

**INFORMATION DOCUMENT FOR THE 12 MARCH 2026
ORDINARY GENERAL ASSEMBLY of YAPI ve KREDİ BANKASI A.Ş.
TO REVIEW THE 2025 FINANCIAL YEAR**

1- INVITATION TO THE 12 MARCH 2026 ORDINARY GENERAL ASSEMBLY

The Bank's Ordinary General Assembly shall convene on 12 March 2026 Thursday at 15:00 at the address of Yapı Kredi Plaza D Blok Conference Hall, Levent-Beşiktaş-İstanbul, to review the activities of the past year, and to discuss and resolve the agenda items given below.

The 2025 Financial Tables, Independent Auditor's Report, Board of Directors' Integrated Annual Report (including the Dividend Distribution Proposal, Corporate Governance Compliance Report, Corporate Governance Information Form and the explanations on compliance with Sustainability Principles), 2024 TSRS Compliant Sustainability Report and this Information Document containing the agenda items and announcements required for compliance with Capital Market Board regulations shall be made available to Shareholders at the Bank's Head Office, branch offices, on the Bank's corporate website at www.yapikredi.com.tr, and on the Electronic General Assembly system of the Central Registry Agency three weeks prior to the meeting, excluding the announcement and meeting days in accordance with legal requirements.

Without prejudice to the rights and obligations of the shareholders who will participate electronically, shareholders unable to attend the meeting in person must draw up a proxy form as predicted by the legislation, or obtain a copy of the proxy form from the Bank's Head Office or the Bank's corporate website at www.yapikredi.com.tr. The proxy forms must meet the requirements laid out in Communiqué No. II-30.1 on the Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861. A proxy form is not mandatory for proxies appointed electronically through the Electronic General Meeting System. The proxy authorizations that do not comply with the proxy authorization model indicated in the said Communiqué and invitation to General Assembly in the appendix shall not be deemed valid due to the legal liability of the Bank.

Shareholders intending to vote via the Electronic General Meeting System are asked to obtain information from the Central Registry Agency, our Bank's corporate website at www.yapikredi.com.tr, or the Banking and CMB Legislation Department of the Bank's Head Office (Tel: 0212 339 6431-0212 339 7380) to ensure that they fulfill their obligations as part of the Regulation on Electronic Shareholders Meetings for Joint Stock Corporations.

In accordance with Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102, and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend a general assembly and to vote shall not be made conditional on depositing of share certificates. Accordingly, shareholders who wish to participate in the General Assembly are not obligated to block their shares.

In accordance with the Law on the Protection of Personal Data numbered 6698, detailed information about the processing of your personal by our Bank can be obtained from disclosure "Explanatory Information Regarding Processing and Transfer of Personal Data" is shared with the public on www.yapikredi.com.tr website.

At the Ordinary General Assembly, votes relating to the agenda items shall be made as open voting by raising hands, without prejudice to the provisions regarding electronic voting.

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

As per the provisions of the Capital Markets Law, holders of registered shares traded on the stock exchange will not receive a separate registered letter informing them of the meeting.

Respectfully submitted to shareholders.

YAPI ve KREDİ BANKASI A.Ş. BOARD OF DIRECTORS
Address: Yapı Kredi Plaza D Blok, 34330, Levent-İstanbul
Trade Registry and Number: İstanbul / 32736

2- ADDITIONAL EXPLANATIONS UNDER CMB REGULATIONS

Additional explanations, required in accordance with the Capital Markets Board (CMB) Corporate Governance Communiqué No. II-17.1, are made in the relevant articles of the agenda below, while other mandatory general explanations are provided in this section:

2.1 Shareholding Structure and Voting Rights

The current shareholding structure and voting rights of the Bank are as follows. The Bank has no privileged shares.

Shareholder	Share Amount (TL)	Equity Ratio (%)	Voting Right	Voting Right (%)
Koç Finansal Hizmetler A.Ş.	3.459.065.642,23	40,95	345.906.564.223	40,95
Koç Holding A.Ş.	1.707.666.574,00	20,22	170.766.657.400	20,22
Other Shareholders (Free Float)	3.280.319.067,77	38,83	328.031.906.777	38,83
Total	8.447.051.284,00	100,00	844.705.128.400	100,00

2.2 Information Regarding Changes in Management or Operations of the Bank or its Subsidiaries', which may Significantly Affect the Activities of the Company:

There are no managerial or operational changes that have affected, or will affect, the activities of the Bank's or its Subsidiaries in the previous accounting period, or planned for the upcoming accounting periods.

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 such request has been submitted for the Ordinary General Assembly convened to review the 2025 financial year.

ANNOUNCEMENTS REGARDING THE AGENDA ITEMS OF THE 12 MARCH 2026 ORDINARY GENERAL ASSEMBLY

1. Opening and election of the Chairman of the Meeting,

Within the framework of the provisions of the "Turkish Commercial Code (TCC) No. 6102" and the "Regulation of the Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings" ("Regulation" or "General Assembly Regulation"), and General Assembly Principles Article 7, a Chairperson shall be elected to chair the General Assembly meeting. Within the framework of the General Assembly Principles, the Chairperson shall appoint at least one meeting minutes secretary, and one vote collection officer.

2. Presentation of the Annual Activity Report of the Board of Directors, Financial Statements and Summary of Report of External Auditors related to 2025 and consideration and approval of the Annual Activity Report and Financial Statements for 2025,

Within the framework of provisions of the TCC, Bylaws and the Capital Markets Law, the 2025 Integrated Annual Report (including the Corporate Governance Compliance Report, Corporate Governance Information Form and Sustainability Principles Compliance Report), Financial Tables and the Independent Auditors' Report, which were made available via the Bank's Head Office, branch offices, the Bank's corporate website at

www.yapikredi.com.tr, and on the Electronic General Assembly system of the Central Registry Agency for a three week period prior to the General Assembly, shall be presented for evaluation and approval of our shareholders.

3. Consideration and approval of 2024 TSRS Compliant Sustainability Report,

In accordance with the Public Oversight, Accounting and Auditing Standards Board regulations announced on Public Disclosure Platform (KAP) on 30.07.2025, the Bank's 2024 TSRS Compliant Sustainability Report, prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS) and subject to mandatory sustainability assurance audit by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., will be submitted for the review and approval of our shareholders.

4. Clearing of members of the Board of Directors of liability related to activities of the Bank during 2025,

Pursuant to the provisions of TCC and Bylaws, the activities, transactions and accounts of our Board of Directors members for the year 2025 shall be released separately and submitted to the General Assembly for its approval.

5. Approval of transactions regarding liquidation by sale of some Bank receivables that are being followed up on Non-Performing Loan accounts and to clear Board members regarding these transactions,

Regarding liquidation of certain Bank receivables that are being followed up on non-performing loan accounts via sale by auction,

- By our Bank Board of Directors resolution dated 20.03.2025; it is resolved to sell non-performing loans amounting in aggregate to 1.767.572.468,45 TL as of 31.01.2025 to GSD Varlık Yönetim A.Ş., Emir Varlık Yönetim A.Ş., Gelecek Varlık Yönetimi A.Ş., Efes Varlık Yönetimi A.Ş., Pozitif Varlık Yönetim A.Ş. and Arsan Varlık Yönetim A.Ş. for a total amount of 429.531.000,00 TL.

- By our Bank Board of Directors resolution dated 21.05.2025; it is resolved to sell non-performing loans amounting in aggregate to 2.483.584.814,98 TL as of 31.03.2025 to GSD Varlık Yönetim A.Ş., Emir Varlık Yönetim A.Ş., Gelecek Varlık Yönetimi A.Ş. and Birikim Varlık Yönetimi A.Ş. for a total amount of 506.730.000,00 TL.

- By our Bank Board of Directors resolution dated 17.09.2025; it is resolved to sell non-performing loans amounting in aggregate to 2.712.504.592,25 TL as of 31.07.2025 to Arsan Varlık Yönetim A.Ş., Denge Varlık Yönetim A.Ş., Efes Varlık Yönetim A.Ş., Emir Varlık Yönetim A.Ş. and Gelecek Varlık Yönetim A.Ş. for a total amount of 505.030.000,00 TL.

- By our Bank Board of Directors resolution dated 24.12.2025; it is resolved to sell non-performing loans amounting in aggregate to 1.575.404.714,99 TL as of 31.10.2025 to Emir Varlık Yönetim A.Ş., Gelecek Varlık Yönetim A.Ş., GSD Varlık Yönetim A.Ş., Ortak Varlık Yönetim A.Ş. and Sümer Varlık Yönetim A.Ş. for a total amount of 257.060.000,00 TL.

The above mentioned sales transactions, and the release of Board Members from liabilities for these transactions, shall be submitted to the General Assembly for its approval.

6. Determining the number and the term of office of the Board members, electing members of the Board of Directors and independent member of the Board of Directors,

New members to replace Board Members whose terms of office have expired accordingly shall be elected in accordance with CMB regulations, BRSA regulations, TCC, Bylaws, and the principles governing the selection of Members of the Board of Directors in the articles of association. In addition, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

According to Article 11 of the Articles of Association, all affairs and management of the Bank shall be conducted by a Board of Directors composed of at least 8 real persons, serving for a maximum term of 3 years, to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code, Banking Regulations and the Capital Market Regulations. Save for the mandatory provisions of the Capital Markets Regulations

regarding independent members, and the provisions of the Banking Regulations, the General Assembly may replace the members of the Board of Directors at any time it deems necessary, in accordance with article 364 of the Turkish Commercial Code.

CMB's Corporate Governance Communiqué No. II-17.1 states that the number of independent board members may be determined by the banks, provided that is not less than three. Board members who are appointed as an audit committee member within the bank's organizational structure shall be considered as independent board member within the framework of this Communiqué. The qualifications set forth in the principle numbered (4.3.6) shall not be required and the principle numbered (4.3.7) and (4.3.8) regarding the election of these members shall not be applied in respect of the audit committee members of the banks. The Qualifications set forth in the principle numbered (4.3.6) of the Communiqué shall be required in any case in respect of the independent board members who will not be appointed in the audit committee, and for at least one member in cases where whole of the independent members of board of directors are appointed in the audit committee and principles numbered (4.3.7) and (4.3.8) shall apply with regard to election of this independent member or these independent members.

In this context, candidates for the Board of Directors, will determine in accordance with the regulations of the Banking Regulation and Supervision Agency (BDDK) and the Capital Markets Board (SPK), will be submitted to the General Assembly for approval, and the General Assembly will elect the members of the Board of Directors.

7. Submitting according to Corporate Governance Principles the Remuneration Policy for the Members of Board of Directors and Senior Managers, and the payments made within the scope of the Policy to the shareholders' knowledge and approval of the same,

In accordance with the CMB's Mandatory Corporate Governance Principles No. 4.6.2., principles on remuneration of members of the board of directors and executives shall be in written form and submitted to the shareholders as a separate agenda item at the general assembly meeting, thus allowing the shareholders to express opinion on this matter. The Bank's Remuneration Policy, which was approved by our shareholders at the Ordinary General Assembly meeting dated 26 March 2025, has been updated by the resolutions of the Remuneration Committee and our Board of Directors dated 17 February 2026, primarily to ensure more effective compliance with the BRSA's "Good Remuneration Practices in Banks" regulation, and will be submitted to our shareholders for approval at the General Assembly in its updated form as per **Appendix 1**.

In the Chapter fifth, footnote no 7.2. of the Bank's 2025 unconsolidated financial statements, information is given for the salaries and benefits paid to the Board members and Bank's senior management in 2024.

8. Determining the gross attendance fees for the Members of the Board of Directors,

In accordance with the provisions of the TCC and relevant legislation, principles of the articles of association and the Remuneration Policy submitted to shareholders as per the agenda item no. 7, the shareholders shall determine the gross yearly remuneration to be paid to the chairperson of the board and board members.

9. Approval, approval with amendments or rejection of the proposal of the Board of Directors regarding the profit distribution date and Profit Distribution for 2025 created as per the Bank's dividend distribution policy,

With the decision of the Bank's Board of Directors dated 13.02.2026; In accordance with the Banking Law, the Capital Markets Law and the relevant regulations, Article 20 of the Bank's Articles of Association and the Profit Distribution Policy, and taking into consideration the Bank's growth targets within the sector, its long-term strategy, and domestic and international economic developments, it has been resolved that, from the Bank's net profit for the period amounting to 47.090.150.775,88 TL as shown in its non-consolidated financial statements prepared in accordance with BRSA Regulations, the general legal reserve at the rate of 5% required to be set aside pursuant to Article 519 of the Turkish Commercial Code is not allocated for the year 2025, as the existing general legal reserve as of 31 December 2025 has already reached the limit of 20% of the capital. Furthermore, from the net distributable profit for the period amounting to 47.090.150.775,88 TL, it has been resolved that 238.931.551,33 TL arising from gains on the sale of real estate and subsidiaries in accordance with Article 5/1(e) of the Corporate Tax Law No. 5520, and 38.163.782,86 TL pursuant to Article 3/14 of the Law No. 5746 on the

Support of Research and Development and Design Activities, amounting in total to 277.095.334,19 TL, be allocated as special reserves, and that the remaining 46.813.055.441,69 TL be transferred to extraordinary reserves. The Profit Distribution Table for the year 2025 attached hereto as **Appendix 2** will be submitted for the approval of the General Assembly.

10. Approval of transferring from extraordinary reserves to the special fund account in return for the revaluation fund resulting from the revaluation application within the scope of the temporary article 298-Ç of the Tax Procedure Law No. 213,

In accordance with Article 298-Ç of the Tax Procedure Law No. 213 and the communiqué on the Tax Procedure Law No. 537 related to these articles; it will be submitted for the approval of the General Assembly that, in consideration of the revaluation increase fund arising from the revaluation application, an amount of TL 4,900,229,809.63 from the extraordinary reserves monitored under shareholders' equity accounts as of 31 December 2025 be transferred to a special fund account and allocated as a special reserve.

11. Approval of the Independent Audit Institution selected by the Board of Directors with the requirement of the Regulation issued by the Banking Regulation and Supervision Agency, the Turkish Commercial Code and regulations of the Public Oversight Accounting and Auditing Standards Authority,

In accordance with the Turkish Commercial Code, the Capital Markets Law and the relevant regulations of the Banking Regulation and Supervision Agency, after obtaining the opinion of the Audit Committee, our Board of Directors has resolved to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. serve as the independent auditor to audit the Bank's financial reports for the fiscal year 2026 and conduct other activities that fall within its purview within the context of the relevant regulations including but not limited to the mandatory sustainability assurance audit of reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by Accounting and Auditing Standards Authority. The decision shall be submitted to the General Assembly for approval.

12. The donations and charities made by the Bank within the scope of the Donation and Sponsorship Policy and wording revisions made to the policy in 2025 with the aim of social relief to the shareholders' knowledge and determining a ceiling amount for the donations to be made in 2026 under the relevant policy in line with the Banking legislation and the regulations of the Capital Markets Board,

According to Article 6 of the Capital Markets Board's Communiqué II-19.1 on Dividends, donations must be presented to the General Assembly for their information. In this context, the total amount of donations made to foundations and associations in 2025 under our bank's donation and sponsorship policy is TL 315,277,569.88. This amount includes a donation of 5 million USD to Koç University every year between 2025-2029, subject to the Bank's board of directors decision in accordance with the relevant legislation and in the evaluation to be made by the board in 2030, unless otherwise decided, to continue the said donation amount under the same conditions in 2030-2034. The donation part amount of 53.294.870 TL to Vehbi Koç Vakfı; the part of amount 23.000.000 TL to Ministry of Education; the part of amount 13.938.091,88 TL to Koç University Anatolian scholarship recipient; amount of 6.165.000 TL to Türkiye Eğitim Gönüllüleri Vakfı; amount of 2.005.050 TL to Türkiye Eğitim Gönüllüleri Vakfı; the remaining amount of 3.157.558 TL consists of various donations to other foundations and associations, each under 2 million TL, which are not considered important information for investors.

The updated Donation and Sponsorship Policy, which is included in **Appendix 3** within the scope of the annual expressive revisions, does not contain any changes in its core principles.

In this context, the upper limit for donations to be made in 2026 under the Policy will be determined by the General Assembly within the framework of Banking legislation and the Capital Markets Law.

13. Granting permission to the shareholders holding the management control, the members of the Board of Directors, the senior managers and their spouses and blood relatives and relatives by virtue of marriage up to second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code and submitting the transactions carried out in this context during 2025 to the shareholders' knowledge in line with the Capital Markets Board Corporate Governance Communique,

Members of the Board of Directors can only enter a business transaction with the Bank with the approval of the General Assembly, as stipulated in the first subsection of Article 395, titled "Prohibitions on Business Transactions and Loans" and Article 396, titled "Prohibitions on Competition" of the TCC.

In accordance to CMBs' Corporate Governance Communique article 1.3.6. the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree in case where they execute an important transaction that may lead to a conflict of interest with the partnership or its subsidiaries and / or the execution of a transaction which shall fall into same commercial business category of the partnership or its subsidiaries for its own or other account, or incase where joining another partnership dealing with the same type of business as liable partner, these transactions are taken to the agenda of the General Assembly as a separate item of the agenda and also recorded into minutes of General Assembly in order to provide detailed information regarding aforementioned transactions.

To fulfil the requirements of these regulations, obtaining aforementioned permission shall be presented for evaluation and approval of our shareholders at the General Assembly. Additionally, our shareholders shall be notified regarding to the transactions carried out during the year, some of our shareholders, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree are serving as members of the Board of Directors or managers within the some other Koç Group companies which are operating within the same commercial business category during the year. In 2025, there has been no significant transaction requiring information within the scope of Corporate Governance Communiqué Serial No. 1.3.6.

14. Wishes and comments.

Appendix 1 The updated Remuneration Policy to be submitted for approval to the General Assembly.

Appendix 2 2025 Profit Distribution Table

Appendix 3 Donation and Sponsorship Policy

Yapı ve Kredi Bankası A.Ş. Remuneration Policy

1. Purpose

The Remuneration Policy (the “Policy”) of Yapı ve Kredi Bankası A.Ş. (“Yapı Kredi Bank” or the “Bank”) has been prepared taking into account the Guideline on Best Compensation Practices of Banks (the “Guideline”) issued by the Banking Regulation and Supervision Agency (“BRSA”) and the ‘Corporate Governance Principles’ issued by the Capital Markets Board (“CMB”).

This Policy aims to establish in writing the procedures and principles designed to ensure that the Bank’s remuneration principles are aligned with the Bank’s strategies, long-term objectives and risk structure, to prevent excessive risk-taking and to contribute to effective risk management.

The Policy sets out the general principles governing the remuneration of Bank Staff as well as the principles applicable to the remuneration of ‘Identified Staff’.

This Policy further aims to ensure that the processes and practices relating to the remuneration of Identified Staff within the Bank are established and implemented within the framework of a sound and effective risk management approach.

In order to ensure long-term and sustainable performance within the Bank, a remuneration approach is adopted to attract, develop, retain and incentivize human capital that creates value for Yapı Kredi Bank. Such approach aims to prevent risky practices that may result in customer detriment, financial sanctions or reputational damage, or otherwise negatively affect customers, stakeholders or the market.

Furthermore, this Policy supports the monitoring of market practices in relation to the Bank’s remuneration strategy and sets out the remuneration criteria, the principles governing Fixed Remuneration and Variable Remuneration, as well as incentive systems.

2. Introduction

The “Bank’s Code of Ethics” and the “Bank Values” which constitute the basis of individual and social relations throughout the Bank, are communicated to all Bank Staff.

The Remuneration Policy of Yapı Kredi Bank is determined in accordance with the Bank’s ethical values, market conditions, the Bank’s strategies and the responsibilities of all Bank Staff, and forms part of the Bank’s corporate governance system. In this context, it is essential to ensure remuneration practices that are independent of employees’ religion, language, race, gender, age and similar characteristics.

This Policy applies to all Bank Staff.

2.1. Fundamental Principles of the Remuneration Policy

The Bank’s remuneration approach is performance-oriented and is determined in alignment with internal remuneration balance, market dynamics, the Bank’s strategy, shareholder interests and the Bank’s risk appetite. The fundamental principles of the Policy are as follows:

- Fair, objective, rewarding high performance, competitive, incentive-driven, open and transparent management,
- Compliance with laws, secondary legislation and applicable regulations,

- Alignment with the Bank’s long-term objectives and risk management framework, and contribution to effective risk management,
- Orientation toward sustainable performance,
- Ensuring the motivation and commitment of all Bank Staff by taking into account differing skill sets, experience and knowledge requirements according to duties and functions.

3. General Principles

Governance and Compliance: The remuneration approach of Yapi Kredi Bank ensures that decisions are taken independently, consciously and in a timely manner at appropriate authority levels. It aims to ensure that remuneration practices across the Bank are implemented and monitored in a manner that prevents conflicts of interest and complies with applicable legislation.

Board of Directors: The Policy, which is established in alignment with the scope, structure, strategies, long-term objectives and risk management framework of the Bank’s activities, and which is designed to prevent excessive risk-taking and contribute to effective risk management, shall be approved by the Board of Directors and shall be reviewed at least annually to ensure its effectiveness.

Remuneration Committee: The monitoring and supervision of the Bank’s remuneration practices on behalf of the Board of Directors shall be carried out by the Remuneration Committee.

The Remuneration Committee shall, on an annual basis, evaluate the remuneration policy and its implementation within the framework of risk management and submit its recommendations to the Board of Directors in the form of a report. The Remuneration Committee shall convene at least twice a year.

The Remuneration Committee consists of two members of the Board of Directors who do not have executive functions. The Committee aims to establish an independent and effective remuneration system and to monitor and supervise the Bank’s remuneration practices on behalf of the Board of Directors. The Deputy General Manager responsible for Human Resources, Organization and Internal Services Management shall serve as rapporteur to the Remuneration Committee.

Alignment with Financial Statements: The potential impact of the remuneration practices determined under this Policy on future financial results, as well as their alignment with the Bank’s financial objectives, shall be evaluated.

Alignment with Union Practices: This Policy shall be fully compliant with the principles, commitments and rules agreed between the Bank and the Bank-Finance and Insurance Workers’ Union (BASİSEN or the “Union”).

In the event that there is a duly authorized Union at Yapi Kredi Bank and a Collective Labour Agreement in force, the remuneration and personal rights of employees falling within the scope of the Collective Labour Agreement (“in-scope employees”) shall be determined by the Collective Labour Agreement.

Payments made to unionized employees that are not regulated under the Collective Labour Agreement, as well as the remuneration and personal rights of all employees who are not unionized, are determined in accordance with the Yapi Kredi Bank Remuneration Policy.

Annual Report: Information regarding the criteria taken into account in remuneration paid to employees, the form of such payments and the average amounts thereof shall be disclosed in the “Information on Human Resources Practices” section of the Bank’s Annual Report prepared in accordance with the Regulation on the Procedures and Principles Regarding the Preparation and Publication of Annual Reports by Banks.

Alignment with Bank Policies: At Yapi Kredi Bank, salaries and other monetary payments are personal in nature and the confidentiality of such information is essential. Any breach of the confidentiality of remuneration-related information by employees shall be subject to review and decision by the Disciplinary Committee.

Role-based remuneration systems and plans are evaluated in terms of their impact on the development of the Bank's overall corporate reputation.

Remuneration systems are designed in a manner that does not, in any way, encourage risk-taking behavior exceeding the Bank's strategic risk appetite. In the calculation of performance, an appropriate balance between financial and non-financial performance objectives are ensured. In measuring performance, in addition to financial criteria, long-term sustainable improvement and compliance with Environmental, Social and Governance (ESG) policies are also taken into consideration.

4. Performance and Remuneration

At Yapi Kredi Bank, remuneration consists of the following components:

4.1. Fixed Remuneration

Fixed remuneration primarily refers to cash or non-cash payments reflecting professional experience and the responsibilities required under the employment contract or job description. Fixed remuneration consists of base salary, benefits in kind, contributions to pension plans, and other benefits or allowances generally applicable to a specific group of employees and not dependent on variable parameters.

At Yapi Kredi Bank, Fixed remuneration is determined based on the scope of employees' duties and responsibilities. Such remuneration is structured by taking into account the internal remuneration balance within the Bank and budget conditions for each position, the market value of the role, the level of responsibility of each employee, their competencies, and career progression within the scope of their duties.

In order to ensure pay equity, it is aimed that employees performing similar duties receive comparable remuneration. For this purpose, positions have been graded according to their authority and responsibilities, and a remuneration structure has been established for each grade.

Fixed remuneration constitutes a significant portion of each employee's total remuneration. The granting and amount of Fixed remuneration are predetermined and based on objective, non-discretionary criteria.

The proportion of Fixed remuneration within total income are determined in a manner consistent with the Bank's risk structure and supportive of medium and long-term business sustainability and value creation.

4.2. Variable Remuneration (Performance-Based Payments)

Variable remuneration refers to additional cash or non-cash payments made on a performance basis under titles such as bonus, premium or similar designations. At Yapi Kredi Bank, performance-based payments are made to employees upon the achievement of performance targets, both quantitative and qualitative in nature. The performance evaluation criteria used in the calculation of variable remuneration are determined by taking into account all relevant risk types, the Bank's funding costs and its liquidity position.

Performance measurements and related remuneration practices avoid excessive focus on the short term and instead focus on parameters linked to profitability and sound risk management in order to ensure stable performance over the medium and long term.

In order for variable remuneration to be paid at Yapi Kredi Bank, the Bank's annual financial indicators are expected to be aligned with its targets. Within the Bank, "annual financial indicators" are determined in line with management metrics, whereas "annual non-financial indicators" are determined in line with the Bank's strategic objectives.

Variable remuneration shall be in compliance with applicable legislation as well as this Policy. In this context, it is designed by taking into account current and future risks for the Bank and considering the cost of required capital and liquidity. A risk-aligned, sustainable and performance-based approach is adopted.

During the variable remuneration process, a decision may be taken not to grant performance-based payments in cases of non-compliant conduct or conduct requiring disciplinary action.

4.3. Variable Payments to Employees Working in Internal Systems Functions

Employees working in Internal Systems functions (Internal Audit, Internal Control and Risk Management) are independent from the units they supervise. These teams are granted the authority necessary to perform their duties and are remunerated based on the achievement of objectives related to their own functions, irrespective of the results of the areas they audit or control. In this manner, the prevention of potential conflicts of interest is aimed.

Payments to the managers and personnel of the Internal Control, Internal Audit and Risk Management units are determined based on the performance of the relevant personnel in relation to their own functions and independently from the performance of the business units they audit, oversee or control. In this context, financial targets are avoided or limited by taking into account their relevance to the duties of such personnel.

In order to strengthen the independence and impartiality of these functions and to reflect the nature of their responsibilities, the variable component of their remuneration constitute a more limited portion of their total remuneration.

4.4. Payments to Identified Staff

The remuneration and related arrangements applicable to Identified Staff at Yapi Kredi Bank are defined in this section. This section sets out definitions and principles regarding the identification of Identified Staff, the measures taken to prevent conflicts of interest, performance measurement methods, the distinction between Fixed and Variable Remuneration, the proportion of cash and non-cash instruments used in Variable Remuneration, the deferral of remuneration, the ratio between Fixed and Variable Remuneration, and the decision-making process relating to remuneration.

At Yapi Kredi Bank, Identified Staff consist of employees whose professional activities have a material impact on the Bank's risk profile. Both qualitative and quantitative criteria are taken into account in the identification process. In this context, such individuals are determined through an internal assessment process which considers, in relation to the responsibilities of the position, the employee's risk-taking and risk management responsibilities as well as internal regulations and requirements of the Bank.

Remuneration to be granted to personnel are not linked solely to the Bank's short-term performance such as profit or revenue.

In accordance with the relevant provisions of the Bank's Articles of Association, the fundamental principles regarding the remuneration of Members of the Board of Directors and committee members are as follows:

Within the scope of relevant provisions of the Turkish Commercial Code and the regulations of the Banking Regulation and Supervision Agency and the Capital Market Board; several financial rights such as attendance fees, fees bonuses and premiums may be paid to the Board of Directors members and the committee members referred to in articles 12 in consideration for the services provided by them to the Bank as the members of Board of Directors and as committee members. Terms and conditions and the amount payments to be made to the Board of Directors members, including executive members, due to their services as members of the Board of Directors, shall be determined by the General Assembly and the terms and conditions and the amount of payments to be made to the committee members due to their committee memberships shall be determined by the Board of Directors in accordance with related laws and regulations. For remuneration of independent members of the Board of Directors, remuneration schemes based on share options or the performance of the company, shall not be used. Provided however that, the fees of the independent members of the Board of Directors shall be at a level enabling them to protect their independence. Due care shall be taken to ensure that such remuneration is aligned with the Bank's ethical values, internal balance and strategic objectives.

In order to ensure a balanced ratio between the Fixed and Variable components of the total remuneration of Identified Staff, the fixed component constitute a sufficiently high proportion of total remuneration, while the variable component is structured in a manner that allows flexibility in its payment.

Although variable remuneration is linked to the Bank's performance, such incentive payments shall be designed to have a positive impact on the Bank's corporate values and shall be based on objective conditions. Performance-based payments shall not be guaranteed in advance. Such payments are made in installments, taking into account the maturity of the risks assumed.

4.4.1. Rules on the Vesting and Payment of Variable Remuneration

Incentive systems shall be designed and implemented by establishing minimum performance thresholds that allow for zero bonus payments.

The variable remuneration of each Identified Staff member at the Bank shall be awarded and paid in accordance with the vesting and payment rules set out below.

Provided that the conditions specified under the section 'Variable Payments to Identified Staff' are fulfilled and a decision is taken to make payment for the relevant year:

- Sixty percent (60%) of the total Variable Remuneration shall vest as the "Upfront Portion" of the Variable Remuneration. Fifty percent (50%) of this amount shall be paid in non-cash instruments specified in the Guideline, in line with the provision of the Guideline requiring that at least 50% of the variable component be paid in non-cash instruments.
- Forty percent (40%) of the Variable Remuneration of Identified Staff shall be deferred for a minimum period of three (3) years. Such deferral period shall be determined in alignment with the nature of the work, the associated risks and the activities of the Identified Staff member. Fifty percent (50%) of the Variable Remuneration to be paid shall be delivered in non-cash instruments specified in the Guideline, in line with the provision of the Guideline requiring that at least 50% of the variable component be paid in non-cash instruments.

The non-cash instruments corresponding to the annual variable remuneration shall be retained for the duration of the applicable deferral period.

The payment of variable remuneration earned by the Identified Staff member, including deferred amounts, shall only be made if the Bank's financial condition is adequate at the time of payment.

Variable payments shall not be made under the following circumstances:

- If the Board of Directors determines that certain individuals have jeopardized the safe operation of the Bank through their activities or are responsible for the deterioration of the Bank's financial soundness, the necessary actions regarding their payments shall be taken, including the cancellation of performance-based payments.
- If an Identified Staff member carries out or is responsible for a transaction that causes significant loss to the Bank, or if such Identified Staff member fails to act in compliance with banking legislation, customary practices, ethical rules, risk management principles or internal Bank regulations.

All assessments regarding the non-payment of variable remuneration shall be carried out by the Yapi Kredi Bank Remuneration Committee.

4.4.2. Malus and Clawback of Variable Remuneration

The variable remuneration of Identified Staff may subject to malus and clawback arrangements.

Up to one hundred percent (100%) of the annual variable remuneration of each Identified Staff member for a given financial year, including both cash and non-cash components, may subject to malus and clawback arrangements in the event that any of the following circumstances occur:

- The relevant Identified Staff member carries out or is responsible for a transaction that causes significant loss to the Bank,
- The relevant Identified Staff member fails to act in compliance with banking legislation, customary practices or ethical rules,
- Misuse of duty, misconduct or serious breach of the “Code of Conduct” or other applicable internal regulations by the Identified Staff member,
- Legal sanctions or criminal convictions arising from events attributable to a specific unit or to the employee responsible for such events,
- A significant failure in risk management to which the intentional misconduct or gross negligence of an Identified Staff member contributed,
- Restatement of the annual financial statements, except where such restatement results solely from changes in applicable accounting legislation.

Malus and clawback arrangements shall apply to both the cash and non-cash components of the annual Variable Remuneration corresponding to the financial year in which the triggering event occurred. Such arrangements shall remain in effect for the duration of the applicable deferral and retention period in respect of the non-cash instruments corresponding to the relevant annual variable remuneration.

In the event that the above conditions result in the termination of employment of the Identified Staff member due to serious and culpable negligence, malus arrangements may be applied to the entirety of deferred annual variable remuneration from prior financial years that remains unpaid as of the date of dismissal or termination, taking into account the extent of the damage caused.

Furthermore, malus and clawback arrangements shall be applied irrespective of the financial impact where the above-mentioned circumstances result in significant reputational damage to the Bank.

All assessments regarding the malus and clawback of variable remuneration shall be carried out by the Yapi Kredi Bank Remuneration Committee.

4.4.3. Termination of Employment of Identified Staff

Severance payments to personnel departing from the Bank shall be determined by taking into account the relevant individual’s past performance and contribution to the Bank’s long-term performance.

All assessments to be made under the following conditions shall be carried out by the Yapi Kredi Bank Remuneration Committee:

- In the event that the employment of an Identified Staff member terminates before the annual Variable Remuneration is granted, and provided that the relevant conditions are satisfied, such Identified Staff member may be entitled to receive a pro rata portion of such remuneration.
- In cases where the termination of the employment relationship of an Identified Staff member results from voluntary resignation or lawful dismissal and the annual variable remuneration has not accrued, no payment may be made.
- Deferred amounts of annual variable remuneration relating to prior financial years for an Identified Staff member whose employment relationship has ceased shall continue to be subject to the applicable vesting and payment rules (including deferral periods and any subsequent adjustments) in accordance with the remuneration policies in effect for the relevant financial year.

In the event that senior management and/or Identified Staff leave the Bank, a severance payment may be made by taking into account their tenure, the period served as senior management, their contribution, the last target bonus prior to the date of departure, and the salary and bonus amounts paid during the last year.

4.5. Approval Processes for Benefits Provided

The total amounts determined in accordance with the above principles and paid during the year to senior management and members of the Board of Directors shall be submitted to the Board of Directors for approval upon the opinion of the Yapi Kredi Bank Remuneration Committee and shall be presented to the information and/or approval of the shareholders at the subsequent General Assembly meeting in accordance with applicable legislation.

Appendix 2

Yapı ve Kredi Bankası A.Ş. 2025 Profit Distribution Table (TL)		
1. Paid-in Capital		8.447.051.284,00
2. Legal Reserves (per Legal Book)		3.473.904.487,54
Information on whether Articles of Association has any privilege regarding profit distribution		None
		Per legal book
3	Gross Profit	59.976.430.542,88
4	Reserve for Taxes (-)	12.886.279.767,00
5	Net Profit (=)	47.090.150.775,88
6	Prior Years' Losses (-)	0
7	Legal Reserves (-)	0
8	NET DISTRIBUTABLE PROFIT (=)	47.090.150.775,88
9	Donations made during the year (+)	
10	Net distributable profit including donations	
11	1st dividend to shareholders	0
	-Cash	0
	-Bonus shares	0
	-Total	0
12	Dividend to shareholders which possess preferred shares	0
13	Dividend to Members of Board of Directors and employees etc.	0
14	Dividend to shareholders which possess redeemed shares	0
15	2nd dividend to shareholders	0
16	Legal Reserves	0
17	Statutory Reserves	0
18	Special Reserves	277.095.334,19
19	EXTRAORDINARY RESERVES	46.813.055.441,69
20	Other sources which are accepted as distributable	0

DIVIDEND RATIO TABLE						
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT/NET DISTRIBUTABLE PROFIT	DIVIDEND TO 1 TL NOMINAL VALUE SHARE	
		CASH (TL)	BONUS (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS	-	-	-	-	-	-
NET	-	-	-	-	-	-

Yapı ve Kredi Bankası A.Ş. Donation and Sponsorship Policy

1. PURPOSE AND SCOPE

The purpose of this Donation and Sponsorship Policy (the “**Policy**”) is to set standards, principles and rules to be complied with, while making donations and providing sponsorships in Yapı Kredi Bankası A.Ş.. (“Yapı Kredi”) In line with our strong belief that contributing to the community is the vital foundation for building successful business, Yapı Kredi sees donations and sponsorships as a way to support the communities in jurisdictions where it operates.

All employees, directors, officers of Yapı Kredi shall comply with this Policy, which is an integral part of Koç Group Code of Ethics and Yapı Kredi Code Of Ethics and Business Conduct Policy and Anti-Bribery and Anti- Corruption Policy.

2. DEFINITIONS

“**Donation**” means voluntary contributions in money or in kind (including goods or services etc.) to individuals or charitable entities (such as foundations, associations and other nonprofit organizations); universities and other schools; and other private or public legal entities or organizations etc. to advocate a philanthropic cause, serve the public interest and help achieve a social goal, without a consideration received in return.

“**Business Partners**” include the parties/persons who act as consultant, contractor, sub-contractor, supplier, service provider, intermediary, representative, agent or those who fulfil similar duties or functions; however, without being limited to these, shall also mean the persons or institutions, with whom/which the company establishes business relation.

“**Koç Group**” means Koç Holding A.Ş. and companies which are controlled directly or indirectly, jointly or individually by Koç Holding A.Ş. and the joint venture companies listed in its consolidated financial report.

“**Sponsorship**” means contribution in money or in kind (including goods, or services, etc.) given to an entity or group, for staging an artistic, social, sports or cultural activity etc. in return for an institutional benefit reflected in the form of visibility to target audiences, under a sponsorship agreement or whatsoever name, to the extent the nature of the relationship is as defined herein.

3. GENERAL PRINCIPLES

While making Donations and providing Sponsorships, Yapı Kredi ensures that:

- it complies with its incorporation documents (including but not limited to its articles of association), and the restrictions and limits set forth by its General Assembly and/or the Board of Directors or similar body in accordance with the provisions of the Banking Law;
- it complies with all applicable legislation in the jurisdictions where it operates; including but not limited to relevant capital markets legislation, banking legislation, commercial code, and tax laws to the extent applicable;
- It should be documented in accordance with the regulation;
- the Donation and/or the Sponsorship is

* Recent changes to the policy are shown in italics.

- not in conflict with the values or business interests of Yapı Kredi and is in conformity with the principles described herein and in the Yapı Kredi Code of Ethics and Business Conduct and Anti-Bribery and Anti-Corruption Policy;
- properly documented and never in exchange for obtaining an improper advantage or benefit or used for the purpose of any form of corruption;
- not offered in connection with any bid, contract renewal or business opportunity;
- not made for political purposes to any politician, political party or political groups, a municipality or government official, either directly or indirectly via third party;
- not for the benefit to any entity or organization, which discriminates, based on ethnicity, nationality, gender, religion, race, sexual orientation, age or disability or
- not directly or indirectly used for human or animal rights' violations, promotion of tobacco, alcohol and illegal drugs and damaging the environment.

Yapı Kredi shall also ensure that the upper limit for donation is determined by the General Assembly in accordance with the provisions of the Banking Law and the Donations granted during the year shall be submitted to the General Assembly.

4. APPLICATION OF THE POLICY

If it is the first time that Yapı Kredi conducts a Donation or Sponsorship transaction in favor of any third party, for this purpose: i)if an agreement or an undertaking is required to be signed by authorized persons according to the relevant company's signature circular and / or company's articles of association ii.) If it is not necessary to sign a contract and commitment, the following steps must be completed before the transaction can be carried out:

- For the corporate image and brand impact assessment of donations and sponsorship requests from inside and outside the institution, details of the planned request and information about the relevant parties (name, address, senior management, etc.) are transferred to the Corporate Communication Management by the requesters.
- In a purpose to make the necessary evaluations within the scope of anti-bribery and anti-corruption, Corporate Communications Management fills in the due diligence questionnaire regarding the requests it deems appropriate with the information it obtains and sends it to the *Financial Group Anti Financial Crime Department*.
- Requests that are deemed appropriate to be evaluated within the framework of compliance the regulation and issues regarding the anti-bribery and anti-corruption, are submitted for final approval of the management or the board in line with the Yapı Kredi's Internal Directive in force.
- Upon completion of the processes described above, any Donation or Sponsorship that may have a material impact over Koç Group brand and corporate image, shall also be notified to Koç Holding Corporate Brand Communications and Sponsorship Department by the relevant Koç Group company prior to board approval or execution;
- For sponsorships, the parties shall enter into a written agreement detailing all the conditions;
- For sponsorships, sponsored entity, must provide the Corporate Communication Management post-event documentation (i.e. photos, videos or a report etc. as may be relevant) or any other documents or materials evidencing compliance with the sponsorship agreement as soon as practically possible after the completion of the sponsored event or project. If, however, the sponsored event is a recurrent event, the sponsorship agreement shall set forth the content and the frequency of reporting.)
- Supporting documents such as receipts and invoices must be kept by the accounting department and transactions must be booked in accordance with the relevant legislation;
- All Donations and Sponsorships shall be notified to the *Financial Group Anti Financial Crime Department*.
- Due Diligence, approval, execution and follow-up processes shall be documented to be used for audit and compliance review where necessary; and

- A report listing Donation and Sponsorship activities (including purpose, entity and due diligence results) shall be sent to Legal and Compliance Department in Koç Holding, on an annual basis.

5. AUTHORITY AND RESPONSIBILITIES

All employees and directors of Yapı Kredi are responsible for complying with this Policy, implementing and supporting the relevant Yapı Kredi's procedures and controls in accordance with the requirements in this Policy.

If there is a discrepancy between the local regulations, applicable in the countries where Yapı Kredi operates, and this Policy, subject to such practice not being a violation of the relevant local laws and regulations, the stricter of the two, supersede.

If you become aware of any action that you believe is contrary to this policy, applicable legislation or the Anti-Bribery and Corruption Policy, you may consult or report this matter to your immediate superior. Alternatively, you may report it through the communication channels below.

Responsible Business Unit	Communication Channels
Compliance, Internal Control and Risk Management <i>Financial Group Anti-Financial Crime Department</i>	0(212) 339 73 30 YolsuzluklaMucadele@yapikredi.com.tr Yapı ve Kredi Bankası A.Ş, Head Office D Blok
	<i>FinansalGrupMaliSuclariOnleme2@yapikredi.com.tr</i> <i>Yapı ve Kredi Bankası A.Ş,</i> <i>Head Office D Blok</i>

Violation of this Policy may result in significant disciplinary actions including dismissal. If third parties violate this Policy, their contracts may be terminated.

6. REVISION HISTORY

This Policy entered into force on March 02, 2021 with the approval of Yapı Kredi Board of Directors and *was updated with the decision of the board of directors dated, May 21,2025*, and is also presented to Yapı Kredi General Assembly.

This Policy is maintained by the Compliance, Internal Control and Risk Management in Yapı Kredi. All material amendments hereto shall be approved by the Board of Directors and submitted to the General Assembly of Yapı Kredi Bankası A.Ş. for review.

Revision	Date	Comment
<i>First Approval Date</i>	<i>02.03.2021</i>	<i>The initial acceptance and implementation of the policy</i>
<i>No:1</i>	<i>21.05.2025</i>	<i>Necessary updates have been made due to changes in the organizational structure</i>