

Minutes of the Ordinary General Meeting of Shareholders of

Türkiye Sınai Kalkınma Bankası A.Ş.

for 2022, held on 28 March 2023

The Ordinary General Meeting of Shareholders of Türkiye Sınai Kalkınma Bankası Anonim Şirketi for 2022 was held on Tuesday, 28 March 2023 at 2:00 p.m. at its headquarters domiciled at Fındıklı, İstanbul, Meclisi Mebusan Caddesi 81, under the supervision of the Ministry Representative Ms/Mr [REDACTED] National Identity No: [REDACTED], who was assigned by the letter of the İstanbul Provincial Directorate of Commerce dated 27.03.2023 and numbered E-90726394-431.03-00083971472.

The invitation to the meeting, including the agenda was published in the Turkish Trade Registry Gazette dated 04.03.2022 and numbered 10530, in Dünya Newspaper on 04.03.2022, on the Bank's official website www.tskb.com.tr, on the Public Disclosure Platform and the Electronic General Assembly System, and also registered and reply-paid letters sent to the registered shareholders in due time as specified in the Turkish Commercial Code and the Bank's Articles of Association.

Ordinary General Meeting of Shareholders was held within the Electronic General Meeting System in accordance with the "Regulation on General Meetings of Joint Stock Companies to be Held Electronically" published in the Official Gazette dated 28 August 2012 and numbered 28395 and the "Communiqué on the Electronic General Meeting System to be Applied in General Meetings of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396.

Mr. Aykut Üşenti representing Güney Bağımsız Denetim ve SMMM A.Ş., the Bank's independent auditor, was present at the meeting.

The Ministry Representative determined that all requirements specified in the Bank's Articles of Association, the Bank's Internal Directive determining the operating procedures of the General Meeting of Shareholders, and the Turkish Commercial Code, and other applicable legislation have been fulfilled physically and electronically and that the required quorum has been achieved and stated that there was no obstacle to the commencement of the meeting.

The List of Attendants has been examined and it has been determined that out of 280,000,000,000 (votes) shares corresponding to the Bank's total capital of 2,800,000,000,000.- TL (two billion eight hundred million Turkish Liras), 190,648,992,378.9 shares corresponding to the total capital of 1,906,489,923.789.-TL were represented at the meeting (27,500,245.3 shares corresponding to a share capital of TL 275,002,453 were represented in person, 169,917,445,733.6 shares corresponding to share capital of TL 1,699,174,457.336 were represented by proxy and 20,704,046,400 shares corresponding to the share capital of TL 207,040,464 were represented by their depository representatives), and thus the minimum meeting quorum specified in both the Law and the Articles of Association was present. Thereupon, Mr. Adnan Bali, Chairperson of the Board of Directors, appointed Mr. Korhan Aklar as an expert to use the electronic general assembly system, and after being informed about the voting procedure, the meeting was opened physically and electronically and the agenda was discussed.

1- Following the opening of the meeting by Mr. Adnan Bali, Chairperson of the Board of Directors, Mr. Adnan Bali assumed the chairpersonship of the meeting in accordance with the Bank's Articles of Association. Pursuant to the Articles of Association, Mr. Hasan Cahit Çınar, the representative of Türkiye İş Bankası A.Ş. and Mr. Olcay Çeçen, the representative of Türkiye

BANGUOĞLU DİL HİZMETLERİ
VE DANIŞMANLIK LTD.ŞTİ.
Mihalıççık Ümit Sok. No: 25 Etiler Mah. Residence
Kat: 6 Daire: 35 Etiler/Beşiktaş - İstanbul
Zincirlikuyu V.D. 140 005 4835

İRKÇEDEN İNGİLİZCEYE TERCÜMESİ
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YEMİNLİ TERCÜMAN
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Vakıflar Bankası T.A.O., who was present at the General Meeting of Shareholders and who hold the highest number of shares, would serve as the Vote Tabulation Officers. Under the Bank's Articles of Association, Ms. Özlem Bağdatlı was elected as the Minutes Clerk by the Chairperson and Vote Tabulation Officers.

It was unanimously approved to authorize the meeting Chairperson to sign the minutes of the General Meeting of Shareholders.

2- Pursuant to the 2nd item of the agenda, the Board of Directors' Annual Report and Independent Audit Reports on the accounts and transactions of 2022 were discussed. A motion was submitted proposing to read only the summary of these reports since they had already been distributed to shareholders and should have been deemed read. The motion submitted for the approval of our Shareholders was accepted by the majority of votes as a result of the negative votes cast for shares with a nominal value of TL 14,771,946 and the affirmative votes cast for shares with a nominal value of TL 1,891,717,977.789. The Board of Directors' Annual Report and the Independent Audit Report were read in summary (General Evaluation Section) in the presence of the Independent Auditing Firm's Authorized Representative, in accordance with the motion. The floor was opened for discussion. No one took the floor. The following information was provided regarding our Bank's efforts to manage climate risk: "We once again underscored our commitment to the "management of climate risks and opportunities," which is one of our Bank's important priority issues, by signing on with the Net Zero Banking Alliance last October. We are committed to aligning our loan and investment portfolio with zero emission targets by 2050. Accordingly, we continue to work on our roadmap and targets, which we will be transparently disclosed to our stakeholders in 2024. Simultaneously, with the Science Based Targets Initiative, which we applied to last year, we continue our target verification process within the scope of our loan portfolio and sectors. We proudly continue to support our customers in all aspects of fair green transformation."

The Annual Report of the Board of Directors and the Independent Audit Report were approved by the majority of votes as a result of the affirmative votes cast for shares with a nominal value of TL 1,891,717,977.789 against the negative votes cast for shares with a nominal value of TL 14,771,946.

3- Pursuant to the 3rd item of the agenda, the balance sheet and profit and loss account statements for 2022 were discussed. A motion was submitted proposing to read only the summary of the balance sheet and profit and loss account statements since they had already been distributed to shareholders and should have been deemed read. The motion submitted for the approval of our Shareholders was accepted by the majority of votes, as a result of the affirmative votes cast for shares with a nominal value of TL 1,836,717,307.789. - against the negative votes cast for shares with a nominal value of TL 69,772,616. - In line with the motion, the balance sheet and profit and loss account statements were read in summary. The floor was open for discussion. No one took the floor.

The 2022 balance sheet and profit and loss account statements were approved by the majority of votes as a result of the affirmative votes cast for shares with a nominal value of TL 1,836,717,307,789 against the negative votes cast for shares with a nominal value of TL 69,772,616.-.

4- Pursuant to the 4th item of the agenda, the election of Mr. Celal Caner Yıldız, Ms. Ece Börü, and Mr. Mehmet Sefa Pamuksuz in place of Mr. Mahmut Magemizoğlu, Mr. Ozan Uyar and Mr. Hüseyin Yalçın, who resigned from the Board of Directors of our Bank before the date of the General Meeting of Shareholders, under Article 363 of the Turkish Commercial Code, was approved by the majority of votes as a result of the affirmative votes cast for shares with a nominal value of TL 1,766,290,818.789 against negative votes cast for shares with a nominal value of TL 140,199,105.-.

5- Pursuant to the 5th item of the agenda, the appointment of Mr. Mehmet Sefa Pamuksuz as an Independent Member under the Capital Markets Board's Corporate Governance Communiqué No. 11-17.1 was submitted to the approval of the General Meeting of Shareholders. It was resolved to appoint Mr. Mehmet Sefa Pamuksuz as an Independent Member by the majority of votes, as a result of affirmative votes cast for shares with a nominal value of TL 1,903,094,798.789 against the negative votes cast for shares with a nominal value of TL 3,395,125.

6- Pursuant to the 6th item of the agenda, the members of the Board of Directors were separately released by the majority of votes, as a result of affirmative votes cast for shares with a nominal value of TL 1,848,462,981.789 against the negative votes cast for the shares with a nominal value of TL 58,026,942. Members of the Board of Directors did not vote for their release.

7- Pursuant to the 7th item of the agenda and in accordance with Article 47 of the Articles of Association, it was decided by the majority of the votes, as a result of the affirmative votes cast for the shares with a nominal value of TL 1,906,214,923.789 against the negative votes cast for the shares with a nominal value of TL 275,000 that out of the net profit of TL 4,055,033,894.78 for the year 2022,

- A. 5% of the net profit, amounting to TL 202,751,694.74, will be set aside as legal reserves by paragraph (a) of Article 47 of the Articles of Association,
- B. TL 145,288,162.00 will be allocated to the special fund in order to purchase venture capital investment funds, in accordance with the applicable provisions of the tax legislation,
- C. The remaining TL 3,706,994,038.04 will be transferred to extraordinary reserves

The Board of Directors will be authorized to perform transactions related to all the above-mentioned matters. As part of this agenda item, the General Meeting of Shareholders was informed about the premium payments made to employees in 2022 and foreseen to be made in 2023.

8- Pursuant to the 8th item of the agenda, the motion regarding the determination of the remuneration of each of the members of the Board of Directors of our Bank as TL 90,000.- gross per month and the reservation of all rights paid on a monthly basis to those elected to the Board of Directors from the Bank's staff was approved by the majority of votes as a result of affirmative votes cast for shares with a nominal value of TL 1,701,927,459.789 against the negative votes cast for shares with a nominal value of TL 204,562,464.-.

9- Pursuant to the 9th item of the agenda, it was decided by the majority of votes as a result of the affirmative votes cast for shares with a nominal value of TL 1,898,948,829,789.- against the negative votes cast for shares with a nominal value of TL 7,541,094.- that Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst & Young Global Limited) for the fiscal year 2023 in accordance with the Turkish Commercial Code and BRSA legislation.

10- Pursuant to the 10th item of the agenda, the General Meeting of Shareholders was informed that our Bank donated a total of TL 377,650.00.- (three hundred and seventy-seven thousand six hundred and fifty Turkish Liras) in 2022, and also donated a total of TL 58,803,308.00.- in 2023, including TL 55,000,000.00.- to the Republic of Turkey Ministry of Interior Disaster and Emergency Management Presidency (AFAD) and TL 3,803,308.00.- to various institutions and organizations due to the earthquake that occurred on 6 February 2023, the epicenter of which was Kahramanmaraş.

In addition, a motion to determine the upper limit of donations to be made in 2023 was read. The upper limit of donations to be made in 2023 was set as TL 80,000,000. - (eighty million Turkish Liras) and the donation made in 2023 amounting to TL 58,803,308 was approved by the

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majority of votes as a result of the affirmative votes cast for shares with a nominal value of TL 1,717,671,862,789. - and the negative votes cast for shares with a nominal value of TL 188,818,061.-.

11- Pursuant to the 11th item of the agenda, it was decided to authorize the members of the Board of Directors to carry out the transactions outlined in Articles 395 and 396 of the Turkish Commercial Code No. 6102 by the majority of votes as a result of the affirmative votes cast for shares with a nominal value of TL 1,906,489,921,789, against the negative votes cast for shares with a nominal value of TL 2.

12- Pursuant to the 12th item of the agenda, the General Meeting of Shareholders was informed that Türkiye İş Bankası A.Ş., Türkiye Vakıflar Bankası T.A.O. and our Bank are organizations operating in the same sector and that some of our Board Members serve as managers at Türkiye İş Bankası A.Ş. and Türkiye Vakıflar Bankası T.A.O. because, according to Article 1.3.6 of the Capital Markets Board Communiqué on the Determination and Implementation of Corporate Governance Principles, in cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, or/and conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with the corporation or subsidiaries thereof, information should be provided on these transactions at the General Meeting of Shareholders.

Since all items on the agenda were discussed, the meeting was closed by the Chairperson after thanking the Shareholders. These Minutes were prepared, read, and signed at the meeting place. 28.03.2023

Ministry Representative

Chairperson of the Meeting

(Vote Tabulation Officer)

(Vote Tabulation Officer)

Türkiye İş Bankası A.Ş.

Türkiye Vakıflar Bankası T.A.O.

Minutes Clerk

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