

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF  
T.C. ZİRAAT BANKASI ANONİM ŞİRKETİ  
HELD ON 15.05.2020**

The Extraordinary General Assembly Meeting of T.C. Ziraat Bankası Anonim Şirketi was held on Friday, 15.05.2020 at 11:00 at the address "Hacı Bayram Mahallesi, Atatürk Bulvarı No: 8 Altındağ/ANKARA" to discuss the matters on the agenda in the presence of the Ministerial Representative Hülya İPEK, who was assigned with the letter of the Provincial Directorate of Commerce of the Governorate of Ankara dated 14.05.2020 and numbered 54376122, waiving the procedure regarding the invitation to the meeting in accordance with the provision of Article 416 of the TCC.

Having ascertained from review of the list of attendants that all of 6,100,000,000 shares of the Company each with a nominal value of 1 (one) Turkish Lira, corresponding to the total capital of the Company amounting to 6,100,000,000 Turkish Lira, were represented by proxy at the meeting and thus, the minimum meeting quorum prescribed both in the code and in the articles of association was present, and having observed that the Articles of Association, Stock Ledger, Annual Activity Report, auditor's reports, financial statements, and the Agenda and other necessary documents related to the meeting were available, the General Assembly Meeting was opened at 11:00.

1- The meeting was opened by the Chairperson of the Board of Directors, Dr. Ahmet GENÇ, as per Article 14 of the Articles of Association of the Bank. The election of Dr. Ahmet GENÇ as the Chairperson of the Presiding Committee, and among those who were suggested for the memberships of the Presiding Committee, the election of Özgür OLGUN and Onur AKIN as Secretaries, and of Dr. İlker MET and Celal KAHVECİ as Scrutineers were unanimously accepted.

2- Pursuant to the item 2 of the agenda, authorization of the Presiding Committee to sign the Minutes of the General Assembly was unanimously accepted.

3- Pursuant to the item 3 of the agenda, the issues of increasing the paid in capital by TL 7.000.000.000 in cash to TL 13.100.000.000,

Amending the Articles of Association of the Bank in line with what has been submitted for shareholders information with the General Assembly announcement and, at the same time, approved by the permission documents of Banking Regulation and Supervision Agency dated 12.05.2020 and numbered 20008792-101.01.04[18]-E.4542 and Republic of Turkey Ministry of Commerce dated 13.05.2020 and numbered 54365702 (Appendix 1),

Have been discussed and accepted.

4- In the wishes and expectations part, Esin ULUSOY, the Representative of the Ministry of Treasury and Finance, took the floor and said that he hoped the General Assembly be beneficial and the operations of the Bank be successful. The Chairperson of the Presiding Committee wished that the Meeting be beneficial as well.

There being no other issue on the agenda to be discussed, the General Assembly Meeting was closed at 11:10 by the Chairperson of the Presiding Committee. These minutes were drawn up and signed in four copies at the meeting place. No objection was raised against the resolutions passed. 15.05.2020 T.C. Ziraat Bankası A.Ş. Ulus/ANKARA

[SIGNED]

**Hülya İPEK**  
**MINISTERIAL REPRESENTATIVE**

[SIGNED]

**Dr. Ahmet GENÇ**  
**CHAIRPERSON OF THE PRESIDING**  
**COMMITTEE**

[SIGNED]

**Özgür OLGUN**  
**SECRETARY**

[SIGNED]

**Onur AKIN**  
**SECRETARY**

[SIGNED]

**Dr. İlker MET**  
**SCRUTINEER**

[SIGNED]

**Celal KAHVECİ**  
**SCRUTINEER**

## *Articles of Association*

### ***PART TWO CAPITAL AND STOCKS AND BONDS***

#### **Current State of Article 6**

##### ***Capital***

**Article 6-** The capital of the Bank is 6,100,000,000.-Turkish Lira. All of the capital is owned by the Turkiye Wealth Fund. The capital was divided into 6,100,000,000 registered nominative shares with a value of 1 Turkish Lira each. The Bank's former capital of 5,600,000,000.-Turkish Lira was paid up. This time, the increased amount of 500,000,000.- Turkish Lira was committed as cash and without collusion and was paid up before the registration date.

#### **State of Article 6 as resolved in the general assembly**

##### ***Capital***

**Article 6-** The capital of the Bank is 13,100,000,000.-Turkish Lira. all of which is owned by the Turkiye Wealth Fund. The capital was divided into 13,100,000,000 registered nominative shares with a value of 1 Turkish Lira each. The Bank's former capital of 6,100,000,000.-Turkish Lira was paid up. This time, the increased amount of 7,000,000,000.- Turkish Lira was committed as cash and without collusion and was paid up before the registration date.

**LIST OF ATTENDANTS OF  
THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF T.C. ZİRAAT BANKASI ANONİM ŞİRKETİ,  
HELD ON 27.05.2019 AT 14:00**

NAME/ SURNAME/TITL E OF SHAREHOLDER	NATIONA LITY	ADDRESS	TOTAL NOMINAL VALUE OF SHARES  (TRY)	METHOD AND DATE OF ACQUISITION OF SHARES	TYPE OF ATTEND ANCE	REPRESENTATI VE'S NAME- SURNAME/TRA DE NAME	REPRESENTA TIVE'S TR ID NO./TAX ID NO.	SIGNATURE
TURKEY WEALTH FUND	REPUBLIC OF TURKEY	Kültür Mahallesi Nispetiye Cad. Akmerkez E Kule, Kat: 11 Etiler/Beşiktaş Istanbul	6,100,000,000	Off-Exchange 18.09.2017  Cabinet Decree dated 24.01.2017 and numbered 2017/9756	By Proxy	Esin ULUSOY	*****	[SIGNED]

COMPANY'S CAPITAL AND TOTAL NOMINAL VALUE OF SHARES

TRY 6,100,000,000

MINIMUM MEETING QUORUM

6,100,000,000

PRESENT MEETING QUORUM

6,100,000,000

[SIGNED]

[SIGNED]

HÜLYA İPEK

DR. AHMET GENÇ  
CHAIRPERSON OF THE  
PRESIDING COMMITTEE AND  
CHAIRPERSON OF THE BOARD  
OF DIRECTORS

MINISTERIAL REPRESENTATIVE

[SIGNED]

[SIGNED]

[SIGNED]

[SIGNED]

[SIGNED]

ÖZGÜR OLGUN  
SECRETARY

ONUR AKIN  
SECRETARY

DR. İLKER MET  
SCRUTINEER

CELAL KAHVECİ  
SCRUTINEER

ALPER TOGAY  
INDEPENDENT AUDITOR