

## **MINUTES OF THE ORDINARY SHAREHOLDERS' GENERAL ASSEMBLY MEETING OF THE QNB FINANSBANK ANONIM SİRKETİ, HELD ON MARCH 28<sup>th</sup>, 2024**

The Ordinary Shareholders' General Assembly of the QNB Finansbank Anonim Sirketi was held in order to discuss and resolve on the Balance Sheet, Profit and Loss Accounts, the Annual Activity Report of the Board of Directors and the Independent Auditor's Report of the QNB Finansbank Anonim Sirketi belonging to year 2023, as well as the release from liability of the Board of Directors for their activities in year 2023, and other relevant matters under the supervision of Mr. Volkan Küçükçirkin who was commissioned by the letter No.E-90726394-431.01-00095394648, dated 27.03.2024, of the Provincial Directorate of Istanbul affiliated to the Ministry of Trade of the Republic of Turkey, and in the presence of a sworn certified translator at the Bank's Head Office, which is situated at Esentepe Mahallesi, Büyükdere Caddesi, Kristal Kule Binasi, No: 215, Sisli-Istanbul, at 11:00 hour, on Thursday, March 28<sup>th</sup>, 2024.

It was ascertained that the convocations for and the notice of the meeting, which included the meeting agenda was announced, as contemplated by the Law and by the Articles of Association, by way of publication of the same within the issue No.11032, dated February 28<sup>th</sup>, 2024, of the Trade Registry Gazette of Turkey, on the Bank's official website at [www.qnbfinansbank.com](http://www.qnbfinansbank.com), through the Public Disclosure Platform, Electronic General Assembly System, and also within Sabah and Hürriyet daily newspapers.

It was ascertained that Mrs. Talar GÜL the Independent Certified Accountant, who is the responsible partner and chief auditor of the PwC Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S., being the independent auditor appointed by the Bank, and Mr. Temel Guzeloglu, Mr. Mehmet Ömer Arif Aras, Mr. Durmuş Ali Kuzu, being the members of the Board of Directors, as well as Mr. Osman Ömür Tan, being the General Manager and member of the Board of Directors, were present and ready at the meeting venue. It was ascertained through the review of the list of attendants that the shares, corresponding to TRY 8,973.0 share capital, out of 33,500,000,000 shares, corresponding to TRY-3,350,000,000 total share capital of the company, were represented in principal, while the shares, corresponding to TRY-3,345,892,247.466 share capital, were represented by proxy, through the agency of the attorneys of the relevant principal shareholders, and thus, the shares corresponding to TRY 3,345,901,220.466 share capital were duly represented at the meeting, and that, therefore, the minimum quorum requirement for meeting pursuant to both the Law and the Articles of Association had been satisfied, whereupon the meeting was opened. The Shareholders' Meeting was also commenced concurrently in the electronic medium pursuant to the provisions of Article 1527 of the Turkish Commercial Code. It was ascertained that any attorney of any principal shareholder was not present among the persons, who physically attended the meeting.

Prior to the discussions on the meeting agenda, a moment of silence was observed by the meeting participants, and an opening speech was given by Mr. Mehmet Ömer Arif Aras, President of the Board of Directors. Mr. Aras gave an overview of the Bank's balance sheet size and profit performance in year 2023 along with the economic and political outlook of the world and Turkey.

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

According to the motion, which was put to vote; it was resolved by the majority of the votes to elect and appoint Mr. Mehmet Ömer Arif Aras as the Chairman of the Meeting Council, to elect and appoint Mr. Adnan Menderes Yayla as the Vote Collector, and to elect and appoint Mr. Ali Yılmaz as the Secretary during the meeting, with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital, and it was accordingly resolved to authorize the Meeting Council in order to sign the meeting minutes of the Shareholders' Meeting.

During the discussion on the relevant item, Mr. ...., as being one of the shareholders of our Bank stated that his opinions by saying that “the Bank has taken no resolution for the shareholders of the Bank and small investors are exposed to harm in such ways”.

2- The motion regarding the second item of the meeting agenda, concerning the reading and discussion of the Annual Report prepared by the Board of Directors for year 2023 was read. Given the fact that the said Annual Report was duly announced and published on the Public Disclosure Platform and on the website of our Bank, the motion regarding the adoption of the said Annual Report as if it was read during the meeting was put to vote. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. According to the motion, which was put to vote; it was resolved by the majority of the votes to adopt the said Annual Report, with the affirmative votes representing TR- 3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

Accordingly, the Annual Report prepared by the Board of Directors for year 2023 of which was put to vote was approved and ratified with the majority of the votes of the meeting participants, and with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank regarding this meeting agenda item are provided below:

Mr.....: “The free provision (arbitrary provisions) amounting to TRY 1.400.000.000 given as basis to Qualified Opinion on the Independent Auditor's Report of 31.01.2024 on the Integrated Annual Report of the Bank has negative effect on the Financial Statements and the Balance Sheet. It causes a disarrangement in the set of Financial Statements. This needs to be fixed. I REJECT the proposal on the approval of the Annual Report and the Financial Table set.”

3- The motion regarding the third item of the meeting agenda was read. The Auditor took the floor to provide information on the audit report. Given the fact that the Auditor’s Report for year 2023 was duly announced and published on the Public Disclosure Platform and on the website of our Bank, the motion regarding the adoption of the said Auditor’s Report as if it was read during the meeting was put to vote. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. According to the motion, which was put to vote; it was resolved by the majority of the votes to adopt the said Auditor’s Report, with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

Accordingly, the Auditor’s Report for year 2023 of which was put to vote was approved and ratified with the majority of the votes of the meeting participants, and with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank, regarding this meeting agenda item are provided below:

Mr.....: “The free provision (arbitrary provisions) amounting to TRY 1.400.000.000 given as basis to Qualified Opinion on the Independent Auditor's Report of 31.01.2024 on the Integrated Annual Report of the Bank has negative effect on the Financial Statements and the Balance Sheet. It causes a disarrangement in the set of Financial Statements. This needs to be fixed. I REJECT the proposal on the approval of the Annual Report and the Financial Table set.”

4- The motion regarding the fourth item of the meeting agenda, concerning the reading and discussion of the financial statements for year 2023 (balance sheet and profit-loss accounts) was read.

Given the fact that the financial statements of the Bank for year 2023 were duly announced and published on the Public Disclosure Platform and on the website of our Bank, the motion regarding the adoption of the said financial statements as if they were read during the meeting was put to vote. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. According to the motion, which was put to vote; it was resolved by the majority of the votes to adopt the said financial statements, with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

Accordingly, the financial statements for year 2023 of which were put to vote was approved and ratified with the majority of the votes of the meeting participants, and with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank, regarding this meeting agenda item are provided below:

.....: "The free provision (arbitrary provisions) amounting to TRY 1.400.000.000 given as basis to Qualified Opinion on the Independent Auditor's Report of 31.01.2024 on the Integrated Annual Report of the Bank has negative effect on the Financial Statements and the Balance Sheet. It causes a disarrangement in the set of Financial Statements. This needs to be fixed. I REJECT the proposal on the approval of the Annual Report and the Financial Table set."

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

Pursuant to the first proposal under this meeting agenda item made by Mr. ...., as being one of the shareholders, it was resolved by the majority of the votes to reject payment of the dividends to the shareholders of 0.12% (twelve per thousand) of the Bank's shares from the profits (whole amount) of the Current Period and Prior Year, on the condition of reserving the rights of the "Qatar National Bank", the controlling shareholder with 99.82% of the Bank's shares, with the affirmative votes representing TRY- 6,233 amounted registered share capital, against the rejection votes representing TRY-3,345,894,977.466 amounted registered share capital.

During the discussions on the meeting agenda item, Mr. .... stated that "the value of the shares depreciates against the inflation" and that they are expecting bonus share distribution or payment of dividends, and he also remarked his appreciation for his proposal to be added in the agenda item.

In addition, Mr. ...., one of our shareholders participating to the meeting physically, stated his opinions on the expectations for payment of dividends.

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 the net profit of TRY-33,172,441,567.31-, which was calculated on the basis of the Bank's 2023 financial statements by deducting the taxes and other financial liabilities as follows; TRY-278,819.66 - shall be added to the Asset Sale Gains Fund to the Real Estate Sales Profit Fund in accordance with the provisions of Article 5-1/e of the Commercial Tax Code, and the remaining TRY-33,172,162,747.65-, shall be transferred under the Extraordinary Reserves, given the fact that, the statutory reserves have reached twenty percent of the paid-in capital of our Bank, pursuant to the first paragraph of Article 519 of the Turkish Commercial Code;

And it was resolved by the majority of the votes to adopt to book and allocate the total revaluation gain (which is the difference between the net book value of the fixed assets before and after the revaluation) amounting to TRY-7,559,339,853.69 under the "TPC Reiterated Article 298/Ç of the Revaluation Fund" account under Equity by transferring from the legal reserves, as a result of revaluation of the fixed assets

according to the Tax Procedure Code Reiterated Article 298/Ç by the end of year 2023; and it was resolved by the majority of the votes to adopt to reallocate related revaluation gain, TRY-4,259,426,612.92 under the Tax Procedure Code Temporary Article 32 and TRY-15,247,497,915.61 under Tax Procedure Code Reiterated Article 298/Ç, i.e. total amount of TRY-19,506,924,528.53 which were booked and allocated under related fund accounts to the profit reserves, as a result of revaluation of the fixed assets according to the Tax Procedure Code Temporary Article 32 and Reiterated Article 298/Ç by the end of years 2022 and 2023, and it was resolved by the majority of the votes to authorize the Board of Directors in order to use the said reserve funds, with the affirmative votes representing TRY-3,345,892,248.466 amounted registered share capital, against the rejection votes representing TRY-8,972 amounted registered share capital.

During the discussions on the related meeting agenda item, Mr. ...., as being one of our shareholders and as being present physically in the meeting, asked a question on dividend payments and such query was answered by Mr. Adnan Menderes Yayla, Chief Financial Officer of the Bank and the Vote Collector, with an elaborate explanation on the tax advantages on that matter.

Prior to voting on the motion, Mr. ...., as being one of our shareholders, stated his opinion that the tax arising from the dividends is taken by the shareholders, not by the Bank.

The dissenting opinions of Mr. .... and Mr. ...., as being the shareholders of our Bank regarding this meeting agenda item are provided below respectively:

Mr. ....: "General reserves have reached to 21 times of the paid capital in total. Dividends need to be paid. It must be paid or added to the capital."

Mr. ....: "We demand the profits allocated to statutory reserves to be paid as dividends to the shareholders within the scope of related legislation."

6- The motion regarding the sixth item of the meeting agenda was read. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. In accordance with the motion made about this meeting agenda item, the matter of selling the receivables with the amount of TRY-591,954,880 in consideration of TRY-320,750,000 to the Dünya Varlık Yönetim A.Ş. trade named company, by way of transfer of receivables (Assignment/Asset Sale) method, from the portfolio determined as the consumer loans, credit cards and overdraft accounts, excluding those with mortgage secured loans, that were transferred to the liquidation accounts on or before the date of 30.06.2019, as approved by the Board of Directors resolution dated 26.09.2023 and numbered 124;

And the matter of selling the receivables with the amount of TRY-157,912,680 in consideration of TRY-61,750,000 to the Ortak Varlık Yönetim A.Ş. trade named company; and the matter of selling the receivables with the amount of TRY-157,835,608 in consideration of TRY-62,250,000 to the Emir Varlık Yönetim A.Ş. trade named company, by way of transfer of the receivables (Assignment/Asset Sale) method, from the portfolio determined as the business profit-centered loans and credit cards, excluding those with mortgage secured loans, that were transferred to the liquidation accounts on or before the date of 31.12.2019, as approved by the Board of Directors resolution dated 26.09.2023 and numbered 124, were adopted by the majority of the votes, and accordingly the above-mentioned proposals were adopted with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank regarding this meeting agenda item are provided below:

Mr. ....: "REJECTED."

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

about this meeting agenda item, it was resolved with the majority of the votes to determine and designate the number of the Board of Directors as 11 (eleven) in total, including Mr. Osman Ömür Tan, General Manager, pursuant to the provisions of Article 362 of the Turkish Commercial Code No. 6102. And it was resolved with the majority of the votes to elect and appoint Mr. Mehmet Ömer Arif Aras, Mr. Temel Güzeloğlu, Mr. Durmuş Ali Kuzu, Mr. Yousef Mahmoud H N Al-Neama, Mr. Adel Ali M.A. Al-Malki, Mr. Ramzi T.A. Mari, Mr. Noor Mohd J.A. Al-Naimi, Mrs. Fatma Abdulla S.S. Al-Suwaidi and Mr. Saleh Nofal as being the natural person members of the Board of Directors, and to elect and appoint Mrs. Yeşim Gura as the independent member of the Board of Directors, in order to officiate for 1 (one) year of period, and to determine and designate the members of the Auditing Committee of the Bank as the independent members of the Board of Directors, pursuant to the relevant provisions of the Corporate Governance Communiqué (No. II-17.1), issued and published by the Capital Markets Board, and accordingly the above-mentioned proposals were adopted with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1.730 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank regarding this meeting agenda item are provided below:  
Mr. ....: "REJECTED."

8- The motion regarding the eighth item of the meeting agenda was read. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. In accordance with the motion made about this meeting agenda item, it was resolved with the majority of the votes to release from liability, on a separate basis of each of Mr. Mehmet Ömer Arif Aras, Mr. Temel Güzeloğlu, Mr. Durmuş Ali Kuzu, Mr. Yousef Mahmoud H N Al-Neama, Mr. Adel Ali M.A. Al-Malki, Mr. Ramzi T.A. Mari, Mrs. Noor Mohd J.A. Al-Naimi, Mrs. Fatma Abdulla S.S. Al-Suwaidi and Mr. Saleh Nofal as being the natural person members of the Board of Directors, and Mrs. Yeşim Gura as the independent member of the Board of Directors, and Mr. Osman Ömür Tan, being the General Manager and member of the Board of Directors, for their respective activities performed in year 2023, and accordingly the above-mentioned proposals were adopted with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank regarding this meeting agenda item are provided below:  
Mr. ....: "REJECTED."

9- The motion regarding the ninth item of the meeting agenda was read. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. In accordance with the motion made about this meeting agenda item, it was resolved with the majority of the votes to pay monthly net TRY-54,000 amount of attendance fee to the members of the Board of Directors; and to determine the amounts of payments to be made to the members of the Board of Directors, who are assigned and perform a specific role within the Bank's organization by the Board of Directors or by a committee to be assigned and authorized by the Board of Directors; and to pay a maximum amount of TRY-490,000,000 (in letters: Four Hundred Ninety Million Turkish Liras) to the members of the Board of Directors, including the amounts payable to the members of the Board of Directors, due to their membership duties in such committees, until the first Ordinary Shareholders' General Assembly to be held and organized in year 2025, and accordingly the above-mentioned proposals were adopted with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank regarding this meeting agenda item are provided below:

Mr. ....: "REJECTED."

10- The motion regarding the tenth item of the meeting agenda was read. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. In accordance with the motion made about this meeting agenda item, it was resolved with the majority of the votes to appoint and authorize the PwC Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S. trade named independent auditing company as the independent auditor of the Bank for the accounting year of 2024, in accordance with the relevant applicable provisions of the Turkish Commercial Code No. 6102, and accordingly the above-mentioned proposal was adopted with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1,730 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank regarding this meeting agenda item are provided below:

Mr. ....: "REJECTED."

11- The motion regarding the eleventh item of the meeting agenda was read. It was stated accordingly that the Bank had made TRY-503,885,275.71 amounted donations in year 2023, following which the details of each of the organizations, to which such donations were made, and the amounts donated to such organizations were disclosed duly to the shareholders at the meeting.

Following such statement on the donations made by the Bank, Mr. ...., as being one of the shareholders of the Bank stated his opinion that "A prohibition must be adopted by the Turkish Commercial Code for hindering companies to make donations". Following his remarks, Mr. Mehmet Ömer Arif Aras, the Chairperson of the Meeting Council, stated that the Bank would comply with any amendments on the legislations which may be done in the future. In addition, Mr. ...., as being one of the shareholders of the Bank, stated that no payments made to shareholders, while mentioning payments made to the Board Members and the donations made.

12- The motion regarding the twelfth item of the meeting agenda was read, concerning the Donation Policy of the Bank, of which was prepared and issued within the scope of 3.1.2 numbered principle of the Corporate Governance Communiqué (No. II-17.1), issued and published by the Capital Markets Board. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. Accordingly, the Donation Policy of the Bank was adopted with the majority of the votes of the meeting participants, and with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1.730 amounted registered share capital.

During the discussions on the meeting agenda item, Mr. ...., as being one of the shareholders of the Bank, shared his opinions with criticism on the donations made to private educational institutions. As a response, Mr. Mehmet Ömer Arif Aras, the Chairperson of the Meeting Council, stated that these donations were made within the scope of scholarship programs to provide equal opportunities and support the students who proved to be successful and yet could not enroll to the educational institutions due to financial difficulties.

Also, Mr. ...., as being one of the shareholders of the Bank, shared his critical remarks on the donations made.

13- The motion regarding the thirteenth item of the meeting agenda was read. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. In accordance with the motion made about this meeting agenda item, it was resolved with the majority of the votes to determine the upper limit for the amount that the Bank may donate within year 2024 as the four one thousandths of the amount of the Bank's shareholders' equity, in accordance with the provisions of Article 59 of the

Banking Code, and it was resolved with the majority of the votes to realize the donation of all such amounts to be donated in compliance with the applicable laws and regulations, as well as in accordance with the Articles of Association of the Bank, and accordingly the above-mentioned proposals were adopted with the affirmative votes representing TRY-3,345,899,490.466 amounted registered share capital, against the rejection votes representing TRY-1.730 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank regarding this meeting agenda item are provided below:

Mr. ....: "REJECTED."

14- The Bank's "Information and Disclosure Policy" was disclosed to the shareholders, who were informed as provided below: "In accordance with the Information and Disclosure Policy established by the Bank; the public is informed as necessary and appropriate pursuant to the Communiqué on the Material Events Disclosure (No. II-15.1) issued and published by the Capital Markets Board, through the Capital Markets Board, Borsa Istanbul A.S. and the Public Disclosure Platform (PDP), in addition to which press releases are issued to the media outlets.

In addition to the foregoing information and disclosure activities; the Investor Relations Division disclose the quarterly profit and balance sheet details to the national and international investors, who visit the bank, through face-to-face meetings or via phone/email following the dates of announcement of quarterly profit figures and the balance sheet, as applicable.

The information activities, which do not fall into the scope of mandatory disclosure and information activities and relate to the general details about the products, services and strategies of the Bank, are carried out by the Communications Division in coordination with the endeavors of the relevant units. Any inquiry addressed to the Bank by any media outlet is responded and the response to the same is coordinated by the relevant unit of the Bank or the Communications Division after being examined and evaluated by the Communications Division with respect to the goals and the strategies of the Bank.

During the discussions on the related meeting agenda item, Mr. ...., as being one of the shareholders of our Bank, stated that he could not reach out to the Investor Relations Department.

15- The Shareholders were informed about the Bank's Profit Distribution Policy, in accordance with the provisions of Article 26 of the Bank's Articles of Association.

16- The motion regarding the sixteenth item of the meeting agenda was read. The meeting participants were asked whether or not any meeting participant would like to take the floor, whereupon it was established that any meeting participant would not like to do so. Accordingly, the motion was put to vote, and in accordance with the motion made about this meeting agenda item, it was resolved with the majority of the votes to grant the necessary authorizations to the members of the Board of Directors, as specified in Article 395 of the Turkish Commercial Code, under the heading of "Prohibition of transactions with the company and borrowing money from the company", and as specified in Article 396 of the Turkish Commercial Code, under the heading of "Prohibition of competition", on condition to be and except for the circumstances that are prohibited by the Banking Code, and accordingly the above-mentioned proposals were adopted with the affirmative votes representing TRY-3,345,899,489.466 amounted registered share capital, against the rejection votes representing TRY-1,731 amounted registered share capital.

The dissenting opinions of Mr. ...., as being one of the shareholders of our Bank regarding this meeting agenda item are provided below:

Mr. ....: "REJECTED."

17-The shareholders were duly informed about the transactions conducted in year 2023, within the scope of provisions of Article 1.3.6 of the Corporate Governance Communiqué (No. II-17.1), issued and

published by the Capital Markets Board. Accordingly, the shareholders were provided information that, within year 2023, except for the transactions, which were conducted within the limits as permitted by the applicable provisions of the Banking Code and the relevant regulations, any material transactions, which could lead to any conflict of interest between the controlling shareholders or any members of the board of directors or any top management executives or the spouses or any relatives by blood or by marriage thereof and the Bank or any affiliate thereof, were not conducted, and that any of the foregoing did not conduct any transactions, on the respective behalf thereof or on behalf of others, in any line of business that falls into the scope of operations of the Bank or any affiliate thereof, and that any of the foregoing did not participate to any other company, which is engaged in such activities that fall into the scope of operations of the Bank, as a shareholder with unlimited liability.

18- The shareholders were duly informed as follows with regards to the Principles of Compensation of the members of the Board of Directors and the Senior Management: “The matters regarding the compensation of the members of the Board of Directors and the top management executives are determined and set forth in accordance with the Bank's Compensation and Rewarding Policy and the regulations of the Remuneration Committee as well as the Articles of Association of QNB Finansbank and the Regulation on the Corporate Governance Principles of Banks. The Board of Directors ensures that the members of the Board of Directors, the top management executives and the other staff members are compensated in line with the Bank's ethical values, internal balance and strategic goals. The Board of Directors may assign the said duty to the Remuneration Committee, partially or entirely, in accordance with the applicable regulations issued thereof. The Remuneration Committee submits proposals to the Board of Directors with regards to the approval of the overall performance bonuses and other similar plans to be offered to the Bank's staff members. The Remuneration Committee gives due consideration to the responsibilities and duties assumed by the concerned persons, as a part of the senior committees for the determination of its proposals and whilst making its decisions. The salary and other payments to the executives except for the General Manager are determined and designated by the Remuneration Committee, upon the recommendation of the General Manager. Accordingly, the members of the Board of Directors of the Bank were paid a total of TRY-303,357,386 as compensation, remuneration and bonus payments, from the date of the Ordinary Shareholders’ General Assembly meeting until the date of the Ordinary Shareholders’ General Assembly meeting to be held and organized in year 2025, within the maximum amount approved as TRY-310,000,000 at the Ordinary Shareholders’ General Assembly meeting held and organized on the date of 30.03.2023.

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

Mr. ...., as being one of the shareholders of our Bank, took the floor to state his criticism to explanations of Mr. Adnan Menderes Yayla on the tax liabilities hindering the payment of dividends within the scope of the prior meeting agenda items. Mr. Adnan Menderes Yayla delivered an elaborate and technical explanation on such matter.

Mr. Adnan Menderes Yayla addressed the information requests made by Mr. .... and Mr. ...., as being the shareholders of our Bank, about the public listing of Enpara. In his statement, Mr. Adnan Menderes Yayla said that the Bank has made so far two public disclosures on Enpara on the Public Disclosure Platform (PDP); in the latest disclosure it was stated that certificate of corporation was granted by Banking Regulation and Supervision Agency (BRSA), and yet certificate of operation is expected, which is a process requiring certain examinations, and any development on that matter will be announced and disclosed on the PDP. Moreover, Mr. Adnan Menderes Yayla stated that public listing process require certain examinations and inspections, and the small investors will be kept safe from the harm at the end of the process.

Upon the remarks by Mr. ...., as being one of the shareholders of our Bank, on the capital of Enpara and his question of whether or not QNB Finansbank will be increasing capital, Mr. Adnan Menderes Yayla stated that: “It would be more precise and delicate to make comparison by considering the shareholders’ equity of the Bank”. Mr. ...., as being one of the shareholders of our



