

**MINUTES OF THE 31st ORDINARY GENERAL ASSEMBLY MEETING
HELD ON 31/03/2022**

The 31st Ordinary General Assembly Meeting (“GAM”) of Türkiye Finans Katılım Bankası Anonim Şirketi (“Bank”) for 2021 was held on 31/03/2022 at 10:00 a.m. at the address Saray Mah. Sokullu Cad. No: 6 34768 Ümraniye / Istanbul under the supervision of Ms. Hatun KOSTAK, the Ministry Commissar assigned by the letter numbered 733033304 and dd. 30.03.2022 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. 10524 dd. 24.02.2022, and by notifying the holders of registered shares via registered mail on 25.02.2022 and 01.03.2022 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, the permission letter obtained from the republic of Türkiye Ministry of Trade regarding the amendment of articles of association within the agenda and the attached amendment draft as well as the permission letter obtained from Banking Regulation and Supervision Agency, 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. Janbek ÖZDEMİR, 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 (“TCC”), 4,629,245 shares with TRY 4,629,245 total nominal value were represented in person and 2,075,604,315 shares with TRY 2,075,604,315 total nominal value were represented by proxy in the meeting; amounting to 2,080,233,560 shares in total with a total nominal value of TRY 2,080,233,560 represented 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 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 Saudi National Bank (“SNB”), one of the Bank’s shareholders, made a recommendation.

The recommendation was submitted to vote of those present.

In line with the recommendation of the representative of the SNB, it was submitted to the approval of the General Assembly to select Mr. Süleyman Murat AKSAM for the chairmanship, and to select Ms. İtir ÇİFTÇİ, and Mr. Fuat DALKILIÇ 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 2,280,233,389 affirmative votes and 171 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 2021 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 2021 Annual Activity Report of the Board of Directors was submitted and following its discussion, it was resolved by majority vote of those present with 2,080,220,964 affirmative votes and 12,596 negative votes.

AGENDA ITEM 3-

Since the 2021 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 2021 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 2021 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 2021 was submitted in this regard and following its discussion it was resolved by majority vote of those present with 2,080,037,390 affirmative votes and 196,170 negative votes.

AGENDA ITEM 5-

As a result of the voting, the BoD Members were released for the activities of the year 2021 by majority vote of those present, with 2,080,042,065 affirmative votes and 191,495 negative votes.

AGENDA ITEM 6-

The BoD's proposal about the use of profit for the year 2021 was discussed. It was resolved by majority vote of those present, with 2,075,903,207 affirmative votes and 4,330,353 negative votes

- To set aside TRY 42,045,365 as the first legal reserve as per the article 519 / 1 of Turkish Commercial Code from 2021 period's net profit of TRY 921,048,448, which is the remaining amount after deducting TRY 288,089,510 taxes and dues payable from the current period profit of TRY 1,209,137,958, and
- To reserve the remaining TRY 879,003,083 as extraordinary reserve after all reserves are set aside.

The General Assembly was informed that as for the 2021 performance, TRY 81,087,374 bonus was paid to the personnel.

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 2,075,903,207 affirmative votes and 4,330,353 negative votes to define the total net yearly cap of EUR 500,000.00- (FiveHundredThousandEuro) for the payments to be made to Board of Directors Members of the Bank until the first Ordinary General Assembly Meeting in 2023, and to delegate the authority to the Board of Directors in order to determine how to make the payment.

AGENDA ITEM 8-

In line with the article 363 of the Turkish Commercial Code and as per the Board of Directors resolution dated 22.09.2021, it was resolved by majority vote of those present, with 2,080,042,685 affirmative votes and 190,875 negative votes, to elect **Mr. Moath Saad M. Alnasser**, with Tax ID no. 6091044092, a citizen of the Kingdom of Saudi Arabia and resident

at the address Saudi National King Fahd Road 3208-Al Aqeed District Unit No.778, 13519 Additional no-6676, Riyadh – Kingdom of Saudi Arabia for the board membership vacated due to resignation of **Mr. Majed Hamdan A. Alghamdi** from board membership as of 28.03.2021, in order to serve during his remaining term of office.

AGENDA ITEM 9-

It was resolved by majority vote of those present, with 2,080,042,065 affirmative votes and 191,495 negative votes to engage KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., with the following details, as independent auditor for 2022 accounting period, as per the Article 399 of the TCC.

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

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

Affiliated Tax Office: Boğaziçi Kurumlar Tax Office

Tax Identification Number: 589 026 9940

Trade Registry Office: Istanbul Trade Registry

Trade Registration Number: 480474]

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

AGENDA ITEM 10-

It was resolved by majority of those present, with 2,080,054,661 affirmative votes and 178,899 negative votes of those present 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[94]-44002 and the Ministry of Trade General Directorate of Domestic Trade's permit dated 14.03.2022 and numbered E-50035491-431.02.00072814340.

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, reserving the provisions of TCC was submitted to vote and approved by majority vote of those present, with 2,080,042,065 affirmative votes and 191,495 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 approved by majority vote of those present, with 2,080,042,065 affirmative votes and 191,495 negative votes.

AGENDA ITEM 13-

Wishes and closure section was started.

Mr. Hikmet HAMZAOĞULLARI, one of the shareholders took the floor. He stated that the entitled rights of shareholders should be granted to them; they received a buy-back proposal for their shares in the company in 2020 and there could be some shareholders that might suffer as a result of this proposal.

The Meeting Chairman and CEO Mr. Süleyman Murat AKŞAM provided information on the subject.

Mr. Muhammed Temel MAVİBAŞ remarked that it matters to be sensitive to interest-free banking principles. The Meeting Chairman and CEO Mr. Süleyman Murat AKŞAM indicated that the bank demonstrates the utmost sensitivity to compliance with the interest-free banking principles.

Wishes for success was expressed by the Meeting Chairman and shareholders, before adjourning the meeting with the hope that 2022 activities would be beneficial for the Bank.

**MINISTRY
COMMISSAR**

HATUN KOSTAK

(signed)

VOTE COUNTER

İTİR ÇİFTÇİ

(signed)

VOTE COUNTER

FUAT DALKILIÇ

(signed)

CLERK

İLDAR DEMİROK

(signed)

CLERK

EMRE MANDACI

(signed)

MEETING CHAIRMAN

SÜLEYMAN MURAT AKŞAM

(signed)