

TÜRKİYE İŞ BANKASI A.Ş.
INFORMATION DOCUMENT FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON MARCH 29, 2024

The Annual General Meeting (AGM) of our bank shall be held on **March 29, 2024, Friday, at 11:00**, at the address of **İş Kuleleri 34330 Levent, İstanbul, at the Head Office/Auditorium Building** to discuss the agenda items mentioned below. Our shareholders may also participate the AGM electronically, either in person or by proxy according to Article 1527 of the Turkish Commercial Code No. 6102. The shareholders or their representatives who will attend the meeting electronically must have secure e-signature.

The persons who own at least

- 1 Group A share with a nominal value of 1 Kurus,
- 1 Group B share with a nominal value of 1 Kurus or
- 1 Group C share with a nominal value of 4 Kurus

may attend the meeting personally or by proxy.

Our shareholders can obtain detailed information from MKK website (<https://egk.mkk.com.tr>) regarding the transactions that can be carried out electronically, including participation in the general assembly, appointment of a representative/proxy, making suggestions, expressing opinions, voting and declaring dissenting opinion.

Shareholders who will attend the AGM physically should submit their identity cards bearing the TR identity number on the meeting day; shareholders who will attend the meeting electronically should be registered in the Electronic General Meeting System (EGMS) portal of Central Registry Agency (CRA) at least one day before the meeting until 21:00. For our shareholders or their representatives who state that they will attend the meeting electronically and do not change this preference, it will not be possible to attend the meeting physically.

Shareholders who have the right to attend the AGM, may exercise their rights by means of deputizing a representative/proxy.

The representatives/proxy who will attend the meeting should submit;

- The relevant power of attorney (Annex: 1) which will be prepared in compliance with the requirements of the Communiqué on Voting by Proxy and Proxy Solicitation (II.30.1) issued by the Capital Markets Board and identity cards bearing the TR identity Number,
- Only their identity cards bearing the TR identity Number on the meeting day if deputized over EGMS portal.

It is possible for the custody institutions to attend the AGM as “Depositor’s Representative” provided that they are identified in the EGMS portal in order to represent the shareholders whose shares are in safe custody with such institutions. In case these custody institutions appoint and authorize their employees in order to physically attend the AGM, these employees shall submit their authorization documents in addition to the “Power of Attorney Related to Deposited Shares” and “Instruction Notification Form”, as attached herewith (Annex: 2/a and Annex: 2/b).

If the shareholder is a legal entity or a governmental entity, then the identity cards (bearing the TR Identity

Number) along with the certificates of authorization of those who are authorized to represent and bind the legal entity should be submitted.

In accordance with the provisions of Article 18 of the Turkish Banking Law No. 5411; any acquisition of shares that result in the acquisition by one person directly or indirectly of shares representing ten percent or more of the capital of a bank or if shares held directly or indirectly by one shareholder exceed ten percent, twenty percent, thirty-three percent or fifty percent of the capital as a result thereof, and assignments of shares that result in shares held by one shareholder falling below these percentages, are subject to the permission of the Banking Regulatory and Supervisory Authority. In accordance with the Banking Law, and the Regulation on Permit-required Activities and Indirect Share Ownership of the Banks, in the case of share assignments of this kind, the permission of the Banking Regulatory and Supervisory Authority is required.

In this aspect, if there is any acquisition of shares requiring a permission from the Banking Regulatory and Supervisory Authority or any change in the share ownership percentages of our legal entity shareholders requiring the permission of the Banking Regulatory and Supervisory Authority, the submission of the document showing that the permission has been granted before the Bank's AGM is required.

As per the article 29 of the Capital Market Law, registered mail for the call of AGM will not be posted to our shareholders.

According to the Turkish Commercial Code no. 6102 and the Article 49 Incorporation,

- each Group (A) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right,
- each Group (B) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right and
- each Group (C) share with a nominal value of 4 Kuruş gives its shareholder 4 voting rights.

The Annual Report including the Financial Statements of 2023, Board of Directors' Report and Independent Auditor's Report will be submitted for our shareholders' review in line with the related legal periods on the Bank's internet address of www.isbank.com.tr and at the EGMS portal of the CRA as well as our branches. The Board of Directors' Profit Distribution Proposal (subject to the permission to be obtained and the completion of the procedures) will be submitted for our shareholders' review on Public Disclosure Platform and relevant other platforms.

The attendance of our esteemed shareholders is requested on the day and time stated above.

A) ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES ISSUED BY THE CAPITAL MARKETS BOARD OF TÜRKİYE

1. Shareholding Structure and Voting Rights (*)

	Nominal (TL)	Number of Shares	Voting Rights (**)
İşbank Personnel Supplementary Pension Fund			
Group A	355.324	35,532	35,532
Group B	9,488.300	948,830	948,830
Group C	9,550,453,852.048	238,761,346,301.200	955,045,385,205
Atatürk Shares			
Group A	275.676	27,568	27,568
Group B	8,237.690	823,769	823,769
Group C	7,023,004,412.215	175,575,110,305.375	702,300,441,222
Shares Bought Back in 2018 (***)			
Group C	722,200,364.312	18,055,009,107.800	-
Free Float			
Group A	369.000	36,900	36,900
Group B	11,274.010	1,127,401	1,127,401
Group C	7,704,311,371.425	192,607,784,285.625	770,431,137,143
Total			
Group A	1,000.000	100,000	100,000
Group B	29,000.000	2,900,000	2,900,000
Group C	24,999,970,000.000	624,999,250,000	2,427,776,963,569

(*) As of 04.03.2024

(**) According to the Turkish Commercial Code no. 6102 and the Article 49 of İşbank Articles of Incorporation,

- each Group (A) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right,
- each Group (B) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right and
- each Group (C) share with a nominal value of 4 Kuruş gives its shareholder 4 voting rights.

(***) As per the Board decision and BRSA's approval both of which are dated 17.08.2018, Group (C) shares at a nominal value of TL 130,000,000 were bought back in 2018. As a result of our Bank's bonus issue on 14.06.2022, the balance was 288,883,023 and our Bank's bonus issue on 27.02.2024, the balance reached 722,200,364.312.

2. Information Regarding the Changes in the Management and Activities of the Bank and its Affiliates Which Will Materially Affect the Bank's Activities

There is no change in the management and activities of the Bank's affiliates which will materially affect the Bank's activities. Furthermore, issues which will materially affect the Bank's activities are disclosed publicly in accordance with the relevant legislation.

3. Information Regarding the Board Member Nominees and the Reason of Revocation or Election of the Board Members, if the Agenda of the General Meeting Includes the Revocation and Election of the Board Members

As stated in Material Event Disclosure dated 01.03.2024, in lieu of Mr. Gökhan Şen who has resigned from the Board of Director, the selection of member to be made by the Board of Directors pursuant to Article 363 of the Turkish Commercial Code, will be submitted to the approval of our shareholders.

4. Information Regarding the Written Requests of the Shareholders Delivered to Investor Relations and Sustainability Division, to Add Any Agenda Item

None.

5. Information Regarding the Amendments to the Articles of Incorporation

None on the agenda.

B) EXPLANATIONS ON AGENDA ITEMS OF THE ANNUAL GENERAL MEETING DATED MARCH 29, 2024

1. Opening Ceremony, establishment of the Council of Chairmanship

In accordance with the relevant legislation and the Bank's Articles of Incorporation, the Council of Chairmanship will be established.

2. Discussion of 2023 Annual Report of the Board of Directors, Financial Statements, the Independent Auditors' Reports and ratification of the Annual Report of the Board of Directors and Financial Statements

Annual Report of the Board of Directors, Financial Statements and the Independent Auditors' Reports will be discussed and the Annual Report of the Board of Directors and Financial Statements will be submitted to the approval of the shareholders.

3. Discharge of the Board of Directors from their responsibilities for the transactions and accounts of the year 2023

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.

4. Decision of allotment of 2023 dividends which is subject to the permits to be obtained and the completion of procedures

The process for obtaining permissions and completing the procedures regarding the distribution of the 2023 profit has been ongoing. Developments regarding the matter will be announced on the Public Disclosure Platform.

5. Decision of transferring revaluation gains within the scope of the provisional article 32 of the Tax Procedure Law from extraordinary reserves to the special fund account

The transfer from Extraordinary Reserves Account to special fund account, amount of TL 2,989,626,877.31 resulting from the revaluation process, within the scope of the provisional article 32 of the Tax Procedure Law No. 213, will be submitted to the approval of the General Assembly.

6. Determination of the allowance for the members of the Board of Directors

The remuneration of the Board Members will be determined by the General Assembly, in accordance with the relevant legislation and the principles in the Articles of Incorporation.

7. Selection of the Independent Audit Company

The selection of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent audit company of the Bank for the year 2024 will be submitted to the approval of the General Assembly.

8. Permitting the Members of the Board of Directors as per articles 395 and 396 of the Turkish Commercial Code

The authorization of the Board Members to conduct business in accordance with Article 395 of Turkish Commercial Code titled as "Prohibition to Conduct Business with a Company, Borrowing from a Company" and Article 396 titled as "Prohibition of Competition" will be submitted for the approval of the General Assembly.

9. Ratification of the election of new member pursuant to Article 363 of the Turkish Commercial Code for the Board Membership vacated by Mr. Gökhan Şen.

As stated in Material Event Disclosure dated 01.03.2024, in lieu of Mr. Gökhan Şen who has resigned from the Board of Director, the selection of new member to be made by the Board of Directors pursuant to Article 363 of the Turkish Commercial Code, will be submitted to the approval of our shareholders.

10. Presenting information to the shareholders about the donations

The shareholders will be informed with regard to the donations made in 2023 in accordance with the relevant legislation.

11. Presenting information to the shareholders on the subjects held in Capital Markets Board Corporate Governance Communique principle no. 1.3.6

The shareholders will be informed about the transactions executed regarding the relevant Capital Markets Board Corporate Governance Principle no. 1.3.6, in case there are any.

12. Presenting information about our bank's decarbonization plan

Within the scope of our bank's commitment to the Net Zero Banking Association established by the United Nations, our shareholders will be informed about the determination of the emissions arising from the loan portfolio and the determination of targets for reducing them.

PROXY STATEMENT
TÜRKİYE İŞ BANKASI A.Ş.

I, the undersigned, hereby appoint, empower and delegate
as identified in details hereinbelow, as my proxy holder fully authorized to represent me, and vote and make proposals and sign the required documents on behalf of me, in accordance with my opinions cited below, in the Annual General Meeting of Türkiye İş Bankası A.Ş. to be held on Friday, March 29th, 2024 at 11:00 at the address of İş Bank's Headquarters/Auditorium Building located in İş Kuleleri 34330 Levent/İstanbul.

Proxy Holder's (*);

First Name, Last Name/Company's Name:

T.R. Identity No./Tax Identity No., Trade Registry and Number and MERSIS Number:

(*) For foreign proxy holders, the equivalents, if any, of the information required should be provided.

A) SCOPE OF PROXY AUTHORIZATION

For parts 1 and 2 below, only one of the alternatives (a), (b) or (c) shall be chosen to determine the scope of power of attorney.

1. Information on Items Involved in the Agenda of the General Meeting;

- a) The proxy holder is authorized to vote in line with his/her own opinions.
- b) The proxy holder is authorized to vote in line with the proposals of the corporation management
- c) The proxy holder is authorized to vote in line with the instructions given in the following table.

Instructions:

If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.

Agenda Items	Acceptance	Rejection	Dissenting Opinions
1. Opening Ceremony, establishment of the Council of Chairmanship			
2. Discussion of 2023 Annual Report of the Board of Directors, Financial Statements, the Independent Auditors' Reports and ratification of the Annual Report of the Board of Directors and Financial Statements			
3. Discharge of the Board of Directors from their responsibilities for the transactions and accounts of the year 2023			
4. Decision of allotment of 2023 dividends which is subject to the permits to be obtained and the completion of procedures			
5. Decision of transferring revaluation gains within the scope of the provisional article 32 of the Tax Procedure Law from extraordinary reserves to the special fund account			
6. Determination of the allowance for the members of the Board of Directors			

Agenda Items	Acceptance	Rejection	Dissenting Opinions
7. Selection of the Independent Audit Company			
8. Permitting the Members of the Board of Directors as per articles 395 and 396 of the Turkish Commercial Code			
9. Ratification of the election of new member pursuant to Article 363 of the Turkish Commercial Code for the Board Membership vacated by Mr. Gökhan Şen.			
10. Presenting information to the shareholders about the donations	Item of Information		
11. Presenting information to the shareholders on the subjects held in Capital Markets Board Corporate Governance Communique principle no. 1.3.6	Item of Information		
12. Presenting information about our bank's decarbonization plan	Item of Information		

2. Specific instruction on other issues that may arise during the general assembly meeting and particularly regarding the use of minority rights:

- Proxy holder is authorized to vote in line with his/her own opinions.
- Proxy holder is not authorized to represent on these issues.
- Proxy holder is authorized to vote in line with the special instructions stated below.

SPECIAL INSTRUCTIONS: Special instructions, if any, of the shareholder to the proxy are stated herein.

B) Shareholder indicates the shares requested to be represented by the proxy holder by marking one of the following options

1. I am approving the representation by the proxy holder of my shares as detailed below.

- Group:
- Quantity/Nominal Value:
- Whether privileged in voting or not
- Ratio to total shares/voting rights held by shareholder:

2. I am approving the representation by the proxy holder of all of my shares shown in the list of shareholders eligible for attending the general assembly meeting, which is prepared by CRA one day before the date of general assembly meeting

SHAREHOLDER'S NAME&SURNAME OR TITLE (*)

TR Identity No./Tax Identity No, Trade Registry and Number and MERSIS Number:

Address:

(*) For foreign proxies, the equivalents, if any, of such information should be provided.

SIGNATURE

SAMPLE OF POWER OF ATTORNEY RELATED TO DEPOSITED SHARES**A) DEPOSITOR**

(1) Name Surname/Title:	
(2) National ID/Tax ID/MERSIS Number:	
(3) Address:	

B) CONSIGNED

(4) Name Surname/Title:	
(5) Tax ID/MERSIS Number:	
(6) Address:	
(7) Number of Shares to be Consigned and Total Nominal Amount:	

The consigned is authorized to attend the general assembly meeting, a right comes out from the share/s defined above by the consigned and vote regarding the agenda items within the framework of instructions given by the depositor before every general assembly. (Date)

Depositor**Consigned****Seal/Signature****Seal/Signature****Explanations:**

- 1) The owner of the share shall be written.
- 2) If the shareholder is a Turkish Republic citizen real person, national ID number shall be written, if the shareholder is a legal entity, MERSIS/tax ID number shall be written. If the shareholder is foreigner, either foreigner ID number or tax ID number shall be written.
- 3) The address shall be written.
- 4) Name and surname of the consigned person or title of the intermediary firm shall be written.
- 5) The tax ID number or MERSIS number of the consigned shall be written.
- 6) The address of the consigned shall be written.
- 7) The number and total nominal value of the shares to be consigned shall be written. However, in case the shares which are monitored in a dematerialized way as per Article 13 of Capital Markets Code, it can be defined here by writing the account number in custody institution that the shares are in.

INSTRUCTION NOTIFICATION FORM

(I) GENERAL MEETING

The Company That Holds General Meeting	
Date of General Meeting	

(II) INSTRUCTIONS REGARDING THE AGENDA ITEMS

Agenda Item	Vote	Explanation (*)
1	ACCEPT ☐ DECLINE ☐	
2	ACCEPT ☐ DECLINE ☐	
3	ACCEPT ☐ DECLINE ☐	
4	ACCEPT ☐ DECLINE ☐	
5	ACCEPT ☐ DECLINE ☐	
6	ACCEPT ☐ DECLINE ☐	
7	ACCEPT ☐ DECLINE ☐	
8	ACCEPT ☐ DECLINE ☐	
9	ACCEPT ☐ DECLINE ☐	
10	Item of Information	
11	Item of Information	
12	Item of Information	

* If any, the depositor can write explanations regarding the agenda item to this part. If a dissenting opinion is wanted to be recorded besides the instruction of “decline” voting, this issue shall be written in the explanations part.