

ŞEKERBANK T.A.Ş
INFORMATION DOCUMENT ON THE ORDINARY GENERAL ASSEMBLY
OF THE YEAR 2024 DATED 16 MAY 2025

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED
16 MAY 2025**

The Ordinary General Assembly Meeting of our Bank for the fiscal year of 2024 shall be held in order to discuss the agenda items and to make a decision, on May 16, 2025, Friday, at 14:00 at the headquarters located at Emniyet Evleri Mah. Eski Büyükdere Caddesi No: 1/1A 34415 Kağıthane/İSTANBUL.

According to article 1527 of Turkish Commercial Code numbered 6102; Shareholders participate to General Assembly Meetings of Company personally or can also participate to the Electronic General Assembly Meetings (e-General Assembly) and vote. Shareholders or representatives of them who will participate to the e-General Assembly, have to have Electronic Signature Certificate. The shareholders who will participate to the e-General Assembly have to fulfill the process in accordance with “Regulation Regarding Participation to General Assembly Meetings of Joint Stock Companies on Electronic Medium” published in Official Gazette dated 28 August 2012 and numbered 28395 and “Communiqué on the Electronic General Assembly Meeting System Used in General Assembly Meetings of Joint Stock Company” published in Official Gazette dated 29 August 2012 and numbered 28396. Otherwise, they cannot participate to the e-General Assembly.

Our shareholders may attend the meeting personally or by means of a proxy. The sample format of proxies is attached hereto for shareholders who wish to be represented at the meeting by a proxy. Pursuant to Article 437 of Turkish Commercial Code, unconsolidated and consolidated financial tables, annual report and dividend offer of the Board of Directors for the fiscal year 2024 are at the General Directorate of our Bank, its branches and the corporate internet address of our Bank (www.sekerbank.com.tr), MKK's Electronic Company Information Portal and the E-GKS portal (www.mkk.com.tr) and on the Public Disclosure Platform (KAP), for review of shareholders 3 weeks before the anticipated date of meeting.

Respectfully submitted to shareholders.

THE BOARD OF DIRECTORS

2. ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

The notifications and explanations required by the “Communiqué on Principles for Corporate Governance” No: II-17.1 of the Capital Market Board regarding the agenda items are specified under the related agenda item. Other general explanations are also presented in this document for the attention of shareholders.

2.1. Ownership Structure and Voting Rights (*)

Shareholders	Number of Shares	Nominal Value (TL)	Share Percentage in the Capital (%)	Voting Right Stake
Şekerbank T.A.Ş. Personeli Munzam Sosyal Güvenlik ve Yardımlaşma Sandığı Vakfı	768.266.386,67	768.266.386,67	30,73	30,73
Samruk - Kazyna Invest LLP	301.550.287,47	301.550.287,47	12,06	12,06
Şekerbank Türk Anonim Şirket Pers.Sos.Sig.San.Vakfı	167.099.599,00	167.099.599,00	6,68	6,68
Other	1.263.083.726,86	1.263.083.726,86	50,53	50,53
TOTAL	2.500.000.000,00	2.500.000.000,00	100,00	100,00

There are no privileged shares.

(*) Pursuant to the Turkish Commercial Code numbered 6102 and the 53rd article of the Articles of Association, the shareholders who will be present at the Ordinary and Extraordinary General Assembly meetings will have one vote per share in accordance with the relevant article of the Turkish Commercial Code.

After the publication of this information document, our shareholders also directly share the real person and legal entity information that has 5% or more shares in the capital or the right to vote from the Public Disclosure Platform (<https://www.kap.org.tr/tr/sirket-bilgileri/genel/2418-sekerbank-t-a-s>) can be followed continuously.

2.2 Information on Changes occurred in the Bank or in its major Equity Participations and Subsidiaries or planned for future which might materially affect our operations:

Changes that may occur in the Bank or in its major associates and subsidiaries issues that will significantly affect the activities of our Bank are disclosed to the public within the framework of the relevant legislation. The public disclosures of our Bank in accordance with the related legislation are available at <http://www.kap.gov.tr/>.

2.3 Information Regarding Additional Agenda Items Requested by Shareholders

No request has been received from our shareholders regarding the addition of items to the agenda within the scope of item (ç) of the article 1.3.1 of the Corporate Governance Communiqué published by the CMB.

3- ŞEKERBANK T.A.Ş. INFORMATION NOTE ABOUT ORDINARY GENERAL ASSEMBLY AGENDA ITEMS DATED 16 MAY 2025

1. Opening and Establishment of Presidential Board,

Presidential Board will be constituted to conduct the Ordinary General Assembly within the framework of Turkish Commercial Code No: 6102, provisions of the Articles of Association, Procedures and Principles of Ordinary General Assembly of Incorporated Companies and Provisions of the Regulations on Representatives of the Ministry of Customs and Trade who will Attend these Meetings ("Regulation") and the 57th article of the Bank's Articles of Association.

2. Reading and discussion of Board of Director's Integrated Annual Report,

Integrated Annual Report covering the period from 1 January 2024 to 31 December 2024 will be read, discussed and submitted to the approval of the General Assembly pursuant to the provisions of Turkish Commercial Code, Regulations of Ministry of Trade, and the provisions of the Banking Law. These documents may be obtained from the Head Office or our Internet site at www.sekerbank.com.tr, Electronic Company Information Portal and E-GKS portal (www.mkk.com.tr) and Public Disclosure Platform (KAP) three weeks before the General Assembly.

3. Reading Independent Audit Report Summary,

Independent Audit Report for the period from 1 January 2024 to 31 December 2024 will be read and discussed pursuant to the provisions of Turkish Commercial Code, Regulations of Ministry of Trade, and the provisions of the Banking Law. These documents may be obtained from the Head Office or our Internet site at www.sekerbank.com.tr, Electronic Company Information Portal and E-GKS portal (www.mkk.com.tr) and Public Disclosure Platform (KAP) three weeks before the General Assembly.

4. Reading, discussion and approval of Balance Sheet and Profit/Loss financials,

Balance Sheet and Profit & Loss Statements for the period from 1 January 2024 to 31 December 2024 will be read, discussed and submitted to the approval of the General Assembly pursuant to the provisions of Turkish Commercial Code, Regulations of Ministry of Trade, and the provisions of the Banking Law. These documents may be obtained from the Head Office or our Internet site at www.sekerbank.com.tr, Electronic Company Information Portal and E-GKS portal (www.mkk.com.tr) and Public Disclosure Platform (KAP) three weeks before the General Assembly.

5. Approval of the appointment made by the Board of Directors for the Board Membership vacated during the year to complete the remaining term,

In accordance with the relevant agenda item The Board Membership of Mr. Makhsat AKHMETKALIYEV, who has been appointed with the decision of the Board of Directors, will be submitted to the approval of the General Assembly.

6. Discharge of liability of the Board of Directors' Members,

In accordance with the relevant legislation, discharge of the Board of Directors with regards to the transactions and accounts for the year 2024 will be submitted to the approval of the shareholders.

7. Discussion and approval of the amendment of the Article 8 with the title "The Share Capital" of the Bank's Articles of Association,

The amendment made in the Article 8 of our Articles of Association will be submitted for the approval of the General Assembly. The current and new versions of the articles for which amendments are proposed are presented the annex **(Annex:1)**.

8. Determination of Board Members' compensation,

The revision of the payments to be made to the Members of the Board of Directors within the framework of the principles contained in the relevant legislation and the articles of association will be submitted to the approval of the General Assembly.

9. Discussion and approval of the profit distribution according to the Board of Directors' proposal,

In line with the recommendation of our Bank's Board of Directors, the profit distribution table regarding the distribution of the profit for the year 2024, which has been independently audited, is presented in **(Annex:2)** and will be submitted to the General Assembly for approval, taking into account the opinion of the BRSA.

10. Selection of Independent Auditor,

Pursuant to the relevant regulation of the Banking Regulation and Supervision Agency and the Turkish Commercial Code, the election of the independent auditor for 2025 made by the Board of Directors will be submitted to the approval of the General Assembly.

11. To consent to Board of Directors to do business with the Bank according the Turkish Commercial Code 395 and 396,

The Members of the Board of Directors are subject to the permission of the General Assembly in order to make transactions within the framework of articles 395 and 396 of the Turkish Commercial Code, this permission will be submitted to the approval of the General Assembly.

12. Wishes, opinions and closing.

Our shareholders willing to speak in this agenda item will be listened and the meeting will be closed.

POWER OF ATTORNEY

We, the undersigned hereby appoint, empower and delegate..... as our proxy; to represent, to vote, to make proposals and to sign the necessary documents in line with our instructions listed below at the Ordinary General Assembly of ŞEKERBANK T.A.Ş. that will be held at Emniyet Evleri Mah. Eski Büyükdere Cad. No: 1/1A, 34415 Kağıthane/İSTANBUL on 16 May 2025, Friday at 14.00.

PROXY'S (*);

Name, Surname/Title:

TC Identification/Tax No. :

Trade Register and No:

MERSİS No:

(*) Equivalent information for foreign proxies must be presented.

A) SCOPE OF THE PROXY AUTHORIZATION

1. Subjects related to the agenda of Ordinary General Assembly;

- The proxy is authorized to vote in his/her own discretion.
- The proxy is authorized to vote in line with proposals of the Company's management.
- The proxy is authorized to vote in line with the instructions displayed in the table below.

Instructions:

In case (c) was chosen by the shareholder, one of the two options should be marked (approval or denial) to corresponding agenda topics, and if denial was marked as dissenting opinion which is demanded to be recorded the General Assembly minutes book should be stated.

Agenda Items	Approval	Denial	Dissenting Opinion
1. Opening and Establishment of Presidential Board,			
2. Reading and discussion of Board of Director's Integrated Annual Report,			
3. Reading Independent Audit Report Summary,			
4. Reading, discussion and approval of Balance Sheet and Profit/Loss financials,			
5. Approval of the appointment made by the Board of Directors for the Board Membership vacated during the year to complete the remaining term,			
6. Discharge of liability of the Board of Directors' Members,			
7. Discussion and approval of the amendment of the Article 8 with the title "The Share Capital" of the Bank's Articles of Association			
8. Determination of Board Members' compensation,			
9. Discussion and approval of the profit distribution according to the Board of Directors' proposal,			
10. Selection of Independent Auditor,			

11. To consent to Board of Directors to do business with the Bank according the Turkish Commercial Code 395 and 396,			
12. Wishes, opinions and closing.			

2. Special instructions regarding other issues that may arise in the Ordinary General Assembly and the execution of minority rights;

- a) The proxy is authorized to vote in his/her own discretion.
- b) The proxy is not authorized to act for in the issues.
- c) The proxy is authorized to vote in line with the special instructions below.

Special Instructions: (Will include special instructions of the shareholder to the proxyholder, if any)

B) Shareholder may choose one of the following alternatives for the proxy to represent the shares

1. We approve our proxy to represent our shares detailed below.

- a) Number of shares - Nominal value:
- b) Ratio of the shares to capital and voting rights of Shareholder

2. We approve our proxy to represent our total amount of shares that is reported by e-GEM one day prior to the General Assembly.

SHAREHOLDERS’;

Name Surname/Trade Name:

Identity Number/Tax Number:

Trade Register and Number:

MERSİS Number:

Address:

Signature :

NOTE: Shareholders who want to give a power of attorney, fill out the power of attorney form and have their signatures approved by a notary or attach the notarized signature circular to the power of attorney.

Disclaimer Statement:

This document is a convenience translation of the principal document that has been published in Turkish and provided on our website (www.sekerbank.com.tr) in accordance with relevant laws and regulations. The information contained in this document is published for the assistance of recipients, but is not to be relied upon as authoritative or taken in substitution of the principal document that is published in Turkish. The Company does not accept any liability whatsoever for any direct or consequential loss arising from any use of this document or its contents.

**Annex 1: The Amendment of Article 8 of the Bank's Articles of Association entitled
"The Share Capital"**

OLD VERSION	NEW VERSION
THE SHARE CAPITAL Article:8- : The Bank has adopted the registered capital system in accordance with the provisions of the repealed Capital Market Law No. 2499 and transitioned to registered capital system by means of the authorization number 5/47 dated 18.01.2002 of the Capital Markets Board. The upper limit of registered capital of the Bank is TL 2.500.000.000,- divided into 2.500.000.000 shares each with a nominal value of TL 1 (One). The upper limit approval for the registered capital granted by the Capital Markets Board is valid for the years of 2020-2024 (5 years). Even if the upper limit of the registered capital is not reached at the end of 2024, it is required that authorization be required to be obtained for a new period from the general assembly no more than 5 years by obtaining permit from the Capital Markets Board for the upper limit permitted previously or a new upper limit. In case of failure to obtain such authorization, no capital increase can be made by means of the resolution of the Board of Directors. The issued capital of the company is TL 2.500.000.000 and such issued capital has been fully paid up without any collusion. The shares representing the capital are followed up within the framework of the principles of dematerialization. The capital of the Bank may be increased or decreased within the framework of the provisions of the Turkish Commercial Code and Capital Market Law. The Board of Directors is authorized to increase the issued capital by issuance of new shares up to the upper limit of the registered capital at such times as it wishes in accordance with the provisions of the Capital Market Law and take resolution on the subjects of issuance of premium shares or shares under their nominal values with restriction of the rights of shareholders to acquire new shares. The power to restrict the rights to acquire new shares cannot be exercised in such a way that inequality will be given risen to among shareholders.	THE SHARE CAPITAL Article:8- : The Bank has adopted the registered capital system in accordance with the provisions of the repealed Capital Market Law No. 2499 and transitioned to registered capital system by means of the authorization number 5/47 dated 18.01.2002 of the Capital Markets Board. The upper limit of registered capital of the Bank is TL 3.500.000.000,- divided into 3.500.000.000 shares each with a nominal value of TL 1 (One). The upper limit approval for the registered capital granted by the Capital Markets Board is valid for the years of 2025-2029 (5 years). Even if the upper limit of the registered capital is not reached at the end of 2029, it is required that authorization be required to be obtained for a new period from the general assembly no more than 5 years by obtaining permit from the Capital Markets Board for the upper limit permitted previously or a new upper limit. In case of failure to obtain such authorization, no capital increase can be made by means of the resolution of the Board of Directors. The issued capital of the company is TL 2.500.000.000 and such issued capital has been fully paid up without any collusion. The shares representing the capital are followed up within the framework of the principles of dematerialization. The capital of the Bank may be increased or decreased within the framework of the provisions of the Turkish Commercial Code and Capital Market Law. The Board of Directors is authorized to increase the issued capital by issuance of new shares up to the upper limit of the registered capital at such times as it wishes in accordance with the provisions of the Capital Market Law and take resolution on the subjects of issuance of premium shares or shares under their nominal values with restriction of the rights of shareholders to acquire new shares. The power to restrict the rights to acquire new shares cannot be exercised in such a way that inequality will be given risen to among shareholders.

Annex 2: Profit Distribution Table

ŞEKERBANK T.A.Ş. 2024 Profit Distribution Table (TL)	
1. Paid-in Capital	2.500.000.000,00
2. Legal Reserves (According to Legal Records)	332.305.072,05
Information on whether Articles of Association has any privilege regarding profit distribution	According to Legal Records
3. Gross Profit	2.192.695.509,98
4. Taxes (-)	(167.452.102,08)
5. Net Profit (=)	2.025.243.407,90
6. Losses in the Previous Periods (-)	8.084.634,60
7. Legal Reserves (-)	101.262.170,40
8. NET DISTRIBUTABLE PROFIT (=)	1.915.896.602,91
9. Donations Made During the Year (+)	-
10. Net Distributable Profit Including Donations	-
11. First Dividend to Shareholders	125.000.000,00
-Cash	125.000.000,00
-Bonus	-
-Total	125.000.000,00
12. Dividend Distributed to Owners of Privileged Shares	-
13. Other Distributed Dividend	-
-To the Members of the Board of Directors	-
-Employee	-
-To Non-Shareholders	-
14. Dividend Distributed to Owners of Redeemed Shares	-
15. Second Dividend to Shareholders	-
16. Legal Reserves	-
17. Statutory Reserves	-
18. Special Reserves	8.153.955,22
19. Extraordinary Reserves	1.782.742.647,68
20. Other sources which are accepted as distributable	-

ŞEKERBANK T.A.Ş. DIVIDEND RATIO TABLE					
	TOTAL AMOUNT OF DIVIDEND (TL)		TOTAL AMOUNT OF DIVIDEND / NET DISTRIBUTABLE PROFIT	DIVIDEND PER SHARE WITH A NOMINAL VALUE OF THE TL 1	
	CASH (TL)	BONUS (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS	125.000.000,00	-	6,52%	0,05000	5,000
NET (*)	106.250.000,00	-	5,55%	0,04250	4,250

(*) Net calculation is made with the assumption of 15% income tax withholding.