

From: DenizBank Investor Relations and Financial Analysis Department

Subject: Resolutions of the Ordinary General Assembly dated 28 March 2024

Date: 28.03.2024

Adopted at the Ordinary General Assembly of DenizBank A.S. held on 28 March 2024, the following have been resolved **unanimously**:

- To approve the Balance Sheet, Profit and Loss Account for 2023, the Independent Audit Report prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (DELOITTE TOUCHE TOHMATSU Member) as a result of the independent audit studies for 2023, and the Board of Directors Annual Report,
- Of the net profit of Denizbank A.Ş. for the financial year 2023 amounting to TL 27,877,784,919.78,
 - To not set aside any legal reserve from profit of 2023 as total of general legal reserve has reached 20% of paid-in-capital as per article 519 1 of Turkish Commercial Code numbered 6102,
 - For the exempt TL 18,979,493.54 to be kept in Mandatory Funds Account in order to be benefited from exemption stated in article 5 1-e of Corporate Tax Law regarding Ekspres Gayrimenkul Turizm Yatırım İşletme ve Ticaret A.Ş. subsidiary sales profit of 2023,
 - and for the remaining TL 27,858,805,426.25 to be set aside as extraordinary legal reserve,
- For the balance of TL 1,055,474,581.09 to be transferred from 42002002 – TAX PROCEDURE LAW PROVISIONAL ARTICLE 32 VALUE INCREASE FUND Grand Ledger Accounts to 42002001 - TAX PROCEDURE LAW PROVISIONAL ARTICLE 32 VALUE INCREASE FUND account,

For the balance of TL 3,753,103,080.69 to be transferred from 42002004 - TAX PROCEDURE LAW DUPLICATE ARTICLE 298 Ç VALUE INCREASE FUND Grand Ledger Account to 42002003 - TAX PROCEDURE LAW DUPLICATE ARTICLE 298 Ç VALUE INCREASE FUND account,

For 4,808,577,661.78 TL which is the total balance of the value increases registered under equity as from 2022 year-end for fixed securities registered on behalf of our bank as per "Communiqué on Amendments to the Tax Procedure Law General Communiqué (Item No: 537)"; to be closed by reversal as explained in the Tax Procedure Law Circular No. 165 due to the inflation practice that came into force as of the end of 2023 within the scope of paragraph (A) of Article 298 of the Tax Procedure Law,
- To discharge the Members of the Board of Directors who continue their duties, for the activities in 2023,
- To elect DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (member of DELOITTE TOUCHE TOHMATSU), as Independent Audit Company-Independent Auditor to realize audit activities regarding our Bank's 2024 financial year,
- To amend Article 30 of the bank's articles of association as below:

FORMER TEXT	NEW TEXT
<p>ISSUANCE OF BORROWING INSTRUMENTS AND OTHER SECURITIES</p> <p>Article 30 – The Bank shall issue domestically and-or internationally all kinds of bills, promissory notes, bonds, notes, commercial papers, debentures, participation dividend certificates, profit and loss sharing certificates, asset-backed securities, mortgage-backed securities and other financial instruments, with or without security, that are recognised by the CMB as the borrowing instruments, securities, and-or other debt instruments, based on the decision of the Board of Directors and in compliance with the Capital Market Law, the Banking Law and other relevant Turkish laws and regulations.</p>	<p>ISSUANCE OF BORROWING INSTRUMENTS AND OTHER SECURITIES</p> <p>Article 30 – The Bank shall issue domestically and-or internationally all kinds of commercial papers, promissory notes, bonds, commercial bills, debentures, participation dividend certificates, asset-backed securities, mortgage-backed securities and other financial instruments that are recognised by the CMB as borrowing instruments and-or other borrowing instruments, with or without security, with the decision of the Board of Directors and in compliance with the Capital Market Law, the Banking Law and other relevant Turkish legislation.</p>

- To pay a monthly net attendance fee of USD 43,750 to Board Member **Hesham Abdulla Qassim ALQASSIM** until the end of his tenure from March 1st, 2024,

To pay USD 1,137,132 (Net of tax) to **Hesham Abdulla Qassim ALQASSIM** to provide for the shortfall in the remuneration paid from August 2019 to February 2024 (TL 250,000 monthly) as against the remuneration approved by Emirates NBD Board (USD 43,750 monthly), due to TL currency devaluation since 2019,

To pay USD 219, 068 (Net of tax) to **Mohamed Hadi Ahmed Abdulla ALHUSSAINI**, to provide for the shortfall in the remuneration paid during his term from August 2019 to September 2021 (TL 200,000 monthly) as against the remuneration approved by Emirates NBD Board (USD 35,417 monthly), due to TL currency devaluation since 2019,

To not pay attendance fee to Board Members **Shayne Keith NELSON, Ahmed Mohammed Aqil Qassim ALQASSIM, Aazar Ali KHWAJA, Dr. Björn LENZMANN, Burcu ÇALIKLI, Derya KUMRU, Tanju KAYA** and **Hakan ATEŞ** until the end of their tenure,

To authorize the Board of Directors to determine whether or not to pay an attendance fee to new members if appointed to replace current members, to determine the amount to be paid in TL or USD by keeping the amount under the amount to be paid to the Chairman of the Board of Directors, and to determine the payments to be made in net or gross terms,

8. To grant to Board Members the permits stipulated in Articles 395 and 396 of Turkish Commercial Code numbered 6102 and the required permits for shareholders who hold Management Control, Board Members, senior managers and their spouses and blood relatives and relatives by marriage up to 2nd degree to make transactions that may lead to conflict of interest with the Company or affiliates and compete.

The General Assembly was informed that the amount of donations by the Bank in 2023 was TL 46.027.650.

We hereby declare that the above statement conforms to the principles set forth in the Regulation on Public Disclosures of the Capital Markets Board, that it reflects all information we received in connection with this matter, that the information is in accordance with our books and records, that we spent all efforts to obtain accurate and complete information about this matter and that we are responsible for the declarations made in these regards.

Sincerely yours,
Denizbank A.Ş.