

**MINUTES OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF  
T. GARANTI BANKASI A.Ş. HELD ON MARCH 27<sup>th</sup>, 2024**

The Ordinary General Shareholders' Meeting of T. Garanti Bankası A.Ş. for the year 2023 was held on March 27<sup>th</sup>, 2024 at 10 a.m. at the address of Levent, Nispetiye Mahallesi, Aytar Caddesi No: 2 Beşiktaş, İstanbul, under the supervision of the representative of the Ministry of Trade Turgut Köse, authorized by The Republic of Türkiye, İstanbul Governorship Provincial Office for Trade's letter dated 26/03/2024 and numbered 95374721.

The invitation to the meeting, including the agenda, was announced three weeks prior to the meeting date calculated by excluding the announcement and meeting dates in accordance with the relevant legislation and the Articles of Association, in the Turkish Trade Registry Gazette dated 05/03/2024, numbered 11036 and, in Sabah and Akşam Newspapers dated 06/03/2024, on the Bank's websites at [www.garantibbva.com.tr](http://www.garantibbva.com.tr) and [www.garantibbvainvestorrelations.com](http://www.garantibbvainvestorrelations.com), on the Public Disclosure Platform and on the Electronic General Assembly System and e-Company Information Portal of the Central Registry Agency on the date of 01/03/2024.

Pursuant to paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code, the Bank's preparations for its Electronic General Shareholders' Meeting were carried out in compliance with the regulations, and the General Shareholders' Meeting started simultaneously on physical and electronic platforms. Ömer Çirkin was assigned to the task of handling the Electronic General Assembly System.

Emre Çelik, the representative of the Bank's auditor and group auditor Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (EY) was present at the meeting.

Upon examination of the Attendance List, it was concluded that out of the 420.000.000.000 shares equivalent to the Bank's issued capital of TRY 4.200.000.000; a total of shares corresponding to TRY 3,817,759,193.26 were present in the meeting with shares corresponding to TRY 96,107.07 being represented in person and shares corresponding to TRY 3.817.663.086,19 being represented by proxy whereas shares corresponding to TRY 206.527.196 were represented by the representatives of the depositors. Therefore the minimum meeting quorum set forth in the legislation and the Articles of Association was met.

The Meeting was opened by Board Member/CEO Recep Baştuğ in accordance with Article 34 of the Bank's Articles of Association and the Internal Directive for the Working Methods and Principles of the General Assembly.

1) In order to establish the Board of Presidency, the proposal given by Salustiano Machado Torres, the representative of Banco Bilbao Vizcaya Argentaria S.A., was read and voted.

Upon the proposal that was submitted, by the majority of the votes, with dissenting votes of shares corresponding to TRY 3.145 versus affirmative votes of shares corresponding to TRY 3.817.756.048,26; it was resolved that Avni Aydın Düren be elected as the President of the Meeting.

The President of the meeting assigned Salustiano Machado Torres as the vote collecting clerk and Gizem Duygu Selvi as the secretary for writing the minutes of the meeting.

Ali İhsan Gürcan, one of the shareholders, submitted the request to add an item to the agenda. Hence the Representative of the Ministry of Trade reminded that there is a principle of adherence to the agenda pursuant to Article 413/2 of the Turkish Commercial Code and read the exceptions stated in Article 25 of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies. Therefore, it was stated by the Representative of the Ministry of Trade that it was not possible to accept the request to add an item to the agenda since the legislative conditions were not satisfied.

**2)** The next agenda item was reading and discussing the Board of Directors' Integrated Annual Report for 2023. Since the report has been announced on the Bank's website, on the Public Disclosure Platform and on the Electronic General Assembly System and e-Company Information Portal of the Central Registry Agency three weeks prior to the General Shareholders' meeting for the examination of the shareholders, Salustiano Machado Torres as the representative of Banco Bilbao Vizcaya Argentaria S.A., submitted a proposal to assume the Integrated Annual Report as read. Following the voting, the proposal was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 2.710.643 versus affirmative votes of shares corresponding to TRY 3.815.048.550,26.

The Board of Directors' Integrated Annual Report for 2023 was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 2.777.093 versus affirmative votes of shares corresponding to TRY 3.814.982.100,26.

**3)** The next agenda item was reading the Independent Auditor's Report for 2023. Since the report has been announced on the Bank's website, on the Public Disclosure Platform and on the Electronic General Assembly System and e-Company Information Portal of the Central Registry Agency three weeks prior to the General Shareholders' meeting for the examination of the shareholders, Salustiano Machado Torres as the representative of Banco Bilbao Vizcaya Argentaria S.A., submitted a proposal to read only the "Summary Opinion" part of the Independent Auditor's Report. Following the voting, the proposal was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 2.719.923 versus affirmative votes of shares corresponding to TRY 3.815.039.270,26 The Summary Opinion part of the Independent Auditor's Report for the year 2023 was read to inform the shareholders.

**4)** The Assembly moved on to the next agenda item on reading, discussion and approval of the financial statements for 2023. As the Financial Statements have been announced on the Bank's website, on the Public Disclosure Platform and on the Electronic General Assembly System and e-Company Information Portal of the Central Registry Agency within the legally prescribed time limit of three weeks prior to the general shareholders' meeting for the examination of the shareholders, Salustiano Machado Torres as the representative of Banco Bilbao Vizcaya Argentaria S.A. submitted a proposal to assume the financial statements as read. Following the voting, the proposal was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 34.644.940 versus affirmative votes of shares corresponding to TRY 3.783.114.253,26 The President

had the summary of the financial statements read. Subsequently, the Assembly deliberated on the reports and they were put to vote.

The Financial Statements for the year 2023 were approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 34.644.940 versus affirmative votes of shares corresponding to TRY 3.783.114.253,26

5) In accordance with the agenda item, in order to increase the Registered Capital Ceiling amount of our Bank and since the Registered Capital Ceiling permission granted by the Capital Markets Board of Türkiye to the Bank will expire by the end of 2024, in order to increase the Registered Capital Ceiling amount from 10,000,000,000 Turkish Liras to 25,000,000,000 Turkish Liras and extend the date of such permission until the end of the year 2028, the below amendment of Article 7 of the Articles of Association, which was approved by the letter of Banking Regulation And Supervision Agency dated 26.01.2024 numbered E-20008792-101.01.04[42]-108595, by the letter of Capital Markets Board dated 14.02.2024 numbered E-29833736-110.04.04-49710 and by the letter of Ministry Of Trade - General Directorate of Domestic Trade dated 04.03.2024 numbered E-50035491-431.02-00094596981, was submitted for the approval of the General Assembly.

The amendment of the Article 7 of the Bank's Articles of Association was approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 205.809.839 versus affirmative votes of shares corresponding to TRY 3.611.949.354,26.

**TÜRKİYE GARANTİ BANKASI A.Ş.**  
**AMENDMENT TO THE ARTICLES OF ASSOCIATION**

| <b>CURRENT TEXT:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>NEW TEXT:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
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| <p><b>CAPITAL AND SHARES:</b><br/><b>Article 7 –</b></p> <p>A) The Bank has accepted the registered capital system pursuant to the former Capital Market Law No. 2499 and adopted registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25th, 1999. The Bank's registered capital amounts to 10.000.000.000.-TL and its issued capital amounts to 4.200.000.000.-TL.</p> <p>B) The Bank's issued capital has been divided into 420.000.000.000 shares each having a nominal value of 1.-Kr; and 182 shares of them are bearer shares and the remaining 419.999.999.818 shares are registered shares.</p> <p>The issued capital amount of 4.200.000.000.-TL has been fully paid-up.</p> <p>The permission of the registered capital ceiling that was granted by the Capital Markets Board is valid between the years 2020 and 2024 (5 Years). At the end of 2024, even though the permitted registered capital ceiling has</p> | <p><b>CAPITAL AND SHARES:</b><br/><b>Article 7-</b></p> <p>A) The Bank has accepted the registered capital system pursuant to the former Capital Market Law No. 2499 and adopted registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25th, 1999. The Bank's registered capital amounts to 25.000.000.000.-TL and its issued capital amounts to 4.200.000.000.-TL.</p> <p>B) The Bank's issued capital has been divided into 420.000.000.000 shares each having a nominal value of 1.-Kr; and 182 shares of them are bearer shares and the remaining 419.999.999.818 shares are registered shares.</p> <p>The issued capital amount of 4.200.000.000.-TL has been fully paid-up.</p> <p>The permission of the registered capital ceiling that was granted by the Capital Markets Board is valid between the years 2024 and 2028 (5 Years). At the end of 2028, even though the permitted registered capital ceiling has</p> |

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| <p>not been reached, in order for the Board of Directors to adopt a resolution regarding the capital increase, it is mandatory to obtain a permission from the Capital Markets Board for the ceiling that was previously permitted or for a new ceiling amount and to receive an authorization from the General Assembly for a new time period not exceeding 5 years. If such authorization could not be obtained, the capital increase shall not be made by the board of directors' resolution. The Board of Directors shall be authorized, without being bound by the provisions of the Turkish Commercial Code regarding the increase in the capital stock, to increase the paid-in capital stock up to the registered capital stock ceiling mentioned hereinabove by issuing new shares between the years 2020 and 2024, in accordance with the provisions of the Capital Market Law.</p> <p>The Board of Directors shall also be authorized to resolve to issue shares above the nominal value and to restrict the rights of shareholders for obtaining new shares. The right to restrict obtaining new shares shall not be used by any means that may result in inequality between shareholders.</p> <p>Shares representing the capital of the Bank shall be monitored within the frame of the dematerialization principles.</p> <p>Holders of 182 bearer shares not converted into registered shares shall not use any shareholding right excluding the right to dividends, according to the Banking Law. The shareholding rights of these shares except the right to dividends shall be utilized by the Savings Deposit Insurance Fund until these shares shall be converted to registered shares.</p> | <p>not been reached, in order for the Board of Directors to adopt a resolution regarding the capital increase, it is mandatory to obtain a permission from the Capital Markets Board for the ceiling that was previously permitted or for a new ceiling amount and to receive an authorization from the General Assembly for a new time period not exceeding 5 years. If such authorization could not be obtained, the capital increase shall not be made by the board of directors' resolution. The Board of Directors shall be authorized, without being bound by the provisions of the Turkish Commercial Code regarding the increase in the capital stock, to increase the paid-in capital stock up to the registered capital stock ceiling mentioned hereinabove by issuing new shares between the years 2024 and 2028, in accordance with the provisions of the Capital Market Law.</p> <p>The Board of Directors shall also be authorized to resolve to issue shares above the nominal value and to restrict the rights of shareholders for obtaining new shares. The right to restrict obtaining new shares shall not be used by any means that may result in inequality between shareholders.</p> <p>Shares representing the capital of the Bank shall be monitored within the frame of the dematerialization principles.</p> <p>Holders of 182 bearer shares not converted into registered shares shall not use any shareholding right excluding the right to dividends, according to the Banking Law. The shareholding rights of these shares except the right to dividends shall be utilized by the Savings Deposit Insurance Fund until these shares shall be converted to registered shares.</p> |
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**6)** Release of the Board Members, with respect to their duties in the year 2023 was submitted to the approval of the shareholders. The Board Members were released from liability by the majority of the votes, with dissenting votes of shares corresponding to TRY 17.187.970 versus affirmative votes of shares corresponding to TRY 3.800.571.223,26.

Gürsoy Hafizoğlu, one of the Bank's shareholders who attended the General Shareholders' Meeting in electronic environment, stated that he voted dissentive and he did not release the Board Members on the grounds of loss in Viop (Derivatives Market) contracts of Istanbul Stock Exchange based on the Bank's shares.

**7)** The proposal prepared by the Board of Directors for profit distribution for the accounting year 2023 was presented to the General Assembly for approval. The distribution of TRY after-tax profit 87,331,719,888.51 for 2023, in accordance with article 45 of the Bank's Articles of Association, as follows and starting of the distribution of gross cash dividend of TRY 13,099,758,000.00 on 29 March 2024, and the authorization of the Head Office to conduct any and all acts in this regard were presented to the approval of the General Assembly.

| 2023 DISTRIBUTION OF THE PROFIT TABLE - Turkish Liras              |                   |
|--------------------------------------------------------------------|-------------------|
| NET PROFIT                                                         | 87,331,719,888.51 |
| A - 5 % for the 1st Legal Reserve Fund (TCC 519/1)                 | 0.00              |
| B - First dividend corresponding to the 5 % of the paid up capital | 210,000,000.00    |
| C - 5 % Extraordinary Reserve Fund                                 | 4,356,085,994.43  |
| D- Second Dividend To Ordinary Shareholders                        | 12,889,758,000.00 |
| 2nd Legal Reserve Fund (TCC 519/2)                                 | 1,288,975,800.00  |
| The other funds have to be kept in the Bank (CIT 5/1/e)            | 17,699,751.63     |
| D - Extraordinary Reserve Fund                                     | 68,569,200,342.45 |

The proposal to distribute the profit for 2023 as shown above and to start the distribution of gross cash dividend of TRY 13,099,758,000.00 on 29 March 2024 were accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 14.037.243 versus affirmative votes of shares corresponding to TRY 3.803.721.950,26.

Gürsoy Hafizoğlu, one of the Bank's shareholders who attended the General Shareholders' Meeting in electronic environment, declared that he voted dissentive stating that the date of the dividend distribution should be on June 3, 2024.

The shareholders were also informed on the undistributed portion of the profit of 2023 as follows:

*“In accordance with the Regulation on Capital Conservation and Countercyclical Capital Buffers issued by the Banking Regulation and Supervision Agency (BRSA), the limits on the banks' profit distribution are determined by the BRSA. Therefore, for the distribution of the profit for 2023, the BRSA approval was obtained. Following the set aside of the legal reserves and the funds which have to be saved by the Bank and the distribution of the profit in accordance with the approval of the BRSA, the remaining net profit amount, which has not been distributed to the shareholders, is transferred to the Extraordinary Reserve Account to sustain the Bank's strong equity, to preserve the Bank's solid capitalization and continuous improvement, to maintain the Bank's capacity to uninterruptedly distribute profit, to assure higher and consistent profit distribution in the long term and to be used for the expenses related to Bank's operational and management activities.”*

8) Shareholders were informed that the surplus amount of 7,785,606,787.57 Turkish Liras transferred from Extraordinary Reserves Account to a special reserve account, which was occurred as the result of the revaluation of the Bank's immovable properties and other depreciable assets for the year 2023 calculated through the revaluation under paragraph (ç) of Repeated Article 298 of the Tax Procedure Law, and the surplus amount of 28,679,348,686.37 Turkish Liras re-transferred from special reserve account to Extraordinary Reserves Account, which was calculated for the current and previous periods, resulting from inflation adjustment made in relation to the end of the 2023 accounting period.

9) Since the terms of office of the Members of the Bank's Board of Directors have expired, a proposal was submitted by Salustiano Machado Torres as the representative of Banco Bilbao Vizcaya Argentaria S.A, to determine the number of the Board of Directors as eleven including the General Manager,

- to elect Süleyman Sözen, Jorge Saenz-Azcunaga Carranza, Sait Ergun Özen, Jaime Saenz De Tejada Pulido, Rafael Salinas Martinez De Lecea, Belkis Sema Yurdum, Avni Aydın Düren, Pablo Alfonso Pastor Muñoz for a period of three years,
- to elect Ebru Oğan Knottnerus for a period of three years as the independent board member in accordance with the Corporate Governance Principles, for whom the Capital Markets Board of Türkiye did not express an adverse opinion regarding her independent board membership candidature with the letter dated 02.02.2024 numbered E-29833736-110.07.07-48905,
- to elect Mevhibe Canan Özsoy for a period one year (which is the remaining term of office specified under the independency criteria) as the independent board member in accordance with the Corporate Governance Principles, for whom the Capital Markets Board of Türkiye did not express an adverse opinion regarding her independent board membership candidature with the letter dated 04.03.2024 numbered E-29833736-110.07.07-50687.

Ali İhsan Gürcan, one of the Bank's shareholders submitted the request to negotiate the decision draft regarding board membership candidature of himself, Bank's Executive Vice Presidents Sibel Kaya and Ceren Acer Kezik. The request was rejected by the Representative of the Ministry of Trade and the President of the Meeting, stating that it was not possible to submit the draft resolution for voting since the required ratio for submitting the request for voting in publicly held companies was not met as per the Capital Markets legislations.

Following the voting, the determination of the number of the Board of Directors as eleven including the General Manager,

- the appointment of Süleyman Sözen, Jorge Saenz-Azcunaga Carranza, Sait Ergun Özen, Jaime Saenz De Tejada Pulido, Rafael Salinas Martinez De Lecea, Belkis Sema Yurdum, Avni Aydın Düren, Pablo Alfonso Pastor Muñoz as Board Members for a period of three years,
- the election of Ebru Oğan Knottnerus for a period of three years as the independent board member in accordance with the Corporate Governance Principles of the Capital Markets Board,
- the election of Mevhibe Canan Özsoy for a period one year (which is the remaining term of office specified by the independency criteria set forth under the Corporate Governance Principles of the Capital Markets Board) as the independent board member

were approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 182.269.940 versus affirmative votes of shares corresponding to TRY 3.635.489.253,26.

Besides, Recep Baştuğ continues his duty as the CEO who was appointed as the CEO of the Bank on the date of September 6, 2019. As the CEO is a natural member of the Board of Directors according to the Banking Law No.5411 which the Bank is subject to, the shareholders were informed that Recep Baştuğ's Board Membership continues.

Furthermore, in accordance with item 4.4.7. of the Corporate Governance Principles prepared by the Capital Markets Board, the shareholders were informed about the positions held by our Board Members in our Bank's subsidiaries, group companies, affiliates as well as in other private sector companies and institutions in order to make available their knowledge and experience in such organizations.

| <b>Name-Last Name of Member of Board</b> | <b>Positions Held Outside the Bank</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Süleyman Sözen</b>                    | Board Member of Santa Farma Pharmaceuticals and Board of Trustees Member of Teachers Academy Foundation                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Jorge Saenz-Azcunaga Carranza</b>     | Head of Country Monitoring and Member of the Global Leadership Team in BBVA, Board Member of BBVA Bancomer (Mexico)                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Sait Ergun Özen</b>                   | Chairman of Beymen Perakende ve Tekstil Yatırımları A.Ş., Board Member of WeSoda and Atom Bank                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Jaime Saenz De Tejada Pulido</b>      | Chief Risk Officer (CRO) at BBVA Group                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Rafael Salinas Martinez De Lecea</b>  | Board Member of BBVA Mexico                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Mevhibe Canan Özsoy</b>               | Vice Chair of ABFT (American Business Forum in Türkiye) and Board of Trustees Member of SEV Foundation and Vice Chair of SEV Foundation, Board Member of Tekfen Renewable Energy Solutions                                                                                                                                                                                                                                                                                                             |
| <b>Belkis Sema Yurdum</b>                | Board Member of Garanti Bank S.A. (Romania)                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Avni Aydın Düren</b>                  | Vice Chairman of GarantiBank International N.V., Garanti BBVA Financial Technologies and Garanti BBVA Pension and Assistance Fund Foundation, Board Member of Garanti BBVA Payment Systems, Garanti BBVA Mortgage, Garanti BBVA Securities, Garanti BBVA Pension and Life, Garanti Kültür A.Ş. and Board of Trustees Member of Teachers Academy Foundation                                                                                                                                             |
| <b>Pablo Alfonso Pastor Muñoz</b>        | Board Member of BBVA in Perú and BBVA Forum in Chili                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Ebru Oğan Knottnerus</b>              | Independent Board Member of Pasha Bank Georgia                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Recep Baştuğ</b>                      | Chairman of GarantiBank International N.V., Garanti Bank S.A. (Romania), Garanti BBVA Factoring, Garanti BBVA Leasing, Garanti BBVA Pension and Life, Garanti BBVA Securities, Garanti BBVA Payment Systems, Garanti BBVA Mortgage, Garanti BBVA Fleet Management, Garanti Kültür A.Ş., Garanti BBVA Financial Technologies, Board Member of Garanti Holding B.V. and G Netherlands B.V., Board Member in the Banks Association of Türkiye and Board of Trustees Member of Teachers Academy Foundation |

**10) Election of the Independent Auditor** in accordance with Article 399 of Turkish Commercial Code, the selection of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (EY) (which is located at the address of Maslak Mahallesi Eski Büyükdere Cad. Orjin Plaza No: 27 Kat: 2-3-4 Daire: 54-57-59 34485 Sarıyer / İstanbul – Türkiye, registered at the Istanbul Trade Registry with the number of 479920, the tax payer of Boğaziçi Kurumlar Tax Office with the number of 4350303260 and which has a central registration system number of 0-4350-3032-6000017) as the independent audit firm of the Bank and the group for the year 2024, in accordance with the Turkish Commercial Code, was submitted for the approval of the General Assembly. The election was approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 1.082.363 versus affirmative votes of shares corresponding to TRY 3.816.676.830,26.

**11)** In accordance with principle no. 4.6.2 of the Corporate Governance Principles issued by the Capital Markets Board, our shareholders were informed as follows in relation to the principles of remuneration of the Board members and executives with administrative responsibilities.

*A remuneration policy applicable to all of our employees has been constructed and announced by our Bank in accordance with the legislation. A just and performance and success oriented remuneration policy has been created. Our Bank's Remuneration Policy has been implemented just as it was approved. It is being periodically reviewed. In addition to the remuneration policy applicable to the entire employees of our Bank, the Remuneration Committee has continued to apply the policies, which are not merely profit-oriented, as per the legislation in relation to the remunerations and premiums payable to the Board of Directors members charged with administrative duties and the Top Level Executives, and has reviewed these periodically. The policy, developed in parallel with the national legislation and international practices, has continued to be applied.*

*The portion of 8.69 % in the total personnel cost figure given in the financial statements in relation to the benefits provided in 2023 to the Bank employees including the Board of Directors members and the top level executives results from the payments of premiums and variable remunerations made to all employees on the basis of their performance.*

**12)** During the deliberations on the agenda, Salustiano Machado Torres, the representative of Banco Bilbao Vizcaya Argentaria S.A. presented a proposal. In accordance with this proposal, it was submitted for the shareholders' approval that in case the Board Members to be assigned for another duty in the Bank, the payments to these members and to independent members be determined by the Remuneration Committee to be authorized by the Board of Directors as per the Corporate Governance Principles, that an upper limit of TRY 80,000,000 net amount be set for the total fees to be paid until the ordinary general shareholders' meeting to be held in 2025. The proposal was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 205,582,792 versus affirmative votes of shares corresponding to TRY 3,612,176,401.26

**13)** Shareholders were informed regarding the donation of TRY 794,158,705.40 which is the sum of tax deductible donation of TRY 763,434,549.83 and tax non-deductible donation of TRY 30,724,155.57 made by the Bank to entities and institutions within the year 2023.

Furthermore, a proposal submitted by the representative of Banco Bilbao Vizcaya Argentaria S.A., Salustiano Machado Torres in relation to setting of an upper limit for the donations to be made in the year 2024 within the framework of the Banking Legislation and Capital Markets Board regulations was put to vote. As a result of the voting, as proposed, setting of an upper limit within the framework of the procedures and principles set out in Article 59 of the Banking Law no. 5411 and in a manner not exceeding four per thousand of the Bank's equity capital was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 190,279,824 versus affirmative votes of shares corresponding to TRY 3,627,479,369.26

**14)** The issue of granting permission to the Board of Directors members in accordance with articles 395 and 396 of the Turkish Commercial Code, without prejudice to the provisions of the Banking Law, was put to vote. As a result of the voting, the issue was accepted by the majority of the votes,

with dissenting votes of shares corresponding to TRY 69,597 versus affirmative votes of shares corresponding to TRY 3,817,689,596.26.

15) Within the scope of principle no. 1.3.6 of the Corporate Governance Principle issued by the Capital Markets Board, our shareholders were informed that shareholders controlling the management, board of directors members, executives with administrative responsibilities and their spouses and relatives by blood and marriage up to the second degree have not entered into any significant transaction that may give rise to a conflict of interest with our Bank or its subsidiaries and that they have not realized any transaction of a commercial nature falling within the field of operation of our Bank or its subsidiaries either in their own name or in the name of others, and they have not become a partner with unlimited liability in another partnership engaged in a similar commercial business.

The Shareholders were invited to share their wishes and requests. In this respect, one of the Bank's shareholders drew attention to the climate crisis and inquired further information on the coal-fired energy plants. The CEO informed the Shareholders that the Bank has aim to terminate coal related financings until the end of 2030, has cooperations with institutions such as Turkish Standards Institute in order to reduce carbon emission and the Bank has also initiated environmentally-conscious projects such as seagrass planting in Aegean sea.

As there were no other items to be discussed in the agenda, the President of the Meeting declared the end of the meeting after thanking the General Assembly.

The dissenting opinions for the relevant items provided herein by Shareholder Ali İhsan GÜRCAN, who casted dissenting votes in decisions and submitted a written dissenting opinion to the Presidency of the Meeting, were annexed to the minutes.

These Minutes of the General Assembly Meeting were issued and signed by us at the place of meeting.

27.03.2024

**REPRESENTATIVE OF THE MINISTRY**

TURGUT KÖSE

**MEETING PRESIDENT**

AVNİ AYDIN DÜREN

**VOTE COLLECTING OFFICER**

BBVA S.A. Representative  
SALUSTIANO MACHADO TORRES

**SECRETARY OF MINUTES**

GİZEM DUYGU SELVİ

**DISSENTING VOTES**

ALİ İHSAN GÜRCAN