

MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING OF
T.C. ZİRAAT BANKASI ANONİM ŞİRKETİ
FOR THE YEAR 2023 HELD ON 06.06.2024

The Ordinary General Assembly Meeting of T.C. Ziraat Bankası Anonim Şirketi for the year 2023 was held on Thursday, 06.06.2024 at 10:00 hrs at the address Finanskent Mahallesi, Finans Caddesi 44/A Ümraniye/İSTANBUL to discuss the matters on the agenda in the presence of the Ministerial Representative Volkan KÜÇÜKÇİRKİN, who was assigned with the letter of the Provincial Directorate of Commerce of the Governorate of İstanbul dated 04.06.2024 and numbered 97503136.

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 and also independent auditor Didem DEMER KAYA 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, election of Fatma KOÇTEPE and Ömer Bora KUVVETLİ as Secretaries, and election 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 2023 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 2023 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 89,851,480,072.61 legal reserve at the rate of 5% (TRY 4,492,574,003.63) be set aside, as per article 5/1-e of the Corporate Tax Law numbered 5520, TRY 12,866,375.01 and TRY 611,764.763.00 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 84,734,274,930.97 be transferred to extraordinary reserves,

[Signed]

The resolution of the Board of Directors, dated 30.05.2024 and numbered 14/2, regarding; out of TRY 974,028,691.97 due to the real estate valuation differences and monitored under retained earnings as per TAS, TRY 78,834,935.29 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 44,759,687.83) over the remaining amount of TRY 895,193,756.68 be set aside and the remaining amount of TRY 850,434,068.85 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 2023 were unanimously approved.

5- Pursuant to item 5 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.

6- In line with the proposal submitted, pursuant to item 6 of the agenda, it has been unanimously resolved that, as members of the Board of Directors,

- Veysi KAYNAK,
- Feyzi ÇUTUR,
- Serdar KILIÇ,
- Serruh KALELİ,
- Fatih AYDOĞAN

continue to hold the office,

- Burhaneddin TANYERİ,
- Alpaslan ÇAKAR,
- Fazlı KILIÇ,
- Abdullah Erdem CANTİMUR be appointed as replacement of İsmail İlhan HATİPOĞLU, 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 01.01.2024 and that the existing payment principles remain unchanged;

For Members who do not hold Public Office:	TRY 85,560
For Members who hold Public Office:	TRY 47,610

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.

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

- Yılmaz ÇOLAK, Prof.
- continue to hold the office,

- Yakup TEKİN be appointed as replacement of Mehmet TUNCER, for an office term of three years,

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

[Signed]

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 01.01.2024 and existing payment principles remain unchanged:

For Members who do not hold Public Office:	TRY 38,640
For Members who hold Public Office:	TRY 38,640

8- Pursuant to item 8 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 2024 was unanimously accepted.

9- Pursuant to item 9 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.

10- Pursuant to Article 10 of the agenda; within the scope of the provisional Article 32 of the Tax Procedure Law (VUK) numbered 213 and repeating Article 298-ç, with the transfer from extraordinary reserves to the special fund account against the value increase fund arising as a result of the revaluation application the transfer of the value increase amounts created for revaluation due to the inflation adjustment made for the end of the 2023 accounting period from the special fund account to the Extraordinary Reserves account has been put to vote of the General Assembly and unanimously approved.

11- In the wishes and expectations part, Gökhan KAYALI, 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 10:35 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. 06.06.2024 T.C. Ziraat Bankası A.Ş. Ümraniye/İSTANBUL

[Signed]
Volkan KÜÇÜKÇİRKİN
MINISTERIAL
REPRESENTATIVE

[Signed]
Gökhan KAYALI
MINISTRY OF TREASURY
AND FINANCE
REPRESENTATIVE

[Signed]
Burhaneddin TANYERİ
CHAIRPERSON OF THE
PRESIDING COMMITTEE

[Signed]
Fatma KOÇTEPE
MEETING SECRETARY

[Signed]
Ömer Bora KUVVETLİ
MEETING SECRETARY

[Signed]
Hüseyin ÖZUYSAL
SCRUTINEER

[Signed]
Abdülkerim KAVAL
SCRUTINEER