

**INTERNAL REGULATION ABOUT WORKING PROCEDURE
AND PRINCIPLES OF THE GENERAL MEETING OF
ARAP TÜRK BANKASI A.Ş.**

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CHAPTER ONE: PURPOSE, SCOPE, BASE AND DEFINITIONS

Purpose and Scope

ARTICLE 1- (1) The purpose of this Internal Regulation is to determine the operating procedures and principles of General Meeting of Arap Türk Bankası Anonim Şirketi in accordance with the provisions of the Law, relevant legislations and the articles of association. This regulation covers all ordinary and extraordinary general meetings of Arap Türk Bankası Anonim Şirketi (hereinafter will be referred as "Bank").

Base

ARTICLE 2- (1) This Internal Regulation is prepared by the Board of Directors in accordance with the provisions of the Regulation on Procedures and Principles of General Meetings of Incorporations and Representatives of the Ministry of Commerce to be Available in Such Meetings.

Definitions

ARTICLE 3- (1) For the purposes of this Internal Regulation,

- a) Session: means one day meeting of General Meeting;
- b) Law: means Turkish Commercial Code, dated 13.01.2011 and no. 6102;
- c) Hearing: means any section of the session that was interrupted by breaks, lunch, and similar reasons;
- ç) Meeting: means ordinary and extraordinary general meetings;
- d) Council for the general meeting: means the council, composed of the meeting chairman that was selected by the general meeting to chair the meeting in accordance with the first paragraph of Article 419 of the Law, the secretary and vote collector to be selected by the meeting chairman.

CHAPTER TWO: PROVISIONS TO BE APPLIED FOR OPERATING PROCEDURES AND PRINCIPLES OF GENERAL MEETING

Provisions to be applied

ARTICLE 4 – (1) The meeting is held in accordance with the provisions of relevant legislations and articles of association, pertaining to the general meeting.

Entrance to meeting venue and preparations

ARTICLE 5 – (1) Only the shareholders, who are registered to the list of attendants prepared by the board of directors, and their representatives, members of board of directors, auditors, representatives of Ministry, the representative to be assigned by Banking Regulation and Supervision Agency as an observer, the persons to be selected for council for the general meeting, the Bank's managers/officers to be assigned by the Head Office and audio and video technicians.

(2) In order to enter the meeting venue, the shareholders that are natural persons and representatives that have been appointed through electronic general meeting system, which was installed according to Article 1527 of the Law, must present their identity cards; representatives of the shareholders that are natural persons and legal entities must present their certificates of representation together with their identity cards; and they all sign the relevant section on the list of attendants. These actions are controlled by the board of directors or, if the Head Office is authorized, by other persons to be designated by the Head Office.

(3) The tasks of preparing the meeting venue in a manner to host all shareholders and the task of supplying stationary materials, documents, tools and equipment that will be needed during the meeting shall be performed by the board of directors or, if authorized, by the Head Office. The meeting can be recorded with video and audio.

Calling to order of the meeting

ARTICLE 6 – (1) The meeting is called to order at the Bank's Head Office or any other location in or abroad and at the time announced in advance (*provisions for the meetings without any invitation as described in Article 416 of the Law are reserved*) by chairman of the board of directors or, in his/her absence, any member of the board of directors after it is found by a written protocol that the meeting quorum is available as required by Article 20 of the Bank's Articles of Association.

Constitution of the council for the general meeting

ARTICLE 7- (1) Initially a chairman, who will be responsible for the management of general meeting and who is not required to be a shareholder, is selected among the nominated candidates in accordance with Article 6 above under the chairmanship of the person that has called to order the meeting.

(2) The chairman appoints the secretary and vote collector and composes the council for the general meeting. In addition, in case the Electronic General Assembly system is used, the Chairman may assign a sufficient number of experts to carry out technical operations.

(3) The council for the general meeting is authorized to sign the meeting minutes and any other document that supports the minutes.

(4) The chairman complies with the Law, articles of association and provisions of this Internal Regulation while managing the general meeting.

Duties and authorities of meeting chairman

ARTICLE 8 – (1) The council for the general meeting performs the following task under the management of chairman:

a) To control whether the meeting is held at the announced venue or not and, if specified in the articles of association, to examine whether the meeting venue complies with the articles of association or not.

b) To control whether the General Meeting except those which are held without prior announcement on the website and Turkish Trade Registry Gazette as described in the articles of association or not; whether such announcement was made at least two weeks before the meeting date, excluding the date of announcement and date meeting; and whether the shareholders, who are written on the book of shares, the shareholders that have provided their share certificates or any other document for proving their shares and have given their addresses to the Bank have been notified via registered and returned mail or not; and to state this condition on the meeting minutes.

c) To control whether the persons, who are not authorized to enter the meeting venue, have entered or not and whether the duties prescribed in the second paragraph of Article 5 above, pertaining to the entrance to the meeting venue, have been fulfilled by the board of directors or any other authorized person or not.

ç) If the general meeting convenes without any invitation as described in Article 416 of the Law, to control whether all shareholders or their representatives are available, whether they have any objection to the convention method of the meeting and whether the meeting quorum is available until the end of the meeting or not.

d) If any amendment is made, to control whether the amended articles of association, the book of shareholders, annual report of the board of directors, auditor's reports, financial statements, agenda, if the agenda includes an amendment to the articles of association, the draft of amendment prepared by the board of directors, the letter of authorization issued by Banking Regulation and Supervision Agency and the Ministry of Commerce regarding aforesaid amendment of the articles of association, the list of attendants prepared by the board of directors, if the general meeting was convened upon a postponement, the postponement protocol issued in the previous meeting and other documents for the current meeting are available at the meeting venue or not and to state these issues in the meeting minutes.

e) To check the identities of attendants, who have attended the meeting personally or in representation by signing the list of attendants and to control authenticity of certificates of representation.

f) To control whether the executive directors and at least one member of the board of directors and auditor are available at the meeting or not and to state these issues in the meeting minutes.

g) To manage the general meeting in accordance with the agenda, to prevent any discussions made out of scope of the agenda except the issues mentioned in the Law, to ensure the order of meeting and take necessary actions.

ğ) To call to order and declare closed sessions and hearings and to declare close the meeting.

h) To read or make read the decisions, drafts, protocols, reports, proposals and similar documents regarding the issues being discussed and to allow others to talk about these issues.

ı) To ensure the voting is made for the issues to be resolved by the general meeting and to notify results.

i) To observe whether the meeting quorum is maintained at the beginning, during and at the end of the meeting and to control whether the resolutions are taken in accordance with the provisions of the Law and articles of association, pertaining to the quorum.

j) To prevent exercising of votes by those, who don't have any voting right as per Article 436 of the Law, and to observe any restriction imposed on the voting right and privileged voting as described in the Law and articles of association.

k) To postpone the discussion of financial statements and related topics to another meeting to be held one month later upon a request of the shareholders that hold at least one tenth of the capital without any requirement to take any resolution in the general meeting.

l) To ensure that the minutes for general meeting are prepared, objections are recorded and resolutions and minutes are signed; to state all votes in and out of the resolutions on the meeting minutes without causing any suspicion.

m) To deliver the meeting minutes, annual report of the board of directors, auditor's reports, financial statements, list of attendants, agenda, memorandums, if any, the ballots and minutes, and all other meeting related documents to one of the members of board of directors, available at the meeting, at the end of the meeting.

Actions to be taken before discussing the agenda

ARTICLE 9 – (1) Chairman of the meeting reads or makes read the meeting agenda to the general meeting. Chairman asks whether there is any proposal for changing the order of agenda items or not and if any proposal is made, the proposal is submitted to the approval of general meeting. The discussion order of agenda items can be changed by the majority of votes of the attendants.

Agenda and discussion of agenda items

ARTICLE 10 – (1) The agenda of an ordinary general meeting must include the following:

a) Calling order and constitution of the council for the general meeting.

b) Discussion of annual report of the board of directors, auditor's reports and financial statements.

c) Releasing the members of board of directors and auditors from their liabilities.

ç) Election of the members of board of directors and auditor, whose terms of offices period has expired.

d) Determining the remuneration of the members of board of directors, such as attendance fees, bonuses, etc.

e) Determining the mode of the usage and the ratios for the profit distribution of the profit.

f) If any, discussion of amendments to the articles of association.

g) Other necessary issues.

(2) The agenda of an extraordinary general meeting is composed of the issues that required the meeting to be convened.

(3) The issues that are not included to the meeting agenda, other than the following exceptions, cannot be discussed and resolved:

a) If all shareholders are available, an issue can be included to the agenda for discussion by unanimous votes of all attendants.

b) Any special audit request of any shareholder, made in accordance with Article 438 of the Law is resolved by the general meeting regardless it is included to the agenda or not.

c) The issues regarding dismissal and replacement of the members of board of directors are considered as related with the agenda item for discussion of year-end financial statements and these issues are discussed and resolved directly upon a request regardless they are included to the agenda or not.

ç) Even if it is not included to the agenda, the issues for dismissal and replacement of the members of board of directors are included to the agenda by majority of the votes of attendants in case there are justified reasons, such as embezzlement, incapacity, breach of provision of loyalty, difficulty in performing the duties due to membership in several companies, fraud on a power, etc.

(4) Any agenda item that has been discussed and resolved by the general meeting cannot be discussed and resolved again unless it is unanimously decided to do so by the attendants.

(5) Issues that have been requested by the Ministry to be discussed at the Bank's general meeting as a result of an audit or any other reason are included to the agenda.

(6) The agenda is determined by the person that has called a meeting for the general meeting.

Taking the floor at the meeting

ARTICLE 11 – (1) Shareholders or other relevant persons that want to take the floor for the agenda item being discussed must notify the council for the general meeting the council announces the persons that will talk to the general meeting and allows them to talk in the order of application. If the person, who should be talk in accordance with the order of application, is not available at the meeting venue, he/she loses his/her right to talk. Speeches are made to the general meeting at a location, designated for this purpose. Persons may switch

their orders to talk by agreeing with each other. If the duration of speech is limited, the person that is currently talking can continue on his/her talk only if the next person that is going to talk has given his/her right to talk to him/her, provided that the person that is currently talking has not exceeded the duration of speech of the next person. The duration of speech is not extended for any other reason.

(2) The council for the general meeting allows the members of board of directors and the auditor to talk about the issues being discussed if they request to do so.

(3) The duration of speeches is determined by the general meeting upon a proposal of the chairman or shareholders, based on the intensity of agenda, the number and importance of issues required to be discussed and the number of persons that want to talk. In such cases, the general meeting initially resolves whether the duration of speech must be limited or not and then decides the duration.

(4) Regarding the methods for provision of opinions and proposals of shareholders or their representatives that are attending to the general meeting through electronic means as per the provisions of Article 1527 of the Law, the procedures and principles regulated by the said article and its sub-articles are applied.

Voting and voting method

ARTICLE 12 – (1) Before the voting begins, chairman of the meeting explains the issue to be voted to the general meeting. If a resolution draft is going to be voted, voting is made after such draft is read. After it is announced that the voting will begin, attendants can request to talk only regarding the procedure being applied. Meanwhile, if there is any shareholder that has not been allowed to talk despite of his/her request, he/she is allowed to talk after he/she reminds and the Chairman certifies his/her request. No one is allowed to talk during the voting.

(2) The votes for the issues being discussed in the meeting are given by raising hands. These votes are counted by the council for the general meeting. If required, the council may assign sufficient number of persons to assist in the counting of votes. It is assumed that the persons that have not raised their hands have given "rejection" votes and these votes are deemed to be given in against of the relevant resolution. Secret ballot can be applied upon a proposal of at least one tenth of the attending shareholders or their representatives as described in the seven paragraph of Article 18 of the Bank's Articles of Association. The ballot, envelopes and voting box required for secret ballot are kept ready at the meeting hall in accordance with the instructions of Head Office before the meeting starts.

(3) Regarding the voting rights of shareholders or their representatives that are attending to the general meeting through electronic means as per the provisions of Article 1527 of the Law, the procedures and principles regulated by the said article and its sub-articles are applied.

Preparing the meeting minutes

ARTICLE 13 – (1) The list of attendants, showing the shareholders or their representatives, their shares and groups of shares as well as the number and nominal values of

their shares, is signed by the meeting chairman, the questions asked and the answers given to those questions during the meeting are written in a summarized manner, and the resolutions and affirmative and negative votes used for such resolutions are clearly specified in the meeting minutes and it is ensured that the minutes is prepared in accordance with the provisions of the Law and relevant legislations.

(2) The minutes of general meeting is prepared on the meeting venue by using a computer. A printer is kept available at the meeting venue in order to take printouts.

(3) The minutes is prepared at least in two copies and each page of the minutes is signed by the council for the general meeting and the Ministry's representative. Although Turkish version of the minutes will be considered as the basis, an English translation is also prepared and signed.

(4) The meeting minutes includes the Bank's commercial title, meeting date and venue, total nominal values and shares of the Bank's share certificate, total number of shares of the shareholders available personally and by a proxy in the meeting, the name and surname as well as the date and number of the appointment letter of the Ministry's representative, and if the meeting was convened upon an invitation, the method of invitation or, if the meeting was convened without any invitation, that fact is written on the meeting minutes.

(5) Numbers of votes used for the resolutions shall be written both in figures and letters in a manner so as not to cause any suspicion.

(6) Names and surnames of the persons that have voted in against of the resolutions and want to record their objections to the meeting minutes are written together with their reasons for objection.

(7) If the reason for objection is provided in written, such letter is also attached to the meeting minutes. Name and surname of the shareholder or his/her representative that has objected the resolution is written to the meeting minutes and it is specified that the letter of objection is attached. This letter of objection, attached to the meeting minutes, is signed by the council for the general meeting and the Ministry's representative.

Actions to be taken at the end of the meeting

ARTICLE 14- (1) Chairman of the meeting delivers a copy of the meeting minutes and all other documents in relation with the general meeting to a member of the board of directors, who was available at the meeting, by issuing a written protocol.

(2) The board of directors submits a notarized copy of the meeting minutes to trade registry office within fifteen days, following the date of meeting and ensures that the issues that must be registered and announced are registered and announced.

(3) The meeting minutes are also posted on the website within five days following the date of general meeting.

(4) Chairman of the meeting also delivers a copy of list of attendants, the agenda and meeting minutes of the general meeting to the Ministry's representative.

Attending to the meeting through electronic means

ARTICLE 15- (1) If it is allowed to attend the general meeting through electronic means as described in Article 1527 of the Law, the actions to be performed by the board of directors and the council for the general meeting are performed by taking Article 1527 of the Law and relevant provisions into consideration.

CHAPTER THREE: MISCELLANEOUS AND FINAL PROVISIONS

Attendance of the Ministry's representative and documents for general meeting

ARTICLE 16 – (1) The provisions of Regulation on Procedures and Principles of General Meetings of Incorporations and Representatives of the Ministry of Commerce, pertaining to the request for a Ministry's representative and the duties and authorities of such representative are reserved.

(2) The provisions of this Regulation are applied in preparing the list of persons that can attend the general meeting and the list of attendants and in preparing the certificates of representation and meeting minutes to be used at the general meeting.

Issues not prescribed herein

ARTICLE 17 – (1) If a situation that has not been specified herein is encountered during the meetings, the resolutions to be taken by the general meeting shall be applied.

Accepting and amending this Internal Regulation

ARTICLE 18 – (1) This Internal Regulation is put into force, registered and announced by the board of directors upon obtaining the approval of the general meeting of Arap Türk Bankası Anonim Şirketi. The same procedure shall be applied for any amendment to be made hereto.

Enforcement of Internal Regulation

ARTICLE 19 – (1) The Internal Regulation accepted at the General Meeting of Arap Türk Bankası Anonim Şirketi on 29 March 2013 is hereby repealed

(2) This Internal Regulation is accepted in the general meeting of Arap Türk Bankası Anonim Şirketi, dated 16.04.2021 and it becomes effective on the date of its announcement at Turkish Trade Registry Gazette.