

**Official Announcement:**

**From: DenizBank Investor Relations and Financial Analysis Department**

**Subject: Resolutions of the Ordinary General Assembly dated 20 March 2025**

**Date: 20.03.2025**



Adopted at the Ordinary General Assembly of DenizBank A.S. held on 20 March 2025, the following have been resolved **unanimously**:

1. To approve the Balance Sheet, Statement of Profit and Loss for the fiscal year of 2024, Independent Audit Report prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Member of DELOITTE TOUCHE TOHMATSU) based on 2024 independent audit works and DenizBank 2024 Integrated Annual Report,
2. Of the net profit of 44,969,497,506.71.-TL which accrued according to the audited 2024 balance sheet of Denizbank A.Ş.,
  - Set aside 2,248,474,875.34.-TL as first order legal reserve at 5% of the net term profit as per article 519/1 of the Turkish Commercial Code numbered 6102,
  - Pay out to shareholders gross 750,000,000.-TL as primary cash dividend at 1.67%, pursuant to the approval of the Banking Regulation and Supervision Agency dated 3 March 2025,
  - Transferring the remaining net profit of 41,971,022,631.37.-TL to the Extraordinary Reserves account to support our Bank's capital adequacy, maintain its financial flexibility and realise its long-term strategic targets,
  - The distribution of the primary cash dividend amounting to 750,000,000.-TL gross will start on April 7, 2025 and the related procedures will be carried out by the Headquarters.
3. As the 5th item of the Agenda;
  - Discharge Tanju KAYA and Hakan ATEŞ, who resigned, for their activities in 2024 as per article 409 of the Turkish Commercial Code,
  - Approve the nominations of Recep BAŞTUĞ, who was nominated as Board Member and CEO and Hakan ATEŞ, who was nominated as natural person Board Member on 1 January 2025, pursuant to article 363 of the Turkish Commercial Code,
  - Not pay director's fees to Recep BAŞTUĞ and Hakan ATEŞ due to their duties, until the end of their term of office.
4. To discharge the Members of the Board of Directors who continue their duties, for the activities in 2024,
5. To set the number of Board Members as 9 and to elect the following persons to the Board of Directors, to serve until the 20 March 2028;
  - Recep BAŞTUĞ of CEO, a natural member of the Board of Directors as per the Banking Law, Ahmed Mohammed Aqil Qassim ALQASSIM as a shareowner member of the bank Board of Directors, Hesham Abdulla Qassim ALQASSIM, Shayne Keith NELSON, Aazar Ali KHWAJA, Dr. Björn LENZMANN, Eman Mahmood Ahmed ABDULRAZZAQ, Patrick John SULLIVAN and Burcu ÇALIKLI,
6. To pay a monthly net attendance fee of \*\*\* to Board Member Hesham Abdulla Qassim ALQASSIM until the end of his tenure, To not pay attendance fee to Board Members Shayne Keith NELSON, Ahmed Mohammed Aqil Qassim ALQASSIM, Aazar Ali KHWAJA, Dr. Björn LENZMANN, Eman Mahmood Ahmed ABDULRAZZAQ, Patrick John SULLIVAN, Burcu ÇALIKLI and Recep BAŞTUĞ until the end of their tenure and to authorize the Board of Directors to determine whether or not to pay an attendance fee to new members if appointed to replace current members, to determine the amount to be paid in TL or USD by keeping the amount under the amount to be paid to Hesham Abdulla Qassim ALQASSIM, and to determine the payments to be made in net or gross terms,
7. To elect Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (EY Turkey), as Independent Audit Company / Independent Auditor to realize audit activities regarding our Bank's 2025 financial year,
8. To grant to Board Members the permits stipulated in Articles 395 and 396 of Turkish Commercial Code numbered 6102 and the required permits for shareholders who hold Management Control, Board Members, senior managers and their spouses and blood relatives and relatives by marriage up to 2nd degree to make transactions that may lead to conflict of interest with the Company or affiliates and compete.

The General Assembly was informed that the amount of donations by the Bank in 2024 was TL 3.660.021.

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

Sincerely yours,  
Denizbank A.Ş.