

**MINUTES OF THE 30th ORDINARY GENERAL ASSEMBLY MEETING
HELD ON 25/03/2021**

The 30th Ordinary General Assembly Meeting (“GAM”) of Türkiye Finans Katılım Bankası Anonim Şirketi (“Bank”) was held on 25/03/2021 at 10:00 a.m. at the address Saray Mah. Sokullu Cad. No: 6 34768 Ümraniye / Istanbul under the supervision of Mr. Mehmet Zafer KARAKOÇ, the Ministry Commissar assigned by the letter numbered E-90726394-431.0-00062593236 and dd. 23.03.2021 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. 10277 dd. 01.03.2021, and by notifying the holders of registered shares via registered mail on 01.03.2021 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 (“BoD”), Independent Audit Report, Financial Statements, Agenda and 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 BoD Members Mr. Eren GÜRA, Ms. Meriç ULUŞAHİN, Ms. Müge ÖNER and the Board Member and CEO Mr. Süleyman Murat AKŞAM, and the auditor Mr. Emre ÇELİK, representing Güney 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, 58,401,151 shares with TRY 58,401,151- total nominal value were represented in person and 1,742,676,447 shares with TRY 1,742,676,447- total nominal value were represented by proxy in the meeting, 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 Member and CEO Mr. Süleyman Murat AKŞAM.

The Board Member and CEO Mr. Süleyman Murat AKŞAM explained to shareholders the method of casting votes. Mr. AKŞAM 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-

Under the management of Board Member and CEO Ms. Süleyman Murat AKŞAM who opened the meeting, the General Assembly proceeded to electing the Meeting Chairman in order to establish the Presidential Board stipulated by the First Article of the Agenda, in accordance with Article 419 of Turkish Commercial Code (“TCC”), Article 16 of the Articles of Association (“AoA”) and Article 7 of the GAM Regulation. The Attendees’ recommendations for Chairmanship were collected. It was seen that the representative of the National Commercial Bank (“NCB”), one of the Bank’s shareholders, made a recommendation.

The recommendation was submitted to vote by the attendees.

In line with the recommendation of the representative of the NCB, it was submitted to the approval of the General Assembly to select Mr. Süleyman Murat AKSAM as the chairmanship, and to select Ms. İtir ÇİFTÇİ, the representative of NCB, and Mr. Ahmet MERT as vote counters as it is regulated in the article 7 of the Bank’s GAM Regulation stipulating that two shareholders representing the highest numbers of votes shall be selected as vote counters upon understanding that no shareholders requested to be vote counter during the meeting, and to select Ms. Özlem YÜCEL and Mr. Emre MANDACI as clerks, and the recommendation was accepted unanimously with 1.801.077.598 affirmative votes of those present.

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 2020 Annual 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 2020 Annual Report of the Board of Directors was submitted and following its discussion, it was resolved by majority vote of those present with 1,801,054,410 affirmative votes and 23,188 negative votes.

During discussion of the agenda item, Att. Ahmet Cingü submitted the copy of the power of attorney regarding his authorization to represent Alaaddin Madran, Erdoğan Çankaya, Abdurrahim Sönmez and Necati Doğan. However, as the power of attorney in question does not include the numbers of shares held by aforesaid shareholders, the Ministry Commissar was consulted about the subject. The Ministry Commissar stated that the power of attorney in question is invalid as per the provision of the article 21/1 of the Regulation on Procedures and Principles for the General Assembly Meetings of Joint Stock Companies and Ministry Commissars Who Will Participate in These Meetings, which reads as follows: “*Power of attorney document has to include the title of the company, date of the relevant general assembly meeting, name and surname of the attorney, number of shares, name and surname, and the*

signature of the shareholder. Specific or general power of attorney documents missing any of such information are invalid". Accordingly, the board Member responsible for checking the power of attorney stated that Att. Ahmet Cingü may not vote in the name of said shareholders due to invalidity of the power of attorney; however, he has been allowed to watch the General Assembly Meeting.

AGENDA ITEM 3-

Since the 2020 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 2020 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 2020 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 2020 was submitted in this regard and following its discussion it was resolved by majority vote of those present with 1,801,060,345 affirmative votes and 17,253 negative votes.

As per the article 413 of the TCC, it was resolved by majority vote of those present with 1,801,060,345 affirmative votes and 17,253 negative votes to elect **Mr. Shujaat NADEEM**, citizen of **British Kingdom** with **6271215802** Tax ID number, domiciled at the address P.O. Box 61835 Riyadh 11575 Kingdom of Saudi Arabia to the Bank's board membership for a three-year term of duty, as the membership was vacated due to resignation of Ms. Lama Ahmad M. Ghazzaoui on 08.02.2021.

The Ministry Commissar reminded the principle of commitment to general assembly agenda as per the Turkish Commercial Code. It was concluded that election of board member can be discussed under this agenda item pursuant to the Article 413 of the Turkish Commercial Code, which reads as follows: *"Dismissal of board members and electing new ones are considered as related to the discussion of year-end financial statements agenda item."*

AGENDA ITEM 5-

As a result of the voting, the BoD Members were released for the activities of the year 2020 by majority vote of those present, with 1,801,060,345 affirmative votes and 17,253 negative votes.

AGENDA ITEM 6-

The BoD's proposal about the use of profit for the year 2020 was discussed. It was resolved by majority vote of those present, with 1,801,060,345 affirmative votes and 17,253 negative votes

- to set aside TRY 34,291,591.00- as the first legal reserve required by Article 519/1 of Turkish Commercial Code from the current period net profit of TRY 675,677,364.00-, which is the amount remaining after the taxes and dues payable in the amount of TRY 197,108,823.00- are deducted from TRY 872,786,187.00-,
- to reserve the remaining amount of TRY 641,385,773.00- as extraordinary reserves after all reserves and funds are set aside.

The General Assembly was informed that as for the 2020 performance, TRY 69,665,919.71- bonus was paid to the personnel in 2021.

AGENDA ITEM 7-

Upon the motion made by the Compensation and Corporate Governance Committee, it was opened to vote and resolved by majority vote of those present, with 1,742,970,664 affirmative votes and 58,106,934 negative votes to define the total net yearly cap of EUR 500,000.00- (FiveHundredThousand Euro) for the payments to be made to Board of Directors Members of the Bank until the first Ordinary General Assembly Meeting in 2022, and to delegate the authority to the Board of Directors in order to determine how to make the payment.

AGENDA ITEM 8-

As there has been no appointment to the vacated board membership before the General Assembly Meeting as per the article 363 of the Turkish Commercial Code and a board member has been elected during discussion of the agenda item 4 at this General Assembly Meeting as per the article 413 of the Turkish Commercial Code, it was resolved by the General Assembly not to discuss the present agenda item.

AGENDA ITEM 9-

It was resolved by majority vote of those present, with 1,801,065,793 affirmative votes and 11,805 negative votes to engage Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as independent auditor for 2021 accounting period, as per the Article 399 of the Turkish Commercial Law no. 6102.

Full Title: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi

Address: Maslak Mah. Eski Büyükdere Caddesi No:27 D: 54-57-59 Kat: 2-3-4 34485 Sarıyer/İSTANBUL

Affiliated Tax Office: Boğaziçi Kurumlar Tax Office

Tax Identification Number: 435 030 3260

Trade Registry Office: Istanbul Trade Registry

Trade Registration Number: 479920

Central Registration System Number: 0-4350-3032-6000017

AGENDA ITEM 10-

It was resolved by majority vote of those present, with 1,801,060,345 affirmative votes and 17,253 negative votes to amend the Article 11.1 of the AoA as stipulated and specified in the amendment text provided below and to have such change registered to the Trade Registry Office as per the Banking Regulation and Supervision Agency Department of Enforcement III's permit numbered E-43890421-101.01.04-5553 and the Ministry of Trade General Directorate of Domestic Trade's permit dated 05.03.2021 and numbered E-50035491-431.02-00062044991. However, as affirmative votes of those representing at least eighty percent of the Bank's shares are not present as per the article 11.3 of the Articles of Association, the amendment to the Articles of Association was rejected.

OLD VERSION

A. GENERAL ASSEMBLY OF SHAREHOLDERS ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY MEETINGS

Article 11

The General Assembly of Shareholders may hold Ordinary and Extraordinary meetings. Ordinary General Assembly Meetings are held at least once a year within a period of three (3) months following the end of each accounting period. The subjects stated in article 409 of Turkish Commercial Code are discussed and related resolutions are produced in such meetings. Extraordinary General Assembly Meetings are held at the times deemed necessary in the course of company's activities pursuant to the provisions of Turkish Commercial Code. The Board of Directors is responsible for holding General Assembly Meetings in accordance with the principles and procedures stipulated in related legislations.

NEW VERSION

A. GENERAL ASSEMBLY OF SHAREHOLDERS ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY MEETINGS

Article 11

11.1. The General Assembly of Shareholders may hold Ordinary and Extraordinary meetings. Ordinary General Assembly Meetings are held at least once a year within a period of three (3) months following the end of each accounting period. The subjects stated in article 409 of Turkish Commercial Code are discussed and related resolutions are produced in such meetings. Extraordinary General Assembly Meetings are held at the times deemed necessary in the course of company's activities pursuant to the provisions of Turkish Commercial Code. The Board of Directors is responsible for holding General Assembly Meetings in accordance with the principles and procedures stipulated in related legislations. Beneficiaries entitled to participate in the Company's General Assembly Meetings may take part in such meetings through electronic environment as per Article 1527 of Turkish Commercial Code. In accordance with the provisions of the Regulation on the General Assembly Meetings in the Electronic Environment in Joint Stock Companies, the Company may either establish the electronic general assembly system that will allow the beneficiaries to participate in the general assembly meetings in the electronic environment, state their opinions, make recommendations and cast votes, or it may acquire services from already established systems for such purpose. As per this provision of the Articles of Association, in all general assembly meetings to be held, it is ensured that beneficiaries and their representatives are enabled to use their rights specified in the afore-mentioned provisions of the Regulation through such system established.

AGENDA ITEM 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, was submitted to vote and resolved by majority vote of those present, with 1,801,060,345 affirmative votes and 17,253 negative votes.

AGENDA ITEM 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 resolved by majority vote of those present, with 1,801,060,345 affirmative votes and 17,253 negative votes.

AGENDA ITEM 13-

Wishes and closure section was started. Some of the shareholders of the company raised questions about the company's operations and dividend distribution. The Meeting Chairman

answered the questions, explaining that the financial structure of the company has been empowered.

Erciyes Anadolu Holding A.Ş. stated that their question raised in the last year's Ordinary General Assembly Meeting was not replied. It has been informed that their question will be evaluated.

Wishes for success was expressed by the Meeting Chairman and shareholders, before adjourning the meeting with the hope that 2021 activities would be beneficial for the Bank.

**MINISTRY
COMMISSAR**

**MEHMET ZAFER
KARAKOÇ**

VOTE COUNTER

ITIR ÇİFTÇİ

CLERK

ÖZLEM YÜCEL

VOTE COUNTER

AHMET MERT

CLERK

EMRE MANDACI

MEETING CHAIRMAN

SÜLEYMAN MURAT AKŞAM