

**MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING
OF T.C. ZİRAAT BANKASI ANONİM ŞİRKETİ FOR THE
YEAR 2021 HELD ON 25.03.2022**

The Ordinary General Assembly Meeting of T.C. Ziraat Bankası Anonim Şirketi for the year 2021 was held on Friday, 25.03.2022 at 10:00 hrs at the address Hacı Bayram Mahallesi, Atatürk Bulvarı No: 8 Altındağ/ANKARA to discuss the matters on the agenda in the presence of the Ministerial Representative Tuncer BAŞBOZKURT, who was assigned with the letter of the Provincial Directorate of Commerce of the Governorate of Ankara dated 24.03.2022 and numbered 73126430.

It was discussed that the meeting was held without following the announcement ceremony in accordance with 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 34,900,000,000 shares of the Company each with a nominal value of 1 (one) Turkish Lira, corresponding to the total capital of the Company amounting to 34,900,000,000 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, Aysun Gül KILIÇ, the Independent Auditor, was present, and having observed that the Articles of Association, Stock Ledger, Annual Activity Report, auditor's reports, financial statements, and the Agenda and other necessary documents related to the meeting 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, and from among those who were nominated for the memberships of the Presiding Committee, election of Fatma KOÇTEPE and Aysenur TIKAÇ as Secretaries, and of İlker MET, PhD, 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 2021 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- 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 6,291,309,187.09, legal reserve at the rate of 5% (TRY 314,565,459.35) be set aside, as per article 5/1-e of the Corporate Tax Law numbered 5520, TRY 4,685,153.93, the amount associated with the profit within 50% of the tax base of the real estate sales revenue exemption as calculated according to the Tax Procedure Law (VUK), 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 5,972,058,573.81 be transferred to extraordinary reserves,

The resolution of the Board of Directors, dated 23.03.2022 and numbered 9/27, regarding; out of TRY 63,698,948.71 due to the real estate valuation differences and monitored under retained earnings as per TAS, TRY 20,962,871.96, 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 5/1-e 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 2,136,803.84) over the remaining amount of TRY 42,736,076.75 be set aside and the remaining amount of TRY 40,599,272.91 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 2021 were unanimously approved.

[Signed]

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- As per item 6 of the agenda, it has been unanimously resolved that, as members of the Board of Directors,

- Burhaneddin TANYERİ,
- Veysi KAYNAK,
- Alpaslan ÇAKAR,
- Fazlı KILIÇ,

continue to hold the office,

- Feyzi ÇUTUR,
- Mahmut KAÇAR,
- Serruh KALELİ,
- Ahmet GENÇ, PhD,
- Faruk ÇELİK,

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 01.01.2022 and that the existing payment principles remain unchanged;

For Members who do not hold Public Office:	TRY 30,940
For Members who hold Public Office:	TRY 17,230

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- Pursuant to item 7 of the agenda, it has been unanimously resolved that İbrahim ARSLAN and Yahya AKBEN be appointed for an office term of three years as the member of Board of Auditors as established under the Articles of Association,

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 01.01.2022 and existing payment principles remain unchanged:

[Signed]

For Members who do not hold Public Office	TRY 13,945
For Members who hold Public Office:	TRY 13,945

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 and banking processes of the Bank in 2022 was unanimously accepted.

In addition, it was unanimously approved to authorize the Board of Directors to determine the audit firm that the Bank will work with, for 2023 and the following periods, and to make the necessary preparations for the approval in the next General Assembly.

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- In the wishes and expectations part, Erkan TEK, 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 10:40 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.
25.03.2022 Ulus/ANKARA

[Signed]
Tuncer BAŞBOZKURT
MINISTERIAL
REPRESENTATIVE

[Signed]
Erkan TEK
MINISTRY OF TREASURY
AND FINANCE
REPRESENTATIVE

[Signed]
Burhaneddin TANYERİ
CHAIRPERSON OF THE
PRESIDING COMMITTEE

[Signed]
Fatma KOÇTEPE
MEETING SECRETARY

[Signed]
Ayşenur TIKAÇ
MEETING SECRETARY

[Signed]
İlker MET, PhD
SCRUTINEER

[Signed]
Abdülkerim KAVAL
SCRUTINEER