

**Internal Directive on the Principles and Procedures of Operation of the General Assembly of  
Türkiye İş Bankası A.Ş.**

**SECTION ONE**

**Purpose, Scope, Legal Ground and Definitions**

**Purpose and scope**

**ARTICLE 1-** (1) The purpose of this Internal Directive is to set forth the principles and procedures of the operations of the general assembly of Türkiye İş Bankası A.Ş. (the Bank) in accordance with the provisions of the Code, the applicable legislation as well as the Articles of Incorporation. The scope of this Internal Directive covers any and all ordinary and extraordinary general assembly meetings of the Bank.

**Legal Ground**

**ARTICLE 2-** (1) This Internal Directive has been prepared by the Board of Directors of the Bank in accordance with the provisions of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies, and the Representatives of the Ministry Attending these Meetings.

**Definitions**

**ARTICLE 3-** (1) The following terms mentioned in this Internal Directive shall have the following meanings;

- a) Bank: Türkiye İş Bankası A.Ş.,
- b) Sitting: One-day meeting of the General Assembly,
- c) Articles of Incorporation: Articles of Incorporation of the Bank
- d) General Assembly: ordinary and extraordinary general assembly of the Bank,
- e) Code: The Turkish Commercial Code No. 6102, enacted on 13/01/2011,
- f) Session: Each of the sections ceased due to recess, meal break or similar breaks of each sitting,
- g) Meeting: Any ordinary and extraordinary general assembly meeting of the Bank,
- h) Council of Meeting: The council, comprising of the Chairman as elected by the general assembly meeting in accordance with the provisions of the first paragraph of Article 419 of the Code to manage the meeting, where necessary the deputy Chairman as elected by the general assembly meeting, the reporter to be appointed by the Chairman and, where so deemed necessary by the Chairman, the vote-collector.
- i) Board of Directors: Board of Directors of the Bank

## **SECTION TWO**

### **Working Procedures and Principles of the General Assembly**

#### **Applicable provisions**

**ARTICLE 4** – (1) The meetings shall be held in accordance with the provisions of the Code, the applicable legislations and the Articles of Incorporation regulating the general assembly meetings.

#### **Entrance into the meeting place and preparatory activities**

**ARTICLE 5** – (1) The shareholders registered in the list of attendees issued by the Board of Directors or the representatives thereof, the members of the Board of Directors, the independent auditor, the Ministry Representative and the persons, who may be elected or appointed for the Council of the Meeting and the candidates for board membership and other persons deemed appropriate by the Chairman of the Meeting may have enter into the meeting place.

(2) It is mandatory for the natural person shareholders and the representatives appointed through the electronic general assembly system as established pursuant to the Article 1527 of the Code to submit their ID credentials, for the representatives of the natural person shareholders to submit their respective powers of attorney along with their ID credentials and also for the representatives of the legal entity shareholders to submit their respective authorization certificates, and for all the aforesaid to sign the designated fields in the list of attendees for the purpose of entering into the meeting place. The said authentication processes shall be conducted by the Board of Directors, or by one or more members of the Board of Directors assigned by the Board of Directors or by other persons appointed by the Board of Directors.

(3) The ones who were appointed by the Board of Directors shall prepare the meeting place by taking into account the possible number of attendees and make the stationary supplies, documents, tools and kits which may be needed throughout the meeting available at the meeting place.

4) If necessary, the Meeting shall be recorded with audio and video, in accordance with the provisions of the relevant legislation.

#### **Opening of the Meeting**

**ARTICLE 6** – (1) The Meeting shall be opened in the place where the head office of the Bank is located or in another suitable place in the city where the head office is located, on a previously announced date, by the Chairman of the Board of Directors or by the authorized person determined within the framework of the Articles of Incorporation or the relevant legislation, upon the determination of the quorums specified in the relevant articles of the Code, are satisfied with a minutes.

#### **Composition of the Council of the Meeting**

**ARTICLE 7-** (1) Pursuant to the Articles of Incorporation, the General Assembly meetings are chaired by the Chairman of the Board of Directors and a person to be elected among the members of the Board of Directors in his/her absence.

(2) The Chairman shall appoint a reporter and, if necessary, a vote collector. In addition, if the electronic general assembly system is used, one or more experts may be appointed to carry out technical works during the meeting.

(3) The Council of the Meeting are authorized to sign the minutes of the Meeting as well as the other documents constituting the ground of such minutes.

(4) The Chairman of the Meeting shall, in chairing the General Assembly meeting, act in accordance with the Code, the Articles of Incorporation and the provisions of this Internal Directive.

### **Duties and authorities of the Council of the Meeting**

**ARTICLE 8-** (3) The Council of the Meeting shall, under the chair of the Chairman, fulfill the following duties:

a) To examine whether or not the meeting is held at the address as set forth in the announcement and, in the cases where the Articles of Incorporation contain provisions on the matter, whether the meeting place is in compliance with such provisions.

b) To examine, whether or not the General Assembly has been called for the meeting through an announcement published on the corporate website of the Bank and the Trade Registry Gazette of Turkey as contemplated by the Articles of Incorporation, whether or not such call was made at least three weeks in advance of the scheduled date of meeting, which period shall exclude the date of announcement and the date of meetings and to document such matter as a part of the minutes of the meeting

c) To check whether or not any person, who is not authorized to enter into the meeting place, has entered into the meeting, and whether or not the duties related to the entrance into the meeting place as provided by the second paragraph of Article 5 of this Internal Directive have been duly fulfilled.

d) In the cases where the General Assembly is held without an announcement under the provisions of Article 416 of the Code; to examine whether or not all shareholders or the representatives thereof are present, whether or not any objections have been raised against carrying out the meeting in such a way and whether or not the quorum for meeting is preserved until the end of the meeting.

e) To determine whether or not the amended Articles of Incorporation, if amended, the share ledger, the annual activity report of Board of Directors, the auditors' reports, the financial statements, the meeting agenda, the draft amendment to the Articles of Incorporation prepared by the Board of Directors, in the cases, where the meeting agenda contains an item regarding any such amendment, the letter of authorization and the draft amendment attached delivered from the Ministry of Trade, as required in the cases, where any amendment to the Articles of Incorporation requires authorization by the Ministry of Trade, the list of attendees and the minutes of postponement related to the previous meeting in the cases where the General Assembly has been called for a postponed meeting as well as any other required documents and papers related to the meeting are completely present and available at the meeting place; and to document such matters as a part of the minutes of the meeting.

f) To check the ID credentials of the attendees, who attend the General Assembly meeting either as principal or by proxy through signing the list of attendees, upon any objections raised or where it is so deemed necessary, and to so verify the authenticity of the powers of attorney submitted.

g) To determine whether the executive members, if there is any, and at least one member of the Board of Directors and the independent auditor are present at the meeting or not ; and to document such matters as a part of the minutes of the meeting.

h) To chair the operations of the General Assembly meeting in accordance with the designated meeting agenda, to ensure the extent of the discussions not to exceed the scope of the meeting agenda excluding the exceptions provided by the Code, to ensure the order of the meeting and to take the necessary measures to that end.

i) To open and close the Sittings and the Sessions, and to close the meeting.

j) To read or to have someone to read to the General Assembly the resolutions, drafts, minutes, reports, proposals and the similar documents in respect of the matters discussed , and to give word to those, who want to talk on such matters.

k) To ensure cast voting in respect of the matters to be resolved by the General Assembly, and to notify the results of such voting.

l) To observe the achievement and maintenance of the minimum meeting quorum at the opening, during and at the end of the meeting, and whether or not the resolutions are adopted in accordance with the requirements on quorum provided under the Code and the Articles of Incorporation.

m) To prevent the non-voting shareholders under the provisions of Article 436 of the Code, to vote, if possible, for the resolutions as provided by the same article, and to observe any kinds of restrictions applicable to voting rights and the casting of preferential votes under the Code and the Articles of Incorporation.

n) To postpone the discussion of the financial statements and of the related matters to be discussed for a further meeting to be held one month later without the need for resolution by the General Assembly on the matter upon the request of the shareholders, representing one-twentieth of the share capital.

o) To ensure the minutes regarding the operations of the General Assembly to be drafted, to document any objections raised into such minutes, to undersign the resolutions and the minutes, and to state any and all affirmative and dissenting votes casted for the resolved matters at the meeting, without giving rise to any doubt in the meeting minutes

p) To ensure that the minutes of the meeting, the annual activity report of Board of Directors, the auditors' reports, the financial statements, the list of attendees, the meeting agenda, the propositions, the vote ballot papers and the minutes of the elections, if any, and any and all documents related to the meeting are preserved by the Bank at the end of the meeting.

### **Procedures to be followed before the opening of discussions for the meeting agenda**

**ARTICLE 9** – (1) The Chairman of the Meeting shall read or have someone to read the meeting agenda to the General Assembly. The Chairman shall inquire whether or not any attendee seeks to propose any changes to the order of discussion of the agenda items, which matter shall, if any, be submitted to the General Assembly for approval. The order of discussion of the agenda items may be changed by a resolution to be adopted with the majority of votes of the attendees at the meeting.

## **Meeting Agenda and Discussions of Meeting Agenda Items**

**ARTICLE 10** – (1) The following items should mandatorily be included to the designated meeting agenda for any ordinary general assembly:

- a) Opening and formation of the Council of the Meeting.
- b) Discussion of the annual activity report of Board of Directors, the auditors' reports and the financial statements.
- c) Releases of the members of the Board of Directors.
- d) Election of the members of the Board of Directors whose terms of office have expired.
- e) Determination of the remunerations as well as such benefits as attendance fee, bonuses and premiums to be made available for the members of the Board of Directors.
- f) Determination of the form of use and distribution of the profit and of the dividend ratios.
- g) Discussion of any proposed amendments to the Articles of Incorporation, if applicable.
- h) Any further matters that are mandatory to be on the meeting agenda in accordance with the legislation.

(2) The meeting agenda of any extraordinary general assembly meeting shall comprise of the matters, that necessitated such meeting.

(3) Any matter not included in the meeting agenda shall not be discussed and resolved during the general assembly meetings excluding the following exceptions:

- a) Further matters may be incorporated to the meeting agenda, unanimously, in the event all shareholders are present at the meeting.
- b) According to the provisions of Article 438 of the Code, any request for special audit filed by any shareholder shall be resolved by the General Assembly without regards to whether or not the matter is listed as per the meeting agenda.
- c) The matters concerning the dismissal from office of the members of the Board of Directors and the election of new members of the Board of Directors are considered to be related to the agenda item, regarding the discussion of the year-end financial statements, and be, thus, discussed and resolved upon request without regards to whether or not such matters are actually listed as per the meeting agenda.
- d) Even in the absence of any such item within the meeting agenda, the matters of the dismissal from office of the members of the Board of Directors and the election of new members of the Board of Directors due to vacancies of such dismissed members shall be incorporated in the agenda upon the majority of the shareholders present at the shareholders' General Assembly meeting in the presence of valid grounds such as corruption, inadequacy, breach of the obligation of loyalty, difficulties in the fulfillment of assigned duties due to affiliation to multiple entities, discord and abuse of powers.

(4) Any agenda item, which has already been discussed and resolved in the General Assembly meeting, shall not be opened for further discussion and so resolved again, unless otherwise decided by the unanimity of the shareholders present at the meeting.

(5) Any matters so required by the Ministry to be discussed at the General Assembly of the Bank as a consequence of the audits conducted or for any reason shall be incorporated to the meeting agenda as appropriate.

(6) The meeting agenda shall be determined by the person that calls for the general assembly meeting.

### **Taking the floor in the meeting**

**ARTICLE 11** – (1) Shareholders or other related persons who wish to speak about the agenda item being discussed shall inform the Council of the Meeting regarding this. The Council of the Meeting shall announce the persons who will speak to general assembly and grants them permission to speak on the basis of the order of application. In case the person whose turn it is to speak is not present in the meeting place, that person loses his/her right to speak. The speeches shall be made to general assembly from the place designated for this purpose. Speakers may switch turn at speaking among themselves. In case the duration of speech is limited, a speaker who exceeds his/her allowed time to speak may continue to speak only if the speaker who shall take the floor after him/her gives his/her own right to speak and on condition to complete the speech within the time allowed for the second speaker. Otherwise, duration of speech cannot be extended.

(2) The Chairman of the Meeting may recognize any members of the Board of Directors or independent auditor, who seek word on the matters discussed, without regards to the order of priority.

(3) The duration of speeches shall be determined by the General Assembly with due consideration of the intensity of the meeting agenda, the number and importance of the matters to be discussed and the number of persons, seeking the floor, upon the proposal of the Chairman or the shareholders. In that case, general assembly resolves by separate voting on the subjects of whether restriction of duration of speech is required or not and then determining the duration of speech.

(4) The communication of opinions and suggestions by the shareholders or the respective proxies thereof, who attend the General Assembly electronically under the provisions of Article 1527 of the Code, shall be governed by the principles and the procedures set forth on the matter by the said article and its regulations.

### **Voting and procedure for voting**

**ARTICLE 12** – (1) The Chairman of the Meeting shall disclose and declare the matter to be cast to vote prior to the initiation of voting to the General Assembly. In the cases where the subject matter of the voting is any draft resolution, such draft resolution shall be documented in writing and be so read to the General Assembly before the voting. Once the initiation of the voting is declared, the floor may be sought only in respect of the procedure. In case of any shareholder, who has sought but not been granted the floor, may, at this point, shall take the floor only if s/he reminds the Chairman of the situation and the matter is verified by the Chairman. After the commencement of the voting, no one can take the floor.

(2) The matters to be discussed at the meeting shall be voted openly by raising hands. The votes so cast shall, then, be counted by the Council of the Meeting. The Council of the Meeting may, where necessary, appoint adequate number of persons to assist thereto in the counting of the votes. Any person, who does not raise his/her hand or make a statement in anyway, shall be considered to have cast dissenting vote, which shall be deemed to have been against the proposed resolution for the purpose of counting of the votes. Upon the request of one of the shareholders present at the meeting, written voting shall be applied only if it is decided by the General Assembly.

(3) The casting of votes by the shareholders or the respective proxies thereof, who attend the general assembly meeting electronically under the provisions of Article 1527 of the Code, shall be governed by the principles and the procedures set forth on the matter by the said article and any subsidiary regulations

### **Issuance of the minutes of meeting**

**ARTICLE 13** – (1) The Chairman of the Meeting shall sign the list of attendees, indicating the attending shareholders or the proxies thereof and the shares held thereby as well as the groups, amounts and the nominal values of such shares, and the Chairman shall ensure the minutes of the meeting to be issued in accordance with the applicable principles of the Code and the related legislations in the manner that they clearly include and denote the resolutions adopted and the numbers of affirmative and dissenting votes for each of such resolutions.

(2) The minutes of any general assembly meeting shall be issued at the meeting place and during the meeting by means of typewriters, computers or be handwritten legibly by ink pen. The issuance of the minutes by means of a computer mandatorily requires the availability of a printer, which would enable the issued minutes to be printed out at the meeting place.

(3) The minutes shall be issued in at least two (duplicate) copies, and shall be signed by the Council of the Meeting and the Ministry Representative.

(4) The trade name/title of the Bank, date and place of the meeting, the total nominal value of and the number of the shares of the Bank's share capital, the total number of the shares represented in principal and by proxy at the meeting, the full name and surname of the Ministry Representative and the number and date of issue of the letter of assignment for the Ministry Representative , the means of calling announcement, if the meeting is held with announcement should mandatorily be mentioned within the minutes of any meeting.

(5) The number of votes cast in respect of the resolution adopted during the meeting should be mentioned in the minutes in such a way that would not give raise to any doubt .

(6) The full names, surnames of the persons, who may have cast dissenting votes in respect of the resolutions adopted at any meeting, and seek to have such dissenting positions thereof documented to the minutes, as well as the reason for such dissenting positions shall be duly inserted to the minutes.

(7) In the cases where the reason for dissenting position is submitted in writing in the form of a letter, such letter shall be attached to the minutes. In that case, the full name, surname of the shareholder or his/her proxy, who may have taken a dissenting position, shall be written in the minutes, and the letter regarding the reason of such dissenting position is attached to it. Any letter of dissenting position so attached to the minutes shall be signed by the Council of the Meeting and the Ministry Representative

### **Actions to be taken before closure of the meeting**

**ARTICLE 14-** (1) At the end of the meeting, the Chairman of the Meeting shall ensure that one copy of the minutes of meeting as well as any and all other documents related to the General Assembly are preserved by the Bank.

(2) The Board of Directors shall be obliged submit a notarized copy of the meeting minutes to the trade registry office, and to have any matters as per such minutes, which should be registered and announced, duly registered and announced as appropriate within the period stipulated in the relevant legislation.

(3) The minutes shall also be posted on the Bank's corporate website within the period stipulated in the relevant legislation after the date of the general assembly meeting.

(4) The Chairman of the Meeting shall ensure the delivery of a copy of each of the list of attendees, the meeting agenda and the minutes of the meeting to the Ministry Representative

### **Attendance through electronic means**

**ARTICLE 15-** (1) The actions to be taken by the Board of Directors and the Council of the Meeting in the cases where attendance through electronic means to shareholders' general assembly meetings is permitted under the provisions of Article 1527 of the Code shall be duly taken with due consideration of the provisions of Article 1527 of the Code and the relevant legislation. .

## **SECTION THREE**

### **Miscellaneous Provisions**

#### **Attendance by the Ministry Representative and documents related to the shareholders' General Assembly Meeting**

**ARTICLE 16 –** (1) The provisions on the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint-Stock Companies and the Representatives of the Ministry Attending these Meetings regarding the request of a representative for the meetings where the participation of the Ministry Representative is mandatory, and the duties and authorities of this representative, are reserved.

(2) The applicable provisions of the Regulation stated within the first paragraph above should mandatorily be followed in respect of preparation of the list for persons, who are permitted to attend the general assembly meetings, and the list of attendees, and the issuance of the powers of proxies acceptable for the purposes of general assembly meetings and the issuance of the minutes of meetings.

#### **Matters and cases not provided by the Internal Directive**

**ARTICLE 17 –** (1) Any case or matter, which is not provided herein and emerges at any meeting, shall be duly resolved by the shareholders' general assembly .



### **Adoption of and amendments to the Internal Directive**

**ARTICLE 18-** (1) This Internal Directive shall come into effect, registered and published by the Board of Directors subject to approval by the general assembly meeting of the Bank. Any amendments to the Internal Directive shall be governed by the same procedure.

### **Effectiveness of the Internal Directive**

**ARTICLE 19 –** (1) This Internal Directive has been adopted at the general assembly meeting, held on March 31, 2021, of the Bank, and shall come into effect on the date of its announcement on the Trade Registry Gazette of Turkey.