

TÜRKİYE İŞ BANKASI A.Ş.
INFORMATION DOCUMENT FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON MARCH 31, 2026

The Annual General Meeting (AGM) of our bank shall be held on **March 31, 2026, Tuesday, at 11:00**, at the address of **İş Kuleleri 34330 Levent, Istanbul, at the Head Office/Auditorium Building** to discuss the agenda items mentioned below. Our shareholders may also participate the AGM electronically, either in person or by proxy according to Article 1527 of the Turkish Commercial Code No. 6102. The shareholders or their representatives who will attend the meeting electronically must have secure e-signature.

Persons whose names appear on the list of shareholders provided by the Central Registry Agency (CRA) and who own at least

- 1 Group A share with a nominal value of 1 Kurus,
- 1 Group B share with a nominal value of 1 Kurus or
- 1 Group C share with a nominal value of 4 Kurus

may attend the meeting personally or by proxy.

Our shareholders can obtain detailed information from CRA Electronic General Meeting System (EGMS) (<https://egk.mkk.com.tr>) regarding the transactions that can be carried out electronically, including participation in the general assembly, appointment of a representative/proxy, making suggestions, expressing opinions, voting and declaring dissenting opinion.

Shareholders who will attend the AGM physically should submit their identity cards bearing the TR identity number on the meeting day; shareholders who will attend the meeting electronically should be registered in EGMS at least one day before the meeting until 21:00. For our shareholders or their representatives who state that they will attend the meeting electronically and do not change this preference, it will not be possible to attend the meeting physically.

Shareholders who have the right to attend the AGM, may exercise their rights by means of deputizing a representative/proxy.

The representatives/proxy who will attend the meeting should submit;

- the relevant power of attorney (Annex: 1) which will be prepared in compliance with the requirements of the Communique on Voting by Proxy and Proxy Solicitation (II.30.1) issued by the Capital Markets Board, notarizing the signature of the shareholders to be represented by proxy, or by attaching the notarized signatory statement to the proxy form bearing their signatures and identity cards bearing the TR identity Number,
- Only their identity cards bearing the TR identity Number on the meeting day if deputized over EGMS portal.

It is possible for the custody institutions to attend the AGM as “Depositor’s Representative” provided that they are identified in the EGMS in order to represent the shareholders whose shares are in safe custody with such institutions. In case these custody institutions appoint and authorize their employees in order to physically attend the AGM, these employees shall submit their authorization documents in addition to the “Power of Attorney Related to Deposited Shares” and “Instruction Notification Form”, as attached herewith (Annex: 2/a and Annex: 2/b).

If the shareholder is a legal entity or a governmental entity, then the identity cards (bearing the TR Identity Number) along with the certificates of authorization of those who are authorized to represent and bind the legal entity should be submitted.

In accordance with the provisions of Article 18 of the Turkish Banking Law No. 5411; any acquisition of shares that result in the acquisition by one person directly or indirectly of shares representing ten percent or more of the capital of a bank or if shares held directly or indirectly by one shareholder exceed ten percent, twenty percent, thirty-three percent or fifty percent of the capital as a result thereof, and assignments of shares that result in shares held by one shareholder falling below these percentages, are subject to the permission of the Banking Regulatory and Supervisory Authority. In accordance with the Banking Law, and the Regulation on Permit-required Activities and Indirect Share Ownership of the Banks, in the case of share assignments of this kind, the permission of the Banking Regulatory and Supervisory Authority is required.

In this aspect, if there is any acquisition of shares requiring a permission from the Banking Regulatory and Supervisory Authority or any change in the share ownership percentages of our legal entity shareholders requiring the permission of the Banking Regulatory and Supervisory Authority, the submission of the document showing that the permission has been granted before the Bank's AGM is required.

As per the article 29 of the Capital Market Law, registered mail for the call of AGM will not be posted to our shareholders.

According to the Turkish Commercial Code no. 6102 and the Article 49 Incorporation,

- each Group (A) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right,
- each Group (B) share with a nominal value of 1 Kuruş gives its shareholder 1 voting right and
- each Group (C) share with a nominal value of 4 Kuruş gives its shareholder 4 voting rights.

The Board of Directors' Annual Report including the Financial Statements of 2025, Board of Directors' Report and Independent Auditor's Report and Sustainability Report of 2024 that has been prepared in accordance with the Turkish Sustainability Reporting Standards will be submitted for our shareholders' review in line with the related legal periods on the Public Disclosure Platform, the Bank's internet address of www.isbank.com.tr and at the EGMS as well as our branches.

The attendance of our esteemed shareholders is requested on the day and time stated above.

A) ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES ISSUED BY THE CAPITAL MARKETS BOARD OF TURKEY

1. Shareholding Structure and Voting Rights (*)

	Nominal (TL)	Number of Shares	Voting Rights (**)
İşbank Personnel Supplementary Pension Fund			
Group A	355.324	35,532	35,532
Group B	9,488.300	948,830	948,830
Group C	9,665,347,069.048	241,633,676,726	966,534,706,905
Atatürk Shares			
Group A	275.676	27,568	27,568
Group B	8,237.690	823,769	823,769
Group C	7,023,004,412.215	175,575,110,305	702,300,441,222
Shares Bought Back (***)			
Group C	416,200,364.312	10,405,009,108	-
Free Float			
Group A	369.000	36,900	36,900
Group B	11,274.010	1,127,401	1,127,401
Group C	7,895,418,154.425	197,385,453,861	789,541,815,443
Total			
Group A	1,000.000	100,000	100,000
Group B	29,000.000	2,900,000	2,900,000
Group C	24,999,970,000.000	624,999,250,000	2,458,376,963,570

(*) As of 04.03.2026

(**) According to the Turkish Commercial Code no. 6102 and the Article 49 of İşbank Articles of Incorporation,

- each Group (A) share with a nominal value of 1 Kurus gives its shareholder 1 voting right,
- each Group (B) share with a nominal value of 1 Kurus gives its shareholder 1 voting right and
- each Group (C) share with a nominal value of 4 Kurus gives its shareholder 4 voting rights.

(***) As per the Board decision and BRSA's approval both of which are dated 17.08.2018 Group (C) shares at a nominal value of TL 130,000,000 were bought back in 2018. As a result of our Bank's bonus issue on 14.06.2022, the balance was 288,883,023 and our Bank's bonus issue on 27.02.2024, the balance reached 722,200,364.312 and declined to 416,200,364.312 as a result of the disposal of 306,000,000 buy-back shares in 13.12.2024.

2. Information Regarding the Changes in the Management and Activities of the Bank and its Affiliates Which Will Materially Affect the Bank's Activities

There is no change in the management and activities of the Bank's affiliates which will materially affect the Bank's activities. Furthermore, issues which will materially affect the Bank's activities are disclosed publicly in accordance with the relevant legislation.

3. Information Regarding the Board Member Nominees and the Reason of Revocation or Election of the Board Members, if the Agenda of the General Meeting Includes the Revocation and Election of the Board Members

Board member nominees will be submitted to our shareholders' approval during our 2025 General Meeting. The explanations regarding the independent board member candidate, whose candidacy has been submitted to our Bank, can be found in the "B) EXPLANATIONS ON AGENDA ITEMS OF THE ANNUAL GENERAL MEETING DATED MARCH 31, 2026" section of this document.

4. Information Regarding the Written Requests of the Shareholders Delivered to Investor Relations and Sustainability Division, to Add Any Agenda Item

None.

5. Information Regarding the Amendments to the Articles of Incorporation

None.

B) EXPLANATIONS ON AGENDA ITEMS OF THE ANNUAL GENERAL MEETING DATED MARCH 31, 2026

1. Opening Ceremony, establishment of the Council of Chairmanship

In accordance with the relevant legislation and the Bank's Articles of Incorporation, the Council of Chairmanship will be established.

2. Discussion of 2025 Annual Report of the Board of Directors, Financial Statements, the Independent Auditors' Reports and ratification of the Annual Report of the Board of Directors and Financial Statements

The 2025 Financial Statements and the Board of Directors' Annual Report including the Board of Directors and the Independent Auditors' Reports, which are submitted to our shareholders' review on the Bank's internet address of www.isbank.com.tr, on the EGMS and in our branches within the relevant legal periods, will be discussed, and the Annual Report and Financial Statements will be submitted to our shareholders for their opinion and approval.

3. Discussion and ratification of 2024 Sustainability Report compliant with the Turkish Sustainability Reporting Standards

The 2024 Sustainability Report that has been prepared in compliance with the Turkish Sustainability Reporting Standards which is submitted to our shareholders' review on the Public Disclosure Platform, the Bank's internet address of www.isbank.com.tr, on the EGMS and in our branches within the relevant legal periods, will be discussed and submitted to our shareholders for their opinion and approval.

4. Discharge of the members of the Board of Directors from their responsibilities for the transactions and accounts of the year 2025

In accordance with the relevant legislation, discharge of the members of the Board of Directors with regards to the transactions and accounts for the year 2025 will be submitted to the approval of the shareholders.

5. Determination of the allocation of profit, the amount and distribution date of the dividends

Within the context of the permission granted by the BRSA, the proposal of the Board of Directors regarding the utilization of 2025 profit will be submitted to the approval of the General Assembly (Annex: 3).

6. Determination of the allowance for the members of the Board of Directors

The remuneration of the Board Members will be determined by the General Assembly, in accordance with the relevant legislation and the principles in the Articles of Incorporation.

7. Election of the Members of the Board of Directors whose term of office has expired and the determination of their term of office

Candidate members of the Board of Directors who will be elected to replace the members of the Board of Directors whose terms of office expire will be submitted to the approval of the shareholders in the 2025 Annual General Meeting.

In line with the evaluations of our Bank's Corporate Governance Committee within the framework of Corporate Governance Principles, Mr. Prof. Dr. Baki İlkey Engin was evaluated as having the independence criteria defined in the Corporate Governance Communiqué and was nominated as independent member. Within the context of relevant legislation, an application has been made to the CMB regarding the candidacy of Mr. Prof. Dr. Baki İlkey Engin and the CMB has not reported any negative opinion on the subject. Aforementioned matter will be submitted to the approval of the shareholders in the 2025 Annual General

Meeting.

Background of Mr. Engin, whose candidacy for membership on the Board of Directors has currently been submitted to our Bank, is attached (Annex: 4).

In accordance with Article 25 of our Bank's Articles of Association, Board of Directors may consist of a maximum of 11 members; members other than the CEO are elected by the General Assembly, while the CEO is the natural member of the Board pursuant to Banking Law No. 5411. Accordingly, the election of the Board members whose terms of office expire at the 2025 General Assembly Meeting, along with the determination of their terms of office, shall be submitted for the approval of our shareholders.

8. Selection of the Audit Company

The selection of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the independent audit company of our Bank's financial statements and for the sustainability audit of the sustainability report to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority for the year 2026 will be submitted to the approval of the General Assembly.

9. Permitting the Members of the Board of Directors as per articles 395 and 396 of the Turkish Commercial Code

The authorization of the Board Members to conduct business in accordance with Article 395 of Turkish Commercial Code titled as "Prohibition to Conduct Business with a Company, Borrowing from a Company" and Article 396 titled as "Prohibition of Competition" will be submitted for the approval of the General Assembly.

10. Presenting information to the shareholders about the donations

The shareholders will be informed with regard to the donations made in 2025 in accordance with the relevant legislation.

11. Presenting information to the shareholders on the subjects held in Capital Markets Board Corporate Governance Communique principle no. 1.3.6

The shareholders will be informed about the transactions executed regarding the relevant Capital Markets Board Corporate Governance Principle no. 1.3.6, in case there are any.

12. Presenting information about our bank's decarbonization plan

Within the scope of our Bank's decarbonization targets, our shareholders will be informed regarding the effort toward reducing the emissions arising from the loan portfolio.

PROXY STATEMENT
TÜRKİYE İŞ BANKASI A.Ş.

I, the undersigned, hereby appoint, empower and delegate
as identified in details hereinbelow, as my proxy holder fully authorized to represent me, and vote and make proposals and sign the required documents on behalf of me, in accordance with my opinions cited below, in the Annual General Meeting of Türkiye İş Bankası .A.Ş. to be held on Tuesday, March 31st, 2026 at 11:00 at the address of İşbank's Headquarters/Auditorium Building located in İş Kuleleri 34330 Levent/İstanbul

Proxy Holder's (*);

First Name, Last Name/Company's Name:

T.R. Identity No./Tax Identity No., Trade Registry and Number and MERSIS Number:

(*) For foreign proxy holders, the equivalents, if any, of the information required should be provided.

A) SCOPE OF PROXY AUTHORIZATION

For parts 1 and 2 below, only one of the alternatives (a), (b) or (c) shall be chosen to determine the scope of power of attorney.

1. Information on Items Involved in the Agenda of the General Meeting;

- a) The proxy holder is authorized to vote in line with his/her own opinions.
- b) The proxy holder is authorized to vote in line with the proposals of the corporation management
- c) The proxy holder is authorized to vote in line with the instructions given in the following table.

Instructions:

If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.

Agenda Items	Acceptance	Rejection	Dissenting Opinions
1. Opening Ceremony, establishment of the Council of Chairmanship			
2. Discussion of 2025 Annual Report of the Board of Directors, Financial Statements, the Independent Auditors' Reports and ratification of the Annual Report of the Board of Directors and Financial Statements			
3. Discussion and ratification of 2024 Sustainability Report compliant with the Turkish Sustainability Reporting Standards			
4. Discharge of the members of the Board of Directors from their responsibilities for the transactions and accounts of the year 2025			
5. Determination of the allocation of profit, the amount and distribution date of the dividends			
6. Determination of the allowance for the members of the Board of Directors			

Agenda Items	Acceptance	Rejection	Dissenting Opinions
7. Election of the Members of the Board of Directors whose term of office has expired and the determination of their term of office			
8. Selection of the Audit Company			
9. Permitting the Members of the Board of Directors as per articles 395 and 396 of the Turkish Commercial Code			
10. Presenting information to the shareholders about the donations	Item of Information		
11. Presenting information to the shareholders on the subjects held in Capital Markets Board Corporate Governance Communique principle no. 1.3.6	Item of Information		
12. Presenting information about our bank's decarbonization plan	Item of Information		

2. Specific instruction on other issues that may arise during the general assembly meeting and particularly regarding the use of minority rights:

- a) Proxy holder is authorized to vote in line with his/her own opinions.
- b) Proxy holder is not authorized to represent on these issues.
- c) Proxy holder is authorized to vote in line with the special instructions stated below.

SPECIAL INSTRUCTIONS: Special instructions, if any, of the shareholder to the proxy are stated herein.

B) Shareholder indicates the shares requested to be represented by the proxy holder by marking one of the following options

1. I am approving the representation by the proxy holder of my shares as detailed below.

- a) Group:
- b) Quantity/Nominal Value:
- c) Whether privileged in voting or not
- d) Ratio to total shares/voting rights held by shareholder:

2. I am approving the representation by the proxy holder of all of my shares shown in the list of shareholders eligible for attending the general assembly meeting, which is prepared by CRA one day before the date of general assembly meeting

SHAREHOLDER'S NAME&SURNAME OR TITLE (*)

TR Identity No./Tax Identity No, Trade Registry and Number and MERSIS Number:

Address:

(*) For foreign proxies, the equivalents, if any, of such information should be provided.

SIGNATURE¹

¹ Our shareholders who have the right to attend the general assembly and want to exercise their rights by appointing a proxy with a physical power of attorney must appoint a proxy by having the signature on the physically prepared power of attorney form approved or by attaching the signature declaration prepared before a notary public to the signed power of attorney form.

SAMPLE OF POWER OF ATTORNEY RELATED TO DEPOSITED SHARES**A) DEPOSITOR**

(1) Name Surname/Title:	
(2) National ID/Tax ID/MERSIS Number:	
(3) Address:	

B) CONSIGNED

(4) Name Surname/Title:	
(5) Tax ID/MERSIS Number:	
(6) Address:	
(7) Number of Shares to be Consigned and Total Nominal Amount:	

The consigned is authorized to attend the general assembly meeting, a right comes out from the share/s defined above by the consigned and vote regarding the agenda items within the framework of instructions given by the depositor before every general assembly. (Date)

Depositor**Consigned****Seal/Signature****Seal/Signature****Explanations:**

- 1) The owner of the share shall be written.
- 2) If the shareholder is a Turkish Republic citizen real person, national ID number shall be written, if the shareholder is a legal entity, MERSIS/tax ID number shall be written. If the shareholder is foreigner, either foreigner ID number or tax ID number shall be written.
- 3) The address shall be written.
- 4) Name and surname of the consigned person or title of the intermediary firm shall be written.
- 5) The tax ID number or MERSIS number of the consigned shall be written.
- 6) The address of the consigned shall be written.
- 7) The number and total nominal value of the shares to be consigned shall be written. However, in case the shares which are monitored in a dematerialized way as per Article 13 of Capital Markets Code, it can be defined here by writing the account number in custody institution that the shares are in.

INSTRUCTION NOTIFICATION FORM**(I) GENERAL MEETING**

The Company That Holds General Meeting	
Date of General Meeting	

(II) INSTRUCTIONS REGARDING THE AGENDA ITEMS

Agenda Item	Vote	Explanation (*)
1	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
2	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
3	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
4	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
5	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
6	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
7	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
8	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
9	ACCEPT <input type="checkbox"/> DECLINE <input type="checkbox"/>	
10	Item of Information	
11	Item of Information	
12	Item of Information	

* If any, the depositor can write explanations regarding the agenda item to this part. If a dissenting opinion is wanted to be recorded besides the instruction of “decline” voting, this issue shall be written in the explanations part.

T. IS BANKASI A.S. 2025 PROFIT DISTRIBUTION TABLE (TL)

1. Paid-in Capital		25,000,000,000.00
2. Legal Reserves (According to Legal Records)		17,588,975,151.77
Information on privileges distribution, if any, in the Articles of Incorporation		Group (A) and (B) shares, have priority rights in distribution of profits pursuant to Article 58 of our Articles of Incorporation.
		According to Legal Records
3.	Gross Profit *	77,156,435,586.51
4.	Taxes (-)	4,246,315,037.66
5.	Net Profit (=)	72,910,120,548.85
6.	Losses in the Previous Periods (-)	-
7.	Legal Reserves (-)	3,612,106,662.79
8.	NET DISTRIBUTABLE PROFIT (=)	69,298,013,886.06
9.	Donations Made During the Year (+)	
10.	Net Distributable Profit Including Donations	69,298,013,886.06
11.	First Dividend to Shareholders	
	-Cash	1,499,998,200.00
	-Bonus	-
	-Total	1,499,998,200.00
12.	Dividend Distributed to Owners of Privileged Shares **	105,999.99
13.	Dividend Distributed to Employees	4,205,195,316.50
14.	Dividend Distributed to Owners of Redeemed Shares ***	21,025.98
15.	Second Dividend to Shareholders	4,749,994,300.00
16.	Legal Reserves	920,521,814.25
17.	Third Dividend to Shareholders	7,238,014,474.03
18.	Legal Reserves	723,811,117.40
19.	Statutory Reserves	-
20.	Special Reserves ****	667,987,293.00
21.	EXTRAORDINARY RESERVES	49,292,364,344.91
22.	Other Items Proposed to be Distributed	0.00

* The provision provided for employee dividend distribution and prior years' profit arising from various legislative arrangements have been added to distributable profit.

** Total amount of dividend distributed to owners of privileged shares at the end of the first and second distribution.

*** Dividend to founders' shares.

**** Total of the amount of the profit that is allocated to be added to the capital from sale of real estates.

DIVIDEND RATIO TABLE						
	GROUP	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 **	A	46,923.35	-	19.46	46.9233500	4692.33500
	B	59,076.64	-		2.0371255	203.71255
	C	13,488,006,974.03	-		0.5395209	53.95209
	Founders' Shares ***	21,025.98	-		8.5541009	
	TOTAL	13,488,134,000.00	-			
NET	A	39,884.85	-	16.54	39.8848475	3988.48475
	B	50,215.14	-		1.7315567	173.15567
	C	11,464,805,927.93	-		0.4585928	45.85928
	Founders' Shares ***	17,872.08	-		7.2709858	
	TOTAL	11,464,913,900.00	-			

* The ratios are calculated for the total amount of dividend.

** Tax withholding shall not be deducted from the cash dividend payments made to unlimited liable taxpayer institutions and limited liable taxpayer institutions that has offices or permanent representatives in Turkey.

*** There are 2.458 founders' shares and the amount given in the above table is for 1 founders' share.

PROF. DR. BAKİ İLKAY ENGİN

He graduated from the Faculty of Law at Istanbul University and obtained his master's and doctoral degrees in Private Law at the same university. He joined the Civil Law Department of the Faculty of Law at Istanbul University as a Research Assistant, was appointed Assistant Professor in 2001, and was awarded the title of Associate Professor in 2004. Since 2010, Baki İlkay Engin has been continuing his academic work as a Professor in the Department of Civil Law at the Faculty of Law of Istanbul University. He has also been serving as a part-time faculty member at the Faculty of Law of Koç University since 2005. During his doctoral and associate professorship studies, he conducted research at the Max Planck Institute for Comparative and International Private Law in Hamburg with scholarships from DAAD and the Max Planck Foundation. He has published works in various fields of Civil Law as well as in Consumer Protection Law.