

AKBANK T.A.Ş.

INFORMATION DOCUMENT ON THE ORDINARY GENERAL ASSEMBLY OF THE YEAR 2025 DATED MARCH 24, 2026

Shareholders' 2025 Ordinary General Assembly of our bank will be held on Tuesday March 24, 2026 at 14:00, at our Head Office, Sabancı Center 4. Levent, to discuss the agenda detailed in the following pages.

Our shareholders who have the right to participate in the Ordinary General Assembly may attend the Ordinary General Assembly to be held at the above-mentioned address in person, by proxy or by proxy in electronic environment over the Electronic General Meeting System ("e-GEM") provided by the Central Registry Agency ("CRA"), by using their safe electronic signatures, if they wish.

The shareholders may authorize their representatives by using e-GEM or have their representatives represent themselves at the Ordinary General Assembly by filling up the proxy form which might be found at our Head Office or at our Bank's Investor Relations web site www.akbankinvestorrelations.com and notarize their signature, or by attaching the notarized signatory circular to the proxy form bearing their signatures, within the framework of the provisions of the Communiqué II-30.1 of the Capital Market Board ("CMB").

Those who will attend the Ordinary General Assembly physically may attend by;

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

And also by signing the attendance list.

Our shareholders who will attend the Ordinary General Assembly in electronic environment over e-GEM may obtain information on procedures and principles about attendance, assigning proxy, making suggestions, expressing opinions and voting, from <https://www.mkk.com.tr/en> link which is the website of CRA.

Shareholders or representatives who wish to attend the Ordinary General Assembly in electronic environment should fulfill their obligations published on the Official Gazettes dated August 28th 2012, with no: 28395 "Regulation for the Ordinary General Meeting for Incorporated Companies in Electronic Environment" and dated August 29th 2012, with no: 28396 "Official Statement on Electronic Ordinary General Meeting system to be applied for General Meeting of Incorporated Companies".

The annual report of the Board of Directors including 2025 Financial Statements and Auditor's reports, The Board of Director's proposal on the distribution of annual profit, Integrated Annual Report including the Corporate Governance Compliance Report, Corporate Governance Information Form and Sustainability Principles Compliance Framework, 2024 Sustainability Report in Compliance with TSRS and Ordinary General Assembly Information Document of our Bank will be ready for our Shareholders' review at least twenty-one days before the meeting date, on e-GEM section of CRA's website, at our Bank's Investor Relations website www.akbankinvestorrelations.com, at the Financial Coordination and Reporting Department in Istanbul, as well as at Çankaya Commercial, Adana Commercial, Antalya Commercial and İzmir branches. The integrated annual report was also published on the Public Disclosure Platform.

ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

The notifications and explanations required by the “Communiqué on Principles for Corporate Governance” No: II-17.1 of the Capital Market Board regarding the agenda items are specified under the related agenda item. Other general explanations are also presented in this document for the attention of shareholders:

1. Ownership Structure and Voting Rights (as of 01.03.2026)

| Corporate Title/Name/Surname of the Shareholder | Share in the Capital (TL) | Share in the Capital (%) |
|---|---------------------------|--------------------------|
| Hacı Ömer Sabancı Holding A.Ş. | 2.119.027.173,70 | 40,75 |
| Other | 3.080.972.826,30 | 59,25 |
| TOTAL | 5.200.000.000,00 | 100,00 |

There are no privileged shares.

2. Information on Changes occurred in the Bank or in its major Equity Participations and Subsidiaries or planned for future which might materially affect our operations

In 2025, there has been no change in our Bank or in its major equity participations and subsidiaries which could materially affect our operations. There are no planned changes for future which may materially affect our operations.

3. Information regarding the Claims of the Shareholders, CMB and Other Public Authorities on Adding an Item to the Agenda

Shareholders, CMB and Other Public Authorities have not requested any additional item to be included in the Agenda of the General Assembly.

4. Information regarding the amendment in the articles of association

Our Board of Directors has decided;

- To pursue the provisions of the Communiqué on the Registered Capital System (II-18.1) of the Capital Markets Board, due to the expiry of the validity period of the Bank’s authorized capital ceiling at the end of 2025 and to re-determine the validity period of the authorized capital ceiling for the period between 2026–2030 and to increase the authorized capital ceiling from TL 10.000.000.000 to TL 30.000.000.000,
- To make necessary amendments stated at the attachment regarding the article 9 “Capital and Mode and Terms of Payment of Capital”,
- To apply to the Banking Regulation and Supervision Agency, the Capital Markets Board and Ministry of Commerce in order to obtain required consents and approvals in relation to the amendments to the Articles of Association,
- To propose the amendment to the Articles of Association for the approval of our shareholders at the General Assembly provided that the required consents and approvals are obtained from competent authorities,
- To authorize the General Directorate to conduct operations with relevant authorities to make necessary amendments.

The old and new version of the article can be found at Annex.3

**EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY
OF AKBANK T.A.Ş DATED MARCH 24, 2026**

1. Opening and formation of the Meeting Council

Presidential Board will be constituted to conduct the Ordinary General Assembly within the framework of Turkish Commercial Code No: 6102, provisions of the Articles of Association, Procedures and Principles of Ordinary General Assembly of Incorporated Companies and Provisions of the Regulations on Representatives of the Ministry who will Attend these Meetings ("Regulation").

2. Reading and discussion of the 2025 Annual Report of the Board of Directors

2025 Annual Report of the Board of Directors which has been submitted for our Shareholders' review on CRA's website, on e-GEM page, on our Bank's Investor Relations website www.akbankinvestorrelations.com, at the Financial Coordination and Reporting Department in Istanbul, as well as at Çankaya Commercial, Adana Commercial, Antalya Commercial and İzmir branches within the scope of the provisions of Turkish Commercial Code and Regulations will be read at the Ordinary General Assembly and submitted to the review of our shareholders. The aforementioned report is an integral part of the Integrated Annual Report which also includes the Corporate Governance Principles Compliance Report and with other documents, it has been submitted on our website and on Public Disclosure Platform for the review of our shareholders.

3. Reading of the 2025 Auditor's Report

The 2025 Auditors Report which has been submitted for the review of our shareholders' on CRA's website, on e-GEM page, on Public Disclosure Platform, on our Bank's Investor Relations website www.akbankinvestorrelations.com at the Financial Coordination and Reporting Department in Istanbul, as well as at Çankaya Commercial, Adana Commercial, Antalya Commercial and İzmir branches within the scope of the provisions of Turkish Commercial Code and Regulations will be read at the Ordinary General Assembly. The aforementioned report is an integral part of the Integrated Annual Report which also includes the Corporate Governance Principles Compliance Report and with other documents, it has been submitted on our website and on Public Disclosure Platform for the review of our shareholders.

4. Reading, discussion and approval of the 2024 Sustainability Report in Compliance with TSRS

Pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards Authority ("KGK"), the Türkiye Sustainability Reporting Standards ("TSRS") and the Sustainability Assurance Regulation, flexibility has been granted regarding the preparation period of sustainability reports within the scope of the transition exemption for the reporting periods subject to mandatory assurance. Accordingly, Akbank 2024 Sustainability Report in Compliance with TSRS, which was subject to assurance by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and disclosed on the Public Disclosure Platform (KAP) on 29.07.2025, will be submitted to the information, discussion and approval of our shareholders.

5. Reading, discussion and approval of the Financial Statements of 2025

The Financial Statements of 2025 which has been submitted for the review of our shareholders' on CRA's website, on e-GEM page, on Public Disclosure Platform, on our Bank's Investor Relations website www.akbankinvestorrelations.com, at the Financial Coordination and Reporting Department in Istanbul, and at Çankaya Commercial, Adana Commercial, Antalya Commercial and İzmir branches within the scope of the provisions of Turkish Commercial Code and Regulations, will be read at the Ordinary General Assembly and submitted to the review and approval of our shareholders. The aforementioned report is an integral part of the Integrated Annual Report which also includes the Corporate Governance Principles Compliance Report and with other documents it has been submitted on our website and on Public Disclosure Platform for the review of our shareholders.

6. Release of liability of the members of the Board of Directors

Release of liability of every member of the Board of Directors separately regarding their operations, transactions and accounts for 2025 will presented to the approval of the Ordinary General Assembly.

7. Decision on the appropriation of 2025 annual profit

According to our financial statements which are audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. the "Net Period Profit" for the accounting period of 01.01.2025 - 31.12.2025 is TL 57.247.060.569,93. The profit distribution proposal of the Board of Directors to the Ordinary General Assembly is in Annex 1.

8. Decision on affording the Special Fund regarding the revaluation transaction made in accordance with the Paragraph (Ç), Duplicate Article 298 of the Tax Procedure Law from the Extraordinary Reserves

Within the framework of the Paragraph (Ç), Duplicate Article 298 of the Tax Procedure Law, in return for the value increase fund arising within the scope of the revaluation application, the approval of the special reserve allocation a total of TL 7.769.694.941,28 is transferred to the special fund account from the extraordinary reserves will be submitted for the approval of the General Assembly.

9. Appointment and determination of the tenure of the Members of the Board of Directors

Appointment will be made for the Members of the Board of Directors whose terms have expired, and the tenure for the appointments will be determined.

Regarding the independent Member of the Board of Directors, according to Item b, Clause 3 of the Article 6 of the "Communiqué on Corporate Governance" No: II-17.1 principle clauses 4.3.6, 4.3.7 and 4.3.8 of "Corporate Governance Principles of the Capital Markets Board" will be applied. Within this scope, Neslihan Serra Akçaoğlu is the Independent Member Candidate of the Board of Directors.

The candidates for the Board of Directors are Suzan Sabancı Sabancı, Sabri Hakan Binbaşgil, Ahmet Fuat Ayla, Eyüp Engin, Emre Derman, Nusret Orhun Köstem, Tülin Erdem, Zeynep Uras.

Curriculum Vitae of the Board of Directors member candidates and the Independent Board of Directors member candidate are presented in Annex 1.

10. Determination of the compensation of the Members of the Board of Directors

A monthly gross salary of TL 180.000 is paid to the current Members of the Board of Directors. The salary to be paid to the members who will be elected in the new period will be determined at the Ordinary General Assembly. In addition to this, Ordinary General Assembly is expected to take a decision on the financial rights to be provided to the elected members of the Board of Directors in the event that they assume another specific duty in the Bank.

11. Appointment of the Auditor

The appointment of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the "Independent Audit Firm" for 2026 in line with the decision of the Board of Directors held on 28.09.2023 and pursuant to the Board resolution dated 27.02.2026 designated as the "Sustainability Assurance Firm" will be submitted to the approval of the General Assembly.

12. Amendment to the article 9 of the Articles of Association of the Bank

All required consents and approvals in relation to the amendments to the Articles of Association have been obtained, and will be submitted for the approval of our shareholders at the General Assembly. The amendments can be found at Annex.3

13. Providing information regarding the donations made in 2025

In 2025, the amount of donations through foundations, associations and similar organizations made by our Bank stood at TL 1.136.216,80. The said matter is only for information purposes and it is not subject to General Assembly approval.

14. Determination of the Bank's donation limits for 2026

In accordance with Clause 5 of the Article 19 of the Capital Markets Law, donation limit of the Bank should be submitted to the General Assembly for approval. In this regard, the upper limit for donations to be made in 2026 will be determined by the General Assembly within the scope of relevant legislations.

In accordance with Article 59 of the Banking Law, donating up to four thousandths of the Bank's shareholder's equity and the authorization of the Board of Directors to carry necessary actions in the case of donations and aids are in an amount exceeding four thousandths of the Bank's shareholder's equity within the framework of the regulations that provide exemptions from the limitations set by the Banking Law on donations and aids will be submitted to the approval of the General Assembly.

The donations made by our Bank in the years 2023, 2024 and 2025 and their ratio to shareholder's equity were TL 728.297.854,61 (%0,3), TL 2.103.872 (%0,001) and TL 1.136.216,80 (%0,0004) respectively.

15. Authorization of the Board of Directors in connection with matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code

Our members of the Board of Directors can carry out operations within the framework of the Article 395 of Turkish Commercial Code titled "Prohibition on Operation with a Company, Borrowing to a Company" and Article 396 of Turkish Commercial Code titled "Prohibition of Competition" with the approval of the General Assembly. The aforementioned permission will be submitted to the approval of the shareholders at the General Assembly in order to comply with the requirements of the regulation above.

| AKBANK T.A.Ş. Profit Distribution Table for the Year 2025 (TL) | | |
|--|--|--|
| 1. Paid/Issued Capital | | 5.200.000.000,00 |
| 2. Total Reserve Funds (According to Legal Records) | | 4.357.935.260,68 |
| According to the Articles of the Association, if there is any privilege in the profit distribution, information related with the mentioned privilege | | - |
| | | According to Legal Records (LR) |
| 3. | Profit for the Fiscal Period | 74.121.360.017,68 |
| 4. | Tax Payable (-) | 16.874.299.447,75 |
| 5. | Net Profit for the Fiscal Period (=) | 57.247.060.569,93 |
| 6. | Losses for the Previous Years (-) | 0,00 |
| 7. | First Scheme Legal Reserve (-) | 0,00 |
| 8. | NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=) | 57.247.060.569,93 |
| 9. | Donations made during the year (+) | |
| 10. | Net distributable period profit in which the donations are added to the primary dividend | |
| Primary Dividend to the Shareholders' | | 260.000.000,00 |
| 11. | - Cash | 260.000.000,00 |
| | - Bonus shares | 0,00 |
| | - Total | 260.000.000,00 |
| 12. | Dividend Distributed to the Privileged Shareholders | 0,00 |
| Other Distributed Dividend | | 0,00 |
| 13. | - Board Members | 0,00 |
| | - Employees | 0,00 |
| | - People other than shareholders | 0,00 |
| 14. | Dividend Distributed to Founders Shares | 0,00 |
| 15. | Secondary Dividend to the Shareholders' | 11.189.360.000,00 |
| 16. | Second Scheme Legal Reserve Fund | 1.118.936.000,00 |
| 17. | Statutory Reserves | 0,00 |
| 18. | Special Reserve Account | 74.048.994,83 |
| 19. | EXCESS RESERVE | 44.604.715.575,10 |
| 20. | Other Sources Proposed to be Distributed | |
| | - Profit for the Previous Year | - |
| | - Extraordinary Reserves | |
| | - Other Reserves Distributed According to the Law and Articles of Association | |

| AKBANK T.A.Ş. Profit Distribution Table for the Year 2025 (TL) | | | | | |
|---|----------------------------|--------------|---|--|------------|
| | TOTAL DIVIDEND AMOUNT (TL) | | TOTAL DIVIDEND / NET DISTRIBUTABLE PROFIT | DIVIDEND CORRESPONDING TO 1 TL NOMINAL VALUE SHARE | |
| | CASH | BONUS SHARES | PERCENTAGE | AMOUNT | PERCENTAGE |
| | (TL) | (TL) | (%) | (TL) | (%) |
| GROSS | 11.449.360.000,00 | - | 20,00 | 2,20180 | 220,18000 |
| NET (*) | 9.731.956.000,00 | - | 17,00 | 1,87153 | 187,15300 |

(*) Net amount is calculated by assuming 15% withholding tax.

CURRICULUM VITAE OF THE MEMBER CANDIDATES OF THE BOARD OF DIRECTORS

Suzan Sabancı Sabancı

Suzan Sabancı is the Chairman of Akbank. Ms. Sabancı is also a board member of Sabancı Holding and a member of the Board of Trustees of Sabancı University and the Sabancı Foundation. In 2009, Ms Sabancı founded the Akbank International Advisory Board and currently serves as its chairman.

Suzan Sabancı began her career in banking in 1986 and joined Akbank as Executive Vice President in charge of Treasury in 1989. Having specialized in Treasury and Risk Management, she has been active in these two subjects since 1993. In 1997, she was named Executive Board Member for Treasury and International Banking Relations. Ms Sabancı was appointed as Executive Board Member to oversee the bank-wide change and transition program in 2001. She was named Chairman in March, 2008.

Ms. Sabancı is a member of the Institute of International Finance Board of Directors and Emerging Markets Advisory Board, Harvard University's Global Advisory Council, Harvard Business School's Global Leaders Circle, and an emeritus member of the Harvard Business School's Middle East and North Africa Advisory Board. Suzan Sabancı is also co-chair of the New York-based American-Turkish Society, as well as a member of the Global Board of Advisors at the Council on Foreign Relations (CFR), the Board of Managing Directors of Venetian Heritage, Inc, and the Cultural and Social Affairs Committee of the Serpentine Council respectively.

From 2010 to 2014, Suzan Sabancı served as the chairman of the Turkish-British Business Council for two terms. From 2009 to 2016, Ms. Sabancı sat on the Global Board of Advisors of Chatham House and she is currently a member of the Chatham House Chairman's Circle. In 2012, Her Majesty Queen Elizabeth II awarded Ms. Sabancı the title of "Commander of the Most Excellent Order of the British Empire (CBE)" in recognition of her proactive and influential contributions to the development of Turkey-UK relations. Having previously served as an Advisory Board Member for The Prince's Charities, Ms. Sabancı is currently a Patron of Prince's Trust International, a highly prestigious charity organisation set up by King Charles III, then The Prince of Wales, in 1976 and aimed at promoting the development of young people. Suzan Sabancı is strongly committed to corporate social responsibility activities and assumes various positions in the fields of culture, education, and the promotion of entrepreneurship. Between 2014 and 2018, Sabancı acted as the Advisory Board President of the Women on Board Association Turkey, dedicated to promoting social development by increasing female representation on boards. She is a founding member and board member of the leading high-impact entrepreneurship movement, Endeavor Turkey, a founding and honorary member of the Women Entrepreneurs Association of Turkey, and chairman of the Executive Advisory Board and member of the board of patrons of the Contemporary Istanbul Art Fair. Ms. Sabancı acted as Luxembourg's Honorary Consul in Istanbul between 2005 and 2022 for 17 years. In 2014, Ms. Sabancı was given the Order of Civil Merit (Orden del Mérito Civil) of the Kingdom of Spain by King Felipe VI of Spain for her contributions to the relations between the two countries and for her support to the cultural convergence.

Suzan Sabancı holds a BA in Finance from Richmond College in the UK and an MBA from Boston University in the USA. Ms. Sabancı has two children.

Sabri Hakan Binbařgil

Hakan Binbařgil is the Vice Chairman and Executive Board Member of Akbank. Binbařgil also serves as the President of the Banking and Financial Services Group and Executive Committee Member of Sabancı Holding, Chairman of Akbank AG, Akbank Ventures BV, Aksigorta, Agesa and Medisa.

Mr. Binbařgil, who served as CEO at Akbank for nearly 12 years between 2012 and 2023, commenced his tenure with Akbank in 2002, assuming the role of Executive Vice President responsible for Transformation and Change Management. In 2003, he became the Executive Vice President overseeing Retail Banking and in 2008, he ascended to Deputy CEO. Starting in 2002, he spearheaded a multitude of initiatives encompassing strategic direction setting, restructuring, digitalization, technology, corporate identity, change management, talent building and cultural transformation.

Prior to joining Akbank, Binbařgil worked as a Management Consultant in the London and Istanbul offices of Accenture, and as Executive Vice President in charge of Retail Banking at Pamukbank.

After completing his studies at Robert College, Hakan Binbařgil graduated from Bosphorus University, Faculty of Mechanical Engineering. Binbařgil later received master's degrees in business administration and finance from LSU.

Hakan Binbařgil has a distinguished track record of leadership, having served as chairman and board member for numerous domestic and international organizations. Notably, he was a board member at Visa Europe and held the position of Term President at the Institut International d'Études Bancaires (IIEB). He is currently a member of the Board of Directors of the Institute of International Finance (IIF), a member of the International Monetary Conference (IMC), the Geneva Association, and TÜSİAD (Turkish Industry and Business Association). He also serves on the Board of Trustees of Robert College.

Ahmet Fuat Ayla

Ahmet Fuat Ayla was elected as Executive Board Member in charge of credits as of 12 July 2017. Ahmet Fuat Ayla joined Akbank as Corporate Branch Manager in 2002, became the Senior Vice President in charge of Corporate and Commercial Credits Approval Unit in 2005 and was appointed as Executive Vice President in charge of Corporate and Commercial Credits Approval in 2007. Before joining Akbank, Ahmet Fuat Ayla worked in marketing and sales department positions at Head Office and branches at different private sector banks. Ahmet Fuat Ayla is a graduate of Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Business Administration.

Eyüp Engin

Eyüp Engin joined Akbank in 1978 as an Assistant Internal Auditor. Following his auditing assignment, Eyüp Engin served as Department Head in Treasury, International Banking and Overseas Financial Institutions. He was appointed as the Executive Vice President in charge of Corporate Banking in 1996 and after 1998, Engin continued to serve as Executive Vice President in charge of International Banking and Overseas Financial Institutions Marketing. Eyüp Engin was appointed to the position of Head of Internal Audit in 2007 and during 2007-2019 he served on Boards of Directors of Bank's subsidiaries as the President of Audit Committee. A graduate of Middle East Technical University, Faculty of Economics and Business Administration, Engin served as Executive Board Member between March 2019 and March 2020 and as Vice Chairman and Executive Board Member between March 2020 and October 2023. He is currently serving as a Board Member.

Emre Derman

Emre Derman has led numerous large cross-border transactions in Turkey as a partner with the international law firm White & Case between 1989 and 2008. In addition to his work in Turkey he has worked in the New York and London offices of the firm and also in former Soviet Union and Eastern European countries during his term as a lawyer for the EBRD in 1994 to 1995. A former board member of Akbank in 2010, Derman has served as a Managing Director and the Senior Country Officer of JP Morgan in Turkey between 2011 and 2014. He is a member of various organizations relating to education and yacht racing and serves as a freelance consultant. Derman holds an LL.B. from Istanbul University Law School and an LL.M. from Harvard Law School.

Nusret Orhun Köstem

Orhun Köstem joined Anadolu Group in 1994, where he held several management roles until 2008. He was appointed as the CFO of Efes Breweries International in 2008. A year later, in 2009, he transitioned to the role of Corporate Finance Coordinator within the Anadolu Group. From 2010 to 2018, Mr. Köstem furthered his career at Coca-Cola İçecek, serving as the CFO between 2010 and 2016 and then as the Regional Director for the Middle East and Pakistan. He was the CFO of Anadolu Efes between 2019 and 2021.

Since July 1, 2021, Mr. Köstem has been the Group CFO of Sabancı Holding. In addition to his primary role, he holds significant positions across various organizations: Vice Chairman of Sabancı İklim Teknolojileri, Board of Trustees of Sabancı University, and Member of the Board of Directors at Akbank, Kordsa, Enerjisa Enerji, and Enerjisa Üretim.

He was one of the co-authors of the book "Opening the Window to Capital Markets: From A to Z Initial Public Offerings and Investor Relations.", published in 2009. His expertise has been recognized for many years by various national and international platforms; while listing among "Türkiye's Most Influential 50 CFOs" by BMI Business School and DataExpert in 2016, 2019, 2020, and 2021, he also received accolades as Türkiye's Best CFO in Thomson Reuters Extel's Investor Relations Awards in 2011 and 2013, and was named "Best CFO" in the Consumer Sector in Emerging EMEA by Institutional Investor (II) in 2020. He was also distinguished by the Best CFO among industrials in the Emerging EMEA region for three consecutive years from 2022 to 2024 by II (renamed as Extel as of 2024). In addition, he was recognised as Best CFO among BIST30 companies by Turkish IR Society (TUYID) in 2022 and 2023.

Mr. Köstem, featured in the C-Suite Series – Fortune CFO 2022 list, is a member of the CFA Society Istanbul and the CFO Network of the World Business Council for Sustainable Development (WBCSD), reflecting his commitment to excellence in finance and sustainable development.

In 1991, Orhun Köstem completed his undergraduate studies in Mechanical Engineering at Middle East Technical University (METU) , where he also obtained his MBA. Furthering his education, he acquired a master's degree in Finance and Corporate Law from Bilgi University.

Tülin Erdem

Tülin Erdem holds bachelor's and master's degrees in Economics and a PhD in Business Administration. She has over 30 years of experience as a faculty member at business schools. Throughout her academic career, she has held the titles of tenured professor, endowed chair and full professor. Her research focuses on decision-making processes, including financial decision-making, as well as decision-making under uncertainty and risk. Tülin Erdem has served as Chair of the Marketing Department at both UC Berkeley and New York University, and also held the position of Associate Dean for Academic Affairs at Berkeley.

Erdem has acted as an expert witness in numerous cases before U.S. courts, providing expert reports and participating in hearings on matters including consumer protection, intellectual property rights, competition law, trademark infringement, deceptive advertising and sales practices, and reputational harm. In this capacity, she has been involved in high-profile cases concerning global corporations such as Apple–Samsung, as well as privacy-related cases

involving major technology companies including Google and Amazon. In addition, she has prepared reports for U.S. public authorities such as the Federal Trade Commission (FTC) and the Consumer Financial Protection Bureau (CFPB) on consumer protection, privacy, and consumer finance.

Between 2014 and 2017, she served as a member of the Board of Trustees of Sabancı University. Having completed her bachelor's degree in Economics with honors at Boğaziçi University, Erdem completed her master's studies and doctoral coursework (ABD) in Economics at the University of Alberta, and earned her PhD in Business Administration from the same University.

Zeynep Uras

Zeynep Uras holds a bachelor's degree in Business Administration from Boğaziçi University. In 1986, she began her career at the Istanbul office of PricewaterhouseCoopers. In 1997, she was admitted to the PwC global partnership and retired from the firm as of June 2024. Throughout her 38-year career at PwC, she held leadership roles in Türkiye and across the firm's global organization. In 1996, she worked in the Banking Practice of PwC's London office and subsequently assumed responsibility for the Banking Practice of PwC Azerbaijan until 2001. Between 2001 and 2012, Uras served as Audit Services Leader at PwC Türkiye and held the Territory Board Membership position during this period. From 2013 to 2020, she served as Financial Services Sector Leader as well as Client and Industry Groups Leader at PwC Türkiye, and also held a Board Membership position at the PwC European Industry Groups.

Throughout her career, she worked primarily across the financial services and banking sectors, leading audit engagements, special-purpose reviews, acquisitions and initial public offering projects. She led audit and advisory engagements for leading financial institutions. In her roles, she played an active part in managing relationships with Public Oversight Authority (POA), Banking Regulation and Supervision Agency (BRSA) and Capital Markets Board (CMB) of Türkiye. Uras has extensive experience in accounting and auditing standards, financial risk management, IPO processes, and information systems audits.

According to Item b, Clause 3 of the Article 6 of the “Communiqué on Corporate Governance”, No: II-17.1; the principles number 4.3.6, 4.3.7 and 4.3.8 of the “Corporate Governance Principles of the Capital Markets Board” will be applied for the selection of an independent member to the Board of Directors. Within this scope, the Independent Member Candidate of the Board of Directors of the Bank is Neslihan Serra Akçaoğlu and his Curriculum Vitae is presented below.

Neslihan Serra Akçaoğlu (Independent Board Member Candidate)

Serra Akçaoğlu has extensive experience in international, corporate and commercial banking. Between January 2020 and September 2025, she served as Regional Head responsible for subsidiaries of Global Multinational Corporates within Corporate and Commercial Banking at Citigroup in London. During this period Akçaoğlu also represented Citigroup in the Association of Foreign Banks as a Board Member in London. Until December 2019, Akçaoğlu held the positions of Chief Executive Officer and Board Member at Citibank A.Ş., and was also responsible for Citi's corporate banking activities across 60 countries in the EMEA region where the bank has no physical presence. Previously, she served as Head of Consumer and Commercial Banking at Citibank A.Ş. She also worked in London within Global Transaction Services as Regional Head of EMEA Trade Products, where between 2005 and 2007 she led trade finance activities, regional product strategy, new product development, and product positioning across 50 countries in the EMEA region.

Akçaoğlu joined Citi in 2000 and, prior to that, held various senior management positions at Manufacturers Hanover Bank, Chemical Bank and Koçbank. She holds a degree in Administrative Sciences from Boğaziçi University.

THE TEXT OF AMENDMENT TO THE AKBANK TÜRK ANONİM ŞİRKETİ ARTICLES OF ASSOCIATION

| OLD FORM | NEW FORM |
|---|--|
| Capital and Mode and Terms of Payment of Capital: Article: 9 – | Capital and Mode and Terms of Payment of Capital: Article: 9 – |
| <p>A. The Bank adopted the authorized capital system in accordance with the provisions of Capital Market Law and implemented the authorized capital system pursuant to the Capital Markets Board’s permission No. 116/1376 dated December 2, 1999. The authorized capital of the Bank is TL 10,000,000,000 (ten billion) divided into 4,000,000,000,000 (one trillion) registered shares each with a nominal value of 1 Kuruş.</p> <p>Capital Markets Board’s approval of the authorized capital is valid between 2024 and 2025 (5 years). Even if the authorized capital has not been reached at the end of 2025, in order for the Board of Directors to take a decision to raise the Bank’s capital after 2025, the Board is required obtain get the authorization of the General Assembly not longer than 5 years for a new time period after obtaining the permission of the Capital Markets Board for the previously approved authorized capital or a new authorized capital level. In case the aforementioned authorization is not obtained, the Bank shall not increase its capital with a Board of Directors’ resolution. The Board of Directors is authorized to issue new shares and raise the issued capital up to the authorized capital in accordance with the provisions of the Capital Markets Law.</p> <p>B. The issued capital of the Bank is TL 5,200,000,000 (five billion and two hundred million) divided into 520,000,000,000 (five hundred and twenty billion) registered shares each with a nominal value of 1 Kuruş.</p> <p>C. The issued capital of TL 5,200,000,000 (five billion and two hundred million) is paid fully and in cash, free from collusion.</p> <p>The shares which represent the capital are registered in accordance with the principles of dematerialization.</p> <p>When necessary, the Bank’s capital can be raised or lowered within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Law.</p> | <p>A. The Bank adopted the authorized capital system in accordance with the provisions of Capital Market Law and implemented the authorized capital system pursuant to the Capital Markets Board’s permission No. 116/1376 dated December 2, 1999. The authorized capital of the Bank is TL 30,000,000,000 (thirty billion) divided into 3,000,000,000,000 (three trillion) registered shares each with a nominal value of 1 Kuruş.</p> <p>Capital Markets Board’s approval of the authorized capital is valid between 2026 and 2030 (5 years). Even if the authorized capital has not been reached at the end of 2030, in order for the Board of Directors to take a decision to raise the Bank’s capital after 2030, the Board is required obtain get the authorization of the General Assembly not longer than 5 years for a new time period after obtaining the permission of the Capital Markets Board for the previously approved authorized capital or a new authorized capital level. In case the aforementioned authorization is not obtained, the Bank shall not increase its capital with a Board of Directors’ resolution. The Board of Directors is authorized to issue new shares and raise the issued capital up to the authorized capital in accordance with the provisions of the Capital Markets Law.</p> <p>B. The issued capital of the Bank is TL 5,200,000,000 (five billion and two hundred million) divided into 520,000,000,000 (five hundred and twenty billion) registered shares each with a nominal value of 1 Kuruş.</p> <p>C. The issued capital of TL 5,200,000,000 (five billion and two hundred million) is paid fully and in cash, free from collusion.</p> <p>The shares which represent the capital are registered in accordance with the principles of dematerialization.</p> <p>When necessary, the Bank’s capital can be raised or lowered within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Law.</p> |

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| <p>D. Unless resolved otherwise by the General Assembly, the existing shareholders of the Bank are entitled to acquire, in proportion to their current shareholding, new shares to be issued against new cash capital injection. The unused preemptive rights of the shareholders entitled to these shares - in accordance with the related communiqués of the Capital Markets Board and the applicable provisions of the Turkish Commercial Code, by addressing the Bank in the time period to be determined by the Board of Directors which is not to be shorter than 15 or longer than 60 days commencing from the event depicted by the aforementioned legislation - shall be void. The shares released due to unused preemptive rights shall be subject to the applicable legislation.</p> <p>E. All shares must be registered and listed on the Stock Exchange.</p> <p>F. The Board of Directors is authorized to pass resolutions with respect to issuing shares at a premium or at a discount to the nominal value accordance with the provisions of the Capital Markets Law.</p> | <p>D. Unless resolved otherwise by the General Assembly, the existing shareholders of the Bank are entitled to acquire, in proportion to their current shareholding, new shares to be issued against new cash capital injection. The unused preemptive rights of the shareholders entitled to these shares - in accordance with the related communiqués of the Capital Markets Board and the applicable provisions of the Turkish Commercial Code, by addressing the Bank in the time period to be determined by the Board of Directors which is not to be shorter than 15 or longer than 60 days commencing from the event depicted by the aforementioned legislation - shall be void. The shares released due to unused preemptive rights shall be subject to the applicable legislation.</p> <p>E. All shares must be registered and listed on the Stock Exchange.</p> <p>F. The Board of Directors is authorized to pass resolutions with respect to issuing shares at a premium or at a discount to the nominal value accordance with the provisions of the Capital Markets Law.</p> |
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