

**MINUTES OF THE 32nd ORDINARY GENERAL ASSEMBLY MEETING
HELD ON 18/05/2023**

The 32nd Ordinary General Assembly Meeting (“GAM”) of Türkiye Finans Katılım Bankası Anonim Şirketi (“Bank”) was held on 18/05/2023 at 10:00 a.m. at the address Saray Mah. Sokullu Cad. No: 6 34768 Ümraniye / Istanbul under the supervision of Mr. Volkan KÜÇÜKÇİRKİN, the Ministry Commissar assigned by the letter numbered E-90726394-431.03-00085469555 and dd. 16.05.2023 of the Istanbul Provincial Directorate of Customs and Trade.

The meeting invitation was made in due time by being published together with the meeting agenda on the Bank’s website at www.turkiyefinans.com.tr on the Public Disclosure Platform and on the Turkish Trade Registry Gazette issue no. 10820 dd. 27.04.2023, and by notifying the holders of registered shares via registered mail on 27.04.2023 about the meeting date, agenda and details of the gazette where the announcement would be published, as required by the relevant Law and the Articles of Association.

It was understood that the Bank’s Articles of Association, Share Ledger, Annual Activity Report of the Board of Directors, Independent Audit Report, Financial Statements, Agenda, the Attendance Sheet prepared by the BoD, the Trade Registry Gazette where the General Assembly Meeting invitation was published and other necessary documents were present in the meeting hall.

It was understood that the Board Chairman Mr. Wael Abdulaziz A RAIES and the Board Members Mr. Moath Saad M ALNASSER, Ms. Sara Abdullatif A NUGALI, Ms. Meriç ULUŞAHİN, Ms. Müge ÖNER and the Board Member and CEO Mr. Süleyman Murat AKŞAM as well as the auditor **Mr. Alper GÜVENÇ**, representing KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. were present.

After reviewing the attendance sheet and understanding that among the Bank’s shares with TRY 2,599,969,281.00 total nominal value, remaining after deducting the Bank’s own shares with a nominal value of TRY 30,719.00 as the shares owned by a company itself shall not be taken into consideration in calculation of the general assembly meeting quorum as per the article 389 of the Turkish Commercial Code (“TCC”), a total of 2,081,952,472 shares with TRY 2,081,952,472 total nominal value were represented in the meeting; 539,230 shares with TRY 539,230 total nominal value being represented in person and 2,081,413,242 shares with TRY 2,081,413,242 total nominal value being represented by proxy; and thereby confirming that the meeting quorum required by the Law and the Bank’s Articles of Association was present, the meeting was started by the Board Chairman Mr. Wael Abdulaziz A RAIES.

The Board Chairman Mr. Wael Abdulaziz A RAIES explained to shareholders the method of casting votes. Mr. RAIES stated that as per the regulations laid down by TFKB’s Articles of Association as well as the GAM Regulation, the shareholders are to cast their votes through the electronic devices assigned to the name of each shareholder during their entry into the meeting room; that the shareholders who would like to give an affirmative vote should press the “Yes” button; that the shareholders who would like to give a negative vote should press the “No” button, in 10 seconds; that the shareholders who fail to cast their votes by not pressing any button within specified time will be considered to have voted for “No”. In case that the devices delivered to the shareholders are out of order, shareholders can vote for `Yes` by raising their hands and they will be considered to have voted for “No” if they do not raise their hands.

AGENDA ITEM 1-

As per Article 16 of the Articles of Association (“AoA”) and Article 7 of the GAM Regulation, it was submitted to voting to select the Board Chairman **Mr. Wael Abdulaziz A RAIES** for the chairmanship, and to select **Mr. Sabri KAYA** and **Mr. Levent TAŞCI** as vote counters, and to select **Mr. Emre MANDACI** and **Mr. İldar DEMİROK** as clerks, and the recommendation was accepted by majority vote of those present with 2,081,772,953 affirmative votes and 179,519 negative votes.

The GAM agenda was read and the attendees were asked whether they request any change in the discussion order of agenda items, and since there were no proposals about the order, discussion of next agenda items was started.

AGENDA ITEM 2-

Since the 2022 Annual Activity Report of the Board of Directors was announced on the official website of the Bank, on Public Disclosure Platform and was present in the branches and Head Office of the Bank for the review of the shareholders before the General Assembly Meeting, summarized information on 2022 Annual Activity Report of the Board of Directors was submitted and following its discussion, it was resolved by majority vote of those present with 2,076,131,120 affirmative votes and 5,821,352 negative votes.

AGENDA ITEM 3-

Since the 2022 Report of the Independent Auditors was announced on the official website of the Bank, Public Disclosure Platform and was present in the HQ and the branches of the Bank for the review of the shareholders before the General Assembly Meeting, summarized information on 2022 Report of the Independent Auditors was submitted in this regard, and nobody took the floor.

AGENDA ITEM 4-

Since the Financial Statements of the year 2022 were announced on the official website of the Bank, Public Disclosure Platform and was present in the HQ and the branches of the Bank for the review of the shareholders before the General Assembly Meeting, summarized information on financial statements of 2022 was submitted in this regard and following its discussion it was resolved by majority vote of those present with 2,023,850,366 affirmative votes and 58,102,106 negative votes.

AGENDA ITEM 5-

As a result of the voting, the BoD Members were released for the activities of the year 2022 by majority vote of those present, with 2,017,970,010 affirmative votes and 63,982,462 negative votes.

AGENDA ITEM 6-

The BoD’s proposal about the use of profit for the year 2022 was discussed. Regarding this topic;

To set aside TRY 110,241,970 as the first legal reserve required by Article 519/1 of Turkish Commercial Code from the current period net profit of TRY 2,904,104,894, which is the amount remaining after the taxes and dues payable in the amount of TRY 1,303,504,617 are deducted from the current period profit of 2022 amounting to TRY 4,207,609,512,

To set aside TRY 566,434 special reserve fund from the amount remaining after setting aside the first legal reserve to benefit from R&D deduction from corporate tax pursuant to the Law

no. 5746 on Supporting Research, Development and Design Activities,

To set aside as extraordinary reserve TRY 2,793,296,491 which is remaining after setting aside all reserves and funds,

above recommendations were put to vote and it was resolved by majority vote of those present, with 2,017,862,540 affirmative votes and 64,089,932 negative votes.

In addition, the General Assembly was informed that the revaluation amount calculated as a result of the revaluation process carried out for immovable properties and other depreciable assets within the scope of the Temporary Article 32 and the Repeated Article 298/ç of the Tax Procedure Law No. 213 is followed up by debiting from the extraordinary reserves account and crediting in the special fund account in order to benefit from the tax advantage; and

That TRY 332,542,908 bonus was paid to the personnel in 2023, for the 2022 performance.

AGENDA ITEM 7-

Upon the recommendation of the Compensation and Corporate Governance Committee, it was opened to vote and resolved by majority vote of those present, with 2,017,791,111 affirmative votes and 64,161,361 negative votes to define the total net yearly cap of EUR 500,000 (FiveHundredThousandEuro) for the payments to be made to Board of Directors Members of the Bank until the first Ordinary General Assembly Meeting in 2024, and to delegate the authority to the Board of Directors in order to determine how to make the payment.

GÜNDEM 8-

It was resolved by majority vote of those present, with 2,017,791,111 affirmative votes and 64,161,361 negative votes, to elect

Mr. Wael Abdulaziz A RAIES, a citizen of the Kingdom of Saudi Arabia, with Tax Identity Number 7341406183, domiciled at The Saudi National Bank Tower, King Fahd Road 3208-Al Aqeed District Unit No.778, 13519 Additional No.6676, Riyadh, Kingdom of Saudi Arabia,

Mr. Moath Saad M ALNASSER, a citizen of the Kingdom of Saudi Arabia, with Tax Identity Number 6091044092, domiciled at The Saudi National Bank Tower, King Fahd Road 3208-Al Aqeed District Unit No.778, 13519 Additional No.6676, Riyadh, Kingdom of Saudi Arabia,

Ms. Sara Abdullatif A NUGALI, a citizen of the Kingdom of Saudi Arabia, with Tax Identity Number 6321322381, domiciled at The Saudi National Bank Tower, King Fahd Road 3208-Al Aqeed District Unit No.778, 13519 Additional No.6676, Riyadh, Kingdom of Saudi Arabia,

Ms. Meriç ULUŞAHİN, a citizen of the Republic of Türkiye, with Identity Number 55651010946, domiciled at Levazım Mah. Çayır Sk. Saklıkent Apt/Site. Kamelya Apart Blk. No: 29g/1 Beşiktaş, Istanbul, Türkiye, and

Ms. Müge ÖNER, a citizen of the Republic of Türkiye, with Identity Number 10153185240, Akat Mah. Şehit Erdoğan İban Sk. Akatlar Maya Apt/Site. Ş-2 Blk. No: 31/2 Beşiktaş Istanbul who have been nominated by Saudi National Bank, with 1,742,676,447 shares in the Bank's capital and defined as the Majority Shareholder in the Bank's Articles of Association,

and

Mr. Chakan BEKIROGLOU, a citizen of Greece, with Tax Identity Number 1610298403, domiciled at Turgut Özal Bulvarı, Atatürk Cad., Ağaoğlu SKY Towers, A Blok, Bina No: 2A, Daire No:23 Ataşehir – Istanbul, who has been nominated by Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş., with 274.838.187 shares in the Bank's capital and among the Existing Shareholders defined in the Bank's Articles of Association,

As the Bank's Board Members to serve for 3 (three) years with effect from the date of this General Assembly Meeting, for the 6 (six) Board Memberships other than the Chief Executive Officer **Mr. Süleyman Murat AKŞAM**, a citizen of the Republic of Türkiye, with Identity Number 21388079716, domiciled at Selimiye Caddesi, Merkez Mahallesi, Mayavera Sitesi No: 302 302 A Blok No:120 İç Kapı No:1 Çekmeköy / İstanbul, who is a natural Member of the Board as per the Banking Law and the Bank's Articles of Association, and in lieu of the Board Members whose terms of duty will terminate on 04.08.2023.

Any shareholders other than Saudi National Bank and Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. did not nominate any candidates for Board Membership.

The selected Board Members' written declarations for acceptance of duty were seen by the Ministry Commissar.

In addition, it was resolved by majority vote of those present, with 1,742,952,924 affirmative votes and 338,999,548 negative votes, to approve election of Ms. Sara Abdullatif A NUGALI, a citizen of the Kingdom of Saudi Arabia, with Tax Identity Number 6321322381 for the Board Membership vacated due to resignation of Mr. Shujaat NADEEM in 2022, to replace and complete the remaining term of duty of the resigning member, as per the Board of Directors resolution dated 11.10.2022 and in line with the article 363 of the Turkish Commercial Code.

AGENDA ITEM 9-

It was resolved by majority vote of those present, with 2,075,880,792 affirmative votes and 6,071,680 negative votes to engage KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., with the following details, as independent auditor for 2023 accounting period, as per the Article 399 of the Turkish Commercial Code numbered 6102.

Full Title: KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

Address: İş Kuleleri, Kule 3, Kat 2-9 Levent, İstanbul

Affiliated Tax Office: Boğaziçi Kurumlar Tax Office

Tax Identification Number: 589 026 9940

Trade Registry Office: İstanbul Trade Registry

Trade Registration Number: 480474

Central Registration System Number: 0589-0269-9400-0013

GÜNDEM 10-

It was resolved by majority vote of those present, with 2,075,892,597 affirmative votes and 6,059,875 negative votes to approve the re-election of **Mr. Hayrettin KARAMAN**, **Mr. İsak Emin AKTEPE** and **Mr. Vecdi AKYÜZ** by the Board as Interest-Free Banking Advisory Committee Members with the Board Resolution dated 20.01.2023, as per Article 4/2 of Communiqué on Compliance with Interest-Free Banking Principles and Standards.

GÜNDEM 11-

Giving approval to be able to charge the share of participation provisions of the Bank, to Bank's expense accounts within the scope of article 19/2 of the Regulation on the Procedures and

Principles for Classification of Loans and Provisions to Be Set Aside, issued by the Banking Regulation and Supervision Agency, reserving the provisions of the Turkish Commercial Code was submitted to vote and it was resolved by majority vote of those present, with 2,017,791,111 affirmative votes and 64,161,361 negative votes.

GÜNDEM 12-

Authorization of the Board of Directors for distributing profit to participation accounts during loss periods of participation accounts, within the scope of article 6/10 of the Regulation on the Procedures and Principles Regarding Acceptance and Withdrawal of Deposit and Participation Fund, Statute-Barred Deposit, Participation Fund, Fiduciary and Receivables, issued by the Banking Regulation and Supervision Agency, was submitted to vote and approved by majority vote of those present, with 2,017,791,111 affirmative votes and 64,161,361 negative votes.

AGENDA ITEM 13-

Wishes for success was expressed by the Meeting Chairman and shareholders, before adjourning the meeting with the hope that 2023 activities would be beneficial for the Bank.

MINISTRY COMMISSAR

Volkan KÜÇÜKÇİRKİN
(signed)

VOTE COUNTER

Sabri KAYA
(signed)

VOTE COUNTER

Levent TAŞCI
(signed)

CLERK

Emre MANDACI
(signed)

CLERK

İldar DEMİROK
(signed)

MEETING CHAIRMAN

Wael Abdulaziz A RAIES
(signed)