

**MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING
OF T.C. ZİRAAT BANKASI ANONİM ŞİRKETİ FOR THE
YEAR 2022 HELD ON 02.08.2023**

The Ordinary General Assembly Meeting of T.C. Ziraat Bankası Anonim Şirketi for the year 2022 was held on Wednesday, 02.08.2023 at 10:00 hrs at the address Hacı Bayram Mahallesi, Atatürk Bulvarı No: 8 Altındağ/ANKARA to discuss the matters on the agenda in the presence of the Ministerial Representative Tuncer BAŞBOZKURT, who was assigned with the letter of the Provincial Directorate of Commerce of the Governorate of Ankara dated 01.08.2023 and numbered 87694415.

The meeting was held by waiving the procedure regarding the invitation to the meeting in accordance with the provision of Article 416 of the TCC and there was no objection to the meeting being held in this way.

Having ascertained from review of the list of attendants that all of 84,600,000,000 shares of the Company each with a nominal value of 1 (one) Turkish Lira, corresponding to the total capital of the Company amounting to 84,600,000,000 Turkish Lira, were represented by proxy at the meeting and thus, the minimum meeting quorum prescribed both in the code and in the articles of association was present, and having observed that the Independent Audit Report, the Articles of Association, Stock Ledger, Annual Activity Report, financial statements, and the Agenda and other necessary documents related to the meeting were available, the General Assembly Meeting was opened at 10:00 hrs.

1- The meeting was opened by the Chairperson of the Board of Directors, Burhaneddin TANYERİ, as per Article 14 of the Articles of Association of the Bank. The election of Burhaneddin TANYERİ, as the Chairperson of the Presiding Committee, and from among those who were nominated for the memberships of the Presiding Committee, election of Fatma KOÇTEPE and Meltem YILDIRIM TÜRKAN as Secretaries, and of Hüseyin ÖZUYSAL, and Abdülkerim KAVAL as Scrutineers were unanimously accepted.

2- Pursuant to the item 2 of the agenda, authorization of the Presiding Committee to sign the Minutes of the General Assembly was unanimously accepted.

3- In line with the proposal submitted, the Annual Report of the Board of Directors for the Activity and Accounting Period of 2022 was not read since it was submitted to the shareholders prior to the General Assembly Meeting. The report of the Board of Auditors of the Bank was read. The Independent Audit Report was presented to the General Assembly for information. The Annual Report and its appendices and the Auditors' Report were opened for discussion, and nobody took the floor. As a result of the voting, the Annual Report and the Report of the Board of Auditors were unanimously accepted.

4- In line with the proposal submitted, the balance sheet and profit/loss statements for the Activity and Accounting Period of 2022 was not read since it was submitted to the shareholders prior to the General Assembly Meeting. It was proposed that, as per paragraph 1, article 33 of our Bank's Articles of Association regarding determination, allocation and distribution of the net profit for the period, out of the net profit for the Period amounting to TRY 41,092,377,166.12 legal reserve at the rate of 5% (TRY 2,054,618,858.31) be set aside, as per article 5/1-e of the Corporate Tax Law numbered 5520, TRY 15,956,793.20 and TRY 77,551.71 respectively the amount associated with the profit within 50% of the tax base of the real estate sales revenue exemption and of the 75% of subsidiary shares sales exemptions as calculated according to the Tax Procedure Law (VUK), and be moved to a special fund account under shareholders' equity for monitoring until end of the 5th year following year of sale, the remaining amount of TRY 39,021,723,962.90 be transferred to extraordinary reserves,

The resolution of the Board of Directors, dated 27.07.2023 and numbered 23/20, regarding; out of TRY 45,089,695.33 due to the real estate valuation differences and monitored under retained earnings as per TAS, TRY 23,726,383.16 the amount associated with equity accounts within 50% of the tax base of the real estate sales revenue exemption as calculated according to the Tax Procedure Law (VUK) under article 5/1e of the Corporate Tax Law numbered 5520 be moved to a special fund account under shareholders' equity for monitoring until end of the 5th year following year of sale, legal reserve at the rate of 5% (TRY 1,068,165.61) over the remaining amount of TRY 21,363,312.17 be set aside and the remaining amount of TRY 20,295,146.56 be transferred to extraordinary reserves was voted on by the Chairperson of the Presiding Committee and unanimously accepted. The balance sheet and income statement for 2022 were unanimously approved.

[Signed]

5- Pursuant to item 5 of the agenda, the appointments made, upon the decision of the Board of Auditors, for the member positions of the Board of Auditors that became vacant due to resignation within the year were submitted to the General Assembly for approval and were unanimously approved.

6- Pursuant to item 6 of the agenda, the release of the members of the Board of Directors in accordance with Article 424 of the TCC and the release of the members of the Board of Auditors established pursuant to the Articles of Association were individually put to the vote of the General Assembly, and the members were unanimously released.

7- In line with the proposal submitted, pursuant to item 7 of the agenda, it has been unanimously resolved that, as members of the Board of Directors,

- Burhaneddin TANYERİ,
- Alpaslan ÇAKAR,
- Feyzi ÇUTUR,
- Fazlı KILIÇ,
- Serruh KALELİ

continue to hold the office,

- Veysi KAYNAK,
- Serdar KILIÇ,
- İsmail İlhan HATİPOĞLU,
- Fatih Aydoğan ÖZGÜR be appointed as replacement of Ahmet GENÇ, PhD

for an office term of three years,

that monthly net remuneration for Members of the Board of Directors be determined as follows, provided that it is effective as from 01.01.2023 and that the existing payment principles remain unchanged;

For Members who do not hold Public Office:	TRY 62,000
For Members who hold Public Office:	TRY 34,500

That procedures and principles of the remuneration to be provided to the Member of the Board of Directors having the General Manager title due to her/his executive office be separately determined.

8- In line with the proposal submitted, pursuant to item 8 of the agenda, it has been unanimously resolved that;

- Yılmaz ÇOLAK
- Mehmet TUNCER be appointed as replacement of İbrahim ARSLAN

for an office term of three years,

as the member of Board of Auditors as established under the Articles of Association.

That payment of the monthly net remuneration to be paid to the members of the Board of Auditors in line with the number and periods of payments made to the members of Board of Directors (except for dividend payments) be determined as follows, provided that it is effective as from 01.01.2023 and existing payment principles remain unchanged:

For Members who do not hold Public Office	TRY 28,000
For Members who hold Public Office:	TRY 28,000

[Signed]

9- Pursuant to item 9 of the agenda, the proposal of the Board of Directors regarding continued work with PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the financial audit and the auditing of the information systems of the Bank in 2023 was unanimously accepted.

10-Pursuant to item 10 of the agenda, it was unanimously resolved to grant permission and authorization to the members of the Board of Directors as per Articles 395 and 396 of TCC.

11-Pursuant to item 11 of the agenda, to amend the 3rd article of Articles of Association titled as “Head Office and Organization” and 11th Article of the Articles of Association titled as “Meeting of the General Assembly”;

Articles of Association of the Bank submitted to the shareholders’ information through the announcement of the General Assembly and at the same time, as deemed appropriate and approved by the permission letters of the Banking Regulation and Supervision Agency, dated as 17.07.2023 and numbered as E-20008792-101.01.04[18]-90283 and of Republic of Türkiye Ministry of Commerce, dated as 21.07.2023 and numbered as E-50035491-431.02-00087408312 have been opened to negotiation. No one have been seen to take the floor. The mentioned revision in the Articles of Association which is given in Appendix- 1 has been put to vote and unanimously accepted.

12-Pursuant to the item 12 of the agenda, as per article 32 of the Tax Procedure Law (VUK) numbered 213 and repeating article 298-ç, transfer to the special fund from extraordinary reserves in exchange of the revaluation surplus as a result of the revaluation practice, has been put to vote of the General Assembly, and unanimously accepted.

13-Pursuant to the item 13 of the agenda, donation which is granted compensation to the Disaster and Emergency Management Presidency, has been submitted to the information of the General Assembly.

14-In the wishes and expectations part, Erkan TEK, the Representative of the Ministry of Treasury and Finance, took the floor and said that he hoped the General Assembly be beneficial and the operations of the Bank be successful. The Chairperson of the Presiding Committee wished that the Meeting be beneficial as well.

There being no other issue on the agenda to be discussed, the General Assembly Meeting was closed at 10:40 hrs by the Chairperson of the Presiding Committee. These minutes were drawn up and signed in four copies at the meeting place. No objection was raised against the resolutions passed. 02.08.2023 T.C. Ziraat Bankası A.Ş. Ulus/ANKARA

[Signed]
Tuncer BAŞBOZKURT
MINISTERIAL
REPRESENTATIVE

[Signed]
Erkan TEK
MINISTRY OF TREASURY
AND FINANCE
REPRESENTATIVE

[Signed]
Burhaneddin TANYERİ
CHAIRPERSON OF THE
PRESIDING COMMITTEE

[Signed]
Fatma KOÇTEPE
MEETING SECRETARY

[Signed]
Meltem YILDIRIM
TÜRKAN
MEETING SECRETARY

[Signed]
Hüseyin ÖZUYSAL
SCRUTINEER

[Signed]
Abdülkerim KAVAL
SCRUTINEER

PREVIOUS	PRESENT
<p data-bbox="204 257 778 392" style="text-align: center;">ARTICLES OF ASSOCIATION TÜRKİYE CUMHURİYETİ ZİRAAT BANKASI ANONİM ŞİRKETİ (Republic of Türkiye Ziraat Bank Inc.)</p> <p data-bbox="422 425 558 459" style="text-align: center;">PART ONE</p> <p data-bbox="204 481 598 515">Head Office and Organization:</p> <p data-bbox="204 548 782 705">Article 3- Head Office of the Bank is located in Ankara at “ Doğanbey Mahallesi, Atatürk Bulvarı No.8 Altındağ/Ankara”. The Organization of the Bank consists of the Head Office, domestic and foreign operations units.</p>	<p data-bbox="810 257 1385 392" style="text-align: center;">ARTICLES OF ASSOCIATION TÜRKİYE CUMHURİYETİ ZİRAAT BANKASI ANONİM ŞİRKETİ (Republic of Türkiye Ziraat Bank Inc.)</p> <p data-bbox="1029 425 1165 459" style="text-align: center;">PART ONE</p> <p data-bbox="810 481 1165 515">Head Office and Organization:</p> <p data-bbox="810 548 1388 705">Article 3- Head Office of the Bank is located in İstanbul at “ Finanskent Mahallesi, Finans Caddesi 44/A Ümraniye/İstanbul. The Organization of the Bank consists of the Head Office, domestic and foreign operations units.</p>
<p data-bbox="406 996 574 1030" style="text-align: center;">PART THREE</p> <p data-bbox="220 1097 762 1164" style="text-align: center;">AUTHORIZED BODIES of the BANK and the COMMITTEES</p> <p data-bbox="204 1198 598 1232">Meeting of the General Assembly:</p> <p data-bbox="204 1265 782 1332">Article 11- The General Assembly convenes in the city where Head Office of the Bank is located.</p>	<p data-bbox="1013 996 1181 1030" style="text-align: center;">PART THREE</p> <p data-bbox="826 1097 1369 1164" style="text-align: center;">AUTHORIZED BODIES of the BANK and the COMMITTEES</p> <p data-bbox="810 1198 1197 1232">Meeting of the General Assembly:</p> <p data-bbox="810 1265 1388 1433">Article 11- The General Assembly convenes in the city where Head Office of the Bank is located or in a place within the borders of Ankara province. The authorization of choice of place belongs to the person who summons the meeting.</p>

[Signed]