

**ŞEKERBANK T.A.Ş**  
**INFORMATION DOCUMENT ON THE ORDINARY GENERAL ASSEMBLY OF THE**  
**YEAR 2023 DATED 3 MAY 2024**

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 3 MAY 2024**

The Ordinary General Assembly Meeting of our Bank for the fiscal year of 2023 shall be held in order to discuss the agenda items and to make a decision, on 3 May 2024, Friday, at 11:00 a.m. at the headquarters located at Emniyet Evleri Mah. Eski Büyükdere Caddesi No: 1/1A 34415 Kağıthane/İSTANBUL.

According to article 1527 of Turkish Commercial Code numbered 6102; Shareholders participate to General Assembly Meetings of Company personally or can also participate to the Electronic General Assembly Meetings (e-General Assembly) and vote. Shareholders or representatives of them who will participate to the e-General Assembly, have to have Electronic Signature Certificate. The shareholders who will participate to the e-General Assembly have to fulfill the process in accordance with “Regulation Regarding Participation to General Assembly Meetings of Joint Stock Companies on Electronic Medium” published in Official Gazette dated 28 August 2012 and numbered 28395 and “Communiqué on the Electronic General Assembly Meeting System Used in General Assembly Meetings of Joint Stock Company” published in Official Gazette dated 29 August 2012 and numbered 28396. Otherwise, they cannot participate to the e-General Assembly.

Our shareholders may attend the meeting personally or by means of a proxy. The sample format of proxies is attached hereto for shareholders who wish to be represented at the meeting by a proxy. Pursuant to Article 437 of Turkish Commercial Code, unconsolidated and consolidated financial tables, annual report and dividend offer of the Board of Directors (subject to the permission to be obtained and the completion of the procedures) for the fiscal year 2023 are at the General Directorate of our Bank, its branches and the corporate internet address of our Bank ([www.sekerbank.com.tr](http://www.sekerbank.com.tr)), MKK's Electronic Company Information Portal and the E-GKS portal ([www.mkk.com.tr](http://www.mkk.com.tr)) and on the Public Disclosure Platform (KAP), for review of shareholders 3 weeks before the anticipated date of meeting.

Respectfully submitted to shareholders.

THE BOARD OF DIRECTORS

2. ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

The notifications and explanations required by the “Communiqué on Principles for Corporate Governance” No: II-17.1 of the Capital Market Board regarding the agenda items are specified under the related agenda item. Other general explanations are also presented in this document for the attention of shareholders.

2.1. Ownership Structure and Voting Rights (\*)

Shareholders	Number of Shares	Nominal Value (TL)	Share Percentage in the Capital (%)	Voting Right Stake
Şekerbank T.A.Ş. Personeli Munzam Sosyal Güvenlik ve Yardımlaşma Sandığı Vakfı	569.600.000,80	569.600.000,80	30,62	30,62
Samruk - Kazyna Invest LLP	224.353.417,47	224.353.417,47	12,06	12,06
Şekerbank Türk Anonim Şirket Pers.Sos.Sig.San.Vakfı	122.530.103,73	122.530.103,73	6,59	6,59
Other	943.516.478,00	943.516.478,00	50,73	50,73
<b>TOTAL</b>	<b>1.860.000.000,00</b>	<b>1.860.000.000,00</b>	<b>100,00</b>	<b>100,00</b>

There are no privileged shares.

(\*) Pursuant to the Turkish Commercial Code numbered 6102 and the 53rd article of the Articles of Association, the shareholders who will be present at the Ordinary and Extraordinary General Assembly meetings will have one vote per share in accordance with the relevant article of the Turkish Commercial Code.

After the publication of this information document, our shareholders also directly share the real person and legal entity information that has 5% or more shares in the capital or the right to vote from the Public Disclosure Platform (<https://www.kap.org.tr/tr/sirket-bilgileri/genel/2418-sekerbank-t-a-s>) can be followed continuously.

2.2 Information on Changes occurred in the Bank or in its major Equity Participations and Subsidiaries or planned for future which might materially affect our operations:

Changes that may occur in the Bank or in its major Associates and Subsidiaries issues that will significantly affect the activities of our Bank are disclosed to the public within the framework of the relevant legislation. The public disclosures of our Bank in accordance with the related legislation are available at <http://www.kap.gov.tr/>.

2.3 Information Regarding Additional Agenda Items Requested by Shareholders

No request has been received from our shareholders regarding the addition of items to the agenda within the scope of item (ç) of the article 1.3.1 of the Corporate Governance Communiqué published by the CMB.

### **3- ŞEKERBANK T.A.Ş. INFORMATION NOTE ABOUT ORDINARY GENERAL ASSEMBLY AGENDA ITEMS DATED 3 MAY 2024**

#### **1. Opening & Establishment of Presidential Board.**

Presidential Board will be constituted to conduct the Ordinary General Assembly within the framework of Turkish Commercial Code No: 6102, provisions of the Articles of Association, Procedures and Principles of Ordinary General Assembly of Incorporated Companies and Provisions of the Regulations on Representatives of the Ministry of Customs and Trade who will Attend these Meetings ("Regulation") and the 57th article of the Bank's Articles of Association.

#### **2. Reading Board of Director's Integrated Annual Report and discussion.**

Integrated Annual Report covering the period from 1 January 2023 to 31 December 2023 will be read, discussed and submitted to the approval of the General Assembly pursuant to the provisions of Turkish Commercial Code, Regulations of Ministry of Trade, and the provisions of the Banking Law. (These documents may be obtained from the Head Office or our Internet site at [www.sekerbank.com.tr](http://www.sekerbank.com.tr), Electronic Company Information Portal and E-GKS portal ([www.mkk.com.tr](http://www.mkk.com.tr)) and Public Disclosure Platform (KAP) three weeks before the General Assembly).

#### **3. Reading Audit Summary Report.**

Independent Audit Report for the period from 1 January 2023 to 31 December 2023 will be read and discussed pursuant to the provisions of Turkish Commercial Code, Regulations of Ministry of Trade, and the provisions of the Banking Law. (These documents may be obtained from the Head Office or our Internet site at [www.sekerbank.com.tr](http://www.sekerbank.com.tr), Electronic Company Information Portal and E-GKS portal ([www.mkk.com.tr](http://www.mkk.com.tr)) and Public Disclosure Platform (KAP) three weeks before the General Assembly).

#### **4. Reading of Balance Sheet and Profit & Loss, Discussions, and Approval.**

Balance Sheet and Profit & Loss Statements for the period from 1 January 2023 to 31 December 2023 will be read, discussed and submitted to the approval of the General Assembly pursuant to the provisions of Turkish Commercial Code, Regulations of Ministry of Trade, and the provisions of the Banking Law. (These documents may be obtained from the Head Office or our Internet site at [www.sekerbank.com.tr](http://www.sekerbank.com.tr), Electronic Company Information Portal and E-GKS portal ([www.mkk.com.tr](http://www.mkk.com.tr)) and Public Disclosure Platform (KAP) three weeks before the General Assembly).

#### **5. Discharge of liability of the members of the Board of Directors.**

In accordance with the relevant legislation, discharge of the Board of Directors with regards to the transactions and accounts for the year 2023 will be submitted to the approval of the shareholders.

#### **6. Within the framework of the Board of Directors' proposal, determination of profit usage and the amount of profit to be distributed depending on the completion of necessary legal permissions and procedures.**

The method of the use of profit amounting to 2,445,692,488.67 TL, based on the our Bank's independently audited 2023 financial statements, will be submitted to the approval of the General Assembly, depending on the completion of necessary legal permissions and procedures. Developments regarding the profit distribution process will be announced on the Public Disclosure Platform.

#### **7. Election of Board Members and determination of their compensation.**

Appointment will be made for the Members of the Board of Directors' Members and the tenure for the appointments will be determined. The revision of the payments to be made to the Members of the Board of Directors within the framework of the principles contained in the relevant legislation and the articles of association will be submitted to the approval of the General Assembly.

In accordance with the relevant regulation of Corporate Governance communiqué (II-17.1), our Bank's Corporate Governance Committee within the framework of Corporate Governance Principles, Mr. Prof. Dr. Turgay Berksoy was evaluated as having the independence criteria defined in the Corporate Governance Communiqué and was nominated as independent members. Within the context of relevant legislation, an application has been made to the CMB regarding the candidacies of Mr. Prof. Dr. Turgay Berksoy and the CMB has not reported any negative opinion on the subject.

The declaration of independence and the curriculum vitae of the independent Board member candidate are presented the annex. (**Annex: 1**)

**8. Selection of Independent Auditor.**

Pursuant to the relevant regulation of the Banking Regulation and Supervision Agency and the Turkish Commercial Code, the election of the independent auditor for 2024 made by the Board of Directors will be submitted to the approval of the General Assembly.

**9. To consent to Board of Directors to do business with the Bank according the Turkish Commercial Code 395 & 396.**

The Members of the Board of Directors are subject to the permission of the General Assembly in order to make transactions within the framework of articles 395 and 396 of the Turkish Commercial Code, this permission will be submitted to the approval of the General Assembly.

**10. Wishes and Opinions & Closing.**

Our shareholders willing to speak in this agenda item will be listened and the meeting will be closed.

POWER OF ATTORNEY

We, the undersigned hereby appoint, empower and delegate..... as our proxy; to represent, to vote, to make proposals and to sign the necessary documents in line with our instructions listed below at the Ordinary General Assembly of ŞEKERBANK T.A.Ş. that will be held at Emniyet Evleri Mah. Eski Büyükdere Cad. No: 1/1A, 34415 Kağıthane/İSTANBUL on 3 May 2024, Friday at 11.00 a.m.

PROXY’S(\*);

Name, Surname/Title :

TC Identification/Tax No. :

Trade Register and No :

MERSİS No :

(\*) Equivalent information for foreign proxies must be presented.

A) SCOPE OF THE PROXY AUTHORIZATION

1. Subjects related to the agenda of Ordinary General Assembly;

- a) The proxy is authorized to vote in his/her own discretion.
- b) The proxy is authorized to vote in line with proposals of the Company’s management.
- c) The proxy is authorized to vote in line with the instructions displayed in the table below.

Instructions:

In case (c) was chosen by the shareholder, one of the two options should be marked (approval or denial) to corresponding agenda topics, and if denial was marked as dissenting opinion which is demanded to be recorded the General Assembly minutes book should be stated.

Agenda Items	Approval	Denial	Dissenting Opinion
1. Opening & Establishment of Presidential Board.			
2. Reading Board of Director’s Integrated Annual Report and discussion.			
3. Reading Audit Summary Report.			
4. Reading of Balance Sheet and Profit & Loss, Discussions, and Approval.			
5. Discharge of liability of the members of the Board of Directors.			
6. Within the framework of the Board of Directors’ proposal, determination of profit usage and the amount of profit to be distributed depending on the completion of necessary legal permissions and procedures.			
7. Election of Board Members and determination of their compensation.			
8. Selection of Independent Auditor.			

9. To consent to Board of Directors to do business with the Bank according the Turkish Commercial Code 395 & 396.			
10. Wishes and Opinions & Closing.			

**2. Special instructions regarding other issues that may arise in the Ordinary General Assembly and the execution of minority rights;**

- a) The proxy is authorized to vote in his/her own discretion.
- b) The proxy is not authorized to act for in the issues.
- c) The proxy is authorized to vote in line with the special instructions below.

**Special Instructions:** (Will include special instructions of the shareholder to the proxyholder, if any)

**B) Shareholder may choose one of the following alternatives for the proxy to represent the shares**

**1. We approve my proxy to represent my shares detailed below.**

- a) Number of shares - Nominal value:
- b) Ratio of the shares to capital and voting rights of Shareholder

**2. We approve my proxy to represent my total amount of shares that is reported by e-GEM one day prior to the General Assembly.**

**SHAREHOLDERS’;**

Name Surname/Trade Name :  
Identity Number/Tax Number :  
Trade Register and Number :  
MERSİS Number :  
Address :  
Signature :

**NOTE: Shareholders who want to give a power of attorney, fill out the power of attorney form and have their signatures approved by a notary or attach the notarized signature circular to the power of attorney.**

**Disclaimer Statement:**

This document is a convenience translation of the principal document that has been published in Turkish and provided on our website ([www.sekerbank.com.tr](http://www.sekerbank.com.tr)) in accordance with relevant laws and regulations. The information contained in this document is published for the assistance of recipients, but is not to be relied upon as authoritative or taken in substitution of the principal document that is published in Turkish. The Company does not accept any liability whatsoever for any direct or consequential loss arising from any use of this document or its contents.

## **Annex -1: Resume of Independent Member Candidate and Declaration of Independence**

Independent Board Member candidate Mr. Prof. Dr. Turgay Berksoy to be submitted for approval at the Ordinary General Assembly meeting to be held on 3 May 2024 and his CV and declaration of independence are presented below

### **Prof. Dr. Turgay Berksoy (Board Member)**

Prof. Dr. Turgay Berksoy, a graduate of IITIA, now known as Marmara University, completed his master's degree at Boğaziçi University and his doctorate at Marmara University. He was a visiting professor at the University of East Anglia School of Development Studies in the England, as well as a lecturer at various universities in Türkiye.

Prof. Dr. Berksoy served as the Head of the Department of Finance, Faculty of Economics, Chairman of the Center of Public Finance Research at Marmara University, and outside the University, as consultant to some banks, auditor member of the Board of Directors of Türkiye İş Bankası A.Ş., member of the Tax Reform Commission of the Turkish Ministry of Finance, member of the TOBB Special Expertise Commission, Board member of Güneş Hayat Sigorta A.Ş., Petkim A.Ş., Ataköy Otelcilik A.Ş., Türkiye Denizcilik İşletmeleri A.Ş., and member of the Tax Council of the Turkish Ministry of Finance. He served as an Independent Board Member of Anadolu Anonim Türk Sigorta Şirketi, Trakya Cam Sanayii A.Ş. and Türkiye Şişe ve Cam Fabrikaları A.Ş. in Türkiye İş Bankası group and as a Board Member of Paşabahçe Cam Sanayi ve Ticaret A.Ş.. Prof. Dr. Berksoy served as an Independent Board Member at Türkiye İş Bankası A.Ş. between 2014-2020. Prof. Dr. Berksoy, who also serves as a Board Member at Şeker Sigorta A.Ş., is a Certified Public Accountant and serves as a Board Member at Şekerbank T.A.Ş.

## **DECLARATION OF INDEPENDENCE**

I hereby declare that I am candidate to serve as an "independent member" at the Board of Directors of Şekerbank T.A.Ş (Bank),

- a) Not to have a relationship in terms of employment at an administrative level to take upon significant1 duty and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation2 between the corporation, companies on which the corporation hold control of management or significant effect and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree,
- b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods,
- c) To have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- ç) Not to be a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- d) To be residing in Turkey in accordance with the Income Tax Law (I.T.L)

e) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interests between the corporation and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,

f) To be able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,

g) Not to have conducted membership of board of directors more than a term of six years in the last ten years,

ğ) Same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange,

h) Not to be registered and announced as a board member representing a legal entity,

Respectfully yours,

Prof. Dr. Turgay BERKSOY