

**MINUTES OF THE ANNUAL GENERAL ASSEMBLY MEETING OF VAKIF FİNANSAL
KİRALAMA ANONİM ŞİRKETİ DATED 13.06.2024 FOR THE YEAR 2023**

The Annual General Assembly Meeting of VAKIF FİNANSAL KİRALAMA ANONİM ŞİRKETİ for the year 2023 was held on 13.06.2024 at 10:00, under the supervision of Ms. Dilek Diren, the Ministry Representative appointed by the Ministry of Trade, Istanbul Trade Directorate, with letter of the Ministry dated 12.06.2024 and number 97817714, at the conference hall located at "İnkılap Mahallesi Dr. Adnan Büyükdeniz Caddesi No:7/B Giriş Kat Konferans Salonu Ümraniye İSTANBUL".

The notice for the meeting, including the agenda as required by law and the articles of association, was published in the Turkish Trade Registry Gazette No. 11082 dated 15.05.2024, in accordance with Article 29/1 of the Capital Markets Law. It was noted that there were no objections from the shareholders regarding this matter. Furthermore, the notice was published on 10.05.2024 on the Public Disclosure Platform and on the Electronic General Assembly System, in compliance with the periods specified in the Turkish Commercial Code and the Capital Markets Law.

The Members of Board of Directors Mr. Selçuk GÖKBAYRAK and Mr. Mustafa ERDİN, along with Mr. Faik ÖZYURT from Güney Bağımsız Denetim ve Serbest Muhasebe ve Mali Müşavirlik A.Ş., were present at the meeting.

According to the list of attendees, 1,746,567,976 shares were represented in person, 339,070 shares were represented by proxies and share amount of 1,242,412. 503,364 represented by proxy totaling 1,244,498,141.322 shares out of TL 2,000,000,000.00 shares corresponding to the company's fully paid-in capital of TL 2,000,000,000.00 were present at the meeting and thus, upon determining that the minimum meeting quorum stipulated in both the law and the Articles of Association was present, the meeting was opened by Mr. Mustafa ERDİN, Member of the Board of Directors and the agenda items were discussed.

1. Before proceeding to the agenda of the general assembly meeting, a minute of silence was observed for Atatürk and our martyrs for one minute, followed by the singing of our National Anthem. General Manager Mustafa ERDİN delivered the opening speech.

Upon the proposal submitted by Fatih BÜYÜKASLAN, Representative of T. Vakıflar Bankası T.A.O., Mustafa ERDİN was elected as the Meeting Chairman with a majority of 1,242,676,528.344 votes.

The Chairman of the Meeting also appointed Mr. Mahmut Tolga SÖZER as Vote Collector and Mr. Mehmet İlkey COŞKUN as minute's writer.

2. Upon the proposal submitted by Fatih BÜYÜKASLAN, Representative of T. Vakıflar Bankası T.A.O., due to the 2023 Activity Report being made available for review by the shareholders twenty-one days prior to the general assembly and open for discussion at the company headquarters, it was proposed and unanimously decided to proceed directly to its negotiation. The 2023 Activity Report was discussed, and there were no speakers. The Activity Report was unanimously approved.

3. Upon the proposal submitted by Fatih BÜYÜKASLAN, Representative of T. Vakıflar Bankası T.A.O., due to the 2023 Independent Audit Report being made available for review by the shareholders twenty-one days prior to the general assembly, it was proposed and unanimously decided to proceed directly to its negotiation after reading the opinion section of the Independent Audit Report. The Independent Auditor's Report opinion was read, discussion was opened, and there were no speakers. The Independent Audit Report was accepted by a majority of 1,242,676,528.344 votes.

4. Upon the proposal submitted by Fatih BÜYÜKASLAN, Representative of T. Vakıflar Bankası T.A.O., it was requested and proposed that the Financial Statements for the year 2023 be discussed directly since they were submitted to the examination of the shareholders twenty-one days in advance, and the proposal was resolved unanimously. As a result of the voting, it was unanimously resolved to approve the balance sheet and profit and loss statement for the year 2023.
5. The General Assembly was informed that there were no members of the Board of Directors who resigned from the membership within the period from the Ordinary General Assembly Meeting of 2022 held on 11/08/2023 until the Ordinary General Assembly Meeting of 2023 and therefore no new member was elected.
6. Regarding the activities of 2023, the members of the Board of Directors were discharged separately with a majority of 1,242,676,528.344 votes. The members of the Board of Directors did not vote for their own release.
7. According to the dividend distribution table prepared by the Board of Directors in accordance with the dividend distribution policy to be proposed to the General Assembly, it was unanimously resolved to set aside TL 72,154,468.16, which corresponds to 5% of the Company's net profit for the year 2023 of TL 1,443,089,363.17, as the first legal reserve, and to add TL 1,370,934,895.01 of the remaining net distributable profit to the capital by issuing bonus shares. (The dividend distribution table is attached).
8. It was unanimously approved to add TL 129,065,104.99 to the capital by issuing bonus shares, to be covered from the extraordinary reserves in the Company's internal resources, to be proposed by the Board of Directors to the General Assembly, after obtaining legal permissions.
9. Election of the Members of the Board of Directors was started. With the proposal made by Mr. Fatih BÜYÜKASLAN, Representative of T. Vakıflar Bankası T.A.O.; Mr. Mustafa ERDİN (who was present at the meeting and verbally declared his acceptance of the duty) was elected as a member of the Board of Directors. Mr. Mustafa ERDİN (as a natural member of the Board of Directors in accordance with the Articles of Association of the Company) and Mr. Hazım AKYOL, Ms. Emine UYUMAZ, Mr. Eren SÜZEN were elected as Independent Members of the Board of Directors for a period of 1 (one) year in accordance with the Corporate Governance Communiqué of the Capital Markets Board and Mr. Affan Kemal SÖKMEN and Mr. Savaş Atanur KAZAZ who have written declarations of acceptance of the duty and Mr. Selçuk GÖKBAYRAK, who was present at the meeting and made a verbal declaration of acceptance of duty have been appointed as Members of the Board of Directors for a term of office of 1 (one) year, and the proposal was resolved by a majority of votes with 1,242,412,505.344 affirmative votes against 339,070 rejected votes.
10. Upon the proposal submitted by Fatih BÜYÜKASLAN, Representative of T. Vakıflar Bankası T.A.O., it is resolved that Board of Directors Membership fee shall be paid as 22.080 -TL per month, effective from 01.01.2024, and the payment to be made at the end of each month, all kinds of taxes and similar legal deductions, as well as additional income tax and similar legal obligations corresponding to the remuneration payments made by the Company arising from the filing of annual income tax returns in accordance with tax regulations due to the remuneration received by the Members of the Board of Directors of the Company from more than one employer to be borne by the Company and the proposal was resolved by a majority of votes with 1,242,412,505.344 affirmative votes against 339,070 rejected votes.
11. According to the resolution of the Board of Directors dated 13.02.2024 and numbered 13, it has been unanimously resolved to select GÜNEY BAĞIMSIZ DENETİM VE SERBEST MUHASEBEÇİ MALİ MÜŞAVİRLİK A.Ş. as the independent audit firm for the year 2024.

12. Pursuant to the Capital Markets Board Communiqué No. II-17.1, the General Assembly was informed about the principles of remuneration of the members of the Board of Directors and senior executives.

13. It was resolved to authorize the members of the Board of Directors in matters falling within the scope of Articles 395 and 396 of the Turkish Commercial Code. It was unanimously resolved to grant permission to the Members of the Board of Directors on matters falling within the scope of Articles 395 and 396 of the Turkish Commercial Code.

14. Pursuant to Article 1.3.10 of the Corporate Governance Principles, the General Assembly was informed that no donations and grants were made by our company between 11 August 2023 and 31 December 2023.

15. The shareholders who took the floor in the section of wishes session wished success to the company and the executives.

16. Since there were no other items on the agenda, the General Assembly Meeting was closed physically and electronically as of 10:36 following the thank you speech of the Meeting Chairman.

These minutes were issued and signed at the meeting place following the meeting.

13.06.2024/İSTANBUL

Ministry Representative

DİLEK DİREN

Meeting Chairman

Mustafa ERDİN

Minutes Writer

Mehmet İlkay COŞKUN

Vote Collector

Mahmut Tolga SÖZER

VAKIF FINANSAL KİRALAMA A.Ş. Profit Distribution Table (Full TL)			
1. Paid-in/issued capital			2.000.000.000,00
2. Total Legal Reserves (According to Legal Records)			46.665.111,37
If there is a privilege in dividend distribution in accordance with the articles of association, information on such privilege			
	According to CMB	According to Legal Records (LR)	
3. Profit for the Period	1.984.496.717,24	1.984.496.717,24	
4. Taxes Payable (-)	541.407.354,07	541.407.354,07	
5. Net Profit for the Period (=) (*)	1.443.089.363,17	1.443.089.363,17	
6. Prior Year Losses (-)	0	0	
7. First Legal Reserve (-)	72.154.468,16	72.154.468,16	
8. NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)			
9. Donations made during the year (+)	1.370.934.895,01	1.370.934.895,01	
10. Donations for which the first dividend will be calculated	0		
10. net distributable profit for the period	1.370.934.895,01		
11. First Dividend to Shareholders	1.370.934.895,01		
-Cash	0		
-Free of charge	1.370.934.895,01		
-Total	1.370.934.895,01		
12. Dividends Distributed to Preferred Shareholders	0		
13. Dividends to employees (According to Article 24 of the Articles of Association)	0		
14. Dividends Distributed to Beneficial Shareholders	0		
15. Second Dividend to Shareholders	0		
16. Second Legal Reserve	0		
17. Status Reserves	0		
18. Special Reserves	0		
19. EXTRAORDINARY RESERVE	0		
20. Other Resources Proposed to be distributed	0		
- Previous Year Profit	0		
- Extraordinary Reserves	0		
- Other Distributable Reserves	0		
Pursuant to the Law and Articles of Association	0		

INFORMATION ON THE RATE OF DIVIDEND DISTRIBUTED (1)

DIVIDEND PER SHARE INFORMATION

	GROUP	TOTAL DIVIDEND AMOUNT TL	1 TL NOMINAL	
			AMOUNT (TL)	RATIO (%)
GROSS	A			
	B			
	TOTAL	1.370.934.895,01	0,68547	68,54674
NET	A			
	B			
	TOTAL	1.370.934.895,01	0,68547	68,54674

RATIO OF DIVIDEND DISTRIBUTED TO NET DISTRIBUTABLE PROFIT FOR THE PERIOD, NET OF DONATIONS

AMOUNT OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TL	RATIO OF DIVIDENDS DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE PROFIT FOR THE PERIOD, NET OF DONATIONS (%)
1.370.934.895,01	100,00