the company website.	●					
1.6.2. - The dividend distribution policy comprises the minimum information to ensure that shareholders have an input 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 in order to fortify equities against potential risks.
1.6.4. - The Board reviewed whether the dividend policy balances the benefits of the shareholders and 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 the Corporate Governance Principle.	●					
2.1.2. - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every six months.					●	
2.1.4. - In addition to Turkish, the entire company website is available in other selected foreign languages.	●					

Company Compliance Status

	Yes	Partial	No	Exempt	Not Applicable	Explanation
2.2. ANNUAL REPORT						
2.2.1. - The Board of Directors ensures that the annual report represents an accurate and complete view of Company activities.	●					
2.2.2. - The annual report includes all elements listed in Corporate Governance Principle 2.2.2..	●					
3.1. THE 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 CORPORATION'S MANAGEMENT						
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, as there are independent members in the Board of Directors, assurance is provided that the rights of minority shareholders and other stakeholders are protected equally during decisions made. The management committees in which employees partake, and the Intranet portals established to receive suggestions and ideas of employees, are designed to promote employee participation.
3.2.2. - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on relevant decisions.	●					
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 organized to inform employees of the Company's financial status, remuneration, career planning, education and health.	●					
3.3.5. - Employees, or their representatives, were notified of relevant decisions. Opinions of the related trade.	●					

Company Compliance Status

	Yes	Partial	No	Exempt	Not Applicable	Explanation
3.3. HUMAN RESOURCES POLICY						
3.3.6. - Job descriptions and performance criteria, which have been prepared and announced to all employees, are considered to determine employee remuneration.	●					
3.3.7. - Measures (procedures, training, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination and protect employees against physical, mental, and emotional abuse.	●					
3.3.8. - The company ensures freedom of association and supports the right of collective bargaining.	●					
3.3.9. - A safe working environment for employees is maintained.	●					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1. - The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	●					
3.4.2. - Customers are notified of any delays in handling their requests.	●					
3.4.3. - The Company complied with the quality standards with respect to its products and services.	●					
3.4.4. - The Company has installed adequate controls to protect the confidentiality of customers and suppliers' sensitive information.	●					
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 aware of its social responsibility and has adopted measures to prevent corruption and bribery.	●					
4.1. THE ROLE OF THE BOARD OF DIRECTORS						
4.1.1. - The Board of Directors has ensured, through effective risk management, that strategy and risks do not threaten the long-term interests of the Company.	●					
4.1.2. - The agenda and minutes of board meetings indicate that the Board of Directors discussed and approved strategy, ensured that resources were adequately allocated, and monitored company and management performance.	●					

Company Compliance Status

	Yes	Partial	No	Exempt	Not Applicable	Explanation
4.2. BOARD OF DIRECTORS ACTIVITIES						
4.2.1. - The Board of Directors documented meetings and reported its activities to the 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 company has an internal control framework 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 works closely with these bodies when communicating and settling 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.		●				As any damages that may be caused during the duties of the members of the Board of Directors has been insured by professional liability insurance, the coverage is below 25% of the capital.
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9. - The Board of Directors set a target of 25% composition of female directors. The Board annually evaluates its composition and nominates directors to remain compliant with this 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 a 25% ratio of female directors has been attained.
4.3.10. - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	●					
4.4. BOARD MEETING PROCEDURES						
4.4.1. - Each Board Member attended the majority of the board meetings in person or electronically.		●				In order to facilitate the participation of all members to the Board of Directors' meetings, our Bank also offers remote access and participation to meetings electronically by 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 opinions in written format, were presented to other members.	●					

Company Compliance Status

	Yes	Partial	No	Exempt	Not Applicable	Explanation
4.4. BOARD MEETING PROCEDURES						
4.4.4. - Each member of the Board has one vote.	●					
4.4.5. - The Board has a charter/written internal rules which define the meeting procedures of the Board.	●					
4.4.6. - Board minutes document all discussed items on the agenda, and Board resolutions include any dissenting opinions.	●					
4.4.7. - There are limits to the external commitments of Board Members. Shareholders are informed of Board Members' external commitments at the General Shareholders' Meeting.		●				Members of the Board of Directors can take responsibilities outside the Bank under the conditions permitted by the legislation; these duties are included in the Integrated Annual Report.
4.5. BOARD COMMITTEES						
4.5.5. - Board members serve on 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 and collaboration between committees where needed.
4.5.6. - Committees invite 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 of its responsibilities effectively.	●					
4.6.4. - The Company did not extend any loans to its Board Directors or executives, nor did it extend their lending period, enhance the amount of those loans, or improve conditions thereon. Neither were loans extended under a personal credit title by third parties, or were such guarantees provided as surety in favour of them.		●				Loans to be given by the Bank to the Members of the Board of Directors and Managers are restricted by certain limits in Article 50 of the Banking Law. No loans are given to the Members of the Board of Directors and Managers beyond these limits.
4.6.5. - The individual remuneration of board members and executives is disclosed in the annual report.		●				Payments made to the members of the Board and executive managers are announced in sum; not separately per person.

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.) organized by the company during the year.	In 2025, Investor Relations participated in two investor conferences, and conducted meetings/teleconferences with 52 institutional investors, banking analysts and rating analysts. Daily inquiries coming from investors, investment banks and credit rating agencies were replied to 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).	General Assembly dated 27.03.2025 https://www.kap.org.tr/en/Bildirim/1413321 https://www.kap.org.tr/en/Bildirim/1430851 Extraordinary General Assembly dated 17.03.2025: https://www.kap.org.tr/en/Bildirim/1407411 https://www.kap.org.tr/en/Bildirim/1427115 Extraordinary General Assembly dated 19.08.2025: https://www.kap.org.tr/en/Bildirim/1480891 https://www.kap.org.tr/en/Bildirim/1483510
Whether or not the company is to provide materials for the General Shareholders' Meeting simultaneously in English and Turkish.	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 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 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 minutes 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 in the General Shareholders' Meeting.	Participation of stakeholders to the General Assembly is regulated under the Article 16 in the Bank's 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 2025.
1.4. Voting Rights	
Whether the shares of the company enable differential voting rights	No
In case that there are voting privileges, indication of the owner and percentage of the voting majority of shares	No voting privileges
The percentage of ownership of the largest shareholder	99.88%

Related Companies
Related Funds

1. SHAREHOLDERS	
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 Rights	
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/medium/document-file-4109.vsf
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 a proposal, and information related to the dividend.	Pursuant to the second proposal under this meeting agenda item made by the Board of Directors, it was resolved by the majority of the votes, to adopt allocation of year 2024's profit after tax amounting to TRY 36,174,340,726.01 in part to Asset Sale Gains Fund (CIT 5-1/e) with an amount of TRY 27,323,804.37 since statutory reserves reached 20% of paid in capital in the frame of Article 591/1 of the Turkish Commercial Code; and to transfer the remaining TRY 36,147,016,921.64 to general reserve and to authorize the Board of Directors in order to use the reserve funds; 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-3.345.909.038,466 amounted registered share capital, against the rejection votes representing TRY-30.186 amounted registered share capital.
PDP link to the related general shareholder meeting minutes, in case of the Board of Directors proposing to the general assembly not to distribute dividends.	https://www.kap.org.tr/en/Bildirim/1407411
General Assembly Meetings	
General Meeting Date	27.03.2025
The number of requests for information 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	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 provided.	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 16
The number of declarations by insiders received by the Board of Directors.	785
The link to the related PDP general shareholder meeting notification	General Assembly dated 27.03.2025: https://www.kap.org.tr/en/Bildirim/1400714 Extraordinary General Assembly dated 17.03.2025: https://www.kap.org.tr/en/Bildirim/1394691 Extraordinary General Assembly dated 19.08.2025: https://www.kap.org.tr/en/Bildirim/1466691

Related Companies
Related Funds

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by 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.	None of the shareholders (as ultimate beneficiary) owns more than 5% of the shares. (https://www.qnb.com.tr/en/investor-relations/ shareholder-structure)
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, executives conducted out of the company, and declarations on the 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 2025. The declaration of independence of Mrs. Yeşim Güra, Independent Board Member, is included under "Compliance Reports within the scope of CMB Legislation -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 structure of the board.	Integrated Annual Report 2025 - 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 annual number of board meetings and the attendance of members to these meetings.	Integrated Annual Report 2025 - Board of Directors and Participation in Board Committee 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.	Integrated Annual Report 2025 - 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 purchases services on matters such as investment consulting and rating, and the measures taken by the Corporation in order to avoid conflicts of interest	Integrated Annual Report 2025-Information on Support Service Groups and the Companies Providing Support Services
f) The page numbers and/or name of the sections in the Annual Report that demonstrate information on the cross ownership subsidiaries in which 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 provide information on social rights and professional training of the employees, as well as activities of corporate social responsibility, in respect of the corporate activities that produce social and environmental results.	Integrated Annual Report 2025 - Sustainable Society for the Future- Employee Transformation

Related Companies
Related Funds

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates employee remedy or severance policy.	https://www.qnb.com.tr/medium/document-file-4110.vsf
The number of definitive convictions for breach of employee rights the company was subject to	38
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Control and Compliance Department and Ombudsman
The contact details of the Company alert mechanism	Notifications can be submitted to Internal Control and Compliance Department via mail: ihbarhatti@qnb.com.tr or via https://www.qnb. com.tr/en/about-qnb/contact-us; Bank employees may also report their complaints and/or inform 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 details internal regulations 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 via intranet portals that allow employees to submit opinions and suggestions.
3.3. Human Resources Policy	
The role of the Board in 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 an Executive Board Member, and such plans are re-evaluated by the Board of Directors, if necessary.
The name of the section on the corporate website that demonstrates the human resource policy which covers equal opportunities and hiring principles. A summary of relevant parts of the human resource policy is also provided.	https://www.qnb.com.tr/en/sustainability/reports-and-policies
Whether or not the company provides an employee stock ownership Programme.	There is no employee stock ownership program.
The name of the section on the corporate website that demonstrates the human resource policy which covers discrimination and mistreatments, as well as the measures to prevent them. Provide a summary of the 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

Related Companies
Related Funds

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 there is no such report, information is provided 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 taken against any form of corruption, including embezzlement and bribery.	Anti-Bribery and Corruption Policy is published on the Bank's corporate website: https://www.qnb.com.tr/en/sustainability/reports-and-policies

Related Companies
Related Funds

4. BOARD OF DIRECTORS - I	
4.2. Board of Directors Activities	
Date of the most recent board evaluation	The self-evaluation process of the Board of Directors for 2025 was conducted in July 2025.
Whether or not the board performance was externally facilitated	No
Whether or not all board member were released from their GSM duties	Yes
Name(s) of the board member(s) with specific delegated duties and authority, 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 and Compliance Department submitted 4 reports to the Audit Committee in 2025 (one 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 2025 - Evaluations of the Audit Committee on the Activities of Internal Audit, Internal Control, Compliance 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: the link is provided to the relevant PDP announcement for the rationale for such combined roles	The roles of the Chairperson and CEO are undertaken by different individuals.
A 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 that exceeds 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 in relation to female 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, four of which are female, corresponding to 36.36%.

4. BOARD OF DIRECTORS-II

Board Members

Name-Surname	Real Person Acting on Behalf of Legal Person Member	Independent or non-independent Board Member	The First Election Date to Board		Link to PDP Notification that Includes the Independency Declaration	Whether the Independent Director is to be Considered by the Nomination Committee	Whether or not the Director Has Lost Independence	Whether or not the Director Has at Least 5 Years Experience of Audit, Accounting and/or Finance
Dr. Mehmet Ömer Arif Aras	Non-executive	Non-independent director	16.04.2010		-	-	(No)	(Yes)
Yousef Mahmoud H N Al-Neama	Non-executive	Non-independent director	28.05.2019		-	-	(No)	(Yes)
Adel Ali M. A. Al-Malki	Non-executive	Non-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 as per Article 6 of the Corporate Governance Communiqué	Not considered	(No)	(Yes)
Najla İbrahim N. J. Al-Mutawa	Non-executive	Independent director	27.03.2025		Members of the Audit Committee are considered as independent members as per Article 6 of the Corporate Governance Communiqué	Not considered	(No)	(Yes)
Fatma Abdulla S. S. Al Suwaidi	Non-executive	Non-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 as per Article 6 of the Corporate Governance Communiqué	Not considered	(No)	(Yes)
Temel Güzeloğlu	Non-executive	Non-independent director	16.04.2010		-	-	(No)	(Yes)
Ramzi T. A. Mari	Non-executive	Non-independent director	16.06.2016		-	-	(No)	(Yes)
Osman Ömür Tan	Executive (CEO)	Non-independent director	01.01.2022		-	-	(No)	(Yes)

4. BOARD OF DIRECTORS-II

4.4. Meeting Procedures of the Board of Directors	
The number of physical board meetings during in the reporting period (meetings in person)	The Board of Directors held seven meetings physically in 2025. In addition, the Board of Directors adopted various resolutions within the scope of Article 390 of the Turkish Commercial Code in 2025 without having a meeting.
Director average attendance rate at Board meetings	90.91%
Whether the Board used 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 provides information about the board charter	QNB Bank A.Ş. Corporate Website - Investor Relations - Corporate Governance (https://www.qnb.com.tr/medium/document-file-4264.vsf)
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 2025 - 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 2025 - Committees under the Board of Directors

4. BOARD OF DIRECTORS-II

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	Chair of the Committee?	Member of the Board?
Corporate Governance Committee	-	Ramzi T. A. Mari	Yes	Board member
Corporate Governance Committee	-	Saleh Nofal	No	Board member
Corporate Governance Committee		Najla İbrahim N. J. Al-Mutawa(*)	No	Board member
Corporate Governance Committee	-	Burcu Günhar	No	Not Board member
Audit Committee	-	Saleh Nofal	Yes	Board member
Audit Committee	-	Yeşim Güra(**)	No	Board member
Audit Committee	-	Najla İbrahim N. J. Al-Mutawa(*)	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
Committee of Early Detection of Risk	-	Ramzi T. A. Mari	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

(*) Appointed as a member to Audit Committee and Corporate Governance Committee as of 18.09.2025.
(**) Replaced Ramzi T. A. Mari as a member of the Audit Committee Member as of 04.04.2025.

4. BOARD OF DIRECTORS-II	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in the annual report or website (page number or section name in the annual report/website)	Integrated Annual Report 2025 - Committees under the Board of Directors
Specify where the activities of the corporate governance committee are presented in the annual report or website (page number or section name in the annual report/website	Integrated Annual Report 2025 - Committees under the Board of Directors
Specify where the activities of the nomination committee are presented in the 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 2025 - Committees under the Board of Director
Specify where the activities of the early detection of risk committee are presented in the annual report or website (page number or section name in the annual report/website)	Integrated Annual Report 2025 - Committees under the Board of Directors
Specify where the activities of the remuneration committee are presented in the annual report or website (page number or section name in the annual report/website)	Integrated Annual Report 2025 - Committees under the Board of Directors
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in the annual report (page number or section name in the annual report)	Integrated Annual Report 2025 - Developments in 2025- Assessments for the Year 2025
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 the annual report (Page number or section name in the annual report)	Disclosed in the Integrated Annual Report 2025 under Financial Reports Section - titled "Information on Benefits Provided to Top or 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%	25	4
Corporate Governance Committee	-	75%	66%	9	1
Committee of Early Detection of Risk	-	100%	20%	12	12
Other	Credit Committee	86%	14%	37	.
Remuneration Committee	-	100%	0%	2	1

Sustainability Compliance Report

	Compliance Status					Explanation	Report Information on Publicly Disclosed Information
	Yes	Partial	No	Not Applicable			
A. GENERAL PRINCIPLES							
A1. Strategy, Policies and Goals							
A1.1. The prioritized environmental, social and corporate governance (ESG) issues, risks and opportunities have been determined by the Company's Board of Directors.	●					Priority issues were identified using the materiality analysis method. Risks and opportunities, according to materiality analysis related to ESG, were identified.	2025 Integrated Annual Report, pages: 88-89
A1.1. The ESG policies (Environmental, Energy Policy Human Rights and Employee etc.) have been determined and publicly announced by the Company's Board of Directors.	●					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.	Corporate Website, Sustainability Page: https://www.qnb.com.tr/en/sustainability/reports-and-policies
A1.2. The short and long-term targets in terms of ESG policies have been publicly announced.	●					QNB Türkiye's short- and long-term goals, aligned with its ESG policies, are published in the 2025 Integrated Annual Report and the Net Zero Transition Plan Report.	2025 Integrated Annual Report, pages: 106-201 Net Zero Transition Plan Report
A2. Implementation/Monitoring							
A2.1. The responsible committees and/ or business units for the implementation of ESG policies, and the senior officials and their duties related to Company ESG issues, have been determined and publicly announced.	●					The responsibilities of the Sustainability Committee members, along with the sustainability governance and organizational structure, were publicly announced in the 2025 Integrated Annual Report.	2025 Integrated Annual Report, pages: 86-87, 212
A2.1. The policy activities carried out by the responsible committee and/or unit are reported to the Board of Directors at least once a year.	●					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 when required, or at least once a year. The General Manager, who is also a member of the Board of Directors, is a member of the Sustainability Committee.	2025 Integrated Annual Report, pages: 86-87
A2.2. In line with ESG targets, implementation and action plans have been determined and publicly announced.	●					Commitments related to ESG and progress on these commitments, action plans, performance outputs, and key performance indicators, are disclosed to the public periodically and comparatively.	2025 Integrated Annual Report, pages: 106-201 Net Zero Transition Plan 2025 CDP Report, pages: 132-133
A2.3. The Key ESG Performance Indicators (KPI) and their degree of attainment is disclosed to the public on a yearly basis.	●					The identified Key Performance Indicators (KPIs) of the Bank are compared over the years and disclosed in the Integrated Annual Report.	2025 Integrated Annual Report, pages: 602-613
A2.4. Activities designed to improve the sustainability performance of business processes or products and services have been publicly announced.	●					Activities to improve the sustainability performance of business processes, products and services, are annually disclosed in the relevant sections of the Integrated Annual Report.	2025 Integrated Annual Report, pages: 106-201

	Compliance Status					Explanation	Report Information on Publicly Disclosed Information
	Yes	Partial	No	Not Applicable			
A3. Reporting							
A3.1. Clear and adequate details of the sustainability performance, targets and actions have been included in Company annual reports.	●					Information regarding sustainability performance, targets, and sustainability activities are announced to the public in the Bank's Integrated Annual Report.	2025 Integrated Annual Report, pages: 106-201
A3.2. Information about activities related to United Nations (UN) 2030 Sustainable Development have been publicly announced.	●					Contributions to the UN Sustainable Development Goals is publicly announced in Integrated Annual Reports.	2025 Integrated Annual Report, pages: 90-91
A3.3. Lawsuits filed and/or concluded against the Company relating to ESG issues, which are material in terms of ESG policies and/or will significantly affect the Company's activities, have been publicly announced.	●					Disclosures regarding lawsuits filed, and/or concluded against ESG issues, are published in the GRI Index of the Bank's Integrated Annual Report and Public Disclosure Platform. There were no lawsuits filed against the company in relation to ESG issues in 2025.	2025 Integrated Annual Report pages: 626-631
A4. Verification							
A4.1. The Company's Key ESG Performance metrics have been verified by an independent third party and have been publicly announced.	●					Identified ESG Key Performance Indicators are verified by an independent third party and shared publicly through Integrated Annual reports.	2025 Integrated Annual Report, pages: 622-623
B. ENVIRONMENTAL PRINCIPLES							
B1. The policies and practices, action plans, environmental management systems (known by the ISO 14001 standard) and programs have been announced.	●					For the implementation of 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. This was expanded to 100 branches by the end of 2025.	2025 Integrated Annual Report, pages: 165 ISO14001 EMS Certificates
B2. The environmental reports prepared to provide information on environmental management have been announced to the public. These reports include the scope, reporting period, reporting date, and any limitations which apply to the reporting conditions.	●					In the "About the Report" sections of the Integrated Annual Report, the boundary of the report, the reporting period and reporting principles are detailed, while information related to environmental management is provided in the Internal Transformation section.	2025 Integrated Annual Report, pages: 6-7, 614-619
B4. Environmental targets within the scope of performance incentive systems included in the rewarding criteria have been announced to the public on the basis of stakeholders (such as members of the Board of Directors, managers and employees).		●				The Bank provides incentives related to climate change to all its employees, from the top management level downwards. In addition, a systematic incentive mechanism has been established for the Bank's senior management, but environmental targets have not been disclosed to the public.	CDP Reports, pages: 85-86
B5. How the prioritized environmental issues have been integrated into business objectives and strategies have been announced.	●					The Bank discloses its material issues, identified through materiality analysis, and provides details of how these issues are integrated into its business objectives and strategy in its Integrated Annual Report.	2025 Integrated Annual Report, Pages:106-201
B7. Partnership including customers, operation process suppliers, and other suppliers within the value chain. The management of environmental issues, alignment to business objectives, and strategy integration have all been publicly announced.	●					The Bank exercises the utmost care, not only in its direct activities, but also in managing its impacts throughout the value chain; actions taken in this regard are detailed in the Internal Transformation section of the annual Integrated Annual Report. The Supplier Conduct Principles can be accessed via the Bank's Supplier Portal.	2025 Integrated Annual Report, pages: 146-167 Supplier Portal

	Compliance Status					Explanation	Report Information on Publicly Disclosed Information
	Yes	Partial	No	Not Applicable			
B. ENVIRONMENTAL PRINCIPLES (Continued)							
B8. How the Company has been involved with environmental related organizations, as well as non-governmental organizations' policy making processes. Collaborations with these organizations have been announced.	●					The Bank's environmental related memberships and collaborations are reported in detail in the Integrated Annual Report.	2025 Integrated Annual Report, pages: 97-98
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)), and information on environmental impacts is periodically disclosed to the public in a comparative format.	●					Environmental indicators, that are directly related to the Bank's activities, are calculated periodically and comparatively, and are shared with the public through Integrated Annual Report and CDP reports.	2025 Integrated Annual Report, pages: 602-613 CDP Reports: pages: 163-190
B10. Details of the standard, protocol, methodology, and baseline year used to collect and calculate data have been announced.	●					Standard, protocol, methodology and base year details are disclosed in the Reporting Guidance for Non-Financial Data section of the Integrated Annual Report.	2025 Integrated Annual Report, pages: 614-619
B11. Increases or decreases in Company's environmental indicators within the reported year have been compared with previous years and disclosed.	●					Environmental indicators are compared with previous years and publicly published in the Integrated Annual Report.	2025 Integrated Annual Report, pages: 602-613
B12. The short and long-term targets for reducing environmental impacts have been determined, and the progress compared to previous years' targets has been disclosed.	●					In the Integrated Annual Report, the Bank's short and long-term targets are announced. Progress in terms of the determined targets is presented to the public.	2025 Integrated Annual Report, pages: 106-201 CDP Report pages: 163-190
B13. A strategy to combat the climate crisis has been determined and the planned actions have been publicly announced.	●					The climate crisis response strategy and actions are outlined in the Net Zero Transition Plan Report, the CDP Report, and the Integrated Annual Report.	2025 Integrated Annual Report, pages: 106-201 CDP Report Net Zero Transition Plan Report
B14. The programs/procedures to prevent or minimize the potential negative impact of products and/or services on the environment have been established and announced.	●					In line with QNB Türkiye's Sustainable Product and Finance Framework, the products and services offered to customers are announced in the Integrated Annual Report and on the corporate website.	2025 Integrated Annual Report, pages: 106-131 Corporate Website, Sustainability Page: https://www.qnb.com.tr/en/ sustainability/ reports-and- policies
B14. Actions taken to reduce greenhouse gas emissions of third parties (suppliers, subcontractors, dealers, etc.) have been implemented and announced.	●					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 announced to the public in the Integrated Annual Report.	2025 Integrated Annual Report, pages: 146-169
B15. The environmental benefits/gains and cost savings of initiatives/projects that aim to reduce environmental impacts have been announced.	●					The results of the actions taken to reduce environmental impacts are shared in the Internal Transformation of the integrated annual report on a project basis. In addition, projects and actions to reduce environmental impacts are explained in the CDP Report.	2025 Integrated Annual Report, pages: 146-169 CDP Report, pages: 191-205

	Compliance Status					Explanation	Report Information on Publicly Disclosed Information
	Yes	Partial	No	Not Applicable			
B. ENVIRONMENTAL PRINCIPLES (Continued)							
B16. Data related to energy consumption (natural gas, diesel, gasoline, LPG, coal, electricity, heating, cooling, etc.) has been announced as Scope-1 and Scope-2.	●					Energy consumption data are periodically and comparatively calculated and disclosed in the CDP Climate Change Report and the Integrated Annual Report in relation to Environmental Performance Indicators.	2025 Integrated Annual Report, pages: 602-613 CDP Report, pages: 163-190
B17. Information related to the production of electricity, heat, steam and cooling within the reported year has been announced.	●					The primary consumption data within the scope of the Bank's activities is disclosed in the Integrated Annual Report.	2025 Integrated Annual Report, pages: 602-613
B18. Studies related to increases in the use of renewable energy, and the transition to zero/low carbon electricity, have been conducted and announced.	●					Efforts are underway to increase the use of renewable energy sources. Initiatives undertaken as part of the transition to zero or low-carbon electricity are detailed in the CDP Report and the annual Integrated Annual Report. By 2025, 100% of electricity consumption will be met from renewable energy sources. In line with Net Zero targets, the 5 MW Ground-Mounted Solar Power Plant, located in Yozgat, has been included in the portfolio to support operational energy transformation. The bank also supports renewable energy production with solar-powered ATM applications.	2025 Integrated Annual Report pages: 146-167 CDP Report, pages: 163-190
B19. The renewable energy production and usage data has been publicly announced.	●					Renewable energy production and usage data are shared with stakeholders in the "Internal Transformation" section of the annual Integrated Annual Report and under Environmental Performance Indicators.	2025 Integrated Annual Report Pages:146-167, 602-613 https://www.qnb.com.tr/en/ sustainability/ reports-and- policies
B20. Projects conducted by the Company related to energy efficiency and the amount of reduction on energy consumption and emission achieved through these projects have been disclosed.	●					Energy consumption and emission reduction amounts are disclosed in the CDP Report and the results of actions taken to increase energy efficiency are annually disclosed on a project basis in the Integrated Annual Report.	2025 Integrated Annual Report Pages:146-167 CDP Report Pages: 163-190
B21. The water consumption, the amount, procedures and sources of recycled and discharged water from underground or above ground (if any), have been announced.	●					Information regarding water consumption is disclosed to the public in the annual Integrated Annual Report and the CDP Report under Environmental Performance Indicators.	2025 Integrated Annual Report Pages: 146-167, 602-613 CDP Report Pages: 163-190
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).				●		There is no Emissions Trading System (ETS) in Türkiye.	-
B23. The Information related to accumulation or purchasing of carbon credits within the reporting period has been disclosed.	●					The bank has secured carbon credits (I-REC Certificates) in 2025 to offset emissions from electricity consumption. Additionally, Gold Standard Carbon Offset Certificates have been obtained for carbon emissions generated through its digital channels. Detailed information is provided in the annual Integrated Annual Report.	2025 Integrated Annual Report Pages: 146-167 CDP Report Page: 163-190 Digital Channels Offset Certificates
B24. If carbon pricing is applied within the Company, the details have been disclosed.	●					Studies on carbon pricing are included in the CDP report.	CDP Report Pages: 163-190
B25. The platforms where the Company discloses its environmental information have been disclosed.	●					The Bank discloses its environmental information to the public annually in its Integrated Annual Report and CDP reports.	2025 Integrated Annual Report Pages: 146-167 CDP Report Pages: 163-190

	Compliance Status					Explanation	Report Information on Publicly Disclosed Information
	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 legislations. The policy and the officials that are responsible for the implementation have been determined and disclosed.		●				Human Rights and Employee Rights issues are addressed in the Bank's Sustainability Policy and disclosed to the public on the corporate website.	Corporate Website, Sustainability Page: https://www.qnb.com.tr/en/sustainability/reports-and-policies
C1.2. Consideration of the effects of supply and value chain, fair workforce, improvement of labor 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 other cultural differences, such as non- discrimination) are included in the policy on employee rights.	●					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, ensuring occupational safety and security of employees are all considered within this framework. The Bank expects its customers and suppliers to respect human rights, prevent and take cautions on child labor and forced labor within its own workforce and supply chain. The Bank discloses its approach to these issues to the public through its Sustainability Policy on its corporate website.	Corporate Website, Sustainability Page: https://www.qnb.com.tr/en/sustainability/reports-and-policies
C1.3. Measures taken for the minority rights/equality of opportunity, or for members of the supply chain who are susceptible to certain economic, environmental and social factors (low income groups, women, etc.) have been announced.	●					Measures taken throughout the value chain to protect the rights and equal opportunities of minorities or groups sensitive to social factors are disclosed to the public through the Integrated Annual Report and Sustainability Policies.	2025 Integrated Annual Report pages: 168-187 Corporate Website, Sustainability Page https://www.qnb.com.tr/en/sustainability/reports-and-policies
C1.4. Developments regarding preventive and corrective practices against discrimination, inequality, human rights violations, forced and child labor have been announced.	●					The actions taken and related regulations implemented are announced to the public in the Sustainability Policy and the Integrated Annual Report, both of which are available on the Bank's corporate website.	2025 Integrated Annual Report pages: 168-187 Corporate Website, Sustainability Page https://www.qnb.com.tr/en/sustainability/reports-and-policies
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.	●					The relevant information is announced to the public in the Sustainability Policy and the Integrated Annual Report, both of which are available on the Bank's corporate website's sustainability page.	2025 Integrated Annual Report pages: 168-187 Corporate Website, Sustainability Page https://www.qnb.com.tr/en/sustainability/reports-and-policies
C1.5. Mechanisms for employee complaints and resolution of disputes have been established, and related solution processes have been determined.	●					Related information is detailed in the "Transformation of Employees" section of the Integrated Annual Report.	2025 Integrated Annual Report pages: 168-187 https://www.qnb.com.tr/en/sustainability/reports-and-policies
C1.5. Activities carried out within the reported period related to ensuring employee satisfaction have been announced.	●					Information on ensuring employee satisfaction is disclosed in the "Transformation of Employees" section of the Integrated Annual Report.	2025 Integrated Annual Report pages: 166-185
C1.6. The occupational health and safety policies have been established and announced.		●				The Bank has an Occupational Health and Safety Policy, but this has not been announced to the public. Activities carried out in relation to the policy appear in the Integrated Annual Report.	2025 Integrated Annual Report pages: 168-187, 602-613

	Compliance Status					Explanation	Report Information on Publicly Disclosed Information
	Yes	Partial	No	Not Applicable			
C. SOCIAL PRINCIPLES (Continued)							
C1.6. Measures taken to protect health, prevent occupational accidents, and related statistics have been announced.	●					Statistics on occupational accidents are published annually in the Integrated Annual Report.	2025 Integrated Annual Report, pages: 602-613
C1.7. The personal data protection and data security policies have been established and announced.	●					The Bank's Protection of Personal Data and Information Security and Cyber Security Policy is available on the Corporate Web Site.	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
C1.8. The ethics policy has been established and announced.		●				Although there is no publicly available or formally established Ethics Policy, the ethical standards expected from Bank employees are specified in 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
C1.9. The studies related to social investment, social responsibility, financial inclusivity and access to finance have been explained.	●					Activities carried out in this context are disclosed to the public in the "Sustainable Society for the Future" and "Responsible Transformation" sections of the Integrated Annual Report.	2025 Integrated Annual Report, pages: 132-143, 190-201
C1.10. Informative meetings and training programs related to ESG policies and practices have been organized for employees.	●					In addition to general awareness- raising events and/ or training 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 and statistics carried out are disclosed annually to the public through the Integrated Annual Report.	2025 Integrated Annual Report Pages: 96, 168-187
C2. Stakeholders, International Standards and Initiatives							
C2.1. The customer satisfaction policy in relation to the management and resolution of customer complaints has been prepared and announced.		●				The Bank has Customer Experience Principles. Ideas, opinions, and suggestions for improving the customer experience are collected and evaluated through the Excellent Customer Experience Platform. Policies and procedures related to this area exist, but are not publicly disclosed. Detailed information is shared in the annual Integrated Annual Report.	QNB Customer Experience Principles: https://qnbportal.qnb.com.tr/ sites/birimler/mdo/ SitePages/ M%C3%BC%C5%9Fteri%20 Deneyimi%20Ofisi.aspx QNB Excellent Customer Experience Platform: https://deneyim.qnb.com.tr/ 2025 Integrated Annual Report Pages: 134
C2.2. Information about the communication with stakeholders (stakeholder, subject and frequency) has been announced.	●					The utmost care is taken to ensure continuous and transparent communication with stakeholders. Information is shared through the sustainability website and reports. Detailed information on Stakeholder Engagement and Communication is annually shared in the Integrated Annual Report.	2025 Integrated Annual Report Pages: 92-95
C2.3. The international reporting standards that have been adopted in reporting have been explained.	●					The Bank explains the international reporting standards it has adopted in its Integrated Annual Report.	2025 Integrated Annual Report Pages: 6-7
C2.4. Principles adopted regarding sustainability, the signatory or member international organizations, committees and principles have been announced.	●					The bank explains the international reporting standards it has adopted and complies with in the "About the Report" section of its annual Integrated Annual Report.	2025 Integrated Annual Report Pages: 97-98 Corporate Website, Sustainability Page https://www.qnb.com.tr/ surdurulebilirlik/ surdurulebilirlik- yaklasimimiz/surdurulebilirlik-alanindaki-is-birliklerimiz
C2.5. Improvements have been made and studies have been carried out for inclusion in the Borsa Istanbul sustainability indices and/or international index providers.	●					The details of the sustainability indices in which the Bank participates are annualy shared with the public through its Integrated Annual Report.	2025 Integrated Annual Report Pages: 97-98

	Compliance Status					Explanation	Report Information on Publicly Disclosed Information
	Yes	Partial	No	Not Applicable			
D. CORPORATE GOVERNANCE PRINCIPLES							
D1. The opinions of stakeholders have been sought in the determination of measures and strategies related to sustainability.	●					Through the materiality analysis method, the Bank's priority issues were identified based on stakeholder feedback, and ESG-related risks and opportunities were defined accordingly. All conducted studies are disclosed to the public in the relevant sections of the annual Integrated Annual Report.	2025 Integrated Annual Report: Pages: 88-89, 92-95, 106-201.
D2. Social responsibility projects, awareness activities and training sessions have been implemented to raise awareness of the importance of sustainability.	●					The efforts and outcomes in this regard are highlighted in the Integrated Annual Report and on the sustainability section of the corporate website.	2025 Integrated Annual Report Pages: 132-143, 190-201 Corporate Website, Sustainability Page https://www.qnb.com.tr/en/ sustainability