BASE OFFERING CIRCULAR

TÜRKİYE HALK BANKASI A.Ş.

a Turkish banking institution organised as a joint stock company

U.S.$5,000,000,000
Global Medium Term Note Programme

Under this U.S.$5,000,000,000 Global Medium Term Note Programme (the "**Programme**"), Türkiye Halk Bankası A.Ş. a Turkish banking institution organised as a joint stock company under the laws of Türkiye and registered with the İstanbul Trade Registry under number 862070 (the "**Bank**", "**Halkbank**" or the "**Issuer**"), may from time to time issue notes (the "**Notes**") denominated in any currency agreed between the Issuer and the relevant Dealer (as defined below).

Notes may be issued in bearer or registered form (respectively "**Bearer Notes**" and "**Registered Notes**"). The maximum aggregate nominal amount of all Notes from time to time outstanding under the Programme will not exceed U.S.$5,000,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement described herein), subject to increase as described herein.

The Notes may be issued on a continuing basis to one or more of the Dealers specified under "*Overview of the Programme*" and any additional Dealer appointed under the Programme from time to time by the Issuer (each a "**Dealer**" and together the "**Dealers**"), which appointment may be for a specific issue or on an ongoing basis. References in this Base Offering Circular to the relevant Dealer shall, in the case of an issue of Notes being (or intended to be) subscribed by more than one Dealer, be to all Dealers agreeing to subscribe such Notes.

An investment in Notes issued under the Programme involves certain risks. For a discussion of these risks see "*Risk Factors*".

This Base Offering Circular has been approved by the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") and application has been made to Euronext Dublin for Notes issued under the Programme to be admitted to Euronext Dublin's Official List (the "**Official List**") and to trading on Euronext Dublin's Global Exchange Market (the "**Global Exchange Market**") for a period of 12 months from the date of this Base Offering Circular. This Base Offering Circular constitutes "Listing Particulars" for the purposes of admission of the Notes to the Official List and to trading on the Global Exchange Market and, for such purposes, does not constitute a "prospectus" for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The Global Exchange Market is not a regulated market for the purposes of Directive 2014/65/EU (as amended, "**MiFID II**").

The Programme provides that Notes may be unlisted or listed on such other or further stock exchange(s) as may be agreed between the Issuer and the relevant Dealer and as specified in the applicable pricing supplement document (the "**Pricing Supplement**"). However, this Base Offering Circular has not been approved as a base prospectus for the purposes of the Prospectus Regulation and, accordingly, no offer to the public may be made and no admission to trading may be applied for on any market in the European Economic Area (the "**EEA**") designated as a regulated market for the purposes of MiFID II.

Application has been made to the Capital Markets Board of Türkiye (the "**CMB**"), in its capacity as competent authority under Law No. 6362 (as amended, the "**Capital Markets Law**") of the Republic of Türkiye ("**Türkiye**") relating to capital markets, for the issuance and sale of Notes by the Issuer outside of Türkiye. No Tranche (as defined in "*Terms and Conditions of the Notes*") of Notes can be sold before the necessary approvals and an approved issuance certificate in respect of such Tranche are obtained from the CMB. The

CMB approval and the issuance certificate (*ihraç belgesi*) relating to the issuance of Notes based upon which any offering of the Notes will be conducted was obtained on 16 July 2026 by the CMB letter dated 17 July 2026 and numbered E-29833736-105.02.02-94338 (the "**CMB Approval**"), and a written approval of the CMB relating to any issuance of Notes (which may be in the form of a tranche issuance certificate (*tertip ihraç belgesi*) or in any other form required under the applicable legislation) will be required to be obtained from the CMB before any sale and issuance of each tranche of Notes. In order to issue any further tranche of Notes after 16 July 2027, the Issuer will be required to renew its CMB approval which, in line with the relevant regulations, was granted for a one-year period. If and when the aggregate nominal amount of all Notes issued and sold following 16 July 2026 under the Programme exceeds U.S.$5,000,000,000, the Issuer will be required to obtain a new CMB approval prior to the issuance and sale of any further tranche of Notes. The Banking Regulation and Supervision Agency (in Turkish*: Bankacılık Düzenleme ve Denetleme Kurumu*) (the "**BRSA**") has also approved the issuance of Notes under the Programme.

Under current Turkish tax law, withholding tax may apply to payments of interest on the Notes. See "*Taxation – Certain Turkish Tax Considerations*".

Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and certain other information which is applicable to each Tranche (as defined under "*Terms and Conditions of the Notes*") of Notes will be set out in the Pricing Supplement, which with respect to Notes to be admitted to the Official List and to trading on the Global Exchange Market, will be delivered to Euronext Dublin on or before the date of issue of the Notes of such Tranche.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or any U.S. State securities laws and may not be offered or sold in the United States or to, or for the account or the benefit of, U.S. persons as defined in Regulation S under the Securities Act unless an exemption from the registration requirements of the Securities Act is available and in accordance with all applicable securities laws of any state of the United States and any other jurisdiction. See "*Form of the Notes*" for a description of the manner in which Notes will be issued. Registered Notes are subject to certain restrictions on transfer, see "*Subscription and Sale and Transfer and Selling Restrictions*".

The Issuer has been rated BB- by Fitch Ratings Limited ("**Fitch**") and Ba3 by Moody's Investors Service Limited ("**Moody's**"). The Programme has been rated BB- by Fitch and Ba3 by Moody's. Notes issued under the Programme may be rated or unrated by either of the rating agencies referred to above. Where a Tranche of Notes is rated, such rating will be disclosed in the Pricing Supplement and will not necessarily be the same as the rating assigned to the Programme by the relevant rating agency. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Arrangers

Citigroup **J.P. Morgan**

Dealers

Bank ABC **BBVA**

Barclays **Citigroup**

Commerzbank **Emirates NBD Capital**

First Abu Dhabi Bank **Goldman Sachs International**

ICBC **ING**

J.P. Morgan

The date of this Base Offering Circular is 17 July 2026.

IMPORTANT INFORMATION

This Base Offering Circular comprises listing particulars in respect of all Notes issued under the Programme for the purposes of the Global Exchange Market Listing and Admission to Trading Rules for Debt Securities of Euronext Dublin (the "GEM Listing Rules") and does not constitute a "prospectus" for the purposes of the Prospectus Regulation.

The Issuer accepts responsibility for the information contained in this Base Offering Circular and the Pricing Supplement for each Tranche of Notes issued under the Programme. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Base Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

Certain information under the heading "*Book-entry Clearance Systems*" has been extracted from information provided by the clearing systems referred to therein. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by the relevant clearing systems, no facts have been omitted which would render the reproduced information inaccurate or misleading.

This Base Offering Circular is to be read in conjunction with all information which is deemed to be incorporated in it by reference (see "*Documents Incorporated by Reference*"). This Base Offering Circular shall be read and construed on the basis that such information is incorporated in and forms part of this Base Offering Circular.

Other than in relation to the information which is deemed to be incorporated by reference (see "*Documents Incorporated by Reference*"), the information on the websites to which this Base Offering Circular refers does not form part of this Base Offering Circular and has not been scrutinised or approved by Euronext Dublin.

The Dealers have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Dealers as to the accuracy or completeness of the information contained or incorporated in this Base Offering Circular or any other information provided by the Issuer in connection with the Programme. No Dealer accepts any liability in relation to the information contained or incorporated by reference in this Base Offering Circular or any other information provided by the Issuer in connection with the Programme.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with this Base Offering Circular or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers.

Neither this Base Offering Circular nor any other information supplied in connection with the Programme or any Notes (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer or any of the Dealers that any recipient of this Base Offering Circular or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Base Offering Circular nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuer or any of the Dealers to any person to subscribe for or to purchase any Notes.

The Notes have not been approved or disapproved by the United States Securities and Exchange Commission or any other securities commission or other regulatory authority in the United States and, other than the approvals of the CMB, the BRSA and Euronext Dublin described herein, have not been

approved or disapproved by any other securities commission or other regulatory authority in Türkiye or any other jurisdiction, nor have the foregoing authorities (other than Euronext Dublin to the extent described herein) approved this Base Offering Circular or confirmed the accuracy or determined the adequacy of the information contained in this Base Offering Circular. Any representation to the contrary is unlawful.

None of the Dealers nor the Issuer makes any representation to any investor in the Notes regarding the legality of its investment under any applicable laws. Any investor in the Notes should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

Neither the delivery of this Base Offering Circular nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained in it concerning the Issuer is correct at any time subsequent to its date or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme or to advise any investor in Notes issued under the Programme of any information coming to their attention.

IMPORTANT – EEA RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to EEA Retail Investors", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

IMPORTANT – UK RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to UK Retail Investors", the Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is either one (or both) of the following (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

MiFID II product governance / target market – The Pricing Supplement in respect of any Notes may include a legend entitled "MiFID II product governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the

Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

UK MiFIR product governance / target market – The Pricing Supplement in respect of any Notes may include a legend entitled " UK MiFIR II product governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MIFIR Product Governance Rules.

Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (as modified or amended from time to time, the SFA) – Unless otherwise stated in the applicable Pricing Supplement in respect of any Notes, all Notes issued or to be issued under the Programme shall be 'prescribed capital markets products' (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in the Monetary Authority of Singapore ("**MAS**") Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

IMPORTANT INFORMATION RELATING TO THE USE OF THIS BASE OFFERING CIRCULAR AND OFFERS OF NOTES GENERALLY

This Base Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Base Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer and the Dealers do not represent that this Base Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Dealers which is intended to permit a public offering of any Notes or distribution of this Base Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Base Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Base Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Base Offering Circular and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Base Offering Circular and the offer or sale of Notes in Türkiye, the United States, the EEA (including Belgium), the United Kingdom, Japan, Hong Kong and Singapore, see "*Subscription and Sale and Transfer and Selling Restrictions*".

U.S. INFORMATION

This Base Offering Circular is being submitted on a confidential basis in the United States to a limited number of QIBs (as defined under "*Form of the Notes*") for informational use solely in connection with the consideration of the purchase of certain Notes issued under the Programme. Its use for any other purpose in the United States is not authorised. It may not be copied or reproduced in whole or in part nor may it be distributed or any of its contents disclosed to anyone other than the prospective investors to whom it is originally submitted.

The Notes in bearer form are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to United States persons, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986 (as amended) and the regulations promulgated thereunder.

Registered Notes may be offered or sold within the United States only to QIBs in transactions exempt from registration under the Securities Act in reliance on Rule 144A under the Securities Act ("**Rule 144A**") or any other applicable exemption. Each U.S. purchaser of Registered Notes is hereby notified that the offer and sale of any Registered Notes to it may be being made in reliance upon the exemption from the registration requirements of Section 5 of the Securities Act provided by Rule 144A.

Each purchaser or holder of Notes represented by a Rule 144A Global Note or any Notes issued in registered form in exchange or substitution therefor (together "**Legended Notes**") will be deemed, by its acceptance or purchase of any such Legended Notes, to have made certain representations and agreements intended to restrict the resale or other transfer of such Notes as set out in "*Subscription and Sale and Transfer and Selling Restrictions*". Unless otherwise stated, terms used in this paragraph have the meanings given to them in "*Form of the Notes*".

AVAILABLE INFORMATION

To permit compliance with Rule 144A in connection with any resales or other transfers of Notes that are "restricted securities" within the meaning of the Securities Act, the Issuer has undertaken in a deed poll dated 17 July 2026 (the "**Deed Poll**") to furnish, upon the request of a holder of such Notes or any beneficial interest therein, to such holder or to a prospective purchaser designated by them, the information required to be delivered under Rule 144A(d)(4) under the Securities Act if, at the time of the request, any of the Notes remain outstanding as "restricted securities" within the meaning of Rule 144(a)(3) of the Securities Act and the Issuer is neither a reporting company under Section 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended, (the "**Exchange Act**") nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

The Bank and its Turkish subsidiaries maintain their books of account and prepare their statutory financial statements in Turkish Lira in accordance with the laws relating to the accounting and financial reporting of banks in Türkiye (including the "Regulation on Accounting Applications for Banks and Safeguarding of Documents" published in the Official Gazette No. 26333 dated 1 November 2006, other regulations on the accounting records of banks published by the Banking Regulation and Supervision Board, which is the board of the BRSA, and circulars and interpretations published by the BRSA) and, for the matters that are not regulated by such laws, the requirements of the "Turkish Accounting Standards" ("**TAS**") and "Turkish Financial Reporting Standards" ("**TFRS**") issued by the Public Oversight, Accounting and Auditing Standards Authority ("**POA**") (in Turkish: *Kamu Gözetimi Muhasebe ve Denetim Standartları Kurumu*) (together, the "**BRSA Accounting Principles**"). The statutory financial statements are prepared both on an unconsolidated bank-only basis and on a consolidated basis with its financial subsidiaries and are provided to the CMB, the BRSA and the Borsa İstanbul (the "**BIST**") in accordance with applicable regulations. The Bank's foreign subsidiaries and foreign branch in Bahrain maintain their books of account and prepare their statutory financial statements in accordance with the statutory rules and regulations applicable in their jurisdictions.

None of the BRSA Financial Statements (as defined below) have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"), including International Accounting Standards ("**IAS**") as promulgated by the International Accounting Standards Board ("**IASB**"). BRSA Reporting Standards differ in certain respects from IFRS. While BRSA Reporting Standards have been converging with IFRS over recent years, such BRSA Reporting Standards still differ in certain respects from IFRS, and the Group does not prepare, and the Bank is not providing in this Base Offering Circular, any reconciliation between IFRS and the BRSA Reporting Standards or the BRSA Financial Statements. For a discussion of certain key differences between IFRS and BRSA Reporting Standards, see "*Appendix A—Summary of Differences Between IFRS and BRSA Reporting Standards*". With the exception of the key differences set forth in Appendix A hereto, the

Bank directs any investor concerned with the differences between IFRS and BRSA Reporting Standards to consult its own advisers.

Unless otherwise specified, financial information contained or incorporated by reference in this Base Offering Circular has been prepared, in respect of the Group, in accordance with BRSA Reporting Standards on a consolidated basis (referred to herein as "**BRSA consolidated**") and, in respect of the Bank, in accordance with BRSA Reporting Standards on an unconsolidated basis (referred to herein as "**Bank-only**" or "**BRSA unconsolidated**").

The financial statements incorporated by reference in this Base Offering Circular consist of:

- the unaudited consolidated interim financial statements of the Group as of and for the three months ended 31 March 2026 (including comparative financial statements as of 31 December 2025 and for the three months ended 31 March 2025) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2026 Interim Consolidated BRSA Financial Statements**");

- the unaudited consolidated interim financial statements of the Group as of and for the three months ended 31 March 2025 (including comparative financial statements as of 31 December 2024 and for the three months ended 31 March 2024) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2025 Interim Consolidated BRSA Financial Statements**" and, together with the 2026 Interim Consolidated BRSA Financial Statements, the "**Interim Consolidated BRSA Financial Statements**");

- the audited consolidated financial statements of the Group as of and for the year ended 31 December 2025 (including comparative financial statements as of and for the year ended 31 December 2024) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2025 Consolidated BRSA Financial Statements**");

- the audited consolidated financial statements of the Group as of and for the year ended 31 December 2024 (including comparative financial statements as of and for the year ended 31 December 2023) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2024 Consolidated BRSA Financial Statements**");

- the audited consolidated financial statements of the Group as of and for the year ended 31 December 2023 (including comparative financial statements as of and for the year ended 31 December 2022) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2023 Consolidated BRSA Financial Statements**" and, together with the Interim Consolidated BRSA Financial Statements, the 2025 Consolidated BRSA Financial Statements and the 2024 Consolidated BRSA Financial Statements, the "**BRSA Consolidated Financial Statements**");

- the unaudited unconsolidated interim financial statements of the Bank as of and for the three months ended 31 March 2026 (including comparative financial statements as of 31 December 2025 and for the three months ended 31 March 2025) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2026 Interim Unconsolidated BRSA Financial Statements**");

- the unaudited unconsolidated interim financial statements of the Bank as of and for the three months ended 31 March 2025 (including comparative financial statements as of 31 December 2024 and for the three months ended 31 March 2024) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2025 Interim Unconsolidated BRSA Financial Statements**" and, together with the 2026 Interim Unconsolidated BRSA Financial Statements, the "**Interim Unconsolidated BRSA Financial Statements**", and the

Interim Unconsolidated BRSA Financial Statements together with the Interim Consolidated BRSA Financial Statements, the "**Interim BRSA Financial Statements**");

- the audited unconsolidated financial statements of the Bank as of and for the year ended 31 December 2025 (including comparative financial statements as of and for the year ended 31 December 2024) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2025 Unconsolidated BRSA Financial Statements**");

- the audited unconsolidated financial statements of the Bank as of and for the year ended 31 December 2024 (including comparative financial statements as of and for the year ended 31 December 2023) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2024 Unconsolidated BRSA Financial Statements**"); and

- the audited unconsolidated financial statements of the Bank as of and for the year ended 31 December 2023 (including comparative financial statements as of and for the year ended 31 December 2022) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditor's report thereon (the "**2023 Unconsolidated BRSA Financial Statements**" and, together with the Interim Unconsolidated BRSA Financial Statements, the 2025 Unconsolidated BRSA Financial Statements and the 2024 Unconsolidated BRSA Financial Statements, the "**BRSA Unconsolidated Financial Statements**").

Collectively, the BRSA Consolidated Financial Statements and the BRSA Unconsolidated Financial Statements are referred to herein as the "**BRSA Financial Statements**".

The BRSA Financial Statements incorporated by reference into this Base Offering Circular, all of which are in English, were prepared as convenience translations of the corresponding Turkish language BRSA Financial Statements (which translations the Bank confirms are direct and accurate). The English language BRSA Financial Statements incorporated by reference herein were not prepared for the purpose of their incorporation by reference into this Base Offering Circular.

Certain financial and other information presented in various tables in this Base Offering Circular, including certain tables in "*Selected Statistical and Other Information*", have been prepared on the basis of the Bank's own internal accounts, statistics and estimates, and are unaudited. The Dealers are not responsible for the completeness or accuracy of, and investors are cautioned against placing undue reliance upon, such information.

In March 2022, the International Practices Task Force of the Centre for Audit Quality, which monitors countries experiencing high inflation, categorised Türkiye as a country with a three-year cumulative inflation rate greater than 100 per cent. as of 28 February 2022. On 23 November 2023, the POA published an announcement requiring entities that apply TFRS to present their financial statements by adjusting for the impact of inflation for the annual period ending on or after 31 December 2023 in accordance with the principles set out in TAS 29, Financial Reporting in High Inflation Economies ("**TAS 29**"); however, this announcement also provided that institutions authorised to regulate and supervise Turkish companies (e.g., the BRSA as the regulator of Turkish banks) may determine a different transition date and, on 12 December 2023, the BRSA announced that such shall not apply for banks for BRSA Financial Statements as of and for the year ended 31 December 2023 (as of the date of this Base Offering Circular, no statement has yet been made with respect to later accounting periods). On 11 January 2024, the BRSA announced that inflation adjustment will apply for banks for accounting periods starting from 1 January 2025. Such implementation has since been further delayed by the BRSA, including its 5 December 2024 announcement that such shall not apply for banks for the year ended 31 December 2025. On 18 December 2025, the BRSA repealed its prior decision regarding the application of inflation accounting and determined that banks and other financial institutions subject to BRSA supervision would not be required to apply inflation accounting. As a result, the BRSA Financial Statements incorporated by reference into this Base Offering Circular have not applied the inflation adjustment standards of TAS 29 and there is no obligation to apply such standards to BRSA Financial Statements for future periods.

Certain of the auditors' reports in relation to the BRSA Financial Statements include a qualified conclusion and/or an emphasis of matter. See further "*Risk Factors – Risks Related to the Group – The auditors' reports in relation to the BRSA Financial Statements included a qualified conclusion and an emphasis of matter*".

Independent Auditor

The 2025 Consolidated BRSA Financial Statements, 2024 Consolidated BRSA Financial Statements, the 2025 Unconsolidated BRSA Financial Statements and the 2024 Unconsolidated BRSA Financial Statements as of 31 December 2025 and 31 December 2024, and for the years then ended, incorporated by reference into this Base Offering Circular have been audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ (a member firm of KPMG International Cooperative) ("**KPMG**"), independent auditors, in accordance with the Regulation on Independent Auditing of the Banks published in the Official Gazette No.29314 dated 2 April 2015 by the BRSA ("**Turkish Auditor Regulation**") and Standards on Independent Auditing which is a component of the Turkish Auditing Standards published by the Public Oversight Accounting and Auditing Standards Authority, as stated in their audit report included in each of the 2025 Consolidated BRSA Financial Statements, 2024 Consolidated BRSA Financial Statements, the 2025 Unconsolidated BRSA Financial Statements and the 2024 Unconsolidated BRSA Financial Statements. The audit reports of KPMG on the 2024 Consolidated BRSA Financial Statements and 2024 Unconsolidated BRSA Financial Statements express qualified opinions based on the Group and Bank's reclassification of government bonds, which were previously classified under financial assets at fair value through other comprehensive income according to the business model prepared in accordance with TFRS 9, into financial assets measured at amortised cost and reversed the marketable securities revaluation fund accumulated under other comprehensive income or loss to be reclassified through profit or loss on 23 May 2018. Such reclassification constitutes a departure from TFRS 9.

The 2026 Interim Consolidated BRSA Financial Statements, the 2025 Interim Consolidated BRSA Financial Statements, the 2026 Interim Unconsolidated BRSA Financial Statements and the 2025 Interim Unconsolidated BRSA Financial Statements as of 31 March 2026 and 31 March 2025, and for the periods then ended incorporated by reference into this Base Offering Circular, have been reviewed by KPMG, independent auditors, in accordance with the Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", as stated in their review reports included in each of the Interim Consolidated BRSA Financial Statements and the Interim Unconsolidated BRSA Financial Statements.

The audit reports of KPMG on the 2025 Interim Consolidated BRSA Financial Statements and 2025 Interim Unconsolidated BRSA Financial Statements express qualified opinions based on the Group and Bank's reclassification of government bonds, which were previously classified under financial assets at fair value through other comprehensive income according to the business model prepared in accordance with TFRS 9, into financial assets measured at amortised cost and reversed the marketable securities revaluation fund accumulated under other comprehensive income or loss to be reclassified through profit or loss on 23 May 2018. Such reclassification constitutes a departure from TFRS 9.

The 2023 Consolidated BRSA Financial Statements and the 2023 Unconsolidated BRSA Financial Statements as of 31 December 2023 and for the year then ended incorporated by reference into this Base Offering Circular which have been prepared in accordance with the BRSA Accounting and Reporting Regulations have been audited by DRT Bağımsız Denetim ve SMMM A.Ş., (member of Deloitte Touche Tohmatsu Limited), independent auditors, in accordance with the Turkish Auditor Regulation and Standards on Independent Auditing as stated in their audit report included in each of the 2023 Consolidated BRSA Financial Statements and the 2023 Unconsolidated BRSA Financial Statements.

The BRSA Financial Statements incorporated by reference into this Base Offering Circular, all of which are in English: (a) were prepared as convenience translations of the corresponding Turkish language BRSA

Financial Statements (which translations the Bank confirms are direct and accurate) and (b) were not prepared for the purpose of their incorporation by reference into this Base Offering Circular.

Except to the extent stated otherwise, the financial data for the Bank included herein have been extracted, without material adjustment, from the Bank's BRSA Financial Statements incorporated by reference herein. Potential investors in the Notes should note that this Base Offering Circular also includes certain financial information for the Group, which has been extracted, without material adjustment, from the Group's BRSA Financial Statements incorporated by reference herein. Such financial information is identified as being of "the Group" in the description of the associated tables or information. Such Group financial information is *(inter alia*) presented in "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Selected Statistical and Other Information*" and "*The Group and its Business*".

Please note that the BRSA Financial Statements incorporated by reference herein have not been prepared in accordance with the international accounting standards as adopted by the EU based upon Regulation (EC) No. 1606/2002 (i.e., IFRS) and that there may be material differences in the financial information had Regulation (EC) No. 1606/2002 been applied to the historical financial information presented herein. A narrative description of the differences between IFRS and the BRSA Principles as adopted by the Issuer in preparing its BRSA Financial Statements has been included in Appendix A ("*Overview of Differences between IFRS and the BRSA Principles*").

Non-GAAP Measures of Financial Performance

To supplement the Group's consolidated financial statements presented in accordance with BRSA Reporting Standards, Halkbank's management uses certain ratios and measures included in this Base Offering Circular that may be considered non-GAAP financial measures in the United States. A body of generally accepted accounting principles such as BRSA Reporting Standards or IFRS is commonly referred to as "**GAAP**". Non-GAAP financial measures are financial measures that measure historical or future financial performance, financial position or cash flows, but that exclude or include amounts, or that are subject to adjustments that have the effect of excluding or including amounts, that would not be so included or excluded in the most comparable measures calculated and presented in accordance with GAAP. Certain such non-GAAP financial measures may also be considered "alternative performance measures" as defined in the ESMA Guidelines on Alternative Performance Measures (Reference ESMA/2015/1415en). These non-GAAP financial measures are not a substitute for GAAP measures.

For the Group, measures that might be considered to be non-GAAP financial measures in this Base Offering Circular (and that are not defined or specified by the BRSA Reporting Standards or any other legislation applicable to the Bank) include:

- "*cost of risk*" – impairment charge for period minus recoveries and reversals divided by average net loans (which is the average of the opening and closing balances for the applicable period).

- "*cost to income ratio*" – total operating expenses (excluding net impairment losses on financial assets) divided by total operating income before provisions (excluding dividend income).

- "*deposits to total liabilities*" – total deposits (deposits from banks and customers) divided by total liabilities (excluding shareholders' equity).

- "*dividend payout ratio*" – dividends paid divided by profit for the period.

- "*loan losses reserves to non-performing loans*" – loan losses reserves divided by non-performing loans.

- "*loans to total assets*" – total loans and receivables divided by total assets.

- "*loans to total deposits*" – total loans and receivables divided by total deposits (deposits from banks and deposits from customers).

- "*net interest margin*" – net interest income before provisions for loan losses as a percentage of average interest earning assets.

- "*net interest spread*" – the difference between the average rate of interest earned on interest earning assets and the average rate of interest accrued on interest bearing liabilities.

- "*non-performing loans* ("**NPLs**") *to total cash loans*" – non-performing loans divided by total cash loans.

- "*operating expenses to total average assets*" – total operating expenses (excluding net impairment losses on financial assets) divided by total average assets.

- "*operating income before provisions (excluding dividend income)*" – operating income (which equals the sum of net interest income, net fees and commission income, net trading income from securities, net trading gains/loss from derivative financial instruments, foreign exchange gains/losses net, net cost of insurance operations, and other operating income) before provisions (excluding dividend income).

- "*return on average shareholders' equity*" – net income for the period as a percentage of average shareholders' equity.

- "*return on average total assets*" – net income for the period as a percentage of average total assets (which is the average of the opening and closing balances for the applicable period).

- "*securities to total assets*" – securities divided by total assets.

- "*yield*" – interest income as a percentage of average interest earning assets.

The following are definitions of certain terms that are used in the calculations of the non-GAAP financial measures listed above (such terms as so defined having the same meaning when used elsewhere in this Base Offering Circular):

- "*average interest earning assets*" – the average of the opening and closing amount of interest-earning assets for a particular period. The amount of interest-earning assets as of a particular date is calculated by first adding financial assets measured at fair value through profit/loss, banks, money market placements, financial assets available for sale, loans and receivables investment held to maturity, and then subtracting fund-sourced loans, each of such date.

- "*average shareholders' equity*" – the average of the amount of shareholders' equity as of the balance sheet date of each quarter-end during the then-current fiscal year.

- "*average total assets*" – the average of the amount of total assets as of the balance sheet date of each quarter-end during the then-current fiscal year.

- "*average total cash loans*" – the average of the amount of total cash loans as of the balance sheet date of each quarter-end during the then-current fiscal year.

- "*NPLs*" – after the implementation of TFRS 9 as of 1 January 2018, Stage 3 loans (including cash loans and lease and factoring receivables), and prior to the implementation of TFRS 9 as of 1 January 2018, loans under follow-up as of such date.

Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with BRSA Reporting Standards or IFRS. Non-GAAP financial measures

as reported by the Group may not be comparable to similarly titled amounts reported by other companies. These non-GAAP financial measures are used in the internal management of the Group, as well as generally in the Turkish banking industry, along with the most directly comparable GAAP financial measures, in evaluating operating performance. Halkbank's management believes that these non-GAAP financial measures, when considered in conjunction with GAAP financial measures, enhance investors' and management's overall understanding of the Group's financial performance. In addition, because the Group has historically reported certain non-GAAP results to investors, Halkbank's management believes the inclusion of non-GAAP financial measures in this Base Offering Circular provides consistency in the Group's financial reporting.

Certain Defined Terms and Conventions

Capitalised terms which are used but not defined in any particular section of this Base Offering Circular will have the meaning attributed to them in "*Terms and Conditions of the Notes*" or any other section of this Base Offering Circular. In addition, the following terms as used in this Base Offering Circular have the meanings defined below:

In this Base Offering Circular, all references to:

- *U.S. dollars*, *U.S.$* and *$* refer to United States dollars;
- *Turkish Lira* and *TL* refer to the lawful currency for the time being of the Republic of Türkiye; and
- *euro* and *€* refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended.

References to a **billion** are to a thousand million.

The "**Bank**", "**Halkbank**" and the "**Issuer**" refer to Türkiye Halk Bankası A.Ş. and the "**Group**" refers to the Bank and its consolidated subsidiaries, unless the context otherwise requires.

Certain figures and percentages included in this Base Offering Circular have been subject to rounding adjustments; accordingly, figures shown in the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

In this Base Offering Circular, unless the contrary intention appears, a reference to a law or a provision of a law is a reference to that law or provision as extended, amended or re-enacted.

The Issuer has derived substantially all of the information contained in this Base Offering Circular concerning the Turkish market and its competitors, which may include estimates or approximations, from publicly available information, including press releases and filings made under various securities laws. Where third party information has been used in this Base Offering Circular, the source of such information has been identified. The Issuer confirms that all such information has been accurately reproduced and, so far as it is aware and is able to ascertain from the relevant published information, no facts have been omitted which would render the reproduced information inaccurate or misleading. Without prejudice to the generality of the foregoing statement, third party information in this Base Offering Circular, while believed to be reliable, has not been independently verified by the Issuer or any other party.

Unless otherwise indicated, all data relating to the Turkish banking sector and the Turkish economy, including statistical data, in this Base Offering Circular have been obtained from the BRSA's website at www.bddk.org.tr, Turkstat's website at www.turkstat.gov.tr, the Central Bank's website at www.tcmb.gov.tr, the Banks Association of Türkiye's website at www.tbb.org.tr, the Ministry of Treasury and Finance of Türkiye's website at https://www.hmb.gov/tr/ (where applicable, references to the "**Turkish Treasury**" shall be deemed to refer to the Undersecretariat of the Treasury, which was restructured to become part of the new Ministry of Treasury and Finance Pursuant to Presidential Decree No. 1 dated 10 July 2018 published in the

Official Gazette) or the Interbank Card Center's website at www.bkm.com.tr. Data has been downloaded and/or observed on various days and may be the result of calculations made by the Bank and therefore may not appear in the exact same form on such websites or elsewhere. Such websites should not be deemed to be a part of, or to be incorporated into, this Base Offering Circular. Unless otherwise indicated, the sources for statements and data concerning the Bank and its business are based on best estimates and assumptions of the Issuer's management. The Issuer's management believes that these assumptions are reasonable and that its estimates have been prepared with due care. The data concerning the Bank included herein, whether based on external sources or based on the Issuer's management internal research, constitute the Issuer's best current estimates of the information described.

The language of this Base Offering Circular is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law. In particular, but without limitation, the titles of Turkish legislation and the names of Turkish institutions referenced herein have been translated from Turkish into English. The translation of these titles and names are direct and accurate.

SUITABILITY OF INVESTMENT

The Notes may not be a suitable investment for all investors. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether it:

(i) has sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Base Offering Circular or any applicable supplement;

(ii) has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;

(iii) has sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes where the currency for principal or interest payments is different from the potential investor's currency;

(iv) understands thoroughly the terms of the Notes and is familiar with the behaviour of financial markets; and

(v) is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Legal investment considerations may restrict certain investments. The investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Notes are legal investments for it, (2) Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

CERTAIN INFORMATION

The Issuer has obtained the CMB Approval letter and the approved issuance certificate required for the issuance of Notes under the Programme. In addition to the CMB Approval and issuance certificate, a tranche issuance approval in respect of each Tranche of Notes shall also be obtained by the Issuer prior to the issue date of such Tranche of Notes. In order to issue any further tranche of Notes after 16 July 2027, the Issuer will

be required to renew its CMB approval which, in line with the relevant regulations, was granted for a one-year period. Furthermore, until 16 July 2027, if and when the aggregate nominal amount of all Notes issued and sold following 16 July 2026 under the Programme exceeds U.S.$5,000,000,000, the Issuer will be required to obtain a new CMB approval prior to the issuance and sale of any further tranche of Notes. The Issuer has also obtained the BRSA approval letter (numbered E-20008792-101.02.01[20]-194264) (the "**BRSA Approval**" and, together with the CMB Approval, the "Programme Approvals") required for the issuance of Notes under the Programme.

The scope of the Programme Approvals might be amended and/or new approvals from the CMB and/or the BRSA might be obtained from time to time.

Pursuant to the Programme Approvals, the offer, sale and issue of Notes under the Programme has been authorised and approved in accordance with Decree 32 on the Protection of the Value of the Turkish Currency (as amended from time to time, "**Decree 32**"), the Banking Law No. 5411 of 2005, as amended (the "**Banking Law**") and its related legislation, the Capital Markets Law and the Communiqué No. VII-128.8 on Debt Instruments (as amended, "**Communiqué on Debt Instruments**") or its related regulation.

In addition, the Notes (or beneficial interests therein) may only be offered or sold outside of Türkiye in accordance with the CMB Approval. Under the CMB Approval, the CMB has authorised the offering, sale and issue of any Notes on the condition that no sale or offering of Notes (or beneficial interests therein) may be made by way of public offering or private placement in Türkiye. For more information, see "*Subscription and Sale and Transfer and Selling Restrictions - Türkiye*".

Pursuant to the Communiqué on Debt Instruments, the Issuer is required under Turkish law to notify the Central Registry Agency (*Merkezi Kayıt Kuruluşu*) within three Turkish business days from the issue date of any Notes of the amount, issue date, ISIN, first payment date, maturity date, interest rate, name of the custodian, currency of the Notes and the country of issuance.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

Some statements in this Base Offering Circular may be deemed to be forward looking statements. Forward looking statements include statements concerning the Issuer's plans, objectives, goals, strategies, future operations and performance and the assumptions underlying these forward looking statements. When used in this Base Offering Circular, the words "anticipates", "estimates", "expects", "believes", "intends", "plans", "aims", "seeks", "may", "will", "should" and any similar expressions generally identify forward looking statements. These forward looking statements are contained in the sections entitled "*Risk Factors*", "*Use of Proceeds*" and "*The Group and Its Business*" and other sections of this Base Offering Circular. The Issuer has based these forward looking statements on the current view of its management with respect to future events and financial performance. Although the Issuer believes that the expectations, estimates and projections reflected in its forward looking statements are reasonable as of the date of this Base Offering Circular, if one or more of the risks or uncertainties materialise, including those identified below or which the Issuer has otherwise identified in this Base Offering Circular, or if any of the Issuer's underlying assumptions prove to be incomplete or inaccurate, the Issuer's actual results of operation may vary from those expected, estimated or predicted.

The Issuer has identified some of the risks inherent in these forward-looking statements and these are set out under "*Risk Factors*".

Any forward looking statements contained in this Base Offering Circular speak only as of the date of this Base Offering Circular. Without prejudice to any requirements under applicable laws and regulations, the Issuer expressly disclaims any obligation or undertaking to disseminate after the date of this Base Offering Circular any updates or revisions to any forward looking statements contained in it to reflect any change in expectations or any change in events, conditions or circumstances on which any such forward looking statement is based.

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STABILISATION

In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) in the applicable Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) in accordance with all applicable laws and rules.

OVERVIEW OF THE PROGRAMME

The following overview does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Base Offering Circular and, in relation to the terms and conditions of any particular Tranche of Notes, the applicable Pricing Supplement. The Issuer and any relevant Dealer may agree that Notes shall be issued in a form other than that contemplated in the Terms and Conditions.

Words and expressions defined in "*Form of the Notes*" and "*Terms and Conditions of the Notes*" shall have the same meanings in this Overview.

Issuer:	Türkiye Halk Bankası A.Ş.
Issuer Legal Entity Identifier (LEI):	78900012HXPJ1YQGTH03
Risk Factors:	There are certain factors that may affect the Issuer's ability to fulfil its obligations under Notes issued under the Programme. In addition, there are certain factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme and risks relating to the structure of a particular Series of Notes issued under the Programme. All of these are set out under "*Risk Factors*".
Description:	Global Medium Term Note Programme
Arrangers:	Citigroup Global Markets Limited J.P. Morgan Securities plc
Dealers:	Arab Banking Corporation (B.S.C.) Banco Bilbao Vizcaya Argentaria, S.A. Barclays Bank PLC Citigroup Global Markets Limited Commerzbank Aktiengesellschaft Emirates NBD Bank PJSC First Abu Dhabi Bank PJSC Goldman Sachs International ICBC Standard Bank plc ING Bank N.V. J.P. Morgan Securities plc and any other Dealers appointed in accordance with the Programme Agreement.
Certain Restrictions:	Each issue of Notes denominated in a currency in respect of which particular laws, guidelines, regulations, restrictions or reporting requirements apply will only be issued in circumstances which comply with such laws, guidelines, regulations, restrictions or reporting requirements from time to time (see "*Subscription and Sale and Transfer and Selling Restrictions*") including the following restrictions applicable at the date of this Base Offering Circular. **Notes having a maturity of less than one year** Notes having a maturity of less than one year will, if the proceeds of the issue are accepted in the United Kingdom, constitute

	deposits for the purposes of the prohibition on accepting deposits contained in section 19 of the Financial Services and Markets Act 2000, as amended ("**FSMA**") unless they are issued to a limited class of professional investors and have a denomination of at least £100,000 or its equivalent, see "*Subscription and Sale and Transfer and Selling Restrictions*".
Issuing and Principal Paying Agent:	The Bank of New York Mellon, London Branch
Programme Size:	Up to U.S.$5,000,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) outstanding at any time. The Issuer may increase the amount of the Programme in accordance with the terms of the Programme Agreement.
Distribution:	Notes may be distributed by way of private or public placement and in each case on a syndicated or non-syndicated basis.
Currencies:	Subject to any applicable legal or regulatory restrictions, Notes may be denominated in euro, Sterling, U.S. dollars, Turkish Lira, Swiss Franc, Norwegian Kroner, Czech Koruna, Romanian Leu, Hong Kong dollars, Singapore dollars, Japanese Yen, Polish Zloty or, subject to any applicable legal or regulatory restrictions, any other currency agreed between the Issuer and the relevant Dealer.
Maturities:	The Notes will have such maturities as may be agreed between the Issuer and the relevant Dealer, subject to such minimum or maximum maturities as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the Issuer or the relevant Specified Currency.
Issue Price:	Notes may be issued on a fully-paid basis and at an issue price which is at par or at a discount to, or premium over, par.
Form of Notes	The Notes will be issued in either bearer or registered form as described in "*Form of the Notes*". Registered Notes will not be exchangeable for Bearer Notes and *vice versa*.
Fixed Rate Notes:	Fixed interest will be payable on such date or dates as may be agreed between the Issuer and the relevant Dealer and on redemption and will be calculated on the basis of such Day Count Fraction as may be agreed between the Issuer and the relevant Dealer.
Floating Rate Notes:	Floating Rate Notes will bear interest at a rate determined on the basis of the reference rate set out in the applicable Pricing Supplement. Interest on Floating Rate Notes in respect of each Interest Period, as agreed prior to issue by the Issuer and the relevant Dealer, will be payable on such Interest Payment Dates, and will be calculated on the basis of such Day Count Fraction, as may be agreed between the Issuer and the relevant Dealer.

	The margin (if any) relating to such floating rate will be agreed between the Issuer and the relevant Dealer for each Series of Floating Rate Notes. Floating Rate Notes may also have a maximum interest rate, a minimum interest rate or both.
Zero Coupon Notes:	Zero Coupon Notes will be offered and sold at a discount to their nominal amount and will not bear interest.
Benchmark Discontinuation:	On the occurrence of a Benchmark Event for a Series of Floating Rate Notes other than any Series of Floating Rate Notes for which the Reference Rate is SOFR and for which Condition 6.4(II) is indicated in the applicable Pricing Supplement as being applicable, the Issuer may (subject to certain conditions and following consultation with an Independent Adviser) determine a Successor Rate, failing which an Alternative Rate and, in either case, the applicable Adjustment Spread and any Benchmark Amendments in accordance with Condition 6.4(I). On the occurrence of a Benchmark Event for a Series of Floating Rate Notes for which the Reference Rate is SOFR and for which Condition 6.4(II) is indicated in the applicable Pricing Supplement as being applicable, the Benchmark Replacement shall replace the then-current Benchmark and, in either case, the applicable Benchmark Replacement Adjustment and any Benchmark Replacement Conforming Changes shall be determined in accordance with Condition 6.4(II).
Redemption:	The applicable Pricing Supplement will indicate either that the relevant Notes cannot be redeemed prior to their stated maturity (other than for taxation reasons or following an Event of Default) or that such Notes will be redeemable at the option of the Issuer and/or the Noteholders upon giving notice to the Noteholders or the Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such other terms as may be agreed between the Issuer and the relevant Dealer. In addition, the applicable Pricing Supplement may provide that the Notes may be redeemable at the option of the Noteholders upon the occurrence of a Change of Control, as set out in Condition 8.6 of the "*Terms and Conditions of the Notes*." Notes having a maturity of less than one year may be subject to restrictions on their denomination and distribution, see "*Certain Restrictions - Notes having a maturity of less than one year*" above.
Denomination of Notes:	The Notes will be issued in such denominations as may be agreed between the Issuer and the relevant Dealer save that the minimum denomination of each Note will be such amount as may be allowed or required from time to time by the relevant

	central bank (or equivalent body) or any laws or regulations applicable to the relevant Specified Currency, see "*Certain Restrictions - Notes having a maturity of less than one year*" above, and save that the minimum denomination of each Note will be €100,000 (or, if the Notes are denominated in a currency other than euro, the equivalent amount in such currency).
Taxation:	All payments of principal and interest in respect of the Notes will be made without withholding or deduction for or on account of any present or future taxes, duties, levies, assessments or governmental charges of whatever nature ("**Taxes**") imposed, assessed or levied by or on behalf of any Relevant Jurisdiction unless such withholding or deduction of the Taxes is required by law. In such event that any such deduction is made, the Issuer will, save in certain limited circumstances provided in Condition 9, be required to pay additional amounts to cover the amounts so deducted. All payments in respect of the Notes will be made subject to any withholding or deduction required pursuant to FATCA or any law implementing an intergovernmental approach to FATCA and, in accordance with Condition 9, no additional amount will be payable by the Issuer in respect of any such withholding or deduction.
Negative Pledge:	The terms of the Notes will contain a negative pledge provision as further described in Condition 4.
Certain Covenants:	The Issuer will agree to certain covenants, including covenants limiting transactions with affiliates, as further described in Condition 5.
Events of Default:	The Notes will be subject to certain events of default, including (among others) non-payment, breach of obligations, cross-acceleration and certain bankruptcy and insolvency events. See Condition 11.
Status of the Notes:	The Notes will be senior, direct, unconditional and (subject to the provisions of Condition 4) unsecured obligations of the Issuer and (subject as provided above) rank and will rank *pari passu*, without any preference among themselves, with all other outstanding unsecured and unsubordinated obligations of the Issuer, present and future, but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.
Rating:	The Programme has been rated BB- and Ba3 by Fitch and Moody's, respectively. Series of Notes issued under the Programme may be rated or unrated. Where a Series of Notes is rated, such rating will be disclosed in the applicable Pricing Supplement and will not necessarily be the same as the ratings assigned to the Programme. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Listing:	Application has been made to Euronext Dublin for Notes issued under the Programme to be admitted to the Official List and to trading on the Global Exchange Market for a period of 12 months from the date of this Base Offering Circular. The Global Exchange Market is not a regulated market for the purposes of MiFID II. Notes may be listed or admitted to trading, as the case may be, on other or further stock exchanges or markets (other than in respect of an admission to trading on any market in the EEA which has been designated as a regulated market for the purposes of the Prospectus Regulation) agreed between the Issuer and the relevant Dealer in relation to a Series of Notes. Notes which are neither listed nor admitted to trading on any market may also be issued. The applicable Pricing Supplement will state whether or not the relevant Notes are to be listed and/or admitted to trading and, if so, on which stock exchanges and/or markets.
Governing Law:	The Notes, the Agency Agreement, the Deed of Covenant and the Deed Poll and any non-contractual obligations arising out of or in connection with the Notes or the Agency Agreement are or will be governed by, and shall be construed in accordance with, English law.
Selling Restrictions:	There are restrictions on the offer, sale and transfer of the Notes in Türkiye, the United States, the EEA (including Belgium), the United Kingdom, Japan, Hong Kong and Singapore and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Notes, see "*Subscription and Sale and Transfer and Selling Restrictions*".
United States Selling Restrictions:	Regulation S, Category 2. Rule 144A and TEFRA C or D/TEFRA not applicable, as specified in the applicable Pricing Supplement.

RISK FACTORS

In purchasing Notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the Issuer becoming unable to make all payments due. It is not possible to identify all such factors or to determine which factors are most likely to occur as the Issuer may not be aware of all relevant factors and certain factors which it currently deems not to be material may become material as a result of the occurrence of events outside the Issuer's control. The Issuer has identified in this Base Offering Circular a number of factors which could materially adversely affect its business and ability to make payments due.

In addition, factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme are also described below.

Prospective investors should also read the detailed information set out elsewhere in (or incorporated by reference into) this Base Offering Circular and reach their own views prior to making any investment decision relating to the Notes.

FACTORS THAT MAY AFFECT THE ISSUER'S ABILITY TO FULFIL ITS OBLIGATIONS UNDER NOTES ISSUED UNDER THE PROGRAMME

As a large national Turkish bank, the Bank's business is significantly impacted by the condition of the Turkish economy, which itself is significantly influenced by Turkish political circumstances and global economic conditions (particularly in those countries with whom Türkiye has a material trading relationship). The category of risk factors entitled "*—Risks Related to Türkiye*" below describes the material risks relating to Türkiye that the Bank's management has identified as potentially having a material impact on the Bank, including those impacting materially on its Group's business, financial condition, results of operations and prospects and thus on its ability to make payments due in respect of the Notes. In addition to the macroeconomic conditions relating to Türkiye, the Group's business, financial condition, results of operations and prospects, and thus its ability to make payments due in respect of the Notes, are also subject to significant risks specific to the Group, including the ones discussed in the category of risk factors entitled "*—Risks Related to the Group*" below. Prospective investors in the Notes should also consider risks relating to the structure of, and market for, the Notes, the material ones of which that have been identified by the Bank's management are described in the category of risk factors entitled "*—Risks Relating to the Notes*" below.

The exposure of the Group's business to a market downturn in Türkiye or the other markets in which it operates, or any other risks, may exacerbate or trigger other risks that the Group faces. For example, if the Group incurs substantial losses due to an economic downturn in Türkiye, then its need for liquidity and/or capital may rise sharply while its access to such liquidity and/or capital may be impaired. In addition, in conjunction with an economic downturn, the Group's counterparties may experience substantial financial difficulties of their own, thereby weakening their financial condition and increasing the credit risk of the Group's exposure to such counterparties. As such, the risks identified in this Base Offering Circular should be understood in the context that more than one may apply concurrently and compound any adverse effects on the Group's business, financial condition, results of operations and prospects.

Risks Related to Türkiye

Most of the Group's operations are conducted, and substantially all of its customers are located, in Türkiye. In addition, much of the business of the Group's non-Turkish subsidiaries is related to Türkiye. Accordingly, the Group's ability to recover on loans, and its business, financial condition, results of operations and prospects, are substantially dependent upon the political and economic conditions prevailing in Türkiye, including factors such as economic growth rates, currency fluctuations, the Central Bank's regulatory policy, inflation and fluctuations in interest rates in Türkiye.

Political Developments – Political developments in Türkiye may negatively affect the Group's business, financial condition, results of operations and prospects.

Negative changes in the government and/or political environment, including the inability of the Turkish government to devise or implement appropriate economic programmes, may adversely affect the stability of the Turkish economy and, in turn, the Group's business, financial condition, results of operations and prospects. Unstable coalition governments have been common, and Türkiye has had numerous, short-lived governments, with political disagreements frequently resulting in early elections, which has resulted in political and economic uncertainty. Furthermore, although its role has diminished in recent years, the Turkish military establishment has historically played a significant role in Turkish government and politics, intervening in the political process in 1960, 1971, 1980 and most recently in July 2016.

Türkiye's politics have remained volatile since the Turkish government was subject to attempted coup in 2016, with a number of national and local elections, a change in the form of government (from a parliamentary to a presidential system) and a number of changes in government institutions. On 16 April 2017, a referendum approved the replacement of the existing parliamentary system of government with an executive presidency and a presidential system. The presidential system was implemented on 9 July 2018. In addition, parliamentary and presidential elections were held on 24 June 2018 with President Erdoğan receiving approximately 53% of the votes and the AKP, the President's party, and the Nationalist Movement Party (*Milliyetçi Hareket Partisi*) (*MHP*) forming the "People's Alliance" bloc with the AKP.

Municipal elections were held on 31 March 2019 and the AKP lost control of several major cities, including İstanbul and Türkiye's capital city Ankara, to the opposition parties; however, the AKP claimed election fraud in, and requested to repeat the elections in, İstanbul and, on 6 May 2019, the Supreme Election Board (the highest authority in Türkiye regulating elections) ordered a revote for İstanbul mayor in an election to be held on 23 June 2019. Mr. Ekrem İmamoğlu, the CHP's candidate who had been declared the winner of the 31 March 2019 elections and had been installed as mayor until the revote decision of the Supreme Election Board, increased his majority to 54.21% and was reinstalled as mayor on 27 June 2019. General and presidential elections were held on 14 May 2023, with the AKP's coalition retaining a majority of the seats in Parliament; however, the presidential elections went to a second round as no candidate earned a majority of the vote. The second round was held on 28 May 2023, with President Erdoğan winning a third five-year term. The next Turkish general election is scheduled to take place in May 2028, although a snap election could be called earlier.

On 31 March 2024, local elections took place throughout Türkiye, the results of which indicated a shift in municipal leadership, with the main opposition party securing a majority of votes in numerous districts (including maintaining the mayoralty of İstanbul, İzmir, Ankara and Antalya). These election results may lead to shifts in regional economic policies, tax regulations or government priorities that could influence the Bank's industry and operations. The introduction of new policies or changes to existing ones may result in increased compliance costs, regulatory challenges, or alterations to the competitive landscape and could have a material adverse effect on the Bank's business, results of operations and/or financial condition.

On 19 March 2025, Mr. İmamoğlu, other political figures, businessmen and journalists were detained (and then arrested and jailed on 24 March 2025) under corruption and other charges and the İstanbul governor temporarily banned public demonstrations (though many have occurred), closed certain manners of transportation and restricted access to social media platforms. As a result, the Turkish stock exchange and Turkish Lira fell significantly, plummeting against the U.S. dollar by 2.72 per cent. in one day. On 16 July 2025, in a separate proceeding, a court convicted Ekrem İmamoğlu of "insulting and threatening" a public prosecutor and sentenced him to a total of one year and eight months in prison. Ekrem İmamoğlu announced his intention to appeal this verdict. If upheld, the conviction may result in his disqualification from holding public office pursuant to applicable Turkish electoral laws. Additionally, Istanbul University has revoked Ekrem İmamoğlu's academic diploma, which may further impact his eligibility to stand for presidential elections in the future. Following these events, protests broke out across government buildings and university campuses in various cities, including Istanbul and Ankara. In addition, the Istanbul Stock Exchange blue-chip 100 stock index lost over 16 per cent. in the aftermath of the arrests, with the Central Bank temporarily banning

short selling and easing share buyback limitations and equity ratio requirements. Additionally, on 27 October 2025, the Turkish courts issued a fresh arrest order for Mr İmamoğlu on suspicion of "political espionage". Furthermore, as of 23 April 2026, Turkish authorities have granted permission for seven separate investigations into Ankara Mayor Mansur Yavaş, with the latest probe relating to alleged misuse of municipal resources. On 21 May 2026, the 36th Civil Chamber of the Ankara Regional Court of Justice ordered the temporary removal of the CHP leader Özgür Özel and the party administration, declaring the CHP's 2023 leadership congress an absolute nullity. Pursuant to the ruling, former CHP leader Kemal Kılıçdaroğlu and his former executive team have been reinstated on a temporary basis. Together, these events have resulted in heightened political uncertainty in Türkiye, which may continue in the short-term as the Turkish capital markets recover and the government proceeds with mass trials to prosecute arrested protesters.

There have been numerous changes in Türkiye's economic leadership, including various changes in the leadership of the Turkish Treasury and Central Bank, resulting in a degree of policy uncertainty. On 13 October 2021, three members of the Central Bank's monetary policy committee were replaced, and the Central Bank further reduced its policy rate by a larger-than-expected 200 basis points (to 16.00%) on 21 October 2021. On 18 November 2021, the rate was reduced by a further 100 basis points to 15.00%. On 2 December 2021, during a period of depreciation of the Turkish Lira, the Minister of the Turkish Treasury resigned and was replaced. On 16 December 2021, the Central Bank reduced its policy rate by another 100 basis points to 14.00%, following which the Turkish Lira reached a then all-time low of TL 17.4731/US$1 on 20 December 2021 given the Central Bank's accommodative stance despite high inflationary conditions. In 2022, the Central Bank initially held the rate notwithstanding rapidly increasing inflation and then, contrary to the expectations of many market participants, reduced the rate to 13.00% on 18 August 2022 and again to 12.00% on 22 September 2022, both of which reductions resulted in the Turkish Lira declining to a new all-time low, and then further reduced the rate in various steps to 8.50% on 23 February 2023. As of 31 December 2022, the exchange rate had fallen further to TL 18.6985/US$1. After the presidential elections in May 2023, a new governor of the Central Bank and a new Minister of the Turkish Treasury were appointed, after which the first meeting of the Central Bank's Monetary Policy Committee increased the rate to 15.00% and then raised it again in multiple steps to 45.00% as of 25 January 2024. On 3 February 2024, Mr. Fatih Karahan, the former Vice-Chair of the Central Bank, was appointed as the new governor of the Central Bank after the previous governor resigned. Following his appointment, the Central Bank increased the rate to 50.00% on 21 March 2024, though reducing it in multiple steps to 42.50% as of 6 March 2025. On 17 April 2025, the Central Bank increased the policy rate to 46.00%, before subsequently lowering the rate in multiple steps to 37.0% as of 22 January 2026, and decided to keep the policy rate unchanged at 37.0% on 12 March 2026, 37.0 per cent. on 22 April 2026 and 37.0 per cent. on 11 June 2026. As of 2 July 2026, the exchange rate was TL 46.6337/US$1, compared to TL 29.4382/US$1 as of 29 December 2023, representing a 36.874% depreciation in the strength of the Turkish Lira against the U.S. dollar over such period.

The impact of these circumstances, including the dramatic decline in the value of the Turkish Lira, may have a material adverse effect on the Group and/or the Bank, including through borrower defaults, increased NPLs, reduced loan volumes and reduced earnings in the near-to medium-term, the revaluation of assets and liabilities (including increases in the Turkish Lira-equivalent value of the Group's obligations in U.S. dollars and other currencies), worsening credit and liquidity conditions, a decline in capital and rapid changes in the economic and legal environment. Uncertainty in relation to the independence of the Central Bank and/or the Turkish Treasury continues, and any failure of the Central Bank and/or the Turkish Treasury to implement effective policies may adversely affect the Turkish economy in general. See "*Risks Related to the Group—Fluctuations in foreign currency exchange rates, to the extent they are not adequately hedged against, may adversely affect the Group's financial position and cash flows*".

These events and/or other actual or perceived political circumstances and/or any negative changes in the political environment, including further conflicts between senior politicians in Türkiye or the failure of the Turkish government to devise or implement appropriate economic programmes, may individually or in the aggregate (a) result in the volatility of Turkish financial markets, have an adverse effect on investors' perception of Türkiye and its institutions, including with respect to their actual or perceived independence, and/or have an adverse effect on Türkiye's ability to support economic growth and manage domestic social

conditions, (b) result in (or contribute to) a deterioration of the relationship between Türkiye and the EU, certain members of the EU, the United States, Russia and/or other countries and/or (c) have an adverse impact on the Turkish economy (including the value of the Turkish Lira, international investors' willingness to invest in Türkiye and domestic demand) or Turkish institutions (including as a result of arrests, suspension or dismissal of a number of individuals working in the public sector), any of which in turn may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Foreign Relations – Tensions between Türkiye and the United States may adversely affect the Turkish economy.

There has been recent political tension between Türkiye and the United States, which has had a negative effect on the Turkish economy and may continue to do so in the future. Various events during recent years have impacted the relationship, including: (a) the conflicts against the self-proclaimed jihadist Islamic State ("**ISIS**") and in Syria, (b) relationships with Iran (including the purchase of oil from Iran), particularly in light of the ongoing US-Israel war on Iran, (c) the October 2019 US federal indictment of the Bank asserting violations of US sanctions on Iran (see "*Risks Related to the Group—The Group, or those associated with the Group, may be subject to a number of legal and regulatory actions, the outcomes of which are inherently difficult to predict and may result in substantial financial penalties for the Group*"), (d) Türkiye's December 2017 entry into a contract with Russia for the purchase of S-400 missile defence systems as described further below, (e) Türkiye's position with respect to Russia in light of the conflict between Russia and Ukraine (particularly in light of US, UK and EU sanctions against Russia) and (f) enacted or proposed tariffs by the US government. Such events have resulted in a number of actions by the US from time to time, including the temporary imposition of sanctions in 2018, the temporary suspension of visa services to Turkish nationals (which suspension has ended) and delays in Türkiye's ability to obtain military hardware from the US. Any such events or future events may materially alter the relationship between Türkiye and the United States.

The current US administration has threatened, imposed and, in some cases, reduced tariffs on certain countries with significant trade surpluses with the US. These measures have escalated global trade tensions, leading to retaliatory actions from affected countries and contributing to increased volatility in global financial markets. A number of these tariffs have since been found unconstitutional by the US Supreme Court, although the Trump administration has continued to implement additional tariffs under different regimes, such as the universal 10 per cent. tariffs announced in February 2026, which are intended to remain in effect for 150 days. The introduction of higher tariffs or other economic measures by the current US administration and escalation of trade wars in some major global economies may lead to disruptions in international trade, increased inflationary pressures, slowdowns in economic growth, volatility in global financial markets and reduced investor confidence. The extent and duration of the enacted and proposed tariffs, and corresponding trade barriers, are uncertain and the impact on the Group's business and operations depends upon various factors, including negotiations between the US and other countries, exemptions or exclusions that may be granted and whether tariffs are announced by additional countries. Such tariffs and related restrictions may disrupt trade patterns and negatively affect the economies of certain countries (such as Türkiye) that are highly reliant upon exports and even the proposals for such have already had material impacts on global markets. Any escalation in tensions between the US and Türkiye could adversely affect the Turkish economy, which in turn may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In December 2017, Türkiye entered into a contract with Russia for the purchase of S-400 missile defence systems and, as a result, Türkiye was excluded from NATO's F-35 stealth fighter jet programme on 17 July 2019. On 14 December 2020, the US administration announced sanctions on Türkiye's Presidency of Defence Industries (the "**SSB**") and its president and other senior officers pursuant to Section 231, widely known as CAATSA (the Countering America's Adversaries Through Sanctions Act), for Türkiye's continued possession of the Russian S-400 missile defence system. The imposed sanctions include: (a) a ban on all US export licenses and authorisations to the SSB and (b) an asset freeze and visa restrictions on the SSB's president and other SSB officers. While such sanctions were less impactful than others that were available to be imposed and did not have a material impact on Turkish markets, it is uncertain if the US will impose additional sanctions or other measures against Türkiye and, if imposed, how such may impact the Turkish economy and/or the relationship between Türkiye and any other NATO member. A further deterioration of the relationship between Türkiye and

the United States and/or NATO and/or the imposition of sanctions by the United States on Türkiye pursuant to CAATSA may have a negative impact on the Turkish economy and a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In September 2025, President Erdoğan met with the U.S. President Trump at the White House. The leaders discussed potentially lifting of CAATSA sanctions and Türkiye's possible reinstatement into the F-35 fighter jet program. Discussions also addressed Türkiye's energy trade with Russia, including the potential reduction of oil imports. While these developments may signal a temporary improvement in bilateral relations, their longer-term implications remain uncertain and could have a material impact on Türkiye's external position and, indirectly, on the Group's business and financial condition.

Turkish Economy – The Turkish economy is subject to significant domestic macroeconomic risks.

Since the early 1980s, the Turkish economy has undergone a transformation from a highly protected and regulated system to a more open market system. Although the Turkish economy has generally responded positively to this transformation, it has experienced severe macroeconomic imbalances, including significant current account deficits and high levels of unemployment. While the Turkish economy has been significantly stabilised due, in part, to support from the International Monetary Fund obtained in the past, Türkiye may experience a further significant economic crisis in the future, which may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In recent years, Türkiye's gross domestic product ("**GDP**") growth rates have been volatile. During 2022, GDP growth was 5.5%, due primarily to strong consumption and the contribution of the services and finance sectors. Despite the earthquake in southern Türkiye and rising uncertainties stemming from both the 2023 Turkish general elections and a slowdown in global economic activity, Turkish GDP expanded by 5.1% in 2023. Domestic economic activity remained robust in 2023, supported by strong private consumption. In 2024, economic activity showed a weaker trend due to tight financial conditions; however, net exports, which had negatively impacted growth in 2023, shifted to a positive trajectory in 2024 due to a reduction in imports, supporting GDP growth of 3.2%. It should be noted that these GDP results are in inflation-adjusted Turkish Lira terms and, as the exchange rate of the Turkish Lira against the U.S. dollar varies (in some years, significantly), these reported changes in GDP would have been different (in some years, significantly) were they determined in U.S. dollar terms. As of year-end 2025, Türkiye's economy recorded solid momentum, with GDP expanding by 3.6%, from 3.2% in 2024.

There can be no assurance that the Turkish Treasury's economic or fiscal targets will be reached, that the Turkish government will implement its current and proposed economic and fiscal policies successfully or that the economic growth achieved in recent years will continue considering external and internal circumstances, including the Central Bank's efforts to curtail inflation and simplify monetary policy, the current account deficit and macroeconomic factors, uncertainty related with the conflicts in the Gaza Strip and Syria (see *"Risks Related to Türkiye— Terrorism and Conflicts – Türkiye and its economy are subject to external and internal unrest and the threat of terrorism*") and uncertainty related to political developments in Türkiye. Any of these developments may cause Türkiye's economy to experience macroeconomic imbalances, which may impair the Group's business strategies and/or have a material adverse effect on the Group's business, financial condition, results of operations and prospects. For more details on recent developments in Türkiye's economy, see "*Risks Related to Türkiye—The Turkish economy is subject to significant global macroeconomic risks*" and the discussion of certain of the Central Bank's policies in "*—Türkiye's high current account deficit may result in governmental efforts to decrease economic activity*".

The Group's banking and other businesses are significantly dependent upon its customers' ability to make payments on their loans and meet their other obligations to the Group. If the Turkish economy suffers because of, among other factors, a reduction in the level of economic activity, further depreciation of the Turkish Lira, inflation or an increase in domestic interest rates, then this may increase the number of the Group's customers who may not be able to repay loans when due or meet their other obligations to the Group or who may otherwise seek to restructure their loans, which would increase the Group's past due loan portfolio, require the Group to reserve additional provisions and reduce its net profit/loss and capital levels. See "*Risks Related to*

the Group—The Group is a highly regulated entity and changes to applicable laws or regulations, the interpretation or enforcement of such laws or regulations or the failure to comply with such laws or regulations could have an adverse impact on the Group's business, financial condition, results of operations and prospects.". In addition, a slowdown or downturn in the Turkish economy would likely result in a decline in the demand for the Group's services and products. The occurrence of any or all of the above may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

There can be no assurance that Türkiye will be able to remain economically stable during any periods of renewed global economic weakness. Future negative developments in the Turkish economy may impair the Bank's business strategies and have a materially adverse effect on the Group's business, financial condition, results of operations and prospects.

Turkish Economy – The Turkish economy is subject to significant global macroeconomic risks.

As an open, emerging market economy which has recently had large current account deficits and external financing requirements, the Turkish economy is substantially affected by global financial market conditions. Any monetary policy tightening of the US Federal Reserve, the Bank of Japan and/or the ECB, or any other increase in market interest rates, particularly if it is more accelerated than expected, may have an adverse impact on Türkiye, including on Türkiye's external financing needs, and may reduce the availability of and/or increase the cost of funding to the Turkish banking sector.

Any deterioration in the condition of the global, European or Turkish economies, or continued uncertainty around the potential for such deterioration, may have a material adverse effect on the Group's business and customers in a number of ways, including, among others, the income, wealth, employment, liquidity, business, prospects and/or financial condition of the Group's customers, which, in turn, may reduce the Group's asset quality and/or demand for the Group's products and services and negatively impact the Group's growth plans. The Group may also continue to be adversely affected by conditions in the global and Turkish financial markets as long as they remain volatile and subject to disruption and uncertainty. A relapse in the global economy or continued uncertainty around the potential for such a relapse may have an adverse effect on the Turkish economy, which in turn may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Turkish Economy – Certain sectors of the Turkish economy might have been or become overdeveloped, which might result in a negative impact on the Turkish economy.

Certain sectors of the Turkish economy, including in particular the construction of luxury residences, shopping centres, office buildings, hotels and other real estate related projects and various energy-related projects (including renewables and non-renewables), have experienced (or are expected to have) significant growth and might have been (or might become) overdeveloped. For example, significant growth in the number of hotels is projected to occur over the coming years in anticipation of a continuing growth in international tourism, which might or might not in fact occur in light of geopolitical, economic or other factors. Any such overdevelopment might lead to a rapid decline in prices of these and other properties, or to the failure of some of these projects. Even if these events do not occur, the pace of development of such projects might decline in coming years as developers and project sponsors seek to reduce their risk, which might negatively affect the growth of the Turkish economy. Should any of these events occur, then this could have a material adverse effect on the Group's business, financial condition and/or results of operations.

Turkish Economy – Relationship with the European Union – Uncertainties relating to Türkiye's relationship with the European Union may adversely affect the Turkish financial markets and result in greater volatility.

Türkiye has had a long-term relationship with the EU, including as a candidate country for EU membership since the Helsinki European Council of December 1999. The EU resolved on 17 December 2004 to commence accession negotiations with Türkiye and affirmed that Türkiye's candidacy to join the EU was to be judged by

the same 28 criteria applied to other candidates. These criteria require a range of political, legislative and economic reforms to be implemented.

Although Türkiye has implemented various of these reforms and has continued harmonisation efforts with the EU, the relationship between the EU and Türkiye has at times been strained. On 15 July 2019, the EU adopted certain measures against Türkiye over Türkiye's drilling for gas in waters off Cyprus, including reducing certain funding (including loans via the European Investment Bank) and the suspension of high-level communications and of the negotiations for a comprehensive air transport agreement. On 11 November 2019, the EU adopted a framework for imposing sanctions on individuals or entities responsible for, or involved in, these drilling activities and, in February 2020, instituted sanctions against two executives of the Turkish drilling company. Tensions have also risen between Greece and Türkiye relating to disputed claims over Mediterranean waters, particularly in areas around Cyprus in which significant hydrocarbon reserves have been discovered. In October 2020, both France and Greece asked the EU to consider suspending the bloc's customs union agreement with Türkiye and, on 26 November 2020, the European Parliament passed a non-binding resolution calling for sanctions on Türkiye. While such sanctions have not been implemented, on 30 October 2024, the European Commission published the "Türkiye 2024 Report," which identified continuing points of friction between Türkiye and the EU, particularly in regards to Cyprus.

In 2016, Türkiye signed a Statement of Cooperation with the EU regarding the flow of refugees through Türkiye to the EU. This agreement has from time-to-time sparked controversy, with each side stating that undertaking have not been fully respected. In November 2023 the EU renewed its restrictive measures through November 2024.

These events, as well as similar circumstances in the future, may impact Türkiye's relationship with the EU, including a potential suspension or termination of its EU accession process, disruption to the agreement concluded to control the irregular flow of refugees from Türkiye to the EU and/or a disruption of trade. See *"Risks Related to Türkiye— Terrorism and Conflicts – Türkiye and its economy are subject to external and internal unrest and the threat of terrorism*". As the EU remains Türkiye's largest export market, a decline in demand for imports from the EU may adversely impact Turkish exports and Türkiye's economic growth. See *"Risks Related to Türkiye—Türkiye's high current account deficit may result in governmental efforts to decrease economic activity*". Any effect of such events may adversely affect the economic stability in Türkiye and the Group's business, financial condition, results of operations and prospects.

Any withdrawal by a member state from the EU and/or European Monetary Union, any uncertainty as to whether such a withdrawal or change may occur and/or any significant changes to the structure of the EU and/or the European Monetary Union may also have an adverse effect on the Turkish economy, which may in turn have a material adverse effect on the Group's business, financial condition, results of operations and prospects. For example, recent political instability in Europe, including the dissolution of governments in Germany and France in 2024, has had an adverse effect on the financial markets and Euro-denominated assets. Further volatility in European economies and/or the euro and/or the potential deterioration of European institutions could limit the Group's ability to access the capital and financial markets and to refinance its debt in order to meet its funding requirements.

Terrorism and Conflicts – Türkiye and its economy are subject to external and internal unrest and the threat of terrorism.

Türkiye is located in a region that has been subject to ongoing political and security concerns, especially in recent years. Political uncertainty within Türkiye and in certain neighbouring countries, such as Armenia, Georgia, Iran, Iraq and Syria, has historically been one of the potential risks associated with an investment in Turkish securities. Regional instability has also resulted in an influx of displaced persons in Türkiye, which has created certain conflicts and humanitarian challenges. In recent years, political instability has of times increased markedly in a number of countries in the Middle East, North Africa and Eastern Europe, such as Syria, the Gaza Strip, Yemen and Afghanistan. Conflicts in those countries and against ISIS may have political implications in Türkiye or otherwise have a negative impact on the Turkish economy, including through both financial markets and the real economy. For example, Houthi attacks against shipping in the Red Sea in 2024

and 2025 have, in addition to increased political instability, resulted in delays and additional costs for shipping, which may lead to increases in import prices for Türkiye and thus could contribute to inflation and/or the current account deficit.

Such impacts may occur (*inter alia*) through a lower flow of foreign direct investment into Türkiye, capital outflows and/or increased volatility in the Turkish financial markets. In addition, certain sectors of the Turkish economy (such as construction, iron and steel) have operations in (or are otherwise active in) the Middle East, North Africa and Eastern Europe and may experience material negative effects. Any of such circumstances may adversely affect the Group's business, financial condition, results of operations and prospects.

Conflict in the Middle East

On 28 February 2026, the United States and Israel launched joint military strikes against Iran under Operation Epic Fury, killing Supreme Leader Ali Khamenei and targeting Iranian military and political infrastructure. Iran subsequently launched retaliatory missile and drone strikes across nine regional countries and hostilities resumed between Israel and Hezbollah in Lebanon. The ongoing conflict has had a material impact on activity in the region, with flight cancellations and air space closures curtailing travel within the region. In addition, the ongoing conflict has resulted in disruption to global oil and gas markets. On 16 April 2026, Israel and Hezbollah agreed to a temporary ceasefire. On 17 June 2026, the United States and Iran signed a memorandum of understanding, providing a framework agreement for the cessation of hostilities between the United States and Iran, with a commitment by both parties to reach a final agreement within 60 days of the signing of the memorandum. It is unclear whether such memorandum of understanding will lead to a lasting cessation of hostilities, or whether a final agreement between the United States and Iran will be reached within the stipulated timeline, or at all. As of the date of this Base Offering Circular, the situation remains rapidly evolving. If this conflict in the Middle East continues it could negatively impact global energy markets, trade, supply chains and increase financial market volatility. The materialisation of any of these risks, individually or in combination, could have a material adverse effect on the Group's business, results of operations, financial condition, and prospects.

Israel and Palestine

In October 2023, Hamas carried out attacks in Israel, initiating a broader conflict between Israel and Hamas in and around the Gaza Strip. This conflict has significantly impacted civilian areas of the Gaza Strip, leading to a refugee and humanitarian crisis in the region. On 13 April 2024, in retaliation for an Israeli military strike on Iran's consulate in Damascus, Iran launched hundreds of projectiles at Israel, representing the first such direct attack from Iran on Israel. Military activity then expanded to other regions in and around Israel, including Lebanon and Syria. While a fragile cease-fire was implemented in January 2025, it has not held and violence contains in the region. The impact of this conflict, including whether other actors (such as the United States, Iran, Egypt and/or other nations) may participate directly, is uncertain; however, this instability has impacted investors' confidence in the Middle East, which may negatively impact Türkiye and/or Turkish issuers.

After months of fighting in the Gaza Strip, Türkiye first imposed restrictions on the export of certain goods to Israel on 9 April 2024 which was Türkiye's 13th largest export market as of 31 December 2023. Türkiye then halted all its trade with Israel on 2 May 2024 citing the continued Israeli operations and the "humanitarian tragedy" in the Gaza Strip. In a written statement, the Turkish Ministry of Trade stated that the measures will stay in place until the "uninterrupted and adequate" flow of humanitarian aid to the Gaza Strip is resumed. Following the declaration by the International Atomic Energy Agency ("**IAEA**") on 12 June 2025 that Iran was in breach of its nuclear non-proliferation obligations, Israel launched a series of attacks on Iran's nuclear and military facilities. The United States also launched a targeted attack against three Iranian nuclear sites on 22 June 2025.

Russia and the war in Ukraine

Russia invaded Ukraine on 24 February 2022, triggering significant geopolitical tension. As a result thereof, the United States, the UK, the EU and other jurisdictions have imposed significant and broad economic and

other sanctions upon Russia, parts of Russian-controlled Ukraine and various designated entities and individuals that have contributed military and other supplies to Ukraine, which included restrictions on the import of Russian oil and transactions with the Russian central bank and a number of Russian banks. Certain countries have frozen the assets of the Russian central bank and the United States barred US agents and other financial intermediaries from making payments on Russian debt payments, making it harder for Russia to repay its international debts (in June 2022, Russia defaulted on part of its foreign currency-denominated debt). Some Russian banks have been removed from the international financial messaging system SWIFT and several international companies have disposed of, liquidated, suspended or otherwise limited their businesses in Russia. This has already had, and likely will continue to have, a material impact on: (a) global economic and market conditions, including increasing inflation (particularly for food, energy and shipping costs), contributing to volatility in interest and exchange rates and exacerbating already difficult global supply chain challenges (including through limitations on imports to and exports from Russia), and (b) geopolitical relationships and militarisation. It is also possible that this war could lead to further military conflicts, particularly involving Eastern Europe, and extension or escalations in the conflict could lead to additional sanctions being imposed on Russia, thereby leading to more economic disruption. While, as of the date of this Base Offering Circular, the Turkish government has indicated that it seeks to maintain functioning relationships with all parties, there can be no certainty as to how events may develop and their impact on Türkiye, including due to Türkiye's complex relationship with Russia and Türkiye's membership in NATO.

In 2024, Türkiye received 6.7 million and 0.9 million tourists from Russia and Ukraine, respectively, representing 14.5% of all international tourists during the year. The total exports to these two countries were US$12.1 billion in 2024 whereas imports were US$46.7 billion, representing 4.6% and 13.6% of Türkiye's exports and imports, respectively, during the year. Any negative impacts on these results relating to the war in Ukraine may have a significant adverse effect on the Turkish economy, including the balance of payments and inflation. In addition, as Türkiye is a net energy importer, higher global oil and natural gas prices may result in higher energy costs for consumers and companies. These increases in the current account deficit, particularly when combined with monetary tightening in developed economies, may contribute to the depreciation pressure on the Turkish Lira, which may result in even higher inflation in Türkiye.

Syria

The ongoing conflict in Syria has been the subject of significant international attention and is inherently volatile and its impact and resolution are difficult to predict. Given Türkiye's proximity to the conflict zone, Türkiye continues to deploy troops near the Syrian border, and conducted several military operations in Syria in 2019 and 2020. Although the Government maintained that the 2019 offensive was undertaken in full compliance with international law, EU countries signed an agreement to limit arms exports to Türkiye on 14 October 2019. On the same day, the US announced sanctions on Türkiye's Ministry of National Defence, the Ministry of Energy and Natural Resources and three senior government officials (Minister of National Defence Hulusi Akar, Minister of Energy and Natural Resources Fatih Dönmez and Interior Minister Süleyman Soylu). On 15 January 2025, then President Biden issued Executive Order 14142, "Taking Additional Steps With Respect to the Situation in Syria", which allowed US authorities to sanction persons who contributed to the Syrian conflict and those who provided material assistance to, or are owned, controlled, or acted on behalf of, such persons. Following President Trump's announcement to ease sanctions and restrictions on Syria, the US Department of the Treasury's Office of Foreign Assets Control ("**OFAC**") issued General License No. 25 on 23 May 2025 to authorise certain transactions involving Syria. On the same date, the US Financial Crimes Enforcement Network provided exemptive relief to permit US financial institutions to maintain correspondent accounts for the Commercial Bank of Syria under certain conditions.

On 8 December 2024, Bashar al-Assad's regime in Syria collapsed after a ten-day offensive by rebel forces, which started with the capture of Aleppo on 30 November 2024 resulting in Bashar al-Assad fleeing to Moscow. The offensive was spearheaded by the Islamist group Hayat Tahrir al-Sham and the Turkish-supported Syrian National Army. After the fall of Bashar al-Assad's regime, Hayat Tahrir al-Sham leader Ahmed al-Sharaa appointed Mohammed al-Bashir as the Prime Minister of the caretaker government. Syria continues to experience volatility and instability, including as a result of continued armed conflicts among ethnic groups and armed factions, as well as with Israel Defence Forces in the Golan Heights.

During the conflict, millions of Syrian refugees fled to Türkiye and more may cross the Turkish-Syrian border if the unrest in Syria continues. Any failure related to the joint international efforts and/or any continuation or escalation of political instability or international military intervention in Syria may act as a destabilizing factor for Türkiye. The high number of refugees within Türkiye's borders and reports of foreign intelligence agents infiltrating both refugee camps and local communities remain threats.

It is difficult to predict the impact of the continuing tensions on the geopolitical stability in the broader region, including Türkiye, and any potential resulting adverse effect on the Turkish economy. As a result of any further events in northern Syria (including armed operations directly involving Türkiye), tensions with international stakeholders could further increase, and Türkiye may face increased economic and/or security risks, if terrorists seek to retaliate for increased military actions, or if the United States or European countries take restrictive or punitive actions against Türkiye, Turkish economy or Turkish institutions.

Domestic unrest

Türkiye has from time to time been the subject of terrorist attacks, including bombings in its tourist and commercial centres in İstanbul, Ankara and various coastal towns and (especially in the southeast of Türkiye) attacks against its armed forced. On 23 October 2024, five people were killed and 22 others were injured by a terrorist attack in Ankara. Türkiye has also experienced problems with domestic terrorist and ethnic separatist groups as well as other political unrest within its territory. In particular, Türkiye has been in conflict for many years with the People's Congress of Kurdistan ("**PKK**"). The PKK declared a ceasefire with Türkiye on 1 March 2025 and announced on 12 May 2025 that it would permanently disarm and dissolve. While this announcement has been viewed positively, the long-term impact will depend on the effective implementation of this transition and continued political dialogue. Any future breach of, or disagreement around, such ceasefire or the PKK's decision to disarm and dissolve may lead to further tensions between the Turkish government and the PKK.

Terrorist attacks and the threat of future terrorism have had and could continue to have a material adverse effect on Türkiye's capital markets, the level of tourism, foreign investment and other elements of the Turkish economy and ultimately on the Bank's financial condition and results of operations.

High Current Account Deficit – Türkiye's high current account deficit may result in governmental efforts to decrease economic activity.

Türkiye's current account deficit has long created a significant risk for the Turkish economy, including increasing the country's need for external funding to support its balance-of-payment position. During 2022, and despite an increase in export and tourism revenues, Türkiye's current account deficit was US$45.8 billion due largely to the increase in energy prices (including resulting from the Russian invasion of Ukraine), high commodity prices, continuing imports of gold and robust demand as a result of increasing consumption. In 2023, Türkiye's current account deficit initially increased due to strong domestic demand and gold imports, before decreasing to US$39.9 billion for the full year as a result of the Central Bank's tightening in monetary policy. In 2024, the foreign trade deficit narrowed significantly to US$10.0 billion due to a decline in imports of intermediate goods (including energy) and a sharp decline in gold imports as well as increased service revenues, including from tourism. In 2025, the foreign trade deficit expanded by 11.9 per cent., totalling US$92.0 billion, attributed partially to an increase in imports caused by rising gold prices.

Various events, including a sustained rise in energy prices, a decline in Türkiye's foreign trade, geopolitical risks (see "*Risks Related to Türkiye— Terrorism and Conflicts–Türkiye and its economy are subject to external and internal unrest and the threat of terrorism*"), political risks (see "*—Political developments in Türkiye may negatively affect the Group's business, financial condition, results of operations and prospects* "), an increase in the price of oil and the increased demand resulting from rebuilding after the February 2023 earthquakes and changes to Türkiye's macroeconomic policy (such as with respect to domestic interest rates), may result in an increase in the current account deficit. See "*—International investors may view Türkiye negatively based upon adverse events in other emerging markets*." The current account deficit is a principal concern for Turkish policy makers as it increases Türkiye's vulnerability to changes in global macroeconomic conditions, and the

Turkish government may take policy actions to reduce the current account deficit, including policies that may have a material negative impact on domestic growth and consumption. Any negative impact on economic growth or the introduction of policies that curtail the economy's activity may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Although Türkiye's economic growth dynamics depend to some extent upon domestic demand, Türkiye is also dependent upon foreign trade, in particular with Europe. A significant decline in the economic growth of any of Türkiye's major trading partners, such as the EU, may have an adverse impact on Türkiye's balance of trade and adversely affect Türkiye's economic growth. Türkiye has diversified its export markets in recent years, but the EU remains Türkiye's largest export market. There has been recent political tension between Türkiye and certain members of the EU as described in "*Risks Related to Türkiye—Turkish Economy—Relationship with the European Union—Uncertainties relating to Türkiye's relationship with the European Union may adversely affect the Turkish financial markets and result in greater volatility*". A decline in demand for imports from the EU may have a material adverse effect on Turkish exports and Türkiye's economic growth and result in an increase in Türkiye's current account deficit. To a lesser extent, Türkiye also exports to markets in Russia and the Middle East, and the continuing political turmoil in certain of those markets may lead to a decline in demand for such imports, with a similar negative effect on Turkish economic growth and Türkiye's current account deficit. In addition, tourism remains particularly important for Türkiye, both due to direct economic impacts as well as the importance of foreign exchange inflows given Türkiye's current account deficit and low foreign currency reserves.

Türkiye is an energy import-dependent country and recorded US$47.2 billion of net energy imports in 2025, a decrease from US$49.1 billion of net energy imports in 2024, itself a decrease from US$52.7 billion of net energy imports in 2023. Although the government has been heavily promoting new domestic energy projects, and promising new fields have been identified in the Black Sea, these have not yet significantly decreased the need for imported energy and thus any geopolitical development concerning energy security may have a material impact on Türkiye's current account balance. Any geopolitical developments impacting energy security or resulting in higher global oil and natural gas prices could have a material impact on Türkiye's current account balance, such as any agreements among the members of the Organisation of the Petroleum Exporting Countries (OPEC) and/or other oil-exporting nations to cut output, Russia's invasion of Ukraine, the United States' withdrawal from the Joint Comprehensive Plan of Action and re-imposing previously suspended secondary sanctions on Iran or the current tensions in the Middle East as a result of the conflict in and around the Gaza Strip and the ongoing US-Israel war on Iran. Following the joint military strikes by the United States and Israel against Iran, Iran closed the Strait of Hormuz. In addition, Iran has targeted several oil and natural gas processing facilities in the region. As a result, global oil prices have risen significantly. On 17 April 2026, the Strait of Hormuz was re-opened in connection with ceasefire negotiations between the United States and Iran; however, the Iranian government subsequently reimposed a blockade of the Strait of Hormuz following a breakdown in those negotiations. If the conflict were to escalate further, it could negatively impact global energy markets and drive up global oil prices further. Volatile oil and natural gas prices, together with the Turkish Lira's depreciation against the U.S. dollar (in which most of Türkiye's energy imports are priced), may have a negative impact on Türkiye's current account deficit.

If the current account deficit widens, then financial stability in Türkiye may deteriorate. Financing the high current account deficit may be difficult in the event of a global liquidity crisis and/or declining interest or confidence of foreign investors in Türkiye, and a failure to reduce the current account deficit may have a negative impact on Türkiye's sovereign credit ratings. Any such difficulties may lead the Turkish government to seek to raise additional revenue to finance the current account deficit or to seek to stabilise the Turkish financial system, and any such measures may adversely affect the Group's business, financial condition, results of operations and prospects.

Foreign Exchange – Depreciation of the Turkish Lira could weaken price and financial stability in Türkiye.

If the value of the Turkish Lira changes relative to the U.S. dollar and other relevant trading currencies, then the cost of importing oil and other goods and services and the value of exports may both change in a corresponding fashion, resulting in potential increases or decreases in the current account deficit. As an

increase in the current account deficit may erode financial stability in Türkiye, the Central Bank closely monitors the US Federal Reserve's actions and takes (and has taken) certain actions to maintain price and financial stability.

Since February 2001, the Central Bank has applied a floating exchange rate policy. Exchange rates for the Turkish Lira have historically been, and continue to be, highly volatile and recent events have further contributed to significant fluctuations in the value of the Turkish Lira and various governmental policies to respond to currency volatility and the resulting economic conditions. In recent years, there have been a number of periods of sharp depreciation and some recovery in the value of the Turkish Lira (e.g., the Turkish Lira depreciated against the U.S. dollar by 28.7% in 2022, 36.5% in 2023, 16.6% in 2024 and 17.5 per cent. as of 31 December 2025, with significant volatility driven in part by regulatory changes and changes in Central Bank policy, including the maintenance by the Central Bank of a policy rate below the rate of inflation).

The Central Bank has from time to time used its interest rate policy, reserve requirements and other tools to try to lower inflationary pressures arising from exchange rate volatility, including large decreases in 2019 and early 2020 as inflation moderated and then, notwithstanding the disinflationary impact of COVID-19 pandemic-related shutdowns, significant increases starting in August 2020 to address a significant depreciation in the value of the Turkish Lira. Thereafter, the Central Bank reduced its policy rate by 100 basis points in September 2021 and then further reduced the policy rate in various steps to 14.00% on 16 December 2021, following which the Turkish Lira reached a then all-time low of TL 17.4731/US$1 on 20 December 2021. Subsequently, the Turkish government, among other things, introduced a foreign exchange-protected Turkish Lira deposit scheme in an effort to reduce the volatility in exchange rates and lower the inflation rate, resulting in some improvement in exchange rates. The scheme was announced in respect of retail depositors on 20 December 2021 and subsequently expanded to include corporate foreign currency accounts and gold deposit accounts in January 2022 and non-resident Turkish nationals in February 2022. On 15 February 2025, the Central Bank further amended the relevant legislation and excluded legal entities from the scope of persons that can have foreign exchange or gold protected accounts. On 24 January 2026, the Central Bank abolished the legislation regarding foreign exchange protected accounts. In 2022, the Central Bank initially held its policy rate notwithstanding rapidly increasing inflation and then reduced the rate to 13.00% on 18 August 2022 and then to 12.00% on 22 September 2022, both of which reductions resulted in the Turkish Lira declining to a new all-time low, following which the Central Bank further reduced its policy rate in various steps to 8.50% on 23 February 2023. Seeking normalisation after the presidential elections in May 2023, the Central Bank's new administration increased the rate to 15.00% and then raised it again in multiple steps to 50.00% on 21 March 2024, though reducing it in multiple steps to 42.50% as of 6 March 2025. On 17 April 2025 the Central Bank increased the policy rate to 46.00% before subsequently lowering the rate in multiple steps to 37.0% as of 22 January 2026, and decided to keep the policy rate unchanged at 37.0% on 12 March 2026, 37.0 per cent. on 22 April 2026 and 37.0 per cent. on 11 June 2026.

Any significant depreciation of the Turkish Lira against the U.S. dollar or other major currencies, or any actions taken by the Central Bank or other Turkish authorities to protect the value of the Turkish Lira (such as increased interest rates or other policy actions by the Central Bank), may adversely affect the financial condition of Türkiye as a whole, including its inflation rate and/or the ability of the Central Bank to implement its policy goals, and may have a material negative effect on the Group's business, financial condition, results of operations and prospects. There have been recent periods of decline in the Central Bank's net foreign exchange reserves (including being negative when swaps are excluded), which level of reserves could potentially impact the Central Bank's policies, such as imposing limits on foreign exchange liquidity in Türkiye.

Inflation Risk – Türkiye's economy has been subject to significant inflationary pressures in the past and may become subject to significant inflationary pressures in the future.

The Turkish economy has been subject to significant inflation in recent years, which may continue (including at elevated levels). In 2022, the CPI inflation rate was 64.3% and the domestic producer price inflation rate was 97.7%. In 2023, the effects of monetary tightening on financial conditions and domestic demand had some positive impacts on inflation expectations and price-setting behaviour in the second half of the year; however, for the year, CPI inflation was 64.8% and the domestic producer price inflation rate was 44.2%, both due to

the ongoing reverse base effect, significant increases in the prices of food, energy and imported products and increases in interest rates as well as VAT and other consumption taxes. In 2024, inflation maintained a relatively high level in the first half of the year, though began to decline in the second half of the year due to base effects, relatively stable energy prices and the Central Bank's tight policy stance. CPI for 2024 decreased to 44.4%, reaching its lowest level in 18 months, and the domestic producer price inflation rate for the year declined to 28.5%. It should be noted that these are official inflation rates whereas other analysts have published different rates, in some cases significantly higher than the official rates.

On 28 December 2025, the Central Bank released its 2026 Monetary Policy Report. In this report, the Central Bank maintained a medium-term inflation target of 5%, set jointly with the government, and confirmed that its primary objective is to achieve and maintain price stability while safeguarding financial stability as a supporting factor for price stability. The Central Bank highlighted that it does not have any target regarding the level of exchange rates and will not conduct foreign exchange purchase or sales to affect the course of exchange rates. In addition, the report noted that, as of 12 December 2025, the share of Turkish Lira deposits within total deposits rose to 61.0%.

On 12 February 2026, the Central Bank published an inflation report noting that the CPI for January 2026 was 30.7% and forecasting annualised CPI of 16% and 9% at the end of 2026 and 2027, respectively; however, many market participants have published higher forecasts. On 22 January 2026, the Central Bank decreased the policy rate from 38% to 37%. On 12 March 2026, the Central Bank decided to keep the policy rate unchanged at 37.0%. On 22 April 2026, the Central Bank again decided to keep the policy rate unchanged at 37.0%. On 11 June 2026, the Central Bank again decided to keep the policy rate unchanged at 37.0%. In the press release on interest rates published on the same day, the Central Bank stated that the underlying trend of inflation, which had increased in April partly due to energy price rises earlier in the year, had receded somewhat in May. It further noted that volatility and elevated energy prices continued amid uncertainties stemming from geopolitical developments, and that leading indicators pointed to a continued weakness in domestic demand. The Central Bank stated that a tight monetary policy stance maintained until price stability is achieved will reinforce the disinflation process through demand, exchange rate and expectations channels, and that monetary policy decisions will continue to be taken on a meeting-by-meeting basis in a cautious, inflation-focused approach.

In its second Inflation Report of 2026, published on 14 May 2026, the Central Bank revised its interim targets upward to 24%, 15% and 9% for end-2026, end-2027 and end-2028, respectively, and updated its year-end inflation forecasts to 26% for end-2026 and 15% for end-2027, with inflation projected to reach 9% by end-2028 before stabilizing at the medium-term target of 5%.

Significant global price increases in major commodities such as oil, cotton, corn and wheat would be likely to increase inflation pressures in Türkiye. Such inflation, particularly if combined with further depreciation of the Turkish Lira, may result in Türkiye inflation exceeding the Central Bank's inflation target, which may cause the Central Bank to modify its monetary policy. Inflation-related measures that may be taken by the Turkish government and the Central Bank may have an adverse effect on the Turkish economy. If the level of inflation in Türkiye were to continue to fluctuate or increase significantly, the Group's business, financial condition, results of operations and prospects may be adversely affected.

Government Default – The Group has a significant portion of its assets invested in Turkish government debt, making it highly dependent upon the continued credit quality of, and payment of its debts by, the Turkish government.

The Group has significant exposure to Turkish governmental and state-controlled entities. As of 31 March 2026, 96.59% of the Group's total securities portfolio (25.07 % of its total assets and equivalent to 505.38% of its shareholders' equity) was invested in securities issued by the Turkish government. In addition to the credit risks of its investments in securities, the value of the securities portfolio is subject to market risks, including the risk that possible declines in interest rates may reduce interest income on any new investments whereas possible increases in interest rates may result in a decline in the market value of the securities held by the Group, whether or not the Group is required to record such losses in its financial statements, either of which

could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In addition to any direct losses that the Group may incur, a default, or the perception of increased risk of default, by the Turkish Government in making payments on its treasury bills and other securities would have a significant negative impact on the Turkish economy and the Turkish banking system generally and thus would have a material adverse effect on the Group's business, financial condition, results of operations and prospects. See "*Risks related to Türkiye—Emerging Market Risks—International investors may view Türkiye negatively based upon adverse events in other emerging markets*". The Group also has exposure to the Turkish government through the Group's participation in financing state-sponsored infrastructure projects and the KGF guaranteed loan programme, which may be susceptible to increased credit risk in the event of an economic downturn in Türkiye or deterioration of the Turkish government's creditworthiness.

Türkiye's sovereign debt ratings were subject to various downgrades until May 2023. For example, on 11 February 2022, Fitch downgraded Türkiye's long-term foreign currency issuer default credit rating to "B+" (with a negative outlook), which was followed on 8 July 2022 by a further downgrade to "B" (with a negative outlook). On 12 August 2022, Moody's downgraded Türkiye's sovereign rating to "B3" (with a stable outlook). On 17 March 2023, Fitch affirmed Türkiye's long-term foreign currency issuer default rating at "B" (with a negative outlook). Following the changes in economic policy after the May 2023 general elections, the sovereign debt ratings were upgraded. For example, on 8 September 2023, Fitch revised the outlook on Türkiye's sovereign ratings from negative to stable, followed by a similar change by Moody's on 12 January 2024 from stable to positive. On 8 March 2024, Fitch upgraded Türkiye's long-term foreign currency issuer default credit rating to "B+" (with a positive outlook). On 19 July 2024, Moody's upgraded Türkiye's sovereign rating to "B1" (with a positive outlook). On 6 September 2024, Fitch upgraded Türkiye's long-term foreign currency issuer default credit rating to "BB-" (with a stable outlook). On 24 January 2025, Moody's maintained Türkiye's credit rating as "B1" (with a positive outlook) and on 26 July 2025 Moody's upgraded Türkiye's sovereign rating to "Ba3" (with a positive outlook). On 31 January 2025, 25 July 2025 and again on 10 April 2026, Fitch affirmed Türkiye's credit rating as "BB-" (with a stable outlook). The sovereign ratings may change, including being reduced, in the future. Note that references to Moody's and Fitch in this paragraph may refer to the applicable affiliate of Moody's and Fitch as defined herein.

A downgrade in Türkiye's credit rating would likely have a significant negative impact on the value of the government debt held by the Group and the Turkish banking system generally and may have a material adverse effect on the Group's business, financial condition, results of operations and prospects. Enforcing rights against governmental entities may be subject to structural, political or practical limitations.

Earthquakes – Türkiye is located in a high-risk earthquake zone.

A significant portion of Türkiye's population and most of its economic resources are located in a first-degree earthquake risk zone (the zone with the highest level of risk of damage from earthquakes). A number of the Group's properties and business operations in Türkiye are located in earthquake risk zones. On 6 February 2023, two earthquakes with a magnitude of 7.7 and 7.6 (respectively) on the Richter scale occurred in Kahramanmaraş, which caused catastrophic loss of life and destruction of numerous buildings. The Turkish Government declared a Level 4 state of emergency, which included a call for international assistance as well as the mobilization of all national forces. On 23 April 2025, an earthquake with a magnitude of 6.2 struck İstanbul's Silivri district and most recently, on 27 October 2025, an earthquake with magnitude of 6.0 struck Western Türkiye, centred in Sındırgı, Balikesir province.

The Group maintains mandatory earthquake insurance for its assets but does not have the wider business interruption insurance or insurance for loss of profits as such insurance is not generally available in Türkiye. The occurrence of a severe earthquake may adversely affect one or more of the Group's facilities, therefore causing an interruption in, and an adverse effect on, the Group's business. In addition, a severe earthquake may harm the Turkish economy in general (including the Group's customers), which may adversely affect the Group's business, financial condition, results of operations and prospects.

Environmental, Social and Governance Matters – The effects of climate change may impact the Group's business and/or the business of the Group's customers.

The risks associated with climate change are coming under increasing focus internationally from governments, regulators and large sections of society. These risks include physical risks, arising from climate and weather-related events of increasing severity and/or frequency, transition risks resulting from the process of adjustment towards a lower-carbon economy, and liability and compliance risks arising from experiencing litigation or reputational damage as a result of sustainability issues.

Physical climate risks may lead to damage of property or disruptions in supply chains which may negatively impact customers' asset values and financial situation, which could in turn negatively impact the quality of the Group's credit portfolio. The transition to a low-carbon economy, driven by policy, technological or market changes, and the necessity to mitigate physical risks, may itself have negative impact on the Group's customers. Notably, customers in high-emission sectors risk demands for rapid changes which may lead to stranded assets and pressure on business models and earnings potential.

How the Group and its customers assess and respond to these developments and challenges could increase the Group's cost of business and/or lead to reputational damage. For example, the Group has communicated, and may in the future communicate, certain climate-related or sustainability-related initiatives and goals to its stakeholders. These initiatives and goals could be difficult and expensive to quantify and implement. In addition, such initiatives and goals are subject to risks and uncertainties, many of which may not be foreseeable or may be beyond the Group's control. Unfavourable ratings or assessment of the Group's sustainability practices, including the Group's compliance with certain disclosure standards and frameworks, may lead to negative investor sentiment toward the Group. Any of the above factors could adversely affect the Group's business, financial condition, results of operations and prospects.

Emerging Market Risks – International investors may view Türkiye negatively based upon adverse events in other emerging markets.

Emerging markets such as Türkiye are subject to greater risk than are more-developed markets of being perceived negatively by investors based upon external events, and financial turmoil in any emerging market (or global markets generally) may disrupt the business environment in Türkiye. Moreover, financial turmoil in one or more emerging market(s) tends to adversely affect prices for securities in other emerging market countries as investors move their money to countries that are perceived to be more stable and economically developed. An increase in the perceived risks associated with investing in emerging economies may dampen capital flows to Türkiye and adversely affect the Turkish economy. As a result, investors' interest in the Notes (and thus their market price) may be subject to fluctuations that may not necessarily be related to economic conditions in Türkiye or the financial performance of the Group.

Investors' interest in Türkiye may be negatively affected by events in other emerging markets or the global economy in general, which may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Risks Related to the Group

The Group is subject to credit risk.

As a large and diverse financial organisation, the Group is subject to a broad range of general credit risks, including with respect to its retail, corporate and commercial customers and other third parties with obligations to the Group (including hedging, swap, letter of credit and other counterparties). These risks are higher during periods of higher loan growth and challenging macroeconomic conditions, both of which have impacted the Group during recent years. Any of the Group's credit counterparties may default in their obligations to the Group due to bankruptcy, concordat proceedings, lack of liquidity, economic downturns, foreign exchange volatility, operational failures or other reasons, as a result of which the Group may suffer material credit losses.

The Group has exposure to the Turkish government through the Group's participation in financing state-sponsored infrastructure projects and the Credit Guarantee Fund (*Kredi Garanti Fonu*) (the "**KGF**") guaranteed loan programme, which may be susceptible to increased credit risk in the event of weakness in Türkiye's macroeconomic condition or deterioration of the Turkish government's creditworthiness. If a material volume of loans, particularly large loans, becomes non-performing or Turkish economic conditions continue to be volatile, then this may have a material adverse effect on the asset quality of Turkish banks, including the Group.

In addition, the corporate sector may be particularly exposed to foreign exchange risk so far as corporate loans are denominated in foreign currencies. Borrowers under such corporate loans are susceptible to depreciation in the Turkish Lira if they do not have adequate foreign currency reserves or hedging, particularly if currency issues are compounded by particular macroeconomic factors that impact certain sectors or clients (such as the potential combined impact of Turkish Lira depreciation and changing commodity prices). As such, the Group's NPLs could materially increase in the near to medium term, in particular if there is a deterioration in macroeconomic conditions in Türkiye.

In addition to debtor-specific credit events, should any large debtor to the Turkish financial system (e.g., large corporate clients with material foreign exchange exposure) or material sector in the Turkish economy (e.g. energy or real estate) experience financial difficulties, as has happened in the recent past, then that may have a negative impact on the Group, including indirectly through having a negative impact on the Turkish banking sector.

The Group's credit portfolio has industry and customer concentration, which renders it susceptible to deterioration in the financial conditions of such industries and customers, as well as credit defaults arising from adverse changes in credit and recoverability.

The Group's core banking businesses have historically been, and are expected to continue to be, loans to retail, SME, artisan, commercial and corporate customers. As of 31 March 2026, such loans constituted 49.01% of the Group's total assets. Many factors affect customers' ability to repay their loans or other obligations to the Group. Some of these factors, including adverse changes in consumer confidence levels due to local, national and global factors, consumer spending, unemployment levels, bankruptcy rates, and increased market volatility, may be difficult to anticipate and completely outside of the Group's control. Other factors are dependent upon the Group's strategy of loan growth (including sector focus) and the viability of the Group's internal credit application and monitoring systems. See "*Risks Related to the Group—The Group's risk management strategies and internal control capabilities may leave it exposed to unidentified or unanticipated risks*". The Group may not correctly assess the creditworthiness of credit applicants or other counterparties (or their financial conditions may change), and, as a result, the Group could suffer material credit losses, or experience a deterioration in the quality of its loan portfolio which requires additional provisioning for anticipated losses.

In the first quarter of 2026, the Bank's non-performing loan ratio increased to 4.2% due to the lagged effect of the rate hikes and higher local interest rates for a longer period due to prudent approach of the Central Bank to contain inflation. During this period, the Bank experienced deterioration in the SME sector and, in line with the sectoral trends, its non-performing loan ratio for consumer loans increased materially.

While the Group seeks to mitigate credit risk, including through diversification of its assets and requiring collateral for many of its loans, such efforts may be insufficient to protect the Group against material credit losses. For example, if the value of the collateral securing the Group's credit portfolio is insufficient (including through a decline in its value after the original taking of such collateral), then the Group will be exposed to greater credit risk and an increased risk of non-recovery if related credit exposures fail to perform. In addition, determining the amount of provisions and other reserves for possible credit losses involves the use of numerous estimates and assumptions. As a result, the level of provisions and other reserves that the Group has set aside may prove insufficient and the Group may be required to create significant additional provisions and other reserves in future periods.

Cash and non-cash loans and receivables to the Group's 10 largest customers represented 6.7% and 7.0% of its total corporate and commercial cash and non-cash loans and receivables as of 31 March 2026 and 31 December 2025, respectively, with the largest customers based in the trade, construction and energy sectors. Any impairment in the ability of one or more of these borrowers or borrower groups to service or repay their obligations could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In terms of overall sector concentration, as of 31 March 2026 and 31 December 2025, cash and non-cash loans and receivables in the trade, construction and energy sectors comprised 41.1% and 42%, respectively, of the Group's total cash and non-cash loans and receivables. A downturn in any of these sectors, individually or in the aggregate, may adversely affect the financial condition of the companies operating in such sectors and may result in, among other things, a decrease in funds that such corporate and commercial customers hold on deposit with the Group, defaults on their obligations owed to the Group or a need for the Group to increase provisions in respect of such obligations. Any of the aforementioned risks could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group, or those associated with the Group, may be subject to a number of legal and regulatory actions, the outcomes of which are inherently difficult to predict and may result in substantial financial penalties for the Group.

The Group faces significant legal and regulatory risks in its business. The volume and amount of damages claimed in litigation, regulatory proceedings and other adversarial proceedings against financial institutions are increasing for many reasons, including a substantial increase in the number of regulatory changes taking place globally, increased media attention and higher expectations from regulators and the public. In addition, criminal prosecutions of financial institutions for, among other things, alleged conduct, breaches of anti-money laundering and sanctions regulations, antitrust violations, market manipulation, aiding and abetting tax evasion and providing unlicensed cross-border banking services, have become more commonplace and may increase in frequency due to increased media attention and higher expectations from prosecutors and the public. Any such prosecution of the Group, one or more of its subsidiaries or those associated with the Group could result in substantial fines, penalties and/or forfeitures and/or could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation, including the potential loss of key licences or personnel, requirement to exit certain businesses and withdrawal of funding from depositors and other stakeholders.

A former deputy chief executive officer of the Bank, Mehmet Hakan Atilla, who was indicted in the US District Court for the Southern District of New York on various allegations related to sanctions, was convicted in January 2018 and sentenced on 16 May 2018. Mr. Atilla was released from US federal custody on 19 July 2019 and returned to Türkiye on 24 July 2019. A case was brought against the Bank on 15 October 2019 by the US Attorney's Office for the Southern District of New York, with an indictment seeking to link part of these allegations to the Bank. The Bank's petition for a writ of certiorari to the US Supreme Court, filed on the basis that it is a state-owned bank under the US Foreign Sovereign Immunities Act of 1976, was granted by the Supreme Court on 3 October 2022. In its petition and during oral argument on 17 January 2023, the Bank argued that, as a state-owned bank, it could not be tried in US courts (a) under the FSIA (Foreign Sovereign Immunities Act) and (b) under the common law established by the rulings rendered by US courts to date. The Supreme Court, in its decision dated 19 April 2023, rejected the Bank's argument that foreign state-owned companies are protected from prosecution under the US Foreign Sovereign Immunities Act, but vacated the Court of Appeals for the Second Circuit's ruling in line with the Bank's second argument of sovereign immunity under common law, and remanded the case to the Second Circuit to be reconsidered from a common law perspective. Upon reconsideration, the US Court of Appeals for the Second Circuit again rejected the Bank's common-law immunity claim, in its decision dated 22 October 2024. Regarding the Second Circuit's decision, the Bank submitted a writ of certiorari to the US Supreme Court on 25 May 2025, which included the Bank's arguments concerning sovereign immunity under common law, and the briefing phase was completed with the opposition submitted by the US Attorney's Office on 6 August 2025 and the Bank's reply on 19 August 2025. The Bank's writ of certiorari to the US Supreme Court, regarding the Second Circuit's decision dated 22 October 2024, was rejected by the Supreme Court on 6 October 2025. The Bank entered into a deferred

prosecution agreement with the U.S. Justice Department on 9 March 2026 pursuant to which a compliance report was submitted to the U.S. Attorney's Office in June 2026. Following the submission of the compliance report, the Bank and the U.S. Attorney's Office for the Southern District of New York submitted the jointly signed letter for the dismissal of the criminal case to the US District Court for the Southern District of New York on 10 June 2026. As per the conference held in the US District Court for the Southern District of New York on 17 June 2026, the Court approved the dismissal of the criminal case against the Bank in the US. Thus, the criminal case against the Bank in the US, which had been ongoing for years, has been definitively and conclusively closed.

In addition to this federal litigation, the Bank has been subject to various civil lawsuits. In March 2020, a group of plaintiffs alleged that they were unable to collect their judgments from Iran due to sanctions violations by the Bank and sought compensation for their damages. This lawsuit was dismissed by the US District Court for the Southern District of New York in February 2021 on the grounds that Türkiye was a more appropriate forum to try this action and, after the plaintiffs exhausted their appeals, the case was conclusively dismissed in January 2024. In July 2023, a second group of plaintiffs filed a complaint against the Bank, seeking to establish a connection between certain damages they allegedly suffered in various countries and the allegations in the civil case against the Bank. In May 2024, the US District Court for the Southern District of New York stayed this case pending a conclusion of the proceedings against the Bank. Following the conclusion of the criminal case in the Bank’s favour, there has been no further development regarding the Hughes civil case so far.

Although the Bank is currently not subject to any penalty, compensation order, sanction or other measure arising from the pending civil case against it, the outcomes of this proceeding that remains outstanding is inherently uncertain and could result in adverse judgments, settlements or regulatory actions. These outcomes may have a material adverse effect on the Group's business, financial condition, results of operations and prospects. The Group cannot predict the timing or final outcomes of this matter, and any unfavourable resolution could negatively impact the Group's business and reputation. As of 31 March 2026, no provision has been made in the BRSA Financial Statements in relation to this matter. The existence of any sanctions-related proceedings may also have a negative impact on the market reputation of the Bank, including the perception and willingness of investors to invest in the Bank.

The Group cannot provide assurances that its policies and procedures designed to comply with international sanctions regulations will be effective or adequate.

The Group's business and reputation could be adversely affected if the United States, the EU or any other country material to its business were to determine that any of its activities constitute a violation of the sanctions they impose or provide a basis for designating the Bank or any member of the Group as a sanctioned entity. The Group adopted and will maintain policies and procedures designed to conform its business to the expectations and requirements of the United States, EU, and other countries it deems material to its business. There can be no assurance that any such policies or procedures will be deemed to be adequate in avoiding violations of applicable sanctions laws.

In addition, because sanctions programs are revised from time to time, new requirements or restrictions could come into effect and that could increase the level of scrutiny on the Group's business or result in one or more of its business activities being deemed to have violated sanctions or designated as a sanctioned entity. If the Group does not comply with international sanctions regulations, then its business may be adversely affected, including in manners that significantly exceed the actual value of the underlying transaction. In addition, involvement in such activities may carry criminal penalties or regulatory fines and sanctions (including being put on any "blacklists" that would prohibit certain parties from engaging in transactions with the Group) and may severely harm the Group's reputation, each of which may have a material effect on the Group's business, financial condition, results of operations and prospects.

The auditors' reports in relation to the BRSA Financial Statements included a qualified conclusion and an emphasis of matter.

The auditors' reports in relation to the 2025 Interim BRSA Financial Statements, the 2024 BRSA Financial Statements and the 2023 BRSA Financial Statements included a qualification and an emphasis of matter.

The qualification in the 2023 BRSA Financial Statements was based on the Group's reclassification of government bonds amounting to TL 18,965.0 million, which were previously classified under financial assets at fair value through other comprehensive income according to the business model prepared in accordance with TFRS 9, into financial assets measured at amortised cost and reversed the marketable securities revaluation fund accumulated under other comprehensive income or loss to be reclassified through profit or loss amounting to TL 2,230.0 million on 23 May 2018. Such reclassification constitutes a departure from TFRS 9. The government bonds reclassified into financial assets measured at amortised cost as of 31 December 2023 amounted to TL 44,066.4 million. If such classification had not been made, the Group's total assets and shareholders' equity excluding tax effect would be lower by TRY 6,117.2 million as at 31 December 2023.

The qualification in the 2024 BRSA Financial Statements was based on the Group's reclassification of government bonds amounting to TL 18,965.0 million, which were previously classified under financial assets at fair value through other comprehensive income according to the business model prepared in accordance with TFRS 9, into financial assets measured at amortised cost and reversed the marketable securities revaluation fund accumulated under other comprehensive income or loss to be reclassified through profit or loss amounting to TL 2,230.0 million on 23 May 2018. Such reclassification constitutes a departure from TFRS 9. The government bonds reclassified into financial assets measured at amortised cost as of 31 December 2024 amounted to TL 62,657.5 million. If such classification had not been made, the Group's financial assets measured at amortised cost would have been lower by TL 62,657.5 million, financial assets at fair value through other comprehensive income would have been higher by TL 53,623.2 million, deferred tax assets would have been higher by TL 2,710.3 million, accumulated other comprehensive income or loss would have been lower by TL 9,034.3 million and total assets and shareholders' equity excluding tax effect would have been lower by TL 6,324.0 million as of 31 December 2024.

The qualification in the 2025 Interim Consolidated BRSA Financial Statements was based on the Group's reclassification of government bonds amounting to TL 18,965.0 million, which were previously classified under financial assets at fair value through other comprehensive income according to the business model prepared in accordance with TFRS 9, into financial assets measured at amortised cost and reversed the marketable securities revaluation fund on accumulated other comprehensive income or loss reclassified through profit or loss amounting to TL 2,230 million on 23 May 2018. Such reclassification constitutes a departure from TFRS 9. If such classification had not been made, financial assets measured at amortised cost as of 31 March 2025 would have decreased by TL 66,089.5 million, financial assets at fair value through other comprehensive income would have increased by TL 56,549.0 million, deferred tax assets would have increased by TL 2,862.2 million, accumulated other comprehensive income or loss reclassified through profit or loss would have decreased by TL 9,540.5 million excluding tax effects, and as a result of these effects, total assets and equity would have been lower by TL 6,678.3 million as of 31 March 2025.

The Interim BRSA Financial Statements, the 2025 BRSA Financial Statements, the 2024 BRSA Financial Statements and the 2023 BRSA Financial Statements also included an emphasis of matter related to the previously pending criminal and civil cases against the Bank. As of the date of this Base Offering Circular, the Bank is not subject to any penalty, compensation order, sanction or other measure arising from these proceedings. However, the auditors' reports also noted that there is uncertainty regarding the potential for any negative decisions by the United States authorities against the Bank to affect its financial position. No provision has been made in the 2023 BRSA Financial Statements, the 2024 BRSA Financial Statements, the 2025 BRSA Financial Statements or the 2026 Interim Consolidated BRSA Financial Statements in relation to these matters.

The Group's level of profitability may not be sustainable as a result of regulatory, competitive and other factors impacting the Turkish banking sector.

The Group's profitability may be negatively affected in the short-term and possibly in the long-term as a result of a number of factors that are generally impacting the Turkish banking sector. Such factors include macroeconomic shocks, increased competition, particularly as it impacts net interest margins (see "*Risks Related to the Group—The Group faces intense competition in the Turkish banking sector from both private banks and other Turkish Government-owned financial institutions, including as a result of consolidation in the sector, which may result in reduced net interest margins and fee income and may materially and adversely affect the Group's business, financial condition, results of operations and prospects*"), the interest rate environment in Türkiye (see "*Risks Related to Türkiye—Political developments in Türkiye may negatively affect the Group's business, financial condition, results of operations and prospects*"), and Central Bank and BRSA regulatory actions that seek to limit the growth of Turkish banks through various conventional and unconventional policy measures, including increased reserve requirements, increased general provisioning requirements and higher risk-weighting for general purpose loans (see "*Risks Related to Türkiye—Türkiye's high current account deficit may result in governmental efforts to decrease economic activity*" and "*Risks Related to the Group—The Group is a highly regulated entity and changes to applicable laws or regulations, the interpretation or enforcement of such laws or regulations or the failure to comply with such laws or regulations could have an adverse impact on the Group's business, financial condition, results of operations and prospects*"). In addition, there have been a number of significant changes to capital adequacy rules, including regulations regarding countercyclical capital buffers, systemically important banks as well as changes to equity and capital adequacy regulations. Although the Group intends to seek to limit the impact of these factors through its strategy of focusing on profitable sectors and clients, rather than solely on overall growth, there can be no assurances that such factors would not have a material adverse effect on the Group's profitability or otherwise on its business, financial condition, results of operations and prospects.

The BRSA has also introduced new laws and regulations that impose heightened requirements upon specific retail banking activities. For example, the BRSA has introduced regulations to control loan growth, including measures that, among other things: (a) increased Turkish banks' general provision requirements in certain circumstances and (b) increased the risk-weighting for certain consumer loans in calculating capital adequacy ratios. Any such requirements may reduce the flexibility and opportunities available to the Group or increase costs, and have negatively affected, and may continue to negatively affect, the Group's business and profitability. These new laws and regulations were specifically directed at the retail banking market in Türkiye, imposing limits with respect to fees and commissions charged to customers, increasing the monthly minimum payments required to be paid by holders of credit cards, increasing reserves and provision requirements for consumer loans and limiting mortgage loan-to-value ratios.

Changes in interest rate levels may affect the value of the Group's assets sensitive to interest rates and spread changes, as well as the Group's net interest margins and borrowings costs.

The Group's results of operations depend significantly upon the level of its net interest income, which is the difference between the total interest income the Group receives on its interest-earning assets and the total interest expense that it pays on its interest-bearing liabilities. Net interest income is the principal source of income for the Group. Thus, the differential between the interest rates that it charges on interest-earning assets and the interest rates that it pays on interest-bearing liabilities (*i.e.*, its average spread), and the volume of such assets and liabilities, tend to have the most significant impact on the Group's results of operations. For the period ended 31 March 2026 and the years ended 31 December 2025 and 31 December 2024, net interest income of the Group represented 61.0%, 51.8% and 46.1% of total operating income before provisions (excluding dividend income), respectively, and the Group's net interest margin was 4.3%, 3.2% and 2.0%, respectively. In the year ended 31 December 2025, the Group's net interest income and net interest margin were positively affected by lower deposit costs, efficient loan repricing and interest income from CPI-linked securities. In the period ended 31 March 2026, the Group's net interest income and net interest margin were 4.3%. However, further tightening in the Central Bank's monetary policy could adversely affect net interest income and net interest margin in future periods.

Interest rates are highly sensitive to many factors beyond the Group's control, including monetary policies pursued by the Turkish Government, domestic and international economic and political conditions, and the Group may be unable to take actions to mitigate any adverse effects of interest rate movements. Income from financial operations is particularly vulnerable to interest rate volatility. In particular, the Group may be affected by the Central Bank's interest rate policy. See "*Risks Related to Türkiye—Political developments in Türkiye may negatively affect the Group's business, financial condition, results of operations and prospects*".

Interest rates in the loan and bond market were heavily affected by changes in Turkish regulation since 2022. Between January 2022 and June 2023, the Central Bank introduced a number of measures aimed at supporting the Turkish Lira without increasing interest rates, such as macroprudential measures requiring maintenance of securities for foreign currency deposits, reserve requirements for selected TL-denominated commercial cash loans and an FX-protected deposit scheme. Since June 2023, interest rates have generally increased as monetary policy has normalised. In the second half of 2023, the Central Bank announced it would simplify these measures although measures have continued to be both removed and introduced, leading to continued regulator policy uncertainty.

Changes in market interest rates could affect the spread between interest rates charged on interest-earning assets and interest rates paid on interest-bearing liabilities and thereby affect results of operations. An increase in interest rates, for instance, could cause interest expense on deposits (which for Turkish banks are typically short-term and reset frequently) to increase more significantly and quickly than interest income from loans (which are short, medium and long-term), resulting in a reduction in net interest income. Moreover, an increase in interest rates could reduce demand for the Group's loans, resulting in a further reduction in net interest income. In addition, a significant fall in average interest rates charged on loans to customers that is not fully matched by a decrease in interest rates on funding sources, or a significant rise in interest rates on funding sources that is not fully matched by a rise in interest rates charged, to the extent such exposures are not hedged, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group faces intense competition in the Turkish banking sector from both private banks and other Turkish Government-owned financial institutions, including as a result of consolidation in the sector, which may result in reduced net interest margins and fee income and may materially and adversely affect the Group's business, financial condition, results of operations and prospects.

The Turkish banking sector is highly competitive among both state and private banks. As of 31 December 2025 (according to the Banks Association of Türkiye), the top seven banking groups in Türkiye (including the Group), three of which were state-controlled (including the Group), held 76.5% of the Turkish banking sector's total loan portfolio in Türkiye, 78.1% of the total bank assets in Türkiye and 85.4% of the total deposits in Türkiye (in each case, excluding participation banks and development and investment banks). Further entries into the sector by foreign competitors, either directly or in collaboration with existing Turkish financial institutions, may increase the already significant competition in the market, particularly as foreign competitors may have greater resources and more cost-effective funding sources (particularly for foreign currency) than the Group.

If competitors (including increasingly new technology companies) can offer better lending rates to clients, higher interest rates on deposits or better customer experiences for services and products, then the Group may (*inter alia*) lose customers or market share, be forced to reduce its margins and/or be forced to seek more expensive sources of funding, any of which may adversely affect the Group's profitability. Increased price competition in the Turkish banking markets through the offer of products at significantly lower prices may also affect customer behaviour and loyalty. Any failure to maintain customer loyalty or to offer customers a wide range of high quality, competitive products with consistently high levels of service may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In August 2021, the BRSA published the Regulation on Operation Principles of Digital Banks and Banking as a Service, which became effective on 1 January 2022 and establishes the regulatory principles for digital-only banks and banking as a service business. The increasing transition to digital banking, as reflected in this

proposed regulation, presents the likelihood of greater competition in banking services as such digital-only platforms can be established relatively quickly due to their different infrastructure models (e.g., no branches). This new generation of competitors may have lower costs, thereby allowing them to offer products and services at prices below those offered by traditional banks such as the Bank.

During recent years, foreign banks have shown an increased interest in the banking sector in Türkiye. Foreign banks such as BNP PARIBAS, Banco Bilbao Vizcaya Argentaria S.A., Industrial and Commercial Bank of China, Burgan Bank, ING, Qatar National Bank, Commercial Bank of Qatar and Emirates NBD have acquired interests in Turkish banks. In addition, various banks, such as Odeabank and Bank of China, have also established their own franchises. Further entries into the Turkish banking sector by foreign competitors, either directly or in collaboration with existing Turkish banks, could increase competition in the market. In addition to direct investment, foreign banks are expanding their business presences in Türkiye, further increasing competitive pressures. For example, the acquisition of Denizbank by Emirates NBD was completed in July 2019 and the acquisition of Garanti Bank by Banco Bilbao Vizcaya Argentaria S.A. was completed in the first half of 2022.

The Group's increased exposure to intense competition in each of its key areas of operation, may, among other things, limit the Group's ability to increase its client base and expand its operations, reduce its asset growth rate and profit margins on services it provides and increase competition for investment opportunities. There can be no assurances, therefore, that the continuation of existing levels of competition or increased competition will not have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group's SME customer base is particularly sensitive to adverse developments in the Turkish economy, which renders such lending activities relatively riskier than lending to larger corporate customers.

SME loans accounted for 49% of the Bank's total loans as of 31 March 2026 (both Turkish Lira and foreign currency). SMEs, which typically have less financial strength than large companies (and which, as a result, may be more affected by negative developments in the Turkish economy including changes in growth, unemployment and foreign exchange depreciation), are a key component of the Group's current business and growth strategy. The availability of accurate and comprehensive financial information and general credit information on which to base credit decisions is more limited for SMEs than is the case for large corporate clients. Therefore, notwithstanding the credit risk policies and procedures that the Group has in place, the Group may be unable to evaluate correctly the current financial condition of each prospective borrower and to determine their long-term financial viability. If the Group is unable to accurately model the risk associated with its SME borrowers, this could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

On a Bank-only BRSA basis, the Bank's NPL ratio for its SME loan portfolio was 4.91% as of 31 March 2026, compared to 4.53% as at 31 December 2025 and 2.43% as at 31 December 2024.

It is generally accepted that lending to the SME segment represents a relatively higher degree of risk than comparable lending to other groups. There can be no assurances that the Group's NPLs for its SME banking division, or any of its divisions, will not materially increase in the near to medium term, in particular if there is a deterioration in macroeconomic conditions in Türkiye or if the Group is unable to accurately model the risk associated with the SME or other borrowers to which it extends credit. See "*Risks Related to the Group—The Group's risk management strategies and internal control capabilities may leave it exposed to unidentified or unanticipated risks*". Furthermore, growth in the Group's loan portfolio is due to increasing loan demand, which may lead to deterioration in the underlying asset quality and an increase in loan to deposit ratios, due to a relatively slower growth in deposits. Any failure by the Group to manage the growth of its loan portfolio or the credit quality of its creditors within prudent risk parameters or to monitor and regulate the adequacy of its provisioning levels could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group is controlled by the Türkiye Wealth Fund, a state-controlled entity which has no obligation to maintain its level of ownership in, or provide financial support to, the Group and whose interests may conflict with the interests of the Bank's Noteholders.

As of 31 March 2026, the Türkiye Wealth Fund owned 91.49% of the outstanding share capital of the Bank. As of 31 March 2026, the public free float of the Bank's shares on the BIST corresponds to 8.51% of the Bank's outstanding shares. The Türkiye Wealth Fund is managed by Türkiye Varlık Fonu Yönetimi A.Ş. (the "**Türkiye Wealth Fund**"). The Türkiye Wealth Fund is wholly owned by the Privatization Administration and affiliated with the Presidency of the Republic of Türkiye, and its board members and general manager are subject to appointment by the Presidency of the Republic of Türkiye.

A majority is required to decide matters submitted to a vote of shareholders. Due to the percentage of the Bank's shares owned by the Türkiye Wealth Fund, the Türkiye Wealth Fund will have the power to control the outcome of most shareholder votes, including amending the Bank's articles of association (the "**Articles**") and electing all members of the Bank's board of directors. The interests of the Türkiye Wealth Fund may differ from those of the Bank's Noteholders and, although there are certain measures set forth in the Capital Markets Law, the TCC and other relevant legislation to control the abuse of power by controlling shareholders, such measures may not be sufficient and the Türkiye Wealth Fund may prevent the Group from making certain decisions or taking certain actions that would benefit the Group.

The non-deposit obligations of the Group are not guaranteed or otherwise supported by the Turkish or any other government; provided that the Turkish Treasury may guarantee certain loans to the Bank from supranational lenders such as the World Bank or the European Investment Bank. While rating agencies and others have occasionally included in their analysis of certain banks a view that systemically important banks would likely be supported by the banks' home governments in times of illiquidity and/or insolvency (examples of which sovereign support have been seen, and strained, in other countries during the recent global financial crisis), this may not be the case for Türkiye in general or the Group in particular. Notwithstanding that the Bank is state-controlled, investors in the Notes should not place any reliance upon the possibility of the Group being supported by any governmental or other entity at any time, including by providing liquidity or helping to maintain the Group's operations during periods of material market volatility.

Moreover, although the Group has not experienced pressure from the Privatization Administration or the Türkiye Wealth Fund to date to conduct transactions upon more favourable terms with Turkish state-owned or state-controlled legal entities or to deviate from its credit and lending policies and procedures and although there are certain Turkish laws and regulations aimed at protecting Turkish state-owned or state-controlled financial institutions from such pressure, there can be no assurances that the Group will not come under pressure to engage in activities with a lower profit margin than it would otherwise pursue or to provide financing to certain companies or entities on favourable or non-market terms. Any such activities could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In the event that the Türkiye Wealth Fund ceases to directly or indirectly hold a majority of Bank's outstanding share capital, the Bank would, after a certain period, no longer be entitled to be the exclusive distributor of cooperative loans to SMEs through credit union cooperatives or to grant loans to SMEs operating in the manufacturing sector that are exempt from a banking insurance transaction tax of 5% of interest expense.

While the Group has been directly or indirectly controlled by the Turkish Government since its establishment, neither the Türkiye Wealth Fund nor any Turkish Government-controlled entity is under any obligation to maintain its ownership interest or otherwise support the Group in the event of a future financial crisis or in any other event. As of 31 March 2026, the Türkiye Wealth Fund held 91.49% of shares in the Bank. See "*Risks Related to the Group—The Group is controlled by the Türkiye Wealth Fund, a state-controlled entity which has no obligation to maintain its level of ownership in, or provide financial support to, the Group and whose interests may conflict with the interests of the Bank's Noteholders*".

In the event that the Privatization Administration (including through the Türkiye Wealth Fund) ceases to hold a majority of the Bank's outstanding share capital, the Bank would, after a period of five years from the date the Privatization Administration cease to hold a majority, no longer be entitled to be the exclusive distributor of cooperative loans to SMEs through credit union cooperatives or to grant loans to SMEs (as defined by the Turkish Government as enterprises with less than TL 1 billion in annual turnover and less than 250 employees) operating in the manufacturing sector that are exempt from a banking insurance transaction tax of 5% of interest expense. Although the Bank's management believes that even without an exclusive right to distribute cooperative loans or to grant loans that are exempt from banking insurance transaction tax, the Group would retain a strong position in the SME loan market in Türkiye because of its deep and long-standing banking relationships with SMEs and credit union cooperatives, there can be no assurances that any loss of such exclusivity rights or tax exemptions would not have a material adverse effect on the Group's position in the SME market or, more generally, its business, financial condition, results of operations and prospects.

Security interests or loan guarantees provided in favour of the Group may not be sufficient to cover any losses in the event of defaults by debtors and may entail long and costly enforcement proceedings.

Granting collateral to obtain a bank loan and foreclosing on security interests are subject to certain costs and formal limitations under Turkish law. It may not be possible to obtain a security interest, such as a mortgage, for all loans that the Group provides, and certain of the Group's loans are unsecured or secured only by a personal guarantee. Enforcement of any type of collateral involves a long and costly procedure under Turkish law. The Group may have difficulty foreclosing on collateral provided by the borrower or by a third party when debtors default on their loans and would likely face further difficulties if any of its key customers were to default on their loans. In addition, the time and costs associated with enforcing security interests in Türkiye may make it uneconomical for the Group to pursue such proceedings, adversely affecting its ability to recover its loan losses.

Any decline in the value or liquidity of collateral may prevent the Group from foreclosing on such collateral for its full value or at all, in the event that a borrower becomes insolvent and enters bankruptcy, and could thereby have a material adverse effect on the Group's ability to recover any loan losses.

The Group has incurred, and continues to incur, a risk of counterparty default that arises, for example, from entering into swaps or other derivative contracts under which counterparties have financial obligations to make payments to the Group.

The Group routinely executes transactions with counterparties in the financial services industry, including commercial banks, investment banks, central banks and other institutional clients, resulting in a significant credit concentration. A significant portion of the Group's hedging and derivative transactions are entered into with non-Turkish financial institutions. The Group is exposed to counterparty risks which were increased as a result of financial institution failures and nationalisations during the global financial crisis and will continue to be exposed to the risk of loss if counterparty financial institutions fail or are otherwise unable to meet their obligations. In addition, the Group's credit risk would be exacerbated if the collateral it holds cannot be realised, or is not liquidated, at prices that are sufficient to recover the full amount of the loan or derivative exposure it is intended to secure. In addition, a default by, or even concerns about the financial resilience of, one or more financial services institutions could lead to further significant systemic liquidity problems, or losses or defaults by other financial institutions, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group's business, financial condition, results of operations and prospects have been affected by liquidity risks in a volatile Turkish market, and may be further affected by liquidity risks, particularly if Turkish or international financial market conditions deteriorate.

Liquidity risk comprises uncertainties in relation to the Group's ability, under adverse conditions, to access funding necessary to cover obligations to customers, meet the maturity of liabilities and to satisfy capital requirements. It includes both the risk of unexpected increases in the cost of financing and the risk of not being able to structure the maturity dates of the Group's liabilities reasonably in line with its assets, as well as the

risk of not being able to meet payment obligations on time at a reasonable price due to liquidity pressures. The Group's inability to meet its net funding requirements due to inadequate liquidity could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group primarily relies on short-term liabilities in the form of deposits (typically, term deposits with terms of 30 days to three months) as its source of funding and has a mix of short-, medium- and long-term assets in the form of retail, consumer and corporate loans, mortgages and credit cards, which may result in asset-liability maturity gaps and ultimately liquidity problems. See "*The Group and Its Business—Risk Management—Liquidity Risk—Overview*".

There can be no assurances that depositors will not withdraw their funds at a rate faster than the rate at which borrowers repay. If deposit growth does not keep pace with loan and asset growth, the Group may need to access more expensive sources of financing to meet its funding requirements, including wholesale funding. An inability on the Group's part to access funds or to access the markets from which it raises funds may put the Group's positions in liquid assets at risk and lead the Group to be unable to finance its operations and growth plans adequately. The Group may be unable to secure funding in the international capital markets if conditions in these markets, or its credit ratings, were to deteriorate.

A rising interest rate environment (such as may occur at a time of increasing inflation and resultant tightening by central banks) may compound the risk of the Group not being able to access funds at favourable rates or at all. Moreover, regulatory changes (such as the Central Bank's regulation requiring Turkish banks to hold a certain percentage of Turkish Lira deposits) may increase competition among banks for deposits, resulting in increased costs of funding. These and other factors could lead creditors to form a negative view of the Group's liquidity, which could result in less favourable credit ratings, higher borrowing costs and less accessible funds. In addition, the Group's ability to raise or access funds may be impaired by factors that are not specific to its operations, such as general market conditions, severe disruption of the financial markets or negative views about the prospects of the sectors to which the Group provides its loans. While the Group aims to maintain at any given time an adequate level of liquidity reserves, strains on liquidity caused by any of these factors or otherwise could adversely affect the Group's business, financial condition, results of operations and prospects.

Despite the Group's liquidity policies, there can be no assurances that the Group will not experience liquidity issues in the future. In the event that the Group experiences liquidity issues, market disruptions and credit downgrades may cause certain sources of funding to become unavailable. For example, in the case of a liquidity crisis, wholesale funding becomes increasingly costly and more difficult to obtain which may adversely affect borrowing using many capital market instruments including asset-backed securities and Eurobonds. The Group's inability to refinance or replace deposits and devalued assets with alternative funding available on commercially reasonable terms, if at all, could result in the failure of the Group to service its debt, fulfil loan commitments or meet other on- or off-balance sheet payment obligations on specific dates, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group relies on short-term demand and time deposits as its primary source of funding, but primarily has medium- and long-term assets, which may result in asset-liability maturity gaps.

In common with other Turkish banks, many of the Group's liabilities are demand and time deposits, whereas its assets are generally medium to long-term (such as loans and mortgages). If a substantial portion of the Group's depositors withdraw their demand deposits or do not roll over their time deposits upon maturity, or if the Group fails to refinance some of its large short- to medium-term borrowings, the Group may need to access more expensive sources of financing to meet its funding requirements, including wholesale funding and the foreign exchange markets. No assurances can be given that the Group will be able to obtain additional funding on commercially reasonable terms as and when required, or at all. The Group's inability to refinance or replace such deposits or borrowings with alternative funding could have a material adverse effect on the Group's liquidity, business, financial condition, results of operations and prospects.

The Group may have difficulty raising capital on acceptable terms, if at all.

By law, each of the Bank and the Group is required to maintain certain capital levels and capital ratios in connection with its business. Such capital ratios depend in part upon the level of risk-weighted assets. The Bank's management expects that continued growth in Türkiye's economy and further penetration of its banking services will result in increased lending. As a result, the Bank's management expects that there will be a continuing increase in the Group's risk-weighted assets, which may adversely affect the Group's capital adequacy ratios, which also may be affected by potential changes in law as to the manner in which capital ratios are calculated.

The Bank calculates its capital adequacy ratios according to the 2015 Capital Adequacy Regulation (as defined below), which allows the Bank to use ratings of eligible external credit assessment institutions (namely Fitch, S&P, Moody's, Japan Credit Rating Agency, Ltd., DBRS Ratings Ltd. and, as of 12 January 2017, International Islamic Rating Agency ("**IIRA**")) while calculating the risk-weighted assets for capital adequacy purposes. The Bank uses IIRA country ratings to calculate its capital adequacy. For other portfolios, the Bank uses Fitch ratings for the counterparties resident abroad. The Bank's management estimates that a downward change in the rating of Türkiye published by either of these rating agencies may negatively impact the Bank's capital adequacy ratios. The banking sector may experience further capital erosion if the Turkish Lira were to face depreciation pressures or if Turkish Lira bonds were to suffer a sell-off that negatively affects bond prices. Overall, the Bank's management expects that any downgrades of Türkiye's credit ratings may have medium-term negative implications on key macroeconomic balances and capital adequacy ratios.

Additionally, it is possible that the Bank's and/or the Group's capital levels may decline due to, among other things, credit losses, increased credit reserves, currency fluctuations or dividend payments. In addition, the Group may need to raise additional capital in the future to ensure that it has sufficient capital to support future growth in order to remain competitive in the Turkish banking environment, particularly in line with the Group's growth strategy. Should the Group desire or be required to raise additional capital, that capital may not be available to the Group at all or at a price that the Group considers to be reasonable. If any or all of these risks materialise, then this may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Market risks arising from open positions in interest rate, currency, and equity products affect the Group, particularly if economic conditions deteriorate.

The Group is exposed to market risk as a consequence of the management of its overall financial position, including its trading portfolio. Therefore, the Group is exposed to losses arising from adverse movements in levels and volatility of interest rates, foreign exchange rates and to a lesser extent equity prices. If the Group were to suffer substantial losses due to any such market volatility it would have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Fluctuations in foreign currency exchange rates, to the extent they are not adequately hedged against, may adversely affect the Group's financial position and cash flows.

A portion of the Group's assets and liabilities are denominated in foreign currencies, particularly the U.S. dollar and Euro. As of 31 March 2026, the Group's total foreign currency assets amounted to TL 1,646.5 billion (TL 1,597.7 billion as of 31 December 2025), whereas the Group's total foreign currency liabilities amounted to TL 1,690.8 billion (TL 1,683.6 billion as of 31 December 2025), which resulted in a net balance sheet position of TL -44.3 billion (TL -85.9 billion as of 31 December 2025). The Group translates such assets and liabilities, as well as interest earned or paid on such assets and liabilities and gains or losses realised upon the sale of such assets, to Turkish Lira in preparing its financial statements. As a result, the Group's reported income is affected by changes in the value of the Turkish Lira against foreign currencies (primarily the U.S. dollar and Euro). Moreover, if the Turkish Lira were to depreciate materially against foreign currencies, then it would be more difficult for the Group's customers with income primarily or entirely denominated in Turkish Lira to repay their foreign currency-denominated loans, which could have a material adverse effect on the Group's non-performing loan portfolio and its asset quality.

A downward change in the ratings of Türkiye, the Bank or other members of the Group could adversely affect the Group's ability to refinance and its cost of funding.

Because the Group relies to an extent upon foreign currency-denominated debt, it may experience difficulty in refinancing or may increase its cost of funding if Türkiye, the Bank or other members of the Group suffer(s) a ratings downgrade. On 14 April 2026, Fitch affirmed the Bank's long-term foreign currency issuer default credit rating as "BB-" and affirmed the Bank's outlook as "stable". On 28 November 2025, JCR Eurasia affirmed the Bank's long-term international foreign currency rating as "BB" and affirmed the outlook of this rating as stable. These ratings may change, including being reduced, in the future. Note that references to Fitch and JCR Eurasia in this paragraph may refer to the applicable affiliate of Fitch and JCR Eurasia as defined herein.

A downward change in the ratings published by rating agencies of the Bank, Türkiye or other members of the Group may increase the costs of new indebtedness and/or the refinancing of the Group's existing indebtedness, including to the extent that such a downgrade is perceived as a deterioration of the capacity of the Group to pay its debt. Particularly in light of the historical volatility of emerging market financings, the Group: (i) may have difficulty extending and/or refinancing its existing foreign currency-denominated indebtedness, hindering its ability to avoid the interest rate risk inherent in maturity mismatches of assets and liabilities, and (ii) is susceptible to devaluations of the Turkish Lira (which would thus increase the amount of Turkish Lira that it would need to make payments on its foreign currency-denominated obligations). As of 31 March 2026, wholesale funding increased to 6% of the Bank's total liabilities, as compared to an average of 19% in the Turkish banking sector as of the same date. Any significant increase in the Bank's dependence on wholesale funding may adversely affect the Group's ability to refinance in the event of a liquidity crisis. Should these risks materialize, these circumstances could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group's risk management strategies and internal control capabilities may leave it exposed to unidentified or unanticipated risks.

In the course of its business activities, the Group is exposed to a variety of risks, including credit risk, market risk, liquidity risk and operational risk. See "*The Group and Its Business—Risk Management*". Although the Group invests substantial time and effort in risk management strategies and techniques, it may nevertheless fail to adequately manage risk in some circumstances. If circumstances arise that the Group has not identified or anticipated adequately, or if the security of its risk management systems is compromised, then the Group's losses could be greater than expected, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Some of the Group's methods of managing risk are based on its use of historical market behaviour, which may not predict future risk exposures that could be significantly greater than historical measures indicate. If its measures to assess and mitigate risk prove insufficient, the Group may experience unexpected losses which could have a material adverse effect on its business, financial condition, results of operations and prospects. For example, assets that are not traded on public trading markets, such as derivative contracts between banks, may be assigned values that the Group calculates using mathematical models and the deterioration of assets like these could lead to losses that the Group has not anticipated.

Other risk management practices, including "know-your-client" practices, depend upon the evaluation of information regarding the markets in which the Group operates, its clients or other matters that are publicly available or information otherwise accessible to the Group. As such practices are less developed in Türkiye than in other, non-emerging markets, and may not have been consistently and thoroughly implemented in the past, this information may not be accurate, complete, up to date or properly evaluated in all cases.

The Group is also exposed to operational risk, which is the risk of loss resulting from inadequacy or failure of internal processes or systems or from external events. The Group is susceptible to, among other things, fraud by employees or outsiders, including unauthorised transactions and operational errors, clerical or record-keeping errors and errors resulting from faulty computer or telecommunications systems. Given the

Group's high volume of transactions, fraud or errors may be repeated or compounded before they are discovered and rectified. Consequently, any inadequacy of the Group's internal processes or systems in detecting or containing such risks could result in unauthorised transactions and errors, which may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group may also suffer service interruptions from time to time due to failures by third party service providers and natural disasters, which are beyond the Group's control. Such interruptions may result in interruptions in services to the Group's branches and may impact customer service.

Any material deficiency in the Group's risk management or other internal control policies or procedures may expose it to significant credit, liquidity, market or operational risk, which may in turn have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group is a highly regulated entity and changes to applicable laws or regulations, the interpretation or enforcement of such laws or regulations or the failure to comply with such laws or regulations could have an adverse impact on the Group's business, financial condition, results of operations and prospects.

The Group is subject to extensive and detailed regulation and supervision by supervising authorities, including a number of banking, consumer protection, competition, antitrust and other laws designed to maintain the safety and financial soundness of banks, ensure their compliance with economic and other obligations and limit their exposure to risk. These laws include Turkish laws (and in particular those of the BRSA), as well as laws of certain other countries in which the Group operates. These laws, which can increase the cost of doing business and limit the Group's activities, include:

(a) the Regulation on the Equity of Banks was published in the Official Gazette No. 28756 dated 5 September 2013 (the "**Equity Regulation**") and the Regulation on the Measurement and Evaluation of the Capital Adequacy of Banks published in the Official Gazette No. 29511 dated 23 October 2015 (the "**2015 Capital Adequacy Regulation**"); the Equity Regulation introduced: (i) core tier 1 capital and additional tier 1 capital as components of tier 1 capital and (ii) new tier 2 rules and determined new criteria for debt instruments to be included in a bank's tier 2 capital, whereas the 2015 Capital Adequacy Regulation requires a minimum core capital adequacy ratio (4.5%) and a minimum tier 1 capital adequacy ratio (6.0%) to be calculated on a consolidated and non-consolidated basis (which are in addition to the previously existing requirement for a minimum total capital adequacy ratio of 8.0%) and changed the risk weights of certain items that are categorised under "other assets," with the BRSA amending its guidance on 24 February 2017 to allow foreign exchange-required reserves held with the Central Bank to be subject to a 0% risk weight. Under the new tier 2 rules, the capital instruments that were previously included within the equity of a bank before 1 January 2014, the effective date of the Equity Regulation, would be subject to a different equity calculation method. If such instruments no longer qualify as tier 1 or tier 2 capital, for each remaining year of the instrument, 10% of the instrument will cease to be taken into account for the purpose of the equity calculations of a bank. On 24 December 2021, the Equity Regulation was amended to provide that the general reserve for possible loan losses be counted as supplementary capital (i.e., tier 2 capital) of the applicable bank; however, the portion of the general reserves exceeding 1.25% of the risk-weighted total of the possible loan losses cannot be included in the supplementary capital (i.e., tier 2 capital). If, during a fiscal period, free provisions recorded during previous fiscal periods are reversed, then the net profit for such later period is increased by the amount of such reversals, which thus increases shareholders' equity,

(b) a regulation dated 23 February 2016 (the "**D-SIBs Regulation**") regarding systemically important banks ("**D-SIBs**"), which regulation introduced additional capital requirements for D-SIBs in line with the requirements of Basel III (as of the date of this Base Offering Circular, the Bank has been classified as a D-SIB under the D-SIBs Regulation),

(c) the BRSA's: (i) decision dated 18 December 2015 (No. 6602) regarding the procedures for and principles on calculation, application and announcement of a countercyclical capital buffer and (ii) decision dated 24 December 2015 (No. 6619) regarding the determination of such countercyclical

capital buffer (together, the "**BRSA Decisions on the Countercyclical Capital Buffer**"), pursuant to which decisions the countercyclical capital buffer for Turkish banks' (including the Bank's) exposures in Türkiye was initially set at 0% of a bank's risk-weighted assets in Türkiye (effective as of 1 January 2016); however, such ratio can fluctuate between 0% and 2.5% as announced from time to time by the BRSA; any increase to the countercyclical capital buffer ratio is to be effective one year after the relevant public announcement, whereas any reduction is to be effective as of the date of the relevant public announcement,

(d) the Regulation on Measurement of Liquidity Coverage Ratio of Banks published in the Official Gazette No. 28948 dated 21 March 2014 (the "**Regulation on Liquidity Coverage Ratios**") in order to ensure that a bank maintains an adequate level of unencumbered, high-quality liquid assets that can be converted into cash to meet its liquidity needs for a 30 calendar day period, according to which regulation the liquidity coverage ratios of banks is not permitted to fall below 100% on an aggregate basis and 80% on a foreign currency-only basis,

(e) the Regulation on Procedures and Principles for Classification of Loans and Provisions to be Set Aside (the "**2018 Classification of Loans and Provisions Regulation**"), which entered into effect as of 1 January 2018 in order to ensure compliance with the requirements of TFRS and the Financial Sector Assessment Programme, which is a joint programme of the International Monetary Fund and the World Bank; this regulation required banks to adopt TFRS 9 principles (unless an exemption is granted by the BRSA) related to the assessment of credit risk and to account for expected credit losses in line with such principles,

(f) in early 2020, there came into force new limitations to be determined by the Central Bank on certain fees and commissions that Turkish banks may charge to customers, including limitations on fees for electronic funds transfers, and (in August 2021) the Central Bank (though increasing the fees that can be charged for ATM usage and commissions that can be collected from the use of point of sale ("**POS**") systems) introduced further limits, which limitations might negatively impact the fees and commissions earned by the Group,

(g) on 10 June 2022, the Central Bank issued the Communiqué on the Maintenance of Turkish Lira Securities for Foreign Currency Liabilities (the name of which was later changed to Communiqué on the Maintenance of Securities) (as amended, the "**Communiqué on the Maintenance of Securities**") to require Turkish banks to maintain Turkish Lira-denominated securities for their foreign currency deposit and participation funds, funds from foreign exchange-denominated repo transactions, precious metal deposit accounts, securities issued by entities (other than financial institutions) held by such banks, and Turkish Lira-denominated commercial cash loans; provided that the following are excluded: (i) loans provided to SMEs, tradesmen, financial institutions and/or certain governmental authorities and their subsidiaries and (ii) export and investment loans, agricultural loans, consumer loans and corporate credit cards; pursuant to this regulation, Turkish banks are required to (subject to certain calculations and exceptions): (A) use long-term Turkish Lira-denominated securities issued by the Turkish government (including lease certificates issued by Undersecretariat of Treasury Asset Leasing Company) as reserves equal to 10% of the amount of the foreign currency deposits, participation funds, funds from foreign exchange-denominated repo transactions, and precious metals accounts and 30% of the amount of such Turkish Lira-denominated commercial cash loans, and securities issued by entities (other than financial institutions) held by such banks and (B) provide a small amount of additional reserves for foreign exchange deposits and participation funds held by natural and legal persons based upon the conversion rate of such persons' foreign currency accounts to Turkish Lira accounts (this regulation was repealed as of 9 May 2024 and thus is only applicable to the 2023 BRSA Financial Statements), and

(h) pursuant to the Communiqué Regarding Reserve Requirements (the "**Communiqué Regarding Reserve Requirements**"), which was amended from time to time, on 16 August 2025 so that, if the growth rate for certain categories of cash loans (i.e., general purpose loans, vehicle loans and certain types of commercial loans) extended by a bank or financing company for any eight-week calculation

period (beginning with the first such period starting 29 March 2024 through the eight-week calculation period until 31 December 2026) exceeds 0.5% (each category of loans being considered separately) when compared to the amount of such category of cash loans as of the end of the previous eight-week calculation period, then such bank or financing company is required to maintain additional Turkish Lira reserves in an amount equal to such excess. This calculation methodology has been amended from time to time (most recently on 23 May 2026), and as at the date of this Base Offering Circular, it applies for any eight-week calculation period (beginning with the first such period starting 28 March 2025 (applicable to loans disbursed on or after 1 March 2025) through the eight-week calculation period ending 31 December 2026) if the relevant growth rate exceeds 0.5% for foreign currency-denominated loans and an eight-week growth limit of 1% for overdraft account limits allocated to consumers. On 31 January 2026, the Central Bank introduced a new temporary reserve requirement based on overdraft account limit growth. Pursuant to the amended Communiqué Regarding Reserve Requirements, if the growth rate of overdraft account limits allocated by banks to consumers exceeds 2% (reduced to 1% on 23 May 2026) during each calculation period from 27 March 2026 through 31 December 2026 compared to the previous calculation period (calculated every eight weeks on Fridays), banks are required to maintain additional Turkish Lira reserves in an amount equal to such excess. However, in accordance with the procedures and principles set by the Central Bank, no mandatory reserve requirement shall be applied to the portion of the excess loan amount determined by the Central Bank, provided that it is taken into account in the calculation of the growth rate for the following period.

The BRSA conducts examinations of all banks operating in Türkiye and financial information, capital ratios, open positions, liquidity, interest rate risks and credit portfolios (*inter alia*) are followed up in detail at frequent intervals by the BRSA.

In addition, Turkish banks' capital adequacy requirements have been and will continue to be affected by Basel III, which includes requirements regarding regulatory capital, liquidity, leverage ratio and counterparty credit risk measurements. There is no assurance that any further changes to the capital adequacy requirements would not impact the Bank's capital adequacy ratios negatively. If the Bank and/or the Group is unable to maintain its capital adequacy, leverage and liquidity ratios above the minimum levels required by the BRSA or other regulators (whether due to the inability to obtain additional capital on acceptable economic terms, if at all, losses or otherwise), then it may be required to seek additional capital and/or sell assets (including subsidiaries) at commercially unreasonable prices, which may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Policy makers in Türkiye, the EU and other jurisdictions in which the Group operates continue to update regulations governing banking activity, and there is uncertainty as to what impact these changes may have. In addition, the Turkish government (including the BRSA or the Central Bank) has introduced (and may introduce in the future) new laws that impose limits with respect to fees and commissions charged to customers, increase the monthly minimum payments required to be paid by holders of credit cards, limiting loan yields on certain categories of loans (including potentially below the Group's cost of funds), increase reserves or require a greater percentage of deposits to be held in Turkish Lira (increasing competition for such deposits) or otherwise introduce rules that will negatively affect the Group's business and/or profitability. The Group may not be able to pass on any increased costs associated with such regulatory changes to its customers, particularly given the high level of competition in the Turkish banking sector. Accordingly, the Group may not be able to sustain its level of profitability in light of these regulatory changes and the Group's profitability may be materially adversely impacted until (if ever) such changes may be incorporated into the Group's pricing (and even then such changes may affect the Group's profitability as increased pricing for customers may reduce customer demand for many of the Group's products).

Such measures may also limit or reduce growth of the Turkish economy and consequently the demand for the Group's products and services. Furthermore, as a consequence of certain of these changes, the Group may be required to increase its capital reserves and may need to access more expensive sources of financing to meet its regulatory liquidity and capital requirements. Any failure by the Group to adopt adequate responses to these or future changes in the regulatory framework may have an adverse effect on the Group's business, financial

condition, results of operations and prospects. Finally, non-compliance with laws (including those relating to sanctions, anti-money laundering and anti-bribery) may expose the Group to potential liabilities and fines and/or damage its reputation. The Bank is also subject to competition and antitrust laws. The Bank from time to time has been, and in the future may be, subject to investigations by the Turkish Competition Board (*Rekabet Kurulu*) (the "**Competition Board**") some of which have resulted in material fines.

While a substantial majority of the Group's operations are in Türkiye, it also (as of the date of this Base Offering Circular) operates in countries outside of Türkiye (such as the Netherlands) and maintains branch operations in countries such as the Turkish Republic of Northern Cyprus and Bahrain. The Group also has representative offices in London, United Kingdom and Tehran, Iran. The Group's operations outside of Türkiye are subject to differing regulatory environments and domestic economic conditions and require the Group to engage in transactions in relevant local currencies such as the Euro. Adverse changes in the regulatory environments, tax and/or other laws, economic and political conditions, relevant exchange rates and/or other circumstances in Türkiye or the other jurisdictions in which the Group operates could have a material adverse effect on the Group. In addition, should the Group's non-Turkish operations fail to grow at past rates, perform at past levels or meet growth expectations, the Group's business, financial condition, results of operations and prospects may be materially adversely affected.

Any failure or interruption in or breach of the Group's information systems, and any failure to update such systems, may result in lost business and other losses.

The Group relies heavily on information systems to conduct its business. Any failure or interruption or breach in security of these systems (including as a result of any cyberattacks, phishing, ransomware or other malicious attacks) could result in failures or interruptions in its risk management, general ledger, deposit servicing, loan origination systems and/or other important operations. Although the Group has developed back-up systems and business continuity plans for cases of emergency, if the Group's information systems were to fail, even for a short period of time, it could be unable to serve some customers' needs on a timely basis and could thus lose their business. Likewise, a temporary shutdown of the Group's information systems could result in costs that are required for information retrieval and verification. There can be no assurances that such failures or interruptions will not occur or that the Group will adequately address them if they do occur. Accordingly, the occurrence of such failures or interruptions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. In addition, there can be no assurances that the rollout or implementation of any new systems or processes will provide the desired benefit to the Group's business, or will not involve failures or business interruptions that could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group's success depends upon retaining key members of its senior management and its ability to recruit, train and motivate qualified personnel.

The Group is dependent upon its senior management to implement its strategy and operate its day-to-day business. In addition, corporate, retail and other relationships of members of senior management are important to the conduct of the Group's business. In a rapidly emerging and developing market such as Türkiye, demand for highly trained and skilled staff, particularly in the Group's İstanbul headquarters, is very high and requires the Group to re-assess continually its compensation and employment policies. If members of the Group's senior management were to leave, particularly if they were to join competitors, then those employees' relationships that have benefited the Group may not continue with the Group.

In addition, the Group's ability to successfully implement its strategy depends upon its ability to recruit and maintain suitably qualified and capable employees. Even though its human resources policy is aimed at achieving these goals, it is not possible to guarantee that constraints in this area will not arise in the future. An inability to attract and retain qualified and capable employees for each position may limit or delay the execution of the Group's strategy, and could have a material adverse effect on its business, financial condition, results of operations and prospects.

Labour disputes or other industrial actions could disrupt operations or make them more costly.

Labour disputes or work stoppages could disrupt operations or make them more costly. The Group is exposed to the risk of labour disputes and work stoppages. The Bank's employees are unionised and the Bank has entered into a collective bargaining agreement (*toplu iş sözleşmesi*) with Öz Finans İş Sendikası on 29 December 2023, which is effective from 1 January 2024 through 31 December 2026. Although the Group has not experienced any work stoppages or labour disputes, there can be no assurances that work stoppages or labour disputes will not occur in the future. If employees engage in a prolonged work stoppage or strike, it could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Dependence upon Banking and Other Licences – Group members might be unable to maintain or secure the necessary licences for carrying on their business.

Each of the Bank and, to the extent applicable, each of its subsidiaries has a current Turkish and/or other applicable licence for all of its banking and other operations. The Bank's management believes that the Bank and each of its subsidiaries is in compliance with its existing material licence and reporting obligations; nevertheless, if it is incorrect, or if any member of the Group were to suffer a loss of a licence, breach the terms of a licence or fail to obtain any further required licences, then this might have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Restrictive covenants under the Bank's outstanding agreements may adversely affect the Bank's operations, and a breach of any of these covenants could result in the counterparty exercising remedies against the Bank or its properties.

The Bank is party to a range of agreements, including in respect of debt instruments issued by the Bank, which contain restrictive covenants, such as negative pledges, maintenance of certain regulatory authorisations, refraining from certain transactions with affiliates, and certain financial reporting requirements. These restrictive covenants may adversely affect the Bank's operations. In addition, a breach of any of these covenants could result in a default under the applicable agreements, which could result in the counterparty exercising remedies against the Bank or its properties, and such breach and/or acceleration may cross-trigger to other agreements of the Group, any of which events may have a material adverse effect on the Group's business, financial condition and/or results of operations. For example, if the Bank is required to prepay a loan, then it may need to use a significant amount of its liquidity, sell assets (potentially at a disadvantageous price) and/or reduce its business in order to satisfy this unexpected prepayment.

Future events may be different than those reflected in the management assumptions and estimates used in the preparation of the Group's financial statements, which may cause unexpected reductions in profitability or losses in the future.

Pursuant to BRSA rules and interpretations in effect as of the date of this Base Offering Circular, the Group is required to use certain estimates in preparing its financial statements, including accounting estimates to determine loan loss reserves and the fair value of certain assets and liabilities, among other items. Should the estimated values for such items prove substantially inaccurate, particularly because of significant and unexpected market movements or external developments (in each case, such as relating to the war in Ukraine, events in the Middle East and the February 2023 earthquakes), or if the methods by which such values were determined are revised in future BRSA rules or interpretations, the Group may experience unexpected reductions in profitability or losses. For example, portions of the Group's provisions for loans are determined based upon assumptions about the Turkish economy and thus (particularly if the Turkish economy underperforms such assumptions) the Group may have taken inadequate provisions for loans. In addition, the valuation of liabilities for the Group's defined benefit pension plan is based upon assumptions about discount rates, salary increases, inflation levels, demographic factors and interest rates (see "*Risks Related to the Group—Changes in interest rate levels may affect the value of the Group's assets sensitive to interest rates and spread changes, as well as the Group's net interest margins and borrowings costs*"), among other items.

Unexpected reductions in profitability or losses in the future could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group may not be able to fully comply with anti-money laundering or terrorist financing regulations, which could result in criminal and regulatory fines and reputational damage.

Although the Group has implemented comprehensive anti-money laundering ("**AML**"), terrorist financing and "know-your-customer" ("**KYC**") policies and procedures and seeks to adhere to all requirements under Turkish law and international standards aimed at preventing the Group from being used as a vehicle for money laundering or terrorist financing, there can be no assurances that these policies and procedures will be completely effective. Moreover, to a certain extent the Group must rely upon correspondent banks to maintain and properly apply their own appropriate AML, terrorist financing and KYC policies and procedures.

In October 2014, the Organisation for Economic Co-operation and Development (the "**OECD**") Working Group on Bribery adopted the Phase 3 Report on Implementing the OECD Anti-Bribery Convention. In this report, the OECD Working Group expressed concerns about Türkiye's low level of anti-bribery enforcement and recommended that Türkiye improve its efforts to proactively detect, investigate and prosecute allegations of foreign bribery. The OECD Working Group also expressed concern regarding certain deficiencies in Türkiye's corporate liability legislation and enforcement against legal persons and made several recommendations to address these concerns. In addition, on 21 October 2021, the Financial Action Task Force (the "**FATF**") placed Türkiye on the so-called "grey list" of countries in need of elevated supervision of its legal framework for combatting terrorism and money laundering. The FATF cited concerns about inadequate supervision of Türkiye's banking and real estate sectors and dealers in gold and precious stones, including having undertaken insufficient prosecutorial efforts against violators (including freezing of assets). Following Türkiye's progress in addressing the FATF's concerns, on 28 June 2024 the FATF announced that Türkiye had been removed from the grey list, recognising significant improvements in its anti-money laundering and counter-terrorist financing framework. Nevertheless, any lasting perception of transactions involving Türkiye as being a higher risk jurisdiction may adversely impact investor's willingness to invest in Türkiye and/or engage with Turkish banks or may subject transactions in Türkiye to heightened due diligence at additional cost, either of which could have a material effect on the Group's business, financial condition and/or results of operations.

If the Group in the future fails to comply with timely reporting requirements or other AML, anti-bribery terrorist financing or KYC regulations, or is associated with money laundering, bribery or terrorist financing, its reputation, business, financial condition, results of operations and prospects could be adversely affected. In addition, involvement in such activities may carry criminal or regulatory fines and sanctions.

Turkish disclosure standards differ in certain significant respects from those in certain other countries, potentially resulting in a lesser amount of information being available.

Historically, the reporting, accounting and financial practices applied by Turkish banks have differed in certain respects from those applicable to banks in the EU, the United States or in other similar economies. There is less publicly available information on businesses in Türkiye than is regularly published by similar businesses in the EU, the United States or in other similar markets and any information that is published may only be presented in Turkish.

The BRSA's rules require Turkish banks to publish their annual and quarterly financial reports on their websites. In addition, banks that are listed on the Borsa İstanbul, such as the Bank, are also required to publish their financial statements on a quarterly basis and to disclose any significant development that is likely to have an impact on investors' decisions and/or that would be likely to have a significant effect on the price of the issuer's securities (both through the Turkish government's Public Disclosure Platform website and the bank's own website). Annual financial reports comprise audited financial statements and activity reports, and quarterly financial reports comprise reviewed financial statements, interim management reports and corporate governance compliance reports. Historically, many Turkish banks have also prepared financial statements using IFRS for certain reporting periods, with their financial statements being available first under the BRSA

Accounting and Reporting Regulation and subsequently being made available in IFRS financial statements. Since the year ended 31 December 2021, the Group has not prepared financial statements using IFRS. Most Turkish banks, including the Bank, have English versions of their financial statements available on their websites. Nonetheless, investors may not have access to the same depth of disclosure relating to the Bank as they would for investments in banks in the EU, the United States and certain other markets.

FACTORS WHICH ARE MATERIAL FOR THE PURPOSE OF ASSESSING THE MARKET RISKS ASSOCIATED WITH NOTES ISSUED UNDER THE PROGRAMME

Risks related to the structure of a particular issue of Notes

A range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of the most common such features:

Risks applicable to all Notes

If the Issuer has the right to redeem any Notes at its option, this may limit the market value of the Notes concerned and an investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return.

An optional redemption feature is likely to limit the market value of Notes. During any period when the Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

If the Notes include a feature to convert the interest basis from a fixed rate to a floating rate, or vice versa, this may affect the secondary market and the market value of the Notes concerned.

Fixed/Floating Rate Notes are Notes which bear interest at a rate that converts from a fixed rate to a floating rate, or from a floating rate to a fixed rate. Such a feature to convert the interest basis, and any conversion of the interest basis, may affect the secondary market in, and the market value of, such Notes as the change of interest basis may result in a lower interest return for Noteholders. Where the Notes convert from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. Where the Notes convert from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on those Notes and could affect the market value of an investment in the relevant Notes.

Notes which are issued at a substantial discount or premium may experience price volatility in response to changes in market interest rates.

The market values of securities issued at a substantial discount (such as Zero Coupon Notes) or premium to their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for more conventional interest-bearing securities. Generally, the longer the remaining term of such securities, the greater the price volatility as compared to more conventional interest-bearing securities with comparable maturities.

The regulation and reform of "benchmarks" may adversely affect the value of Notes linked to or referencing such "benchmarks"

Interest rates and indices which are deemed to be "benchmarks" are the subject of national and international regulatory guidance and reform aimed at supporting the transition to robust benchmarks. Most reforms have now reached their planned conclusion (including the transition away from LIBOR), and "benchmarks" remain subject to ongoing monitoring. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes referencing such a benchmark.

Regulation (EU) 2016/1011 (as amended) (the "**EU Benchmarks Regulation**") applies, subject to certain transitional provisions, to the provision of in-scope benchmarks, the contribution of input data to an in-scope benchmark and the use of an in-scope benchmark within the EU. Among other things, it (i) requires benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevents certain uses by EU supervised entities of in-scope benchmarks of administrators that are not authorised or registered (or, if non-EU based, not deemed equivalent or recognised or endorsed). Regulation (EU) 2016/1011 as it forms part of domestic law by virtue of the EUWA (the "**UK Benchmarks Regulation**") among other things, applies to the provision of benchmarks and the use of a benchmark in the UK. Similarly, it prohibits the use in the UK by UK supervised entities of benchmarks of administrators that are not authorised by the FCA or registered on the FCA register (or, if non-UK based, not deemed equivalent or recognised or endorsed).

The EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable, could have a material impact on any Notes linked to or referencing a benchmark which is in-scope of one or both regulations, in particular if the methodology or other terms of the benchmark are changed in order to comply with the requirements of the EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the relevant benchmark.

More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements.

Such factors may have (without limitation) the following effects on certain benchmarks: (i) discouraging market participants from continuing to administer or contribute to a benchmark; (ii) triggering changes in the rules or methodologies used in the benchmark and/or (iii) leading to the disappearance of the benchmark. Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to, referencing, or otherwise dependent (in whole or in part) upon, a benchmark.

Condition 6.4 provides for certain fallback arrangements (the "benchmark discontinuation provisions") in the event that SONIA, SOFR, EURIBOR, TLREF, ROBOR, PRIBOR, HIBOR, NIBOR, WIBOR, CNH HIBOR, KLIBOR, TIBOR, TONAR or any other relevant benchmark is discontinued or no longer published or a Benchmark Event otherwise occurs, including the possibility that the Rate of Interest on the applicable Notes could be set by reference to a successor rate or an alternative reference rate and, in either case, as adjusted by reference to an Adjustment Spread or Benchmark Replacement Adjustment, as applicable. With respect to the benchmark rates for Notes (other than Notes that reference SOFR for which the applicable Pricing Supplement specifies Condition 6.4(II) as being applicable), to the extent that the relevant benchmark is discontinued or no longer published or a Benchmark Event otherwise occurs with respect thereto, and no alternative, successor or replacement reference rate is identified or selected in accordance with the benchmark discontinuation provisions, then the Rate of Interest on the applicable Notes will be determined by the fallback provisions provided for under Condition 6.2(b); however, such provisions, being dependent in part upon the provision of rate quotations by reference banks, might not operate as intended depending upon market circumstances and the availability of interest rate information at the relevant time and might in certain circumstances result in the effective application of a fixed rate based upon the rate that applied in the previous period when any relevant

benchmark was available, in effect resulting in such Notes becoming fixed rate notes. Any of these alternative methods might result in interest payments that are lower than or that do not otherwise correlate over time with the payments that would have been made on the applicable Notes if any relevant benchmark were available in their current form. Additionally, if any relevant benchmark rate is discontinued or no longer published, then there can be no assurance that the applicable fallback provisions under any related swap agreements would operate so as to ensure that the benchmark rate used to determine payments under any related swap agreements is the same as that used to determine interest payments under the applicable Notes.

Notwithstanding any other provision of the Conditions or the Agency Agreement, the consent or approval of the Noteholders or Couponholders is not required in the case of amendments to the Conditions pursuant to the benchmark discontinuation provisions to vary the method or basis of calculating the rate(s) or amount of interest or the basis for calculating any Interest Amount in respect of the applicable Notes or for any other variation of the Conditions and/or the Agency Agreement required to be made in the circumstances described in the benchmark discontinuation provisions where the Issuer has delivered to the Calculation Agent a certificate in the form and manner required by the benchmark discontinuation provisions. Any such amendment made pursuant to the benchmark discontinuation provisions might have unexpected commercial consequences and there can be no assurance that, due to the particular circumstances of each Noteholder or Couponholder, any such amendment will be favourable to each Noteholder or Couponholder.

In addition, due to the uncertainty concerning the availability of successor rates and alternative reference rates and the involvement of the Issuer and/or an Independent Adviser in accordance with the benchmark discontinuation provisions, the relevant benchmark discontinuation provisions might not operate as intended at the relevant time. More generally, any of the above matters or any other significant change to the setting or existence of any relevant benchmark might have a material adverse effect on the value or liquidity of, and the amount payable under, the applicable Notes. No assurance may be provided that relevant changes will not be made to SONIA, SOFR, EURIBOR, TLREF, ROBOR, PRIBOR, HIBOR, NIBOR, WIBOR, CNH HIBOR, KLIBOR, TIBOR, TONAR or any other relevant benchmark and/or that such benchmarks will continue to exist. Investors should consider these matters and make their own assessment about the potential risks imposed by benchmark reforms and investigations when making their investment decision with respect to the Notes.

Any of the factors above and their consequences might have a material adverse effect on the trading market for, value of and return on, any Notes linked to or referencing a benchmark.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the current uncertainty related to the discontinuation of benchmarks, the benchmark discontinuation provisions set out in Condition 6.4 and the Benchmarks Regulation in making any investment decision with respect to any Notes linked to or referencing a benchmark.

Uncertainty as to Rate of Interest – A Rate of Interest might not reflect an investor's cost of funds

For the Rate of Interest of a Series of Floating Rate Notes, the Issuer has no control over its determination, calculation or publication. In addition, there can be no assurance that any underlying Reference Rate will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of investors in Floating Rate Notes. In addition, the Rate of Interest might not accurately reflect an investor's cost of funding. For example:

SOFR. The interest payable on any Floating Rate Notes for which the Reference Rate is specified in the applicable Pricing Supplement as SOFR Index will be based upon Compounded SOFR, which is calculated using the SOFR Index published by the Federal Reserve Bank of New York according to the specific formula described under Condition 6.2(b)(iv), not the SOFR rate published on or in respect of a particular date during any Interest Period or an arithmetic average of SOFR rates during such period. For this and other reasons, the Rate of Interest on any such Notes during any Interest Period will not necessarily be the same as the interest rate on other SOFR-linked investments that use an alternative basis to determine the applicable interest rate. Furthermore, if the SOFR rate in respect of a particular date during an Interest Period is negative, then its

contribution to the SOFR Index will be less than one, resulting in a reduction to Compounded SOFR used to calculate the interest payable on the relevant Notes on the Interest Payment Date for such Interest Period.

Under Condition 6.4(II), if a particular replacement rate cannot be determined for Floating Rate Notes linked to SOFR for which the applicable Pricing Supplement specifies Condition 6.4(II) as being applicable, then the next-available replacement rate will apply. In addition, such Condition expressly authorises the Issuer to make certain adjustments to the replacement rate as are necessary to reflect the adoption of the replacement rate, substantially consistent with market practice, without the consent or approval of the Noteholders. The application of these adjustments might result in adverse consequences to the amount of interest payable on such Notes, which might adversely affect the return on, value of and/or market for an investment in such Notes.

Furthermore, interest on SOFR-linked Floating Rate Notes is only capable of being determined at the end of the relevant Interest Period and on or shortly prior to the relevant Interest Payment Date. It might be difficult for investors in SOFR-linked Floating Rate Notes to estimate reliably the amount of interest that will be payable on such securities, and some investors might be unable or unwilling to trade such securities without changes to their information technology systems, both of which might adversely impact the liquidity of such securities. This same lack of advanced notice of the amount of an interest payment would also apply upon an acceleration after an Event of Default.

SONIA. Interest on Notes that reference Compounded Daily SONIA is only capable of being determined on or shortly prior to the relevant Interest Payment Date. It might be difficult for investors in Notes that reference Compounded Daily SONIA to estimate reliably the amount of interest that will be payable on such Notes, and some investors might be unable or unwilling to trade such Notes without changes to their information technology systems, both of which might adversely impact the liquidity of such Notes. Further, if Notes referencing Compounded Daily SONIA become due and payable as a result of an Event of Default under Condition 11, or are otherwise redeemed early on a date other than an Interest Payment Date, then the Rate of Interest payable for the final Interest Period in respect of such Notes shall only be determined on or shortly prior to the date on which such Notes become due and payable.

TLREF. Interest on Notes that reference TLREF is only capable of being determined on or shortly prior to the relevant Interest Payment Date. It might be difficult for investors in Notes that reference TLREF to estimate reliably the amount of interest that will be payable on such Notes, and some investors might be unable or unwilling to trade such Notes without changes to their information technology systems, both of which might adversely impact the liquidity of such Notes. Further, if Notes referencing TLREF become due and payable as a result of an Event of Default under Condition 11, or are otherwise redeemed early on a date other than an Interest Payment Date, then the Rate of Interest payable for the final Interest Period in respect of such Notes shall only be determined on or shortly prior to the date on which such Notes become due and payable.

Risks related to Notes generally

Set out below is a description of material risks relating to the Notes generally:

The Terms and Conditions of the Notes contain provisions which may permit their modification without the consent of all investors

The "*Terms and Conditions of the Notes*" contain provisions for calling meetings (including by way of conference call or by use of a videoconference platform) of Noteholders to consider and vote upon matters affecting their interests generally, or to pass resolutions in writing or through the use of electronic consents. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting or, as the case may be, did not sign the written resolution or give their consent electronically, and including those Noteholders who voted in a manner contrary to the majority.

The value of the Notes could be adversely affected by a change in English law or administrative practice.

The "*Terms and Conditions of the Notes*" are based on English law in effect as of the date of this Base Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to English law

or administrative practice after the date of this Base Offering Circular and any such change could materially adversely impact the value of any Notes affected by it.

Investors who hold less than the minimum Specified Denomination may be unable to sell their Notes and may be adversely affected if definitive Notes are subsequently required to be issued.

In relation to any issue of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that such Notes may be traded in amounts in excess of the minimum Specified Denomination that are not integral multiples of such minimum Specified Denomination. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in their account with the relevant clearing system would not be able to sell the remainder of such holding without first purchasing a principal amount of Notes at or in excess of the minimum Specified Denomination such that its holding amounts to a Specified Denomination. Further, a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in their account with the relevant clearing system at the relevant time may not receive a definitive Note in respect of such holding (should definitive Notes be printed or issued) and would need to purchase a principal amount of Notes at or in excess of the minimum Specified Denomination such that its holding amounts to a Specified Denomination.

If such Notes in definitive form are issued, holders should be aware that definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

Holders of Notes held through DTC, Euroclear and Clearstream, Luxembourg must rely on procedures of those clearing systems to effect transfers of Notes, receive payments in respect of Notes and vote at meetings of Noteholders

Notes issued under the Programme will be represented on issue by one or more Global Notes that may be deposited with a common depositary for Euroclear and Clearstream, Luxembourg or may be deposited with a nominee for DTC (each as defined under "*Form of the Notes*"). Except in the circumstances described in each Global Note, investors will not be entitled to receive Notes in definitive form. Each of DTC, Euroclear and Clearstream, Luxembourg and their respective direct and indirect participants will maintain records of the beneficial interests in each Global Note held through it. While the Notes are represented by a Global Note, investors will be able to trade their beneficial interests only through the relevant clearing systems and their respective participants.

While the Notes are represented by Global Notes, the Issuer will discharge its payment obligation under the Notes by making payments through the relevant clearing systems. A holder of a beneficial interest in a Global Note must rely on the procedures of the relevant clearing system and its participants to receive payments under the Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in any Global Note.

Holders of beneficial interests in a Global Note will not have a direct right to vote in respect of the Notes so represented. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies.

Risks related to the market generally

Set out below is a description of material market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

An active secondary market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell their Notes.

Notes may have no established trading market when issued, and one may never develop. If a market for the Notes does develop, it may not be very liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies, are being issued to a single investor or a limited number of investors or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities.

If an investor holds Notes which are not denominated in the investor's home currency, they will be exposed to movements in exchange rates adversely affecting the value of their holding. In addition, the imposition of exchange controls in relation to any Notes could result in an investor not receiving payments on those Notes.

The Issuer will pay principal and interest on the Notes in the Specified Currency. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Notes, (2) the Investor's Currency equivalent value of the principal payable on the Notes and (3) the Investor's Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate or the ability of the Issuer to make payments in respect of the Notes. As a result, investors may receive less interest or principal than expected, or no interest or principal.

The value of Fixed Rate Notes may be adversely affected by movements in market interest rates.

Investment in Fixed Rate Notes involves the risk that if market interest rates subsequently increase above the rate paid on the Fixed Rate Notes, this will adversely affect the value of the Fixed Rate Notes.

Credit ratings assigned to the Issuer or any Notes may not reflect all the risks associated with an investment in those Notes.

One or more independent credit rating agencies may assign credit ratings to the Issuer, or the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the rating agency at any time.

In general, European regulated investors are restricted under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**") from using credit ratings for regulatory purposes in the EEA, unless such ratings are issued by a credit rating agency established in the EEA and registered under the CRA Regulation (and such registration has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). Such general restriction will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies, unless the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). The list of registered and certified rating agencies published by ESMA on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain

supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA (the "**UK CRA Regulation**"). As such, UK regulated investors are required to use for UK regulatory purposes ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (a) endorsed by a UK registered credit rating agency; or (b) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Note this is subject, in each case, to (a) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended, and (b) transitional provisions that apply in certain circumstances.

If the status of the rating agency rating the Notes changes for the purposes of the CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Notes may have a different regulatory treatment, which may impact the value of the Notes and their liquidity in the secondary market. Certain information with respect to the credit rating agencies and ratings is set out on the cover of this Base Offering Circular.

ENFORCEMENT OF JUDGMENTS AND SERVICE OF PROCESS

The Issuer is a Turkish banking institution organised as a public joint stock company under the laws of Türkiye (specifically, under the Banking Law). Substantially all of the assets of the Issuer are located in Türkiye. As a result, it may not be possible for investors to effect service of process upon the Issuer outside Türkiye or to enforce against it in the courts of jurisdictions other than Türkiye any judgments obtained in such courts that are predicated upon the laws of such other jurisdictions. In order to enforce such judgments in Türkiye, investors should initiate enforcement lawsuits before the competent Turkish courts. In accordance with Articles 50 - 59 of Türkiye's International Private and Procedure Law (Law No. 5718), the courts of Türkiye will not enforce any judgment obtained in a court established in a country other than Türkiye unless:

(a) there is in effect a treaty between such country and Türkiye providing for a reciprocal enforcement of court judgments,

(b) there is de facto enforcement in such country of judgments rendered by Turkish courts, or

(c) there is a provision in the laws of such country that provides for the enforcement of judgments of Turkish courts.

There is no treaty between Türkiye and the United Kingdom providing for reciprocal enforcement of judgments. Turkish courts have rendered at least one judgment confirming *de facto* reciprocity between Türkiye and the United Kingdom; *however*, since *de facto* reciprocity is decided by the relevant court on a case-by-case basis, there is uncertainty as to the enforceability of court judgments obtained in the United Kingdom by Turkish courts. Moreover, there is uncertainty as to the ability of an investor to bring an original action in Türkiye based upon any non-Turkish securities laws.

In addition, the courts of Türkiye will not enforce any judgment obtained in a court established in a country other than Türkiye if:

(a) the defendant was not duly summoned or represented or the defendant's fundamental procedural rights were not observed,

(b) the judgment in question was rendered with respect to a matter within the exclusive jurisdiction of the courts of Türkiye,

(c) the judgment is incompatible with a judgment of a court in Türkiye between the same parties and relating to the same issues or, as the case may be, with an earlier foreign judgment on the same issue and enforceable in Türkiye,

(d) the judgment is not of a civil nature,

(e) the judgment is clearly against public policy rules of Türkiye,

(f) the judgment is not final and binding with no further recourse for appeal or similar revision process under the laws of the country where the judgment has been rendered, or

(g) the judgment was rendered by a foreign court that has deemed itself competent even though it has no actual relationship with the parties or the subject matter at hand.

In accordance with Article 48 of Türkiye's International Private and Procedure Law (Law No. 5718), in any suit, debt collection proceeding or action against the Issuer in the Turkish courts, a foreign plaintiff may be required to deposit security for court costs (*cautio judicatum solvi*), provided however that the court may in its discretion waive such requirement for security in the event that the plaintiff is considered to be (i) a national of one of the contracting states of the Convention Relating to Civil Procedures signed at The Hague on 1 March 1954 (ratified by Türkiye pursuant to Law No. 1574), save for legal entities incorporated under the laws of

such contracting states, or (ii) a national of a state that has signed a bilateral treaty with Türkiye that is duly ratified and contains, inter alia, a waiver of the *cautio judicatum solvi* requirement on a reciprocal basis. In addition, if Turkish nationals do not deposit such a security in the country of the foreign plaintiff, then the relevant Turkish court may waive such requirement for security relying upon the de facto reciprocity. If the foreign plaintiff deposits such security and the proceeding ends in favour of such plaintiff, then such security will be returned to such plaintiff.

Furthermore, any claim against the Issuer that is denominated in a currency other than Turkish Lira would, in the event of the bankruptcy of the Issuer, only be payable in Turkish Lira. The relevant exchange rate for determining the Turkish Lira-equivalent amount of any such claim would be the Central Bank's exchange rate for the purchase of the relevant currency that is effective on the date the relevant court decides on bankruptcy of the Issuer in accordance with Turkish law. Such exchange rate may be less favourable to a Noteholder than the rate of exchange prevailing at the issuance date.

In connection with the Programme, process may be served on the Issuer at Türkiye Halk Bankası A.Ş. London Representative Office at its registered office for the time being at 16 Berkeley Street, Mayfair, London, W1J 8DZ, United Kingdom with respect to any proceedings in England. This does not affect any other method of service allowed by law.

DOCUMENTS INCORPORATED BY REFERENCE

The following information which has previously been published or is published simultaneously with this Base Offering Circular and have been submitted to and filed with Euronext Dublin shall be incorporated in, and form part of, this Base Offering Circular:

(a) the 2026 Interim Consolidated BRSA Financial Statements, which are published on the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2026/Turkiye-Halk-Bankas%C4%B1-AS-Consolidated-Report-31-03-2026.pdf;

(b) the 2025 Interim Consolidated BRSA Financial Statements, which are published on the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2025/T-Halk-Bankasi-AS-Consolidated-Report-31-03-2025.pdf;

(c) the 2025 Consolidated BRSA Financial Statements, which are published on the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2025/T-Halk-Bankasi-AS-Consolidated-Report-31-12-2025.pdf;

(d) the 2024 Consolidated BRSA Financial Statements, which are published at the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2024/T-Halk-Bankasi-AS-Consolidated-Report-31-12-2024_.pdf;

(e) the 2023 Consolidated BRSA Financial Statements, which are published at the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2023/t-halk-bankasi-as-consolidated-report-31122023.pdf;

(f) the 2026 Interim Unconsolidated BRSA Financial Statements, which are published on the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2026/Turkiye-Halk-Bankas%C4%B1-AS-Unconsolidated-Report-31-03-2026.pdf;

(g) the 2025 Interim Unconsolidated BRSA Financial Statements, which are published on the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2025/T-Halk-Bankasi-AS-Unconsolidated-Report-31-03-2025.pdf;

(h) the 2025 Unconsolidated BRSA Financial Statements, which are published at the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2025/T-Halk-Bankasi-AS-Unconsolidated-Report-31-12-2025.pdf;

(i) the 2024 Unconsolidated BRSA Financial Statements, which are published at the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2024/T-Halk-Bankasi-AS-Unconsolidated-Report-31-12-2024-.pdf;

(j) the 2023 Unconsolidated BRSA Financial Statements, which are published at the Issuer's website at:

https://www.halkbank.com.tr/content/dam/corporate-website/en/documents/investor-relations/financial-reports/2023/t-halk-bankasi-as-unconsolidated-report-31122023.pdf;

In addition to the above, the following information shall be incorporated in, and form part of, this Base Offering Circular as and when it is published during the period of 12 months from the date of this Base Offering Circular on https://www.halkbank.com.tr/en/investor-relations/financial-information/financial-reports:

(k) any audited consolidated financial statements of the Group prepared in accordance with BRSA Reporting Standards;

(l) any unaudited interim consolidated financial statements of the Group prepared in accordance with BRSA Reporting Standards;

(m) any audited unconsolidated financial statements of the Bank prepared in accordance with BRSA Reporting Standards; and

(n) any unaudited interim unconsolidated financial statements of the Bank prepared in accordance with BRSA Reporting Standards.

Information incorporated by reference pursuant to (k) to (n) above shall, to the extent applicable, be deemed to modify or supersede statements contained in this Base Offering Circular.

Following the publication of this Base Offering Circular a supplement may be prepared by the Issuer and approved by Euronext Dublin in accordance with Rules 3.12 to 3.15 of the GEM Listing Rules. Statements contained in any such supplement (or contained in any information incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Offering Circular or in information which is incorporated by reference in this Base Offering Circular.

For more information about the BRSA Financial Statements, see "*Presentation of Financial and Other Information*".

Any documents themselves incorporated by reference in the information incorporated by reference in this Base Offering Circular shall not form part of this Base Offering Circular. Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in this Base Offering Circular.

If there is a significant change affecting any matter contained in this Base Offering Circular or a significant new matter arises, the inclusion of information in respect of which would have been so required if it had arisen at the time at which this Base Offering Circular was prepared, in each case, in accordance with paragraphs 3.12 and 3.13 of the GEM Listing Rules, the Issuer will prepare a supplement to this Base Offering Circular

in accordance with the GEM Listing Rules or publish a new base offering circular for use in connection with any subsequent issue of Notes. Any such supplement will be published in accordance with the requirements of Euronext Dublin.

FORM OF THE NOTES

The Notes of each Series will be in either bearer form, with or without interest coupons attached, or registered form, without interest coupons attached. Bearer Notes will be issued outside the United States in reliance on Regulation S under the Securities Act ("**Regulation S**") and Registered Notes will be issued both outside the United States in reliance on the exemption from registration provided by Regulation S and in reliance on Rule 144A or otherwise in private transactions that are exempt from the registration requirements of the Securities Act.

Bearer Notes

Each Tranche of Bearer Notes will be in bearer form and will initially be issued in the form of a temporary global note (a "**Temporary Bearer Global Note**") or, if so specified in the applicable Pricing Supplement, a permanent global note (a "**Permanent Bearer Global Note**" and, together with a Temporary Bearer Global Note, each a "**Bearer Global Note**") which, in either case, will be delivered on or prior to the original issue date of the Tranche to a common depositary (the "**Common Depositary**") for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream, Luxembourg**").

Whilst any Bearer Note is represented by a Temporary Bearer Global Note, payments of principal, interest (if any) and any other amount payable in respect of the Notes due prior to the Exchange Date (as defined below) will be made (against presentation of the Temporary Bearer Global Note) only to the extent that certification (in a form to be provided) to the effect that the beneficial owners of interests in the Temporary Bearer Global Note are not U.S. persons or persons who have purchased for resale to any U.S. person, as required by U.S. Treasury regulations, has been received by Euroclear and/or Clearstream, Luxembourg and Euroclear and/or Clearstream, Luxembourg, as applicable, has given a like certification (based on the certifications it has received) to the Principal Paying Agent.

On and after the date (the "**Exchange Date**") which is 40 days after a Temporary Bearer Global Note is issued, interests in such Temporary Bearer Global Note will be exchangeable (free of charge) upon a request as described therein for interests in a Permanent Bearer Global Note of the same Series against certification of beneficial ownership as described above unless such certification has already been given. The holder of a Temporary Bearer Global Note will not be entitled to collect any payment of interest, principal or other amount due on or after the Exchange Date unless, upon due certification, exchange of the Temporary Bearer Global Note for an interest in a Permanent Bearer Global Note is improperly withheld or refused.

Payments of principal, interest (if any) or any other amounts on a Permanent Bearer Global Note will be made through Euroclear and/or Clearstream, Luxembourg (against presentation or surrender (as the case may be) of the Permanent Bearer Global Note) without any requirement for certification.

The applicable Pricing Supplement will specify that a Permanent Bearer Global Note will be exchangeable (free of charge), in whole but not in part, for definitive Bearer Notes with, where applicable, interest coupons and talons attached upon the occurrence of an Exchange Event. For these purposes, "**Exchange Event**" means that (i) an Event of Default (as defined in Condition 11) has occurred and is continuing, (ii) the Issuer has been notified that both Euroclear and Clearstream, Luxembourg have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and no successor clearing system is available or (iii) the Issuer has or will become subject to adverse tax consequences which would not be suffered were the Notes represented by the Permanent Bearer Global Note in definitive form. The Issuer will promptly give notice to Noteholders in accordance with Condition 15 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, Euroclear and/or Clearstream, Luxembourg (acting on the instructions of any holder of an interest in such Permanent Bearer Global Note) may give notice to the Principal Paying Agent requesting exchange and, in the event of the occurrence of an Exchange Event as described in (iii) above, the Issuer may also give notice to the Principal Paying Agent requesting exchange. Any such exchange shall occur not later than 45 days after the date of receipt of the first relevant notice by the Principal Paying Agent.

The following legend will appear on all Bearer Notes (other than Temporary Bearer Global Notes) and interest coupons relating to such Notes where TEFRA D is specified in the applicable Pricing Supplement:

"ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE."

The sections referred to provide that United States holders, with certain exceptions, will not be entitled to deduct any loss on Bearer Notes or interest coupons and will not be entitled to capital gains treatment in respect of any gain on any sale, disposition, redemption or payment of principal in respect of Bearer Notes or interest coupons.

Notes which are represented by a Bearer Global Note will only be transferable in accordance with the rules and procedures for the time being of Euroclear or Clearstream, Luxembourg, as the case may be.

Registered Notes

The Registered Notes of each Tranche offered and sold in reliance on Regulation S, which will be sold to non-U.S. persons outside the United States, will initially be represented by a global note in registered form (a "**Regulation S Global Note**"). Prior to expiry of the distribution compliance period (as defined in Regulation S) applicable to each Tranche of Notes, beneficial interests in a Regulation S Global Note may not be offered or sold to, or for the account or benefit of, a U.S. person save as otherwise provided in Condition 2 and may not be held otherwise than through Euroclear or Clearstream, Luxembourg and such Regulation S Global Note will bear a legend regarding such restrictions on transfer.

The Registered Notes of each Tranche offered and sold in the United States or to U.S. persons may only be offered and sold in private transactions to "qualified institutional buyers" within the meaning of Rule 144A under the Securities Act ("**QIBs**"). The Registered Notes of each Tranche sold to QIBs will be represented by a global note in registered form (a "**Rule 144A Global Note**" and, together with a Regulation S Global Note, each a "**Registered Global Note**").

Registered Global Notes will either (i) be deposited with a custodian for, and registered in the name of a nominee of, the Depository Trust Company ("**DTC**") or (ii) be deposited with a common depositary, and registered in the name of the nominee for the Common Depositary of, Euroclear and Clearstream, Luxembourg, as specified in the applicable Pricing Supplement. Persons holding beneficial interests in Registered Global Notes will be entitled or required, as the case may be, under the circumstances described below, to receive physical delivery of definitive Notes in fully registered form.

Payments of principal, interest and any other amount in respect of the Registered Global Notes will, in the absence of provision to the contrary, be made to the person shown on the Register (as defined in Condition 7.4) as the registered holder of the Registered Global Notes. None of the Issuer, any Paying Agent or the Registrar will have any responsibility or liability for any aspect of the records relating to or payments or deliveries made on account of beneficial ownership interests in the Registered Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

Payments of principal, interest or any other amount in respect of the Registered Notes in definitive form will, in the absence of provision to the contrary, be made to the persons shown on the Register on the relevant Record Date (as defined in Condition 7.4) immediately preceding the due date for payment in the manner provided in that Condition.

Interests in a Registered Global Note will be exchangeable (free of charge), in whole but not in part, for definitive Registered Notes without interest coupons or talons attached only upon the occurrence of an Exchange Event. For these purposes, "**Exchange Event**" means that (i) an Event of Default has occurred and is continuing, (ii) in the case of Notes registered in the name of a nominee for DTC, either DTC has notified the Issuer that it is unwilling or unable to continue to act as depository for the Notes and no alternative clearing

system is available or DTC has ceased to constitute a clearing agency registered under the Exchange Act and no alternative clearing system is available, (iii) in the case of Notes registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg, the Issuer has been notified that both Euroclear and Clearstream, Luxembourg have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and, in any such case, no successor clearing system is available or (iv) the Issuer has or will become subject to adverse tax consequences which would not be suffered were the Notes represented by the Registered Global Note in definitive form. The Issuer will promptly give notice to Noteholders in accordance with Condition 15 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, DTC, Euroclear and/or Clearstream, Luxembourg or any person acting on their behalf (acting on the instructions of any holder of an interest in such Registered Global Note) may give notice to the Registrar requesting exchange and, in the event of the occurrence of an Exchange Event as described in (iv) above, the Issuer may also give notice to the Registrar requesting exchange. Any such exchange shall occur not later than 10 days after the date of receipt of the first relevant notice by the Registrar.

Transfer of Interests

Interests in a Registered Global Note may, subject to compliance with all applicable restrictions, be transferred to a person who wishes to hold such interest in another Registered Global Note. No beneficial owner of an interest in a Registered Global Note will be able to transfer such interest, except in accordance with the applicable procedures of DTC, Euroclear and Clearstream, Luxembourg, in each case to the extent applicable. **Registered Notes are also subject to the restrictions on transfer set forth therein and will bear a legend regarding such restrictions, see *"Subscription and Sale and Transfer and Selling Restrictions".***

General

Pursuant to the Agency Agreement (as defined under "*Terms and Conditions of the Notes*"), the Principal Paying Agent shall arrange that, where a further Tranche of Notes is issued which is intended to form a single Series with an existing Tranche of Notes at a point after the Issue Date of the further Tranche, the Notes of such further Tranche shall be assigned a common code and ISIN and, where applicable, a CUSIP and CINS number which are different from the common code, ISIN, CUSIP and CINS assigned to Notes of any other Tranche of the same Series until such time as the Tranches are consolidated and form a single Series, which shall not be prior to the expiry of the distribution compliance period (as defined in Regulation S under the Securities Act) applicable to the Notes of such Tranche.

Any reference herein to Euroclear and/or Clearstream, Luxembourg and/or DTC shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement.

A Note may be accelerated by the holder thereof in certain circumstances described in Condition 11. In such circumstances, where any Note is still represented by a Global Note and the Global Note (or any part thereof) has become due and repayable in accordance with the Terms and Conditions of such Notes and payment in full of the amount due has not been made in accordance with the provisions of the Global Note then from 8.00 p.m. (London time) on such day holders of interests in such Global Note credited to their accounts with Euroclear and/or Clearstream, Luxembourg and/or DTC, as the case may be, will become entitled to proceed directly against the Issuer on the basis of statements of account provided by Euroclear, Clearstream, Luxembourg and/or DTC on and subject to the terms of a deed of covenant (the "**Deed of Covenant**") dated 17 July 2026 and executed by the Issuer. In addition, holders of interests in such Global Note credited to their accounts with DTC may require DTC to deliver definitive Notes in registered form in exchange for their interest in such Global Note in accordance with DTC's standard operating procedures.

The Issuer may agree with any Dealer that Notes may be issued in a form not contemplated by the Terms and Conditions of the Notes, in which event, a supplement to this Base Offering Circular or a new base offering circular will be made available which will describe the effect of the agreement reached in relation to such Notes.

APPLICABLE PRICING SUPPLEMENT

Set out below is the form of Pricing Supplement which will be completed for each Tranche of Notes issued under the Programme.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.][1]

[PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently no disclosure document required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.][2]

[[3]**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, **MiFID II**)][MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market*]. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

[[4]**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market*]. Any person subsequently offering,

[1]Legend to be included on front of the Pricing Supplement if the Notes potentially constitute "packaged" products and no key information document will be prepared or the issuer wishes to prohibit offers to EEA retail investors for any other reason, in which case the "Prohibition of Sales to EEA Retail Investors" selling restriction should be specified to be "Applicable".

[2] Legend to be included on front of the Pricing Supplement if the Notes potentially constitute consumer composite investments under the CCI regime and no disclosure document will be prepared in the UK or the issuer wishes to prohibit offers to UK retail investors for any other reason, in which case the "Prohibition of Sales to UK Retail Investors" selling restriction should be specified to be "Applicable".

[3] Legend to be included on front of the Pricing Supplement if following the ICMA 1 "all bonds to all professionals" target market approach.

[4] Legend to be included on front of the Pricing Supplement if following the ICMA 1 "all bonds to all professionals" target market approach.

selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

[Notification under Section 309B(1)(C) of the Securities and Futures Act (Chapter 289) of Singapore (as modified or amended from time to time, the **SFA**) **–** [*To insert notice if classification of the Notes is not "prescribed capital markets products" pursuant to Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore or Excluded Investment Products (as defined in Monetary Authority of Singapore (**MAS**) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products)*]".][5]

[***Date***]

TÜRKİYE HALK BANKASI A.Ş.

Legal entity identifier (LEI): 78900012HXPJ1YQGTH03

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]
under the U.S.$5,000,000,000
Global Medium Term Note Programme

PART A – CONTRACTUAL TERMS

[Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.][6]

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the Base Offering Circular dated 17 July 2026 [as supplemented by the supplement[s] dated [***date*[*s*]**]] (the "**Base Offering Circular**"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Offering Circular. Copies of the Base Offering Circular may be obtained from [the website of Euronext Dublin at https://live.euronext.com/].

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "**Terms and Conditions**") set forth in the Base Offering Circular [dated [*original date*] [and the supplement dated [*date*]] which are incorporated by reference in the Base Offering Circular].[7]

Include whichever of the following apply or specify as "Not Applicable". Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or subparagraphs. Italics denote directions for completing the Pricing Supplement.

[*If the Notes have a maturity of less than one year from the date of their issue, the minimum denomination may need to be £100,000 or its equivalent in any other currency.*]

[5] Relevant Dealer(s) to consider whether it/they have received the necessary product classification from the Issuer prior to the launch of the offer, pursuant to Section 309B of the SFA.

[6] Include relevant legend wording here for the EEA if the "Prohibition of Sales" legend and related selling restriction for that regime are not included/not specified to be "Applicable" (because the Notes do not constitute "packaged" products, or a key information document will be prepared, under that regime).

[7] Only include this language where it is a fungible issue and the original Tranche was issued under a Base Offering Circular with a different date.

1.	Issuer:		Türkiye Halk Bankası A.Ş.
2.	(a)	Series Number:	[ ]
	(b)	Tranche Number:	[ ]
	(c)	Date on which the Notes will be consolidated and form a single Series:	The Notes will be consolidated and form a single Series with [*identify earlier Tranches*] on [the Issue Date/the date that is 40 days after the Issue Date/exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph [ ] below, which is expected to occur on or about [*date*]][Not Applicable]
3.	Specified Currency or Currencies:		[ ]
4.	Aggregate Nominal Amount:		
	(a)	Series:	[ ]
	(b)	Tranche:	[ ]
5.	Issue Price:		[ ] per cent. of the Aggregate Nominal Amount [plus accrued interest from [*insert date*] (*if applicable*)]
6.	(a)	Specified Denominations:	[ ]
	(b)	Calculation Amount (in relation to calculation of interest in global form or Registered definitive form see Conditions):	[ ] (*If only one Specified Denomination, insert the Specified Denomination. If more than one Specified Denomination, insert the highest common factor. Note: There must be a common factor in the case of two or more Specified Denominations*.)
7.	(a)	Issue Date:	[ ]
	(b)	Interest Commencement Date:	[*specify*/Issue Date/Not Applicable] (*N.B. An Interest Commencement Date will not be relevant for certain Notes, for example Zero Coupon Notes.*)
8.	Maturity Date:		[*Fixed rate - specify date/Floating Rate Notes* – Interest Payment Date falling in or nearest to [*specify month and year*]][8]
9.	Interest Basis:		[[ ] per cent. Fixed Rate] [SONIA][SOFR Index Rate with Observation Period Shift][Compounded SOFR with

[8] *For Hong Kong dollar-denominated Fixed Rate Notes where Interest Periods and Interest Amounts are subject to adjustment it will be necessary to use the second option here.*

			Lookback][Compounded SOFR with Observation Period Shift][Compounded SOFR with Payment Delay][TLREF][TONAR][[ ] [month] EURIBOR/ROBOR/PRIBOR/HIBOR/NIBOR/WIBOR/CNH HIBOR/ KLIBOR/TIBOR] [Zero coupon] (see paragraph [14]/[15]/[16]below)
10.	Redemption/Payment Basis:		Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at [ ] per cent. of their nominal amount
11.	Change of Interest Basis or Redemption/Payment Basis:		[*Specify details of any provision for change of Notes into another Interest Basis or Redemption/Payment Basis*][Not Applicable]
12.	Put/Call Options:		[Issuer Call] [Issuer Maturity Call] [Investor Put] [Change of Control Put] [(see paragraph [18]/[20]/[21]/[21] below)] [Not Applicable]
13.	(a)	Status of the Notes:	Senior
	(b)	[[Date [Board] approval for issuance of Notes obtained:	[ ] (*N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes*)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Rate(s) of Interest:	[ ] per cent. per annum payable in arrear on each Interest Payment Date
	(b)	Interest Payment Date(s):	[ ] in each year up to and including the Maturity Date/[*specify other*][9] (*Amend appropriately in the case of irregular coupons*)
	(c)	Fixed Coupon Amount(s) (and in relation to Notes in global or Registered definitive form see Conditions):	[[ ] per Calculation Amount] [Not Applicable] (*Not applicable to Hong Kong dollar-denominated Fixed Rate Notes where Interest Periods and Interest Amounts are subject to adjustment*)

[9]*For certain Hong Kong dollar-denominated Fixed Rate Notes, Interest Periods and Interest Amounts are subject to adjustment and the following proviso should be added: "; provided that if any Interest Payment Date falls on a day that is not a Business Day, then such Interest Payment Date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such Interest Payment Date shall be brought forward to the immediately preceding Business Day."*

(d)	Broken Amount(s) (and in relation to Notes in global or Registered definitive form see Conditions):	[[ ] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [ ]][Not Applicable] (*Not applicable to Hong Kong dollar-denominated Fixed Rate Notes where Interest Periods and Interest Amounts are subject to adjustment*)
(e)	Day Count Fraction:	[30/360] [Actual/Actual (ICMA)][*specify other*] [Actual/365 (Fixed)]][10]
(f)	[Determination Date(s):	[[ ] in each year][Not Applicable] (*Only relevant where Day Count Fraction is Actual/Actual (ICMA). In such a case, insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon)*]
(g)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	[ ]
15.	Floating Rate Note Provisions	[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
(a)	Specified Period(s)/Specified Interest Payment Dates:	[ ][, subject to adjustment in accordance with the Business Day Convention set out in (b) below/, not subject to adjustment, as the Business Day Convention in (b) below is specified to be Not Applicable]
(b)	Business Day Convention:	[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/ Preceding Business Day Convention][Not Applicable]
(c)	Additional Business Centre(s):	[ ]
(d)	Manner in which the Rate of Interest and Interest Amount is to be determined if different from the Conditions:	[*Specify*] (*Where different interest provisions are specified, consider adjusting or disapplying the Screen Rate Determination provisions in Condition 6.2(b) and including replacement provisions describing the manner in which the Rate of Interest and Interest Amount is to be determined*)
(e)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	[[ ] (the "**Calculation Agent**")][Not Applicable]

[10] *Applicable to Hong Kong dollar-denominated Fixed Rate Notes.*

(f) Screen Rate Determination:

- Reference Rate: [SONIA][SOFR Index Rate with Observation Period Shift][Compounded SOFR with Lookback][Compounded SOFR with Observation Period Shift][Compounded SOFR with Payment Delay][TLREF][TONAR][[ ] [month] EURIBOR/ROBOR/PRIBOR/HIBOR/NIBOR/WIBOR/CNH HIBOR/ KLIBOR/TIBOR]

- Specified Time: [ ]

  (*11:00 a.m. in the case of SONIA, EURIBOR, ROBOR, PRIBOR, WIBOR, HIBOR, KLIBOR, TIBOR and TONAR, 11:15 a.m. in the case of CNH HIBOR, 12:00 noon in the case of NIBOR and 3:00 p.m. in the case of SOFR.*)

- Relevant Financial Centre: [London][Brussels][New York City][Bucharest][Prague][Hong Kong][Oslo][Warsaw][Kuala Lumpur][Tokyo][ ][Not Applicable

  (The Relevant Financial Centre will customarily be Brussels for EURIBOR, Bucharest for ROBOR, Prague for PRIBOR, Hong Kong for HIBOR and CNH HIBOR, Oslo for NIBOR, Warsaw for WIBOR, Kuala Lumpur for KLIBOR, Tokyo for TIBOR and TONAR and New York City for SOFR.)

- Interest Determination Date(s): [ ]

  (The second day on which the T2 System is open prior to the start of each Interest Period if EURIBOR, the second TLREF Business Day prior to the day on which the relevant Interest Accrual Period ends if TLREF, the second Bucharest business day prior to the start of each Interest Period if ROBOR, the second Prague business day prior to the start of each Interest Period if PRIBOR, the first day of each Interest Period if HIBOR, the second Oslo business day prior to the start of each Interest Period if NIBOR, the second Warsaw business day prior to the start of each Interest Period if WIBOR, the second Hong Kong business day prior to the start of each Interest Period if CNH HIBOR, the first day of each Interest Period if KLIBOR, the second Tokyo business day prior to the start of each Interest Period if TIBOR, the fifth TONAR Banking Day prior to the day on which the relevant Interest Accrual Period ends if TONAR, the fifth London Banking Day prior to the day on which the relevant Interest Period ends (but that by its definition is excluded from the Interest Period) if SONIA and where the Calculation Method is Compounded Daily SONIA or, in the case of

SONIA where the Calculation Method is Compounded Index Rate, the Relevant Number specified below, the fifth (or such other period as specified in the applicable Pricing Supplement) U.S. Government Securities Business Day prior to the related Interest Payment Date for SOFR Index Rate with Observation Period Shift, Compounded SOFR with Lookback and Compounded SOFR with Observation Period Shift and, for Compounded SOFR with Payment Delay, the Interest Accrual Period End Date and the end of each Interest Accrual Period; provided that the Interest Determination Date with respect to the final Interest Accrual Period shall be the Rate Cut-Off Date.)

- Lookback Number of U.S. Government Securities Business Days: [ ][Not Applicable]

  (Applicable for Compounded SOFR with Lookback)

- Observation Period Days: [[ ] U.S. Government Securities Business Days][Not Applicable]

  (The number of U.S. Government Securities Business Days preceding the first date in the Interest Period and the Interest Payment Date for such Interest Period for the definition of "Observation Period" in 6.2(b)(iv).) (applicable for SOFR Index Rate with Observation Period Shift and Compounded SOFR with Observation Period Shift)

- SOFR Index Start Date: [[ ] U.S. Government Securities Business Days][Not Applicable]

  (The number of U.S. Government Securities Business Days preceding the first date of the applicable Interest Period for the definition of "SOFR $Index_{Start}$" in Condition 6.2(b)(iv).) (applicable for SOFR Index Rate with Observation Period Shift if to differ from the number of days set out in such definition)

- SOFR Index End Date: [[ ] U.S. Government Securities Business Days][Not Applicable]

  (The number of U.S. Government Securities Business Days preceding the Interest Payment Date for the applicable Interest Period for the definition of "SOFR $Index_{End}$" in Condition 6.2(b)(iv).) (applicable for SOFR Index Rate with Observation Period Shift if to differ from the number of days set out in such definition)

•	Interest Accrual Period End Dates:	[ ][Not Applicable] *(Applicable for Compounded SOFR with Payment Delay)*
•	Interest Accrual Period:	[quarterly][semi-annually][other][Not Applicable] *(Applicable for Compounded SOFR with Payment Delay)*
•	Rate Cut-Off Date:	[ ][Not Applicable] *(Applicable for Compounded SOFR with Payment Delay)*
•	Relevant Screen Page:	[ ] [Not Applicable] (*In the case of EURIBOR, if not Reuters EURIBOR01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately*)
•	Calculation Method:	[Compounded Daily SONIA][Compounded Index Rate][SOFR Index Rate with Observation Period Shift][Compounded SOFR with Lookback][Compounded SOFR with Observation Period Shift][Compounded SOFR with Payment Delay][Not Applicable]
•	Observation Method:	Lag][Shift][Not Applicable] (*Only applicable to Floating Rate Notes that reference SONIA and apply the Calculation Method of Compounded Daily SONIA – see above*)
•	SONIA Compounded Index:	[●][Not Applicable] (*If applicable, include definition of SONIA Compounded Index specifying any Relevant Screen Page and its time of publication and including definition of the Relevant Screen Page) (Only relevant to Floating Rate Notes that reference SONIA and specify "Not Applicable" under Observation Method above*)
•	Observation Look-Back Period:	[[__] London Banking Day[s]][Not Applicable][11] *(Only relevant to SONIA where Compounded Daily SONIA is specified as the Calculation Method)* *(N.B. A minimum of five London Banking Days should be specified unless otherwise agreed with the Principal Paying Agent (or such other Person specified in the applicable Pricing Supplement as*

[11] *Only relevant for SONIA Reference Rate*

		the party responsible for calculating the Rate of Interest)
	• Relevant Number:	[●][Not Applicable] (*Only relevant to SONIA where the Calculation Method is Compounded Index Rate. If the Principal Paying Agent is also the Calculation Agent, then the Relevant Number shall not be less than "5" unless otherwise agreed with the Principal Paying Agent.*)
	• Benchmark Discontinuation Provisions Applicable:	Condition 6.4(II) is [Applicable][Not Applicable] (*Only applicable for Floating Rate Notes referencing SOFR. If marked as "Not Applicable," then the provisions of Condition 6.4(I) will apply to the Notes. Specify "Not Applicable" for all Floating Rate Notes referencing a benchmark other than SOFR.*)
	• "p":	[[●][TONAR Banking Days][Not Applicable][12] *(N.B.: A minimum of five TONAR Banking Days should be specified unless otherwise agreed with the Principal Paying Agent (or such other Person specified in the applicable Pricing Supplement as the party responsible for calculating the Rate of Interest).)*
(g)	Linear Interpolation:	[Not Applicable/Applicable - the Rate of Interest for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (*specify for each short or long interest period*)]
(h)	Margin(s):	[+/-][ ]% per annum
(i)	Minimum Rate of Interest:	[ ]% per annum
(j)	Maximum Rate of Interest:	[ ]% per annum
(k)	Day Count Fraction:	[Actual/Actual (ISDA)][Actual/Actual] [Actual/365 (Fixed)] [Actual/365 (Sterling)] [Actual/360] [30/360][360/360][Bond Basis] [30E/360][Eurobond Basis] [30E/360 (ISDA)]
(l)	Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating	[ ]

[12] *Only relevant for TONAR.*

		Rate Notes, if different from those set out in the Conditions:	
16.	Zero Coupon Note Provisions		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Accrual Yield:	[ ] per cent. per annum
	(b)	Reference Price:	[ ]
	(c)	Any other formula/basis of determining amount payable for Zero Coupon Notes:	[ ]
	(d)	Day Count Fraction in relation to Early Redemption Amounts:	[30/360] [Actual/360] [Actual/365]

PROVISIONS RELATING TO REDEMPTION

17.	Notice periods for Condition 8.2:		Minimum period: [15] days Maximum period: [30] days
18.	Issuer Call:		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Optional Redemption Date(s):	[ ]
	(b)	Optional Redemption Amount:	[[ ] per Calculation Amount/*specify other*/see Appendix]
	(c)	If redeemable in part:	
		(i) Minimum Redemption Amount:	[ ]
		(ii) Maximum Redemption Amount:	[ ]
	(d)	Notice periods:	Minimum period: [15] days Maximum period: [30] days (*N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems* (*which require a minimum of 5 clearing system business days' notice for a call*) *and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Principal Paying Agent.*)
19.	Issuer Maturity Call:		[Applicable/Not Applicable]

(*If not applicable, delete the remaining subparagraphs of this paragraph*)

(a) First Issuer Maturity Call Date: [ ]

(b) If redeemable in part:

(i) Minimum Redemption Amount: [ ]

(ii) Maximum Redemption Amount: [ ]

(c) Notice periods: Minimum period: [15] days

Maximum period: [30] days

(*N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems* (*which require a minimum of 5 clearing system business days' notice for a call*) *and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Principal Paying Agent.*)

20. Investor Put: [Applicable/Not Applicable]
(*If not applicable, delete the remaining subparagraphs of this paragraph*)

(a) Optional Redemption Date(s): [ ]

(b) Optional Redemption Amount: [ ] per Calculation Amount

(*NB: If the Optional Redemption Amount is other than a specified amount per Calculation Amount, the Notes will need to be Exempt Notes*)

(c) Notice periods: Minimum period: [15] days

Maximum period: [30] days
(*N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems* (*which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Principal Paying Agent.*)

21. Change of Control Put: [Applicable/Not Applicable]
(*If not applicable, delete the remaining subparagraph of this paragraph*)

	(a) Optional Redemption Amount:	[ ] per Calculation Amount
22.	Final Redemption Amount:	[ ] per Calculation Amount
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	[ ] per Calculation Amount (*N.B. If the Final Redemption Amount is 100 per cent. of the nominal value (i.e. par), the Early Redemption Amount is likely to be par (but consider). If, however, the Final Redemption Amount is other than 100 per cent. of the nominal value, consideration should be given as to what the Early Redemption Amount should be.*)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	[Bearer Notes: [Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event] [Permanent Global Note exchangeable for Definitive Notes upon an Exchange Event] [Notes shall not be physically delivered in Belgium, except to a clearing system, a depository or other institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005] [Registered Notes: [Regulation S Global Note(s) [(U.S.$[ ] aggregate nominal amount)] registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg]] [Rule 144A Global Note(s) [(U.S.$[ ] aggregate nominal amount)] registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg]]
25.	Additional Financial Centre(s):	[Not Applicable/*give details*] (*Note that this paragraph relates to the date of payment and not the end dates of Interest Periods for the purposes of calculating the amount of interest, to which sub-paragraphs 15(c) relates*)
26.	Talons for future Coupons to be attached to Definitive Notes:	[Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No]

PROVISIONS APPLICABLE TO TURKISH LIRA NOTES

27.	USD Payment Election:	[Applicable][Not Applicable] *(Only applicable for Notes the Specified Currency of which is Turkish Lira)*

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.[[*Relevant third party information*] has been extracted from [***specify source***]. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by [***specify source***], no facts have been omitted which would render the reproduced information inaccurate or misleading.]

Signed on behalf of

TÜRKİYE HALK BANKASI A.Ş.

By: .....

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i)	Listing and Admission to trading	[Application [has been made/is expected to be made] by the Issuer (or on its behalf) for the Notes to be admitted to Official List and to trading on the Global Exchange Market of the Irish Stock Exchange trading as Euronext Dublin with effect from [ ].]/[Not Applicable.] (*Where documenting a fungible issue need to indicate that original Notes are already listed and admitted to trading*.)
(ii)	Estimate of total expenses related to admission to trading:	[ ]

2. RATINGS

Ratings:	[The Notes to be issued [[have been]/[are expected to be]] rated [*insert details*] by [*insert the legal name of the relevant credit rating agency entity(ies)*]. *(The above disclosure is only required if the ratings of the Notes are different to those stated in the Base Offering Circular*.)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

[Save for the fees [of [*insert relevant fee disclosure*]] payable to the [Managers named below/Dealers], so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The [Managers/Dealers] and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business - *Amend as appropriate if there are other interests*]

4. [REASONS FOR THE OFFER

(i)	Reasons for the offer:	[See ["*Use of Proceeds*"] in the Base Offering Circular/*Give details*] (*See* [*"Use of Proceeds"*] *wording in Base Offering Circular – if reasons for offer different from what is disclosed in the Base Offering Circular, give details*)]

5. YIELD (*Fixed Rate Notes only*)

Indication of yield:	[ ]

		The yield is calculated as of the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

(i)	ISIN:	[ ]
(ii)	Common Code:	[ ]
(iii)	CUSIP:	[ ]
(iv)	CINS:	[ ]
(v)	CFI:	[[See/[[*include code*], as updated, as set out on] the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN/Not Applicable/Not Available]
(vi)	FISN:	[[See/[[*include code*], as updated, as set out on] the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN/Not Applicable/Not Available]
(vii)	Any clearing system(s) other than DTC, Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	[Not Applicable/*give name(s) and number(s)*]
(viii)	Delivery:	Delivery [against/free of] payment
(ix)	Names and addresses of additional Paying Agent(s) (if any):	[Not Applicable/*give names*]

7. DISTRIBUTION

(i)	Method of distribution:	[Syndicated/Non-syndicated]
(ii)	If syndicated, names of Managers:	[Not Applicable/*give names*]
(iii)	Stabilisation Manager(s) (if any):	[Not Applicable/*give name*]
(iv)	If non-syndicated, name of relevant Dealer:	[Not Applicable/*give name*]
(v)	U.S. Selling Restrictions:	[Reg. S Compliance Category 2] [Rule 144A] [TEFRA D][TEFRA C][TEFRA not applicable]
(vi)	Additional Selling Restrictions:	[Not Applicable/*give details*]
(vii)	Prohibition of Sales to EEA Retail Investors:	[Applicable/Not Applicable]

		(*If the Notes clearly do not constitute "packaged" products or the Notes do constitute "packaged" products and a key information document will be prepared, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no key information document will be prepared, "Applicable" should be specified.*)
(viii)	Prohibition of Sales to UK Retail Investors:	[Applicable/Not Applicable] (*If the Notes clearly do not constitute consumer composite investments under the CCI regime or the Notes do constitute consumer composite investments and a disclosure document will be prepared in the UK, "Not Applicable" should be specified. If the Notes may constitute consumer composite investments and no disclosure document will be prepared in the UK, "Applicable" should be specified.*)
(ix)	[Prohibition of Sales to Belgian Consumers:	[Applicable/Not Applicable] (*N.B. advice should be taken from Belgian counsel before disapplying this selling restriction*)]

TERMS AND CONDITIONS OF THE NOTES

The following are the Terms and Conditions of the Notes which will be incorporated by reference into each Global Note (as defined below) and each definitive Note, in the latter case only if permitted by the relevant stock exchange or other relevant authority (if any) and agreed by the Issuer and the relevant Dealer at the time of issue but, if not so permitted and agreed, such definitive Note will have endorsed thereon or attached thereto such Terms and Conditions. The applicable Pricing Supplement (or the relevant provisions thereof) will be endorsed upon, or attached to, each Global Note and definitive Note. Reference should be made to "Applicable Pricing Supplement" for a description of the content of Pricing Supplement which will specify which of such terms are to apply in relation to the relevant Notes.

This Note is one of a Series (as defined below) of Notes issued by Türkiye Halk Bankası A.Ş. (the "**Issuer**") pursuant to the Agency Agreement (as defined below).

References herein to the **Notes** shall be references to the Notes of this Series and shall mean:

(a) in relation to any Notes represented by a global Note (a "**Global Note**"), units of each Specified Denomination in the Specified Currency;

(b) any Global Note;

(c) any definitive Notes in bearer form ("**Bearer Notes**") issued in exchange for a Global Note in bearer form; and

(d) any definitive Notes in registered form ("**Registered Notes**") (whether or not issued in exchange for a Global Note in registered form).

The Notes and the Coupons (as defined below) have the benefit of an Agency Agreement (such Agency Agreement as amended and/or supplemented and/or restated from time to time, the "**Agency Agreement**") dated 17 July 2026 and made between the Issuer, The Bank of New York Mellon, London Branch as issuing and principal paying agent and agent bank (the "**Principal Paying Agent**", which expression shall include any successor principal paying agent) and the other paying agents named therein (together with the Principal Paying Agent, the "**Paying Agents**", which expression shall include any additional or successor paying agents), The Bank of New York Mellon, New York Branch as exchange agent (the "**Exchange Agent**", which expression shall include any successor exchange agent), The Bank of New York Mellon SA/NV, Dublin Branch as registrar (the "**Registrar**", which expression shall include any successor registrar) and a transfer agent and the other transfer agents named therein (together with the Registrar, the "**Transfer Agents**", which expression shall include any additional or successor transfer agents). The Principal Paying Agent, the Calculation Agent (if any is specified in the applicable Pricing Supplement), the Registrar, the Paying Agents, the Exchange Agent and other Transfer Agents together referred to as the "**Agents**".

The final terms for this Note (or the relevant provisions thereof) are set out in Part A of the Pricing Supplement and may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with these Terms and Conditions (the "**Conditions**"), replace or modify the Conditions for the purposes of this Note. References to the "**applicable Pricing Supplement**" are, unless otherwise stated, to Part A of the Pricing Supplement (or the relevant provisions thereof) attached to or endorsed on this Note.

Interest bearing definitive Bearer Notes have interest coupons ("**Coupons**") and, in the case of Bearer Notes which, when issued in definitive form, have more than 27 interest payments remaining, talons for further Coupons ("**Talons**") attached on issue. Any reference herein to Coupons or coupons shall, unless the context otherwise requires, be deemed to include a reference to Talons or talons. Registered Notes and Global Notes do not have Coupons or Talons attached on issue.

Any reference to "**Noteholders**" or "**holders**" in relation to any Notes shall mean (in the case of Bearer Notes) the holders of the Notes and (in the case of Registered Notes) the persons in whose name the Notes are registered and shall, in relation to any Notes represented by a Global Note, be construed as provided below. Any reference herein to "**Couponholders**" shall mean the holders of the Coupons and shall, unless the context otherwise requires, include the holders of the Talons.

As used herein, "**Tranche**" means Notes which are identical in all respects (including as to listing and admission to trading) and "**Series**" means a Tranche of Notes together with any further Tranche or Tranches of Notes which (a) are expressed to be consolidated and form a single series and (b) have the same terms and conditions or terms and conditions which are the same in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue.

The Noteholders and the Couponholders are entitled to the benefit of the Deed of Covenant (such Deed of Covenant as modified and/or supplemented and/or restated from time to time, the "**Deed of Covenant**") dated 17 July 2026 and made by the Issuer. The original of the Deed of Covenant is held by the common depositary for Euroclear (as defined below) and Clearstream, Luxembourg (as defined below).

Copies of the Agency Agreement, a deed poll (such deed poll as modified and/or supplemented and/or restated from time to time, the "**Deed Poll**") dated 17 July 2026 and made by the Issuer and the Deed of Covenant (i) are available for inspection during normal business hours at the specified office of each of the Paying Agents or (ii) may be provided by email to a Noteholder following their prior written request to any Paying Agents and provision of proof of holding and identity (in a form satisfactory to the relevant Paying Agent). If the Notes are to be admitted to trading on the Global Exchange Market of Euronext Dublin, the applicable Pricing Supplement will be published on the website of Euronext Dublin. In the case of a Tranche of Notes which is not admitted to listing, trading and/or quotation on any listing authority, stock exchange and/or quotation system, copies of the applicable Pricing Supplement will only be obtainable by a Noteholder holding one or more Notes and such Noteholder must produce evidence satisfactory to the Issuer or the relevant Paying Agent as to its holding of such Notes and identity. The Noteholders and the Couponholders are deemed to have notice of, and are entitled to the benefit of, all the provisions of the Agency Agreement, the Deed Poll, the Deed of Covenant and the applicable Pricing Supplement which are applicable to them. The statements in the Conditions include summaries of, and are subject to, the detailed provisions of the Agency Agreement.

Words and expressions defined in the Agency Agreement or used in the applicable Pricing Supplement shall have the same meanings where used in the Conditions unless the context otherwise requires or unless otherwise stated and provided that, in the event of inconsistency between the Agency Agreement and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

In these Terms and Conditions, "**euro**" means the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended.

1. FORM, DENOMINATION AND TITLE

The Notes are in bearer form or in registered form as specified in the applicable Pricing Supplement and, in the case of definitive Notes, serially numbered, in the currency (the "**Specified Currency**") and the denominations (the "**Specified Denomination(s)**") specified in the applicable Pricing Supplement. Notes of one Specified Denomination may not be exchanged for Notes of another Specified Denomination and Bearer Notes may not be exchanged for Registered Notes and *vice versa*. The Notes are issued pursuant to the Turkish Commercial Code (Law No. 6102), the Capital Markets Law (Law No. 6362) of Türkiye and the Communiqué No. VII-128.8 on Debt Instruments of the Turkish Capital Markets Board (in Turkish: *Sermaye Piyasası Kurulu*) (the "**CMB**").

This Note may be a Fixed Rate Note, a Floating Rate Note or a Zero Coupon Note, or a combination of any of the foregoing, depending upon the Interest Basis shown in the applicable Pricing Supplement.

Definitive Bearer Notes are issued with Coupons attached, unless they are Zero Coupon Notes in which case references to Coupons and Couponholders in the Terms and Conditions are not applicable.

Subject as set out below, title to the Bearer Notes and Coupons will pass by delivery and title to the Registered Notes will pass upon registration of transfers in accordance with the provisions of the Agency Agreement. The Issuer and any Agent will (except as otherwise required by law) deem and treat the bearer of any Bearer Note or Coupon and the registered holder of any Registered Note as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes but, in the case of any Global Note, without prejudice to the provisions set out in the next two succeeding paragraphs.

For so long as any of the Notes is represented by a Global Note held on behalf of Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking S.A. ("**Clearstream, Luxembourg**"), each person (other than Euroclear or Clearstream, Luxembourg) who is for the time being shown in the records of Euroclear or of Clearstream, Luxembourg as the holder of a particular nominal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg as to the nominal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer and the Agents as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the bearer of the relevant Bearer Global Note or the registered holder of the relevant Registered Global Note shall be treated by the Issuer and any Agent as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Note and the expressions "**Noteholder**" and "**holder of Notes**" and related expressions shall be construed accordingly.

For so long as the Depository Trust Company ("**DTC**") or its nominee is the registered owner or holder of a Registered Global Note, DTC or such nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by such Registered Global Note for all purposes under the Agency Agreement and those Notes except to the extent that in accordance with DTC's published rules and procedures any ownership rights may be exercised by its participants or beneficial owners through participants.

Notes which are represented by a Global Note will be transferable only in accordance with the rules and procedures for the time being of DTC, Euroclear and Clearstream, Luxembourg, as the case may be. References to DTC, Euroclear and/or Clearstream, Luxembourg shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in Part B of the applicable Pricing Supplement.

2. TRANSFERS OF REGISTERED NOTES

2.1 Transfers of interests in Registered Global Notes

Transfers of beneficial interests in Registered Global Notes will be effected by DTC, Euroclear or Clearstream, Luxembourg, as the case may be, and, in turn, by other participants and, if appropriate, indirect participants in such clearing systems acting on behalf of transferors and transferees of such interests. A beneficial interest in a Registered Global Note will, subject to compliance with all applicable legal and regulatory restrictions, be transferable for Notes in definitive form or for a beneficial interest in another Registered Global Note of the same series only in the authorised denominations set out in the applicable Pricing Supplement and only in accordance with the rules and operating procedures for the time being of DTC, Euroclear or Clearstream, Luxembourg, as the case may be, and in accordance with the terms and conditions specified in the Agency Agreement. Transfers of a Registered Global Note registered in the name of a nominee for DTC shall be limited to transfers of such Registered Global Note, in whole but not in part, to another nominee of DTC or to a successor of DTC or such successor's nominee.

2.2 Transfers of Registered Notes in definitive form

Subject as provided in Condition 2.3 below, upon the terms and subject to the conditions set forth in the Agency Agreement, a Registered Note in definitive form may be transferred in whole or in part (in the authorised denominations set out in the applicable Pricing Supplement). In order to effect any such transfer (a) the holder or holders must (i) surrender the Registered Note for registration of the transfer of the Registered Note (or the relevant part of the Registered Note) at the specified office of any Transfer Agent, with the form of transfer thereon duly executed by the holder or holders thereof or their attorney or attorneys duly authorised in writing and (ii) complete and deposit such other certifications as may be required by the relevant Transfer Agent and (b) the relevant Transfer Agent must, after due and careful enquiry, be satisfied with the documents of title and the identity of the person making the request. Any such transfer will be subject to such reasonable regulations as the Issuer and the Registrar may from time to time prescribe (the initial such regulations being set out in Schedule 9 to the Agency Agreement). Subject as provided above, the relevant Transfer Agent will, within three business days (being for this purpose a day on which banks are open for business in the city where the specified office of the relevant Transfer Agent is located) of the request (or such longer period as may be required to comply with any applicable fiscal or other laws or regulations), authenticate and deliver, or procure the authentication and delivery of, at its specified office to the transferee or (at the risk of the transferee) send by uninsured mail, to such address as the transferee may request, a new Registered Note in definitive form of a like aggregate nominal amount to the Registered Note (or the relevant part of the Registered Note) transferred. In the case of the transfer of part only of a Registered Note in definitive form, a new Registered Note in definitive form in respect of the balance of the Registered Note not transferred will be so authenticated and delivered or (at the risk of the transferor) sent to the transferor.

2.3 Registration of transfer upon partial redemption

In the event of a partial redemption of Notes under Condition 8, the Issuer shall not be required to register the transfer of any Registered Note, or part of a Registered Note, called for partial redemption.

2.4 Costs of registration

Noteholders will not be required to bear the costs and expenses of effecting any registration of transfer as provided above, except for any costs or expenses of delivery other than by regular uninsured mail and except that the Issuer may require the payment of a sum sufficient to cover any stamp duty, tax or other governmental charge that may be imposed in relation to the registration.

3. STATUS OF THE NOTES

The Notes and any relative Coupons are senior, direct, unconditional and (subject to the provisions of Condition 4) unsecured obligations of the Issuer and (subject as provided above) rank and will rank *pari passu,* without any preference among themselves, with all other outstanding unsecured and unsubordinated obligations of the Issuer, present and future, but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

4. NEGATIVE PLEDGE

So long as any of the Notes remains outstanding, the Issuer will not create or have outstanding any mortgage, charge, lien, pledge or other security interest (each a "**Security Interest**") upon, or with respect to, any of its present or future business, undertaking, assets or revenues (including any uncalled capital) to secure any Relevant Indebtedness (as defined below), unless the Issuer, in the case of the creation of a Security Interest, before or at the same time and, in any other case, promptly, takes any and all action necessary to ensure that:

(a) all amounts payable by it under the Notes are secured by the Security Interest equally and rateably with the Relevant Indebtedness;

(b) such Security Interest is terminated;

(c) such other arrangement (whether or not it includes the giving of a Security Interest) is provided for the benefit of the Noteholders as is approved by an Extraordinary Resolution (as defined in the Agency Agreement) of the Noteholders; or

(d) such Security Interest is provided as is approved by an Extraordinary Resolution of the Noteholders.

Nothing in this Condition 4 shall prevent the Issuer from creating or permitting to subsist any Security Interest upon, or with respect to, any present or future business, undertaking, assets or revenues (including any uncalled capital) or any part thereof which is created pursuant to (i) a bond, note or other indebtedness whereby the payment obligations thereunder are secured by a segregated pool of assets (whether held by the Issuer or any third party guarantor) (any such bond, note or other indebtedness, a "**Covered Bond**"), or (ii) any securitisation of receivables other payment rights, asset-backed financing or similar financing structure (created in accordance with then-prevailing market practice) and whereby all payment obligations secured by such Security Interest or having the benefit of such Security Interest are to be discharged principally from such business, undertaking, assets or revenues (or in the case of Direct Recourse Securities, by direct unsecured recourse to the Issuer), provided that the aggregate then-existing balance sheet value of assets or receivables subject to any Security Interest created in respect of (A) Covered Bonds that are Relevant Indebtedness and (B) any other secured Relevant Indebtedness (other than Direct Recourse Securities) of the Issuer, when added to the nominal amount of any outstanding Direct Recourse Securities that are Relevant Indebtedness, does not, at the time of incurrence thereof, exceed 15 per cent. of the consolidated total assets of the Issuer (as shown in the most recent audited consolidated financial statements of the Issuer prepared in accordance with the BRSA Accounting Principles).

For the purposes of these Conditions:

"**BRSA**" means the Banking Regulation and Supervision Agency (in Turkish*: Bankacılık Düzenleme ve Denetleme Kurumu*) of the Republic of Türkiye ("**Türkiye**") or such other governmental authority in Türkiye having primary bank supervisory authority with respect to the Issuer;

"**BRSA Accounting Principles**" means the laws relating to the accounting and financial reporting of banks in Türkiye (including the "Regulation on Accounting Applications for Banks and Safeguarding of Documents" published in the Official Gazette No. 26333 dated 1 November 2006, other regulations on the accounting records of banks published by the Banking Regulation and Supervision Board, which is the board of the BRSA, and circulars and interpretations published by the BRSA) and, for the matters that are not regulated by such laws, the requirements of the "Turkish Accounting Standards" (including Turkish Accounting Standards 34 on "Interim Financial Reporting") and "Turkish Financial Reporting Standards" issued by the Public Oversight, Accounting and Auditing Standards Authority (in Turkish: *Kamu Gözetimi Muhasebe ve Denetim Standartları Kurumu*);

"**Direct Recourse Securities**" means securities (other than Covered Bonds) issued in connection with any securitisation of receivables or other payment rights, asset-backed financing or similar financing structure (created in accordance with then-prevailing market practice) and whereby all payment obligations secured by (or having the benefit of) a Security Interest created pursuant to such securitisation, asset-backed financing or similar financing structure are to be discharged principally from the business, undertaking, assets or revenues the subject of such Security Interest and/or by direct unsecured recourse to the Issuer; and

"**Relevant Indebtedness**" means (i) any present or future indebtedness (whether being principal, premium, interest or other amounts) for or in respect of any notes, bonds, debentures, debenture stock, loan stock or other securities which (with the consent of the issuer of the indebtedness) are for the time being quoted, listed or ordinarily dealt in on any stock exchange, over-the-counter or other organised securities market and having a maturity in excess of 365 days or any loan disbursed to the Issuer as a borrower under a loan participation note or similar transaction and having an initial maturity at issue or disbursement in excess of 365 days and (ii) any guarantee or indemnity of any such indebtedness.

5. COVENANTS

5.1 Maintenance of Authorisations

So long as any of the Notes remains outstanding, the Issuer shall take all necessary action to maintain, obtain and promptly renew, and do or cause to be done all things reasonably necessary to ensure the continuance of, all consents, permissions, licences, approvals and authorisations, and make or cause to be made all registrations, recordings and filings, which may at any time be required to be obtained or made in Türkiye (including, without limitation, with the CMB and the BRSA) for (i) the execution, delivery or performance of the Agency Agreement, the Deed of Covenant, the Deed Poll and the Notes or for the validity or enforceability thereof, or (ii) the conduct by it of the Permitted Business, save for any consents, permissions, licences, approvals, authorisations, registrations, recordings and filings (collectively, "**Permissions**") which are not material in the conduct by the Issuer of the Permitted Business. For the avoidance of doubt, any Permissions relating to the Issuer's ability or capacity to undertake its banking functions shall not be deemed to be not material in the conduct by the Issuer of its Permitted Business.

5.2 Transactions with Affiliates

So long as any of the Notes remains outstanding, the Issuer shall not, and shall not permit any of its Material Subsidiaries (as defined below) to, in any 12 month period: (a) make any payment to; (b) sell, lease, transfer or otherwise dispose of any of its properties, revenues or assets to; (c) purchase any properties, revenues or assets from; or (d) enter into or make or amend any transaction, contract, agreement, understanding, loan, advance, indemnity or guarantee (whether related or not) with or for the benefit of any Affiliate (each, an "**Affiliate Transaction**") which Affiliate Transaction has (or when taken together with any other Affiliate Transaction during such 12 month period, in the aggregate have) a value in excess of U.S.$50,000,000 (or its equivalent in any other currency) unless such Affiliate Transaction (and each such other aggregated Affiliate Transaction) is on terms that are no less favourable to the Issuer or the relevant Material Subsidiary than those that would have been obtained in a comparable transaction by the Issuer or such Material Subsidiary with an unrelated Person.

5.3 Financial Reporting

So long as any of the Notes remains outstanding, the Issuer shall make available to the Noteholders and Couponholders through its website (as of the date of this Base Offering Circular, https://www.halkbank.com.tr/en/investor-relations/financial-information/financial-reports or any replacement or successor page or website):

(a) not later than six months after the end of the Issuer's financial year, English language copies of its audited consolidated financial statements for such financial year, prepared in accordance with the BRSA Accounting Principles consistently applied, together with the corresponding financial statements for the preceding period, and all such annual financial statements of the Issuer shall be accompanied by the report of the auditors thereon; and

(b) not later than 120 days after the end of the first six months of each of the Issuer's financial years, English language copies of its unaudited consolidated financial statements for such six-

month period, prepared in accordance with the BRSA Accounting Principles consistently applied, together with the corresponding financial statements for the preceding period.

For the purposes of this Condition 5:

"**Affiliate**" in respect of any specified Person, means any other Person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified Person, and, in the case of a natural Person, any immediate family member of such Person. For purposes of this definition, "**control**", as used with respect to any Person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of such Person, whether through the ownership of voting securities, by agreement or otherwise. For purposes of this definition, the terms "**controlling**", "**controlled by**" and "**under common control with**" shall have correlative meanings;

"**Permitted Business**" means any business which is the same as or related, ancillary or complementary to any of the businesses of the Issuer on the Issue Date of the first Tranche of the Notes of this Series; and

"**Person**" means any individual, company, partnership, association, unincorporated organisation, trust or other juridical entity, including, without limitation, any state or agency of a state or other entity, whether or not having separate legal personality;

6. INTEREST

6.1 Interest on Fixed Rate Notes

Each Fixed Rate Note bears interest from (and including) the Interest Commencement Date at the rate(s) per annum equal to the Rate(s) of Interest. Interest will be payable in arrear on the Interest Payment Date(s) in each year up to (and including) the Maturity Date.

If the Notes are Bearer Notes in definitive form, except as provided in the applicable Pricing Supplement, the amount of interest payable on each Interest Payment Date in respect of the Fixed Interest Period ending on (but excluding) such date will amount to the Fixed Coupon Amount. Payments of interest on any Interest Payment Date will, if so specified in the applicable Pricing Supplement, amount to the Broken Amount so specified.

As used in the Conditions, "**Fixed Interest Period**" means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

Except in the case of Notes in definitive form where an applicable Fixed Coupon Amount or Broken Amount is specified in the applicable Pricing Supplement, interest shall be calculated in respect of any period by applying the Rate of Interest to:

(a) in the case of Fixed Rate Notes which are (i) represented by a Global Note or (ii) Registered Notes in definitive form, the aggregate outstanding nominal amount of (A) the Fixed Rate Notes represented by such Global Note or (B) such Registered Notes; or

(b) in the case of Fixed Rate Notes which are Bearer Notes in definitive form, the Calculation Amount;

and, in each case, multiplying such sum by the applicable Day Count Fraction.

The resultant figure (including after application of any Fixed Coupon Amount or Broken Amount, as applicable, to the Calculation Amount in the case of Fixed Rate Notes which are Bearer Notes in

definitive form) shall be rounded to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention.

Where the Specified Denomination of a Fixed Rate Note which is a Bearer Note in definitive form is a multiple of the Calculation Amount, the amount of interest payable in respect of such Fixed Rate Note shall be the product of the amount (determined in the manner provided above) for the Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination, without any further rounding.

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest, in accordance with this Condition 6.1:

(a) if "Actual/Actual (ICMA)" is specified in the applicable Pricing Supplement:

(i) in the case of Notes where the number of days in the relevant period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (the "**Accrual Period**") is equal to or shorter than the Determination Period during which the Accrual Period ends, the number of days in such Accrual Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Dates (as specified in the applicable Pricing Supplement) that would occur in one calendar year; or

(ii) in the case of Notes where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of:

(1) the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year; and

(2) the number of days in such Accrual Period falling in the next Determination Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year; and

(b) if "30/360" is specified in the applicable Pricing Supplement, the number of days in the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (such number of days being calculated on the basis of a year of 360 days with 12 30-day months) divided by 360.

In these Conditions:

"**Determination Period**" means each period from (and including) a Determination Date to (but excluding) the next Determination Date (including, where either the Interest Commencement Date or the final Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date); and

"**sub-unit**" means, with respect to any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, with respect to euro, one cent.

6.2 Interest on Floating Rate Notes

(a) Interest Payment Dates

Each Floating Rate Note bears interest from (and including) the Interest Commencement Date and such interest will be payable in arrear on either:

(i) the Specified Interest Payment Date(s) in each year specified in the applicable Pricing Supplement; or

(ii) if no Specified Interest Payment Date(s) is/are specified in the applicable Pricing Supplement, each date (each such date, together with each Specified Interest Payment Date, an "**Interest Payment Date**") which falls the number of months or other period specified as the Specified Period in the applicable Pricing Supplement after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.

Such interest will be payable in respect of each Interest Period. In these Conditions, "**Interest Period**" means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date or the relevant payment date if the Notes become payable on a date other than an Interest Payment Date.

If a Business Day Convention is specified in the applicable Pricing Supplement and (x) if there is no numerically corresponding day in the calendar month in which an Interest Payment Date should occur or (y) if any Interest Payment Date would otherwise fall on a day which is not a Business Day, then, if the Business Day Convention specified is:

(A) in any case where Specified Periods are specified in accordance with Condition 6.2(a)(ii) above, the Floating Rate Convention, such Interest Payment Date (a) in the case of (x) above, shall be the last day that is a Business Day in the relevant month and the provisions of (ii) below shall apply *mutatis mutandis* or (b) in the case of (y) above, shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event (i) such Interest Payment Date shall be brought forward to the immediately preceding Business Day and (ii) each subsequent Interest Payment Date shall be the last Business Day in the month which falls the Specified Period after the preceding applicable Interest Payment Date occurred; or

(B) the Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day; or

(C) the Modified Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event such Interest Payment Date shall be brought forward to the immediately preceding Business Day; or

(D) the Preceding Business Day Convention, such Interest Payment Date shall be brought forward to the immediately preceding Business Day.

In these Conditions:

"**Business Day**" means:

(a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London and each Additional Business Centre (other than T2) specified in the applicable Pricing Supplement;

(b) if T2 is specified as an Additional Business Centre in the applicable Pricing Supplement, a day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer System or any successor or replacement for that system ("**T2** ") is open; and

(c) either (1) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency or (2) in relation to any sum payable in euro, a day on which T2 is open.

(b) Rate of Interest

The Rate of Interest payable from time to time in respect of Floating Rate Notes will be determined in the manner specified in the applicable Pricing Supplement.

(i) ***Screen Rate Determination for Floating Rate Notes (other than for SOFR, SONIA, TLREF or TONAR)***

Where the Reference Rate specified in the applicable Pricing Supplement is a Reference Rate other than SOFR, SONIA, TLREF or TONAR, the Rate of Interest for each Interest Period will, subject as provided below, be either:

(A) the offered quotation; or

(B) the arithmetic mean (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page (or such replacement page on that service which displays the information) as of the Specified Time in the Relevant Financial Centre on the Interest Determination Date in question plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any), all as determined by the Principal Paying Agent or the Calculation Agent, as applicable. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Principal Paying Agent or the Calculation Agent, as applicable, for the purpose of determining the arithmetic mean (rounded as provided above) of such offered quotations.

If the Relevant Screen Page is not available or if, in the case of (A) above, no offered quotation appears or, in the case of (B) above, fewer than three offered quotations appear, in each case as of the Specified Time, the Issuer shall request each of the Reference Banks to provide the Principal Paying Agent or the Calculation Agent, as applicable, with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate at approximately the Specified Time on the Interest Determination Date in question. If two or more of the Reference Banks provide the Principal Paying Agent or the Calculation Agent, as applicable, with offered quotations, the Rate of Interest for the Interest Period shall be the arithmetic mean (rounded if necessary to the fifth decimal place with 0.000005 being rounded upwards) of the offered quotations plus or minus (as appropriate) the Margin (if any), all as determined by the Principal Paying Agent or the Calculation Agent, as applicable.

If on any Interest Determination Date one only or none of the Reference Banks provides the Principal Paying Agent or the Calculation Agent, as applicable, with an offered quotation as provided in the preceding paragraph, the Rate of Interest for the relevant Interest Period shall be the rate per annum which the Principal Paying Agent or the Calculation Agent, as

applicable, determines as being the arithmetic mean (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) of the rates, as communicated to (and at the request of) the Principal Paying Agent or the Calculation Agent, as applicable, by the Reference Banks or any two or more of them, at which such banks were offered, at approximately the Specified Time on the relevant Interest Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in the Euro-zone interbank market (if the Reference Rate is EURIBOR), the Romanian interbank market (if the Reference Rate is ROBOR), the Prague interbank market (if the Reference Rate is PRIBOR), the Hong Kong interbank market (if the Reference Rate is HIBOR or CNH HIBOR), the Norwegian interbank market (if the Reference Rate is NIBOR), the Warsaw interbank market (if the Reference Rate is WIBOR), the Kuala Lumpur interbank market (if the Reference Rate is KLIBOR), the Tokyo interbank market (if the Reference Rate is TIBOR) or the interbank market of the Relevant Financial Centre (if any other Reference Rate is used) plus or minus (as appropriate) the Margin (if any) or, if fewer than two of the Reference Banks provide the Principal Paying Agent or the Calculation Agent, as applicable, with offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean (rounded as provided above) of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, at approximately the Specified Time on the relevant Interest Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Issuer suitable for the purpose) informs the Principal Paying Agent or the Calculation Agent, as applicable, it is quoting to leading banks in the Euro-zone interbank market (if the Reference Rate is EURIBOR), the Romanian interbank market (if the Reference Rate is ROBOR), the Prague interbank market (if the Reference Rate is PRIBOR), the Hong Kong interbank market (if the Reference Rate is HIBOR or CNH HIBOR), the Norwegian interbank market (if the Reference Rate is NIBOR), the Warsaw interbank market (if the Reference Rate is WIBOR), the Kuala Lumpur interbank market (if the Reference Rate is KLIBOR), the Tokyo interbank market (if the Reference Rate is TIBOR) or the interbank market of the Relevant Financial Centre (if any other Reference Rate is used), plus or minus (as appropriate) the Margin (if any), provided that, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as of the last preceding Interest Determination Date (though substituting, where a different Margin is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Margin relating to the relevant Interest Period in place of the Margin relating to that last preceding Interest Period).

In this Condition:

"**Reference Banks**" means:

(a) in the case of a determination of EURIBOR, the principal Euro-zone office of four major banks in the Euro-zone interbank market;

(b) in the case of a determination of ROBOR, the principal Bucharest office of four major banks in the Romanian interbank market;

(c) in the case of a determination of PRIBOR, the principal Prague office of four major banks in the Prague interbank market;

(d) in the case of a determination of HIBOR, the principal Hong Kong office of four major banks in the Hong Kong interbank market;

(e) in the case of a determination of CNH HIBOR, the principal Hong Kong office of four major banks dealing in Renminbi in the Hong Kong interbank market;

(f) in the case of a determination of NIBOR, the principal Oslo office of four major banks in the Norwegian interbank market;

(g) in the case of a determination of WIBOR, the principal Warsaw office of four major banks in the Warsaw interbank market;

(h) in the case of a determination of KLIBOR, the principal Kuala Lumpur office of four major banks in the Kuala Lumpur interbank market; and

(i) in the case of a determination of TIBOR, the principal Tokyo office of four major banks in the Tokyo interbank market;

in each case as selected by the Issuer and unless otherwise specified in the applicable Pricing Supplement; and

"**Specified Time**" means, unless otherwise specified in the applicable Pricing Supplement: (a) 11:00 a.m. (Brussels time, in the case of a determination of EURIBOR, Bucharest time, in the case of a determination of ROBOR, Prague time, in the case of a determination of PRIBOR, Hong Kong time, in the case of a determination of HIBOR, Warsaw time, in the case of a determination of WIBOR, Kuala Lumpur time, in the case of a determination of KLIBOR and Tokyo time, in the case of a determination of TIBOR), (b) 11:15 a.m. (Hong Kong time, in the case of a determination of CNH HIBOR), and (c) 12:00 p.m. (Oslo time, in the case of a determination of NIBOR).

(ii) Screen Rate Determination for Floating Rate Notes that reference SONIA and for which the Calculation Method is Compounded Daily SONIA

Where the Reference Rate is specified in the applicable Pricing Supplement as being "SONIA" and the Calculation Method is specified in the applicable Pricing Supplement as being "Compounded Daily SONIA", then:

(A) the Rate of Interest for each Interest Accrual Period shall, subject as provided below, be Compounded Daily SONIA, as determined by the Principal Paying Agent or the Calculation Agent, as applicable, on the relevant Interest Determination Date plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any).

(B) If, in respect of any London Banking Day in the relevant Observation Period, the applicable SONIA Reference Rate is not available on the Relevant Screen Page or has not otherwise been published by the relevant authorised distributors, then the SONIA Reference Rate in respect of such London Banking Day shall, unless the Principal Paying Agent or the Calculation Agent, as applicable, has been notified of any Successor Rate or Alternative Rate (and, in either case, the applicable Adjustment Spread and the specific terms of any Benchmark Amendments) in accordance with Condition 6.4(e), be the sum of: (1) the Bank of England's Bank Rate (the "**Bank Rate**") prevailing at 5:00 p.m. (or, if earlier, the close of business) on such London Banking Day and (2) the mean of the spread of the SONIA Reference Rate to the Bank Rate over the previous five London Banking Days on which a SONIA Reference Rate has been published, excluding the highest spread (or, if there are more than one highest spread, then only one of those highest spreads) and the lowest spread (or, if there are more than one lowest spread, then only one of those lowest spreads).

(C) Notwithstanding clause (B) of this Condition 6.2(b)(ii) and subject to Condition 6.4(e), in the event the Bank of England publishes guidance as to: (1) how the SONIA Reference Rate is to be determined or (2) any rate that is to replace the SONIA Reference Rate, then the Principal Paying Agent or the Calculation Agent, as

applicable, shall, to the extent that is reasonably practicable and as set forth in a direction from the Issuer in writing, follow such guidance in order to determine the SONIA Reference Rate for any London Banking Day "i" for purposes of the Notes and for so long as the SONIA Reference Rate is not available or has not been published by the relevant authorised distributors.

(D) If, on any Interest Determination Date, the Rate of Interest cannot be determined by reference to any of clauses (A) to (C) of this Condition 6.2(b)(ii), then the Rate of Interest for the relevant Interest Accrual Period shall be: (1) the Rate of Interest determined as of the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period) or (2) if there is no such preceding Interest Determination Date, the initial Rate of Interest that would have been applicable to such Notes for the first scheduled Interest Period had the Notes been in issue for a period equal in duration to the first scheduled Interest Period but ending on (and excluding) the Interest Commencement Date (and applying the Margin and, if applicable, any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first scheduled Interest Period).

(E) If the Notes become due and payable in accordance with Condition 11, then the final Rate of Interest shall be calculated for the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the date on which the Notes become so due and payable, and such Rate of Interest shall continue to apply to the Notes for so long as interest continues to accrue thereon as provided in Condition 6.3.

(F) As used in this Condition 6.2(b)(ii):

"**Compounded Daily SONIA**" means, with respect to any Interest Accrual Period, the rate of return of a daily compound interest investment (with the daily SONIA Reference Rate as reference rate for the calculation of interest) as determined by the Principal Paying Agent or the Calculation Agent, as applicable, on the relevant Interest Determination Date in accordance with the following formula (and the resulting percentage shall be rounded if necessary to the fourth decimal place (with 0.00005 being rounded upwards):

$$\left[\prod_{i=1}^{d_o}\left(1+\frac{Relevant\ SONIA_i \times n_i}{365}\right)-1\right]\times\frac{365}{d}$$

"**d**" means: (a) where in the applicable Pricing Supplement "Lag" is specified as the Observation Method, the number of calendar days in the relevant Interest Accrual Period, or (b) where in the applicable Pricing Supplement "Shift" is specified as the Observation Method, the number of calendar days in the relevant Observation Period;

"$\mathbf{d_o}$" means: (a) where in the applicable Pricing Supplement "Lag" is specified as the Observation Method, the number of London Banking Days in the relevant Interest Accrual Period, or (b) where in the applicable Pricing Supplement "Shift" is specified as the Observation Method, the number of London Banking Days in the relevant Observation Period;

"**i**" is a series of whole numbers from one to d_o, each representing the relevant London Banking Day in chronological order from, and including, the first London Banking Day in: (a) where in the applicable Pricing Supplement "Lag" is specified as the Observation Method, the relevant Interest Accrual Period, or (b) where in the applicable Pricing Supplement "Shift" is specified as the Observation Method, the relevant Observation Period;

"**Interest Accrual Period**" means: (a) each Interest Period and (b) any other Relevant Period;

"**London Banking Day**" or "**LBD**" means a day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London, England;

"$\mathbf{n_i}$", for any London Banking Day "i", means the number of calendar days from and including such London Banking Day "i" to but excluding the earlier of: (a) the following London Banking Day and (b) the last day of the relevant Interest Accrual Period or, in respect of the final Interest Accrual Period, the Maturity Date;

"**Observation Look-Back Period**" means the period specified in the applicable Pricing Supplement;

"**Observation Period**" means the period from (and including) the date falling "p" London Banking Days prior to the first day of the relevant Interest Accrual Period to (but excluding): (a) the date falling "p" London Banking Days prior to the Interest Payment Date for such Interest Accrual Period or (b) such date (if any) on which the relevant payment of interest falls due (but which by its definition and the operation of the relevant provisions is excluded from the Interest Accrual Period);

"**p**" is the number of London Banking Days included in the Observation Look-Back Period, as specified in the applicable Pricing Supplement (which, if the Principal Paying Agent is also the Calculation Agent, shall not be less than "5" unless otherwise agreed with the Principal Paying Agent in the applicable Pricing Supplement);

"**Relevant SONIA$_i$**" means, in respect of any London Banking Day "i": (a) where "Lag" is specified as the Observation Method in the applicable Pricing Supplement, $SONIA_{i\text{-}pLBD}$, or (b) where "Shift" is specified as the Observation Method in the applicable Pricing Supplement, $SONIA_{iLBD}$;

"**SONIA Reference Rate**" in respect of any London Banking Day ("**LBD$_x$**"), means a reference rate equal to the daily Sterling Overnight Index Average ("SONIA") rate for such LBD_x as provided by the administrator of SONIA to authorised distributors and as then published on the Relevant Screen Page or, if the Relevant Screen Page is unavailable, as otherwise published by such authorised distributors, in each case on the London Banking Day immediately following such LBD_x;

"**SONIAiLBD**" means, in respect of any London Banking Day "i" falling in the relevant Observation Period, the SONIA Reference Rate for such London Banking Day "i"; and

"**SONIA$_{i\text{-}pLBD}$**" means, in respect of any London Banking Day "i" falling in the relevant Interest Accrual Period, the SONIA Reference Rate for the London Banking Day falling "p" London Banking Days prior to such London Banking Day "i".

(iii) ***Screen Rate Determination for Floating Rate Notes that reference SONIA and for which the Calculation Method is Compounded Index Rate***

Where the Reference Rate is specified in the applicable Pricing Supplement as being "SONIA" and the Calculation Method is specified in the applicable Pricing Supplement as being "Compounded Index Rate", then the Rate of Interest for each Interest Accrual Period shall be Compounded Daily SONIA for the Interest Accrual Period determined by reference to the screen rate or index for Compounded Daily SONIA administered by the administrator of the SONIA Reference Rate that is published or displayed on the Relevant Screen Page or, if no such page is specified in the applicable Pricing Supplement or if such page is unavailable at the relevant time, as otherwise published or displayed by such administrator or other information service from time to time at the relevant time on the relevant Index Determination Dates specified below as further specified in the applicable Pricing Supplement (the "**SONIA Compounded Index**") as calculated in accordance with the following formula (and the resulting percentage shall be rounded if necessary to the fourth decimal place, with 0.00005 being rounded upwards) plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any), all as determined by the Principal Paying Agent or the Calculation Agent, as applicable, on the relevant Interest Determination Date.

Compounded Daily SONIA rate is equal to:

$$\left(\frac{SONIA\ Compounded\ Index_{y}}{SONIA\ Compounded\ Index_{x}} - 1\right) x \frac{365}{d}$$

where:

"***x***" denotes that the relevant SONIA Compounded Index is the SONIA Compounded Index determined in relation to the day falling the Relevant Number of London Banking Days prior to the first day of the relevant Interest Accrual Period;

"***y***" denotes that the relevant SONIA Compounded Index is the SONIA Compounded Index determined in relation to the day falling the Relevant Number of London Banking Days prior to the Interest Payment Date for such Interest Accrual Period or such other date as when the relevant payment of interest falls to be due (but which by definition or the operation of the relevant provisions is excluded from such Interest Accrual Period);

a day on which the SONIA Compounded Index is determined pursuant to clause "*x*" or "*y*" above is referred to as an "**Index Determination Date**";

"**d**" is the number of calendar days from (and including) the day in relation to which "*x*" is determined to (but excluding) the day in relation to which "*y*" is determined; and

"**Relevant Number**" is as specified in the applicable Pricing Supplement (or, if no such number is so specified, five London Banking Days).

If the SONIA Compounded Index is not published or displayed by the administrator of the SONIA Reference Rate or other information service at the relevant time on any relevant Index Determination Date as specified in the applicable Pricing Supplement, then the Compounded Daily SONIA rate for the applicable Interest Accrual Period for which SONIA Compounded Index is not available shall be "Compounded Daily SONIA" determined in accordance with Condition 6.2(b)(ii) above as if Compounded Daily SONIA had been specified in the applicable Pricing Supplement in place of Compounded Index Rate. For these purposes, the

"Calculation Method" shall be deemed to be "Compounded Daily SONIA", the "Relevant Number" specified in the applicable Pricing Supplement shall be deemed to be the "Observation Lookback Period" and "Observation Method" shall be deemed be "Shift", as if Compounded Index Rate is not specified as being applicable and these alternative elections had been made.

If the Notes become due and payable in accordance with Condition 11, then the final Rate of Interest shall be calculated for the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the date on which the Notes become so due and payable, and such Rate of Interest shall continue to apply to the Notes for so long as interest continues to accrue thereon as provided in Condition 6.3.

(iv) Screen Rate Determination for Floating Rate Notes that reference SOFR and for which the Calculation Method is SOFR Index Rate with Observation Period Shift

Where the Reference Rate is specified in the applicable Pricing Supplement as being "SOFR" and the Calculation Method is specified in the applicable Pricing Supplement as being "SOFR Index Rate with Observation Period Shift", then the Rate of Interest for each Interest Period shall be Compounded SOFR, as defined immediately below, plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any).

"**Compounded SOFR**" means, with respect to any Interest Period, the rate computed by the Principal Paying Agent or the Calculation Agent, as applicable, in accordance with the following formula (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards):

$$\left(\frac{SOFR\ Index_{End}}{SOFR\ Index_{Start}} - 1\right) x \frac{360}{d_c}$$

where:

"**SOFR Index$_{Start}$**" is the SOFR Index value for the day that is five U.S. Government Securities Business Days, or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement, preceding the first date of the relevant Interest Period;

"**SOFR Index$_{End}$**" is the SOFR Index value for the day that is five U.S. Government Securities Business Days, or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement, preceding the Interest Payment Date relating to such Interest Period; and

"**d_c**" is the number of calendar days from (and including) SOFR Index$_{Start}$ to (but excluding) SOFR Index$_{End}$.

"**Interest Period**" means each period, the duration of which will be indicated in the applicable Pricing Supplement, from (and including) an Interest Payment Date (or, in the case of the first Interest Period, the Interest Commencement Date) to (but excluding) the next Interest Payment Date (or, in the case of the final Interest Period, the Maturity Date or, if the Issuer elects to redeem the Floating Rate Notes on the redemption date, the redemption date).

"**SOFR Administrator**" means the Federal Reserve Bank of New York (or a successor administrator of the "Secured Overnight Financing Rate").

"**SOFR Administrator's Website**" means the website of the Federal Reserve Bank of New York (currently www.newyorkfed.org/markets/treasury-repo-reference-rates-information) or any successor source.

"**SOFR Index**" means, with respect to any U.S. Government Securities Business Day, the SOFR Index value as published by the SOFR Administrator as such index appears on the SOFR Administrator's Website at 3:00 p.m. (New York time) on such U.S. Government Securities Business Day (the "SOFR Index Determination Time"); *provided* that if a SOFR Index value does not so appear at the SOFR Index Determination Time, then:

(a) if a Benchmark Event and its related Benchmark Replacement Date (each as defined in Condition 6.4(II)) have not occurred with respect to SOFR, then Compounded SOFR shall be the rate determined pursuant to the "SOFR Index Unavailable Provisions" definition below; or

(b) if a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to SOFR, then Compounded SOFR shall be the rate determined pursuant to Condition 6.4(II).

where:

"**SOFR**" means the daily secured overnight financing rate as published by the SOFR Administrator on the SOFR Administrator's Website;

"**SOFR Index Unavailable Provisions**": If a SOFR $\text{Index}_{\text{Start}}$ or SOFR $\text{Index}_{\text{End}}$ is not published on the associated Interest Determination Date and a Benchmark Event and its related Benchmark Replacement Date (each as defined in Condition 6.4(II)) have not occurred with respect to SOFR, then "Compounded SOFR" means, for the applicable Interest Period for which such index is not available, the rate of return on a daily compounded interest investment calculated in accordance with the formula for "SOFR Averages", and definitions required for such formula, published on the SOFR Administrator's Website. For the purposes of this provision, references in the "SOFR Averages" compounding formula and related definitions to "calculation period" shall be replaced with "Observation Period" and the words "that is, 30-, 90-, or 180-calendar days" shall be removed. If the daily SOFR ("$\mathbf{SOFR_i}$") does not so appear for any day "*i*" in the Observation Period, then SOFR_i for such day "*i*" shall be SOFR published in respect of the first preceding U.S. Government Securities Business Day for which SOFR was published on the SOFR Administrator's Website; and

"**Interest Determination Date**" means the date the number of U.S. Government Securities Business Days specified in the applicable Pricing Supplement before each Interest Payment Date;

"**Observation Period**" means, in respect of each Interest Period, the period from (and including) the date that is the number of U.S. Government Securities Business Days specified in the applicable Pricing Supplement preceding the first date in such Interest Period to (but excluding) the date that is the same number of U.S. Government Securities Business Days so specified and preceding the Interest Payment Date for such Interest Period; and

"**U.S. Government Securities Business Day**" means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

(v) Screen Rate Determination for Floating Rate Notes that reference SOFR and for which the Calculation Method is Compounded SOFR with Lookback

Where the Reference Rate is specified in the applicable Pricing Supplement as being "SOFR" and the Calculation Method is specified in the applicable Pricing Supplement as being "Compounded SOFR with Lookback", then the Rate of Interest for each Interest Period shall

be Compounded SOFR, as defined immediately below, plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any).

"**Compounded SOFR**" means, with respect to any Interest Period, the rate of return of a daily compound interest investment computed by the Principal Paying Agent or the Calculation Agent, as applicable, in accordance with the following formula (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards):

$$\left[\prod_{i=1}^{d_0}\left(1+\frac{SOFR_{i-\,yUSBD}\;x\;n_i}{360}\right)-1\right]\;x\;\frac{360}{d}$$

"**d_0**" for any Interest Period means the number of U.S. Government Securities Business Days in such Interest Period,

"**i**" means a series of whole numbers from one to d_0, each representing the relevant U.S. Government Securities Business Day in chronological order from (and including) the first U.S. Government Securities Business Day in the relevant Interest Period,

"**$SOFR_{i\text{-}yUSBD}$**" for any U.S. Government Securities Business Day "*i*" in the relevant Interest Period is equal to SOFR in respect of the U.S. Government Securities Business Day falling "*y*" (the Lookback Number of U.S. Government Securities Business Days) days prior to that day "*i*",

"**n_i**" for any U.S. Government Securities Business Day "*i*" in the relevant Interest Period is the number of calendar days from (and including) such U.S. Government Securities Business Day "*i*" to (but excluding) the following U.S. Government Securities Business Day ("**i+1**"); and

"**d**" means the number of calendar days in the relevant Interest Period.

"**SOFR**" with respect to any U.S. Government Securities Business Day, means:

(a) the Secured Overnight Financing Rate published for such U.S. Government Securities Business Day as such rate appears on the SOFR Administrator's Website at 3:00 p.m. (New York time) on the next U.S. Government Securities Business Day (the "**SOFR Determination Time**"),

(b) if the rate specified in clause (a) does not so appear, unless both a Benchmark Event and its related Benchmark Replacement Date (as each such term is defined in Condition 6.4(II)) have occurred, the Secured Overnight Financing Rate as published in respect of the first preceding U.S. Government Securities Business Day for which the Secured Overnight Financing Rate was published on the SOFR Administrator's Website, or

(c) if a Benchmark Event and its related Benchmark Replacement Date have occurred, the Benchmark Replacement, subject to the provisions described (and as defined) in Condition 6.4(II),

where:

"**Interest Period**" and "**Interest Determination Date**" each have the meaning ascribed to the respective term in Condition 6.2(b)(iv); and

"**Lookback Number of U.S. Government Securities Business Days**" has the meaning specified in the applicable Pricing Supplement and represented in the formula above as "y".

(vi) ***Screen Rate Determination for Floating Rate Notes that reference SOFR and for which the Calculation Method is Compounded SOFR with Observation Period Shift***

Where the Reference Rate is specified in the applicable Pricing Supplement as being "SOFR" and the Calculation Method is specified in the applicable Pricing Supplement as being "Compounded SOFR with Observation Period Shift", then the Rate of Interest for each Interest Period shall be Compounded SOFR, as defined immediately below, plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any).

"**Compounded SOFR**" means, with respect to any Interest Period, the rate of return of a daily compound interest investment computed by the Principal Paying Agent or the Calculation Agent, as applicable, in accordance with the following formula (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards):

$$\left[\prod_{i=1}^{d_0}\left(1+\frac{SOFR_i \, x \, n_i}{360}\right)-1\right] x \, \frac{360}{d}$$

where:

"$\mathbf{d_0}$" for any Observation Period means the number of U.S. Government Securities Business Days in the relevant Observation Period;

"**i**" means a series of whole numbers from one to d_0, each representing the relevant U.S. Government Securities Business Day in chronological order from (and including) the first U.S. Government Securities Business Day in the relevant Observation Period;

"$\mathbf{SOFR_i}$" for any U.S. Government Securities Business Day "*i*" in the relevant Observation Period is equal to SOFR (as defined in Condition 6.2(b)(v)) in respect of that day "*i*";

"$\mathbf{n_i}$" for any U.S. Government Securities Business Day "*i*" in the relevant Observation Period is the number of calendar days from (and including) such U.S. Government Securities Business Day "*i*" to (but excluding) the following U.S. Government Securities Business Day ("**i+1**"); and

"**d**" means the number of calendar days in the relevant Observation Period.

"**Interest Period**", "**Interest Determination Date**" and "**Observation Period**" each have the meaning ascribed to the respective term in Condition 6.2(b)(iv).

(vii) ***Screen Rate Determination for Floating Rate Notes that reference SOFR and for which the Calculation Method is Compounded SOFR with Payment Delay***

Where the Reference Rate is specified in the applicable Pricing Supplement as being "SOFR" and the Calculation Method is specified in the applicable Pricing Supplement as being "Compounded SOFR with Payment Delay", then the Rate of Interest for each Interest Period shall be Compounded SOFR, as defined immediately below, plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any).

"**Compounded SOFR**" means, with respect to any Interest Accrual Period, the rate of return of a daily compound interest investment computed by the Principal Paying Agent or the Calculation Agent, as applicable, in accordance with the following formula (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards):

$$\left[\prod_{i=1}^{d_0}\left(1+\frac{SOFR_i\ x\ n_i}{360}\right)-1\right]\ x\ \frac{360}{d}$$

where:

"**d_0**" for any Interest Accrual Period means the number of U.S. Government Securities Business Days in the relevant Interest Accrual Period;

"**i**" means a series of whole numbers from one to d_0, each representing the relevant U.S. Government Securities Business Day in chronological order from (and including) the first U.S. Government Securities Business Day in the relevant Interest Accrual Period;

"**$SOFR_i$**" for any U.S. Government Securities Business Day "*i*" in the relevant Interest Accrual Period is equal to SOFR (as defined in Condition 6.2(b)(v)) in respect of that day "*i*",

"**n_i**" for any U.S. Government Securities Business Day "*i*" in the relevant Interest Accrual Period is the number of calendar days from (and including) such U.S. Government Securities Business Day "i" to (but excluding) the following U.S. Government Securities Business Day ("**i+1**"), and

"**d**" means the number of calendar days in the relevant Interest Accrual Period.

"**Interest Accrual Period**" means each quarterly period, or such other period as specified in the applicable Pricing Supplement, from (and including) an Interest Accrual Period End Date (or, in the case of the first Interest Accrual Period, the issue date) to (but excluding) the next Interest Accrual Period End Date (or, in the case of the final Interest Accrual Period, the Maturity Date or, if the Issuer elects to redeem the Compounded SOFR with Payment Delay Notes on any earlier redemption date, the redemption date).

"**Interest Accrual Period End Dates**" means the dates specified in the applicable Pricing Supplement, ending on the Maturity Date or, if the Issuer elects to redeem the Compounded SOFR with Payment Delay Notes on any earlier redemption date, the redemption date.

"**Interest Payment Date**" means the second Business Day, or such other Business Day as specified in the applicable Pricing Supplement, following each Interest Accrual Period End Date; *provided* that the Interest Payment Date with respect to the final Interest Accrual Period shall be the Maturity Date or, if the Issuer elects to redeem the Compounded SOFR with Payment Delay Notes on any earlier redemption date, the redemption date.

"**Interest Payment Determination Date**" means the Interest Accrual Period End Date at the end of each Interest Accrual Period; *provided* that the Interest Payment Determination Date with respect to the final Interest Accrual Period shall be the Rate Cut-Off Date.

"**Rate Cut-Off Date**" means the fifth U.S. Government Securities Business Day, or such other U.S. Government Securities Business Day as specified in the applicable Pricing Supplement, prior to the Maturity Date or redemption date, as applicable. For purposes of calculating Compounded SOFR with respect to the final Interest Accrual Period, the level of SOFR for each U.S. Government Securities Business Day in the period from (and including) the Rate Cut-Off Date to (but excluding) the Maturity Date or any earlier redemption date, as applicable, shall be the level of SOFR in respect of such Rate Cut-Off Date.

If any scheduled Interest Accrual Period End Date falls on a day that is not a Business Day, then such date shall be postponed to the following Business Day except that, if such following Business Day would fall in the next calendar month, then the Interest Accrual Period End Date shall be the immediately preceding Business Day.

(viii) Screen Rate Determination for Floating Rate Notes that reference TLREF

Where the Reference Rate is specified in the applicable Pricing Supplement as being "TLREF", then the Rate of Interest for each Interest Period shall, subject as provided below, be determined by the Calculation Agent on the relevant TLREF Interest Determination Date (by reference to the relevant published TLREF Indices in respect of the relevant Interest Accrual Period) in accordance with the following formula:

$$\left\{\left(\frac{\begin{array}{c}\textit{The published TLREF Index on the second TLREF Business Day}\\ \textit{preceding the applicable Interest Payment Date}\end{array}}{\begin{array}{c}\textit{The published TLREF Index on the second TLREF Business Day}\\ \textit{preceding the previous Interest Payment Date}\end{array}}\right)^{\frac{n1}{n2}} - 1\right\} * 100$$

(and the resulting percentage shall be rounded if necessary to the fourth decimal place, with 0.00005 being rounded upwards) plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any); *provided* that, in the case of the first Interest Accrual Period, references to the "published TLREF Index on the second TLREF Business Day preceding the previous Interest Payment Date" shall be replaced by a reference to the "published TLREF Index on the day that is two TLREF Business Days preceding the first date of such Interest Accrual Period."

For the purposes of the formula above and this Condition 6.2(b)(viii):

"**BIST TLREF Index**" means the TLREF value announced via the BISTECH Data Dissemination System (in Turkish: *BISTECH Veri Paylaşım Sistemi*) as published on the TLREF Relevant Screen.

"**Calculation Agent**" means the Issuer or, if so specified in the applicable Pricing Supplement, a financial institution of international repute appointed by the Issuer at its own expense for these purposes.

"**Interest Accrual Period**" means: (a) each Interest Period and (b) any other Relevant Period.

"**n1**" means the number of calendar days in the relevant Interest Accrual Period.

"**n2**" means the number of calendar days between: (a) the TLREF Business Day preceding the Interest Payment Date (or such date (if any) on which the relevant payment of interest falls due (but that by its definition and the operation of the relevant provisions is excluded from the Interest Accrual Period)) and (b) the TLREF Business Day preceding the previous Interest Payment Date (provided that, in the case of the first Interest Accrual Period, reference to the "the TLREF Business Day preceding the previous Interest Payment Date" shall be replaced with a reference to "the TLREF Business Day preceding the first day of such Interest Accrual Period").

"**published TLREF Index**" means, in respect of any TLREF Business Day, the rate of return of TLREF on the next TLREF Business Day as determined by reference to the BIST TLREF Index that references the return on overnight repo transactions realised on the Borsa İstanbul Repo-Reverse Repo Normal Orders Market, all as published at the relevant time on such TLREF Business Day on the TLREF Relevant Screen.

"**TLREF**" means the Turkish Lira overnight reference rate.

"**TLREF Business Day**" means a day (other than Saturday or Sunday) on which the BIST Repo-Reverse Repo Market (or the successor or replacement thereof) is open.

"**TLREF Committee**" means the committee consisting of representatives of the Ministry of Treasury and Finance of Türkiye, the Central Bank of Türkiye (the "**Central Bank**"), the Banks Association of Türkiye, the Capital Markets Association of Türkiye (in Turkish: *Türkiye Sermaye Piyasaları Birliği*), the BRSA, the Istanbul Settlement and Custody Bank (in Turkish: *İstanbul Takas ve Saklama Bankası A.Ş.*) and Borsa İstanbul A.Ş. or any successor or replacement thereof.

"**TLREF Interest Determination Date**" means, in respect of any Interest Accrual Period, the second TLREF Business Day prior to the day on which such Interest Accrual Period ends.

"**TLREF Reference Rate**" means, in respect of any TLREF Business Day, a reference rate equal to the published TLREF Index on such TLREF Business Day.

"**TLREF Relevant Screen**" means the "TLREF Indices" webpage that is available on the website of Borsa İstanbul A.Ş. (borsaistanbul.com) (or any successor website).

If, on any TLREF Interest Determination Date, the applicable published TLREF Index is not available on the TLREF Relevant Screen or has not otherwise been published by the TLREF Committee, then the Rate of Interest in respect of the applicable Interest Accrual Period shall, unless the Calculation Agent has been notified of any Successor Rate or Alternative Rate (and, in either case, the applicable Adjustment Spread and the specific terms of any Benchmark Amendments) in accordance with Condition 6.4(e), be determined as if the published TLREF Index were calculated in the following manner:

(a) The Rate of Interest in respect of such Interest Accrual Period shall be the sum of: (i) the policy rate of the Central Bank prevailing at 5:00 pm (or, if earlier, the close of business in İstanbul) on the applicable TLREF Interest Determination Date and available on the Central Bank's website at www.tcmb.gov.tr/wps/wcm/connect/EN/TCMB+EN/Main+Menu/Core+Functions/Monetary+Policy/Central+Bank+Interest+Rates/1+Week+Repo (or any successor or replacement website) and (ii) the mean of the spread of the published TLREF Index to the policy rate of the Central Bank over the previous five TLREF Business Days on which a TLREF Reference Rate has been published, excluding the highest spread (or, if there are more than one highest spread, then only one of those highest spreads) and the lowest spread (or, if there are more than one lowest spread, then only one of those lowest spreads).

(b) Notwithstanding clause (a), if the TLREF Committee has published guidance as to: (i) how the TLREF Reference Rate is to be determined or (ii) any rate that is to replace the TLREF Reference Rate, then the Calculation Agent shall, to the extent that it is reasonably practicable to do so and as set forth in a direction from the Issuer in writing, follow such guidance in order to determine the TLREF Reference Rate for any TLREF Business Day in such Interest Accrual Period and for so long thereafter as the published TLREF Index remains unavailable on the TLREF Relevant Screen or is not otherwise published by the TLREF Committee.

(c) If, on any TLREF Interest Determination Date, the Rate of Interest cannot be determined by reference to clauses (a) and (b), then the Rate of Interest for the relevant Interest Accrual Period shall be: (i) the Rate of Interest determined as of the last preceding TLREF Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period) or (ii) if there is no such preceding TLREF Interest

Determination Date, then the initial Rate of Interest that would have been applicable to the applicable Notes for the first Interest Accrual Period of such Notes had such Notes been in issue for a period equal in duration to their first Interest Accrual Period but ending on (and excluding) the applicable Interest Commencement Date (and applying the Margin and, if applicable, any Maximum Rate of Interest or Minimum Rate of Interest applicable to such first Interest Accrual Period).

(d) If the Notes become due and payable in accordance with Condition 11, then the final Rate of Interest shall be calculated for the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the date on which the Notes become so due and payable, and such Rate of Interest shall continue to apply to the Notes for so long as interest continues to accrue thereon as provided in Condition 6.3.

(ix) Screen Rate Determination for Floating Rate Notes that reference TONAR

Where the Reference Rate is specified in the applicable Pricing Supplement as being "TONAR", then the Rate of Interest for each Interest Period shall be determined by the Principal Paying Agent or the Calculation Agent, as applicable, on the relevant Interest Determination Date in accordance with the following formula:.

$$\left[\prod_{i=1}^{d_o}\left(1+\frac{DailyRate_{i\text{-}LP}\times n_i}{365}\right)-1\right]\times\frac{365}{d}$$

(and the resulting percentage shall be rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any).

For the purposes of the formula above and this Condition 6.2(b)(ix):

"**d**" means the number of calendar days in the relevant Interest Accrual Period,

"**d_o**" means the number of TONAR Banking Days in the relevant Interest Accrual Period,

"**$DailyRate_{i\text{-}LP}$**" means, for any TONAR Banking Day "i" falling in the relevant Interest Accrual Period, TONAR for the TONAR Banking Day falling "p" TONAR Banking Days before such TONAR Banking Day "i",

"**i**" means a series of whole numbers from one to d_o, each representing the relevant TONAR Banking Day in chronological order from (and including) the first TONAR Banking Day in the relevant Interest Accrual Period,

"**Interest Accrual Period**" means: (a) each Interest Period and (b) any other Relevant Period,

"**n_i**" for any TONAR Banking Day "i" in the relevant Interest Accrual Period is the number of calendar days from (and including) such TONAR Banking Day "i" to (but excluding) the following TONAR Banking Day,

"**p**" means the number of TONAR Banking Days specified in the applicable Pricing Supplement (which, if the Principal Paying Agent is also the Calculation Agent, shall not be less than "5" unless otherwise agreed with the Principal Paying Agent in the applicable Pricing Supplement),

"**TONAR**" means, in respect of any TONAR Banking Day, the Tokyo Overnight Average Rate as administered by the TONAR Administrator and displayed for such TONAR Banking Day at the Specified Time in the Relevant Financial Centre on the TONAR Administrator's Website (or, if the TONAR Administrator's Website is unavailable, then as otherwise published by relevant authorised distributors). If no such rate is published by the TONAR Administrator or an authorised distributor and is not otherwise published or provided by the TONAR Administrator, other than as a consequence of a Benchmark Event, then TONAR for such TONAR Banking Day shall be TONAR as last provided or published on the TONAR Administrator's Website (or as otherwise published by relevant authorised distributors) that appears at the Specified Time in the Relevant Financial Centre on the TONAR Banking Day immediately following such TONAR Banking Day,

"**TONAR Administrator**" means the Bank of Japan (or any successor administrator of the Tokyo Overnight Average Rate),

"**TONAR Administrator's Website**" means the Bank of Japan's website (as of 1 April 2026, at http://www.boj.or.jp) or any successor source for the Tokyo Overnight Average Rate identified as such by the TONAR Administrator from time to time, and

"**TONAR Banking Day**" means any day (other than a Saturday or Sunday) on which banks are open for general business in Japan.

If, on any Interest Determination Date, the Rate of Interest cannot be determined by reference to the foregoing provisions of this Condition 6.2(b)(ix), then, unless the Calculation Agent has been notified of any Successor Rate or Alternative Rate (and, in either case, the applicable Adjustment Spread and the specific terms of any Benchmark Amendments) in accordance with Condition 6.4(e):

(a) the Rate of Interest for the relevant Interest Accrual Period shall be: (i) the Rate of Interest determined as of the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period) or (ii) if there is no such preceding Interest Determination Date, then the initial Rate of Interest that would have been applicable to the applicable Notes for the first Interest Accrual Period of such Notes had such Notes been in issue for a period equal in duration to their first Interest Accrual Period but ending on (and excluding) the applicable Interest Commencement Date (and applying the Margin and, if applicable, any Maximum Rate of Interest or Minimum Rate of Interest applicable to such first Interest Accrual Period), and

(b) notwithstanding clause (a), if the Bank of Japan has published guidance as to: (i) how the TONAR Reference Rate is to be determined or (ii) any rate that is to replace the TONAR Reference Rate, then the Principal Paying Agent or the Calculation Agent, as applicable, shall, to the extent that it is reasonably practicable to do so and as set forth in a direction from the Issuer in writing, follow such guidance in order to determine the TONAR Reference Rate for any TONAR Banking Day in such Interest Accrual Period and for so long thereafter as the TONAR Reference Rate remains unavailable on the TONAR Administrator's Website or is not otherwise published by the Bank of Japan.

(c) Minimum Rate of Interest and/or Maximum Rate of Interest

If the applicable Pricing Supplement specifies a Minimum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with the provisions of paragraph (b) above is less than such Minimum Rate of Interest, the Rate of Interest for such Interest Period shall be such Minimum Rate of Interest.

If the applicable Pricing Supplement specifies a Maximum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with the provisions of paragraph (b) above is greater than such Maximum Rate of Interest, the Rate of Interest for such Interest Period shall be such Maximum Rate of Interest.

(d) Determination of Rate of Interest and calculation of Interest Amounts

The Principal Paying Agent or the Calculation Agent, as applicable, will at or as soon as reasonably practicable after each time at which the Rate of Interest is to be determined, determine the Rate of Interest for the relevant Interest Period.

The Principal Paying Agent or the Calculation Agent, as applicable, will calculate the amount of interest (the "**Interest Amount**") payable on the Floating Rate Notes for the relevant Interest Period by applying the Rate of Interest to:

(i) in the case of Floating Rate Notes which are (i) represented by a Global Note or (ii) Registered Notes in definitive form, the aggregate outstanding nominal amount of the (A) Notes represented by such Global Note or (B) such Registered Note; or

(ii) in the case of Floating Rate Notes which are Bearer Notes in definitive form, the Calculation Amount;

and, in each case, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention. Where the Specified Denomination of a Floating Rate Note which is a Bearer Note in definitive form is a multiple of the Calculation Amount, the Interest Amount payable in respect of such Note shall be the product of the amount (determined in the manner provided above) for the Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination without any further rounding.

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest in accordance with this Condition 6.2:

(a) if "Actual/Actual (ISDA)" or "Actual/Actual" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 (or, if any portion of that Interest Period falls in a leap year, the sum of (I) the actual number of days in that portion of the Interest Period falling in a leap year divided by 366 and (II) the actual number of days in that portion of the Interest Period falling in a non-leap year divided by 365);

(b) if "Actual/365 (Fixed)" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365;

(c) if "Actual/365 (Sterling)" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 or, in the case of an Interest Payment Date falling in a leap year, 366;

(d) if "Actual/360" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 360;

(e) if "30/360", "360/360" or "Bond Basis" is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{\left[360 \times \left(Y_2 - Y_1\right)\right] + \left[30 \times \left(M_2 - M_1\right)\right] + \left(D_2 - D_1\right)}{360}$$

where:

Y_1 is the year, expressed as a number, in which the first day of the Interest Period falls;

Y_2 is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

M_1 is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

M_2 is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

D_1 is the first calendar day, expressed as a number, of the Interest Period, unless such number is 31, in which case D1 will be 30; and

D_2 is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31 and D1 is greater than 29, in which case D2 will be 30;

(f) if "30E/360" or "Eurobond Basis" is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{\left[360 \times \left(Y_2 - Y_1\right)\right] + \left[30 \times \left(M_2 - M_1\right)\right] + \left(D_2 - D_1\right)}{360}$$

where:

Y_1 is the year, expressed as a number, in which the first day of the Interest Period falls;

Y_2 is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

M_1 is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

M_2 is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

D_1 is the first calendar day, expressed as a number, of the Interest Period, unless such number would be 31, in which case D1 will be 30; and

D_2 is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31, in which case D2 will be 30;

(g) if "30E/360 (ISDA)" is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{\left[360 \times \left(Y_2 - Y_1\right)\right] + \left[30 \times \left(M_2 - M_1\right)\right] + \left(D_2 - D_1\right)}{360}$$

where:

Y_1 is the year, expressed as a number, in which the first day of the Interest Period falls;

Y_2 is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

M_1 is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

M_2 is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

D_1 is the first calendar day, expressed as a number, of the Interest Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case D1 will be 30; and

D_2 is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D2 will be 30.

(e) Linear Interpolation

Where Linear Interpolation is specified as applicable in respect of an Interest Period in the applicable Pricing Supplement, the Rate of Interest for such Interest Period shall be calculated by the Principal Paying Agent or the Calculation Agent, as applicable, by straight line linear interpolation by reference to two rates based on the relevant Reference Rate, one of which shall be determined as if the Designated Maturity were the period of time for which rates are available next shorter than the length of the relevant Interest Period and the other of which shall be determined as if the Designated Maturity were the period of time for which rates are available next longer than the length of the relevant Interest Period provided however that if there is no rate available for a period of time next shorter or, as the case may be, next longer, then the Issuer shall determine such rate at such time and by reference to such sources as it determines appropriate.

Designated Maturity means the period of time designated in the Reference Rate.

(f) Notification of Rate of Interest and Interest Amounts

The Principal Paying Agent or the Calculation Agent, as applicable, will cause the Rate of Interest and each Interest Amount for each Interest Period and the relevant Interest Payment Date to be notified to the Issuer and any stock exchange on which the relevant Floating Rate Notes are for the time being listed and notice thereof to be published in accordance with Condition 15 as soon as possible after their determination but in no event later than the fourth London Business Day thereafter (or, in the case of Notes where the applicable Pricing Supplement specify the Reference Rate as being SONIA, SOFR, TLREF or TONAR, no later than the second London Banking Day, U.S. Government Securities Business Day, TLREF Business Day or TONAR Business Day, respectively, thereafter). Each Interest Amount and Interest Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without prior notice in the event of an extension or shortening of the Interest Period. Any such amendment will promptly be notified to each stock exchange on which the relevant Floating Rate Notes are for the time being listed and to the

Noteholders in accordance with Condition 15. For the purposes of this paragraph, the expression "**London Business Day**" means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for general business in London.

(g) Certificates to be final

All certificates, communications, opinions, determinations, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 6.2 by the Principal Paying Agent or the Calculation Agent, as applicable, shall (in the absence of wilful default, fraud or manifest error) be binding on the Issuer, the Principal Paying Agent, the other Agents and all Noteholders and Couponholders and (in the absence of wilful default or fraud) no liability to the Issuer, the Noteholders or the Couponholders shall attach to the Principal Paying Agent or the Calculation Agent, as applicable, in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

6.3 Accrual of interest

Each Note (or in the case of the redemption of part only of a Note, that part only of such Note) will cease to bear interest (if any) from the date for its redemption unless payment of principal is improperly withheld or refused. In such event, interest will continue to accrue until whichever is the earlier of:

(a) the date on which all amounts due in respect of such Note have been paid; and

(b) five days after the date on which the full amount of the moneys payable in respect of such Note has been received by the Principal Paying Agent or the Registrar, as the case may be, and notice to that effect has been given to the Noteholders in accordance with Condition 15.

6.4 Benchmark Discontinuation

(I) The following Benchmark Discontinuation and Reference Rate Replacement provisions in this Condition 6.4(I) apply to all Floating Rate Notes other than those for which the Reference Rate is SOFR and Condition 6.4(II) is specified in the applicable Pricing Supplement.

(a) Independent Adviser

If the Issuer determines that a Benchmark Event occurs in relation to an Original Reference Rate at any time when any Rate of Interest (or any component part(s) thereof) remains to be determined by reference to such Original Reference Rate, then the Issuer shall use its reasonable endeavours to appoint and consult with an Independent Adviser, as soon as reasonably practicable, with a view to the Issuer determining a Successor Rate, failing which an Alternative Rate (in accordance with Condition 6.4(I)(b)) and, in either case, an Adjustment Spread (in accordance with Condition 6.4(I)(c)) and any other required Benchmark Amendments (in accordance with Condition 6.4(I)(d)).

If, notwithstanding the Issuer's reasonable endeavours, the Issuer is unable to appoint and consult with an Independent Adviser in accordance with the foregoing paragraph, the Issuer shall nevertheless be entitled, acting in good faith and in a commercially reasonable manner, to make any and all determinations expressed to be made by the Issuer pursuant to this Condition 6.4, notwithstanding that such determinations are not made following consultation with an Independent Adviser.

(b) Successor Rate or Alternative Rate

Notwithstanding the provisions of Condition 6.2(b), if the Issuer, following consultation with an Independent Adviser (if appointed) pursuant to Condition 6.4(I)(a) and acting in good faith

and in a commercially reasonable manner, determines that a Benchmark Event has occurred and that:

(i) there is a Successor Rate, then such Successor Rate (as adjusted by the applicable Adjustment Spread determined as provided in Condition 6.4(I)(c)) shall subsequently be used in place of the Original Reference Rate to determine the relevant Rate(s) of Interest (or the relevant component part(s) thereof) for all relevant future payments of interest on the Notes (subject to the subsequent operation of, and adjustment as provided in, this Condition 6.4(I)); or

(ii) there is no Successor Rate but that there is an Alternative Rate, then such Alternative Rate (as adjusted by the applicable Adjustment Spread determined as provided in Condition 6.4(I)(c)) shall subsequently be used in place of the Original Reference Rate to determine the relevant Rate(s) of Interest (or the relevant component part(s) thereof) for all relevant future payments of interest on the Notes (subject to the subsequent operation of, and adjustment as provided in, this Condition 6.4(I)).

(c) Adjustment Spread

If any Successor Rate or Alternative Rate is determined in accordance with Condition 6.4(I)(b), the Issuer, following consultation with the Independent Adviser (if appointed) and acting in good faith and in a commercially reasonable manner shall determine an Adjustment Spread which may be expressed as a specified quantum, or a formula or methodology for determining the applicable Adjustment Spread and which Adjustment Spread may be positive, negative or zero and shall be applied to such Successor Rate or Alternative Rate (as the case may be) for each subsequent determination of a relevant Rate(s) of Interest (or the relevant component part(s) thereof) by reference to such Successor Rate or Alternative Rate, as applicable.

(d) Benchmark Amendments

If any Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread is determined in accordance with the foregoing provisions of this Condition 6.4(I) and the Issuer, following consultation with the Independent Adviser (if appointed) and acting in good faith and in a commercially reasonable manner, determines: (i) that amendments to these Conditions and/or the Agency Agreement are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and/or, in either case, the applicable Adjustment Spread (such amendments, the "**Benchmark Amendments**") and (ii) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with Condition 6.4(e), without any requirement for the consent or approval of Noteholders or Couponholders, vary these Conditions and/or the Agency Agreement to give effect to such Benchmark Amendments with effect from the date specified in such notice.

In connection with any such variation in accordance with this Condition 6.4(I)(d), the Issuer shall comply with the rules of any stock exchange or other relevant authority on or by which the Notes are for the time being listed or admitted to trading.

Notwithstanding the foregoing provisions of this Condition 6.4(I)(d), neither the Calculation Agent nor any Paying Agent is obligated to concur with the Issuer in respect of any Benchmark Amendments that, in the sole opinion of the Calculation Agent or such Paying Agent, in each case, acting reasonably and in good faith, would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Calculation Agent or, as the case may be, such Paying Agent in the Agency Agreement.

(e) Notices, etc.

The occurrence of a Benchmark Event, any Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread, and the specific terms of any Benchmark Amendments, each as determined under this Condition 6.4(I), will be notified promptly by the Issuer to the Calculation Agent and the Paying Agents (and, in any case, no later than five business days in London prior to the first Interest Determination Date on which the relevant Successor Rate or, as the case may be, Alternative Rate is to be used in place of the Original Reference Rate to determine the relevant Rate of Interest (or the relevant component part(s) thereof)) and, in accordance with Condition 15, the Noteholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any.

Prior to any Benchmark Amendments taking effect and no later than one London Business Day following the date of notifying the Calculation Agent of the same, the Issuer shall deliver to the Calculation Agent a certificate signed by two Directors of the Issuer:

(i) confirming: (A) that a Benchmark Event has occurred, (B) the Successor Rate or, as the case may be, the Alternative Rate, (C) the applicable Adjustment Spread, and (D) where applicable, the specific terms of any Benchmark Amendments, in each case as determined in accordance with the provisions of this Condition 6.4(I); and

(ii) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread.

The Calculation Agent shall display such certificate at its offices for inspection by the Noteholders at all reasonable times during normal business hours.

The Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread and the Benchmark Amendments (if any) specified in such certificate will (in the absence of wilful default, fraud or manifest error in the determination of the Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread and the Benchmark Amendments (if any)) be binding upon the Issuer, the Calculation Agent, the Paying Agents, the Noteholders and the Couponholders.

(f) Survival of Original Reference Rate and Fallback Provisions

Without prejudice to the obligations of the Issuer under the provisions of this Condition 6.4(I), the Original Reference Rate and the fallback provisions provided for in Condition 6.2(b) will continue to apply unless and until a Benchmark Event has occurred and the Calculation Agent has been notified of the Successor Rate or the Alternative Rate (as the case may be), the applicable Adjustment Spread and any Benchmark Amendments, in each case, in accordance with Condition 6.4(I)(e).

If, following the occurrence of a Benchmark Event and in relation to the determination of the Rate of Interest on the relevant Interest Determination Date, no Successor Rate or Alternative Rate (as applicable) and, in either case, no applicable Adjustment Spread is determined and notified to the Calculation Agent pursuant to this Condition 6.4(I), then the Original Reference Rate will continue to apply for the purposes of determining such Rate of Interest on such Interest Determination Date, with the effect that the fallback provisions provided for in Condition 6.4(I)(b) will (if applicable) continue to apply to such determination.

The preceding paragraph shall apply to the determination of the Rate of Interest on the relevant Interest Determination Date only and the Rate of Interest applicable to any subsequent Interest

Period(s) is subject to the subsequent operation of, and to adjustment as provided in, this Condition 6.4(I).

(g) Definitions

As used in this Condition 6.4(I):

"**Adjustment Spread**" means either a spread (which may be positive, negative or zero), or a formula or methodology for calculating a spread which, in either case, is to be applied to the Successor Rate or the Alternative Rate (as the case may be) and which is the spread, formula or methodology that:

(i) in the case of a Successor Rate, is formally recommended, or formally provided as an option for parties to adopt, in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body;

(ii) in the case of a Successor Rate where no such formal recommendation as described in clause (i) above has been made, or in the case of an Alternative Rate the Issuer determines, following consultation with the Independent Adviser (if appointed), is recognised or acknowledged as being in customary market usage (or reflects an industry-accepted spread, formula or methodology) in international debt capital market transactions that reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate (as the case may be); or

(iii) if the Issuer determines that neither (i) nor (ii) above applies, the Issuer, in its discretion, following consultation with the Independent Adviser (if appointed) and acting in good faith and in a commercially reasonable manner, determines to be appropriate having regard to the objective, so far as is reasonably practicable in the circumstances, of reducing or eliminating any economic prejudice or benefit (as the case may be) to Noteholders and if, applicable, Couponholders, as a result of the replacement of the Original Reference Rate with the Successor Rate or the Alternative Rate (as the case may be).

"**Alternative Rate**" means an alternative to the Original Reference Rate that the Issuer, following consultation with the Independent Adviser (if appointed), determines in accordance with Condition 6.4(I)(b) has replaced the Original Reference Rate in customary market usage, or is an industry-accepted rate, in the international debt capital markets for the purposes of determining floating rates of interest (or the relevant component part thereof) for a commensurate interest period and in the same Specified Currency as the Notes;

"**Benchmark Amendments**" has the meaning given to it in Condition 6.4(I)(d);

"**Benchmark Event**" means, with respect to an Original Reference Rate:

(i) the Original Reference Rate ceasing to be published for at least five London business days or ceasing to exist or be administered on a permanent or indefinite basis;

(ii) the making of a public statement by the administrator of the Original Reference Rate that it has ceased or will, by a specified date, cease publishing the Original Reference Rate permanently or indefinitely (in circumstances in which no successor administrator has been appointed that will continue publication of the Original Reference Rate);

(iii) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will, by a specific date, be permanently or indefinitely discontinued;

(iv) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate will, by a specified date, be prohibited from being used (either generally or in respect of the Notes);

(v) the making of a public statement by the supervisor of the administrator of the Original Reference Rate announcing that such Original Reference Rate is no longer representative of the relevant underlying market; or

(vi) it has, or will prior to the next Interest Determination Date, become unlawful for the Calculation Agent, any other Paying Agent or the Issuer to calculate any payments due to be made to any Noteholder or Couponholder using the Original Reference Rate,

provided that, notwithstanding clauses (ii) through (v), each such Benchmark Event shall only be deemed to occur on: (A) in the case of clause (ii), the date of the cessation of the publication of the Original Reference Rate, (B) in the case of clause (iii), the date of the discontinuation of the Original Reference Rate, (C) in the case of clause (iv), the date of prohibition of use of the Original Reference Rate, and (D) in the case of clause (v), the date with effect from which the Original Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market, and (in each such case) not the date of the relevant public statement (unless the date of the relevant public statement coincides with the relevant date in clause (A), (B), (C) or (D), as applicable),

"**Calculation Agent**" means the Principal Paying Agent or, for any Series, such other entity specified in the applicable Pricing Supplement as the Person responsible for the calculation of the Rate(s) of Interest and the Interest Amount(s);

"**Independent Adviser**" means an independent financial institution of international repute or an independent financial adviser with appropriate expertise in the international debt capital markets appointed by the Issuer, at its own expense, under Condition 6.4(I)(a);

"**Original Reference Rate**" means the originally-specified Reference Rate used to determine the Rate of Interest (or any component part(s) thereof) in respect of any Interest Period(s) for the Notes, as specified in the applicable Pricing Supplement (provided that if, following one or more Benchmark Events, such originally specified Reference Rate (or any Successor Rate or Alternative Rate which has replaced it) has been replaced by a (or a further) Successor Rate or Alternative Rate and a Benchmark Event subsequently occurs in respect of such Successor Rate or Alternative Rate, the term "**Original Reference Rate**" shall include any such Successor Rate or Alternative Rate);

"**Relevant Nominating Body**" means, in respect of an Original Reference Rate:

(i) as applicable, the: (A) European Commission, in the case of Notes denominated in euro, (B) central bank, reserve bank, monetary authority or similar institution for the currency to which such Original Reference Rate relates, or (C) central bank or other supervisory authority that is responsible for supervising the administrator of such Original Reference Rate; or

(ii) any working group or committee established, approved or sponsored by, chaired or co-chaired by or constituted at the request of: (i) the central bank for the currency to which such Original Reference Rate relates, (ii) any central bank or other supervisory authority that is responsible for supervising the administrator of such Original Reference Rate, (iii) a group of the aforementioned central banks or other supervisory authorities or (iv) the Financial Stability Board or any part thereof; and

"**Successor Rate**" means a successor to or replacement of the Original Reference Rate that is formally recommended by any Relevant Nominating Body.

(h) Restriction on Independent Adviser and Issuer Liability

An Independent Adviser appointed pursuant to this Condition 6.4(I) shall act in good faith. In the absence of bad faith or fraud, neither the Issuer nor any Independent Adviser shall have any liability whatsoever to the Paying Agents, the Principal Agent, the Calculation Agent or the Noteholders or Couponholders for any determination made by the Issuer or the Independent Adviser (if any) or (in the case of the Independent Adviser, if any) for any advice given to the Issuer in connection with any determination made by the Issuer pursuant to this Condition 6.4(I).

(II) The following Benchmark Discontinuation and Reference Rate Replacement provisions in this Condition 6.4(II) apply to all Floating Rate Notes for which the Reference Rate is SOFR and Condition 6.4(II) is specified in the applicable Pricing Supplement.

(a) Effect of a Benchmark Event

(i) *Benchmark Replacement.* If the Issuer determines that a Benchmark Event and its related Benchmark Replacement Date have occurred before the Reference Time in respect of any determination of the Benchmark on any date, then the Benchmark Replacement shall replace the then-current Benchmark for all purposes relating to the Floating Rate Notes in respect of such determination on such date and all determinations on all subsequent dates.

(ii) *Benchmark Replacement Conforming Changes*. In connection with the implementation and administration of a Benchmark Replacement, the Issuer shall have the right to make Benchmark Replacement Conforming Changes from time to time.

If the Issuer exercises its right to make any Benchmark Replacement Conforming Changes, then the Issuer and the Agents shall, without any requirement for the consent or approval of Noteholders or Couponholders, agree to the necessary modifications to these Conditions and/or the Agency Agreement to give effect to such Benchmark Replacement Conforming Changes with effect from the date specified in such notice.

In connection with any Benchmark Replacement Conforming Changes in accordance with this Condition 6.4(II)(a)(ii), the Issuer shall comply with the rules of any stock exchange or other relevant authority on or by which the Notes are for the time being listed or admitted to trading.

Notwithstanding the foregoing provisions of this Condition 6.4(II)(a)(ii), neither the Calculation Agent nor any other Paying Agent is obligated to concur with the Issuer in respect of any Benchmark Replacement Conforming Changes that, in the sole opinion of the Calculation Agent or such other Paying Agent, in each case, acting reasonably and in good faith, would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Calculation Agent or, as the case may be, such other Paying Agent in the Agency Agreement.

(iii) Decisions and Determinations. Any determination, decision or election that may be made by the Issuer pursuant to this Condition 6.4(II), including any determination with respect to tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection (including with respect to any Benchmark Replacement Conforming Changes): (A) will be conclusive and binding upon all parties absent wilful default,

fraud or manifest error and subject as provided in this Condition 6.4(II), (B) shall be made in the Issuer's sole discretion and (C) subject as provided in this Condition 6.4(II), shall become effective without consent from any Noteholder or Couponholder, Agent or other person. None of the Principal Paying Agent, the Calculation Agent, the Exchange Agent or the Registrar will have any liability for any determination made by (or on behalf of) the Issuer in connection with a Benchmark Event or a Benchmark Replacement.

In no event shall the Calculation Agent or any other Paying Agent be responsible for determining any substitute SOFR or for making any adjustments to any alternative benchmark or spread thereon, the business day convention, the interest determination dates or any other relevant methodology for calculating any such substitute or successor benchmark. In connection with this Condition 6.4(II), the Calculation Agent will be entitled to conclusively rely upon any determinations made by (or on behalf of) the Issuer and shall have no liability for such actions taken at the direction of the Issuer.

(iv) *Notice.* Any Benchmark Replacement, and the specific terms of any Benchmark Replacement Conforming Changes, determined under this Condition 6.4(II) shall be notified promptly by the Issuer to the Calculation Agent and the other Paying Agents and, in accordance with Condition 15, the Noteholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Replacement and the Benchmark Replacement Conforming Changes, if any.

(b) Definitions

As used in this Condition 6.4(II):

"**Benchmark**" means, initially, Compounded SOFR, as such term is defined in Conditions 6.2(b)(iv) through 6.2(b)(vii); provided that if a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to Compounded SOFR or the then-current Benchmark, then "Benchmark" means the applicable Benchmark Replacement;

"**Benchmark Event**" means the occurrence of one or more of the following events with respect to the then-current Benchmark:

(a) a public statement or publication of information by (or on behalf of) the administrator of such Benchmark announcing or stating that such administrator has ceased or will cease on a specified date to provide such Benchmark, permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide such Benchmark;

(b) a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark, the Board of Governors of the Federal Reserve System, the Federal Reserve Bank of New York, an insolvency official with jurisdiction over the administrator for such Benchmark, a resolution authority with jurisdiction over the administrator for such Benchmark or a court or an entity with similar insolvency or resolution authority over the administrator for such Benchmark announcing or stating that the administrator of such Benchmark has ceased or will cease on a specified date to provide such Benchmark permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide such Benchmark; or

(c) a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark announcing or stating that such Benchmark is no longer representative;

"**Benchmark Replacement**" means the first alternative set forth in the order below that can be determined by the Issuer as of the Benchmark Replacement Date:

(a) the sum of: (i) an alternate interest rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark for the applicable Corresponding Tenor and (ii) the Benchmark Replacement Adjustment;

(b) the sum of: (i) the ISDA Fallback Rate and (ii) the Benchmark Replacement Adjustment; or

(c) the sum of: (i) the alternate interest rate that has been selected by the Issuer as the replacement for the then-current Benchmark for the applicable Corresponding Tenor giving due consideration to any industry-accepted interest rate as a replacement for the then-current Benchmark for U.S. dollar-denominated floating rate notes at such time and (ii) the Benchmark Replacement Adjustment;

"**Benchmark Replacement Adjustment**" means the first alternative set forth in the order below that can be determined by the Issuer as of the applicable Benchmark Replacement Date:

(a) the spread adjustment (which may be a positive or negative value or zero), or method for calculating or determining such spread adjustment, that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;

(b) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, then the ISDA Fallback Adjustment; and

(c) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Issuer giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated floating rate notes at such time;

"**Benchmark Replacement Conforming Changes**" means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the definitions or interpretations of Interest Period, the timing and frequency of determining rates and making payments of interest, changes to the definition of "Corresponding Tenor" solely when such tenor is longer than the Interest Period, the rounding of amounts or tenors and other technical, administrative or operational matters) that the Issuer decides are appropriate to make to these Conditions and/or the Agency Agreement to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Issuer decides that adoption of any portion of such market practice is not administratively feasible or if the Issuer determines that no market practice for use of the Benchmark Replacement exists, then in such other manner as the Issuer determines is reasonably necessary);

"**Benchmark Replacement Date**" means the earlier to occur of the following events with respect to the then-current Benchmark:

(a) in the case of clause (a) or (b) of the definition of "Benchmark Event", the later of: (i) the date of the public statement or publication of information referenced therein and (ii) the date on which the administrator of such Benchmark permanently or indefinitely ceases to provide such Benchmark; or

(b) in the case of clause (c) of the definition of "Benchmark Event", the date of the public statement or publication of information referenced therein.

For the avoidance of doubt: (i) if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, then the Benchmark Replacement Date shall be deemed to have occurred prior to the Reference Time for such determination, and (ii) for purposes of the definitions of Benchmark Replacement Date and Benchmark Event, references to Benchmark also include any reference rate underlying such Benchmark;

"**Corresponding Tenor**" with respect to a Benchmark Replacement means a tenor (including overnight) having approximately the same length (disregarding business day adjustment) as the applicable tenor for the then-current Benchmark;

"**ISDA Fallback Adjustment**" means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark for the applicable tenor;

"**ISDA Fallback Rate**" means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

"**Reference Time**" with respect to any determination of the Benchmark means: (a) if the Benchmark is SOFR Index Rate with Observation Period Shift, the SOFR Index Determination Time, and (b) otherwise, the time determined by the Issuer in accordance with the Benchmark Replacement Conforming Changes;

"**Relevant Governmental Body**" means the Board of Governors of the Federal Reserve System or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Board of Governors of the Federal Reserve System or the Federal Reserve Bank of New York, or any successor thereto; and

"**Unadjusted Benchmark Replacement**" means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

6.5 Interpretation

"**Reference Rate**" means, unless otherwise specified in the applicable Pricing Supplement: (a) the Euro-zone interbank offered rate ("**EURIBOR**"), (b) the Romanian interbank offered rate ("**ROBOR**"), (c) the Prague interbank offered rate ("**PRIBOR**"), (d) the Hong Kong interbank offered rate ("**HIBOR**"), (e) the CNH Hong Kong interbank offered rate ("**CNH HIBOR**"); (f) the Norwegian interbank offered rate ("**NIBOR**"), (g) the Warsaw interbank offered rate ("**WIBOR**"), (h) the Kuala Lumpur interbank offered rate ("**KLIBOR**"), (i) the Tokyo interbank offered rate ("**TIBOR**"), (j) SONIA, (k) SOFR, (l) TLREF, or (m) TONAR, in each case as specified in the applicable Pricing Supplement; and

"**Relevant Period**" means the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date.

7. PAYMENTS

7.1 Method of payment

Subject as provided below:

(a) payments in a Specified Currency other than euro will be made by credit or transfer to an account in the relevant Specified Currency maintained by the payee with a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified

Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively); and

(b) payments will be made in euro by credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the payee.

Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment or other laws and regulations to which the Issuer or its Agents are subject, but without prejudice to the provisions of Condition 9 and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or otherwise imposed pursuant to FATCA.

In these Conditions, "**FATCA**" means Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, any intergovernmental agreement between the United States of America and any other governmental authority entered into in connection with the implementation of the foregoing, or any law implementing an intergovernmental approach thereto.

7.2 Presentation of definitive Bearer Notes and Coupons

Payments of principal in respect of definitive Bearer Notes will (subject as provided below) be made in the manner provided in Condition 7.1 above only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of definitive Bearer Notes, and payments of interest in respect of definitive Bearer Notes will (subject as provided below) be made as aforesaid only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of Coupons, in each case at the specified office of any Paying Agent outside the United States (which expression, as used herein, means the United States of America (including the States and the District of Columbia and its possessions)).

Fixed Rate Notes in definitive bearer form (other than Long Maturity Notes (as defined below)) should be presented for payment together with all unmatured Coupons appertaining thereto (which expression shall for this purpose include Coupons falling to be issued on exchange of matured Talons), failing which the amount of any missing unmatured Coupon (or, in the case of payment not being made in full, the same proportion of the amount of such missing unmatured Coupon as the sum so paid bears to the sum due) will be deducted from the sum due for payment. Each amount of principal so deducted will be paid in the manner mentioned above against surrender of the relative missing Coupon at any time before the expiry of 10 years after the Relevant Date (as defined in Condition 9) in respect of such principal (whether or not such Coupon would otherwise have become void under Condition 10 or, if later, five years from the date on which such Coupon would otherwise have become due, but in no event thereafter.

Upon any Fixed Rate Note in definitive bearer form becoming due and repayable prior to its Maturity Date, all unmatured Talons (if any) appertaining thereto will become void and no further Coupons will be issued in respect thereof.

Upon the date on which any Floating Rate Note or Long Maturity Note in definitive bearer form becomes due and repayable, unmatured Coupons and Talons (if any) relating thereto (whether or not attached) shall become void and no payment or, as the case may be, exchange for further Coupons shall be made in respect thereof. A "**Long Maturity Note**" is a Fixed Rate Note (other than a Fixed Rate Note which on issue had a Talon attached) whose nominal amount on issue is less than the aggregate interest payable thereon provided that such Note shall cease to be a Long Maturity Note on the Interest Payment Date on which the aggregate amount of interest remaining to be paid after that date is less than the nominal amount of such Note.

If the due date for redemption of any definitive Bearer Note is not an Interest Payment Date, interest (if any) accrued in respect of such Note from (and including) the preceding Interest Payment Date or,

as the case may be, the Interest Commencement Date shall be payable only against surrender of the relevant definitive Bearer Note.

7.3 Payments in respect of Bearer Global Notes

Payments of principal and interest (if any) in respect of Notes represented by any Global Note in bearer form will (subject as provided below) be made in the manner specified above in relation to definitive Bearer Notes or otherwise in the manner specified in the relevant Global Note, where applicable against presentation or surrender, as the case may be, of such Global Note at the specified office of any Paying Agent outside the United States. A record of each payment made, distinguishing between any payment of principal and any payment of interest, will be made on such Global Note by the Paying Agent to which it was presented or in the records of Euroclear and Clearstream, Luxembourg, as applicable.

7.4 Payments in respect of Registered Notes

Payments of principal (other than instalments of principal prior to the final instalment) in respect of each Registered Note (whether or not in global form) will be made against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the Registered Note at the specified office of the Registrar or any of the Paying Agents. Such payments will be made by transfer to the Designated Account (as defined below) of the holder (or the first named of joint holders) of the Registered Note appearing in the register of holders of the Registered Notes maintained by the Registrar (the "**Register**") (i) where in global form, at the close of the business day (being for this purpose a day on which Euroclear and Clearstream, Luxembourg are open for business) before the relevant due date, and (ii) where in definitive form, at the close of business on the third business day (being for this purpose a day on which banks are open for business in the city where the specified office of the Registrar is located) before the relevant due date. For these purposes, "**Designated Account**" means the account (which, in the ease of a payment in Japanese yen to a non-resident of Japan, shall be a non-resident account) maintained by a holder with a Designated Bank and identified as such in the Register and "**Designated Bank**" means (in the case of payment in a Specified Currency other than euro) a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively) and (in the case of a payment in euro) any bank which processes payments in euro.

Payments of interest and payments of instalments of principal (other than the final instalment) in respect of each Registered Note (whether or not in global form) will be made by transfer on the due date to the Designated Account of the holder (or the first named of joint holders) of the Registered Note appearing in the Register (i) where in global form, at the close of the business day (being for this purpose a day on which Euroclear and Clearstream, Luxembourg are open for business) before the relevant due date, and (ii) where in definitive form, at the close of business on the fifteenth day (whether or not such fifteenth day is a business day) before the relevant due date (the "**Record Date**"). Payment of the interest due in respect of each Registered Note on redemption and the final instalment of principal will be made in the same manner as payment of the principal amount of such Registered Note.

No commissions or expenses shall be charged to the holders by the Registrar in respect of any payments of principal or interest in respect of Registered Notes.

All amounts payable to DTC or its nominee as registered holder of a Registered Global Note in respect of Notes denominated in a Specified Currency other than U.S. dollars shall be paid by transfer by the Registrar to an account in the relevant Specified Currency of the Exchange Agent on behalf of DTC or its nominee for conversion into and payment in U.S. dollars unless the participant in DTC with an interest in the Notes has elected to receive any part of such payment in that Specified Currency, in the

manner specified in the Agency Agreement and in accordance with the rules and procedures for the time being of DTC.

None of the Issuer or the Agents will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Registered Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

7.5 General provisions applicable to payments

The holder of a Global Note shall be the only person entitled to receive payments in respect of Notes represented by such Global Note and the Issuer will be discharged by payment to, or to the order of, the holder of such Global Note in respect of each amount so paid. Each of the persons shown in the records of Euroclear, Clearstream, Luxembourg or DTC as the beneficial holder of a particular nominal amount of Notes represented by such Global Note must look solely to Euroclear, Clearstream, Luxembourg or DTC, as the case may be, for their share of each payment so made by the Issuer to, or to the order of, the holder of such Global Note.

Notwithstanding the foregoing provisions of this Condition, if any amount of principal and/or interest in respect of Bearer Notes is payable in U.S. dollars, such U.S. dollar payments of principal and/or interest in respect of such Notes will be made at the specified office of a Paying Agent in the United States if:

(a) the Issuer has appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment in U.S. dollars at such specified offices outside the United States of the full amount of principal and interest on the Bearer Notes in the manner provided above when due;

(b) payment of the full amount of such principal and interest at all such specified offices outside the United States is illegal or effectively precluded by exchange controls or other similar restrictions on the full payment or receipt of principal and interest in U.S. dollars; and

(c) such payment is then permitted under United States law without involving, in the opinion of the Issuer, adverse tax consequences to the Issuer.

7.6 Payment Day

If the date for payment of any amount in respect of any Note or Coupon is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay. For these purposes, "**Payment Day**" means any day which (subject to Condition 10) is:

(a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits):

(i) in the case of Notes in definitive form only, in the relevant place of presentation; and

(ii) in each Additional Financial Centre (other than T2) specified in the applicable Pricing Supplement;

(b) if T2 is specified as an Additional Financial Centre in the applicable Pricing Supplement, a day on which T2 is open;

(c) either (1) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for

general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars shall be Sydney and Auckland, respectively) or (2) in relation to any sum payable in euro, a day on which T2 is open; and

(d) in the case of any payment in respect of a Registered Global Note denominated in a Specified Currency other than U.S. dollars and registered in the name of DTC or its nominee and in respect of which an accountholder of DTC (with an interest in such Registered Global Note) has not elected to receive any part of such payment in a Specified Currency other than U.S. dollars, a day on which commercial banks are not authorised or required by law or regulation to be closed in New York City.

7.7 Interpretation of principal and interest

Any reference in the Conditions to principal in respect of the Notes shall be deemed to include, as applicable:

(a) any additional amounts which may be payable with respect to principal under Condition 9;

(b) the Final Redemption Amount of the Notes;

(c) the Early Redemption Amount of the Notes;

(d) the Optional Redemption Amount(s) (if any) of the Notes; and

(e) any premium and any other amounts (other than interest) which may be payable by the Issuer under or in respect of the Notes.

Any reference in the Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any additional amounts which may be payable with respect to interest under Condition 9.

7.8 U.S. dollar exchange and payments on Turkish Lira-denominated Notes held other than through DTC

(a) If USD Payment Election is specified as being applicable in the applicable Pricing Supplement, the Specified Currency set out in such Pricing Supplement is Turkish Lira and interests in the Notes are not represented by a Registered Global Note registered in the name of DTC or its nominee, then a Noteholder (in the case of a Series of Notes in registered form, as of the applicable Record Date) may, not more than 10 and not less than five Business Days before the due date (the "**Relevant Payment Date**") for the next payment of interest and/or principal on a Note (such period, the "**USD Election Period**"), give an irrevocable election to any Agent to receive such payment in U.S. dollars instead of Turkish Lira (each, a "**USD Payment Election**"). Each Agent to which such an election is given shall notify the Principal Paying Agent on the Business Day following each USD Election Period of the USD Payment Elections made by the Noteholders during such USD Election Period and upon its receipt of such notification the Principal Paying Agent shall notify the Exchange Agent of the total amount of Turkish Lira (the "**Lira Amount**") to be paid by the Issuer in respect of the Notes the subject of such USD Payment Elections and which is to be converted into U.S. dollars and paid to the holders of such Notes on the Relevant Payment Date in accordance with the provisions of this Condition 7.8 and Clause 6.12 of the Agency Agreement.

Each USD Payment Election of a Noteholder will be made only in respect of the immediately following payment of interest and/or principal on the Notes the subject of such USD Payment

Election and, unless a USD Payment Election is given in respect of each subsequent payment of interest and principal on those Notes, such payments will be made in Turkish Lira.

(b) Upon receipt of the Lira Amount from the Issuer and by no later than 11.00 a.m. (London time) on the Relevant Payment Date, the Principal Paying Agent shall transfer the Lira Amount to the Exchange Agent, which shall purchase U.S. dollars with the Lira Amount for settlement on the Relevant Payment Date at a purchase price calculated on the basis of its own internal foreign exchange conversion procedures, which conversion shall be conducted in a commercially reasonable manner and on a similar basis to that which the Exchange Agent would use to effect such conversion for its customers (such rate, taking into account any spread, fees, commission or charges on foreign exchange transactions customarily charged by it in connection with such conversions, the "**Applicable Exchange Rate**"). In no event shall any Agent be liable to any Noteholder, the Issuer or any third party for the conversion rate so used.

The Issuer's obligation to make payments on Notes the Specified Currency of which is Turkish Lira is limited to the specified Turkish Lira amount of such payments and, in the event that it fails to make any payment on the Notes in full on its due date, its obligation shall remain the payment of the relevant outstanding Turkish Lira amount and it shall have no obligation to pay any greater or other amount as a result of any change in the Applicable Exchange Rate between the due date and the date on which such payment is made in full.

(c) Following conversion of the Lira Amount into U.S. dollars in accordance with this Condition 7.8 and the Agency Agreement, the Exchange Agent shall notify the Principal Paying Agent of: (i) the total amount of U.S. dollars purchased with the relevant Lira Amount, and (ii) the Applicable Exchange Rate at which such U.S. dollars were purchased by the Exchange Agent.

(d) On each Relevant Payment Date, the Principal Paying Agent shall give notice to the Noteholders of such U.S. dollar amount and Applicable Exchange Rate in accordance with Condition 15 as so notified to it by the Exchange Agent.

(e) If, for illegality or any other reason, it is not possible for the Exchange Agent to purchase U.S. dollars with the Lira Amount, then the Exchange Agent will promptly notify the Principal Paying Agent, which shall, as soon as practicable upon receipt of such notification from the Exchange Agent, promptly notify the Noteholders of such event in accordance with Condition 15 and all payments on the Notes on the Relevant Payment Date will be made in Turkish Lira in accordance with this Condition 7.8, irrespective of any USD Payment Election made.

(f) To give a USD Payment Election:

(i) in the case of Notes in definitive form, a Noteholder must deliver at the specified office of any Agent, on any Business Day falling within the USD Election Period, a duly signed and completed USD Payment Election in the form (for the time being current) obtainable from any specified office of any Agent and in which the holder must specify a USD bank account to which payment is to be made under this Condition 7.8 accompanied by the relevant Notes or evidence satisfactory to the Agent concerned that such Notes will, following the delivery of the USD Payment Election, be held to the Agent's order or under its control until the applicable U.S. dollar payment is made; and

(ii) in the case of Notes in global form, a Noteholder must, on any Business Day falling within the USD Election Period, give notice to the Principal Paying Agent of such exercise in accordance with the standard procedures of Euroclear, Clearstream, Luxembourg or DTC, as applicable (which may include notice being given on such holder's instruction by Euroclear, Clearstream, Luxembourg, DTC or any depositary

for any of them to the Principal Paying Agent by electronic means) in a form acceptable to Euroclear, Clearstream, Luxembourg or DTC, as applicable, from time to time.

Notwithstanding any other provision in the Conditions to the contrary: (i) all costs of the purchase of U.S. dollars with the Lira Amount shall be borne *pro rata* by the relevant Noteholders relative to the Notes of such Noteholders the subject of USD Payment Elections, which *pro rata* amount will be deducted from the U.S. dollar payment made to such Noteholders, (ii) none of the Issuer, any Agent or any other Person shall have any obligation whatsoever to pay any related foreign exchange rate spreads, commissions or expenses or to indemnify any Noteholder against any difference between the U.S. dollar amount received by such Noteholder and the portion of the Lira Amount that would have been payable to the Noteholder if it had not made the relevant USD Payment Election and (iii) the Issuer shall not have any liability or other obligation to any Noteholder with respect to the conversion into U.S. dollars of any amount paid by it to the Principal Paying Agent in Turkish Lira or the payment of any U.S, dollar amount to the applicable Noteholders.

8. REDEMPTION AND PURCHASE

8.1 Redemption at maturity

Unless previously redeemed or purchased and cancelled as specified below, each Note will be redeemed by the Issuer at its Final Redemption Amount specified in the applicable Pricing Supplement in the relevant Specified Currency on the Maturity Date specified in the applicable Pricing Supplement.

8.2 Redemption for tax reasons

If:

(a) as a result of any change in, or amendment to, the laws or regulations of a Relevant Jurisdiction (as defined in Condition 9) or any change in the application or official interpretation of the laws or regulations of a Relevant Jurisdiction, which change or amendment becomes effective after the date on which agreement is reached to issue the first Tranche of the Notes (which shall, for the avoidance of doubt and for the purposes of this Condition 8.2, be the date on which the applicable Pricing Supplement is signed by the Issuer), on the next Interest Payment Date the Issuer would be required to:

(i) pay additional amounts as provided or referred to in Condition 9; and

(ii) make any withholding or deduction for, or on account of, any Taxes imposed, assessed or levied by or on behalf of the Relevant Jurisdiction, at a rate in excess of the prevailing applicable rates on such date on which agreement is reached to issue the first Tranche of the Notes; and

(b) such requirement cannot be avoided by the Issuer taking reasonable measures available to it,

then the Issuer may at its option, having given not less than the minimum period and not more than the maximum period of notice specified in the applicable Pricing Supplement to the Noteholders in accordance with Condition 15 (which notice shall be irrevocable and shall specify the date fixed for redemption), redeem all, but not some only, of the Notes at any time (if this Note is not a Floating Rate Note) or on any Interest Payment Date (if this Note is a Floating Rate Note) at their Early Redemption Amount together (if appropriate) with interest accrued to but excluding the date of redemption.

Prior to the publication of any notice of redemption pursuant to this Condition 8.2, the Issuer shall deliver to the Principal Paying Agent: (i) a certificate signed by two Directors of the Issuer stating that the requirement referred to in subparagraph (a) above will apply on the next Interest Payment Date and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred and (ii) an opinion of independent legal or tax advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of the change or amendment.

8.3 Redemption at the option of the Issuer (Issuer Call)

If Issuer Call is specified as being applicable in the applicable Pricing Supplement, the Issuer may, having given not less than the minimum period nor more than the maximum period of notice specified in applicable Pricing Supplement to the Noteholders in accordance with Condition 15 (which notice shall be irrevocable and shall specify the date fixed for redemption), redeem all or some only of the Notes then outstanding on any Optional Redemption Date and at the Optional Redemption Amount(s) specified in the applicable Pricing Supplement together, if appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date. Any such redemption must be of a nominal amount not less than the Minimum Redemption Amount and not more than the Maximum Redemption Amount, in each case as may be specified in the applicable Pricing Supplement.

In the case of a partial redemption of Notes, the Notes to be redeemed ("**Redeemed Notes**") will (i) in the case of Redeemed Notes represented by definitive Notes, be selected individually by lot, not more than 30 days prior to the date fixed for redemption and (ii) in the case of Redeemed Notes represented by a Global Note, be selected in accordance with the rules of Euroclear and/or Clearstream, Luxembourg (to be reflected in the records of Euroclear and Clearstream, Luxembourg as either a pool factor or a reduction in nominal amount, at their discretion) and/or DTC. In the case of Redeemed Notes represented by definitive Notes, a list of the serial numbers of such Redeemed Notes will be published in accordance with Condition 15 not less than 15 days prior to the date fixed for redemption.

8.4 Redemption at the option of the Issuer (Issuer Maturity Call)

If Issuer Maturity Call is specified as being applicable in the applicable Pricing Supplement, the Issuer may, having given not less than the minimum period nor more than the maximum period of notice specified in the applicable Pricing Supplement to the Noteholders in accordance with Condition 15 (which notice shall specify the date fixed for redemption), redeem all or some only of the Notes then outstanding at any time during the period commencing on (and including) the First Issuer Maturity Call Date to (but excluding) the Maturity Date, at the Final Redemption Amount specified in the applicable Pricing Supplement together, if appropriate, with interest accrued to (but excluding) the date of redemption. Any such redemption must be of a nominal amount not less than the Minimum Redemption Amount and not more than the Maximum Redemption Amount, in each case as may be specified in the applicable Pricing Supplement.

In the case of a partial redemption of Notes, the Notes to be redeemed ("**Redeemed Notes**") will (i) in the case of Redeemed Notes represented by definitive Notes, be selected individually lot, not more than 30 days prior to the date fixed for redemption and (ii) in the case of Redeemed Notes represented by a Global Note, be selected in accordance with the rules of Euroclear and/or Clearstream, Luxembourg (to be reflected in the records of Euroclear and Clearstream, Luxembourg as either a pool factor or a reduction in nominal amount, at their discretion) and/or DTC. In the case of Redeemed Notes represented by definitive Notes, a list of the serial numbers of such Redeemed Notes will be published in accordance with Condition 15 not less than 15 days prior to the date fixed for redemption.

8.5 Redemption at the option of the Noteholders (Investor Put)

If Investor Put is specified as being applicable in the applicable Pricing Supplement, upon the holder of any Note giving to the Issuer in accordance with Condition 15 not less than the minimum period

nor more than the maximum period of notice specified in the applicable Pricing Supplement, the Issuer will, upon the expiry of such notice, redeem such Note on the Optional Redemption Date and at the Optional Redemption Amount together, if appropriate, with interest accrued to (but excluding) the Optional Redemption Date.

To exercise the right to require redemption of this Note the holder of this Note must, if this Note is in definitive form and held outside Euroclear and Clearstream, Luxembourg, deliver, at the specified office of any Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes) at any time during normal business hours of such Paying Agent or, as the case may be, the Registrar falling within the notice period, a duly completed and signed notice of exercise in the form (for the time being current) obtainable from any specified office of any Paying Agent or, as the case may be, the Registrar (a "**Put Notice**") and in which the holder must specify a bank account to which payment is to be made under this Condition and, in the case of Registered Notes, the nominal amount thereof to be redeemed and, if less than the full nominal amount of the Registered Notes so surrendered is to be redeemed, an address to which a new Registered Note in respect of the balance of such Registered Notes is to be sent subject to and in accordance with the provisions of Condition 2.2. If this Note is in definitive bearer form, the Put Notice must be accompanied by this Note or evidence satisfactory to the Paying Agent concerned that this Note will, following delivery of the Put Notice, be held to its order or under its control.

If this Note is represented by a Global Note or is in definitive form and held through Euroclear, Clearstream, Luxembourg or DTC, to exercise the right to require redemption of this Note the holder of this Note must, within the notice period, give notice to the Principal Paying Agent of such exercise in accordance with the standard procedures of Euroclear, Clearstream, Luxembourg and DTC (which may include notice being given on their instruction by Euroclear, Clearstream, Luxembourg, DTC or any common depositary or common safekeeper, as the case may be for them to the Principal Paying Agent by electronic means) in a form acceptable to Euroclear, Clearstream, Luxembourg and DTC from time to time.

Any Put Notice or other notice given in accordance with the standard procedures of Euroclear, Clearstream, Luxembourg and DTC by a holder of any Note pursuant to this Condition 8.5 shall be irrevocable except where, prior to the due date of redemption, an Event of Default has occurred and, in which event such holder, at its option, may elect by notice to the Issuer to withdraw the notice given pursuant to this Condition 8.5 and instead to declare such Note forthwith due and payable pursuant to Condition 11

8.6 Redemption at the Option of the Noteholders (Change of Control Put)

If Change of Control Put is specified as being applicable in the applicable Pricing Supplement, upon the occurrence of a Change of Control while any of the Notes remains outstanding, each Noteholder will have a right (the "**Change of Control Put Option**") at such Noteholder's option, to require the Issuer to redeem, or at the Issuer's option, to procure the purchase of, in each case, all, but not some only, of such Noteholder's Notes on the Change of Control Put Date (as defined below) at its Change of Control Redemption Amount together with interest accrued to but excluding the date of redemption. Registered Notes may be redeemed under this Condition 8.6 in any Specified Denomination.

For the purpose of these Conditions, a "**Change of Control**" occurs when the Republic of Türkiye, whether acting through the Türkiye Wealth Fund (in Turkish: *Türkiye Varlık Fonu*), its management company (in Turkish: *Türkiye Varlık Fonu Yönetimi A.Ş.*) or through any other entity owned or controlled, directly or indirectly, by the Republic of Türkiye, ceases to (i) control or hold, directly or indirectly, more than 50 per cent. of the ordinary shares of the Issuer giving the right to vote at a general meeting of the Issuer, or (ii) whether directly or indirectly and whether by ownership of share capital, possession of voting powers or otherwise, be able to appoint, or direct the appointment of, a majority of the board of directors of the Issuer. For the avoidance of doubt, the occurrence of a Change of Control shall not constitute an Event of Default.

Not later than two business days in İstanbul after becoming aware of the occurrence of a Change of Control, the Issuer shall give notice (a "**Change of Control Notice**") to the Noteholders in accordance with Condition 15 specifying:

(i) the date of such Change of Control and, briefly, the events causing such Change of Control;

(ii) the date by which the Change of Control Put Notice must be given;

(iii) the Change of Control Put Date;

(iv) the names and addresses of all Paying Agents;

(v) the procedures that Noteholders must follow and the requirements that Noteholders must satisfy in order to exercise the Change of Control Put Right; and

(vi) the aggregate principal amount of the Notes outstanding as of the latest practicable date prior to the publication of such notice.

To exercise the Change of Control Put Option:

(a) if this Note is in definitive form and held outside Euroclear, Clearstream, Luxembourg or DTC, the holder of this Note must deliver, at the specified office of any Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes) at any time during normal business hours of such Paying Agent or, as the case may be, the Registrar falling within the period (the "**Change of Control Put Period**") of 30 days following the Change of Control or 30 days following the date on which the Change of Control Notice is given, whichever is later, a duly completed and signed notice of exercise in the form (for the time being current) obtainable from any specified office of any Paying Agent or, as the case may be, the Registrar (a "**Change of Control Put Notice**") and in which the holder must specify a bank account to which payment is to be made under this Condition 8.6 and, in the case of Registered Notes, the nominal amount thereof to be redeemed and, if less than the full nominal amount of the Registered Notes so surrendered is to be redeemed, an address to which a new Registered Note in respect of the balance of such Registered Notes is to be sent subject to and in accordance with the provisions of Condition 2.2. If this Note is in definitive bearer form, the Change of Control Put Notice must be accompanied by this Note or evidence satisfactory to the Paying Agent concerned that this Note will, following delivery of the Change of Control Put Notice, be held to such Paying Agent's order or under its control; and

(b) if this Note is represented by a Global Note or is in definitive form and held through Euroclear, Clearstream, Luxembourg or DTC, the holder of this Note must, within the Change of Control Put Period, give notice to the Principal Paying Agent of such exercise in accordance with the standard procedures of Euroclear, Clearstream, Luxembourg or DTC, as applicable (which may include notice being given on such holder's instruction by Euroclear, Clearstream, Luxembourg, DTC or any depositary for them to the Principal Paying Agent by electronic means) in a form acceptable to Euroclear, Clearstream, Luxembourg or DTC, as applicable, from time to time.

The Issuer shall redeem or, at its option, purchase (or procure the purchase of) the relevant Note on the date (the "**Change of Control Put Date**") being the fourteenth day after the date of expiry of the Change of Control Put Period, unless previously redeemed or purchased and cancelled.

Any Change of Control Put Notice or other notice given in accordance with the standard procedures of Euroclear, Clearstream, Luxembourg or DTC, as applicable, given by a holder of any Note pursuant to this Condition 8.6 once delivered, shall be irrevocable and the Issuer shall redeem the Notes which form the subject of the Change of Control Put Notice delivered as aforesaid on the Change of Control

Put Date except where, prior to the due date of redemption, an Event of Default has occurred and is continuing, in which event such holder, at its option, may elect by notice to the Issuer to withdraw the notice given pursuant to this Condition 8.6 and instead to give notice to the Issuer that all, but not some only, of such Noteholder's Notes shall accordingly become forthwith due and repayable pursuant to Condition 11.

No Agent shall be required to take any steps to ascertain whether a Change of Control or any event that could lead to the occurrence of a Change of Control has occurred.

8.7 Early Redemption Amounts

For the purpose of Condition 8.2 above and Condition 11:

(a) each Note (other than a Zero Coupon Note) will be redeemed at its Early Redemption Amount; and

(b) each Zero Coupon Note will be redeemed at its Early Redemption Amount calculated in accordance with the following formula:

Early Redemption Amount = $RP \times (1 + AY)^y$

where:

RP means the Reference Price;

AY means the Accrual Yield expressed as a decimal; and

y is the Day Count Fraction specified in the applicable Pricing Supplement which will be either (i) 30/360 (in which case the numerator will be equal to the number of days (calculated on the basis of a 360-day year consisting of 12 months of 30 days each) from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360) or (ii) Actual/360 (in which case the numerator will be equal to the -actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360) or (iii) Actual/365 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 365).

8.8 Purchases

The Issuer or any Subsidiary of the Issuer may at any time purchase Notes (provided that, in the case of definitive Bearer Notes, all unmatured Coupons and Talons appertaining thereto are purchased therewith) at any price in the open market or otherwise. Such Notes may be held, reissued, resold or, at the option of the Issuer, surrendered to any Paying Agent and/or the Registrar for cancellation. All Notes so purchased will be surrendered to a Paying Agent or the Registrar for cancellation.

8.9 Cancellation

All Notes which are redeemed will forthwith be cancelled (together with all unmatured Coupons and Talons attached thereto or surrendered therewith at the time of redemption). All Notes so cancelled and any Notes purchased and cancelled pursuant to Condition 8.8 above (together with all unmatured

Coupons and Talons cancelled therewith) shall be forwarded to the Principal Paying Agent and cannot be reissued or resold.

8.10 Late payment on Zero Coupon Notes

If the amount payable in respect of any Zero Coupon Note upon redemption of such Zero Coupon Note pursuant to Conditions 8.1, 8.2, 8.3, 8.4, 8.5 or 8.6 above or upon its becoming due and repayable as provided in Condition 11 is improperly withheld or refused, the amount due and repayable in respect of such Zero Coupon Note shall be the amount calculated as provided in Condition 8.7(b) above as though the references therein to the date fixed for the redemption or the date upon which such Zero Coupon Note becomes due and payable were replaced by references to the date which is the earlier of:

(a) the date on which all amounts due in respect of such Zero Coupon Note have been paid; and

(b) five days after the date on which the full amount of the moneys payable in respect of such Zero Coupon Notes has been received by the Principal Paying Agent or the Registrar and notice to that effect has been given to the Noteholders in accordance with Condition 15.

9. TAXATION

All payments of principal and interest in respect of the Notes and Coupons by or on behalf of the Issuer will be made without withholding or deduction for or on account of any present or future taxes, duties, levies, assessments or governmental charges of whatever nature ("**Taxes**") imposed, assessed or levied by or on behalf of any Relevant Jurisdiction unless such withholding or deduction of the Taxes is required by law. In such event, the Issuer will pay such additional amounts as shall be necessary in order that the net amounts received by the holders of the Notes or Coupons after such withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Notes or Coupons, as the case may be, in the absence of such withholding or deduction; except that no additional amounts shall be payable in relation to any payment in respect of any Note or Coupon:

(a) presented for payment in Türkiye; or

(b) the holder of which is liable for such Taxes in respect of such Note or Coupon by reason of such holder having some connection with a Relevant Jurisdiction other than the mere holding of such Note or Coupon; or

(c) presented for payment more than 30 days after the Relevant Date (as defined below) except to the extent that the holder thereof would have been entitled to an additional amount on presenting the same for payment on such thirtieth day assuming that day to have been a Payment Day (as defined in Condition 7).

Notwithstanding any other provision of these Conditions, in no event will the Issuer be required to pay any additional amounts in respect of the Notes and Coupons for, or on account of, any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the Code or otherwise imposed pursuant to FATCA.

As used herein:

(i) "**Relevant Date**" means with respect to any payment, the date on which such payment first becomes due but, if the full amount of the money payable has not been received by the Principal Paying Agent or the Registrar, as the case may be, on or before the due date, it means the date on which, the full amount of the money having been so received, notice to that effect has been duly given to the Noteholders by the Issuer in accordance with Condition 15; and

(ii) "**Relevant Jurisdiction**" means Türkiye or any political subdivision or any authority thereof or therein having power to tax or any other jurisdiction or any political subdivision or any authority thereof or therein having power to tax to which payments made by the Issuer of principal and interest on the Notes become generally subject.

10. PRESCRIPTION

The Notes (whether in bearer or registered form) and Coupons will become void unless claims in respect of principal and/or interest are made within a period of 10 years (in the case of principal) and five years (in the case of interest) after the Relevant Date (as defined in Condition 9) therefor.

There shall not be included in any Coupon sheet issued on exchange of a Talon any Coupon the claim for payment in respect of which would be void pursuant to this Condition or Condition 7.2 or any Talon which would be void pursuant to Condition 7.2.

11. EVENTS OF DEFAULT

11.1 Events of Default

If any one or more of the following events (each an "**Event of Default**") shall occur and be continuing:

(a) if default is made in the payment in the Specified Currency of any principal or interest due in respect of the Notes or any of them and the default continues for a period of seven days in the case of principal or 14 days in the case of interest; or

(b) if the Issuer fails to perform or observe any of its other obligations under these Conditions and (except in any case where the failure is incapable of remedy when no such continuation or notice as is hereinafter mentioned will be required) the failure continues for the period of 14 days following the service by any Noteholder on the Issuer of notice requiring the same to be remedied; or

(c) if (i) any Indebtedness for Borrowed Money (as defined below) of the Issuer or any of its Material Subsidiaries becomes due and repayable prematurely by reason of an event of default (however described); (ii) the Issuer or any of its Material Subsidiaries fails to make any payment in respect of any Indebtedness for Borrowed Money on the due date for payment, subject to any applicable grace period; (iii) any security given by the Issuer or any of its Material Subsidiaries for any Indebtedness for Borrowed Money becomes enforceable; or (iv) default is made by the Issuer or any of its Material Subsidiaries in making any payment due under any guarantee and/or indemnity given by it in relation to any Indebtedness for Borrowed Money of any other person, subject to any applicable grace period; *provided* that the aggregate principal amount of any such (A) Indebtedness for Borrowed Money of the Issuer or such Material Subsidiary in the case of (i), (ii) and/or (iii) above, and/or (B) Indebtedness for Borrowed Money in relation to which such guarantee and/or indemnity of the Issuer or such Material Subsidiary has been given in the case of (iv) above, exceeds U.S.$50,000,000 (or its equivalent in any other currency or currencies; or

(d) if:

(i) any order is made by any competent court or the Government of Türkiye, as the case may be, or resolution is passed for the winding up or dissolution of the Issuer or any of its Material Subsidiaries; or

(ii) if (A) the Issuer ceases or threatens to cease to carry on the whole or a substantial part of its business or any Material Subsidiary ceases or threatens to cease to carry on the whole or substantially the whole of its business, save as provided below and save, in

either case, for the purposes of reorganisation on terms approved by an Extraordinary Resolution of Noteholders, or (B) the Issuer or any of its Material Subsidiaries suspends or threatens to suspend payment of, or is unable to, or admits inability to, pay, its debts (or any class of its debts) as they fall due or is deemed unable to pay its debts pursuant to or for the purposes of any applicable law, or is adjudicated, declared or found by a competent authority to be (or becomes) bankrupt or insolvent; or

(iii) the Issuer or any of its Material Subsidiaries commences negotiations with one or more of its creditors with a view to the general readjustment or rescheduling of all or a substantial part of its indebtedness; or

(iv) the Issuer or any of its Material Subsidiaries (or their respective directors or shareholders): (A) takes any corporate action or other steps are taken or legal proceedings are started: (1) for its winding-up, dissolution, administration, bankruptcy or reorganisation (other than for the purposes of reorganisation on terms approved by an Extraordinary Resolution of Noteholders) or (2) for the appointment of a liquidator, receiver, administrator, administrative receiver, trustee or similar officer of it or any substantial part or all of its revenues and assets or (B) shall, or proposes to, make a general assignment for the benefit of its creditors or shall enter into any composition with its creditors,

in each case in (i) to (iv) above, save for the solvent voluntary winding-up, dissolution or re-organisation of any Material Subsidiary in connection with any combination with, or transfer of the whole or substantially the whole of its business and/or assets to, the Issuer or another Subsidiary of the Issuer; or

(e) the Issuer is or becomes entitled or subject to, or is declared by law or otherwise to be protected by, immunity (sovereign or otherwise) and Condition 19.5 is held to be invalid or unenforceable; or

(f) if the banking licence of the Issuer is temporarily or permanently revoked or management of the Issuer is taken over by the Savings Deposit Insurance Fund under the provisions of the Banking Law (Law No. 5411) of Türkiye,

then any holder of a Note may, by written notice to the Issuer at the specified office of the Principal Paying Agent, effective upon the date of receipt thereof by the Principal Paying Agent, declare any Note held by it to be forthwith due and payable whereupon the same shall become forthwith due and payable at its Early Redemption Amount, together with accrued interest (if any) to the date of repayment, without presentment, demand, protest or other notice of any kind.

For the purposes of these Conditions:

"**Indebtedness for Borrowed Money**" means any indebtedness (whether being principal, premium, interest or other amounts) for or in respect of:

(i) any notes, bonds, debentures, debenture stock, loan stock or other securities; or

(ii) any borrowed money; or

(iii) any liability under or in respect of any acceptance or acceptance credit.

"**Material Subsidiary**" means at any time a Subsidiary of the Issuer:

(a) whose total assets (consolidated in the case of a Subsidiary which itself has Subsidiaries) represent (or, in the case of a Subsidiary acquired after the end of the financial period to which

the then latest audited consolidated financial statements of the Issuer and its Subsidiaries prepared in accordance with BRSA Accounting Principles relate, are equal to) not less than 10 per cent. of the consolidated total assets of the Issuer and its Subsidiaries taken as a whole, all as calculated respectively by reference to the then latest audited financial statements (consolidated or, as the case may be, unconsolidated) of such Subsidiary prepared in accordance with BRSA Accounting Principles and the then latest audited consolidated accounts of the Issuer and its Subsidiaries prepared in accordance with BRSA Accounting Principles, *PROVIDED THAT* in the case of a Subsidiary of the Issuer acquired after the end of the financial period to which the then latest audited consolidated financial statements of the Issuer and its Subsidiaries prepared in accordance with BRSA Accounting Principles relate, the reference to the then latest audited consolidated financial statements of the Issuer and its Subsidiaries prepared in accordance with BRSA Accounting Principles for the purposes of the calculation above shall, until consolidated accounts for the financial period in which the acquisition is made have been prepared and audited as aforesaid, be deemed to be a reference to such first-mentioned accounts as if such Subsidiary had been shown in such accounts by reference to its then latest relevant audited accounts, adjusted as deemed appropriate by the Issuer;

(b) to which is transferred the whole or substantially the whole of the undertaking and assets of a Subsidiary of the Issuer which immediately prior to such transfer is a Material Subsidiary, *provided that* the transferor Subsidiary shall upon such transfer forthwith cease to be a Material Subsidiary and the transferee Subsidiary shall immediately become a Material Subsidiary pursuant to this paragraph (b) but shall cease to be a Material Subsidiary on the date of publication of its next consolidated audited financial statements prepared in accordance with BRSA Accounting Principles unless it would then be a Material Subsidiary under (a) above; or

(c) to which is transferred an undertaking or assets which, taken together with the undertaking or assets of the transferee Subsidiary, represented (or, in the case of the transferee Subsidiary being acquired after the end of the financial period to which the then latest audited consolidated financial statements of the Issuer and its Subsidiaries prepared in accordance with BRSA Accounting Principles relate, represent) not less than 10 per cent. of the consolidated total assets of the Issuer and its Subsidiaries taken as a whole (calculated as set out in paragraph (a) above), provided that the transferor Subsidiary (if a Material Subsidiary) shall upon such transfer forthwith cease to be a Material Subsidiary unless immediately following such transfer, its assets represent (or, in the case aforesaid, are equal to) not less than 10 per cent. of the consolidated total assets of the Issuer and its Subsidiaries taken as a whole (calculated as set out in paragraph (a) above), and the transferee Subsidiary shall cease to be a Material Subsidiary pursuant to this paragraph (c) on the date on the publication of its next audited financial statements prepared in accordance with BRSA Accounting Principles, save that such transferor Subsidiary or such transferee Subsidiary may be a Material Subsidiary on or at any time after the date on which such consolidated accounts have been prepared and audited as aforesaid by virtue of the provisions of paragraph (a) above or, prior to or after such date, by virtue of any other applicable provision of this definition.

A report by the auditors of the Issuer that in their opinion a Subsidiary is or is not or was or was not at any particular time a Material Subsidiary shall, in the absence of manifest error, be conclusive and binding on all parties.

"**Subsidiary**" means in relation to any Person (the "**First Person**"), any other Person: (i) in which such First Person holds a majority of the voting rights or (ii) of which such First Person is a member and has the right to appoint or remove a majority of the board of directors or (iii) of which such First Person is a member and controls a majority of the voting rights, and includes any Person which is a Subsidiary of a Subsidiary of any such First Person; however, in relation to the consolidated financial statements of a Person, a Subsidiary shall mean Persons that are consolidated into such First Person.

12. REPLACEMENT OF NOTES, COUPONS AND TALONS

Should any Note, Coupon or Talon be lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Principal Paying Agent (in the case of Bearer Notes, Coupons) or the Registrar (in the case of Registered Notes) upon payment by the claimant of such costs and expenses as may be incurred in connection therewith and on such terms as to evidence (i) of such loss, theft, mutilation, defacement or destruction and (ii) indemnity as the Issuer may reasonably require. Mutilated or defaced Notes, Coupons or Talons must be surrendered before replacements will be issued.

13. AGENTS

The initial Agents are set out above. If any additional Paying Agents are appointed in connection with any Series, the names of such Paying Agents will be specified in Part B of the applicable Pricing Supplement.

The Issuer is entitled to vary or terminate the appointment of any Agent and/or appoint additional or other Agents and/or approve any change in the specified office through which any Agent acts, provided that:

(a) there will at all times be a Principal Paying Agent and a Registrar;

(b) so long as the Notes are listed on any stock exchange or admitted to listing by any other relevant authority, there will at all times be a Paying Agent (in the case of Bearer Notes) and a Transfer Agent (in the case of Registered Notes) with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange or other relevant authority; and

(c) so long as any of the Registered Global Notes payable in a Specified Currency other than U.S. dollars are held through DTC or its nominee, there will at all times be an Exchange Agent with a specified office in New York City; and

(d) there will at all times be a Paying Agent in a jurisdiction other than the jurisdiction in which the Issuer is incorporated.

In addition, the Issuer shall forthwith appoint a Paying Agent having a specified office in New York City in the circumstances described in Condition 7. Notice of any variation, termination, appointment or change in Paying Agents will be given to the Noteholders promptly by the Issuer in accordance with Condition 15.

In acting under the Agency Agreement, the Agents act solely as agents of the Issuer and do not assume any obligation to, or relationship of agency or trust with, any Noteholder or Couponholder. The Agency Agreement contains provisions permitting any entity into which any Agent is merged or converted or with which it is consolidated or to which it transfers all or substantially all of its assets to become the successor agent.

14. EXCHANGE OF TALONS

On and after the Interest Payment Date on which the final Coupon comprised in any Coupon sheet matures, the Talon (if any) forming part of such Coupon sheet may be surrendered at the specified office of any Paying Agent in exchange for a further Coupon sheet including (if such further Coupon sheet does not include Coupons to (and including) the final date for the payment of interest due in respect of the Note to which it appertains) a further Talon, subject to the provisions of Condition 10.

15. NOTICES

All notices regarding the Bearer Notes will be deemed to be validly given if published in a leading English language daily newspaper of general circulation in London. It is expected that any such publication in a newspaper will be made in the *Financial Times* in London. The Issuer shall also ensure that notices are duly published in a manner which complies with the rules of any stock exchange or other relevant authority on which the Bearer Notes are for the time being listed or by which they have been admitted to trading including publication on the website of the relevant stock exchange or relevant authority if required by those rules. Any such notice will be deemed to have been given on the date of the first publication or, where required to be published in more than one newspaper, on the date of the first publication in all required newspapers.

All notices regarding the Registered Notes will be deemed to be validly given if sent by first class mail or (if posted to an address overseas) by airmail to the holders (or the first named of joint holders) at their respective addresses recorded in the Register and will be deemed to have been given on the fourth day after mailing and, in addition, for so long as any Registered Notes are listed on a stock exchange or are admitted to trading by another relevant authority and the rules of that stock exchange or relevant authority so require, such notice will be published on the website of the relevant stock exchange or relevant authority and/or in a daily newspaper of general circulation in the place or places required by those rules.

Until such time as any definitive Notes are issued, there may, so long as any Global Notes representing the Notes are held in their entirety on behalf of Euroclear and/or Clearstream, Luxembourg and/or DTC, be substituted for such publication in such newspaper(s) or such websites or such mailing the delivery of the relevant notice to Euroclear and/or Clearstream, Luxembourg and/or DTC for communication by them to the holders of the Notes and, in addition, for so long as any Notes are listed on a stock exchange or are admitted to trading by another relevant authority and the rules of that stock exchange or relevant authority so require, such notice will be published on the website of the relevant stock exchange or relevant authority and/or in a daily newspaper of general circulation in the place or places required by those rules. Any such notice shall be deemed to have been given to the holders of the Notes on the day after the day on which the said notice was given to Euroclear and/or Clearstream, Luxembourg and/or DTC.

Notices to be given by any Noteholder shall be in writing and given by lodging the same, together (in the case of any Note in definitive form) with the relative Note or Notes, with the Principal Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes). Whilst any of the Notes are represented by a Global Note, such notice may be given by any holder of a Note to the Principal Paying Agent or the Registrar through Euroclear and/or Clearstream, Luxembourg and/or DTC, as the case may be, in such manner as the Principal Paying Agent, the Registrar and Euroclear and/or Clearstream, Luxembourg and/or DTC, as the case may be, may approve for this purpose.

16. MEETINGS OF NOTEHOLDERS AND MODIFICATION

The Agency Agreement contains provisions for convening meetings (including by way of conference call or by use of a videoconference platform) of the Noteholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of the Notes, the Coupons or any of the provisions of the Agency Agreement. Such a meeting may be convened by the Issuer and shall be convened by the Issuer if required in writing by Noteholders holding not less than ten per cent. in nominal amount of the Notes for the time being remaining outstanding. The quorum at any such meeting for passing an Extraordinary Resolution is one or more persons holding or representing not less than 50% in nominal amount of the Notes for the time being outstanding, or at any adjourned meeting one or more persons being or representing Noteholders whatever the nominal amount of the Notes so held or represented, except that at any meeting the business of which includes the modification of certain provisions of the Notes or the Coupons (including modifying the date of maturity of the Notes or any date for payment of interest thereon, reducing or cancelling the amount

of principal or the rate of interest payable in respect of the Notes, altering the currency of payment of the Notes or the Coupons or amending the Deed of Covenant in certain respects), the quorum shall be one or more persons holding or representing not less than two-thirds in nominal amount of the Notes for the time being outstanding, or at any adjourned such meeting one or more persons holding or representing not less than one-third in nominal amount of the Notes for the time being outstanding. The Agency Agreement provides that (i) a resolution passed at a meeting duly convened and held in accordance with the Agency Agreement by a majority consisting of not less than 75 per cent. of the votes cast on such resolution, (ii) a resolution in writing signed by or on behalf of the holders of not less than 75 per cent. in nominal amount of the Notes for the time being outstanding or (iii) consent given by way of electronic consents through the relevant clearing system(s) (in a form satisfactory to the Principal Paying Agent) by or on behalf of the holders of not less than 75 per cent. in nominal amount of the Notes for the time being outstanding, shall, in each case, be effective as an Extraordinary Resolution of the Noteholders. An Extraordinary Resolution passed by the Noteholders will be binding on all the Noteholders, whether or not they are present at any meeting, and whether or not they voted on the resolution, and on all Couponholders.

The Principal Paying Agent and the Issuer may agree, without the consent of the Noteholders or Couponholders, to:

(a) any modification (except such modifications in respect of which an increased quorum is required as mentioned above) of the Notes, the Coupons, the Deed of Covenant or the Agency Agreement which is, following the advice of an independent financial institution of international standing, not materially prejudicial to the interests of the Noteholders; or

(b) any modification of the Notes, the Coupons, the Deed of Covenant or the Agency Agreement which is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of the law.

Any such modification shall be binding on the Noteholders and the Couponholders and any such modification shall be notified to the Noteholders in accordance with Condition 15 as soon as practicable thereafter.

17. FURTHER ISSUES

The Issuer shall be at liberty from time to time without the consent of the Noteholders or the Couponholders to create and issue further notes having terms and conditions the same as the Notes or the same in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue and so that the same shall be consolidated and form a single Series with the outstanding Notes.

18. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

No person shall have any right to enforce any term or condition of this Note under the Contracts (Rights of Third Parties) Act 1999, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

19. GOVERNING LAW AND SUBMISSION TO JURISDICTION

19.1 Governing law

The Agency Agreement, the Deed of Covenant, the Deed Poll, the Notes and the Coupons and any non-contractual obligations arising out of or in connection with the Agency Agreement, the Deed of Covenant, the Deed Poll, the Notes and the Coupons are governed by, and construed in accordance with, English law.

19.2 Submission to jurisdiction

The Issuer irrevocably agrees, for the benefit of the Noteholders and the Couponholders, that the High Court of Justice of England and Wales in London (and any competent United Kingdom appellate court in respect of any appeal relating to any judgment or order originally of the High Court of Justice of England and Wales in London) are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Notes and/or the Coupons (including any dispute as to their existence, validity, interpretation, performance, breach or termination or the consequences of their nullity and any dispute relating to any non-contractual obligations arising therefrom) and accordingly submits to the exclusive jurisdiction of the High Court of Justice of England and Wales in London (and any competent United Kingdom appellate court in respect of any appeal relating to any judgment or order originally of the High Court of Justice of England and Wales in London).

The Issuer waives any objection to the High Court of Justice of England and Wales in London (and any competent United Kingdom appellate court in respect of any appeal relating to any judgment or order originally of the High Court of Justice of England and Wales in London) on the grounds that they are an inconvenient or inappropriate forum.

To the extent permitted by law, the Noteholders and the Couponholders may take any suit, action or proceeding arising out of or in connection with the Notes and the Coupons (including any such suit, action or proceeding relating to any non-contractual obligations arising out of or in connection with the Notes and/or the Coupons) (together referred to as **Proceedings**) against the Issuer in any other court of competent jurisdiction and concurrent Proceedings in any number of jurisdictions.

19.3 Appointment of Process Agent

The Issuer irrevocably appoints Türkiye Halk Bankası A.Ş. London Representative Office at its registered office for the time being at 16 Berkeley Street, Mayfair, London, W1J 8DZ, United Kingdom as its agent for service of process in any proceedings before the High Court of Justice of England and Wales in London (and any competent United Kingdom appellate court in respect of any appeal relating to any judgment or order originally of the High Court of Justice of England and Wales in London) in relation to any Dispute and agrees that, in the event of Türkiye Halk Bankası A.Ş. London Representative Office being unable or unwilling for any reason so to act, it will immediately appoint another person as its agent for service of process in England in respect of any Dispute. The Issuer agrees that failure by a process agent to notify it of any process will not invalidate service. Nothing herein shall affect the right to serve process in any other manner permitted by law.

19.4 Consent to Enforcement

The Issuer agrees, without prejudice to the enforcement of a judgment obtained in the High Court of Justice of England and Wales in London (and any competent United Kingdom appellate court in respect of any appeal relating to any judgment or order originally of the High Court of Justice of England and Wales in London) according to the provisions of Article 54 of the International Private and Procedure Law of Türkiye (Law No. 5718), that in the event that any action is brought in relation to the Issuer in a court in Türkiye in connection with the Notes and/or the Coupons, in addition to other permissible legal evidence pursuant to the Civil Procedure Code of Türkiye (Law No. 6100), any judgment obtained in the High Court of Justice of England and Wales in London (and any competent United Kingdom appellate court in respect of any appeal relating to any judgment or order originally of the High Court of Justice of England and Wales in London) in connection with such action shall constitute conclusive evidence of the existence and amount of the claim against the Issuer, pursuant to the provisions of the first paragraph of Article 193 of the Civil Procedure Code of Türkiye (Law No. 6100) and Articles 58 and 59 of the International Private and Procedure Law of Türkiye (Law No. 5718).

19.5 Waiver of immunity

To the extent that the Issuer may in any jurisdiction claim for itself or its assets or revenues immunity from suit, execution, attachment (whether in aid of execution, before judgment or otherwise) or other legal process and to the extent that such immunity (whether or not claimed) may be attributed in any such jurisdiction to the Issuer or its assets or revenues, the Issuer agrees not to claim and irrevocably waives such immunity to the full extent permitted by the laws of such jurisdiction.

19.6 Other documents

The Issuer has in the Agency Agreement, the Deed of Covenant and the Deed Poll submitted to the jurisdiction of the High Court of Justice of England and Wales in London (and any competent United Kingdom appellate court in respect of any appeal relating to any judgment or order originally of the High Court of Justice of England and Wales in London) and appointed an agent in England for service of process, in terms substantially similar to those set out above.

USE OF PROCEEDS

The net proceeds from each issue of Notes will be applied by the Issuer for its general corporate purposes, which include making a profit. If, in respect of an issue, there is a particular identified use of proceeds, this will be stated in the applicable Pricing Supplement.

SELECTED FINANCIAL AND OTHER INFORMATION

Financial Data

The following tables present selected financial and other information of the Group as of the dates and for the periods indicated, which have been extracted from the BRSA Consolidated Financial Statements. Prospective investors should read the following information in conjunction with "*Presentation of Financial and Other Information*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and the BRSA Consolidated Financial Statements, including the notes thereto.

	BRSA Consolidated				
	Three months ended 31 March		Year ended 31 December		
Income Statement Data	**2026**	**2025**	**2025**	**2024**	**2023**
			(TL thousands)		
Interest income	248,603,075	199,400,208	918,258,634	678,010,748	311,779,348
Interest expense	210,465,353	181,552,710	821,739,361	634,949,484	265,792,024
Net interest income	**38,137,722**	**17,847,498**	**96,519,273**	**43,061,264**	**45,987,324**
Net fees and commissions income	**17,065,335**	**13,268,687**	**61,847,539**	**41,740,995**	**21,067,911**
Trading income/(loss) (net)	(7,084,060)	(2,753,343)	(12,068,473)	(21,097,692)	(15,970,397)
Dividend income	3,303	1,752	61,380	33,244	20,280
Other operating income	14,389,728	8,724,169	39,946,374	29,632,372	19,344,012
Gross operating income	**62,512,028**	**37,088,763**	**186,306,093**	**93,370,183**	**70,449,130**
Expected loss provisions expenses	10,718,309	6,139,395	38,544,281	10,139,775	3,791,234
Other provision expenses	15,681	244,829	234,033	57,942	48,206
Personnel expense	15,540,749	11,085,516	52,200,497	31,773,575	20,249,319
Other operating expenses	20,956,718	13,389,645	60,029,284	32,710,445	31,243,635
Net operating income/(loss)	**15,280,571**	**6,229,378**	**35,297,988**	**18,688,446**	**15,116,736**
Income/(loss) from investments in subsidiaries consolidated based on equity method	135,795	119,876	436,332	351,901	210,124
Profit/(Loss) before tax from continued operations	**15,416,366**	**6,349,254**	**35,761,330**	**19,040,347**	**15,326,860**
Tax provision for continued operations	(5,469,999)	913,968	(6,840,539)	4,186,699	2,426,379
Current period profit/loss from continued operations	**9,946,367**	**7,263,222**	**28,920,791**	**23,227,046**	**17,753,239**

	BRSA Consolidated				
	Three months ended 31 March		Year ended 31 December		
Balance Sheet Data	**2026**	**2025**	**2025**	**2024**	**2023**
			(TL thousands)		
Assets:					
Financial assets (net)	1,274,580,454	945,078,307	1,353,172,844	907,559,444	475,115,090
Cash and cash equivalents	857,537,682	664,671,347	931,322,445	668,900,708	307,720,044
Financial assets at fair value through profit or loss	102,266,638	80,663,039	113,614,142	58,780,587	39,575,733
Financial assets at fair value through other comprehensive income	310,285,887	195,956,424	305,076,966	178,474,734	124,030,934
Derivative financial assets	4,490,247	3,787,497	3,159,291	1,443,415	3,788,379
Financial assets measured at amortised cost (net)	3,050,145,528	2,219,943,317	2,860,134,068	2,061,342,254	1,711,962,068
Loans	2,282,615,931	1,616,037,457	2,095,986,969	1,521,643,450	1,314,291,600
Lease receivables	20,353,029	15,242,936	20,346,391	13,050,676	10,557,271
Factoring receivables	23,245,809	11,492,768	17,905,811	9,989,739	6,322,492
Other financial assets measured at amortised cost	796,464,569	623,745,740	794,331,884	561,608,947	430,757,449
Expected credit loss	72,533,810	46,575,584	68,436,987	44,950,558	49,966,744
Non-current assets held for sale and discontinued operations (net)	212	663	212	1,034	3,522
Equity investments	5,094,536	3,908,476	4,937,804	3,405,199	3,431,387
Tangible assets (net)	98,750,272	62,256,115	87,043,003	49,092,047	31,184,968
Intangible assets (net)	6,673,538	3,720,855	5,733,691	3,451,162	2,101,641
Investment properties (net)	55,905,974	25,307,908	49,730,868	25,350,087	15,087,803
Current tax asset	148,514	8,927	103,388	7,140	-
Deferred tax asset	17,859,520	27,419,205	19,380,129	23,849,997	14,507,046
Other assets (net)	148,391,824	74,865,772	116,834,221	69,760,386	43,617,026

	BRSA Consolidated				
	Three months ended 31 March		Year ended 31 December		
Balance Sheet Data	**2026**	**2025**	**2025**	**2024**	**2023**
			(TL thousands)		
Total assets	**4,657,550,372**	**3,362,509,545**	**4,497,070,228**	**3,143,858,750**	**2,297,010,551**
Liabilities and Shareholders' Equity:					
Deposits	3,493,410,177	2,708,467,709	3,607,838,093	2,460,620,455	1,930,881,616
Funds borrowed	125,384,153	79,423,519	116,210,967	64,470,809	23,657,119
Money market funds	459,410,222	224,861,692	241,193,468	256,725,529	28,424,761
Securities issued (net)	32,253,781	10,573,356	21,760,480	12,192,983	17,151,189
Funds	257,547	111,895	442,915	927,087	571,618
Financial liabilities at fair value through profit or loss	-	-	-	-	-
Derivative financial liabilities	7,991,432	1,214,451	2,778,458	2,493,751	895,257
Factoring liabilities	32,594	23,442	21,704	33,256	16,982
Lease liabilities	9,609,605	4,635,965	8,638,452	4,223,720	2,293,681
Provisions	17,588,522	13,090,618	15,494,036	10,787,097	13,262,861
Current tax liability	21,755,689	12,364,470	19,168,983	9,688,032	5,183,775
Deferred tax liabilities	11,138,585	4,065,572	9,227,992	3,050,785	2,152
Non-current liabilities held for sale and discontinued operations (net)	-	-	-	-	-
Subordinated debt instruments	106,508,789	51,217,313	93,359,040	50,184,304	42,130,280
Other liabilities	141,129,509	74,245,879	137,990,614	98,524,825	89,624,317
Shareholders' equity	231,079,767	178,213,664	222,945,026	169,936,117	142,914,943
Total Liabilities and Shareholders' Equity	**4,657,550,372**	**3,362,509,545**	**4,497,070,228**	**3,143,858,750**	**2,297,010,551**

Key Ratios and Other Information

The following table includes certain of the Bank's key ratios as of and for the years ended the indicated dates and certain other information.

	BRSA Consolidated				
	As of and for three months ended 31 March[20]		As of and for year ended 31 December		
	2026	**2025**	**2025**	**2024**	**2023**
	(percentages, except employees and branches)*				
Profitability Ratios:					
Yield[1]	27.8%	29.8%	30.6%	31.0%	20.4%
Net interest margin[2]	4.3%	2.8%	3.2%	2.0%	2.76%
Net interest spread[3]	0.56%	(1.05)%	(1.50)%	(3.56)%	3.01%
Cost to income ratio[4]	58.41%	66.65%	60.38%	69.15%	73.18%
Operating expenses to total average assets ratio[5]	3.19%	3.01%	2.94%	2.37%	2.76%
Return on average total assets[6]	0.87%	0.89%	0.76%	0.85%	0.95%%
Return on average shareholders' equity[7]	17.53%	16.69%	14.72%	14.85%%	15.12%
Dividend payout ratio[8]	-	0.00%	0.01%	0.05%	0.01%
Balance Sheet Ratios:					
Loans to total deposits[9]	65.3%	59.7%	58.1%	61.8 %	68.1 %
Loans to total assets[10]	49.0%	48.1 %	46.6 %	48.4 %	57.2 %
Securities to total assets[11]	26.0%	26.8 %	27.0%	25.4 %	25.9 %
Deposits to total liabilities[12]	78.9 %	85.1 %	84.4 %	82.7 %	89.6 %
Cost of Risk[13]	0.8%	0.6%	1.4%	(0.4)%	(0.5)%
Credit Quality Ratios:					
Non-performing loans to total cash loans[14]	4.1%	2.4%	3.9%	2.1%	1.5%
Loan losses reserves to non-performing loans[15]	50.1%	55.7%	50.5 %	60.4%	80.4%
Capital Adequacy Ratios:					
Tier I regulatory capital to risk-weighted assets and market risk[16]	10.79%	10.75%	13.02%	11.96%	13.24%
Total regulatory capital to risk-weighted assets and market risk	12.98%	13.58%	15.56%	15.10%	14.68%
Other Information:					
Operating income before provisions (excluding dividend income)[17]	62,644,520	37,206,887	186,708,045	93,688,840	70,638,974
Employees[18]	22,571	22,162	22,575	21,520	22,219
Branches[19]	1,112	1,095	1,097	1,084	1,073

*Operating income before provisions (excluding dividend income) is in TL thousands.

(1) Yield represents interest income as a percentage of average interest-earning assets (which is the average of the opening and closing interest-earning assets as of 1 January and 31 December, respectively, for the applicable period). For further information regarding the calculation of average interest-earning assets, see "*Selected Statistical and Other Information*".

(2) Net interest margin represents net interest income before provisions for loan losses as a percentage of average interest-earning assets. For further information regarding the calculation of average interest-earning assets, see "*Selected Statistical and Other Information*".

(3) Net interest spread represents the difference between the average rate of interest earned on interest-earning assets and the average rate of interest accrued on interest-bearing liabilities. For further information regarding the calculation of such average rates, see "*Selected Statistical and Other Information*".

(4) Cost to income ratio represents total operating expenses (excluding net impairment losses on financial assets) divided by total operating income before provisions (excluding dividend income).

(5) Operating expenses to total average assets ratio represents total operating expenses (excluding net impairment losses on financial assets) divided by total average assets (which is the average of the opening and closing amount of total assets as of 1 January and 31 December, respectively, for the applicable period).

(6) Return on average total assets represents net income for the period as a percentage of average total assets (which is the average of the opening and closing balances as of 1 January and 31 December, respectively, for the applicable period). The average total assets for the applicable period is calculated by adding the opening and closing amount of total assets as of 1 January and 31 December, respectively, and dividing by two.

(7) Return on average shareholders' equity represents net income for the period as a percentage of average shareholders' equity (which is the average of the opening and closing balances as of 1 January and 31 December, respectively, for the applicable period). Average shareholders' equity is calculated by adding the opening and closing amount of shareholders' equity as of 1 January and 31 December, respectively, for the applicable period and dividing by two.

(8) Dividend payout ratio represents dividends paid divided by profit for the period.

(9) Loans to total deposits ratio represents total loans and receivables divided by total deposits (deposits from banks and deposits from customers).

(10) Loans to total assets ratio represents total loans and receivables divided by total assets.

(11) Securities to total assets ratio represents securities divided by total assets.

(12) Deposits to total liabilities ratio represents total deposits (deposits from banks and customers) divided by total liabilities (excluding shareholders' equity).

(13) Cost of risk represents the impairment charge for the period minus recoveries and reversals for the period, divided by average net loans (which is the average of the opening and closing balances as of 1 January and 31 December, respectively, for the applicable period). As of 31 March 2026, and 2025 and 31 December 2025, 2024 and 2023, on a Bank-only BRSA basis the cost of risk ratio was 0.7%, 0.6%, 1.9% %, 0.2% and (0.5)%, respectively.

(14) Non-performing loans to total cash loans ratio represents non-performing loans divided by total cash loans.

(15) Loan losses reserves to non-performing loans ratio represents loan losses reserves divided by non-performing loans. As of 31 March 2026 and 2025, and 31 December 2025, 2024 and 2023, loan loss reserves to non-performing loans was 50.1%, 55.7%, 50.5%, 60.4% and 80.4%, respectively, on a Bank-only BRSA basis, compared to 75.8%, 75.5%, 74.8% 76.6% and 81.6% as of the same dates for the Turkish banking sector.

(16) The Group is monitoring developments relating to the implementation of Basel III, which may impact the manner in which the Group calculates capital adequacy ratios and may impose higher capital requirements. See "*Risk Factors—Risk Factors Relating to Türkiye—The Group is a highly regulated entity and changes to applicable laws or regulations, the interpretation or enforcement of such laws or regulations or the failure to comply with such laws or regulations could have an adverse impact on the Group's business, financial condition, results of operations and prospects*".

(17) Operating income before provisions (excluding dividend income) represents the Group's operating income (which equals the sum of net interest income, net fees and commission income, net trading income from securities, net trading gains/loss from derivative financial instruments, foreign exchange gains/losses net, net cost of insurance operations, and other operating income) before provisions (excluding dividend income).

(18) Employees represent the total number of employees of the Bank.

(19) Branches represent the total number of domestic branches of the Bank.

(20) Profit and loss amounts are annualised.

CAPITALISATION OF THE GROUP

The following table, prepared in accordance with BRSA, sets forth the total shareholders' equity and capitalisation of the Group as of the dates indicated, which have been extracted or derived from the Consolidated BRSA Financial Statements. Prospective investors should read the following information in conjunction with "*Presentation of Financial and Other Information*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and the BRSA Financial Statements, including the notes thereto.

	BRSA Consolidated			
	As of 31 March	As of 31 December		
	2026	2025	2024	2023
	(TL thousands)			
Paid-in Capital	7,184,778	7,184,778	7,184,778	7,184,778
Capital Reserves	44,521,459	44,521,459	46,242,016	45,534,984
Accumulated Other Comprehensive Income or Loss Not Reclassified Through Profit or Loss	49,331,129	44,864,902	26,129,724	17,781,700
Accumulated Other Comprehensive Income or Loss Reclassified Through Profit or Loss	1,497,091	4,781,010	(2,210,735)	(814,844
Profit Reserves	84,633,281	84,633,281	57,755,802	48,694,309
Income or (loss)	41,886,373	32,380,471	31,457,382	22,463,067
Minority Shares	5,019,838	4,579,125	3,377,150	2,070,949
Total Shareholder's Equity	231,079,767	222,945,026	169,936,117	142,914,943
Subordinated debt instruments	106,508,789	93,359,040	50,184,304	42,130,280
Total Capitalisation	**337,588,556**	**316,304,066**	**220,120,421**	**185,045,223**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the consolidated financial position and results of operations of the Group covers the three months ended 31 March 2026 and 2025 and the years ended 31 December 2025, 2024 and 2023. Unless otherwise specified, the financial information presented in this discussion has been extracted from the BRSA Financial Statements without material adjustment. This section should be read in conjunction with the BRSA Financial Statements and the other financial information included in and incorporated by reference into this Base Offering Circular (including the section entitled "Presentation of Financial and Other Information"). The BRSA Financial Statements have been prepared in accordance with the BRSA Principles as described in "Presentation of Financial and Other Information". For a discussion of current significant differences between IFRS and the BRSA Principles, see Appendix A ("Overview of Differences between IFRS and the BRSA Principles").

Certain information contained in the discussion and analysis set forth below and elsewhere in this Base Offering Circular includes "forward-looking statements". Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. See the section entitled "Cautionary Statement Regarding Forward-Looking Statements".

The Group's financial condition and results of operations depend significantly upon the macro-economic, political and regulatory conditions prevailing in Turkey and prospective investors should consider the factors set forth under "Risk Factors – Risks Related to the Group" and "Risk Factors – Risks Related to Turkey".

The discussion and analysis of the financial position and results of operations of the Group in this Base Offering Circular are based upon the BRSA Financial Statements. As elsewhere in this Base Offering Circular, the term "Group" is used in this section to denote the Group on a consolidated basis and the term "Bank" in this section indicates that the context refers to the Bank on a stand-alone basis.

Overview of the Business

The Bank was incorporated on 23 May 1938 as a joint stock company under the laws of Türkiye. The Bank is registered with the İstanbul Chamber of Commerce under number 862070-0 and has its registered offices at Finanskent Mahallesi Finans Caddesi No:42/1, 34760, Ümraniye, Istanbul, Türkiye. The telephone number of the Bank is +90 216 503 70 70.

The Bank is a full-service commercial and retail banking group and provides a broad range of products and services to approximately 11 million customers from the retail, SME and commercial and corporate segments across Türkiye and in select international markets. The Bank's name has been associated with tradesmen, artisans and other SMEs in Türkiye since 1938, and SMEs remain at the core of the Group's customer base today, although the Group has, since its establishment, also expanded its business into additional segments. The Bank offers services to its customers through a nationwide branch network, which as of 31 December 2025 consisted of 1,097 domestic branches (with at least one branch in every province of Türkiye).

According to the Banks Association of Türkiye, as of 30 September 2025 and on a Bank-only BRSA basis, the Bank was the fourth largest bank in Türkiye in terms of total assets (TL 4,029 billion), the fifth largest in terms of cash loans (TL 1,816 billion), the third largest in terms of total deposits (TL 3,168 billion) and the third largest in terms of total branches, including international branches: 1,105. As of 31 December 2025, the Bank had a total of 22,575 employees including 131 employees outside of Türkiye.

The Bank has five principal businesses: Corporate and Commercial Banking, SME-Artisans Banking, Retail Banking, Treasury Management and International Banking. In addition, the Bank, through its subsidiaries and other companies in which the Bank has an interest, provides, among other services, brokerage, insurance, leasing, factoring, real estate investment, fund and portfolio management, and overseas banking services.

For accounting purposes, the Bank reports the Group's business in its BRSA Financial Statements under four segments: Commercial/Corporate, Integrated, Treasury/Investment and Other.

Significant Factors Affecting the Group's Financial Condition and Results of Operations

The Group's financial condition, results of operations and prospects depend significantly upon the macroeconomic, political and regulatory conditions prevailing in Türkiye as well as other factors. The impact of these factors might vary significantly in the future and many of these factors are outside the control of the

Group. Prospective investors should (among other things) consider the factors set forth under "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors". The following describes the most significant of such factors since the beginning of 2023.

Turkish Economy

The Group operates primarily in Türkiye. Accordingly, the Group's results of operations and financial condition are and will continue to be significantly affected by Turkish political and economic factors, including the economic growth rate, the rate of inflation and fluctuations in exchange and interest rates. See "*Risk Factors—Risk Factors Relating to Türkiye*".

The following table sets out key Turkish economic indicators as of and for the years ended 31 December 2025, 2024 and 2023:

	As of and for the year ended 31 December		
	2025	**2024**	**2023**
Nominal GDP at current prices (TL millions)	63,020,906	43,410,514	26,545,722
Real GDP growth	3.6%	3.3%	5.0%
Deficit/surplus of central gov budget/GDP	(2.9)%	(4.9)%	(5.2)%
Consumer Price Inflation	30.9%	44.4%	64.8%
Producer Price Inflation	27.7%	28.5%	44.2%
Central Bank overnight TL interest rate, period-end[(1)]	36.5%	46.0%	41.0%
Central Bank weekly TL repo rate, period-end	38.0%	47.5%	42.5%
Refinancing rate of the Central Bank, period-end[(2)]	41.0%	49.0%	44.0%
Nominal appreciation (depreciation) of the Turkish Lira against the U.S. Dollar[(3)]	(21.7)%	(19.8)%	(57.2)%
CPI-based real effective exchange rate appreciation (depreciation) (2003=100)	(1.8)%	20.5%	4.8%
Total gross gold and international currency reserves, period-end (U.S. Dollars, millions)	193,872	155,057	141,060

Sources: TurkStat for nominal GDP at current prices, real GDP growth and inflation; Turkish Ministry of Finance, General Directorate of Public Accounts, for deficit/surplus of consolidated budget; and the Central Bank for reference overnight interest rate, refinancing rate, nominal appreciation (depreciation) of the Turkish Lira against the U.S. Dollar, real effective exchange rate, total gross gold and international currency reserves.

(1) The overnight borrowing rate announced by the Central Bank.

(2) The overnight lending rate, marginal funding rate, announced by the Central Bank.

(3) According to the Central Bank buying rates.

GDP growth in Türkiye has been volatile since the beginning of 2023, which has impacted the Group's growth and increased non–performing loans. In 2023, despite the February earthquakes and the Central Bank's significant increases in its policy rate in the second half of the year, domestic economic activity remained robust and made the most significant contribution to GDP growth, which was recorded at 5%. In 2024, economic activity showed a weaker trend due to tight financial conditions; however, net exports, which had negatively impacted growth in 2023, shifted to a positive trajectory in 2024 due to a reduction in imports, supporting Türkiye's GDP 3.3% growth in 2024. In 2025, GDP grew by 3.6%, which growth was primarily supported by private consumption, investment and the contribution of the service sector. It should be noted that these GDP results are in inflation–adjusted Turkish Lira terms and, as the exchange rate of the Turkish Lira against the U.S. dollar varies (in some years, significantly), these reported changes in GDP would have been different (in some years, significantly) were they determined in U.S. dollar terms.

The Turkish economy has been subject to high inflation in recent years. Although inflation has fallen significantly in the last two years, it remains at elevated levels. In 2023, the effects of monetary tightening on financial conditions and domestic demand had some positive impacts on inflation expectations and price–setting behaviour in the second half of the year; however, for the year, CPI inflation was 64.8% and the domestic producer price inflation rate was 44.2%, both due to the ongoing reverse base effect, significant increases in the prices of food, energy and imported products and increases in interest rates as well as VAT and other consumption taxes. In 2024, inflation maintained a relatively high level in the first half of the year, though began to decline in the second half of the year due to base effects, relatively stable energy prices and the Central Bank's tight monetary policy stance. Year–end CPI inflation in 2024 decreased to 44.4%, reaching its lowest level in 18 months, and the domestic producer price inflation rate for the year declined to 28.5%. In

2025, the year–end CPI inflation rate fell to 30.9% due primarily to slowdown in services and food inflation and the domestic producer price inflation rate was 27.7%, due primarily to tight monetary policy, base effects and moderating domestic demand. It should be noted that these are official inflation rates whereas other analysts have published different rates, in some cases significantly higher than the official rates.

Although the EU–defined Turkish government debt ratio (total debt/GDP) decreased considerably since 2001 and reached its lowest level with 27.2% of GDP in 2015, it then increased during the COVID 19 pandemic. Starting from 2022, the ratio started decreasing again and reached 24.3% as of September 2025. Although this remains well below the Maastricht criteria, Türkiye remains an emerging market and thus remains susceptible to a higher degree of volatility than more developed markets due to a number of factors.

NPLs are particularly sensitive to economic conditions. As of 31 March 2026, the Bank's NPL ratio was 3.5%, compared to 3.3%, 2.1% and 1.5% as of 31 December 2025, 2024 and 2023 respectively. The Central Bank's policy of higher for longer interest rates put some pressures on SME segment customers and the NPL ratio deteriorated during the first quarter of 2026. The recent de-escalation in the conflict in the Middle East might mitigate inflationary pressures and pave the way for the Central Bank to revert to a rate cut cycle. All in all, a ceasefire between the US and Israel and Iran might generate a favourable operating environment which could support a downward trend in NPL formation, whereas any continuation or escalation of the conflict is likely to exacerbate inflationary pressure and increase NPL formation.

Global Economic Conditions

The Group's performance will continue to be influenced by conditions in the global economy. Global and emerging market uncertainties have continued for the past several years, driven by U.S. and global monetary policies, high inflation and low growth risk in emerging markets, concerns about slowdown of global growth rates and global trade tensions. In 2022 and 2023, growth was negatively impacted by rate increases by the U.S. Federal Reserve and other central banks in response to elevated levels of inflation from increased global demand, upward commodity prices, supply constraints and rise in transportation costs. In 2024, growth was more steady due to the moderation of inflation and easing monetary policy by key central banks.

The Group and its customers operating in Turkey remain susceptible to geopolitical risks impacting the global and emerging market economies such as the ongoing conflict in the Middle East and the conflict between Russia and Ukraine. There has been significant political instability and military conflicts in certain parts of the Middle East and Eastern Europe, including several of Turkey's neighbours, such as Iran, Ukraine, Iraq and Syria. While the Group does not operate in these countries, these developments directly impact the Group to the extent that such conflicts spill over into Turkey (particularly the south-eastern region of Turkey) and indirectly impact the Group to the extent that its customers are exposed to risks in such countries. See "*Risk Factors—Risk Factors Relating to Turkey—Terrorism and Conflicts – Türkiye and its economy are subject to external and internal unrest and the threat of terrorism*".

The outlook for the global economy (and particularly emerging markets) over the near to medium term remains challenging, which in turn might impact prospects for stabilisation and improvement of economic and financial conditions in Türkiye. A lack of improvement, or deterioration in these conditions, might have a material adverse effect on the Group's business, financial condition and/or results of operations, although, as noted above, de-escalation may mitigate inflationary pressures and support an improved NPL position.

Interest Rates and Central Bank Policy

One of the primary factors influencing the Group's profitability is the level of short-term interest rates in Türkiye, which affects the return on its securities portfolio and its loan and deposit rates. Interest rates earned and paid on the Group's assets and liabilities reflect, to a certain degree, current inflation, expectations regarding inflation, shifts in short-term interest rates set by the Central Bank and movements in long-term real interest rates. In recent years, the Central Bank has shifted approaches due to a number of different factors, including elevated uncertainties regarding global monetary policies, as well as domestic economic conditions and political conditions (including five different Central Bank governors since 2016).

Starting from September 2020, the Central Bank increased rates materially until March 2021 (to 19.00%) due to its monetary tightening policy. As rates were again reduced in the latter part of 2021 and in various steps until February 2023, the Group benefitted by obtaining reduced funding costs and improved margins, particularly as market interest rates on loans and securities were de-linked from policy rates. After the

presidential elections in May 2023, a new governor of the Central Bank and a new Minister of the Turkish Treasury were appointed, after which the first meeting of the Central Bank's Monetary Policy Committee increased the rate to 15.00% and then raised it again in multiple steps to 50.00% on 21 March 2024, though reducing it in multiple steps to 42.50% as of 6 March 2025 and to 38.00% by December 2025. In 2026, the Central Bank has maintained its tight monetary policy stance to further bring down inflation. In its January meeting the Central Bank cut the policy rate by 100 basis points and set it at 37.00%. As the conflict between Iran, the United States and Israel escalated at the end of February, the Central Bank took some steps to limit volatility in the financial markets. Although it kept the policy rate unchanged at 37.00%. in its March meeting, the Central Bank temporarily re-suspended one-week repo auctions and provided funding at the overnight lending rate, which created a higher weighted average cost of funding by the Central Bank. For the rest of 2026, it is expected that the Central Bank will keep determining the degree of monetary tightness required for sustained price stability so as to bring inflation down.

Furthermore, the Central Bank adjusts reserve requirement ratios as a policy tool at various times to reduce or encourage certain actions by the banking sector, including both deposit and lending activity and changes to the holding of securities (primarily Turkish government securities). The adjustments in reserve requirement ratios have frequently been combined with changes in the Central Bank's interest rate and liquidity management policies, which directly influence the Group's deposit and lending rates and thereby impact margins and results of operations given the maturity mismatch between shorter term assets and longer term liabilities. The Central Bank has also used unconventional policy tools from time to time, including the foreign exchange-protected Turkish Lira deposit scheme and various measures aimed at limiting loan pricing, which have impacted the financial condition and profitability of the Turkish banking sector.

Because the Group's interest-bearing liabilities (principally deposits) generally re-price faster than its interest-earning assets, changes in the short-term interest rates in the economy generally are reflected in the rates of interest paid by the Group on its liabilities before such interest rates are reflected in the rates of interest earned by the Group on its assets. Therefore, when short-term interest rates fall, the Group is generally both positively affected (for example, the value of its fixed rate securities portfolio may increase and its interest margins can improve) and negatively impacted (for example, through the decline in net interest margins on assets (such as new loans) funded by relatively low interest rate deposits, including demand deposits). On the other hand, when short-term rates increase, the Group's interest margin is generally negatively affected as it will generally pay higher interest rates on its interest-bearing liabilities before it can modify the rates of its interest-earning assets. An increase in long-term rates generally has at least a short-term negative effect on the Group's net interest margin because its interest-earning assets generally have a longer re-pricing duration than its interest-bearing liabilities and because a portion of its interest-earning assets have fixed rates of interest. In addition, rising interest rates initially would likely reduce the value of the Group's securities investment portfolio, but ultimately would likely result in increased interest income on other assets included in this portfolio. Interest rates are expected to remain volatile as a result of factors generally affecting emerging markets as well as domestic economic and political conditions in Türkiye.

The Group's balance sheet structure provides a partial hedge against short- to medium-term interest rate movements. Lower interest rates, together with economic stability, support loan growth and NPL collections. Higher interest rates, on the other hand, have a positive effect on yields on securities, since a considerable amount of the Group's securities have a variable interest rate, which partly mitigates higher deposit costs and slowing loan growth.

In anticipation of the present interest rate environment, the Group's strategy has been, and continues to be, to expand its business into the profitable corporate and SME banking, which the Bank believes offers a fair risk-adjusted return on high asset quality along with cross-selling opportunities and to increase its fees and commission income. The Group also seeks to increase the proportion of its variable rate assets and liabilities, as compared to its fixed rate assets and liabilities, to the extent such variable rate assets and liabilities become available to the Group on favourable terms.

Securities Portfolio

Interest income derived from the Group's securities portfolio accounted for 25.1% and 28.4% of its total interest income for the three months ended 31 March 2026 and 2025, respectively, and 28.9%, 26.4% and 36.5% of its total interest income for the years ended 31 December 2025, 2024 and 2023, respectively.

The securities portfolio for most Turkish banks is comprised principally of Turkish Government debt securities. The Group's securities portfolio comprises, as of 31 March 2026, 98.6% government debt securities (the vast majority of which were issued by the Turkish government), compared to 98.9%, 99.2% and 98.7%, respectively, as of 31 December 2025, 2024 and 2023. The Group's investment securities portfolio represented 26.0%, 27.0%, 25.4% and 25.9% of the Group's total assets as of 31 March 2026 and 31 December 2025, 2024 and 2023, respectively.

As the Group's investment securities portfolio is comprised largely of Turkish Government debt securities, the Group has experienced insignificant credit losses on its investment securities portfolio to date and established immaterial provisions relating thereto during the three months ended 31 March 2026 and years ended 31 December 2025, 2024 and 2023. However, its trading portfolio (solely Turkish Government debt securities) and available-for-sale investment securities portfolio are marked-to-market with the mark-to-market losses or gains being included in income (for the trading portfolio and where there is a permanent impairment of available-for-sale securities) or shareholders' equity (for the available-for-sale portfolio) as appropriate. In case of permanent impairments of held-to-maturity securities, such impairment losses are also recognised in income.

Loan Portfolio Growth

The Group has generally pursued a policy of increasing its loan portfolio, in particular with an emphasis on the higher yielding business segments of SME, corporate and commercial as well as retail customers. Particularly, as GDP growth in Türkiye and per capita income among the Group's targeted customer base has generally increased over the medium term, the demand for commercial and retail credit has grown. These developments have resulted in an overall increase in the Group's loans and receivables. The Group's loans of TL 2,282,616 million as of 31 March 2026 represented an increase of 8.9% from TL 2,095,987 million as of 31 December 2025, which in turn represented an increase of 37.7% from TL 1,521,643 million as of 31 December 2024, which in turn represented an increase of 15.8% from TL 1,314,292 million as of 31 December 2023. See also "*Selected Statistical and Other Information—The Group's Loan Portfolio—Distribution of Loans and Receivables by Sector*".

Expected Credit Losses

The Group's financial results can be significantly affected by the amount of provisions for expected credit losses recorded in any period. The Bank recognises provisions for impairment by applying the expected credit loss model under TFRS 9.

The Group's expected credit losses for Stage 3 (credit-impaired) assets was TL 41,219 million in 2025, an increase of 110.4 % from TL 19,588 million in 2024, which itself was an increase of 23.6% from TL 15,845 million in 2023. The increase in 2024 was primarily due to increase in risk amount. The increase in 2025 was primarily due to increase in risk amount. During the periods under review, the Group generally had a higher NPL ratio than the Turkish sector average. Halkbank's management believes that this is attributable in part to a denominator impact whereby there is relatively less loan growth or loans are a smaller proportion of assets in comparison to that of the sector as well as state banks' propensity to not write-off or sell NPLs as frequently as competing private banks. While the Turkish government has taken the position that state-owned banks may sell or write off NPLs, the Group has not sold or written off any NPLs in 2025. As of 31 December 2025, the average collection period of NPLs was approximately 2 years.

The following table shows the NPL ratio of the Bank compared to the sector for the periods specified:

	BRSA Unconsolidated			
	As of 31 March 2026	**As of 31 December**		
		2025	**2024**	**2023**
		(%)		
Halkbank	3.5%	3.3%	2.1%	1.5%
Sector average	2.7%	2.5%	1.8%	1.6%

Source: Halkbank (Halkbank and sector comparison data calculated on a BRSA unconsolidated basis)

As of 31 March 2026, the Bank's NPL ratios for its corporate – commercial, consumer loans, SME loans and credit cards segments were 1.5%, 5.7%, 5.1% and 4.2%, respectively. As of the same date, the NPL ratios in

the overall Turkish corporate – commercial, consumer loans, SME loans and credit cards segments were 1.3%, 5.2%, 3.4% and 4.6%, respectively, according to the data published by the BRSA. The Bank has assumed that NPL ratio has already reached its peak levels as of 31 March 2026. For the remainder of calendar year 2026, the Bank expects NPL inflows will continue with a gradually slower pace. Heading into the year-end, the NPL ratio will stabilize at around 3.5% given gradual decline of NPL inflows and higher collection performance expectations compared to the previous year.

Exchange Rates

A portion of the Group's assets and liabilities are denominated in foreign currencies, particularly the U.S. dollar and the Euro. As of 31 March 2026, 35.4% of the Group's total assets and 36.7% of the Group's total liabilities were denominated in foreign currencies. The Group follows a foreign exchange policy which is designed to ensure that foreign exchange assets are matched by foreign exchange liabilities denominated in the same currency after taking into account the effect of derivative instruments in order to minimise its currency risk. It also uses derivatives as needed. Historically, the Group has maintained and may continue to maintain gaps between the balances of its foreign currency assets and liabilities. The Group's net balance sheet opening position was TL 499,095 million, TL 577,247 million, TL 480,536 million and TL (146,491) million as of 31 March 2026 and 31 December 2025, 2024 and 2023, respectively. The decrease as of 31 March 2026 (as compared to 31 December 2025) was due primarily to the decline of cash and cash equivalents. The Group translates such assets and liabilities, as well as interest earned or paid on such assets and liabilities, and gains or losses realised upon the sale of such assets, into Turkish Lira in preparing its financial statements. Nevertheless, the overall effect of exchange rate movements on the Group's results of operations depends on the rate of depreciation or appreciation of the Turkish Lira against its principal trading and financing currencies, as well as the successful implementation of the Group's hedging strategies. The Group recorded a net foreign exchange loss of TL 573 million and TL 5,846 million for the three months ended 31 March 2026 and 2025, and TL 23,881 million, TL 9,453 million and TL 48,684 million for the years ended 31 December 2025, 2024 and 2023.

Exchange rate movements also affect the TL-equivalent value of the Group's foreign currency denominated assets and capital, which can affect capital adequacy either positively (for example, if the TL appreciates, then assets in foreign currencies convert into fewer TL in the calculations of capital adequacy ratios and thus increase the capital adequacy ratios) or negatively (for example, if the TL depreciates, then assets in foreign currency convert into more TL in the calculations of capital adequacy ratios and thus reduce the capital adequacy ratios).

Critical Accounting Policies

The Group's accounting policies are integral to understanding its financial condition and results of operations presented in the BRSA Financial Statements and the notes thereto. The Group's critical accounting policies under the BRSA Principles as of and for the year ended 31 December 2025 are described in the notes to the Group's BRSA Financial Statements as of and for the year ended on such date (significant accounting policies for BRSA Financial Statements for other accounting periods being set forth in the respective notes).

The preparation of the financial statements in accordance with BRSA Principles requires management to make estimates and assumptions that affect the application of policies and in the measurement of income and expenses in the profit and loss statement and in the carrying value of assets and liabilities on the balance sheet and in the disclosure of information in the notes to the financial statements. The Group's critical accounting policies are those that are most important to the portrayal of its financial condition and results of operations and that require the Group to make its most difficult and subjective judgments, often as a result of a need to make estimates of matters that are inherently unpredictable. On an ongoing basis, management evaluates its estimates and judgments, including those related to allowance for losses, investments, income taxes, financing operations and contingencies, litigation and arbitration. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. The actual results may differ from these estimates.

Halkbank's management believes that the following significant accounting policies require more critical judgments or estimates or involve a greater degree of complexity in the application of accounting policies that affect the Group's financial condition and results of operations.

Forward and option contracts and derivative products

Derivative transactions of the Group consist of foreign currency and interest rate swaps, options and forwards. The Group uses derivative instruments for economic hedging purposes and recognises them in accordance with the provisions of TFRS 9.

Pledges arising from derivative transactions recorded in off-balance sheet accounts with their agreement amounts. Derivative transactions are valued at their fair values and the changes in their fair values are recorded on balance sheet under "derivative financial assets" or "derivative financial liabilities", respectively depending on the fair values being positive or negative. Fair value changes of derivative instruments are recorded under "statement of profit or loss" in the "gains and losses on derivative financial transactions" line. Fair values of derivatives are calculated using discounted cash flow model or market value.

Interest income and expenses

Interest income and expenses are recognized on an accrual basis using the effective interest method (the rate that equals the future cash flows of a financial asset or liability to its present net book value) in conformity.

The Bank, within the scope of TFRS 9 Financial Instruments, recognizes interest income on non-performing loans that have been classified as credit impaired (Stage 3), by applying the effective interest method based on the net carrying amount of related loans. Within this context, the accounting principles and practices related to recognizing interest income on non-performing loans are reviewed within the reporting period and adjustments are made in the current period.

Based on the performed assessment for the year ended 31 December 2025, it was concluded that the non-recognition of interest income from non-performing loans in prior periods, did not have a material impact on the financial statements of the previous period. Therefore, no adjustments have been made to the prior period financial statements.

Fee and commission income and expenses

Some of the banking service incomes are recorded as income in the period they are collected. Prepaid fees and commission income obtained from cash and non-cash loans are recorded in the related period by using discounting method with internal rate of return according to the loan maturity within the matching principle.

Fee and commission expenses on borrowings that are paid to other institutions and incorporations for financial liabilities comprise operational costs. These fee and commission expenses are booked under prepaid expenses and transferred to expense accounts in the related periods by using the accrual method according to the financial borrowing maturity within the matching principle.

Financial assets

Financial instruments comprise financial assets, financial liabilities and derivative instruments. The financial assets are included in the balance sheet of the Group, if the Group is a legal party of these financial assets.

The regular-way purchases or sales of financial instruments are recognized or derecognized in the financial statements using one of the recognition methods; on the trade date or the settlement date. Securities purchase and sale transactions are recognized on the settlement date.

Financial assets mainly constitute the majority of the commercial activities and operations of the Group. These instruments have the ability to expose, affect and diminish the risks of liquidity, credit and interest in the financial statements.

Fair value is the amount for which an asset could be exchanged or a liability could be settled, between knowledgeable willing parties in an arm's length transaction. Market value is the amount obtainable from the sale or payable on the acquisition of a financial instrument in an active market, if one exists.

The estimated fair values of financial assets have been determined by the Group using the available market information and appropriate valuation methodologies. However, judgment is necessarily required to interpret market data to develop the estimated fair value. Hence, estimations presented in the BRSA Financial Statements may not be same with the prices in the current market conditions in the case of assets disposals. Book values of some financial assets (which equals to their costs) are assumed to approximate to their fair values due to their short-term nature.

Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both of the following conditions are met:

- Financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at amortised cost are loans and receivables and financial assets. Subsequent to the initial recognition, financial investments are accounted for at amortised cost calculated by using the effective interest rate method. Loans are initially recognized with their cost and carried at their amortized costs calculated using the internal rate of return subsequent to recognition.

Cash Equivalents and Banks

Cash and bank balances denominated in foreign currencies are valued by using the Group's current period end exchange rates. The presented values of cash in TRY, foreign currency cash and banks at balance sheet are the estimated fair values of these assets. The related financial assets have been measured at amortized cost.

Loans and Receivables

Loans and receivables represent unquoted financial assets in an active market that provide money, goods or services to the debtor with fixed or determinable payments.

Loans and receivables are initially recognized with their fair values including settlement costs and carried at their amortized costs calculated using the internal rate of return subsequent to recognition. Transaction fees, dues and other expenses paid for loan guarantees are recognized under the profit and loss accounts.

Consumer and corporate cash loans are recognized under the accounts specified by the Uniform Chart of Accounts and Explanations with their original balances based on their context.

Consumer Price Indexed Government Bonds Accounting Policy

The Bank's securities portfolio includes government bonds, issued by the Republic of Türkiye Ministry of Treasury and Finance, that are indexed to the Consumer Price Index (CPI). The effective interest method is used to account for securities that are classified as measured at amortized cost, whereas those securities classified as measured at fair value through other comprehensive income (FVOCI) are presented in the financial statements at their fair value. For the valuation calculations of these securities, the bond's real coupon rate, the reference inflation index at the issuance date and the projected inflation rates for the bond's maturity date and coupon payment dates are taken into consideration.

The inflation assumptions applied during the valuation of the CPI-indexed securities are determined by taking the bonds' maturity profile and coupon repayment dates into account, with the Bank using swap curves that are reflective of market data. Given that inflation has become more predictable in both the medium and long term, and also taking the maturity structure of the relevant securities into account, the assumptions applied when determining inflation forecasts during the reporting period have been reviewed and the forecast horizon has been updated to align with the coupon rates and maturities of the relevant securities.

Changes in the inflation assumptions used have an impact on the interest income obtained from CPI-indexed securities. If inflation rates are decreased or increased by 1%, the interest income from such securities decreases or increases by TRY 4,369,598 respectively as at 31 March 2026.

Financial assets measured at fair value through other comprehensive income

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- Financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A gain or loss on a financial asset measured at fair value through other comprehensive income is recognised in other comprehensive income, except for impairment gains or losses and foreign exchange gains and losses,

until the financial asset is derecognised or reclassified from equity to profit or loss as a reclassification adjustment at the reclassification date.

Equity Instruments Measured at Fair Value through Other Comprehensive Income

At initial recognition, the Bank may make an irrevocable election, in accordance with TFRS 9, to present subsequent changes in the fair value of an investment in an equity instrument in Other Comprehensive Income. The Bank makes this election separately for each financial instrument. Changes in the fair value of the relevant instruments recognized in Other Comprehensive Income are not reclassified to profit or loss in subsequent periods but are transferred to retained earnings instead.

Financial assets measured at fair value through profit or loss

In accordance with TFRS 9, unless a financial asset is measured at amortized cost or at fair value through other comprehensive income, it is measured at fair value through profit or loss. However, the Group may irrevocably prefer to apply to the financial assets at fair value through other comprehensive income for reflecting future changes in fair value for certain investments in equity instruments that would normally be measured at fair value through profit or loss at the time of initial inception in the financial statements.

Impairment of financial assets

As of 1 January 2018, the Group recognises loan loss allowances for expected credit losses on financial assets and loans measured at amortised cost and measured at fair value through other comprehensive income, loan commitments and financial guarantee contracts not measured at fair value through profit/loss based on TFRS 9 and the regulation published in the Official Gazette no. 29750 dated 22 June 2016 in connection with "Procedures and Principals regarding Classifications of Loans and Allowances Allocated for Such Loans" effective from 1 January 2018. Financial assets measured at fair value are not assessed for impairment.

In accordance with TFRS 9, the Group assesses all financial instruments for which there has been a significant increase in credit risk since initial recognition, by taking into account all supportable information, including reasonable and prospective ones.

As of the reporting date, if the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. However, if there is a significant increase in credit risk of a financial instrument since initial recognition, the Group measures loss allowance regarding such instrument at an amount equal to lifetime expected credit losses.

The Group calculates the expected credit loss on a collective or individual basis by grouping the financial assets having common credit risk features.

The Group constituted a policy in order to make an assessment whether the credit risk on a financial instrument has increased significantly since initial recognition by taking into consideration the change in the risk of a default event occurring over the expected life of the financial instrument.

Calculation of expected credit losses

A credit loss is the present value of the calculated difference between the total cash flows that will occur based on the contractual terms of financial instruments and the total cash flows which the Group expects to collect, with the initial effective interest rate. The Group estimates the cash flows over the expected life of the financial instrument by taking into account all contractual terms of the financial instrument and considers the weighted average of loan losses according to the relevant default risk probabilities for determining expected credit losses.

TFRS 9 permits the measurement of expected credit loss allowances on either a collective or an individual basis by grouping financial assets that share similar credit risk characteristics.

In the case that the Group performs the expected credit loss calculation on an individual basis for financial instruments, it determines the credit loss risk by jointly evaluating the possible outcomes related to the credit loss and the likelihood of these outcomes occurring. Within this context, the estimated expected credit losses are calculated in a manner that reflects an unbiased, probability-weighted figure, taking into consideration the range of possible outcomes.

Under the scope of the collective assessment approach, financial assets are grouped based on shared credit risk characteristics and the expected credit loss is calculated using the relevant risk parameters. Expected Credit Loss is measured on either a 12-month or lifetime basis depending on whether there has been a significant

increase in credit risk since the initial recognition or whether an asset is considered credit-impaired or not. Expected credit loss is calculated using the components of Probability of Default ("**PD**"), Loss Given Default ("**LGD**") and Exposure at Default ("**EAD**").

Macroeconomic indicators are taken into consideration in the determination of the probability of default component in the calculation of expected credit losses. Forward-looking macroeconomic forecasts are incorporated into expected credit losses through the use of multiple scenarios.

Forward-looking macroeconomic information is included in the risk parameters used in TFRS 9 calculations. When incorporating macroeconomic information, econometric models and projections that reflect the relationships between the model risk parameters and macroeconomic variables are taken into consideration.

The expected credit loss calculation is performed by taking three different scenarios into account; optimistic, pessimistic and baseline. The final outcomes are calculated by weighing them according to the scenario probabilities.

Within the scope of TFRS 9, models have been developed for EAD, PD and LGD. During the reporting period, the PD model used for commercial and retail segment customers was updated by calibrating it with recent data and subsequently putting it into use. The Credit Conversion Factor ("**CCF**") and LGD models were reviewed using updated data as part of the annual TFRS 9 model review activities. The models developed under TFRS 9 have a detailed segmentation structure. Loans with similar characteristics have been segmented for the purpose of recognising expected credit losses on a collective basis in the financial statements.

12-Month Expected Credit Losses

12-month expected credit losses represent the portion of lifetime expected credit losses that corresponds to the expected credit losses arising from default events that may occur within 12 months after the reporting date. Paragraph 5.5.5 of the TFRS 9 Standard states that: "...if the credit risk on a financial instrument has not increased significantly since its initial recognition, the entity shall measure the loss allowance for that financial instrument at an amount equal to the 12-month expected credit losses."

According to this, the 12-month expected credit loss is calculated based on the 12-month PD associated with default events expected to occur within 12 months after the reporting date and is determined by multiplying this probability by the LGD and EAD components for the relevant period. In this calculation, the 12-month PDs generated under good, adverse and baseline scenarios—reflecting forward looking macroeconomic expectations—are weighted based on the assigned scenario probabilities to obtain a single weighted PD. The 12-month expected credit loss is then calculated using this weighted PD. If a loan is classified under Group 1 – Standard Loans (Stage 1), a 12-month expected credit loss is calculated over 365 days even if the maturity of the loan exceeds one year. However, when the remaining maturity of the loan falls below one year, the number of days to maturity is used in the calculation (excluding revolving loans and credit cards).

Lifetime Expected Credit Losses

Lifetime expected credit losses are the expected credit losses arising from all possible default events that may occur over the expected life of the financial instrument. The TFRS 9 standard states that: "…if the credit risk on a financial instrument has increased significantly since initial recognition, an entity shall measure the loss allowance for that financial instrument at an amount equal to the lifetime expected credit losses at each reporting date."

If a customer or a loan is classified under Group 2 – Under-Monitoring Loans (Stage 2) or Group 3 – Non-Performing Loans (Stage 3), a lifetime expected credit loss provision is calculated for the loan based on the probabilities of default associated with all possible default events that may occur over the entire life of the loan. Based on this, the lifetime expected credit loss is determined by multiplying the PD for the relevant period by the LGD and EAD components. In this calculation, the PD generated under good, adverse, and baseline scenarios— reflecting forward-looking macroeconomic expectations—are weighted by the probabilities assigned to each scenario to obtain a single weighted PD. The lifetime expected credit loss is then calculated using this weighted PD.

The methods used to calculate expected credit loss provisions for Stage 2 and Stage 3 loans are similar; however, for Stage 3 loans, the probability of default is assumed to be 100%. Furthermore, in the expected credit loss calculations for Stage 3 loans, increasing LGD rates that reflect the post-default recovery cycle are applied, taking into account the time spent in default and historical recovery performance. If the time spent in

default exceeds a certain threshold and additional time does not lead to a meaningful change in the expected loss, an LGD rate of 100% is assumed for the relevant loans, and it is considered that no further recoveries are expected.

Definition of Default

TFRS 9 does not include a direct definition of default, but requires a consistent definition of default to be used in credit risk management. The Group considers qualitative indicators (e.g. financial commitments), if appropriate, when defining a default according to TFRS 9, for the purpose of determining the risk of business default and adopts a definition of default consistent with the definition used for in-house credit risk management purposes for the relevant financial instruments. However, there is a rebuttable presumption that default does not occur later than when a financial asset is 90 days past due unless an entity has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

The definition of default used for these purposes is applied consistently to all financial instruments unless information is available that proves that another definition of default is more appropriate for a particular financial instrument. It takes into account past due more than 90 days and accepts that the debt is in default if at least one of the following two conditions occurs within the framework of the default definition of the Communiqué on Calculation of the Risk Weighted Exposure Amount for Credit Risk by Internal-ratings Based Approaches:

- The Group concludes that the borrower is unlikely to pay credit obligations to the Bank or to the Bank's consolidated financial subsidiaries without using guarantees; or
- the borrower is more than 90 days past due on any material obligation to the Bank or to any of its consolidated financial subsidiaries.

The expected loan loss provision for the loans classified as non-performing loans (Stage 3) is calculated using the estimation of loss given default. This estimation is based on the historical data on a segment basis and determined by the principle loss charge, being the remaining amount after the collection made within the period after each segment has defaulted.

Portfolios with Low Credit Risk

Since accurate results cannot be obtained for those portfolios which previous default information is not available, TFRS 9 states that, the expected credit loss can be calculated by using low default rate for these portfolios.

If the entity determines that a financial instrument has a low credit risk as of the reporting date, it assumes that the credit risk on the financial instrument has not increased significantly following its initial recognition in the financial statement.

Those transactions in the Group are classified as follows:

- Central Bank transactions (Currencies held in Central Bank and reserve requirements);
- Securities (Fair value through other comprehensive income and financial assets measured at amortised cost);
- Treasury Loans; and
- Transactions guaranteed by the Treasury of Republic of Türkiye.

Significant Increase in Credit Risk

Significant increase in credit risk requires measurement of the Group's provision for expected credit losses at lifetime probability of default instead of 12 month expected credit loss.

In the event of a significant increase in credit risk since initial recognition, the financial asset is transferred to Stage 2.

The Group performs both qualitative and quantitative assessments to determine whether there has been a significant increase in credit risk. Under TFRS 9, a holistic approach is adopted in assessing changes in credit risk; while quantitative criteria form the basis of the assessment, qualitative indicators are also incorporated into the evaluation. In determining whether there has been a significant increase in credit risk based on quantitative criteria, the Group uses an approach that focuses on the deterioration in the PD.

Qualitative Assessment:
The Group classifies a financial asset as Stage 2 (Significant Increase in Credit Risk) if any of the following conditions determined through qualitative assessment are met:

- Receivables that are more than 30 days past due as of the reporting date
- Receivables classified under the "Under-Monitoring" category
- Restructuring arrangements granted to a borrower due to financial difficulties that the borrower is experiencing or is likely to experience—where such concessions would not be granted to a borrower that is not experiencing repayment difficulties
- The Group's assessment that the customer is a risky borrower, in line with the principle of prudence
- The customer has a partnership or ownership relationship with another borrower whose exposures have been classified as non-performing

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Quantitative Assessment:
The quantitative assessment used to determine a significant increase in credit risk is based on comparing the probability of default calculated at loan origination with the updated probability of default at the reporting date. The absolute and relative thresholds used in assessing probability of default may vary across segments or loan groups. The Bank classifies a financial asset as Stage 2 (Significant Increase in Credit Risk) when both of the following quantitative criteria are met:

- Relative change in PD: The relative difference between the PD at the reporting date and the PD at initial recognition exceeds the defined threshold.
- Absolute change in PD: The absolute difference between the PD at the reporting date and the PD at initial recognition exceeds the defined threshold.

Provisions and contingent liabilities

Provision and contingent liabilities are accounted in conformity with TAS 37 "Provisions, Contingent Liabilities and Contingent Assets".

In the financial statements, a provision is made for an existing commitment resulted from past events if it is probable that the commitment will be settled and a reliable estimate can be made of the amount of the obligation. Provisions are calculated based on the best estimates of the Group's management on the expenses to incur as of the balance sheet date and, if material, such expenses are discounted for their present values. If the amount is not reliably estimated and there is no probability of cash outflow from the Group to settle the liability, the related liability is considered as "contingent" and disclosed in the notes to the financial statements.

Analysis of the Results of Operations for the Three Months Ended 31 March 2026 and 2025 and the Years Ended 31 December 2025, 2024 and 2023

The following summary financial and operating data for the three months ended 31 March 2026 and 2025, and years ended 31 December 2025, 2024 and 2023, has been extracted from the BRSA Financial Statements. The information below should be read in conjunction with the BRSA Financial Statements and the notes thereto.

	BRSA Consolidated				
	Three months ended 31 March		Year ended 31 December		
	2026	2025	2025	2024	2023
			(TL thousands)		
Interest income	248,603,075	199,400,208	918,258,634	678,010,748	311,779,348
Interest expense	(210,465,353)	(181,552,710)	(821,739,361)	(634,949,484)	(265,792,024)
Net interest income	**38,137,722**	**17,847,498**	**96,519,273**	**43,061,264**	**45,987,324**
Fees and commissions received	25,762,592	18,412,952	88,958,851	60,970,381	31,195,328
Fees and commissions paid	(8,697,257)	(5,144,265)	(27,111,312)	(19,229,386)	(10,127,417)
Net fees and commissions income	**17,065,335**	**13,268,687**	**61,847,539**	**41,740,995**	**21,067,911**
Trading income/(loss) (net)	(7,084,060)	(2,753,343)	(12,068,473)	(21,097,692)	(15,970,397)
Dividend income	3,303	1,752	61,380	33,244	20,280
Other operating income	14,389,728	8,724,169	39,946,374	29,632,372	19,344,012

	BRSA Consolidated				
	Three months ended 31 March		Year ended 31 December		
	2026	2025	2025	2024	2023
Expected loss provision expenses	(10,718,309)	(6,139,395)	(38,544,281)	(10,139,775)	(3,791,234)
Other provision expenses	(15,681)	(244,829)	(234,033)	(57,942)	(48,206)
Impairment losses on loans and other receivables	-	-	-	-	-
Personnel expense	(15,540,749)	(11,085,516)	(52,200,497)	(31,773,575)	(20,249,319)
Other operating expenses	(20,956,718)	(13,389,645)	(60,029,284)	(32,710,445)	(31,243,635)
Net operating income/(loss)	**15,280,571**	**6,229,378**	**35,297,998**	**18,688,446**	**15,116,736**
Income/(loss) from investments in subsidiaries consolidated based on equity method	135,795	119,876	463,332	351,901	210,124
Profit/Loss before tax from continued operations	**15,416,366**	**6,349,254**	**35,761,330**	**19,040,347**	**15,326,860**
Tax provision for continued operations	(5,469,999)	913,968	(6,840,539)	4,186,699	2,426,379
Current period profit/loss from continued operations	**9,946,367**	**7,263,222**	**28,920,791**	**23,227,046**	**17,753,239**
Net profit/(loss)	**9,946,367**	**7,263,222**	**28,920,791**	**23,227,046**	**17,753,239**
Profit/(loss) attributable to:					
Profit/loss of Group	9,505,902	6,404,729	27,130,696	22,037,821	16,830,755
Profit/loss of minority shares	440,465	858,493	1,790,095	1,189,225	922,484

Key Ratios

The Group calculates certain ratios in order to measure its performance and to compare its performance to that of its main competitors. The basis for calculation of ratios that are non-GAAP financial measures is set out in the notes below. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with BRSA Principles. See "*Presentation of Financial and Other Information—Non-GAAP Measures of Financial Performance*" and "*Selected Financial and Other Information—Key Ratios and Other Information*". The following table sets out certain key performance indicators for the Group for the periods indicated:

	BRSA Consolidated				
	Three months ended 31 March		Year ended 31 December		
	2026	2025	2025	2024	2023
	(TL thousands, except percentages)				
Yield[(1)]	27.8%	29.8%	30.6%	31.0%	20.4%
Net interest margin[(2)]	4.3%	2.8%	3.2%	2.0%	2.76%
Net interest spread[(3)]	0.56%	(1.05)%	(1.50)%	(3.56)%	3.01%
Cost to income ratio[(4)]	58.4	69.4%	65.5%	80.1%	73.18%
Operating expenses to total average assets ratio[(5)]	3.19%	3.01%	2.94%	2.37%	2.76%
Return on average total assets[(6)]	0.87%	0.89%	0.76%	0.85%	0.95%%
Return on average shareholders' equity[(7)]	17.53%	16.69%	14.72%	14.85%%	15.12%
Dividend payout ratio[(8)]	-	0.00%	0.01%	0.05%	0.01%
Operating income before provisions (excluding dividend income)[(9)]	62,644,520	37,206,887	186,708,045	93,688,840	70,638,974

(1) Yield represents interest income as a percentage of average interest-earning assets (which is the average of the opening and closing interest-earning assets as of 1 January and 31 December, respectively, for the applicable period). For further information regarding the calculation of average interest-earning assets, see "*Selected Statistical and Other Information*".

(2) Net interest margin represents net interest income before provisions for loan losses as a percentage of average interest-earning assets. For further information regarding the calculation of average interest-earning assets, see "*Selected Statistical and Other Information*".

(3) Net interest spread represents the difference between the average rate of interest earned on interest-earning assets and the average rate of interest accrued on interest-bearing liabilities. For further information regarding the calculation of such average rates, see "*Selected Statistical and Other Information*".

(4) Cost to income ratio represents total operating expenses (excluding net impairment losses on financial assets) divided by total operating income before provisions (excluding dividend income).
(5) Operating expenses to total average assets ratio represents total operating expenses (excluding net impairment losses on financial assets) divided by total average assets (which is the average of the opening and closing amount of total assets as of 1 January and 31 December, respectively, for the applicable period).
(6) Return on average total assets represents net income for the period as a percentage of average total assets (which is the average of the opening and closing balances as of 1 January and 31 December, respectively, for the applicable period). The average total assets for the applicable period is calculated by adding the opening and closing amount of total assets as of 1 January and 31 December, respectively, and dividing by two.
(7) Return on average shareholders' equity represents net income for the period as a percentage of average shareholders' equity (which is the average of the opening and closing balances as of 1 January and 31 December, respectively, for the applicable period). Average shareholders' equity is calculated by adding the opening and closing amount of shareholders' equity as of 1 January and 31 December, respectively, for the applicable period and dividing by two.
(8) Dividend payout ratio represents dividends paid divided by profit for the period.
(9) Operating income before provisions (excluding dividend income) represents the Group's operating income (which equals the sum of net interest income, net fees and commission income, net trading income from securities, net trading gains/loss from derivative financial instruments, foreign exchange gains/losses net, net cost of insurance operations, and other operating income) before provisions (excluding dividend income).

The calculation of the Group's cost to income ratio for the periods indicated is as follows:

	BRSA Consolidated				
	Three months ended 31 March		Year ended 31 December		
	2026	2025	2025	2024	2023
	(TL thousands, except percentages)				
Other operating expenses	20,956,718	13,389,645	60,029,284	32,710,445	31,243,635
Personnel expense	15,540,749	11,085,516	52,200,497	31,773,575	20,249,319
Cost	**36,497,467**	**24,475,161**	**112,229,781**	**64,484,020**	**51,492,954**
Gross operating income(excluding dividend income)	62,508,725	37,087,011	186,244,713	93,336,939	70,428,850
Income	**62,508,725**	**37,087,011**	**186,244,713**	**93,336,939**	**70,428,850**
Cost to income ratio	**58.4**	**66.0**	**60.3**	**69.1**	**73.1**

Interest income

The Group's total interest income consists of interest income from loans and receivables, from holding interest bearing securities, from deposits at banks and other financial institutions and from other money market placements, as well as other interest income. Total interest income is a function of both the volume of interest bearing assets and the yield that the Group earns on these assets. The Group's performing loans and receivables comprise the largest portion of the Group's total assets, representing 49.9%, 47.5%, 49.1% and 57.0% of the Group's total assets as of 31 March 2026 and 31 December 2025, 2024 and 2023, respectively. As a result, the interest rates the Group earns on its loans and receivables typically have the largest impact on the Group's total interest income. For information on the average interest rates earned by the Group on its interest earning assets, see "*Selected Statistical and Other Information—Average Balances*".

The Group's total interest income increased by 24.7% to TL 248,603 million for the three months ended 31 March 2026 from TL 199,400 million for the three months ended 31 March 2025, primarily reflecting increases in interest income on loans, marketable securities, banks and reserve requirements. See *"—Interest on loans*" and "*—Interest on marketable securities*" below.

The Group's total interest income increased by 35.5% to TL 918,259 million for the year ended 31 December 2025 from TL 678,011 million for the year ended 31 December 2024, primarily reflecting increases in interest income on loans, marketable securities and reserve requirements due to several material drivers. The Central Bank's restrictive credit policies enabled banks to price loans with higher yields, thereby increasing back-book (stock) loan yields. The reduction in the policy rate from 50% to 38% by the Central Bank throughout 2025 led to a reduction in the Group's funding costs, thereby widening spreads and facilitating recovery of net interest margin trends. Moreover, the Group has a relatively large securities portfolio in comparison with other banks in the sector. In particular, CPI-linked securities comprised 37% of the Group's total securities portfolio as of 2025 year-end and headline CPI in Turkey ended 2025 at 30.89%. The Central Bank's renumeration on Required Reserve Ratio costs also contributed to the Group's 2025 total interest income. See *"—Interest on loans*", "*—Interest on marketable securities*" and "*—Interest on reserve requirements*" below.

The Group's total interest income increased by 117.5% to TL 678,011 million for the year ended 31 December 2024 from TL 311,779 million for the year ended 31 December 2023, also primarily reflecting increases in interest income on loans, marketable securities and reserve requirements. Each of the Central Bank's restrictive credit polices enabled banks to price loans with higher yields and helped to increase the back-book (stock) loan yields. The Central Bank's decisiveness regarding its price stability goal, increase in credibility in its monetary transmission mechanism and a favourable inflation outlook helped the Group to manage the cost of funding. CPI-linked securities contributed significantly to the Group's total interest income in 2024. CPI-linked securities comprised 41% of the Group's total securities portfolio as of 2024 year-end and headline CPI in Turkey ended 2024 at 44.38%. The Central Bank's renumeration on Required Reserve Ratio costs also contributed to the Group's 2024 total interest income. See "*—Interest on loans*", "*—Interest on marketable securities*" and "*—Interest on reserve requirements*" below.

The following tables set out the components of the Group's total interest income for the periods indicated:

	BRSA Consolidated		
	Three months ended 31 March		Change
	2026	2025	2026/25
	(TL thousands)		(%)
Interest on loans	156,316,341	119,841,828	30.4
Interest on marketable securities	62,394,417	56,685,324	10.1
Interest on banks	3,978,275	1,879,053	111.7
Interest on money market transactions	1,910,792	787,488	142.6
Interest on reserve requirements	20,502,663	17,455,380	17.5
Financial lease interest income	1,237,084	1,308,693	(5.5)
Other interest income	2,263,503	1,442,442	56.9
Total interest income	**248,603,075**	**199,400,208**	24.7

	BRSA Consolidated		
	Year ended 31 December		Change
	2025	2024	2025/24
	(TL thousands)		(%)
Interest on loans	546,737,055	436,691,079	25.2%
Interest on marketable securities	265,395,016	179,074,905	48.2%
Interest on banks	10,924,779	6,568,655	66.3%
Interest on money market transactions	3,047,883	1,100,386	176.9%
Interest on reserve requirements	81,334,302	45,173,425	80.1%
Financial lease interest income	4,448,485	4,164,21	6.8%
Other interest income	6,371,114	5,238,087	21.6%
Total interest income	**918,258,634**	**678,010,748**	**35.4%**

	BRSA Consolidated		
	Year ended 31 December		Change
	2024	2023	2024/23
	(TL thousands)		(%)
Interest on loans	436,691,079	190,800,467	128.9%
Interest on marketable securities	179,074,905	113,889,827	57.2%
Interest on banks	6,568,655	2,079,028	216.0%
Interest on money market transactions	1,100,386	441,826	149.1%
Interest on reserve requirements	45,173,425	35,332	127,754.1%
Financial lease interest income	4,164,211	1,954,745	113.0%
Other interest income	5,238,087	2,578,123	103.2%
Total interest income	**678,010,748**	**311,779,348**	**117.5%**

Interest on loans

Interest income on loans increased by 30.4% to TL 156.316 million for the three months ended 31 March 2026 from TL 119,842 million for the three months ended 31 March 2025, due primarily to an increase in the volume of loans and higher average interest rates on TL-denominated loans.

Interest income on loans increased by 25.2% to TL 546,737 million for the year ended 31 December 2025 from TL 436,691 million for the year ended 31 December 2024, due primarily to both an increase in the volume of loans (see "*—Analysis of Financial Condition as of 31 March 2026 and 31 December 2025, 2024 and 2023—Total assets—Loans*" below) and higher average interest rates on TL-denominated loans.

Interest income on loans increased by 128.9% to TL 436,691 million for the year ended 31 December 2024 from TL 190,800 million for the year ended 31 December 2023, due primarily to an increase in the volume of loans (see "*—Analysis of Financial Condition as of 31 March 2026 and 31 December 2025, 2024 and 2023—Total assets—Loans*" below) and higher average interest rates on TL-denominated (and to a lesser extent, foreign currency) loans.

For additional information, see "*Selected Statistical and Other Information—Analysis of Changes in Net Interest Income and Interest Expense by Volume and Rate*".

Interest income on marketable securities

Interest income on the Group's securities portfolio increased by 10.1% to TL 62,394 million for the three months ended 31 March 2026 from TL 56,685 million for the three months ended 31 March 2025, due primarily to higher average balances of securities held during the relevant period.

Interest income on the Group's securities portfolio increased by 48.2% to TL 265,395 million for the year ended 31 December 2025 from TL 179,075 million for the year ended 31 December 2024, due primarily to higher average balances of securities held (primarily CPI-linked securities) and higher average rates received (primarily reflecting high inflation in 2025).

Interest income on the Group's securities portfolio increased by 57.2% to TL 179,075 million for the year ended 31 December 2024 from TL 113,890 million for the year ended 31 December 2023, due primarily to higher average balances of securities held (primarily CPI-linked securities) and higher average rates received (primarily reflecting high inflation in 2024).

For additional information, see "*Selected Statistical and Other Information—Analysis of Changes in Net Interest Income and Interest Expense by Volume and Rate*".

Interest expense

The Group's interest expense consists of interest expense on deposits, on other money market deposits and on borrowings, on bonds issued as well as other interest expense. Interest expense is a function of both the volume of interest bearing liabilities and the interest rates that the Group pays on these liabilities. The Group's deposits are the largest portion of the Group's total liabilities, representing 78.9%, 84.4%, 82.7% and 89.6% of the Group's total liabilities as of 31 March 2026 and 31 December 2025, 2024, and 2023, respectively. As a result, the interest rates the Group pays on its deposits typically have the largest impact on the Group's total interest expense. For information on the average interest rates paid by the Group on its interest earning liabilities, see "*Selected Statistical and Other Information—Average Balances*".

The Group's total interest expense increased by 15.9% to TL 210,465 million for the three months ended 31 March 2026 from TL 181,553 million for the three months ended 31 March 2025, which primarily reflected increases in the volume of deposits and interbank money market.

The Group's total interest expense increased by 29.42% to TL 821,739 million for the year ended 31 December 2025 from TL 634,949 million for the year ended 31 December 2024, which primarily reflected increases in interest on deposits (see "*—Interest on deposits*" below) and interest expense on money market transactions (see "*—Interest expense on money market transactions*" below). Deposits comprise a majority portion of the Group's liabilities and as of 31 December 2025, deposits comprised 80.23% of total liabilities. As such, the Group's interest expense was mainly driven by deposit interest payments. Additionally, given that the Group's deposits are mainly denominated in Turkish Lira, tight TL monetary policy increased market interest rates and the amount of interest paid. As of 31 December 2025, TL-denominated Interest Bearing Liabilities' (IBL) share was 59.09%.

The Group's interest expense increased by 138.9% to TL 634,949 million for the year ended 31 December 2024 from TL 265,792 million for the year ended 31 December 2023, which primarily reflected increases in interest on deposits (see "*—Interest on deposits*" below) and interest expense on money market transactions (see "*—Interest expense on money market transactions*" below). As of 31 December 2024, deposits comprised 78.27% of the Group's total liabilities and the Group's interest expense was mainly driven by deposit interest

payments. Additionally, given that the Group's deposits are mainly denominated in Turkish Lira, tight TL monetary policy drove higher interest rates and increased the amount of interest paid. As of 31 December 2024, TL denominated Interest Bearing Liabilities' (IBL) share was 65.55%.

The following tables set out the components of the Group's total interest expense for the periods indicated:

	BRSA Consolidated		
	Three months ended 31 March		Change
	2026	2025	2026/25
	(TL thousands)		(%)
Interest on deposits	178,902,220	155,155,894	15.3
Interest expense on money market transactions	19,097,512	13,441,102	42.1
Interest on funds borrowed	4,037,941	5,002,285	(19.3)
Interest on securities issued*	4,922,114	4,519,580	8.9
Interest on leases	707,328	309,855	128.3
Other interest expense	2,798,238	3,123,994	(10.4)
Total interest expense	**210,465,353**	**181,552,710**	15.9

*Represents interest expense on TL-denominated bonds.

	BRSA Consolidated		
	Year ended 31 December		Change
	2025	2024	2025/24
	(TL thousands)		(%)
Interest on deposits	699,524,876	559,153,479	25.1%
Interest expense on money market transactions	76,627,560	56,718,762	35.1%
Interest on funds borrowed	19,036,077	9,108,086	109.0%
Interest on securities issued*	18,591,121	6,659,056	179.2%
Other interest expense	5,894,777	2,462,725	139.4%
Total interest expense	**821,739,361**	**634,949,484**	**29.4%**

*Represents interest expense on TL-denominated bonds.

	BRSA Consolidated		
	Year ended 31 December		Change
	2024	2023	2024/23
	(TL thousands)		(%)
Interest on deposits	559,153,479	238,397,679	134.5%
Interest expense on money market transactions	56,718,762	16,153,908	251.1%
Interest on funds borrowed	9,108,086	1,406,349	547.6%
Interest on securities issued*	6,659,056	7,762,687	(14.2%)
Other interest expense	2,462,725	1,831,617	34.5%
Total interest expense	**634,949,484**	**265,792,024**	**138.9%**

*Represents interest expense on TL-denominated bonds.

Interest on deposits

Interest on deposits increased by 15.3% to TL 178,902 million for the three months ended 31 March 2026 from TL 155,156 million for the three months ended 31 March 2025, due primarily to an increase in the volume of deposits. In detail, the volume of total time deposits increased during the relevant period, in which both the volume of TL time deposits and also FX time deposits grew. Even though the Bank saw the declining trend of interest rates on time deposits (both on TL and FX) during the same period, the impact of increased volumes outpaced the impact stemming from declining interest rates. Accordingly, the Bank witnessed an increased interest expense on deposits.

Interest on deposits increased by 25.1% to TL 699,525 million for the year ended 31 December 2025 from TL 559,153 million for the year ended 31 December 2024, due primarily to an increase in the volume of TL and foreign currency deposits (see "*—Analysis of Financial Condition as of 31 March 2026 and 31 December 2025, 2024 and 2023—Total liabilities and shareholders' equity—Deposits*" below). Due to regulatory action

to reduce FX deposits, the Central Bank's TL deposit share targets increased in 2025, which increased competition to meet TL deposit targets and led to increases in TL deposit interest rates.

Interest on deposits increased by 134.5% to TL 559,153 million for the year ended 31 December 2024 from TL 238,398 million for the year ended 31 December 2023, due primarily to an increase in the volume of TL and foreign currency deposits (see "*—Analysis of Financial Condition as of 31 March 2026 and 31 December 2025, 2024 and 2023—Total liabilities and shareholders' equity—Deposits*" below) and tight TL monetary policy.

For additional information, see "*Selected Statistical and Other Information—Analysis of Changes in Net Interest Income and Interest Expense by Volume and Rate*".

Interest expense on money market transactions

Interest expense on money market transactions increased by 42.1% to TL 19,098 million for the three months ended 31 March 2026 from TL 13,441 million for the three months ended 31 March 2025, due primarily to a strong increase (nearly double) in money markets volumes despite lower average interest rates.

Interest expense on money market transactions increased by 35.1% to TL 76,628 million for the year ended 31 December 2025 from TL 56,719 million for the year ended 31 December 2024, due primarily to an increase in wholesale funding amount. The Group's willingness to enter into foreign currency wholesale funding increased as compared to previous years.

Interest expense on money market transactions increased by 251.1% to TL 56,719 million for the year ended 31 December 2024 from TL 16,154 million for the year ended 31 December 2023, due primarily to an increase in money market transactions.

Net interest income

Net interest income is the difference between the Group's total interest income and total interest expense—*i.e.*, the difference between the interest income that the Group receives on its interest earning assets and the interest expense that it pays on its interest bearing liabilities. Net interest income is the principal source of income for the Group and thus the differential between the interest rates that it receives on interest earning assets and the interest rates that it pays on interest bearing liabilities (*i.e.*, its average spread), and the volume of such assets and liabilities, tend to have the most significant impact on the Group's results of operations. Net interest income represented 61.0%, 48.2%, 51.8%, 46.1%, and 65.3% of total operating income before provisions (excluding dividend income) for the three months ended 31 March 2026 and 2025 and the years ended 31 December 2025, 2024 and 2023, respectively.

The Group's net interest income increased by 113.7% to TL 38,138 million for the three months ended 31 March 2026 from TL 17,847 million for the three months ended 31 March 2025, primarily reflecting an increase in interest income that was offset in part by an increase in interest expense.

The Group's net interest income increased by 124.2% to TL 96,519 million for the year ended 31 December 2025 from TL 43,061 million for the year ended 31 December 2024, primarily reflecting an increase in interest income that was offset in part by an increase in interest expense. Increase in loans and securities, high loan yields, high security yields, as well as an elevated CPI-linked securities portfolio contributed to the increase in interest income for the Group. On the other hand, decrease in the cost of funding in line with the policy rate cuts in 2025 also reflected positively on net interest income.

The Group's net interest income decreased by 6.4% to TL 43,061 million for the year ended 31 December 2024 from TL 45,987 million for the year ended 31 December 2023, primarily reflecting an increase in interest expense that was only partially offset by an increase in interest income. The Central bank maintained tight monetary policies in 2024, increasing the policy rate to 50% from 42.5% and ending the year with a 47.5% policy rate. This resulted in an increase in cost of funding, driving a higher increase in interest expense as compared to interest income.

The Group's net interest margin was 4.3%, 2.8%, 3.2%, 2.0% and 2.76% for the three months ended 31 March 2026 and 2025 and the years ended 31 December 2025, 2024 and 2023, respectively.

For additional information, see "*Selected Statistical and Other Information—Average Interest-Earning Assets, Yields, Margin and Spreads*".

The calculation of the Group's net interest margin for the indicated periods is as follows:

	BRSA Consolidated				
	Three months ended 31 March		Year ended 31 December		
	2026	2025	2025	2024	2023
	(TL thousands, except percentages)				
Net interest income	38,137,722	17,847,498	96,519,273	43,061,264	45,987,324
Average interest-earning assets	3,572,340,073	2,583,483,917	2,998,637,139	2,184,160,740	1,527,710,184
Net interest margin	**4.3%**	**2.8%**	**3.2%**	**2.0%**	**3.0%**

Net fees and commissions income

Net fees and commissions income is the difference between the Group's fees and commissions income and fees and commissions expenses. Net fees and commissions income is the second largest source of income for the Group. The Group earns fees and commission income on both capital-intensive products (such as origination fees on cash loans, fees for letters of credit and guarantees and fees in connection with insurance transactions) and non-capital-intensive products (such as investment advice and brokerage fees in respect of debt and equity trading).

The Group's net fees and commissions income increased by 28.6% to TL 17,065 million for the three months ended 31 March 2026 from TL 13,269 million for the three months ended 31 March 2025, reflecting an increase in fees and commissions income.

The Group's net fees and commissions income increased by 48.2% to TL 61,848 million for the year ended 31 December 2025 from TL 41,741 million for the year ended 31 December 2024, reflecting an increase in fees and commissions income (due primarily to increases in credit card usage in an inflationary operating environment which led to an increase in payment system fees (comprising 42% of net fees and commissions income in 2025), money transfers (comprising 22% of net fees and commissions income in 2025), non-cash loans (comprising 16% of net fees and commissions income in 2025) and overall active customer base) that was partially offset by an increase in fees and commissions expense (due primarily to tight financial conditions and elevated inflation).

The Group's net fees and commissions income increased by 98.1% to TL 41,741 million for the year ended 31 December 2024 from TL 21,068 million for the year ended 31 December 2023, reflecting an increase in fees and commissions income (due primarily to increases in credit card usage which led to an increase in payment system fees (comprising 48% of net fees and commissions income in 2024), money transfers (comprising 13% of net fees and commissions income in 2024), non-cash loans (comprising 18% of net fees and commissions income in 2024) and overall active customer base) that was partially offset by an increase in fees and commissions expense (due primarily to tight financial conditions and elevated inflation).

The following tables set out the components of the Group's fees and commission income and expenses for the periods indicated:

	BRSA Consolidated		
	Three months ended 31 March		Change
	2026	2025	2026/25
	(TL thousands)		(%)
Non-cash loans	3,904,593	2,817,908	38.6
Other	21,857,999	15,595,044	40.2
Fees and commissions income	**25,762,592**	**18,412,952**	**39.9**
Non-cash loans	33,277	17,009	95.6
Other	8,663,980	5,127,256	69.0
Fees and commissions expenses	**8,697,257**	**5,144,265**	**69.1**
Net fees and commissions income	**17,065,335**	**13,268,687**	**28.6**

	BRSA Consolidated

	Year ended 31 December		Change
	2025	2024	2025/24
	(TL thousands)		(%)
Non-cash loans	13,800,152	10,044,750	37.4%
Other	75,158,699	50,925,631	47.6%
Fees and commissions income	**88,958,851**	**60,970,381**	**45.9%**
Non-cash loans	91,037	78,112	16.5%
Other	27,020,275	19,151,274	41.1%
Fees and commissions expenses	**27,111,312**	**19,229,386**	**41.0%**
Net fees and commissions income	**61,847,539**	**41,740,995**	**48.2%**

	BRSA Consolidated		
	Year ended 31 December		Change
	2024	2023	2024/23
	(TL thousands)		(%)
Non-cash loans	10,044,750	6,105,059	64.5%
Other	50,925,631	25,090,269	103.0%
Fees and commissions income	**60,970,381**	**31,195,328**	**95.4%**
Non-cash loans	78,112	53,905	44.9%
Other	19,151,274	10,073,512	90.1%
Fees and commissions expenses	**19,229,386**	**10,127,417**	**89.9%**
Net fees and commissions income	**41,740,995**	**21,067,911**	**98.2%**

Other operating income

Other operating income increased by 64.9% to TL 14,390 million for the three months ended 31 March 2026 from TL 8,724 million for the three months ended 31 March 2025, due primarily to reflecting reversals of loan loss and performing loan provisions and asset revaluations of the Bank's properties. Most of the reversal income came out of the release of performing loan provision. Performing loan provisions reversals were realized at higher levels due to the fact that the model-implied expected credit losses improved. This positive outcome reflects proactive credit risk management. As a results, the Bank required lower performing loan provisions to cover potential credit losses. Other operating income increased by 34.8% to TL 39,946 million for the year ended 31 December 2025 from TL 29,632 million for the year ended 31 December 2024, due primarily to an increase in other income (primarily reflecting (i) reversals of performing and non-performing loan provisions, including a release of TL 8.3 billion provisions of performing loans in 2025 and TL 2.9 billion NPL reversals during the same period and (ii) TL 19 billion upward asset revaluations regarding the Group's assets such as real estate and the Group's subsidiaries.

Other operating income increased by 53.2% to TL 29,632 million for the year ended 31 December 2024 from TL 19,344 million for the year ended 31 December 2023, due primarily to an increase in other income (primarily reflecting (i) reversals of performing and non-performing loan provisions, including a release of TL 11 billion provisions of performing loans in 2024 and TL 4.1 billion NPL reversals during the same period and (ii) TL 9.5 billion upward asset revaluations of the Group's assets such as real estate and the Group's subsidiaries).

The following tables set out the components of the Group's other operating income for the periods indicated:

	BRSA Consolidated		
	Three months ended 31 March		Change
	2026	2025	2026/25
	(TL thousands)		(%)
Adjustments for prior period expenses	6,706,899	3,959,566	69.4

Insurance technical income	238,148	155,273	53.4
Income from the assets sale	274,166	188,415	45.5
Rent income	193,963	152,163	27.5
Other income	6,976,552	4,268,752	63.4
Other operating income	**14,389,728**	**8,724,169**	**64.9**

	BRSA Consolidated		
	Year ended 31 December		Change
	2025	2024	2025/24
	(TL thousands)		(%)
Adjustments for prior period expenses	13,993,243	15,875,207	11.9%
Insurance technical income	726,736	478,482	51.9%
Income from the asset sale	807,473	789,952	2.2%
Rent income	634,901	330,387	92.2%
Other income	23,784,021	12,158,344	95.6%
Other operating income	**39,946,374**	**29,632,372**	**34.8%**

	BRSA Consolidated		
	Year ended 31 December		Change
	2024	2023	2024/23
	(TL thousands)		(%)
Adjustments for prior period expenses	15,875,207	8,638,451	83.8%
Insurance technical income	478,482	252,698	89.3%
Receivable from the asset sale on credit terms	789,952	1,429,164	(44.7%)
Rent income	330,387	167,157	97.7%
Other income	12,158,344	8,856,542	37.3%
Other operating income	**29,632,372**	**19,344,012**	**53.2%**

Expected credit losses and other provisions

Expected credit losses increased by 74.6% to TL 10,718 million for the three months ended 31 March 2026 from TL 6,139 million for the three months ended 31 March 2025, due primarily to the increased performing loan provisions (due to the gradual deterioration seen on customer's risk scoring models) coupled with the elevated non-performing loans balance during the period.

Expected credit losses increased by 280.1% to TL 38,544 million for the year ended 31 December 2025 from TL 10,140 million for the year ended 31 December 2024, due primarily to the deterioration in asset quality due to the Central Bank's decisions to increase the policy rate and implement restrictive credit policies, thereby causing a decrease in loan supply and reducing funding access. Both performing loan provisions and also non-performing loan provisions increased to a larger extent during the relevant period across all sectors.

Expected credit losses increased by 167.5% to TL 10,140 million for the year ended 31 December 2024 from TL 3,791 million for the year ended 31 December 2023, due primarily to the deterioration in asset quality due to the Central Bank's decisions to increase the policy rate and implement restrictive credit policies, thereby causing a decrease in loan supply and reducing funding access.

The following table sets out the Group's expected credit losses and other provisions for the periods indicated:

	BRSA Consolidated				
	Three months ended 31 March		Year ended 31 December		
	2026	2025	2025	2024	2023
	(TL thousands)				
12-month expected credit loss (Stage 1)	1,226,082	1,261,119	7,867,272	989,345	295,341

Significant increase in credit risk (Stage 2)	1,032,612	300,011	4,289,415	1,075,047	267,953
Non-performing loans (Stage 3)	8,459,615	4,578,265	26,387,594	8,075,383	3,227,940
Expected Credit Loss.....	**10,718,309**	**6,139,395**	**38,544,281**	**10,139,775**	**3,791,234**
Marketable securities impairment expense.....					
Financial assets at fair value through profit or loss	-	-	-	-	-
Financial assets at fair value through other comprehensive income	-	-	-	-	-
Impairment losses from associates, subsidiaries, jointly controlled entities	-	-	-	-	-
Other.....	15,681	244,829	234,033	57,942	48,206
Total.....	**10,733,990**	**6,384,224**	**38,778,314**	**10,197,717**	**3,839,440**

The ratio of the Group's non-performing loans to total cash loans was 4.1 %, 3.9 %, 2.1 % and 1.5 % as of 31 March 2026 and 31 December 2025, 2024 and 2023, respectively. The increase as of 31 March 2026 was due primarily to the continuation of the Central Bank’s prolonged tight monetary stance having a negative impact on SME customers.

Personnel expenses

Personnel expenses increased by 40.2% to TL 15,541 million for the three months ended 31 March 2026 from TL 11,086 million for the three months ended 31 March 2025, due primarily to an inflation-based wage increase for employees.

Personnel expenses increased by 64.3% to TL 52,200 million for the year ended 31 December 2025 from TL 31,774 million for the year ended 31 December 2024, due primarily to (i) the recruitment of 1,000 new employees in 2025 and (ii) an inflation-based wage increase for employees to promote retention.

Personnel expenses increased by 56.9% to TL 31,774 million for the year ended 31 December 2024 from TL 20,249 million for the year ended 31 December 2023, due primarily to inflation-based wage increases to compensate the increased cost of living of its employees.

Other operating expenses

Other operating expenses increased by 56.5% to TL 20,957 million for the three months ended 31 March 2026 from TL 13,390 million for the three months ended 31 March 2025, due primarily to an increase in promotion expenses related to credit cards and banking services.

Other operating expenses increased by 83.5% to TL 60,029 million for the year ended 31 December 2025 from TL 32,710 million for the year ended 31 December 2024, due primarily to higher costs due to inflation, branch renovations, new branch openings and an increase in foreign currency expenses.

Other operating expenses increased by 4.7% to TL 32,710 million for the year ended 31 December 2024 from TL 31,244 million for the year ended 31 December 2023, due primarily to higher costs due to inflation, branch renovations, new branch openings and an increase in foreign currency expenses, although these increases were partially offset by the 2024 State Saving and Efficiency Package.

The following tables set out the components of the Group's other operating expenses for the periods indicated:

	BRSA Consolidated		
	Three months ended 31 March		**Change**
	2026	**2025**	**2026/25**
	(TL thousands)		**(%)**
Reserve for employee termination benefits.....	694,500	538,672	28.93
Fixed assets impairment expense	-	-	-
Depreciation expense of fixed assets.....	1,271,025	834,713	52.27
Amortisation expense of intangible assets	388,686	228,201	70.33
Amortisation expense of assets to be sold.....	117,126	26,575	340.74
Leasing expenses on TFRS 16 Exceptions.....	313,846	167,556	87.31
Maintenance expenses.....	277,016	186,078	48.87
Advertisement expenses.....	451,920	694,626	(34.94)

Other expenses	10,839,895	5,792,211	87.15
Loss on sales of assets	721	368	95.92
Other	6,601,983	4,920,645	34.17
Other operating expenses	**20,956,718**	**13,389,645**	**56.51**

	BRSA Consolidated		
	Year ended 31 December		Change
	2025	2024	2025/24
	(TL thousands)		(%)
Reserve for employee termination benefits	2,034,560	379,965	435.5%
Fixed assets impairment expense	107,756	54,314	98.4%
Depreciation expense of fixed assets	3,888,864	2,873,739	35.3%
Amortisation expense of intangible assets	1,433,634	757,302	89.3%
Amortisation expense of assets to be sold	216,448	35,505	509.6%
Leasing expenses on TFRS 16 Exceptions	925,105	712,449	29.8%
Maintenance expenses	1,084,858	631,472	71.8%
Advertising expenses	3,251,026	2,039,176	59.4%
Other expenses	26,395,595	14,135,358	86.7%
Loss on sales of assets	2,436	1,673	45.6%
Other	20,689,002	11,089,492	86.6%
Other operating expenses			
	60,029,284	**32,710,445**	**83.5%**

	BRSA Consolidated		
	Year ended 31 December		Change
	2024	2023	2024/23
	(TL thousands)		(%)
Reserve for employee termination benefits	379,965	387,323	(1.9%)
Fixed assets impairment expense	54,314	25,577	112.4%
Depreciation expense of fixed assets	2,873,739	1,447,052	98.6%
Amortisation expense of intangible assets	757,302	591,129	28.1%
Amortisation expense of assets to be sold	35,505	9,814	261.8%
Leasing expenses on TFRS 16 Exceptions	712,449	547,958	30.0%
Maintenance expenses	631,472	381,993	65.3%
Advertising expenses	2,039,176	1,866,271	9.3%
Other expenses	14,135,358	10,141,688	39.4%
Loss on sales of assets	1,673	14	11,850.0%
Other	11,089,492	15,844,816	(30.0%)
Other operating expenses			
	32,710,445	**31,243,635**	**4.7%**

Tax provision

Tax provision was a expense of TL (5,470) million for the three months ended 31 March 2026, compared to a credit of TL 914 million for the three months ended 31 March 2025, primarily due to the deferred tax effect stemming mostly from the Bank's standalone financials.

Tax provision was an expense of TL 6,841 million for the year ended 31 December 2025, compared to a credit of TL 4,187 million for the year ended 31 December 2024. The provision expense for the year ended 31 December 2025 reflected a current tax charge of TL 3,969 million, a deferred tax expense of TL 17,099 million and a deferred tax income of TL 14,227 million.

Tax provision increased by 72.6% to TL 4,187 million for the year ended 31 December 2024 from TL 2,426 million for the year ended 31 December 2023. The provision income for the year ended 31 December 2024 reflected a current tax charge of TL 2,503 million, a deferred tax expense of TL 17,241 million and a deferred tax income of TL 23,931 million.

The Group's effective tax rate (calculated as the tax income provision, including deferred taxes, divided by its income before tax) was (35.5)%, 14.4%, (19.1)%, 22.0% and 15.8% for the three months ended 31 March

2026 and 2025, and the years ended 31 December 2025, 2024 and 2023, respectively. The Group's income tax payable on its corporate tax income was TL 2,169 million, TL 1,451 million, TL 2,042 million, TL 866 million and TL 406 million for the three months ended 31 March 2026 and 2025 and the years ended 31 December 2025, 2024 and 2023, respectively.

Segmental Information

The tables below present the Group's net profit by operating segment for the periods indicated.

	BRSA Consolidated				
	As of 31 March 2026				
	Corporate / Commercial	Integrated	Treasury / Investment[1]	Other[1]	Total
	(TL thousands)				
Interest income	32,085,275	118,825,770	94,438,186	3,253,844	248,603,075
Interest expense	74,907,330	99,577,635	33,847,508	2,132,880	210,465,353
Net interest income / (loss)	**(42,822,055)**	**19,248,135**	**60,590,678**	**1,120,964**	**38,137,722**
Net fees and commissions income / (loss)	4,759,896	11,411,707	1,689,033	(795,301)	17,065,335
Net trading income / (loss)	36,396	141,929	(7,282,002)	19,617	(7,084,060)
Dividend income	-	-	3,303	-	3,303
Other income	1,127,938	2,068,895	9,839,499	1,489,191	14,525,523
Expected loss provisions expenses	1,130,230	6,690,839	2,630,796	266,444	10,718,309
Other expenses	1,489,096	15,276,806	18,665,307	1,081,939	36,513,148
Income before taxes	**(39,517,151)**	**10,903,021**	**43,544,408**	**486,088**	**15,416,366**
Income tax provision	-	-	(5,249,494)	(220,505)	(5,469,999)
Net profit / (loss)	**(39,517,151)**	**10,903,021**	**38,294,914**	**265,583**	**9,946,367**

	BRSA Consolidated				
	As of 31 March 2025				
	Corporate / Commercial	Integrated	Treasury / Investment[1]	Other[1]	Total
	(TL thousands)				
Interest income	26,471,354	90,488,518	79,772,922	2,667,414	199,400,208
Interest expense	56,727,503	95,881,105	27,358,698	1,585,404	181,552,710
Net interest income / (loss)	**(30,256,149)**	**(5,392,587)**	**52,414,224**	**1,082,010**	**17,847,498**
Net fees and commissions income / (loss)	3,081,143	8,290,648	1,876,911	19,985	13,268,687
Net trading income / (loss)	39,006	4,994,178	(7,843,990)	57,463	(2,753,343)
Dividend income	-	-	1,752	-	1,752
Other income	530,294	1,387,833	6,689,577	236,341	8,844,045
Expected loss provisions expenses	1,154,641	2,844,968	2,063,392	76,394	6,139,395
Other expenses	1,084,749	9,734,286	13,256,327	644,628	24,719,990
Income before taxes	**(28,845,096)**	**(3,299,182)**	**37,818,755**	**674,777**	**6,349,254**
Income tax provision	-	-	1,151,798	(237,830)	913,968
Net profit / (loss)	**(28,845,096)**	**(3,299,182)**	**38,970,553**	**436,947**	**7,263,222**

	BRSA Consolidated				
	As of 31 December 2025				
	Corporate / Commercial	Integrated	Treasury / Investment[1]	Other[1]	Total
	(TL thousands)				
Interest income	115,721,287	410,461,570	381,213,157	10,862,620	918,258,634
Interest expense	257,783,346	415,424,168	141,387,832	7,144,015	821,739,361
Net interest income / (loss)	**(142,062,059)**	**(4,962,598)**	**239,825,325**	**3,718,605**	**96,519,273**
Net fees and commissions income / (loss)	15,903,364	39,965,560	7,132,381	(1,153,766)	61,847,539

	BRSA Consolidated				
	As of 31 December 2025				
	Corporate / Commercial	Integrated	Treasury / Investment[1]	Other[1]	Total
	(TL thousands)				
Net trading income / (loss)	168,527	10,801,106	(23,310,658)	272,552	(12,068,473)
Dividend income	1,999	-	59,381	-	61,380
Other income	3,340,549	3,293,302	31,197,675	2,578,180	40,409,706
Expected loss provisions expenses	3,645,879	19,235,018	15,036,279	627,105	38,544,281
Other expenses	4,678,651	44,560,816	59,904,071	3,320,276	112,463,814
Income before taxes	**(130,972,150)**	**(14,698,464)**	**179,963,754**	**1,468,190**	**35,761,330**
Income tax provision	-	-	(6,117,387)	(723,152)	(6,840,539)
Net profit / (loss)	**(130,972,150)**	**(14,698,464)**	**173,846,367**	**745,038**	**28,920,791**

	BRSA Consolidated				
	As of 31 December 2024				
	Corporate / Commercial	Integrated	Treasury / Investment[1]	Other[1]	Total
	(TL thousands)				
Interest income	111,884,634	309,884,168	247,438,743	8,803,203	678,010,748
Interest expense	208,822,837	333,290,523	87,022,244	5,813,880	634,949,484
Net interest income / (loss)	**(96,938,203)**	**(23,406,355)**	**160,416,499**	**2,989,323**	**43,061,264**
Net fees and commissions income / (loss)	9,748,567	23,482,544	8,273,091	236,793	41,740,995
Net trading income / (loss)	138,529	8,161,744	(29,610,144)	212,179	(21,097,692)
Dividend income	-	-	33,244	-	33,244
Other income	2,938,937	2,098,167	23,836,057	1,111,112	29,984,273
Expected loss provisions expenses	1,858,546	5,958,459	1,883,314	439,456	10,139,775
Other expenses	3,098,567	26,259,058	33,184,945	1,999,392	64,541,962
Income before taxes	**(89,069,283)**	**(21,881,417)**	**127,880,488**	**2,110,559**	**19,040,347**
Income tax provision	-	-	4,814,607	(627,908)	4,186,699
Net profit / (loss)	**(89,069,283)**	**(21,881,417)**	**132,695,095**	**1,482,651**	**23,227,046**

	BRSA Consolidated				
	As of 31 December 2023				
	Corporate / Commercial	Integrated	Treasury / Investment[1]	Other[1]	Total
	(TL thousands)				
Interest income	55,505,271	131,840,799	120,888,521	3,544,757	311,779,348
Interest expense	98,645,795	136,299,948	29,643,188	1,203,093	265,792,024
Net interest income / (loss)	**(43,140,524)**	**(4,459,149)**	**91,245,333**	**2,341,664**	**45,987,324**
Net fees and commissions income / (loss)	5,710,388	10,422,248	4,654,780	280,495	21,067,911
Net trading income / (loss)	592,996	15,936,941	(32,511,910)	11,576	(15,970,397)
Dividend income	-	-	19,801	479	20,280
Other income	539,950	2,050,479	16,680,158	283,549	19,554,136
Expected loss provisions expenses	502,274	1,779,214	1,356,681	153,065	3,791,234
Other expenses	751,758	15,458,776	34,868,319	462,307	51,541,160
Income before taxes	**(37,551,222)**	**6,712,529**	**43,863,162**	**2,302,391**	**15,326,860**
Income tax provision	-	-	2,818,855	(392,476)	2,426,379
Net profit / (loss)	**(37,551,222)**	**6,712,529**	**46,682,017**	**1,909,915**	**17,753,239**

(1) Amounts arising from transactions of general directorate and Halk Yatırım Menkul Değerler AŞ and Halk Gayrimenkul Yatırım Ortaklığı AŞ transactions are presented under the "Treasury / Investment" column, Halk Finansal Kiralama AŞ, Halk Faktoring AŞ, Halk Varlık Kiralama AŞ and Halk Elektronik Para ve Ödeme Hizmetleri AŞ activities presented under the "Other" column.

Corporate/commercial

Net loss from the corporate/commercial segment increased by 37.0% to TL 39,517 million for the three months ended 31 March 2026 from a net loss of TL 28,845 million for the three months ended 31 March 2025, due primarily to the increase in interest expense on deposits.

Net loss from the corporate/commercial segment increased by 47.0% to TL 130,972 million for the year ended 31 December 2025 from TL 89,069 million for the year ended 31 December 2024, due primarily to an increase in net interest loss (primarily reflecting the increase in interest expense on deposits) and an increase in expected loss provisions expenses (primarily reflecting the increase in the riskiness of corporate/commercial customers).

Net loss from the corporate/commercial segment increased by 137.2% to TL 89,069 million for the year ended 31 December 2024 from TL 37,551 million for the year ended 31 December 2023, due primarily to an increase in net interest loss (primarily reflecting the increase in the interest expense on deposits) and an increase in other expenses.

Integrated

Net profit from the integrated segment increased by 430.5% to TL 10,903 million for the three months ended 31 March 2026 from a net loss of TL 3,299 million for the three months ended 31 March 2025, due primarily to the increase in interest income on loans.

Net loss from the integrated segment decreased by 32.8% to TL 14,698 million for the year ended 31 December 2025 from TL 21,881 million for the year ended 31 December 2024, due primarily to a decrease in net interest loss (primarily reflecting the increase in interest income on loans) and an increase in net fees and commissions income, which was offset in part by increases in expected loss provisions expenses and other expenses.

Net loss from the integrated segment was TL 21,881 million for the year ended 31 December 2024, compared to a net profit of TL 6,713 million for the year ended 31 December 2023, due primarily to increases in net interest loss (primarily reflecting the increase in interest expense on deposits) and other expenses.

Treasury/Investment banking

Net profit from the treasury/investment banking segment decreased by 1.7% to TL 38,295 million for the three months ended 31 March 2026 from TL 38,971 million for the three months ended 31 March 2025, due primarily to the increase in other expenses.

Net profit from the treasury/investment banking segment increased by 31.0% to TL 173,846 million for the year ended 31 December 2025 from TL 132,695 million for the year ended 31 December 2024, due primarily to increases in net interest income (primarily reflecting the increase in interest income on securities).

Net profit from the treasury/investment banking segment increased by 184.3% to TL 132,695 million for the year ended 31 December 2024 from TL 46,682 million for the year ended 31 December 2023, due primarily to increases in net interest income (primarily reflecting the increase in interest income on securities) and other income.

Analysis of Financial Condition as of 31 March 2026 and 31 December 2025, 2024 and 2023

The following summary balance sheet data as of the dates indicated has been extracted without material adjustment from the BRSA Financial Statements. The information below should be read in conjunction with the BRSA Financial Statements and the notes thereto.

	BRSA Consolidated			
	As of 31 March 2026	As of 31 December 2025	As of 31 December 2024	As of 31 December 2023
	(TL thousands)			
Assets:				
Cash and cash equivalents	857,537,682	931,322,445	668,900,708	307,720,044
Financial assets at fair value through profit or loss	102,266,638	113,614,142	58,780,587	39,575,733
Financial assets at fair value through other comprehensive income	310,285,887	305,076,966	178,474,734	124,030,934
Derivative financial assets	4,490,247	3,159,291	1,443,415	3,788,379
Loans	2,282,615,931	2,095,986,969	1,521,643,450	1,314,291,600
Lease receivables	20,353,029	20,346,391	13,050,676	10,557,271
Factoring receivables	23,245,809	17,905,811	9,989,739	6,322,492
Other financial assets measured at amortised cost	796,464,569	794,331,884	561,608,947	430,757,449
Expected credit loss (-)	72,533,810	68,436,987	44,950,558	49,966,744
Non current assets held for sale and discontinued operations (net)	212	212	1,034	3,522
Equity investments	5,094,536	4,937,804	3,405,199	3,431,387
Tangible assets (net)	98,750,272	87,043,003	49,092,047	31,184,968
Intangible assets (net)	6,673,538	5,733,691	3,451,162	2,101,641
Investment properties (net)	55,905,974	49,730,868	25,350,087	15,087,803
Current tax asset	148,514	103,388	7,140	-
Deferred tax asset	17,859,520	19,380,129	23,849,997	14,507,046
Other assets	148,391,824	116,834,221	69,760,386	43,617,026
Total Assets	**4,657,550,372**	**4,497,070,228**	**3,143,858,750**	2,297,010,551
Liabilities and Shareholders' Equity:				
Deposits	3,493,410,177	3,607,838,093	2,460,620,455	1,930,881,616
Funds borrowed	125,384,153	116,210,967	64,470,809	23,657,119
Money market funds	459,410,222	241,193,468	256,725,529	28,424,761
Securities issued (net)	32,253,781	21,760,480	12,192,983	17,151,189
Funds	257,547	442,915	927,087	571,618
Financial liabilities at fair value through profit or loss	-	-	-	
Derivative financial liabilities	7,991,432	2,778,458	2,493,751	895,257
Factoring liabilities	32,594	21,704	33,256	16,982
Lease liabilities	9,609,605	8,638,452	4,223,720	2,293,681
Provisions	17,588,522	15,494,036	10,787,097	13,262,861
Current tax liability	21,755,689	19,168,983	9,688,032	5,183,775
Deferred tax liabilities	11,138,585	9,227,992	3,050,785	2,152
Non current liabilities held for sale and discontinued operations (net)	-	-	-	-
Subordinated debt instruments	106,508,789	93,359,040	50,184,304	42,130,280
Other liabilities	141,129,509	137,990,614	98,524,825	89,624,317
Shareholders' equity	231,079,767	222,945,026	169,936,117	142,914,943
Total Liabilities and Shareholders' Equity	**4,657,550,372**	**4,497,070,228**	**3,143,858,750**	**2,297,010,551**

Key Ratios

The following table provides certain of the Group's key ratios as of the dates indicated. The basis for calculation of ratios that are non-GAAP financial measures is set out in the notes below. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with BRSA Principles. See "*Presentation of Financial and Other Information—Non-GAAP Measures of Financial Performance*" and "*Selected Financial and Other Information—Key Ratios and Other Information*".

	BRSA Consolidated				
	As of 31 March		As of 31 December		
	2026	2025	2025	2024	2023
	(percentages)				
Loans to total deposits[(1)]	65.3%	59.7%	58.1%	61.8 %	68.1 %
Loans to total assets[(2)]	49.0%	48.1 %	46.6 %	48.4 %	57.2 %
Securities to total assets[(3)]	26.0%	26.8 %	27.0%	25.4 %	25.9 %
Deposits to total liabilities[(4)]	78.9 %	85.1 %	84.4 %	82.7 %	89.6 %
Cost of Risk[(5)]	0.8%	0.6%	1.4%	(0.4)%	(0.5)%
Non-performing loans to total cash loans[(6)]	4.1%	2.4%	3.9%	2.1%	1.5%
Loan losses reserves to non-performing loans[(7)]	50.1%	55.7%	50.5 %	60.4%	80.4%

(1) Loans to total deposits ratio represents total loans and receivables divided by total deposits (deposits from banks and deposits from customers).
(2) Loans to total assets ratio represents total loans and receivables divided by total assets.
(3) Securities to total assets ratio represents securities divided by total assets.
(4) Deposits to total liabilities ratio represents total deposits (deposits from banks and customers) divided by total liabilities (excluding shareholders' equity).
(5) Cost of risk represents the impairment charge for the period minus recoveries and reversals for the period, divided by average net loans (which is the average of the opening and closing balances as of 1 January and 31 December, respectively, for the applicable period). As of 31 March 2026 and 31 December 2025, 2024 and 2023, on a Bank-only BRSA basis the cost of risk ratio was 0.7%, 1.9%, 0.2% and (0.5)%, respectively.
(6) Non-performing loans to total cash loans ratio represents non-performing loans divided by total cash loans.
(7) Loan losses reserves to non-performing loans ratio represents loan losses reserves divided by non-performing loans. As of 31 March 2026 and 31 December 2025, 2024 and 2023, loan loss reserves to non-performing loans was 50.1%, 50.5%, 60.4% and 80.4%, respectively, on a Bank-only BRSA basis, compared to 75.8%, 74.8%, 76.6% and 81.6% as of the same dates for the Turkish banking sector.

The calculation of the Group's cost of risk as of the dates indicated is as follows:

	BRSA Consolidated				
	As of 31 March		As of 31 December		
	2026	2025	2025	2024	2023
	(TL thousands, except percentages)				
Expected credit loss provisions	10,718,309	6,139,395	38,544,281	10,139,775	(3,791,234)
Provision reversals	6,706,899	3,959,566	13,993,243	15,875,207	8,638,451
Total impairment charge for the period	**4,011,410**	**2,179,829**	**24,551,038**	**(5,735,432)**	**4,847,217**
Average total cash loans	2,119,861,431	1,523,707,197	1,752,933,274	1,371,088,292	1,038,680,887
Cost of risk	**0.8%**	**0.6%**	**1.4%**	**(0.4)%**	**(0.5)%**

Total Assets

The Group's total assets increased by 3.6% to TL 4,657,550 million as of 31 March 2026 from TL 4,497,070 million as of 31 December 2025, which primarily reflected the growth of loans and securities portfolio. See "*—Loans*" below.

The Group's total assets increased by 43.0% to TL 4,497,070 million as of 31 December 2025 from TL 3,143,859 million as of 31 December 2024, which in turn was an increase of 36.9% from TL 2,297,011 million

as of 31 December 2023. The increases as of 31 December 2025 and 2024 primarily reflected increases in the Group's loan portfolio. See "*—Loans*" below.

Loans

Loans have historically comprised the largest portion of the Group's total assets. Loans represented 49.0%, 46.6%, 48.4% and 57.2% of the Group's total assets as of 31 March 2026 and 31 December 2025, 2024 and 2023, respectively.

The Group's loans increased by 8.9 % to TL 2,282,616 million as of 31 March 2026 from TL 2,095,987 million as of 31 December 2025, due primarily to the increased momentum on SME lending growth and ongoing demand on credit cards and consumer segments.

The Group's loans increased by 37.7% to TL 2,095,987 million as of 31 December 2025 from TL 1,521,643 million as of 31 December 2024, due primarily to increasing demand for the Group's loans, primarily with respect to foreign exchange loans, which grew by 31% (in USD) (primarily reflecting the Turkish government's selective loan policy, low exchange rate volatility and comparatively low foreign exchange interest levels). Corporate-commercial segment loans grew by 43% in 2025, mainly due to foreign exchange loans. SME loans grew by 30% while retail loans grew by 25% during the same period.

The Group's loans increased by 15.8% to TL 1,521,643 million as of 31 December 2024 from TL 1,314,292 million as of 31 December 2023, due primarily to increasing demand for the Group's loans, primarily with respect to the SME segment's loan growth and also corporate-commercial segments (primarily reflecting the support of cooperatives loan growth).

The following table sets out the components of the Group's loans as of the dates indicated:

	BRSA Consolidated			
	As of 31 March	As of 31 December		
	2026	2025	2024	2023
	(TL thousands)			
Corporation loans	1,069,622,583	981,684,182	687,989,411	618,198,187
Export loans	140,318,932	124,776,280	64,533,351	47,055,824
Import loans	0	0	0	0
Loans given to financial sector	1,927,250	2,442,241	17,172,562	16,836,202
Consumer loans	184,431,436	174,938,128	151,133,851	154,693,913
Credit cards	183,029,640	155,564,014	108,031,434	68,616,571
Other	217,224,113	195,882,939	147,364,861	128,361,668
Non-specialised loans	**1,796,553,954**	**1,635,287,784**	**1,176,226,956**	**1,033,764,580**
Specialised lending	310,893,646	306,841,453	255,774,786	233,775,287
Accruals	81,192,804	72,303,875	57,226,535	27,055,782
Performing Loans and Receivables	**2,188,640,404**	**2,014,433,112**	**1,489,228,277**	**1,294,595,649**
Non-performing loans and receivables and allowance for impairment:				
Loans under follow-up	93,975,527	81,553,857	32,415,173	19,695,951
Credit impaired losses (Stage 3/specific provisions)	-47,035,768	-41,218,767	-19,588,091	-15,845,130
Loans and Receivables	**2,235,580,163**	**2,054,768,202**	**1,502,055,359**	**1,298,446,470**

Total Liabilities and shareholders' equity

The Group's total liabilities and shareholders' equity increased by 3.6% to TL 4,657,550 million as of 31 March 2026 from TL 4,497,070 million as of 31 December 2025, which primarily reflected the interbank money market growth.

The Group's total liabilities and shareholders' equity increased by 43.0% to TL 4,497,070 million as of 31 December 2025 from TL 3,143,859 million as of 31 December 2024, which in turn was an increase of 37% from TL 2,297,011 million as of 31 December 2023. The increases as of 31 December 2025 and 2024 primarily reflected increases in deposits (see "*—Deposits*" below).

Deposits

Deposits represented 75.0%, 80.2%, 78.3% and 84.1% of the Group's total liabilities as of 31 March 2026 and 31 December 2025, 2024 and 2023, respectively.

Deposits decreased by 3.1% to TL 3,493,410 million as of 31 March 2026 from TL 3,607,838 million as of 31 December 2025, due primarily to the contraction seen in TRY deposits in order not to bear the burden of high cost of TRY deposits.

Deposits increased by 46.6% to TL 3,607,838 million as of 31 December 2025 from TL 2,460,620 million as of 31 December 2024. TL and foreign currency deposits grew proportionally in 2025 as a result of high TL interest rates, the Central Bank's measures favouring Turkish lira deposit share targets, increased credibility in the Central Bank and exchange rate stability.

Deposits increased by 125.8% to TL 2,460,620 million as of 31 December 2024 from TL 1,930,882 million as of 31 December 2023. Regulatory rules in relation to TL deposit shares introduced by the Central Bank, coupled with high TL deposit interest rates, encouraged banks to increase TL deposits. Additionally, gold and other currency denominated deposits have been growing as a result of the depreciating Turkish Lira due to rate differential.

The following table sets out the components of the Group's deposits as of the dates indicated:

	BRSA Consolidated			
	As of 31 March	As of 31 December		
	2026	2025	2024	2023
	(TL thousands)			
Saving deposits	835,530,250	840,020,293	740,445,041	508,555,710
Foreign currency deposits	807,756,926	830,396,713	553,399,815	553,870,806
Public sector deposits	217,911,190	210,340,359	66,497,490	91,357,683
Commercial institutional deposits	727,903,022	776,981,877	572,904,865	418,219,994
Other institutional deposits	196,046,667	184,202,220	129,179,314	77,354,881
Precious metals	344,764,026	282,894,245	115,861,056	78,441,002
Interbank deposits	363,498,096	483,002,386	282,332,874	203,081,540
Total deposits	**3,493,410,177**	**3,607,838,093**	**2,460,620,455**	**1,930,881,616**

Capital Expenditure

The Group's fixed asset totalled TL 98,750 million, TL 87,043 million, TL 49,092 million and TL 31,185 million for three months ended 31 March 2026 and the years ended 31 December 2025, 2024 and 2023, respectively. The Group's fixed asset purchases during these periods principally related to expenses incurred in connection with properties that secured non-performing loans.

Liquidity and Capital Resources

Historically, the Group's primary source of funding has been, and is expected to continue to be, short-term deposits from customers. See "*Risk Management—Management of Specific Risks—Liquidity Risk*".

Deposits represented 75.0%, 80.2%, 78.3% and 84.1% of total liabilities as of 31 March 2026 and 31 December 2025, 2024 and 2023, respectively. As of 31 March 2026, demand deposits from customers represented 27% of total deposits from customers, whereas time deposits from customers represented 73% of total deposits from customers. TL-denominated deposits from customers represented 63.2% of the total deposits from customers as of 31 March 2026.

The following table sets forth the allocation of the Group's funding as of 31 December 2025, 2024 and 2023 and 31 March 2026:

	BRSA Consolidated			
	As of 31 March	As of 31 December		
	2026	2025	2024	2023
	(percentages)			
Time deposits from customers	48.9	51.6	54.2	58.03
Demand deposits from customers	18.3	17.9	15.0	17.0

Deposits from banks	7.8	10.7	9.0	8.8
Obligations under repurchase agreements	9.5	5.0	7.8	0.8
Loans and receivables from banks	2.7	2.6	2.1	1.0
Interbank money market borrowings	0.4	0.4	0.4	0.4
Other liabilities and shareholders' equity	12.4	11.8	11.5	13.7
Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**

Off-Balance Sheet Arrangements

The Group enters into certain financial transactions with off-balance sheet risk in the normal course of business in order to meet the needs of its customers and not for speculative purposes. These transactions involve varying degrees of credit risk and are not reflected in the Group's balance sheet. The Group's maximum exposure to credit losses in connection with these transactions is represented by the contractual amount of these transactions. Since many of the commitments are expected to expire without being drawn upon, the total amount does not necessarily represent future cash requirements.

The following table sets out details of the Group's commitments and contingencies as of the dates indicated, other than derivative financial liabilities which are discussed below:

	BRSA Consolidated			
	As of 31 March	As of 31 December		
	2026	2025	2024	2023
	(TL thousands)			
Letters of guarantee	1,062,963,918	1,020,393,414	706,719,950	534,589,748
Letters of credit	61,199,072	49,967,212	19,439,047	15,295,865
Bank loans	85,826,896	78,546,876	55,198,376	37,949,369
Other guarantees	58,681,787	55,642,341	36,575,495	26,968,407
Total non-cash loans	**1,268,671,673**	1,204,549,843	817,932,868	614,803,389
Other commitments	395,068,235	319,510,951	170,565,810	96,106,483
Commitments for credit card expenditure limits	414,058,484	346,973,832	185,180,994	103,267,784
Total	**2,077,798,392**	**1,871,034,626**	**1,173,679,672**	**814,177,656**

The Group's commitments and contingencies (other than derivative financial liabilities) increased by 11.1% to TL 2,077,798 million as of 31 March 2026 from TL 1,871,035 million as of 31 December 2025, due primarily to the increase in volumes.

The Group's commitments and contingencies (other than derivative financial liabilities) increased by 59.4% to TL 1,871,035 million as of 31 December 2025 from TL 1,173,680 million as of 31 December 2024, which in turn was an increase of 44.2% from TL 814,178 million as of 31 December 2023. The increases as of 31 December 2025 and 2024 were due primarily to the increase in volumes.

The Group mainly issues letters of guarantee by the order of construction companies to be used as performance bonds in Turkey and in the principal export markets for Turkey's goods and services. The Group also issues letters of credit, acceptance and other payment commitments arising in a wide variety of transactions.

Since 2006, the Group has utilised transactions with derivative instruments including interest rate swaps and currency swaps in the foreign exchange and capital markets. Most of these derivative transactions are considered to be effective economic hedges under the Group's risk management policies. Derivative financial instruments are initially recognised at fair value on the date when a derivative contract is entered into and subsequently re-measured at fair value. Any gains or losses arising from changes in fair value on derivatives that do not qualify for hedge accounting are recognised in the income statement. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative. As of 31 March 2026, the carrying amount of derivative financial assets was TL 4,490 million and the carrying amount of derivative financial liabilities was TL 7,991 million. The Group does not engage in derivative transactions for speculative purposes.

Capital Adequacy

The Group is required to comply with capital adequacy guidelines promulgated by the BRSA, which are based upon the standards established by the Bank for International Settlements (the "**BIS**"). These guidelines require banks to maintain adequate levels of regulatory capital against risk-bearing assets and off-balance sheet

exposures. In accordance with these guidelines, the Group must maintain a total capital ratio in excess of 8% calculated in accordance with BRSA regulations. In addition, as a prudential requirement, the BRSA requires a target capital adequacy ratio that is 4% higher than the legal capital ratio. For additional information on the rules governing the Group's capital adequacy ratios, see "*Turkish Regulatory Environment—Capital Adequacy*".

Pursuant to the Regulation on the Measurement and Evaluation of the Capital Adequacy of Banks (which entered into effect on 31 March 2016) (the "**Capital Adequacy Regulation**"): (i) both the unconsolidated and consolidated minimum Common Equity Tier 1 capital adequacy ratio are 4.5%, (ii) both unconsolidated and consolidated minimum Tier 1 capital adequacy ratio are 6.0% and (iii) both unconsolidated and consolidated minimum total capital adequacy ratio are 8.0%. The Capital Adequacy Regulation allows the Bank to use certain credit ratings to calculate the risk-weighted assets for capital adequacy purposes. Until late January 2017, the Bank used only Fitch ratings for the purposes of calculating its risk-weighted assets for capital adequacy purposes. Following the downgrade by Fitch on 2 February 2017 of the Bank's long-term foreign currency rating from BBB- to BB+, the Bank began to use ratings from the Islamic International Rating Agency for foreign currency receivables held with the Central Bank and foreign currency government securities, and from Fitch for all other categories of assets. Accordingly, the Bank's foreign currency receivables held with the Central Bank and foreign currency government securities were not impacted in terms of risk weighting. Had the Bank continued to use only Fitch ratings to calculate its risk-weighted assets for capital adequacy purposes following the Fitch downgrade, management of the Bank estimates that the downgrade would have had a net negative impact of approximately 40 to 50 basis points on the capital adequacy ratios of the Bank, taking into account the BRSA's decision in February 2017 (numbered 7234) to allow Turkish banks to apply a 0% risk weighting to foreign currency reserves. However, any change in BRSA guidance could result in the Bank's capital adequacy ratio declining due to the potential change in the risk weightings of the Bank's assets. *See* "*Risk Factors—Risk Factors Related to the Group—The Group may have difficulty raising capital on acceptable terms, if at all*" in this Base Offering Circular.

The Group maintains regulatory capital adequacy ratios on both a Bank-only and consolidated basis in excess of the regulatory minimums required and recommended levels. The Group's total capital adequacy ratio (calculated pursuant to the BRSA Financial Statements) was 12.98% as of 31 March 2026 compared to 15.56% as of 31 December 2025. The Group's Tier I capital adequacy ratio (calculated pursuant to the BRSA Financial Statements) was 10.79% as of 31 March 2026 compared to 13.02% as of 31 December 2025. The following table sets forth the calculation of the Group's capital adequacy ratios as of each of the indicated dates based upon its BRSA financial statements.

	BRSA Consolidated			
	As of 31 March 2026	**As of 31 December**		
		2025	**2024**	**2023**
	(TL thousands, except percentages)			
Tier I capital	284,426,811	278,650,093	182,969,782	166,845,281
Tier II capital	58,010,050	54,514,623	48,139,479	18,425,505
Deductions from capital	172,860	191,234	231,088	246,237
Total regulatory capital	342,264,001	**332,973,482**	**230,878,173**	**185,024,549**
Value at credit risk	2,384,389,607	1,949,726,997	1,344,854,744	1,110,533,549
Value at market risk	61,353,488	58,595,788	89,151,963	80,959,663
Value at operational risk	190,136,850	131,891,205	95,339,232	69,046,409
Total risk-weighted assets	2,635,879,945	**2,140,213,990**	**1,529,345,939**	**1,260,539,621**
Capital Adequacy Ratios:				
CET1 capital adequacy ratio	8.13%	10.25%	10.89%	10.92%
Tier I capital adequacy ratio	10.79%	13.02%	11.96%	13.24%
Total capital adequacy ratio	12.98%	15.56%	15.10%	14.68%

The significant increases in the Group's capital as of 31 March 2026 primarily reflected growth in the Group's retained earnings, as well as subordinated borrowings comprised of TL 58,010 billion of Tier II capital and 284,426 million of additional Tier I capital.

Credit Ratings

Fitch affirmed the Bank's long-term foreign currency issuer default rating at BB- on 11 June 2026. JCR Eurasia affirmed the Bank's long-term international foreign currency issuer default rating at BB on 28 November 2025. On 3 July 2026 Moody’s provided the Bank with a long term foreign currency deposit rating of Ba3.

SELECTED STATISTICAL AND OTHER INFORMATION

The following tables, which present certain selected statistical information and ratios of the Group as of the dates and for the periods indicated, have been derived from, inter alia, the Bank's own internal accounts, statistics and estimates and have not been audited. The information below should be read in conjunction with "Presentation of Financial and Other Information", "Non-GAAP Measures of Financial Performance", "Management's Discussion and Analysis of Financial Condition and Results of Operations" the BRSA Consolidated and Unconsolidated Financial Statements, including the notes thereto.

Distribution of Assets, Liabilities and Stockholders' Equity; Interest Rates and Interest Differential

Average Balance Sheet and Interest Data

The following tables set out the average balances of assets and liabilities and related interest rates of the Group for each of the periods indicated. For purposes of the following tables, except as otherwise indicated, the average balances are based on beginning and end-period balances. If these balances had been calculated on a "weighted average" or "daily" basis, differences may have resulted, which could be material. See the alternative yield information presented on the basis of averages calculated on a daily basis in "*—Average Interest-Earning Assets, Yields, Margin and Spreads*". Average interest rates have been calculated by dividing the corresponding item of interest income or expense by such average balances.

	BRSA Unconsolidated					
	Three months ended 31 March 2026			Three months ended 31 March 2025		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
ASSETS	(TL thousands, except percentages)					
Interest-Earning Assets						
Deposits in banks[1]	**275,190,037**	**24,240,496**	**8.81%**	**228,668,893**	**19,669,534**	**8.60%**
TL	268,026,322	23,861,902	8.90%	227,205,149	19,310,600	8.50%
Foreign currency	7,163,715	378,594	5.28%	1,463,744	358,934	24.52%
Securities	**1,175,404,074**	**62,078,667**	**5.3%**	**828,245,082**	**56,485,976**	**6.82%**
TL	829,079,868	57,900,231	7.0%	617,073,628	53,864,257	8.73%
Foreign currency	346,324,207	4,178,436	1.2%	211,171,454	2,621,719	1.24%
Loans and receivables to customers and other interest-earning assets[2][3]	**1,911,280,601**	**156,165,719**	**8.2 %**	**1,412,612,632**	**119,745,356**	**8.48%**
TL	1,360,041,447	145,128,887	10.7%	1,028,229,553	111,842,349	10.88%
Foreign currency	551,239,154	11,036,832	2.0%	384,383,098	7,903,007	2.06%
Total Interest-Earning Assets	**3,361,874,712**	**242,484,882**	**7.2%**	**2,469,526,606**	**195,900,866**	**7.9%**
Non-Interest-Earning Assets						
Cash and cash equivalents	580,694,592			419,754,799		
Tangibles	47,901,525			33,428,607		
Equity participations	110,451,928			59,578,830		
Other assets and accrued interest	261,878,621			141,592,821		
Total Average Assets	3,361,874,712			2,469,526,606		
Total Non-Interest Earning Assets	**1,000,926,665**			**654,355,057**		

(1) Comprises balances with banks, interbank funds sold and reserve deposits at the Central Bank.
(2) Overdue interest is included in interest column for loans and receivables.
(3) Loans and receivables include fund loans for which the Group's interest income is only the spread on the total interest.

BRSA Unconsolidated
Year ended 31 December 2025

	Average Balance	Interest	Average Rate
ASSETS	**(TL thousands, except percentages)**		
Interest-Earning Assets			
Deposits in banks[(1)]	**263,092,708**	**91,955,579**	**34.95%**
TL	257,539,397	89,326,182	34.7%
Foreign currency	5,553,311	2,629,397	47.3%
Securities	**978,553,975**	**264,515,027**	**27.03%**
TL	705,590,624	251,326,756	35.6%
Foreign currency	272,963,351	13,188,271	4.8%
Loans and receivables to customers and other interest-earning assets[(2)(3)]	**1,604,478,508**	**545,483,965**	**34.00%**
TL	1,149,230,243	508,112,195	44.2%
Foreign currency	455,248,265	37,371,770	8.2%
Total Interest-Earning Assets	**2,846,125,191**	**901,954,571**	**31.7%**
Non-Interest-Earning Assets			
Cash and cash equivalents	507,879,404		
Tangibles	36,920,355		
Equity participations	82,020,787		
Other assets and accrued interest	184,554,704		
Total Non-Interest Earning Assets	**811,375,250**		
Total Average Assets	**2,846,125,191**		

(1) Comprises balances with banks, interbank funds sold and reserve deposits at the Central Bank.
(2) Overdue interest is included in interest column for loans and receivables.
(3) Loans and receivables include fund loans for which the Group's interest income is only the spread on the total interest.

	BRSA Unconsolidated					
	Year ended 31 December 2024			Year ended 31 December 2023		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
ASSETS	**(TL thousands, except percentages)**					
Interest-Earning Assets						
Deposits in banks[(1)]	126,619,134	50,682,304	40.03%	5,100,247	1,478,547	0.29%
TL	123,534,290	48,501,690	39.26%	2,565,764	717,110	27.95%
Foreign currency	3,084,744	2,180,614	70.69%	2,534,484	761,437	30.04%
Securities	662,257,573	178,335,929	26.93%	441,586,986	113,557,224	25.72%
TL	472,945,584	168,707,199	35.67%	295,490,212	103,989,163	35.19%
Foreign currency	189,311,989	9,628,730	5.09%	146,096,775	9,568,061	6.55%
Loans and receivables to customers and other interest-earning assets[(2)(3)]	1,301,202,125	435,987,131	33.51%	1,021,085,157	189,955,431	18.60%
TL	997,317,129	409,396,065	41.05%	807,821,784	172,621,520	21.37%
Foreign currency	303,884,996	26,591,066	8.75%	213,263,373	17,333,911	8.13%
Total Interest-Earning Assets	**2,090,078,831**	**665,005,364**	**31.82%**	**1,467,772,390**	**304,991,202**	**20.78%**
Non-Interest-Earning Assets						
Cash and cash equivalents	343,201,410			222,762,337		
Tangibles	24,181,355			16,058,518		
Equity participations	43,109,912			23,989,707		
Other assets and accrued interest	108,181,798			63,534,815		
Total Non-Interest Earning Assets	**518,674,474**			**326,345,376**		
Total Average Assets	**2,090,078,831**			**1,467,772,390**		

(1) Comprises balances with banks, interbank funds sold and reserve deposits at the Central Bank.
(2) Overdue interest is included in interest column for loans and receivables.
(3) Loans and receivables include fund loans for which the Group's interest income is only the spread on the total interest.

	BRSA Unconsolidated					
	Three months ended 31 March 2026			Three months ended 31 March 2025		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
LIABILITIES	(TL thousands, except percentages)					
Interest-Bearing Liabilities						
Deposits from customers	**2,395,358,348**	**179,020,609**	**7.5%**	**1,806,631,004**	**154,994,897**	**8.6%**
TL	1,874,371,608	176,706,136	9.43%	1,408,528,568	152,567,818	10.83%
Foreign Currency	520,986,740	2,314,473	0.44%	398,102,437	2,427,079	0.61%
Funds Borrowed and Other interest bearing liabilities	**201,134,984**	**11,245,971**	**5.6%**	**114,355,111**	**12,467,377**	**10.9%**
TL	49,449,028	8,777,494	17.75%	77,265,523	11,915,353	15.42%
Foreign currency	151,685,956	2,468,477	1.63%	37,089,588	552,024	1.49%
Obligations under repurchase agreements and money market borrowings	**334,330,999**	**17,370,118**	**5.20%**	**229,063,873**	**12,107,963**	**5.3%**
TL	230,259,587	16,377,039	7.11%	161,764,124	11,386,158	7.04%
Foreign currency	104,071,413	993,079	0.95%	67,299,749	721,805	1.07%
Total For Interest-Bearing Liabilities	**2,930,824,331**	**207,636,698**	**7.08%**	**2,150,049,987**	**179,570,237**	**8.4%**
TL	2,154,080,222	201,860,669	9.37%	1,647,558,214	175,869,329	10.67%
Foreign currency	776,744,109	5,776,029	0.74%	502,491,773	3,700,908	0.74%
Total Non-Interest-Bearing Liabilities						
Demand Deposit	1,033,852,853			695,789,188		
Accrued interest and other liabilities	157,390,803			98,096,115		
Current and deferred tax liabilities	18,552,570			9,858,105		
Equity	222,180,822			170,088,269		
Total Non-Interest Bearing Liabilities	**1,431,977,046**			**973,831,676**		
Total Average Liabilities	**2,930,824,331**			**3,123,881,663**		

	BRSA Unconsolidated		
	Year ended 31 December 2025		
	Average Balance	Interest	Average Rate
LIABILITIES	(TL thousands, except percentages)		
Interest-Bearing Liabilities			
Deposits from customers	**2,090,464,852**	**699,084,123**	**33.44%**
TL	1,667,280,194	686,865,288	41.20%
Foreign Currency	423,184,658	12,218,835	2.89%
Funds Borrowed and Other interest bearing liabilities	**151,084,283**	**42,429,972**	**28.08%**
TL	64,131,873	36,953,369	57.62%
Foreign currency	86,952,410	5,476,603	6.30%
Obligations under repurchase agreements and money market borrowings	**236,359,764**	**70,668,940**	**29.90%**
TL	139,162,008	67,755,417	48.69%
Foreign currency	97,197,756	2,913,523	3.00%
Total For Interest-Bearing Liabilities	**2,477,908,899**	**812,183,035**	**32.78%**
TL	1,870,574,075	791,574,074	42.32%
Foreign currency	607,334,824	20,608,961	3.39%
Total Non-Interest-Bearing Liabilities			
Demand Deposit	843,971,930		
Accrued interest and other liabilities	130,068,946		
Current and deferred tax liabilities	13,116,752		
Equity	192,433,915		
Total Non-Interest Bearing Liabilities	**1,179,591,542**		

Total Average Liabilities	**2,477,908,899**

	BRSA Unconsolidated					
	Year ended 31 December 2024			Year ended 31 December 2023		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
LIABILITIES						(TL thousands, except percentages)
Interest-Bearing Liabilities						
Deposits from customers	**1,520,331,323**	**558,294,299**	**36.72%**	**1,030,107,826**	**238,671,738**	**23.17%**
TL	1,181,423,366	549,165,519	46.48%	716,100,327	215,597,456	30.11%
Foreign Currency	338,907,957	9,128,780	2.69%	314,007,499	23,074,282	7.35%
Funds Borrowed and Other interest bearing liabilities	**105,229,604**	**16,510,916**	**15.69%**	**94,291,048**	**10,465,054**	**11.10%**
TL	65,097,654	11,691,367	17.96%	54,247,906	5,582,839	10.29%
Foreign currency	40,131,950	4,819,549	12.01%	40,043,142	4,882,215	12.19%
Obligations under repurchase agreements and money market borrowings	**133,305,737**	**51,809,839**	**38.87%**	**61,077,218**	**14,470,336**	**23.69%**
TL	81,295,168	50,010,592	61.52%	47,830,177	13,642,071	28.52%
Foreign currency	52,010,570	1,799,247	3.46%	13,247,041	828,265	6.25%
Total For Interest-Bearing Liabilities	**1,758,866,663**	**626,615,054**	**35.63%**	**1,185,476,092**	**263,607,128**	**22.24%**
TL	1,327,816,185	610,867,478	46.01%	818,178,410	234,822,366	28.70%
Foreign currency	431,050,477	15,747,576	3.65%	367,297,682	28,784,762	7.84%
Total Non-Interest-Bearing Liabilities						
Demand Deposit	606,969,872			436,777,442		
Accrued interest and other liabilities	88,546,084			55,204,003		
Current and deferred tax liabilities	6,900,333			7,131,175		
Equity	147,470,354			109,529,055		
Total Non-Interest Bearing Liabilities	**849,886,642**			**608,641,674**		
Total Average Liabilities	**1,758,866,663**			**1,185,476,092**		

Net Changes in Interest Income and Expense - Volume and Rate Analysis

The following table presents certain information regarding changes in interest income and interest expense of the Group during the periods indicated. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to:

- Changes in volume (changes in average outstanding balances multiplied by the prior year's average interest rate); and
- Changes in interest rate (changes in average interest rate times the average outstanding balances at end of the year).

	BRSA Consolidated								
	Three months ended 31 March 2026/2025			Year ended 31 December 2025/2024			Year ended 31 December 2024/2023		
	Increase/(Decrease) due to *changes in*			Increase/(Decrease) due to *changes in*			Increase/(Decrease) due to *changes in*		
	Volume	Rate	Total	Volume	Rate	Total	Volume	Rate	Total
	(TL thousands)			(TL thousands)			(TL thousands)		
Interest Income									
Interest on loans and receivables (including overdue interest income)	44,360,311	(7,885,798)	36,474,513	107,827,336	2,218,640	110,045,976	54,293,910	191,596,702	245,890,612
Interest on securities	23,843,852	(18,134,759)	5,709,093	86,025,904	294,207	86,320,111	57,259,707	7,925,371	65,185,078

Interest on deposits with banks and other financial institutions and money market placements and other interest income	7,616,328	(597,067)	7,019,261	59,943,668	(16,061,869)	43,881,799	29,836,427	25,319,283	55,155,710
Total Interest Income	**76,322,567**	**(27,119,700)**	**49,202,867**	**252,831,095**	**(12,583,209)**	**240,247,886**	**133,970,257**	**232,261,143**	**366,231,400**
Interest Expense									
Interest on deposits	51,409,186	(27,662,860)	23,746,326	211,626,474	(71,255,077)	140,371,397	115,165,480	205,590,320	320,755,800
Interest on other money market deposits	6,148,711	(492,301)	5,656,410	42,365,363	(22,456,565)	19,908,798	18,288,356	22,276,498	40,564,854
Interest on funds borrowed and funds granted for loan	7,557,795	(8,119,605)	(561,810)	13,092,824	8,767,232	21,860,056	5,754,475	843,631	6,598,106
Other interest expense	3,154,461	(3,082,744)	71,717	597,057	4,052,569	4,649,626	(186,158)	1,424,858	1,238,700
Total Interest Expense	**68,223,182**	**(39,310,539)**	**28,912,643**	**262,942,728**	**(76,152,851)**	**186,789,877**	**129,964,794**	**236,192,666**	**369,157,460**
Net changes in net interest income	**7,653,109**	**12,637,115**	**20,290,224**	**6,734,847**	**46,723,162**	**53,458,009**	**8,389,257**	**(11,315,317)**	**(2,926,060)**

Average Interest-Earning Assets, Yields, Margin and Spreads

The following table shows the average interest-earning assets, interest-bearing liabilities, interest income, interest expenses, net interest income, average yields, average margins and average spreads for the Group for each of the periods indicated.

	BRSA Unconsolidated			
	Three months ended 31 March 2026	Year ended 31 December 2025	2024	2023
	(TL thousands, except percentages)			
Average interest-earning assets[1]				
TL	2,457,147,636	2,112,360,264	1,593,797,002	1,105,877,759
Foreign currency	904,727,076	733,764,927	496,281,729	361,894,631
Total	**3,361,874,712**	**2,846,125,191**	**2,090,078,732**	**1,467,772,390**
Average interest-bearing liabilities[1]				
TL	2,154,080,222	1,870,574,075	1,327,816,187	818,178,410
Foreign currency	776,744,109	607,334,824	431,050,476	367,297,681
Total	**2,930,824,331**	**2,477,908,899**	**1,758,866,664**	**1,185,476,091**
Interest Income				
TL	226,891,020	848,765,133	626,604,954	277,327,793
Foreign currency	15,593,862	53,189,438	38,400,410	27,663,409
Total	**242,484,882**	**901,954,571**	**665,005,364**	**304,991,202**
Interest Expense				
TL	201,860,669	791,574,074	610,867,478	234,822,366
Foreign currency	5,776,029	20,608,961	15,747,576	28,784,762
Total	**207,636,698**	**812,183,035**	**626,615,054**	**263,607,128**
Net Interest Income				
TL	25,030,351	57,191,059	15,737,476	42,505,427
Foreign currency	9,817,833	32,580,477	22,652,834	(1,121,353)
Total	**34,848,184**	**89,771,536**	**38,390,310**	**41,384,074**
Average Yield[2]				

TL	36.94%	40.18%	39.32%	25.08%
Foreign currency	6.89%	7.25%	7.74%%	7.64%
Total	**28.85%**	**31.69%**	**31.82%**	**20.78%**
Average Margin[3]				
TL	4.07%	2.71%	0.99%	3.84%
Foreign currency	4.34%	4.44%	4.56%	(0.31)%
Total	**4.15%**	**3.15%**	**1.84%**	**2.82%**
Average Spread[4]				
TL	(0.55)%	(2.14)%	(6.69)%	(3.62)%
Foreign currency	3.92%	3.86%	4.08%	(0.19)%
Total	**0.51%**	**(1.09)%**	**(3.81)%**	**(1.46)%**

(1) Average balances based on beginning and end period data.
(2) Yield represents interest income as a percentage of average interest-earning assets.
(3) Margin represents net interest income before provisions for loan losses as a percentage of average interest-earning assets.
(4) Spread represents the difference between the average rate of interest earned on interest-earning assets and the average rate of interest accrued on interest-bearing liabilities.

Balance Sheet Currency Profile

The following table sets out the Group's balance sheet currency profile as of 31 March 2026 and 31 December 2025, 2024 and 2023:

	BRSA Consolidated
	As of 31 March 2026
	(TL thousands)
Total foreign currency assets	1,646,493,262
Total foreign currency liabilities	1,690,837,578
Net foreign currency position	**(44,344,316)**

	BRSA Consolidated
	As of 31 December 2025
	(TL thousands)
Total foreign currency assets	1,597,672,340
Total foreign currency liabilities	1,683,599,906
Net foreign currency position	**(85,927,566)**

	BRSA Consolidated
	As of 31 December 2024
	(TL thousands)
Total foreign currency assets	961,871,660
Total foreign currency liabilities	988,664,271
Net foreign currency position	**(26,792,611)**

	BRSA Consolidated
	As of 31 December 2023
	(TL thousands)
Total foreign currency assets	754,528,808
Total foreign currency liabilities	901,020,256
Net foreign currency position	**(146,491,448)**

Securities Portfolio

Overview

The Group's securities portfolio comprises trading securities and investment securities. The Group enters into Turkish Government bond auctions held by the Turkish Treasury as one of 13 primary dealers (market makers). In addition, the Group buys and sells Turkish Government bonds and Eurobonds in over-the-counter transactions, through the BIST bonds/bills market and directly with its customers. The Group also enters into

purchases and sales of securities under repurchase agreements. Investments sold under repurchase agreements continue to be recognised in the balance sheet and are measured in accordance with the accounting policy for the related securities portfolio as appropriate.

As of 31 March 2026 and 31 December 2025, on a Bank-only BRSA basis, 52.5% and 52.3% of the Bank's securities portfolio was represented by floating rate securities, with 41.0% and 41.1% represented by fixed rate securities, respectively.

Book Value of Investments

The following table shows a breakdown of securities held by the Group as of the dates indicated:

	BRSA Consolidated			
	As of 31 March		As of 31 December	
	2026	2025	2024	2023
	(TL thousands)			
Financial assets at fair value through profit or loss:				
TL	14,447,014	10,424,506	2,226,939	39,538,388
Foreign currency	87,819,624	103,189,636	56,553,648	37,345
Investment securities:				
Financial assets at fair value through other comprehensive income				
TL	132,345,518	132,780,215	108,002,223	69,720,912
Foreign currency	177,940,369	172,296,751	70,472,511	54,310,022
Financial assets measured at amortised cost				
TL	691,544,267	694,821,347	474,074,684	293,803,473
Foreign currency	104,920,302	99,510,537	87,534,263	136,953,976
Total	**1,209,017,094**	**1,213,022,992**	**798,864,268**	**594,364,116**

Financial assets at fair value through profit or loss

Securities purchased with the intention of recognising short-term profits and financial assets that are designated on initial recognition are classified as financial assets at fair value through profit or loss. Derivatives are also classified as trading unless they are designated as effective hedging instruments. After initial recognition, securities that are classified as trading are measured at estimated fair value. Changes in the estimated fair value are included in the consolidated statements of income incorporated by reference in this Base Prospectus within gains less losses from securities. In determining estimated fair value, trading securities are valued at the daily average price, if quoted on an exchange, or the last bid price, if traded over the counter. When market prices are not available or if liquidating the Group's position would reasonably be expected to affect market prices, fair value is determined by applying an internal rate of return to the last average market price.

The following table sets out a breakdown of the financial assets at fair value through profit or loss portfolio of the Group as of the dates indicated:

	BRSA Consolidated			
	As of 31 March	As of 31 December		
	2026	2025	2024	2023
	(TL thousands)			
Turkish Government bonds and Eurobonds issued by the Turkish Government	87,208,608	102,635,242	56,369,008	35,419,723
Other	15,058,030	10,978,900	2,411,579	4,156,010
Total financial assets at fair value through profit or loss	**102,266,638**	**113,614,142**	**58,780,587**	**39,575,733**

Investment Portfolio

The Group's investment portfolio consists of "financial assets at fair value through other comprehensive income" and "financial assets measured at amortised cost."

"Financial assets at fair value through other comprehensive income" are financial assets that are neither held for trading purposes nor are intended to be held to maturity (i.e., financial assets measured at amortised cost). Financial assets at fair value through other comprehensive income can include certain debt and equity investments.

"Financial assets measured at amortised cost" are financial assets (other than bank loans and receivables) with fixed or determinable payments and fixed maturities that the Group intends and has the ability to hold to maturity. The Group cannot classify any financial asset as financial assets measured at amortised cost if the Group has, during the current fiscal year or during the two preceding fiscal years, sold or transferred any financial assets measured at amortised cost before their maturities.

Financial assets at fair value through other comprehensive income are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. Financial assets measured at amortised cost are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows. The contractual terms of both financial asset categories should give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

The Group's portfolio of "financial assets at fair value through other comprehensive income" primarily consists of Turkish Government bonds and Eurobonds, treasury bills and unlisted equity securities (which represent the Group's equity holdings in companies whose shares are not publicly traded).

The following table sets forth certain information relating to the Group's portfolio of financial assets at fair value through other comprehensive income as of the dates indicated:

	BRSA Consolidated			
	As of 31 March	As of 31 December		
	2026	2025	2024	2023
	(TL thousands)			
Treasury bills and Turkish Government bonds	228,880,745	221,228,522	133,912,112	117,955,997
Repurchase agreements	79,670,744	81,942,854	43,169,595	4,944,135
Other	1,734,398	1,905,590	1,393,027	1,130,802
Total financial assets at fair value through other comprehensive income portfolio	**310,285,887**	**305,076,966**	**178,474,734**	**124,030,934**

Financial assets measured at amortised cost

The Group's portfolio of "financial assets measured at amortised cost" consists of TL Turkish Government bonds, foreign currency- denominated bonds, treasury bills, foreign currency-indexed Turkish Government bonds and Turkish Government Eurobonds. These financial assets are initially recognised at cost and are subsequently measured at amortised cost with an internal rate of return, and they are accounted for by setting forth provision for impairment loss (impairment loss expense) or by posting interest income accrual. Interest received from these investments is recognised as interest income in the current period.

The following table sets out certain information relating to the Group's portfolio of financial assets measured at amortised cost as of the dates indicated:

	BRSA Consolidated			
	As of 31 March	As of 31 December		
	2026	2025	2024	2023
	(TL thousands)			
Treasury bills and Turkish Government bonds	347,717,731	624,819,912	311,984,006	401,116,469
Repurchase agreements	448,746,838	169,511,972	247,215,840	27,248,847
Other	0	0	2,409,101	2,392,133
Total financial assets measured at amortised cost	**796,464,569**	**794,331,884**	**561,608,947**	**430,757,449**

On a Bank-only BRSA basis, the following table sets forth an overview of the Bank's Turkish Lira financial assets measured at amortised cost as of the dates indicated:

	BRSA Unconsolidated			
	As of 31 March 2026	As of 31 December 2025	2024	2023
	(TL thousands)			
Security Type				
Fixed	111,112,598	108,449,555	92,215,920	64,480,878
Floating	552,431,954	558,409,976	368,374,382	223,773,189
Other	27,999,715	27,961,816	13,484,382	5,549,406
Total	**691,544,267**	**694,821,347**	**474,074,684**	**293,803,473**

On a Bank-only BRSA basis, the following table sets forth an overview of the Bank's foreign currency financial assets measured at amortised cost as of the dates indicated:

	BRSA Unconsolidated							
	As of 31 March 2026		2025		As of 31 December 2024		2023	
	(TL thousands (unless stated otherwise))							
Security Type								
Fixed U.S. Dollar denominated securities	-2,344,047	104,099,144	2,304,338	98,752,409	2,477,824	87,311,080	2,491,927	73,075,247
Fixed Euro-denominated securities	7,268	372,372	7,178	361,092			1,112,469	36,066,237
Floating Macedonian denar (MKD) denominated securities	-	-	—	—	—	—	—	—
Floating XAU denominated securities							941,813	27,618,484
Total	**2,352,432**	**104,471,516**	**2,312,764**	**99,113,501**	**2,477,824**	**87,311,080**	**4,663,628**	**136,759,968**

Maturities of Securities

On a Bank-only BRSA basis, the following tables set out the maturities of the TL-denominated securities in the Bank's securities portfolio as of the dates indicated:

TL-Denominated Securities	BRSA Unconsolidated					
	As of 31 March 2026					
	Up to 3 months	3 months to 1 year	1-5 years	More than 5 years	Demand	Total
	(TL thousands)					
Financial assets at fair value through profit or loss	4,831,521	18,431,182	70,119,072	74	7,927,328	101,309,177
Financial assets at fair value through other comprehensive income	-	-	67,561,554	217,052,592	1,703,326	286,317,472
Financial assets measured at amortised cost	2,803,805	2,326,467	421,142,243	369,743,268	-	796,015,783

	BRSA Unconsolidated					
	As of 31 December 2025					
	Up to 3 months	3 months to 1 year	1-5 years	More than 5 years	Demand	Total
	(TL thousands)					
Financial assets at fair value through profit or loss	727,928	17,609,350	86,285,637	65	8,129,583	112,752,563
Financial assets at fair value through other comprehensive income	747,481	68,799,174	83,831,074	124,906,121	1,874,788	280,158,638

Financial assets measured at amortised cost	643,272	6,908,018	378,803,065	407,580,493	-	793,934,848

	BRSA Unconsolidated					
	As of 31 December 2024					
	Up to 3 months	3 months to 1 year	1-5 years	More than 5 years	Demand	Total
	(TL thousands)					
Financial assets at fair value through profit or loss	127,959	478,600	56,220,818	1,193	766,515	57,595,085
Financial assets at fair value through other comprehensive income	957,054	29,405,433	69,093,008	62,618,364	1,369,834	163,443,693
Financial assets measured at amortised cost	397,098	24,270,687	199,762,033	336,955,946	-	561,385,764

	BRSA Unconsolidated					
	As of 31 December 2023					
	Up to 3 months	3 months to 1 year	1-5 years	More than 5 years	Demand	Total
	(TL thousands)					
Financial assets at fair value through profit or loss	16,531,366	18,986,661	-	-	3,244,521	38,762,548
Financial assets at fair value through other comprehensive income	-	4,944,134	63,617,799	44,949,233	1,555,917	115,067,083
Financial assets measured at amortised cost	-	19,395	120,805,207	309,738,839	-	430,563,441

On a Bank-only BRSA basis, the following tables set out the maturities of the foreign currency securities in the Bank's securities portfolio as of the dates indicated:

Foreign-Denominated Securities	BRSA Unconsolidated					
	As of 31 March 2026					
	Up to 3 months	3 months to 1 year	1-5 years	More than 5 years	Demand	Total
	(TL thousands)					
Financial assets at fair value through profit or loss	-	17,963,766	69,821,071	-	-	87,784,837
Financial assets at fair value through other comprehensive income	-	58,716,283	11,242,071	82,495,116	1,521,208	153,974,678
Financial assets measured at amortised cost	2,803,805	2,147,925	1,890,484	97,629,302	-	104,471,516

	BRSA Unconsolidated					
	As of 31 December 2025					
	Up to 3 months	3 months to 1 year	1-5 years	More than 5 years	Demand	Total
	(TL thousands)					
Financial assets at fair value through profit or loss	-	17,171,823	85,982,417	-	-	103,154,240

Financial assets at fair value through other comprehensive income	747,481	59,394,592	11,420,932	74,107,845	1,710,297	147,381,147
Financial assets measured at amortised cost	643,272	6,908,018	3,546,301	88,015,910	-	99,113,501

	BRSA Unconsolidated					
	As of 31 December 2024					
	Up to 3 months	3 months to 1 year	1-5 years	More than 5 years	Demand	Total
	(TL thousands)					
Financial assets at fair value through profit or loss	127,959	142,040	56,219,263	1,102	-	56,490,364
Financial assets at fair value through other comprehensive income	957,054	18,924,753	14,908,573	19,396,289	1,257,525	55,444,194
Financial assets measured at amortised cost	397,098	17,743,129	8,929,608	60,241,245	-	87,311,080

	BRSA Unconsolidated					
	As of 31 December 2023					
	Up to 3 months	3 months to 1 year	1-5 years	More than 5 years	Demand	Total
	(TL thousands)					
Financial assets at fair value through profit or loss	-	-	443	906	-	1,349
Financial assets at fair value through other comprehensive income	-	4,944,134	25,828,114	13,102,303	1,028,485	44,903,036
Financial assets measured at amortised cost	-	-	44,762,469	91,997,499	-	136,759,968

Loan Portfolio

Overview

The Group's loan portfolio is characterised under four main headings: (i) retail loans (which include consumer loans, housing loans, car loans and credit card loans), (ii) commercial loans (which include manufacturer loans, agriculture loans, small business loans, service and construction loans, trade finance, project finance and structured finance), (iii) cooperative loans and (iv) fund loans.

As of 31 March 2026 and 31 December 2025, 66.4% and 65.7% of the Group's performing cash loan portfolio consisted of TL-denominated loans with the remaining 33.6% and 34.3% comprising foreign currency denominated loans, respectively.

As of 31 March 2026 and 31 December 2025, 65.3% and 66.8% of the Group's loan portfolio consisted of medium-term and long-term loans (which are classified as loans maturing from one year or more), with the remaining 34.7% and 33.2% consisting of short-term loans (which are classified as loans maturing in less than one year), respectively. As of 31 March 2026 and 31 December 2025, 33.9% and 32.8% of the Group's loans matured from zero to three months 19.9% and 19.5% from three months to one year, 38.7% and 39.9% from one to five years and 7.5% and 7.9% from more than five years, respectively. As of 31 March 2026 and 31 December 2025, the Group's medium-term and long-term loans consisted primarily of cooperative loans, fund loans both with and without risk borne by the Group, project finance, investment loans, consumer loans and mass housing loans, while commercial loans (which consist of both corporate and commercial loans) have shorter maturities (mostly below one year). Non-cash loans comprise mainly guarantees and letters of credit.

Loans and Receivables

Performing Loans and receivables have historically comprised the largest portion of the Group's total assets. As of 31 March 2026 and 31 December 2025, 2024 and 2023, loans and receivables represented 47.0%, 44.8%, 47.4% and 56.4% of the Group's total assets, respectively.

Composition of Loan Portfolio by Currency

The following table sets out an analysis of the exposure of the Group's performing cash loan portfolio as of the dates indicated:

	BRSA Consolidated			
	As of 31 March 2026	As of 31 December 2025	2024	2023
	(TL thousands)			
TL	1,453,668,555	1,324,019,462	1,060,897,502	987,719,945
U.S. Dollars	215,428,457	186,854,862	143,712,821	100,383,230
Euro	441,985,850	429,614,001	240,151,082	174,117,151
Other	77,557,542	73,944,787	44,466,872	32,375,323
Total	**2,188,640,404**	**2,014,433,112**	**1,489,228,277**	**1,294,595,649**

As of 31 March 2026 and 31 December 2025, 2024 and 2023 and on a Bank-only BRSA basis, the Bank's performing cash loan portfolio was TL 2,084,029,898 thousand (with TL 1,466,521,947 thousand represented by Turkish Lira and TL 617,507,951 thousand represented by foreign currency), TL 1,915,010,170 thousand (with TL 1,334,674,848 thousand represented by Turkish Lira and TL 580,335,322 thousand represented by foreign currency), TL 1,431,297,405 thousand (with TL 1,068,736,176 thousand represented by Turkish Lira and TL 362,561,229 thousand represented by foreign currency) and TL 1,252,004,982 thousand (with TL 995,569,283 thousand represented by Turkish Lira and TL 256,435,699 thousand represented by foreign currency), respectively.

Types of Loans

The following tables set out the Group's cash and non-cash loans and receivables to customers and financial institutions by sector as of the dates indicated:

	BRSA Consolidated	
	As of 31 March 2026	
	Cash	Non-cash
	(TL thousands)	
Agricultural	**13,982,556**	**2,796,200**
Farming and stockbreeding	12,658,514	1,591,205
Forestry	676,418	202,756
Fishing	647,624	1,002,239
Manufacturing	**514,245,127**	**397,958,004**
Mining and quarrying	19,963,496	13,784,806
Production	427,254,828	362,306,535
Electricity, gas and water	67,026,803	21,866,663
Construction	**261,128,921**	**406,729,176**
Services	**942,549,472**	**433,889,333**
Wholesale and retail trade	409,721,271	263,281,684
Accommodation and dining	105,359,906	29,940,449
Transportation and telecommunications	130,744,478	33,161,396
Financial Institutions	22,010,265	51,363,908
Real estate and rental services	232,195,685	47,081,699
Professional services	5,570,064	665,676
Education services	14,496,318	2,843,270
Health and social services	22,451,485	5,551,251
Other[(1)]	**479,276,331**	**27,298,960**

Total loans	**2,211,182,407**	**1,268,671,673**

(1) "Other" primarily includes retail loans and receivables.

	BRSA Consolidated					
	31 December 2025		As of 31 December 2024		As of 31 December 2023	
	Cash	Non-cash	Cash	Non-cash	Cash	Non-cash
	(TL thousands)					
Agricultural	**12,908,720**	**2,849,863**	**9,860,046**	**1,731,208**	**8,066,845**	**1,349,241**
Farming and stockbreeding	11,691,835	1,413,387	8,785,106	1,025,922	7,381,053	710,209
Forestry	615,344	257,106	428,280	192,253	266,356	161,857
Fishery	601,541	1,179,370	646,660	513,033	419,436	477,175
Manufacturing	**484,005,549**	**366,349,977**	**339,584,514**	**265,019,331**	**292,105,358**	**206,111,416**
Mining and quarrying	18,473,890	16,584,118	15,652,325	10,333,596	9,819,139	7,403,467
Production	399,819,213	328,280,777	274,045,638	239,018,363	240,311,173	188,391,897
Electricity, gas and water	65,712,446	21,485,082	49,886,551	15,667,372	41,975,046	10,316,052
Construction	**237,594,968**	**409,130,960**	**131,093,737**	**266,403,341**	**94,093,152**	**184,064,430**
Services	**867,385,924**	**419,203,427**	**660,664,098**	**276,085,008**	**586,347,124**	**218,834,623**
Wholesale and retail trade	374,553,130	248,857,666	278,298,735	171,361,123	248,182,015	126,651,127
Accommodation and dining	99,568,963	27,676,993	72,126,451	24,156,243	62,339,833	20,004,851
Transportation and telecommunications	124,142,205	29,024,965	100,475,617	13,007,462	83,222,561	8,508,421
Financial Institutions	13,557,114	41,853,291	12,788,747	22,326,095	16,640,382	32,054,963
Real estate and rental services	212,761,345	64,200,983	163,075,354	39,809,593	147,568,557	28,171,309
Professional services	5,553,249	737,650	4,943,413	680,968	4,930,935	390,044
Education services	14,407,166	2,266,694	10,382,335	1,090,766	8,989,025	687,968
Health and social services	22,842,752	4,585,185	18,573,446	3,652,758	14,473,816	2,365,940
Other[1]	**426,645,294**	**7,015,616**	**336,123,698**	**8,693,980**	**284,238,012**	**4,443,679**
Total loans	**2,028,540,455**	**1,204,549,843**	**1,477,326,093**	**817,932,868**	**1,264,850,491**	**614,803,389**

(1) "Other" primarily includes retail loans and receivables.

The following table sets out certain information on the Group's net loans and receivables by geographical concentration as of the dates indicated:

	As of 31 March		As of 31 December	
	2026	2025	2024	2023
	(TL thousands)			
Domestic	2,081,277,820	1,906,370,769	1,402,028,112	1,205,931,524
EU countries	522,506	522,909	420,480	311,521
OECD countries[*]	30,817	30,651	16,753	17,585
Offshore Banking Regions	1,099	1,104	623	1,229
United States, Canada	10,740	11,259	18,182	5,886
Other countries	129,339,425	121,603,763	74,841,943	58,582,746

Investment and associates, subsidiaries and joint ventures	-	-	-	-
Total	**2,211,182,407**	**2,028,540,455**	**1,477,326,093**	**1,264,850,491**

(*) OECD countries other than EU countries, the United States and Canada.

The following table sets out certain information on Halkbank's performing loan portfolio by size of loans as of the dates indicated (excluding rediscounts and non-performing loans):

	BRSA Unconsolidated			
	As of 31 March 2026		As of 31 December 2025	
	Amount	% of total	Amount	% of total
Greater than TL 1 million	1,493,045,514	74.6%	1,357,406,728	73.7%
Greater than TL 500 thousand but less than TL 1 million	215,480,262	10.8%	196,929,028	10.7%
Greater than TL 100 thousand but less than TL 500 thousand	232,529,967	11.6%	229,286,740	12.4%
Greater than TL 50 thousand but less than TL 100 thousand	32,120,786	1.6%	30,933,444	1.7%
Less than TL 50 thousand	28,231,361	1.4%	27,518,299	1.5%
Total	**2,001,407,890**	**100%**	**1,842,074,239**	**100%**

	BRSA Unconsolidated			
	As of 31 December			
	2024		2023	
	Amount	% of total	Amount	% of total
Greater than TL 1 million	944,478,314	68.8%	826,219,257	67.4%
Greater than TL 500 thousand but less than TL 1 million	142,596,300	10.4%	68,743,355	5.6%
Greater than TL 100 thousand but less than TL 500 thousand	228,424,917	16.6%	270,268,844	22.1%
Greater than TL 50 thousand but less than TL 100 thousand	29,580,242	2.2%	29,080,391	2.4%
Less than TL 50 thousand	28,293,193	2.0%	30,565,264	2.5%
Total	**1,373,372,966**	**100%**	**1,224,877,111**	**100%**

The increase in the percentage of smaller loans in the loan portfolio reflects the Group's strategy in expanding its lending activities with retail and SME customers.

As of 31 March 2026, the receivables of the Group from its top 100 and 200 cash loan customers are respectively 25.3% and 31.4% of its total cash loans, compared to 26.2% and 32.5% as of 31 December 2025 and 25.6% and 30.7% as of 31 December 2024.

Maturities of Loans

The following table sets out certain information relating to the maturity profile of the Group's loan portfolio based on the remaining term to maturity as of the dates indicated:

	BRSA Consolidated					
	Up to 3 months[(1)]	3 months to 1 year	1-5 years	More than 5 years	Undistributed	Total
	(TL thousands)					
31 March 2026[(2)]	763,581,558	444,224,369	857,522,403	165,905,073	22,542,003	2,253,775,406
31 December 2025[(3)]	678,059,607	399,626,657	813,694,157	160,437,415	14,078,266	2,065,896,102

31 December 2024[4]	481,607,227	306,265,141	578,668,296	145,305,117	(12,044,224)	1,499,801,557
31 December 2023[4]	369,258,885	223,026,157	556,731,173	161,990,989	(29,745,158)	1,281,262,046

(1) Includes demand loans, loans having no stated schedule of repayment and no stated maturity and overdrafts.
(2) Includes performing and non-performing loans.
(3) Includes performing and non-performing loans, factoring and leasing receivables and expected credit loss.
(4) Includes performing loans

Allowance for Credit Losses

The Group's credit monitoring department provides monthly reports to the Board detailing all aspects of its credit activity, including the number of new problem loans, the status of existing non-performing loans and collections. The Group's senior management monitors the timeliness of debt repayments and the classified loans and contingent liabilities. Prompt action is taken by the appropriate departments having responsibility for supervising and monitoring loan repayments if any principal or accrued interest repayment problems arise. The Group's determination of whether a repayment problem has arisen is based on a number of objective and subjective criteria, including changes to the borrower's turnover in accounts held by the Group, changes to the borrower's economic and financial activity giving rise to the suspicion that a loan is not being used for its original purpose, applications to change credit terms, failure of the borrower to fulfil the terms and conditions of its loan agreement and refusal of a borrower to cooperate in supplying current information.

Any overall deterioration in the quality of the Group's loan portfolio or increased exposure relating to off-balance sheet contingent liabilities is brought to the attention of the Board.

Non-performing loans comprise loans where the payment of interest, fees or principal is unpaid 90 days after the due date. The entire principal amount of non-performing loans is added to provisions. The Group does not write-off non-performing loans, regardless of the amount of time they have been outstanding. When a loan is placed on non-performing status, interest income ceases to accrue. A non-performing loan is restored to accrual status when all arrears have been paid and it is considered likely that the customer will continue timely performance. A non-performing loan may also be restored to accrual status if it is determined that the repayment of principal and interest is reasonably assured on collection such as in the case when all amounts due under a loan are fully collateralised by cash or marketable securities and actions have commenced to foreclose on the collateral. However, more typically the Group seeks to collect on non-performing loans and close its commitments.

The following table set out certain information on the Group's consolidated gross loan portfolio by credit quality classification as of the dates indicated:

	BRSA Consolidated	
	As of 31 March 2026	
	(TL thousands)	**(% of gross loans)**
Cash loans:		
Performing loans	2,188,640,404	43.9
Non-performing loans	93,975,527	1.9
Contingencies and commitments.....	2,701,002,674	54.2
Cash loans and commitments and contingencies, gross	**4,983,618,605**	**100.00%**

	BRSA Consolidated					
	As of 31 December 2025		As of 31 December 2024		As of 31 December 2023	
	(TL thousands)	(% of gross loans)	(TL thousands)	(% of gross loans)	(TL thousands)	(% of gross loans)
Cash loans:						
Performing loans	2,014,433,112	44.7	1,489,228,277	49.3	1,294,595,649	49.6%
Non-performing loans	81,553,857	1.8	32,415,173	1.1	19,695,951	0.8%
Contingencies and commitments	2,409,190,510	53.5	1,496,787,792	49.6	1,291,696,254	49.6%
Cash loans and commitments and contingencies, gross	**4,505,177,479**	**100.00%**	**3,018,431,242**	**100.00%**	**2,605,987,854**	**100.00%**

As of 31 March 2026, the Group's ratio of non-performing loans to total gross loans was 4.1%, as compared to 3.9%, 2.1% and 1.5% as of 31 December 2025, 2024 and 2023, respectively.

During the past several years the Group has made collections from previously written-off loan amounts, amounting to TL 267,190 thousand, TL 1,086,539 thousand, TL 316,760 thousand and TL 118,826 thousand as of 31 March 2026 and 31 December 2025, 2024 and 2023, respectively.

Analysis of the Non-Performing Loans

The following tables set forth an analysis of the movements in the non-performing loans for Halkbank for each period indicated below and on a Bank-only BRSA basis:

	BRSA Unconsolidated			
	As of 31 March 2026			
	Corporate, Commercial, SME Loans	Retail Loans	Credit Cards	Total
	(TL thousands)			
Balances at beginning of period	52,037,418	3,509,558	6,957,880	62,504,856
Net additions and recoveries	8,954,113	341,701	627,383	9,923,197
Write-offs	2,388	544	757	3,689
Balances at end of period	**60,989,143**	**3,850,715**	**7,584,506**	**72,424,364**

*Interest accruals are not included.

	BRSA Unconsolidated			
	As of 31 December 2025			
	Corporate, Commercial, SME Loans	Retail Loans	Credit Cards	Total
	(TL thousands)			
Balances at beginning of period	24,129,144	1,442,678	3,289,759	28,861,581
Net additions and recoveries	28,438,593	2,182,585	3,769,764	34,390,942
Write-offs	530,319	115,705	101,643	747,667
Balances at end of period	**52,037,418**	**3,509,558**	**6,957,880**	**62,504,856**

	BRSA Unconsolidated			
	As of 31 December 2024			
	Corporate, Commercial, SME Loans	Retail Loans	Credit Cards	Total
	(TL thousands)			
Balances at beginning of period	14,402,836	963,975	1,562,402	16,929,213
Net additions and recoveries	9,791,911	545,053	1,766,642	12,103,606
Write-offs	65,603	66,350	39,285	171,238
Balances at end of period	**24,129,144**	**1,442,678**	**3,289,759**	**28,861,581**

	BRSA Unconsolidated			
	As of 31 December 2023			
	Corporate, Commercial, SME Loans	Retail Loans	Credit Cards	Total
	(TL thousands)			
Balances at beginning of period	14,185,865	1,094,770	1,556,229	16,836,864
Net additions and recoveries	233,526	(129,905)	6,408	110,029
Write-offs	16,555	890	235	17,680
Balances at end of period	**14,402,836**	**963,975**	**1,562,402**	**16,929,213**

The amount of the net additions or recoveries to the allowance charged to operating expenses were net additions of TL 9,923,197, TL 34,390,942, TL 12,103,606 and TL 110,029 for three months ended 31 March 2026 and for the years ended 31 December 2025, 2024 and 2023, respectively.

The following tables set out Halkbank's non-performing loans by sector as of the dates indicated and on a BRSA consolidated basis:

	BRSA Consolidated		
	As of 31 March 2026		
	Cash	% in NPLs	% of total cash loans
	(TL thousands, except percentages)		
Sector:			
Agriculture	985,052	1.0	0.04
Farming and stockbreeding	879,126	0.9	0.04
Forestry	34,703	0.0	0.00
Fishery	71,223	0.1	0.00
Manufacturing	27,091,058	28.5	1.16
Mining and quarrying	473,391	0.5	0.02
Production	25,603,905	26.9	1.10
Electricity, gas and water	1,013,762	1.1	0.04
Construction	12,152,444	12.8	0.52
Services	39,596,404	41.6	1.69
Wholesale and retail trade	27,498,295	28.9	1.18
Accommodation and dining	2,194,539	2.3	0.09
Transportation and telecommunication	1,680,875	1.8	0.07
Financial institutions	443,722	0.5	0.02
Real estate and rental services	3,117,358	3.3	0.13
Professional services	501,822	0.5	0.02
Educational services	605,866	0.6	0.03
Health and social services	3,553,927	3.7	0.15
Other	15,279,748	16.1	0.66
Total	**95,104,706**	**100.00%**	**4.07 %**

*Includes non-performing loans and non-performing factoring and leasing receivables without interest accruals.

	BRSA Consolidated		
	As of 31 December 2025		
	Cash	% in NPLs	% of total cash loans
	(TL thousands, except percentages)		
Sector:			
Agriculture	903,707	1.10	0.04
Farming and stockbreeding	805,666	0.98	0.04
Forestry	22,860	0.03	0.00

Fishery	75,181	0.09	0.00
Manufacturing	23,285,707	28.32	1.09
Mining and quarrying	321,973	0.39	0.02
Production	22,020,541	26.78	1.03
Electricity, gas and water	943,193	1.15	0.04
Construction	10,324,736	12.55	0.48
Services	33,604,558	40.87	1.58
Wholesale and retail trade	22,413,078	27.25	1.05
Accommodation and dining	2,062,200	2.51	0.10
Transportation and telecommunication	1,491,842	1.81	0.07
Financial institutions	440,693	0.54	0.02
Real estate and rental services	3,049,254	3.71	0.14
Professional services	129,455	0.16	0.01
Educational services	563,903	0.69	0.03
Health and social services	3,454,133	4.20	0.16
Other	14,107,598	17.16	0.66
Total	**82,226,306**	**100.00%**	**3.85 %**

*Includes non-performing loans and non-performing factoring and leasing receivables without interest accruals.

	BRSA Consolidated		
	As of 31 December 2024		
	Cash	% in NPLs	% of total cash loans
	(TL thousands, except percentages)		
Sector:			
Agriculture	422,357	1.29	0.03
Farming and stockbreeding	385,903	1.18	0.03
Forestry	13,433	0.04	0.00
Fishery	23,021	0.07	0.00
Manufacturing	9,476,963	28.88	0.61
Mining and quarrying	117,645	0.36	0.01
Production	8,516,897	25.96	0.55
Electricity, gas and water	842,421	2.57	0.05
Construction	4,531,436	13.81	0.29
Services	12,019,149	36.63	0.78
Wholesale and retail trade	7,319,749	22.31	0.47
Accommodation and dining	1,213,996	3.70	0.08
Transportation and telecommunication	560,779	1.71	0.04
Financial institutions	376,126	1.15	0.02
Real estate and rental services	1,811,052	5.52	0.12
Professional services	52,606	0.16	0.00
Educational services	497,078	1.51	0.03
Health and social services	187,763	0.57	0.01
Other	6,361,387	19.39	0.41
Total	**32,811,292**	**100.00%**	**2.12%**

*Includes non-performing loans.

	BRSA Consolidated		
	As of 31 December 2023		
	Cash	% in NPLs	% of total cash loans
	(TL thousands, except percentages)		

Sector:			
Agriculture	189,274	0.94	0.01
Farming and stockbreeding	153,103	0.76	0.01
Forestry	2,777	0.01	0.00
Fishery	33,394	0.17	0.00
Manufacturing	4,531,640	22.57	0.34
Mining and quarrying	350,131	1.74	0.02
Production	3,403,529	16.95	0.26
Electricity, gas and water	777,980	3.88	0.06
Construction	3,881,723	19.33	0.29
Services	8,072,415	40.20	0.61
Wholesale and retail trade	3,682,399	18.34	0.28
Accommodation and dining	1,498,579	7.46	0.11
Transportation and telecommunication	482,165	2.40	0.04
Financial institutions	364,207	1.81	0.03
Real estate and rental services	1,368,996	6.82	0.10
Professional services	44,224	0.22	0.00
Educational services	515,547	2.57	0.04
Health and social services	116,298	0.58	0.01
Other	3,401,470	16.94	0.26
Total	**20,076,522**	**100.00%**	**1.51%**

*Includes non-performing loans.

As of 31 March 2026 and 31 December 2025, the Group had a TL 93,975,527 thousand and TL 81,553,857 thousand NPL portfolio (including interest accruals), which was 50.1% and 50.5% provisioned, respectively. In addition, the Group's NPL portfolio accounts for 4.1% and 3.9% of the Group's total gross loan portfolio as of 31 March 2026 and 31 December 2025, respectively. While the Group recovered and recorded reversals for 5.2% of its NPLs for three months ended 31 March 2026 (15.4% and 25.9% for the year ended 31 December 2025 and 2024, respectively), there can be no assurances that if there were a decline in the Turkish economy, the Group's collection rates on its NPL portfolio would not also decline, which may adversely affect the Group's earnings.

Deposits

As of 31 March 2026 and 31 December 2025, the Group's major sources of funds for its lending and investment activities were deposits from customers, which accounted for 67.2% and 69.5% respectively of the Group's total funding and, to a lesser extent, other liabilities (which consist of mainly money market placements and shareholders' equity), which accounted for 22.3% and 17.2% respectively of the Group's total funding, funds borrowed, which accounted for 2.7% and 2.6% respectively of the Group's total funding, and deposits from banks, which accounted for 7.8% and 10.7% respectively of the Group's total funding.

The following table sets out the Group's sources of funding as of the dates indicated:

	BRSA Consolidated							
	As of 31 March				As of 31 December			
	2026	%	2025	%	2024	%	2023	%
	(TL thousands, except percentages)							
Deposits from customers	3,129,912,081	67.20	3,124,835,707	69.49	2,178,287,581	69.29	1,727,800,076	75.22
Deposits from banks	363,498,096	7.80	483,002,386	10.74	282,332,874	8.98	203,081,540	8.84
Funds borrowed	125,641,700	2.70	116,653,882	2.59	65,397,896	2.08	24,228,737	1.05
Other liabilities	1,038,498,495	22.30	772,578,253	17.18	617,840,399	19.65	341,900,198	14.89
Total	**4,657,550,372**	**100.0%**	**4,497,070,228**	**100.0%**	**3,143,858,750**	**100.0%**	**2,297,010,551**	**100.0%**

The availability of such funds is influenced by factors such as prevailing interest rates, market conditions and levels of competition.

Deposits from Customers and Banks

The following table sets out a breakdown of the Group's deposits in TL based on figures from customers by composition as of the dates indicated:

	BRSA Consolidated							
	As of 31 March				As of 31 December			
	2026	%	2025	%	2024	%	2023	%
	(TL thousands, except percentages)							
Savings deposits[1]	835,530,250	35.98	840,020,293	36.61	740,445,041	45.57	508,555,710	43.32
Time	760,534,318	32.75	773,928,938	33.73	697,322,780	42.92	478,226,471	40.74
Demand	74,995,932	3.23	66,091,355	2.88	43,122,261	2.65	30,329,239	2.58
Public, commercial and other deposits[2]	1,486,624,905	64.02	1,454,418,701	63.39	884,442,725	54.43	665,373,560	56.68
Time	1,008,626,256	43.43	1,029,976,481	44.89	669,648,181	41.21	503,004,236	42.85
Demand	477,998,649	20.59	424,442,220	18.50	214,794,544	13.22	162,369,324	13.83
Total	**2,322,155,155,00**	**100.0%**	**2,294,438,994**	**100.0%**	**1,624,887,766**	**100.0%**	**1,173,929,270**	**100.0%**

(1) Represents deposits taken from retail customers.
(2) Represents deposits taken from government-related corporations, SMEs, other entities which are not individuals.

The following table sets out certain information relating to the deposits owed to customers and banks in TL and foreign currency as of the dates indicated:

	BRSA Consolidated							
	As of 31 March		As of 31 December					
	2026	%	2025	%	2024	%	2023	%
	(TL thousands, except percentages)							
Foreign currency deposits	1,402,341,010	40.14	1,399,481,174	38.79	851,659,873	34.61	810,488,435	41.98
TL deposits	2,091,069,167	59.86	2,208,356,919	61.21	1,608,960,582	65.39	1,120,393,181	58.02
Total	**3,493,410,177**	**100.0%**	**3,607,838,093**	**100.0%**	**2,460,620,455**	**100.0%**	**1,930,881,616**	**100.0%**

As of 31 March 2026 and 31 December 2025 and on a Bank-only BRSA basis, foreign currency deposits represented TL 2,099 trillion and TL 2,216 trillion or 62.3% and 63.6%, respectively, of total deposits and TL deposits represented TL 1,272 trillion and TL 1,271 trillion or 37.7% and 36.4%, respectively, of total deposits.

The following table sets out a breakdown of the Group's demand and time deposits as of the dates indicated:

	BRSA Consolidated							
	As of 31 March		As of 31 December					
	2026	%	2025	%	2024	%	2023	%
	(TL thousands, except percentages)							
Demand	1,038,627,736	29.7	1,044,015,580	28.94	635,683,499	25.8	548,548,375	28.41
Time	2,454,782,441	70.3	2,563,822,513	71.06	1,824,936,956	74.2	1,382,333,241	71.59

Total	**3,493,410,177**	**100.0%**	**3,607,838,093**	**100.0%**	**2,460,620,455**	**100.0%**	**1,930,881,616**	**100.0%**

As of 31 March 2026 and 31 December 2025 and on a Bank-only BRSA basis, demand deposits represented 29.5% and 28.6%, respectively, of total deposits, and time deposits represented 70.5% and 71.4%, respectively, of total deposits.

The following table sets out the remaining maturity of deposits made with the Group by amount as of the dates indicated:

	BRSA Consolidated			
	As of 31 March 2026	As of 31 December		
		2025	2024	2023
	(TL thousands)			
Up to 1 month	2,856,157,192	2,884,982,978	1,809,573,035	1,454,956,455
From 1-3 months	530,697,316	620,274,255	510,995,226	302,222,832
From 3-12 months	96,003,329	91,269,009	129,976,302	164,125,167
From 1-5 years	9,885,657	10,615,170	9,137,958	8,014,740
Over 5 years	666,683	696,681	937,934	1,562,422
Total	**3,493,410,177**	**3,607,838,093**	**2,460,620,455**	**1,930,881,616**

As of 31 March 2026 and 31 December 2025, 2024 and 2023, on a Bank-only BRSA basis, total deposits amounted to TL 3,371,303,221 thousand, TL 3,487,119,179 thousand, TL 2,381,754,384 thousand and TL 1,872,848,005 thousand, respectively. As of 31 March 2026 and 31 December 2025, total deposits were composed of interbank deposits (10.75% and 13.82% respectively), commercial deposits (21.82% and 22.51% respectively), retail deposits (24.79% and 24.09% respectively), deposits by public institutions (6.46% and 6.03% respectively) and other deposits (36.18% and 33.55% respectively).

The following table sets out a breakdown of TL time deposits by amount as of 31 March 2026 and 31 December 2025 and on a Bank-only BRSA basis:

	BRSA Unconsolidated
	As of 31 March 2026
Amount	**% of Total TL Time Deposits**
TL 0–5,000	0.01
TL 5,001–25,000	0.03
TL 25,001–50,000	0.05
TL 50,001–100,000	0.13
TL 100,001–500,000	1.65
TL 500,001–1,000,000	2.38
TL+1,000,000	73.47

	BRSA Unconsolidated
	As of 31 December 2025
Amount	**% of Total TL Time Deposits**
TL 0–5,000	0.01
TL 5,001–25,000	0.04
TL 25,001–50,000	0.05
TL 50,001–100,000	0.13
TL 100,001–500,000	1.70
TL 500,001–1,000,000	2.42
TL+1,000,000	74.43

The Group's deposits from banks comprise demand and time deposits. The Group's deposits from banks decreased to TL 363,498 million as of 31 March 2026 from TL 483,002 million as of 31 December 2025 and TL 282,333 million as of 31 December 2024.

Funds Borrowed and Certain Other Liabilities

Funds Borrowed

The following table sets out a breakdown of funds borrowed by source as of the dates indicated:

	BRSA Consolidated			
	As of 31 March 2026	As of 31 December 2025	2024	2023
	(TL thousands)			
Borrowings from domestic banks and institutions	25,503,178	22,057,955	12,656,215	5,602,406
Borrowings from overseas banks and institutions	100,138,522	94,595,927	52,741,681	18,626,331
Total	**125,641,700**	**116,653,882**	**65,397,896**	**24,228,737**

The following table sets out certain information as to the currency of the Group's principal borrowings outstanding as of the periods indicated:

	BRSA Consolidated			
	As of 31 March 2026	As of 31 December 2025	2024	2023
	(TL thousands)			
TL borrowings	6,434,078	4,007,875	24,665,186	3,639,911
Foreign currency borrowings	119,207,622	112,646,007	40,732,710	20,588,826
Total	**125,641,700**	**116,653,882**	**65,397,896**	**24,228,737**

The following tables set out the maturity profile of the Group's borrowings as of the dates indicated:

	BRSA Consolidated	
	As of 31 March 2026	
	Amount	% of total
	(TL thousands)	
Up to one month	1,362,594	1.08
1 to 3 months	6,319,067	5.03
3 to 12 months	18,673,389	14.86
1 to 5 years	59,002,397	46.96
Over 5 years	38,806,696	30.89
Adjustments	1,477,557	1.18
Total	**125,641,700**	**100.0%**

	BRSA Consolidated	
	As of 31 December 2025	
	Amount	% of total
	(TL thousands)	
Up to one month	7,503,809	6.43
1 to 3 months	1,856,223	1.59
3 to 12 months	20,796,232	17.83
1 to 5 years	45,714,173	39.19
Over 5 years	39,500,378	33.86
Adjustments	1,283,067	1.10
Total	**116,653,882**	**100.0%**

	BRSA Consolidated	
	As of 31 December 2024	
	Amount	% of total
	(TL thousands)	

Up to one month	950,000	1.45
1 to 3 months	1,931,322	2.95
3 to 12 months	24,541,440	37.53
1 to 5 years	5,133,752	7.85
Over 5 years	30,131,461	46.07
Adjustments	2,709,921	4.15
Total	**65,397,896**	**100.0%**

	BRSA Consolidated	
	As of 31 December 2023	
	Amount	**% of total**
	(TL thousands)	
Up to one month	213,354	0.88
1 to 3 months	876,500	3.62
3 to 12 months	2,118,860	8.74
1 to 5 years	923,315	3.81
Over 5 years	19,790,109	81.68
Adjustments	306,599	1.27
Total	**24,228,737**	**100.0%**

The Group has entered into a number of TL and foreign currency financings with other banks and financial institutions, which have an average maturity of six months to over five years.

Repurchase Obligations

Halkbank enters into repurchase transactions both directly with customers and through the Central Bank Repo Market. In addition to financing short-term liquidity needs, Halkbank seeks to take advantage of arbitrage opportunities between the money and repurchase markets. Halkbank perceives repurchase transactions as a meaningful source of short-term funds, particularly given Halkbank's significant securities portfolio which may be used in such transactions. The following table sets out a breakdown of repurchase transactions as of the dates indicated and on a Bank-only BRSA basis:

	BRSA Unconsolidated			
	As of 31 March	**As of 31 December**		
	2026	**2025**	**2024**	**2023**
	(TL millions)			
BIST Repo Market	-	-	-	-
Central Bank Repo Market	221,800	51,231	-	-
Banks (FX Repos)	26,865	34,065	55,760	13,547
Customers	193,790	140,911	189,886	5,052
Interest Accrual	536	278	468	73
Total	**442,991**	**226,485**	**246,114**	**18,672**

Subordinated Liabilities

In July 2025, the Bank issued US$700 million of perpetual fixed rate resettable additional tier 1 notes. In December 2025, the Bank issued US$300 million of perpetual fixed rate resettable additional tier 1 notes.

Guarantees and Other Contingent Liabilities

The Group enters into certain financial instruments with off-balance sheet risk in the normal course of business in order to meet the needs of its customers. These instruments, which include letters of guarantee, acceptance credits, letters of credit and other commitments and contingencies, involve varying degrees of credit risk and are not reflected in the Group's balance sheet. The Group's maximum exposure to credit losses for letters of guarantee and acceptance credits and letters of credit is represented by the contractual amount of these transactions. Since many of the commitments are expected to expire without being drawn upon, the total amount does not necessarily represent future cash requirements. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Off-Balance Sheet Arrangements*."

Derivative Transactions

Forward foreign exchange contracts are agreements to purchase or sell a specific quantity of a foreign currency at an agreed-upon price with delivery and settlement on a specified future date. Such contracts include only deliverable contracts. Risks arise from the possible inability of counterparties to meet the terms of their contracts and from movements in currency exchange rates. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Off-Balance Sheet Arrangements*."

THE GROUP AND ITS BUSINESS

Overview

The Bank was incorporated on 23 May 1938 as a joint stock company under the laws of Türkiye. The Bank is registered with the İstanbul Chamber of Commerce under number 862070-0 and has its registered offices at Finanskent Mahallesi Finans Caddesi No:42/1, 34760, Ümraniye, Istanbul, Türkiye. The telephone number of the Bank is +90 216 503 70 70.

The Bank is a full-service commercial and retail banking group and provides a broad range of products and services to approximately 11 million customers from the retail, SME and commercial and corporate segments across Türkiye and in select international markets. The Bank's name has been associated with tradesmen, artisans and other SMEs in Türkiye since 1938, and SMEs remain at the core of the Group's customer base today, although the Group has, since its establishment, also expanded its business into additional segments. The Bank offers services to its customers through a nationwide branch network, which as of 31 March 2026 consisted of 1,104 domestic branches (with at least one branch in every province of Türkiye).

According to the Banks Association of Türkiye, as of 31 March 2026 and on a Bank-only BRSA basis, the Bank was the fourth largest bank in Türkiye in terms of total assets (TL 4,432.8 billion), the fifth largest in terms of cash loans (TL 2,175.6 billion), the third largest in terms of total deposits (TL 3,371.3 billion) and the second largest in terms of total branches, including international branches: 1,112. As of 31 March 2026, the Bank had a total of 130 employees including 22,571 employees outside of Türkiye.

The Bank has five principal businesses: Corporate and Commercial Banking, SME-Artisans Banking, Retail Banking, Treasury Management and International Banking. In addition, the Bank, through its subsidiaries and other companies in which the Bank has an interest, provides, among other services, brokerage, insurance, leasing, factoring, real estate investment, fund and portfolio management, and overseas banking services.

Corporate and Commercial Banking. The Bank's Corporate and Commercial Banking operations provide corporate and commercial customers with loans, commercial finance, financial services related to import and export transactions, treasury management services, international banking services, financial intermediation services (provided through the Bank's subsidiaries or other companies in which the Bank has an interest) and asset management. One of the Bank's strengths has been its deposit base, which has enabled it to provide competitive corporate lending services. As of 31 March 2026, the Bank had 3,767 commercial customers (which the Bank classifies as businesses with annual turnover of between TL 1000 million and TL 2,000 million) and over 2,861 corporate customers (which the Bank classifies as businesses with annual turnover of TL 2,000 million or more). As of 31 March 2026, and on a Bank-only BRSA basis, the Bank's loans and receivables to corporate and commercial borrowers excluding interest accruals comprised 40% of its total loans and receivables.

SME-Artisans Banking. The Bank has a leading SME franchise in Türkiye. The Bank's principal products and services provided to SMEs include deposits, investment and working capital loans, specialised loans (including cooperative loans and fund loans, some of which are unique to the Bank in the Turkish banking sector), non-cash loans (*i.e.*, guarantees and letters of credit), treasury products and cash management services. As of 31 March 2026, and on a Bank-only BRSA basis, the Bank's loans and receivables to SME borrowers excluding interest accruals comprised 48% of its total loans and receivables. The Bank's management believes that the SME sector accounts for the largest single segment of the Turkish GDP and that the SME sector is still underserviced and underpenetrated in terms of financial service products. As of 31 March 2026, the Bank had approximately 1.1 million SME customers (which the Bank classifies as businesses with annual turnover of TL 1,000 million or less). Many of whom are members of credit union cooperatives that have strong relationships with the Bank.

Retail Banking. The Bank's retail banking operations provide retail customers with retail loans, deposit banking, debit card and services, payroll accounts, utility and other payment systems. As of 31 March 2026, the Bank had approximately 10.4 million retail customers (out of the Bank's approximately 11 million total

customers). As of 31 March 2026, the Bank's savings deposits represented 28% of total deposits. The Bank is also active in the retail loan market, which has grown significantly in Türkiye since 2009. As of 31 March 2026, the Bank had more than 4.16 million retail borrowers and 7.3 million credit card customers. As of 31 March 2026, and on a Bank-only BRSA basis, the Bank's loans and receivables to retail borrowers excluding interest accruals comprised 12% of its total loans and receivables.

Treasury Management. The Bank's Treasury Management department's key role is to manage the Group's assets and liabilities, funding and liquidity. The Treasury Management department deals with foreign currencies, money market instruments, fixed income securities transactions and currency swaps. The Treasury Management department also manages the Group's investment securities portfolio. Although the Bank's treasury management activities are primarily focused on asset and liability management for the Group, the Treasury Management department also generates profits as one of the 11 primary dealers of Turkish Government bonds, through its brokerage services towards mutual funds and its participation in the repurchase agreement market.

International Banking. The Bank's International Banking operations provide letters of credit, letters of guarantee, export and import financing and structured financing products. Moreover, the Bank's expertise also supports customers in the area of medium and long-term capital goods financing under the export credit agency insurance schemes, such as Euler Hermes, SERV, CEXIM and others. Through its collaborations with multinational development agencies, the International Banking division also helps the Bank gain access to long-term funding commitments to support its lending to its SME customers. In addition to having correspondent relations with approximately 990 bank head offices and their foreign branches around the world, the Group has seven branches in the Turkish Republic of Northern Cyprus and one branch in Bahrain. The Group has also incorporated two representative offices in London, United Kingdom and Tehran, Iran. Representative offices do not conduct, and are not authorised to conduct, any lending or deposit taking activities. In addition, as of 31 March 2026, the Bank owned 99.7% of the shares of a banking subsidiary in Macedonia named Halkbank A.D., Skopje, 100% of the shares of a banking subsidiary in Serbia named Halkbank A.D., Beograd, and also owned 30% of the shares of DHB Bank N.V., a bank operating primarily in the Netherlands. The Bank intends to expand its international presence.

Key Strengths

The Bank's management believes the Bank has a number of key strengths. These strengths include:

- ***Fast growing and attractive Turkish market.*** According to International Monetary Fund forecasts, with approximately 86 million inhabitants as of 2026, Turkey is the largest European country by population excluding Russia, and it is expected to continue to grow in terms of population. Turkey also has one of the youngest populations in Europe, with approximately half of Turkey's population below the age of 34.9. According to Turkstat, in 2025 Turkey had a 0.5% population growth. The Turkish GDP has demonstrated resilience over the past several years, with growth rates of 3.6% in 2025, 3.2% in 2024 and 5.1% in 2023, according to data published by Turkstat (compared to, according to Eurostat, a GDP growth rate in the EU of 1.5% in 2025, 1.1% in 2024 and 0.4% in 2023). According to data published by the BRSA, the Turkish banking sector also grew in 2025, with a 39% increase in total banking assets, a 44.1% increase in loans and a 44% increase in deposits (38.7%, 38.5% and 27.8%, respectively, in 2024 and 64.2%, 55.0% and 69.1%, respectively, in 2023). The Bank's management believes that the relatively low level of banking penetration in Turkey will continue to give Turkish banks the opportunity to expand and broaden their customer and asset base;

- ***Leading SME franchise.*** The Bank has a leading SME franchise in Turkey and its name has been associated with artisans, craftsmen, tradesmen and other SMEs in Turkey since 1938. As a result of this long-standing market position, SMEs remain at the core of the Group's customer base today. As of 31 March 2026 and 31 December 2025 and on a Bank-only BRSA basis, the Bank's loans and receivables excluding interest accruals to SME borrowers comprised 46% and 48% respectively of its total loans and receivables. Pursuant to the decree of Council of Ministers dated 12 March 2007, the Bank is the exclusive distributor of cooperative loans in Türkiye to SMEs through a network of local

credit union cooperatives. The Turkish Treasury provides subsidies of 50% on the interest payments for these cooperative loans, making them more affordable for small sized entrepreneurs. As of 31 March 2026, the Bank had approximately 800,000 customers who are members of over 1,000 different credit union cooperatives throughout Turkey. In addition, the Bank has been able to obtain access to low-cost and long-term funding from multinational development agencies, such as the World Bank, the European Investment Bank, and the French Development Agency, to support the Bank's loans and receivables to SMEs. Also, in order to help reduce their borrowing costs, the Bank's loans to SMEs (as defined by the Turkish Government as enterprises with less than TL 1 billion in annual turnover and less than 250 employees) operating in the manufacturing sector are exempt from a banking insurance transaction tax of 5% of interest expense on such loans;

- ***Strong capitalisation.*** Despite intense competition in the Turkish banking sector and volatile market conditions, the Group has maintained its strong capital position in recent periods and has benefitted from Government support. The Group has a strong capital base which is mostly in the form of core capital accumulated by high profit generation and a relatively stable deposit base. The Bank's unconsolidated total capital ratio, computed under Basel III, was 13.40% as of 31 March 2026 and 16.17% as of 31 December 2025. In addition, the Bank's shareholder equity increased by 3.5% to TL 226 billion as of 31 March 2026 compared to TL 218 billion as of 31 December 2025. The Bank also expects to continue to meet its capital conservation buffer requirements under the BRSA Regulation on the Capital Maintenance and Cyclical Capital Buffer, which for banks is 2.5% for 2026. See "*Turkish Regulatory Environment—Capital Adequacy*";

- ***Well-established nationwide franchise and distribution platform.*** The Bank has one of the largest customer franchises in Turkey, with approximately 11.2 million customers, which includes 10.1 million retail customers and approximately 1.1 million SME, commercial and corporate customers. As of 31 March 2026 and according to data published by the BRSA, the Bank operated the 2 largest domestic branch network in Turkey, with 1,104 domestic branches. One of the Bank's competitive advantages is that, in addition to its network of 214 branches in Istanbul and 175 branches in Ankara and İzmir (which the Bank plans to continue to expand), the Bank also has an extensive branch network throughout the rest of Turkey, with 715 of the Bank's branches located outside of these three cities. Moreover, the Bank has a prominent presence across Anatolia, which the Bank's management believes represents an expansion opportunity given the less intense competition and lower banking penetration in that region. As of 31 March 2026, the Bank also had 4,150 ATMs nationwide, as well as other alternative distribution channels such as Internet, telephone, mobile and SMS banking. As of 31 March 2026, approximately 89.49% of all customer transactions processed by the Group were made through its alternative distribution network;

- ***Strong funding structure.*** One of the Bank's key strengths is its relatively low-cost funding structure, supported by a large, stable deposit base. On a Bank-only BRSA basis, the Bank's total deposits were TL 3.4 billion as of 31 March 2026 (TL 3.5 billion as of 31 December 2025), representing 76% (81% as of 31 December 2025) of the Bank's total liabilities. On a Bank-only BRSA basis, deposits from government-related entities or corporations excluding interest accruals represented 6.5% of the Bank's total deposits as of 31 March 2026 (6.1% as of 31 December 2025). On a Bank-only BRSA basis, the Bank's time deposit ratio, which is defined as the rollover ratio of the Bank's time deposits, was 69.4% as of 31 March 2026 (70.3% as of 31 December 2025). On a Bank-only BRSA basis, 27.1% of total deposits from customers excluding interest accruals and interbank deposits were low-cost demand deposits as of 31 March 2026 (25.5% as of 31 December 2025). On a Bank-only BRSA basis, the Bank's loans to total deposits ratio was 64.53% as of 31 March 2026 (57.18% as of 31 December 2025), which was low compared to the sector average of 91.57% as of 31 March 2026 and 88.12% as 31 December 2025, and the Bank's management believes that the Group's balance sheet offers additional potential to fund further growth in loans and receivables. The Bank maintained a prudent asset liability policy that allowed it to access less costly funding from the Central Bank through repurchase transactions because of the size of its Turkish Government securities portfolio. The Bank

has also been able to diversify its funding through issuances of marketable securities, such as Eurobonds;

- ***Prudent credit assessment and high asset quality.*** On a Bank-only basis, the Bank had a TL 92.5 billion non-performing loan portfolio as of 31 March 2026 (compared to TL 79 billion and TL 30.4 billion as of 31 December 2025 and 2024, respectively) and the Bank's NPL portfolio accounted for 4.21 % of its total gross loan portfolio as of 31 March 2026 (3.96% as of 31 December 2025). The Bank's management believes that relatively low NPL formation has been enhanced by its long-standing experience with its SME customers.

- ***Tax collection advantage, supporting the demand deposit.*** In Turkiye, only state banks are privileged to collect tax. The importance of this advantage, will be evident on the mid and the long-run, especially the rebalancing in the liabilities and the assets have been accomplished following the dismissal the case.

- ***Access and increasing grip on the Public Sector deposits.*** In Turkiye, state banks have a good channel to get the Public Sector deposits which are always below the average deposit interest rates, according to deposit interest rate calculation metrics (some proportionate of the Central Bank's Weighted Average Cost of Funding & the ratio varies depending on the maturity) in the scope of "General Communique on Public Treasury". This is a good competitive edge to manage the cost of funding dynamics and to support the competitiveness among the peer banks. The share of the Public Sector deposits within TRY deposits increased to 10 percent from 4 percent as of first quarter of 2026, compared to the same quarter of the 2025.

Strategy

The Bank's primary objectives are as follows: (i) to further strengthen its SME franchise; (ii) to increase its market share in retail banking, including continuing to increase the credit card services it offers via its own credit card brand, "Paraf"; and (iii) to achieve further growth while preserving profitability, low-cost funding and efficiency with the help of Robotic Process Automation (RPA) and Artificial Intelligence (AI) integrations. The detailed actions the Bank is taking in order to implement its primary objectives are as follows:

- ***Continue to Strengthen the Group's SME Franchise.*** The Bank's management believes that the SME sector accounts for the largest single segment of the Turkish GDP, is still underserviced and underpenetrated in terms of financial service products, and offers significant growth opportunities. In order to expand its existing SME customer base, the Bank intends to capitalise on its SME banking experience, and to increase its SME customer base by:

    - *Expanding relationship with existing SME customers.* The Bank intends to continue expanding its relationship with existing SME customers by offering value-added services, such as on-going technical information and financial consultancy, and increasing cross-selling of both core banking products and additional financial services, including short-term and long-term loans, deposit products, treasury products, insurance products and payment services through both general marketing and one-on-one communication. In addition, the Bank plans to increase its SME customer base by providing competitively priced ancillary financial services, such as foreign exchange, trade finance, derivative products and pension fund services. The Bank also plans to continue to offer a number of special types of loans to its SME customers in order to address their particular needs (including loans tied to seasonal and other factors);

    - *Meeting the needs of SMEs.* The Bank intends to meet the needs of SMEs seeking to obtain long-term funding by combining its expertise in SME project assessment and its strong track record of accessing long-term financing with favourable interest rates from multinational development agencies such as the World Bank, the European Investment Bank, and the French Development Agency;

- *Continuing regular collaboration with chambers and unions.* The Bank intends to continue to collaborate regularly with Chambers of Commerce, the Union of Chambers and Commodity Exchanges of Turkey, local unions of craftsmen and artisans and the Small and Medium Industry Development Organisation to further develop its SME customer base;

- ***Increase its Market Share in Retail Banking.*** The Bank intends to further develop its retail customer base by focusing on customer segmentation and continuing to develop and offer additional products and services to its retail customers to address their particular needs. The Bank intends to increase its retail customer base by:

  - *Better utilising its national branch network to cross-sell products to existing customers.* The Bank seeks to cross-sell additional value-added products to retail customers. Since the Group has a high proportion of depositors with relatively large balances the Bank's management believes the Bank can offer tailor-made retail products to its growing retail customer base and believes that its retail customers have not been fully utilised for cross-selling to date;

  - *Designing and developing new retail loan products to enable it to further expand its retail loan portfolio.* The Bank has been introducing many innovative products, including specialised products for different vocational groups with different needs. The Bank now aims to extend its products to new, relatively higher-income customers (including payroll and other retail customers) through initiatives such as the Bank's "Ready Credit Package" which allows select customers to be pre-approved for personal, vehicle and housing loans;

  - *Solutions for housing loans.* The Bank views housing loans as the basis of a long-term relationship of trust with customers. To this end, the Bank continued with the "My First Home Housing Loan" to help customers buy their own homes. The Bank currently offers Green Home Housing Loans, as well as Loyalty Housing Loans with favourable interest rates to meet the needs of the relatives of martyrs and disabled/combatant veterans;

- ***Continuing to increase the credit card services that it offers via its own credit card brand "Paraf".*** In 2024, the Bank introduced Turkey's first carbon neutral credit card, Paraf Doğal, which is produced from 100% recycled materials and whose all emissions are neutralized with carbon certificates purchased by the Bank. The Bank also in recent years introduced Paraf Producing Women Credit Card and Paraf Producing Women POS for women entrepreneurs. As of the end of 2024, the number of Paraf Producing Women Credit Cards reached 19,614. Paraf RingPay, which the Bank designed for contactless shopping with state-of-the-art technology using the TROY infrastructure, became the country's first wearable contactless payment tool.

- ***Achieve Further Growth while Preserving Profitability, Low Cost Funding and Efficiency.*** The Bank's management believes the Bank can further grow across all of its main product segments while increasing profitability and efficiency by:

  - *Focusing on cost efficiency and increasing service quality.* The Bank continues its digitalization journey to make all banking processes more efficient and accessible. In 2024, the Bank successfully implemented 85 projects in critical areas including core banking processes, hybrid banking activities, mobile technologies, data analytics, artificial intelligence, robotic automation, corporate applications and mobile internal applications. As part of digitalization efforts, the use of non-branch channels increased significantly throughout 2024. While 98.3% of corporate collections were realized through mobile and internet branches, automatic payment, Dialog and ATMs, only 1.7% were completed through branches. The Bank has reached nearly 100% robotization rate in all units where operational processes are managed, while the ratio of Robotic Process Automation (RPA)-supported service units across the entire organization has increased to 64%. More than TRY 99 million was saved as a result of more than 25 million transactions performed by robots, and various operational improvements were realized through robotic processes supported by artificial

intelligence. Processes are made smoother and faster for customers receiving services from both branches and central units;

- *Increasing its loan portfolio while retaining prudent risk management.* The Group grew its loan portfolio by 38.8% to TL 2,188,640 million as of 31 March 2026 from TL 1,576,708 million as of 31 March 2025, while increasing its focus on corporate and SME loans, as opposed to retail loans, for which the Bank continues to follow a controlled growth strategy. The Group achieved strong loan portfolio growth in the three months ended 31 March 2026, increasing its loans and receivables by 38.8 % compared to the three months ended 31 March 2025. The Bank will seek to focus on the most profitable customer segments (particularly its corporate and SME customer bases) while maintaining prudent risk management and credit quality. The Bank also intends to develop new loan products where its historical relationships and sector knowledge can be utilised, and to participate in structured finance transactions and provide profitable loans to its large corporate and commercial customer base;

- *Increasing the Bank's deposit base and reducing the cost of deposits.* One of the Bank's key strengths is its large, stable deposit base, which the Bank intends to increase (especially low-cost demand deposits by acquiring payroll customers) by acquiring new payroll customers and new branch openings in big cities. The Bank's management believes this effort will be aided by the growth of its loan portfolio and cash services offered by the Group (including its payroll services);

- *Increasing non-interest income.* Given its growing cash and non-cash loan portfolio, the Group intends to continue to focus on generating additional net fees and commissions income. Net fees and commission income increased by 29% to TL 17 billion for the three months ended 31 March 2026, compared to TL 13.3 billion for the three months ended 31 March 2025, and it is expected to remain an important source of the Group's operating income. The Bank intends to further increase its fees and commission income through various initiatives, including further expansion of its non-cash lending business to its corporate, commercial and SME customers, further participation in syndications, project finance and trade finance, expansion of its financial services business (particularly through mutual funds, and life and non-life insurance products) and through brokerage activity in government bonds and foreign exchange;

- *Continuing to focus on NPL collections.* The Bank's management believes strong NPL collections will continue to be an area of focus, with proactive implementation of loan restructuring protocols with borrowers, as well as foreclosures on collateral where required;

- *Focusing on developing but still underpenetrated areas in Turkey.* The Bank has opened 17 branches in 2025, 20 branches in 2024 and 41 branches in 2023 and will continue to open new branches in large cities and where potentially profitable, and close unprofitable branches;

- *Diversifying funding sources by utilising international sources of funding and debt capital market instruments.* The Bank aims to obtain its funding sources from the longest-term and most stable sources possible, taking into account legal and internal limits as well as cost factors. The Bank subsequently continued to regularly access international markets and issued a total of $650 million USD Term Loans and a total of $1 billion USD AT1s in 2025 as well as a total of $350 million USD Term Loans and a total of $210 billion USD AT1s in 2026. The Bank intends to continue to diversify its funding base with international financings and debt capital market instruments.

History

The Bank was established in 1933 pursuant to a statute passed by the Turkish Parliament in order to meet the credit needs of tradesmen and artisans, who were adversely affected by the shortages, inflation and high interest

rates at that time in Türkiye. None of the banks or public organisations that were created in the early years following the establishment of Republic of Türkiye in 1923 successfully addressed the credit needs of tradesmen and artisans, even though these two groups made up the single largest segment of the Turkish economy at that time. The Bank became operational in 1938.

Although the Bank initially only lent money through its cooperative or "Popular Funds", the Bank was authorised in 1950 to open branches and lend money directly to its customers. In 1964, the Bank embarked on an ambitious programme whereby its capital was increased and the Bank became a more active player in the Turkish banking sector by establishing a nationwide branch network. This resulted in the strong growth of the Bank's deposit and lending volumes.

In 2000, Law 4603 was enacted, pursuant to which state-owned banks were required to prepare themselves for eventual privatisation. Under this law, it was agreed that the Bank's organisational structure would be revised, and its employees would be subject to private law provisions. To enable this transformation, the Bank's activities were reorganised and the Bank began to focus more on customer-oriented marketing than it had in the past. Furthermore, in 2001, 96 branches of the insolvent Türkiye Emlak Bankası were transferred to the Bank.

In the second half of 2004, the Bank merged with Pamukbank. The merger with Pamukbank significantly strengthened the Bank's retail banking capabilities, provided it with a more technologically advanced IT system (MISTRAL), which was deployed throughout the Bank's networks, and created other synergies from the combination and rationalisation of the operations of the two banks.

In 2007, the Privatization Administration sold approximately 25% of its shareholding in the Bank through an initial public offering and a listing on the BIST. Immediately after such offering and listing, the Privatization Administration owned 75% of the outstanding share capital of the Bank and the public free float of the Bank's shares on the BIST corresponded to 25% of the Bank's outstanding shares. In 2012, the Privatization Administration sold approximately 24% of its shareholding in the Bank through a follow-on public offering and listing on the BIST. Until the transfer of its holding to the Türkiye Wealth Fund (discussed below), the Privatization Administration owned 51.1% of the outstanding share capital of the Bank. The public free float of the Bank's shares on the BIST (including the 550 shares held by the Privatization Administration on the BIST) corresponds to 48.9% of the Bank's outstanding shares.

In 2017, the Privatization Administration transferred its 51.1% shareholding in the Bank to the Türkiye Wealth Fund. The Türkiye Wealth Fund is managed by the Türkiye Wealth Fund, which is wholly owned by the Privatization Administration and affiliated with the Presidency of the Republic of Türkiye. This transaction does not impact the ownership or management of the Bank under Law 4603, nor does it impact its current activities in accordance with the Banking Law and the Turkish Commercial Code.

In 2017, the Bank issued a 10-year TL 1 billion Tier II debt security and raised TL 8.3 billion from a public offering or direct placement to qualified investors of corporate bonds. The Bank was among the companies included in the Emerging Markets Index chartered by FTSE and was the first Turkish bank to implement the ISO 50001 Energy Management System as part of its sustainability initiatives, receiving the Low Carbon Hero award from the Sustainable Production and Consumption Association on 26 April 2017.

In 2023, the Bank began operations at its new headquarters in the Istanbul Finance Centre, marking the emergence of Istanbul as one of the financial capitals of the world in the 100th year of the Turkish Republic.

Business

The Bank has five principal businesses: Corporate and Commercial Banking, SME-Artisan Banking, Retail Banking, Treasury Management and International Banking. In addition, the Bank (through its subsidiaries and other companies in which the Bank has an interest) provides, among other services, brokerage, insurance, fund and portfolio management and overseas banking services.

Corporate and Commercial Banking

Overview

The Bank's principal products and services provided to the Group's corporate and commercial customers include corporate and commercial loans, commercial finance, financial services related to import and export transactions, treasury management services, international banking services, financial intermediation services (provided through the Bank's subsidiaries or other companies in which the Bank has an interest), and asset management.

As of 31 March 2026, the Bank had 6,628 corporate and commercial customers which it served through 42 dedicated branches. The Bank's corporate and commercial customers are also served by branches in locations where there are no corporate or commercial branches.

As of 31 March 2026, and on a Bank-only BRSA basis, the Bank's loans and receivables to corporate and commercial borrowers comprised 40% of its total loans and receivables. The Group's 10 largest corporate and commercial borrowers in terms of nominal cash loan values accounted for 8% of the Group's total loans and receivables as of 31 March 2026. As of 31 March 2026, deposits from corporate and commercial customers comprised, on a Bank-only BRSA basis, 32.1% of the Bank's total deposits from customers.

The Bank intends to increase its market share of the corporate and commercial banking market, expand its existing corporate and commercial customer portfolio and diversify risk within its portfolio. The Bank's management believes that the strength of the Turkish corporate and commercial banking market will permit the Bank to continue to cross-sell various banking and financial services to Turkish businesses. As of 31 March 2026, the Bank had 3,767 commercial customers and 2,861 corporate customers.

Products and Services

Corporate and Commercial Loans. Loans to corporate and commercial customers consist of short-term and long-term loans with maturities generally ranging from one month to ten years. Major sectors of corporate and commercial lending are manufacturing, construction and services. The Bank offers cash management loans, working capital loans, long and medium-term loans for general purposes and loans for new premises.

Trade Finance. The Bank offers trade finance facilities including short-term (up to 24 months) and long-term (from two years to up to ten years) financing as well as various import and export-related services such as letters of credit confirmations, letters of credit and promissory note discounts, letters of guarantee issues, export credit agency covered financing, collections and remittances.

Project Finance. The Bank is an active provider of financing for its corporate and commercial customers for project finance, acquisition/privatisation finance and structured finance products. The Bank has also participated in syndicated loans with an aggregate principal amount of US $123 million in 2024 and US $271 million in 2023. The Bank intends to increase its participation in the syndicated loan market for the leading corporations of Türkiye primarily through privatisation projects, which have played an important part in the Bank's increasing participation in this market.

The project finance unit provides services for the Bank's corporate clients with its informed and experienced staff specialised in energy, real estate, infrastructure and procurement financing areas and regulations regarding market dynamics. The Bank's project finance team delivers tailored, solution-oriented financing structures designed to meet the unique needs of its clients, working closely with sponsors, investors and stakeholders to understand the strategic objectives and specific dynamics of each project, ensuring optimal financial structuring and long-term sustainability.

With strong expertise and disciplined risk assessment, the Bank's project finance team provides comprehensive support throughout the entire project lifecycle, from feasibility and structuring to execution and monitoring.

The Bank's client-focused approach also enables it to develop flexible, efficient and value-driven financing solutions that contribute to the successful realisation of complex investment projects.

Corporate Card Services. Corporate cards are issued to corporate and commercial customers for payment of general and administrative expenses. At the customer's option, various limits and restrictions on the use of the corporate card account can be set for security purposes. Customised payment cards are also available to corporate and commercial customers.

SME-Artisan Banking

Overview

The Bank's name has been associated with tradesmen, artisans and other SMEs in Türkiye since 1938, and SMEs remain at the core of the Group's customer base today. The Bank's management believes that the SME sector accounts for the largest single segment of the Turkish GDP and that the SME sector is still underserviced and underpenetrated in terms of financial service products. The Bank's principal products and services provided to SMEs include deposits, working capital loans, specialised loans (including cooperative loans and fund loans, some of which are unique to the Bank in the Turkish banking sector), non-cash loans (*i.e.*, guarantees and letters of credit), treasury products and cash management services.

As of 31 March 2026, the Bank had approximately 1.1 million SME customers which it served through 1,055 of its 1,097 domestic branches. Of the Bank's 1.1 million SME customers, approximately 800,000 were artisans, craftsmen and tradesmen, many of whom are members of credit union cooperatives which have a strong relationship with the Bank. In 2023, the Bank provided relief from the payment of interest under loans subsidised by the Turkish Ministry of Treasury and Finance to tradesmen and artisans who were injured in the earthquakes in Kahramanmaraş two times over a six-month period. As of 31 March 2026, the Bank provided 274,000 female entrepreneurs with loans totalling TL 133 billion as part of its broader commitment to sustainable finance.

As of 31 March 2026, and on a Bank-only BRSA basis, the Bank's loans and receivables to SME borrowers excluding interest accruals comprised 48% of its total loans and receivables. According to data published by the BRSA, as of 31 March 2026, the Bank's market share in Türkiye in terms of loans to SMEs was 14.2%.

In order to differentiate its products and services according to the specific needs of its customers, the Bank divides its SME customers into segments based upon annual turnover, credit limit and banking volume. The Bank further divides its SME customers by industry, as each industry has different needs that require tailored banking products.

Products and Services

Deposit Accounts. The Group offers savings accounts, commercial accounts and foreign currency accounts to its SME customers.

Specialised loans. The Group offers cooperative loans and fund loans to its SME customers, some of which are products unique to the Bank in the Turkish banking sector.

- *Cooperative loans*. The Bank has been providing artisans, craftsmen and tradesmen with credit guarantees and surety services since 1942. In 1951, the Bank began extending such credits through credit union cooperatives, and today the Bank still has strong banking relationships with these organisations.

  Pursuant to the decree of Council of Ministers dated 12 March 2007, the Bank is the exclusive distributor of cooperative loans in Türkiye to SMEs through a network of local credit union cooperatives. The Turkish Treasury provides subsidies of 50% on the interest payments for these cooperative loans, making them more affordable for small-sized entrepreneurs. As of 31 March 2026,

the Bank had approximately 800,000 customers who are members of over 1,000 different credit union cooperatives throughout Türkiye. The majority of these cooperative loans were extended with maturities of up to five years and with monthly, quarterly or semi-annual instalment payments.

The Bank bears credit risk on cooperative loans and holds collateral (as of 31 March 2026, 6.4% of such collateral was held in cash collateral accounts at the Bank). Cooperative loans are mandatorily guaranteed by the Turkish credit union cooperatives.

As of 31 March 2026, the Group's total amount of outstanding cooperative loans was TL 301 billion, which accounted for 13.75% of the Group's total loans and receivables to customers.

In the event that the Privatization Administration (including through the Türkiye Wealth Fund) ceases to hold a majority of the Bank's outstanding share capital, the Bank would, after a period of five years from the date the Privatization Administration cease to hold a majority, no longer be entitled to be the exclusive distributor of cooperative loans to SMEs through credit union cooperatives. However, the Bank's management believes that the Group would still retain a strong position in the SME loan market in Türkiye because of its deep and long-standing banking relationships with SMEs and credit union cooperatives.

- *Fund loans*. Fund loans include a variety of pass-through loans granted to SMEs, which are offered by the Bank through funds which are made available by Turkish Government agencies, including the Ministry of Industry and Technology, the Ministry of Commerce, the Mass Housing Administration and the Turkish Treasury. For the majority of its fund loan portfolio, the Bank acts as the intermediary and receives commissions for distributing these loans to SME customers while bearing no credit risk.

Other SME loans. The Bank also offers special types of credit products to its SME customers. These loans are categorised in the following types: (i) manufacturer loans; (ii) farmer loans; (iii) artisan and craftsmen loans; (iv) entrepreneur loans; (v) franchising loans; (vi) machinery manufacturing loans; and (vii) innovation loans. The products within these main loan groups include, but are not limited to: (i) loans for pharmacies; (ii) loans for firms in the tourism industry that offer flexible repayment terms specifically designed to the cash flow structure of that sector; (iii) loans for owners of taxis, minibuses and other forms of privately owned public transportation who are members of a professional chamber or association to provide, among other things, working capital, vehicle maintenance coverage and repair or renewal expenses; (iv) loans for private individuals and firms that transport passengers and cargo on highways to obtain their licences from the Turkish Ministry of Transportation; and (v) loans provided to farmers who are registered with chambers of agriculture to pay for, among other things, seed and fertiliser and tractor and agricultural machinery and which are repayable at harvest time.

In order to help reduce their borrowing costs, the Bank's loans to SMEs (as defined by the Turkish Government as enterprises with less than TL 1 billion in annual turnover and less than 250 employees) operating in the manufacturing sector are exempt from a banking insurance transaction tax of 5% of interest expense in accordance with Excise Tax Law (No. 6802).

KGF loans are subject to the standard credit policies and procedures of the bank providing the loan. As of 31 March 2026, the total amount of outstanding loans extended by the Bank under the KGF guarantee was TL 55.08 billion, of which loans to SMEs represented TL 49.04 billion.

Long-term agency financing. Through its collaborations with multinational development agencies such as the World Bank, the European Investment Bank ("**EIB**"), French Development Agency ("**AFD**") and Council of Europe Development Bank ("**CEB**"), the Bank has accessed long-term funding commitments for use in meeting the investment and working capital needs of its SME and mid-cap customers. The Bank has entered into 2 agency financing agreements totalling approximately €200 million in the last decade. Maturities of the facilities range from 8 years to 12 years and have an average maturity of 3 years. As of 31 March 2026, approximately 9% of the outstanding principal amount of agency funding was provided without any security. The remaining 91% was guaranteed by the Turkish Treasury.

The Bank uses loans from multinational development agencies not only to support SME and mid-cap customers in terms of financing but also to provide consultancy services on social responsibility projects in relation to the environment, occupational health and safety and energy efficiency.

Retail Banking

Overview

The Bank's retail banking operations provide retail customers with retail loans, deposit banking, bank and credit card services and cash management products. As of 31 March 2026, the Bank had approximately 10.4 million retail customers which it served through 1,102 of its 1,104 domestic branches.

As of 31 March 2026, and on a Bank-only BRSA basis, the total amount of the Bank's loans and receivables to retail borrowers comprised 12.5% of its total loans and receivables. According to data published by the BRSA, the Bank's market share in Türkiye in terms of loans to retail customers excluding interest accruals was 4% as of 31 March 2026.

The Bank's management believes that the economic development and modernisation of Türkiye will continue to present significant opportunities for growth and profitability for leading Turkish financial institutions within the retail banking sector. In addition to its comprehensive range of banking products, the Bank seeks to provide "product bundles" (with the aim of selling multiple products to its customers) comprising also retail banking services with the aim of becoming each customer's primary bank.

The Bank utilises its extensive branch network and alternative distribution channels, co-branding and co-marketing to attract new retail customers. The Bank also targets owners and employees of businesses that are already the Bank's customers in another capacity. In addition, many of the Bank's retail customers are payroll clients employed by public sector companies. As of 31 March 2026, the Group had more than 4.16 million retail borrowers and 7.3 million credit card customers.

Products and Services

The Bank offers a broad range of retail banking and financial products and services to its retail customers including TL demand and time deposit accounts and foreign currency demand and time deposit accounts, retail loans, payroll services, credit and debit cards, utility payment services and insurance and mutual funds.

Deposit accounts. Deposit collection from retail customers is a principal focus of the Bank as retail deposits provide low-cost and long-term funds to be invested in loans and other assets. The Bank has been increasing its domestic branch network for many years with the goal of increasing the number of the Bank's retail customers and obtaining a stronger and more diversified deposit base.

The Bank offers TL and foreign currency demand and time deposits to its retail customers. As of 31 March 2026, the Bank's savings deposits (which largely represents deposits from retail customers) totalled TL 835 billion, representing 27.7% of its total deposits, compared to TL 840 billion (representing 28% of total deposits) as of 31 December 2025. The Bank's demand deposits from retail customers increased by 13.5% to TL 75 billion as of 31 March 2026, from TL 66 billion as of 31 December 2025, which itself was an increase of 53% from TL 43.1 billion as of 31 December 2024, due in part to its "Bordro 24" payroll service. Through "Bordro 24", the Bank provides payroll account and deposit services to private and public sector employees whose employers have entered into multi-year payroll servicing agreements with the Bank. As of 31 March 2026, more than 1.3 million people utilised the "Bordro 24" service, out of which approximately 979,643 people (74% of users) were public sector employees and approximately 336,798 people (26% of users) were private sector employees. As of 31 December 2025, the Bank also provides similar services to approximately 813,950 million recipients of pensions from the Turkish Government's social security agencies.

From 2024 to 2025, the Bank's total demand deposits increased year-on-year by 65%. More than half of this increase came from foreign currency deposits. The remainder was driven by an increase in demand deposits

for both retail and public sector customers. The Bank continues to prioritise growth in its TL demand deposits base. From 2024 to 2025, the Bank's TL demand deposits from retail customers increased year-on-year by 53%.

Retail loans. As of 31 March 2026, and on a Bank-only BRSA basis, the Bank's loans and receivables to retail borrowers excluding interest accruals comprised 12% of its total loans and receivables.

The Bank offers general purpose consumer loans, housing loans and automobile loans, as described further below:

- *General Purpose Consumer Loans.* The Bank's general purpose consumer loans largely consist of wage or salary backed loans that are available only to employees of companies which have a payroll agreement with the Bank or to pension recipients of social security agencies who have their pension payments deposited directly into an account with the Bank. The average maturity of such loans is approximately 1.6 years.

- *Housing Loans.* The Bank's housing loans are generally focused on high and medium net worth individuals with a strong credit history. Although the Group's maximum loan-to-value ratio is 90%, which is in line with the current maximum housing loan-to-value ratio permitted by the Turkish authorities, the average loan-to-value ratio of the Group's housing loan portfolio at origination was 47.82% as of 31 March 2026. Most loans having an original maturity of either 5 or 10 years. All housing loans are TL denominated and fixed rate loans.

- *Automobile Loans.* As of 31 March 2026, automobile loans excluding interest accruals represented 1% of the Group's total retail loans and were primarily composed of secured loans to finance the purchase of both new and used vehicles. The average term of these loans is approximately 3 years and most have fixed rates.

Credit and debit cards. The Bank has agreements with Visa, MasterCard and Troy entitling it to issue Classic, Gold, Platinum, Business, SME, Tradesman and Affinity and co-branded credit cards. Bank 24 cards (the name of the Bank's debit cards) can be used to withdraw cash and make transfers not only from the Bank's own ATMs, but also from approximately 54,000 different locations across Türkiye through the ATM networks of other banks. As of 31 March 2026, the Group had approximately 5,6 million credit card customers, 14,1 million debit card customers and 692,904 POS terminals.

In 2023, the Bank developed a new environmentally friendly credit card, "Paraf Doğal", to align its card payment systems business model with its sustainability initiatives and to raise environmental awareness among its customers. Paraf Doğal is produced from 100% recycled materials and its emissions are offset with carbon certificates purchased by the Bank. With this new credit card offering, the Bank aims to increase the range of products available for card payment systems and targets a measured increase in its market share in the credit card segment.

In the same year, the Bank launched the RingPay product within its credit card portfolio, classified as a wearable technology. This innovative contactless payment ring allows users to make fast and practical transactions directly from their fingers.

In 2025, the Bank launched digital payment products called Paraf Digital Debit and Paraf Digital Credit which gives customer instant access to card details through mobile app upon approval and not have to wait days for a physical card to arrive.

Utility Payments. The Bank's regular payments system enables customers who have a retail loan and/or a deposit account with the Bank to pay their utility bills and credit card debts by direct debit. The Bank's management believes that some of these utility payment users could be potential customers for new products and aims to cross-sell to these users.

Insurance and mutual funds. The Bank offers through its branch network a variety of life and non-life insurance and mutual fund products, as well as brokerage services to its retail customers.

Treasury Management

The Bank's Treasury Management department's key role is to manage the Group's assets and liabilities, funding and liquidity. The Treasury Management department is located in Istanbul and primarily deals with foreign exchange and money market operations, fixed income securities transactions and currency swaps.

Although the Bank's treasury management activities are primarily focused on asset and liability management it also generates profit as one of the 11 primary dealers (market makers) of Turkish Government bonds, through its participation in the repo market and management of mutual funds offered to customers.

As of 31 March 2026, the Bank also manages securities portfolio assets representing 7% of the market in Turkish Government treasury bills and bonds.

The Bank has access to a diverse range of funding options and engages in foreign exchange and money market transactions in both organised markets and over-the-counter transactions. In this context, the Bank makes active use of Central Bank repo tenders, Central Bank interbank money markets, Central Bank market-making possibilities, BIST repo market, Takasbank money market, interbank repo market, TL-foreign exchange swap markets, and interbank TL-foreign exchange repo markets.

The Bank engages in forward, option, swap and other derivative transactions for the purposes of hedging, tenor and interest risk management, and liquidity management.

Currency swap transactions carried out for liquidity management purposes have an average tenor ranging from overnight to three months. With these swap transactions the Bank is able to provide cheaper liquidity relative to the repo markets without creating any additional currency or other risk.

The Bank uses cross currency swaps and collateralised funding for the purpose of tenor and interest risk management. The volume of these transactions was US $1.8 billion as of 31 March 2026.

The Bank started offering gold deposit services in August 2009 and silver deposit services in November 2024 with the purpose of product diversification and alternative resource creation. The Bank held precious metal deposits of TL 344.8 billion as of 31 March 2026.

International Banking

Thanks to longstanding relationships with its wide global network of correspondent banks and centralized operations units, the Bank has extensive capabilities to handle variety of international trade transactions.

As of 31 March 2026, the Bank's total export and import trade finance volume was US$5.9 billion, while its market share stood at 3.8% according to Turkstat. The Bank's management expects that the Bank will continue to focus on increasing its market share in the future through cross selling opportunities.

Through its collaborations with multinational development agencies such as the World Bank, the EIB, the AFD and the CEB, the Bank has accessed long-term funding commitments for use in meeting the investment and working capital needs of its SME customers. The Bank has entered into 4 agency financing agreements totalling €150 million in the last decade. Maturities of the facilities range from 8 years to 12 years and have an average maturity of 3 years.

Furthermore, through its collaborations with multinational development agencies, the International Banking division helps the Bank gain access to long-term funding commitments to support its lending to its SME customers. For more information, see "*—SME-Artisan Banking—Long-term agency financing*" above.

The Bank is developing relations with institutional investors interested in equity and fixed income securities. In that context, the Bank periodically organises meetings with domestic and international investors and analysts and participates in international events taking place in Türkiye or abroad.

Relations with credit rating agencies are also maintained as part of the Bank's international banking activities. The Bank obtains credit rating services from different credit rating agencies with the goal of providing information to its investors, business counterparties and customers regarding the Bank's financial condition.

As of the date of this Base Offering Circular, the Bank had seven branches in the Turkish Republic of Northern Cyprus and one branch in Bahrain, which also acts as a representative for the Group in fostering relationships with financial institutions in the region. The Bank also maintains representative offices in the United Kingdom and Iran.

The Bank has completed two acquisitions in Macedonia since 2011, and it intends to utilise its strong position in the Macedonian market in order to continue expanding in the Balkans region. The Bank has also completed an acquisition in Serbia; it acquired 76.8% of Serbia's Cacanska Banka as of 20 March 2015. Cacanska Banka A.D., Cacak changed its name to Halkbank A.D., Beograd and as of 31 March 2026, the Bank controlled 100% of the company. The Bank's representative office in London started its activities in April 2014. The Bank targets opening new branches and increasing its market share in Macedonia and in Serbia.

Distribution Network

The Bank offers its banking services through an extensive distribution network which includes branches as well as alternative distribution channels such as ATMs, Internet, mobile banking and telephone banking.

Branches

As of 31 March 2026, the Bank had a network of 1,104 domestic branches, which comprised the second largest domestic branch network in Turkey according to the Banks Association of Turkey. The Bank opened 17 new branches in 2025 (20 in 2024), and will continue to open new branches where potentially profitable. This network is managed through 34 regional directorates. In addition, the Bank has of least one branch in every province of Turkey.

Approximately 35% of the Bank's branch network is located in Istanbul, Ankara and Izmir, whereas the remaining approximately 65% is located outside of those three cities. The Bank employs approximately 20.3 people on average per branch (which is in line with the sector average) and approximately 14,504 employees worked in branches as of 31 March 2026.

The Bank has three types of branches, all aimed at serving distinct customer groups as set forth in the table below:

Corporate	Commercial	Retail/SME
For businesses with annual turnover of TL 200 million or above	For businesses with annual turnover of between TL 40 and TL 200 million	For businesses with annual turnover of TL 40 million or less and for individuals
8 corporate branches	34 commercial branches	1024 branches

The Bank's international branches consist of seven branches in Cyprus and one branch in Bahrain. In addition, the Bank maintains its operations in Tehran and London through one representative office in each location.

Alternative Distribution Networks

The Bank also uses its alternative distribution network (such as ATMs, Internet banking, 24-hour telephone banking, mobile banking, kiosks, TV banking and e-commerce) to reach its customers. As of 31 March 2026, approximately 89.49% of all customer transactions processed by the Group were through its alternative

distribution network, with most transactions processed through mobile banking (46.55%), ATMs (24.74%), Internet banking (6.84%) and the Contact Center (11.36%) according to data from the Interbank Card Center.

ATM Network

As of 31 March 2026, the Bank had 4,150 ATMs nationwide, representing 7.3% of the total ATMs in Turkey according to Interbank Card Center. Of these ATMs, 2,031 were located in branches. In addition, the Bank's customers can use the ATMs of other Turkish banks. Customers can withdraw and deposit cash, pay credit card bills and purchase mutual funds and Turkish Government bonds and treasury bills using the Bank's ATMs.

POS Network

As of 31 March 2026, the Group had approximately 7,5 million credit card customers (with approximately 433,508 new cards issued in 2026), 15 million debit cards (with 276,001 thousand new cards issued in 2026) and 692,904 POS terminals.

Other Alternative Distribution Channels

Apart from its branch, ATM and POS networks, the Bank utilises alternative distribution channels such as:

Internet	• Available to retail, SME, commercial and corporate customers • Integrated customer relationship management (CRM) and campaign management applications • Single customer view • Banking products/transactions offered through Halkbank's internet banking application • Account and credit card servicing, bill payment, investment brokerage and related services
Contact Center	• First banking call centre in Turkey • More than 556 banking transactions can be executed through the Contact Center • Customers can transfer to specialised lines designed specifically for certain segments, including an SME line designed to address the special needs of SME customers • Excellence in customer services with customer centric, proactive approach and with the use of latest technologies • Easy to access, low effort Interactive Voice Response powered by predictive scenarios
Mobile	• The Bank's mobile banking platform can be accessed from internet browsers or mobile applications developed for iOS/Android users; the mobile platform provides customers with banking services and a range of information such as ofM/branch addresses, promotion details, and exchange rates
SMS	• Information regarding bank statements, values of funds, repo rates and exchange rates are delivered to customers by SMS; also information about cash flows or financial situation are sent to customers on their demand by SMS • Campaigns for new products and services are also delivered
e-commerce	• Halkbank's virtual POS system offers solutions for e-Commerce firms for online credit card processing needs; as of 31 March 2026, Halkbank had 15,839 virtual POS

The Bank's customers actively use internet/mobile banking and the Bank's Contact Center. Approximately 7.5 million customers utilise internet/mobile banking to execute approximately 292 million transactions per month in 2026. Approximately 3,469,775 customers utilise the Bank's contact centre to execute approximately 8,662,630 million transactions per month.

The Bank encourages its customers to use its alternative distribution channels for their banking needs and aims to increase transaction volumes through its alternative distribution channels due to the significantly lower costs per transaction associated with these channels (compared to branch-facilitated transactions).

Marketing and Sales

The Bank's management believes that its future growth will, in part, depend on the effective implementation of its marketing and sales strategies. The primary objective of the Bank's marketing and sales strategies is to create a loyal customer base and to offer them a variety of products that will contribute to the Group's long-term profitability. The Bank has three main marketing departments, which are organised under three different assistant general managers: the Small Business-SME Marketing Department, the Corporate-Commercial Marketing Department, and Retail Products Marketing Department.

The Small Business-SME Marketing Department focuses on sales coordination, product management and performance management for SME customers. Among other things, the department (i) establishes and monitors sales, marketing and efficiency strategies, conducts follow-up on marketing projects targeted to specific sectors and conducts branch, regional office and customer visits; (ii) develops and improves new products for targeted sectors and sector projects, organises campaigns to increase the use of existing products, analyses competition and conducts market and customer research; and (iii) establishes and monitors targets for a variety of projects, evaluates performance by branch, region and regional manager and provides reporting and operational support services.

The Corporate-Commercial Marketing Department focuses on the Bank's existing and potential corporate and commercial customers and provides project assessment and financial analysis services to corporate and commercial customers. Marketing and sales activities include a variety of banking services to the Group's corporate and commercial customers, including product management, cash management, performance management and customer relationship monitoring. Product management activities include the development of new products, the monitoring of productivity, the planning of new projects, as well as coordination and structuring of products and pricing. Performance management activities include performance evaluation and monitoring, the planning and the establishment of targets and strategy management to improve efficiency. Customer relations activities include visits to companies, portfolio management, the monitoring of efficiency, reporting and monitoring of activities. The project evaluation and marketing function also assists in monitoring the Bank's internal rating models used in granting loans to the Group's SME, commercial and corporate customers. For more information on these internal rating models, see "*Risk Management*".

The Retail Products Marketing Department focuses on meeting the needs of existing and potential retail customers, cross-selling activities and improving the retail product range. The Retail Products Marketing Department's activities include product management, sales management, data monitoring and insurance services. Product management activities include improving existing products and services, launching new products and services and conducting advertising activities. Sales management activities include determining retail loan targets on a regional basis, monitoring and reporting on interest rates and fees and commissions of competitors, providing information to branches on retail products, pricing retail loans and responding to customers' needs and complaints. Data monitoring activities include analysing customer information according to demographic characteristics and financial behaviours and developing new strategies accordingly. Insurance services activities include improving the sales strategies of insurance products, arranging insurance policies for the Bank's property and reporting insurance figures on a regional and branch basis.

Competition

Although the banking industry in Turkey is highly competitive, the Bank's management believes that the Bank is well-positioned to compete in this environment due to its extensive distribution network, large customer base and strengths in SME as well as retail and corporate and commercial banking.

The banking sector in Turkey has gradually consolidated, which has resulted in a smaller, but more focused, competitive environment. As of 31 December 2025, there were 67 banks (including domestic and foreign banks, participation banks and one bank which is under the administration of the SDIF, but excluding the Central Bank) licensed to operate in Turkey, with the top five banks (three of which are state-controlled banks and none of which are participation banks) holding, in aggregate as of 31 December 2025, approximately 55.7

per cent. of the Turkish banking sector's total loan portfolio and approximately 56.7 per cent. of the Turkish banking sector's total assets, according to the BRSA.

The Turkish banking industry is relatively concentrated with the top 10 deposit-taking banks accounting for 81.1 per cent. of total assets of deposit-taking banks as of 31 December 2025. Among the top 10 deposit-taking Turkish banks, in addition to the Bank, there are two other state-controlled banks, Ziraat Bank and Vakıfbank, which collectively accounted for 58.2 per cent. of deposit-taking Turkish banks' loans including gross non-performing loans and 48.2 per cent. of customer deposits as of 31 December 2025. The top four privately-owned domestic banks are İşbank, Garanti Bank, Yapı ve Kredi Bankası A.Ş. and Akbank A.Ş., which in total accounted for approximately 39.1 per cent. of deposit-taking Turkish banks' loans (including gross performing loans), and approximately 37.2 per cent. of customer deposits as of 31 December 2025 according to the non-consolidated financial information published by Turkish banks and data provided by the BRSA in relation to deposit-taking banks. The remaining banks in the top 10 deposit-taking banks in Turkey are QNB Bank A.Ş., Denizbank A.Ş. and Türk Ekonomi Bankası A.Ş. as of 31 December 2025.

The Bank views its main competitors as the other ten largest Turkish banks, as these banks typically compete for similar retail, SME, commercial and corporate customers. The Bank's biggest competitors, by asset size, are as follows: Ziraatbank (TRY8.4 trillion), VakifBank (TRY5.3 trillion), İşbank (TRY4.6 trillion), Halkbank (TRY4.2 trillion), Garanti (TRY3.8 trillion), Akbank (TRY3.3 trillion), Yapı Kredi (TRY3.1 trillion), QNB (TRY1.8 trillion), Deniz Bank (TRY1.7 trillion) and TEB (TRY1.2 trillion). According to the BRSA, the top ten banks’ market share in total assets was 87.9% and its lending market share was 87.6 % as of 31 December 2025.

Subsidiaries and Affiliated Companies

The Bank has an affiliate portfolio comprising 17 companies, through which it offers, among other things, brokerage, financial and trade services. Through its affiliate portfolio, the Bank aims to create a well-coordinated financial services group that can increase cross-selling opportunities and product diversity and maximise the value of the Group's services in Turkey and abroad.

The following table sets out the Bank's subsidiaries and affiliates, the Bank's effective share ownership in each of these subsidiaries and affiliates and the entity's total assets, shareholders' equity, total revenues and net income as of 31 March 2026:

	Business description	Halkbank ownership	Total assets	Shareholders' equity	Net income
		(TL millions, except percentages)			
Halk Yatırım Menkul Değerler AŞ	Capital Markets Brokerage Operations	100.00%	9.468	4.231	621
Halk Gayrimenkul Yatırım Ortaklığı AŞ	Real Estate Investment Trust	79.33%	95.890	68.828	1.892
Halk Finansal Kiralama AŞ	Financial Leasing	100.00%	25.219	3.076	149
Halk Faktoring AŞ	Factoring	100.00%	24.022	3.395	239
Halk Banka AD, Skopje.....	Banking (Macedonia)	99.66%	109.012	18.333	496
Halkbank AD, Beograd.....	Banking (Serbia)	100.00%	73.642	12.952	265
Halk Varlık Kiralama AŞ.....	Rent Certificates	100.00%	26.647	38	6
Halk Elektronik Para ve Ödeme Hizmetleri AŞ	Payment Services	100.00%	2.180	467	63
Halk Katılım Bankası AŞ.....	Participation Banking	100.00%	14.411	13.055	704
Halk Elektrik Üretim A.Ş.	Electricity Generation	100.00%	152	143	13
DHB Bank NV	Banking	30.00%	105.682	14.304	354

	Business description	Halkbank ownership	Total assets	Shareholders' equity	Net income
		(TL millions, except percentages)			
Kobi Girişim Sermayesi Yatırım Ortaklığı AŞ	Venture capital investment trust	31.47%	749	739	49
Yıldız Tekno Girişim Sermayesi Yatırım Ortaklığı AŞ	Venture capital investment trust	35.79%	97	97	2
Birleşim Varlık Yönetim AŞ	Asset Management	16.00%	1.937	1.612	99
KKB Kredi Kayıt Bürosu AŞ	Monitoring and Controlling Retail Loans	18.18%	6.403	3.258	612
Bileşim Finansal Teknolojiler ve Ödeme Sistemleri AŞ	Payment Services	33.33%	989	632	43
JCR Avrasya Derecelendirme AŞ	Rating	2.86%	1.414	1.001	89

The Bank's consolidated subsidiaries' and affiliates' total assets are TL 339 billion and make up 7% of assets of the Bank's consolidated balance sheet. The Bank's consolidated subsidiaries' and affiliates' total equity is TL 85 billion and they have a share of 37% of equity in the Bank's consolidated balance sheet.

The Bank conducts its operations both domestically and internationally, through its branches, subsidiaries and affiliated companies. Set forth below are descriptions of the Bank's subsidiaries.

Halk Yatırım Menkul Değerler A.Ş. (Halk Investment Securities)

Halk Investment Securities was established in 1997 as a brokerage house. As of 31 March 2026, the Bank controlled 100% of the company. Halk Investment Securities offers the following services and products: Trading Brokerage, Portfolio Management, Investment Consultancy, Public Listing Intermediary, Margin Trading, Short Selling, Securities Lending, Trading Brokerage for Derivative Financial Instruments and Intermediary for Leveraged Trading.

Halk Investment Securities operates through every Bank branch and 12 company branches. Customers interact directly with dealers at trading platforms and dealers place orders in the BIST through a Halk Investment system.

Halk Investment Securities aims to keep growing in parallel with the developing Turkish capital markets, by focusing on corporate finance, reinforcing its position in intermediary services, and increasing its service quality through effective distribution and technological infrastructure. One other key goal of Halk Invest is to become a reference point for the Halk Group in capital markets.

Halk Gayrimenkul Yatırım Ortaklığı (Halk REIT)

Halk Gayrimenkul Yatırım Ortaklığı was founded in 2010 to invest in real estate, real estate projects, capital market instruments and related real estate-linked investments. Halk REIT aims to become an important player in the real estate investment sector by increasing its added value through new projects, and by accelerating the company's growth and profitability. Halk REIT completed its public offering of shares in 2013 and is now a publicly traded company in BIST.

As of 31 March 2026, the Bank holds 79.33% of Halk REIT's total capital.

Halk Finansal Kiralama (Halk Leasing)

Halk Leasing was established in 1991 to provide financial leasing products and services in Turkey and other countries. As of 31 March 2026, the Bank controlled 100% of the company.

In 2025, the company maintained its growth strategy in a highly competitive environment, and managed to increase its business volume while enhancing profitability. The Bank's management views Halk Leasing as one of the Bank's core subsidiaries, which helps to diversify its product base and provides cross selling opportunities.

Halk Faktoring A.Ş. (Halk Factoring)

Halk Factoring was incorporated on 6 June 2012 to provide factoring services in relation to all financings which are consistent with applicable law for domestic and international commercial transactions. The Bank's strategy with regard to factoring is to support the "Halk" brand, and to provide customers with low-cost funding opportunities, a diverse range of factoring products, and the support of the Bank's qualified staff. The Bank intends to have one of the top five factoring businesses in Turkey. As of 31 March 2026, the Bank controlled 100% of the company.

Halk Banka A.D., Skopje

Halk Banka A.D., Skopje was established on 15 March 1993 as a joint stock company. The Bank acquired a majority of the shares of Izvozna I Kreditna Bank A.D. Skopje, domiciled in Macedonia, from Demir Halkbank (Nederland) N.V. as of 8 April 2011. The Bank changed the trade name of the acquired bank to "Halk Banka A.D., Skopje" as of 14 July 2011. As of 31 March 2026, the Bank controlled 99.66% of the company.

Halk Banka A.D., Skopje is a full-service retail and commercial bank based in the Republic of Macedonia, providing a variety of services including, but not limited to, deposit banking, corporate and retail lending, foreign exchange services, domestic and foreign payment services, fixed income instrument trading, and trade finance.

Halk Bank A.D., Beograd

Halkbank A.D., Beograd was established on 13 September 2005 to provide payment operations and credit and deposit operations in the country and abroad. The Bank became a majority owner of the company in May 2015. As of 31 March 2026, the Bank controlled 100% of the company.

The main objective of Halkbank A.D., Beograd is to become a bank with significant market share and attractive position in the regions of Central and Western Serbia. It primarily focuses on the segment of small and medium sized enterprises that have a key role in the economic development in Serbia.

Halk Varlık Kiralama A.Ş. (Halk Rent Certificate)

Halk Varlık Kiralama A.Ş. was established on 10 March 2017 with the purpose of exporting rent certificates. As of 31 March 2026, the Bank owned 100% of the company.

Halk Elektronik Para ve Ödeme Hizmetleri AŞ

Halk Elektronik Para ve Ödeme Hizmetleri AŞ obtained its license to operate as a payment services and electronic money institution on 13 February 2024. It operates with many digital products including physical and virtual POS, link payment, digital wallet and open banking. As of 31 March 2026, the Bank owned 100% of the company.

Halk Katılım Bankası AŞ

Halk Katılım Bankası AŞ was established on 22 September 2025 to contribute to the development of participation banking and economic growth in Turkey, and to serve all individual and corporate customers, primarily entrepreneurs and the SME segment. As of the current period, it has not yet started its operations. As of 31 March 2026, the Bank owned 100% of the company.

Halk Elektrik Üretim A.Ş.

Halk Elektrik Üretim A.Ş. was established in 8 April 2025, to leave a clean and green world for future generations by meeting energy needs through sustainable methods, and to invest in renewable energy. As of 31 March 2026, the Bank owned 100% of the company.

Properties

As of 31 March 2026, the total net book value of the Group's fixed assets (comprising land, land improvements, buildings and computer hardware among other fixed assets) represented TL 98.750 million (2.12% of the Group's total assets). The Group maintains comprehensive insurance coverage on all properties that it owns.

The Group currently owns 215 properties and leases 1,152 properties for use in its operations. As of 31 March 2026, 201 branches were owned while 9 were leased for an average period of five years.

Information Technology

IT Governance

The Bank's IT governance, risk and compliance policies include:

- *IT Governance:* IT strategies and tactical plans have been defined in accordance with the Bank's business strategies;

- *IT Risk Management:* the Bank has established an IT risk management framework according to the COBIT (Control Objectives for Information and related Technology), RiskIT Framework published by Information Systems Audit and Control Association (ISACA) and local regulations;

- *IT Compliance Management:* the Bank tracks and manages its IT compliance in accordance with Control Objectives for Information and related Technology (COBIT) and local regulations.

IT Infrastructure

Since 2005, the Bank has made significant investments in software development platforms, network infrastructure and added new functions to reach customers more effectively. The Bank's IT service infrastructure is broadly distributed across Turkey, with the architecture based on a central, fully online system. The Data Centre serves all banking applications. Core banking applications are mostly served by IBM mainframe systems consisting of two main processing units. The master data is stored centrally and the banking information of customers is kept on a secure database. Since 2015, all infrastructure systems have moved to a new Uptime Tier III certified and Uptime Institute TCOS (Tier Certification of Operational Sustainability) Gold certified datacentre. The Bank's ATM, POS, credit card, debit card, prepaid card, alternative distribution channels, intranet, mobile and internet applications run on Intel Systems and SQL/Server databases. All of the Bank's branches are connected through an online system, with redundant infrastructure. Infrastructure for development, testing, production, training, data warehouse and system programming environments are available with sufficient capacity. The entire core banking system relies on a single data model in order to

maintain a single and unique entry system for specific data (in order to avoid duplicate entries and data synchronisation problems and to maintain data integrity).

Additionally, the Bank has a dedicated IT security team to protect Bank-wide information assets and maintain a security framework that is compatible with international compliance standards.

The Bank plans to make additional investments in an effort to improve the Bank's IT infrastructure in areas, such as business intelligence, software governance and information management.

Software Environment

Banking System is a modular in-house developed system which is sufficiently flexible for the Bank to easily integrate new services and procedures. The system is integrated for all distribution channels and external software, and provides continuous online services, allows users to monitor all transactions via universal customer numbers and produces reports on internal metrics, such as employee performance, through its uninterrupted and secure structure.

The Bank's computer systems are fully automated and, with the exception of some non-core systems, are fully centralised and integrated through the Banking Application. Management's ability to make informed decisions is facilitated by data mining and campaign management modules, which enable managers to readily generate customised reports. The Bank has also implemented an integrated desktop platform to allow employees single sign-on access to all computer applications, permitting more flexible usage and improved data sharing between applications.

Disaster Recovery Systems

The bank's extended remote copying service is located at an outsourced location in Ankara. Under the current configuration, in the event of a system-wide failure, the Ankara location can take over all critical banking operations within a few hours and provide sufficient processing capacity. The bank tests the integrity of this system at least once a year, and as of the date of publication of this Basic Proposal Circular, no significant issues have been observed in these testing runs.

Outsourcing

The Bank determines which services will be outsourced by conducting a feasibility study and comparing the cost and duration of developing the service in-house versus outsourcing the service. Some of the services the Bank currently outsources are as follows:

- Data centre co-location services for disaster recovery provided by KKB;
- Credit Card Management system, including ATM and POS services;
- Maintenance of IT hardware;
- Software development in need of urgent implementation and specialty knowledge.
- Infrastructure system management in need of urgent requirements.

Employees

As of 31 December 2025, the Bank had 22,575 employees, compared to 21,520 employees as of 31 December 2024 and 22,219 as of 31 December 2023. As of 31 December 2025, 64.2% of employees were employed in the Bank's branches and 35.8% were employed in the Bank's head office and regional offices.

The following table sets out the number of employees of the Bank, divided into those working in the head and regional offices and those working in the branches, calculated using BRSA standards as of the dates indicated:

	As of 31 December		
	2025	2024	2023
Employees at Head and Regional Offices	8,082	7,545	7,832
Employees at Branches	14,493	13,975	14,387
Total	**22,575**	**21,520**	**22,219**

As of 31 December 2025, the average age of the Bank's employees was approximately 36.62 years, while the average number of years with the Bank by its professional staff was 11.16 years.

The Bank places emphasis on ensuring that its employees have a sufficient level of education and experience for operational efficiency and effectiveness, and has a policy aimed at changing employee compensation to a broader performance-based approach as well as trying to replace higher cost retiring employees with lower cost new staff. As of 31 December 2025, 75% of the total employees had a bachelor's degree (compared to 75% in 2024), 8% of the total employees held masters or doctorate degrees (compared to 8% in 2024) and 17% of the staff had a secondary school education as their highest level of education.

The Bank places an emphasis on training and career development. All employees have specified training sessions and duration quotas in line with their current positions and functions. All of these training programmes are organised by the related department and are mandatory for employees at all levels. The Bank also provides online training applications to its employees under the name "Halk Academy".

Wage Determination

The Bank classifies its personnel into four categories: administrative, support, career and specialised. Within each group, employees are differentiated into levels to determine their titles, wages, fringe benefits and bonus schemes.

The Board determines minimum and maximum wages, with individual compensation based on qualifications (such as education, language ability and seniority) and performance. As is customary in large Turkish companies, employee compensation includes an extra payment equal to one month's salary four times a year, in January, April, July and October.

Managing director and director level employee packages have two components, salary and compensation, as determined by calculations contained in the Bank's Board-approved salary determination manual. Maximum compensation is determined by the Board and individual compensation is determined by the Bank's general manager. There are no performance based award mechanisms for the Managing Director and director level managers in the headquarters or in regional offices, compensation for other personnel is determined in accordance with the annexes of the Salary Implementation Directive in force at our Bank.

Branch managers' performance is monitored and their branches' relative performance is compared on a variety of metrics (such as financial performance) to: (i) their own past performance; (ii) the performance of other the Bank branches, regionally and from other regions; (iii) budget realisation rates; and (iv) branches of other banks in the region. Each branch manager receives a performance score based on the branch's performance, and branch managers who demonstrate consistently high scores may move from a lower rated branch to a

higher rated branch. In addition, branch managers are awarded benefits such as higher base salaries, bonuses and non-monetary benefits such as mobile phones, tablets as a result of good performance.

Pensions and Termination Benefits

In accordance with existing legislation in Turkey and union agreements, the Bank is required to make lump sum retirement payments to employees who has completed one year of service, is called up for military service, dies, resigns, retires or whose employment is terminated without due cause, or for female employees who resigns subsequent to her marriage within one year.

Such severance payments are unfunded since there is no funding requirement in Turkey. The cost of providing such severance payments is determined by independent actuaries annually using the projected unit credit method. All actuarial gains and losses are recognised in profit or loss.

In calculating the related liability to be recorded in the financial statements for these severance payments, the Group uses independent actuaries and also makes assumptions and estimates relating to, among other things, the discount rate to be used, expected turnover of employees, and future change in salaries and compensation. These assumptions and estimates are reviewed regularly. The carrying value of employee severance payment provisions was TL 10 million as of 31 December 2025.

In addition to the employee severance payments, the Group maintains privately administrated defined benefit pension plans, T. Halk Bankası Pension Fund, T. Ziraat Bankası and T. Halk Bankası Employee Pension Fund Foundations. The members of the plan receive pension benefits on retirement, dependent on several factors such as age, years of service and compensation. The Group recognised the liability in the balance sheet in respect to these plans equal to the present value of the defined benefit obligation at the balance sheet less the fair value of the assets. The defined benefit obligation is calculated annually by independent actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using the expected interest rates for Turkish Lira. The Group recognises actuarial gains or losses in profit or loss.

In accordance with the relevant legislation in Turkey, pension funds were required to be transferred directly to the Social Security Fund ("**SSF**") within a period of three years starting from 8 May 2008. Certain provisions of the legislation requiring transfer were challenged before the Constitutional Court and, while a previous version of this law was found to be unconstitutional by the Constitutional Court in 2007, on 30 March 2011, the Constitutional Court ruled that this law was constitutional and rejected the claim that it should be cancelled. Pursuant to the Council of Ministers' decision 2014/6042 dated 30 April 2014, the deadline by which to transfer pension funds to the SSF was extended to 8 May 2015, which was then later extended. According to Law No. 6645 amending the 20th provisional article of the Social Security Law and published in the Official Gazette on 23 April 2015, as revised by presidential Decree No. 703 effective as of 2 July 2018, the Turkish Presidency is authorised to determine the date of the transfer of pension funds to the SSF.

The excess benefits, which are not subject to the transfer to the SSF, are accounted for in the Group's BRSA Financial Statements. The obligation in respect of this retained portion of the benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods, which benefit is discounted to determine its present value by using the projected unit credit method and any unrecognised past service costs and the fair value of any plan assets are reduced.

The pension and medical benefits transferable to the SSF and the excess benefits are calculated annually by an independent actuary registered with the Turkish Treasury. As per the latest independent actuary reports dated

31 December 2025, the Group has no excess obligation that needed to be provided for as of 31 December 2025.

Insurance

The Group's fixed and liquid assets are covered by general insurance arrangements covering normal risks, the majority of which are provided by the Bank. Loans which are secured by real estate are also required by the Group to be insured against normal risks, such as fire, together with value protection. All retail loan customers are required to have life insurance. The Bank does not maintain any credit risk insurance in relation to defaults by its customers as this is generally not available in Turkey.

Legal Proceedings

Except as otherwise set forth herein, the Group is subject to various ongoing legal proceedings but the Bank's management does not believe that such proceedings, individually or taken together, are likely to have a material adverse effect on the business of the Group or on the results of its operations or financial condition.

A group of 151 plaintiffs brought a new civil case on July 26, 2023 again with the U.S. District Court for the Southern District of New York, based on efforts to link the grievances they suffered in various countries with the so-called allegations in the pending criminal case filed against us on Oct. 15, 2019.

Our Bank was served with the complaint on October 1, 2023, with all the Bank's rights to opposition and to assert all defenses being reserved.

In Hughes case, upon the Government's motion, the U.S. District Court for the Southern District of New York ordered on May 1, 2024 to stay all proceedings in said civil case until our Bank's criminal case is concluded. Therefore, the second civil case (the Hughes case) shall be kept on hold until the criminal case against our Bank is ultimately resolved.

Anti-Money Laundering Policies

Türkiye is a member country of the Financial Action Task Force (the "**FATF**") and has enacted laws to combat money laundering, terrorist financing, proliferation financing and other financial crimes. Minimum standards and duties include customer identification, record keeping, suspicious activity reporting, risk management and monitoring activities, employee training, audit functions and designation of a compliance officer and compliance programme. Suspicious transactions must be reported to the Financial Crimes Investigation Board (Mali Suçları Araştırma Kurulu) (the "**MASAK**"), which is the Turkish financial intelligence unit. In Türkiye, all banks and their employees are obligated to implement and fulfil certain requirements regarding the treatment of activities that may be referred to as money-laundering, terrorist financing or proliferation financing.

The main provisions of the applicable law include regulation of: (a) client identification, (b) reporting of suspicious activity, (c) training, internal audit and control, risk management systems and other measures, (d) periodic reporting, (e) information and document disclosure, (f) retention of records and data, (g) data access systems to public records, (h) protection of individuals and legal entities who fulfil certain regulatory requirements (e.g., due diligence and suspicious transactions reporting requirements stipulated under the laws regarding anti-money laundering) and (i) written declaration of beneficial owners by transacting customers, among other provisions. Suspicious transactions must be reported to the MASAK.

The Bank is committed to the highest standards of AML and counter-terrorist financing ("**CTF**") compliance and requires management and employees to adhere to these standards to prevent use of the Bank's products and services for money laundering or terrorist financing purposes.

The Bank and its domestic branches and subsidiaries have adopted policies and procedures designed to comply with applicable AML, CTF and KYC laws in Türkiye. The Bank's overseas branches and subsidiaries are

subject to regulation by the countries where these branches and subsidiaries are located, although the Bank oversees their policies and implementations to the extent allowed by local regulators. It should be noted that in the case of any discrepancy between the Bank's policies and the local laws or regulations of in the host country, the more stringent regulations shall be applied.

To ensure that the Bank is not unknowingly used as an intermediary in money laundering and other similar criminal activities, an AML programme has been implemented and must be followed by all employees. The Bank has established a Compliance Department and designated a Compliance Officer in order to ensure the compliance to applicable AML, CTF and KYC laws, rules and regulations.

In addition, on 21 October 2021, the FATF placed Türkiye on the so-called "grey list" of countries in need of elevated supervision of its legal framework for combatting terrorism and money laundering. The FATF cited concerns about inadequate supervision of Türkiye's banking and real estate sectors and dealers in gold and precious stones, including having undertaken insufficient prosecutorial efforts against violators (including freezing of assets). As a result of this process, various regulations have been implemented in order to comply with the FATF's recommendations. Consequently, to reflect Türkiye's progress, the FATF re-rated the country on 30 November 2021 on some recommendations and changed the rating of four recommendations from partially compliant to largely compliant. On 10 May 2022, the FATF re-rated the country and changed the rating of one recommendation from partially compliant to compliant and two recommendations from partially compliant to largely compliant. On 27 October 2023, the FATF acknowledged Türkiye's progress while highlighting that, although previous deadlines have expired, Türkiye should continue to work on implementing its action plan to address one remaining strategic deficiency, specifically by confiscating assets related to terrorist financing. On 23 February 2024, the FATF announced that Türkiye had completed a significant part of its action plan, which progress warranted a site visit to be conducted before June 2024. On 28 June 2024, Türkiye was removed from the "grey list."

Compliance with Sanctions Laws

OFAC administers US primary and secondary sanctions which prohibit US persons from engaging in or facilitating certain transactions and create a risk of designation for non-US persons under secondary sanctions in some circumstances. Sanctions programs have also been put in place by the UK, the EU, the United Nations and Türkiye (designated or blocked parties and other targets of these restrictions being recognised together as the "**Sanction Targets**"). The Group takes restrictive measures in respect of transactions and customers which are deemed to be related to the Sanctions Targets. The Group's Compliance Department oversees compliance with the sanctions programs, monitors relevant legislative and regulatory developments, establishes policies and procedures for compliance with sanctions regulations and conducts periodic reporting to assess sanction risks.

Pursuant to the Group's sanctions policies and procedures, the names of all new customers and also existing customer database are automatically screened against sanction lists by a separate KYC software module. During the customer onboarding process, checks are undertaken in respect of the customer's identification and address, the consistency of submitted documents and information, the customer's reason for choosing the relevant Group member and opening an account, the customer's occupation and primary source of income, business activities and, if the customer is a corporate entity, information regarding its customers and vendors. Before opening an account for, or entering into any transaction with, a customer, the Group seeks to ensure that the customer is not listed as a Sanction Target and all incoming and outgoing transactions are continuously and automatically screened against the list of Sanction Targets. All daily transactions are further reviewed for compliance with sanction lists by the Group using anti-money laundering software and a third-party screening company. In accordance with the Group's sanctions policies and procedures, the Group seeks to maintain accurate and up-to-date beneficial ownership information about its customers. KPMG, the Group's external auditor, most recently completed an audit of the Group's compliance with sanctions laws in 2025. No material findings were raised in connection with this audit.

Through the Group's representative office in Tehran, Iran, the Group conducts certain business dealings in compliance with OFAC General License L (Executive Order 13902 of 10 January 2020). The primary purpose

of this representative office is to provide the Group with market updates regarding the Iranian banking sector. The Group does not employ Iranian nationals, hold customer deposits or offer loans to customers through its representative office. In addition, the Group has business dealings with five Iranian banks in compliance with OFAC General License L. In the year ended 31 December 2025, revenue derived from transactions with these banks amounted to less than 0.1% of the Group's total revenue.

In addition to these activities, the Group has certain legacy relationships with customers from Syria. The Group entered into these relationships before Syria became subject to international sanctions and the Group is contractually prohibited from terminating these relationships. Following the lifting of comprehensive sanctions on 30 June 2025, Syria is no longer comprehensively embargoed under US sanctions. The Group may mediate transactions related to Syria following updated international sanctions provisions and correspondent banks' policies. The Group also issued several letters of guarantee to two correspondent banks in Russia prior to the Russian invasion of Ukraine in February 2022. The Group is contractually prohibited from terminating these letters of guarantee, which amounted to less than 0.1% of the Group's total assets as of 31 December 2025.

Credit Ratings

Each of the Bank's credit ratings (and, where relevant, ratings outlook) from Fitch and JCR Eurasia as of the date of this Base Offering Circular is set out below. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. The date of the Bank's rating is based upon the last applicable report of the applicable rating agency.

Fitch (14 April 2026)

Long-term Foreign Currency Issuer Default Rating/Outlook:	BB- / Stable
Short-term Foreign Currency Issuer Default Rating:	B
Local Currency Long Term Issuer Default Rating/Outlook:	BB- / Stable
Local Currency Short Term Issuer Default Rating:	B
National Long-term Rating/Outlook:	AA(tur) / Stable
Government Support Rating:	bb-
Viability Rating:	b-

JCR Eurasia (28 November 2025)

Long Term International Foreign Currency Rating/Outlook:	BB / Stable
Long Term International Local Currency Rating/Outlook:	BB / Stable
Long Term National Rating/Outlook:	AAA(tr) / Stable
Short Term National Rating/Outlook:	J1+ (tr) / Stable

Moody's (*3 July 2026*)

Long Term Foreign Currency Deposit Rating	Ba3 / Stable
Short-Term Foreign Currency Deposit Rating	NP
Long Term Local Currency Deposit Rating	Ba3
Short Term Local Currency Deposit Rating	NP
Baseline Credit Assessment	b3
Adjusted Baseline Credit Assessment	b3

RISK MANAGEMENT

General

Assessment and control of risk is critical to the Group's success. The principal risks inherent in the Group's business are credit risk, liquidity risk, market risk (including interest rate risk and foreign exchange rate risk) and operational risk.

Risk Management Organisation

The Group's current system of risk management, including its operational risk framework, operational risk policy, application principles and contingency plans, has been in place since January 2004 and is fully integrated into the Group's internal systems for planning, management and control. The Group continues to maintain and develop its risk management system, which has been established both to meet the Group's ongoing internal risk management needs and to comply with legal and regulatory requirements and other applicable standards, including BRSA regulations and the Basel III criteria.

The Board is ultimately responsible for developing and monitoring the Group's risk management, internal control and internal audit policies and strategies. The Board approves the Group's general principles of risk control and risk management, its limits for all relevant risks and the procedures that the Group applies in controlling and managing its risks.

In line with legal and regulatory requirements, the Board has established an Audit Committee whose mandate is to ensure that the Board's monitoring functions are duly carried out. The Audit Committee is composed of two non-executive members of the Board. The Audit Committee reports to the Board on the results of the Group's risk management, internal control and internal audit activities, as well as its views on any other risk-related issues that it deems important. See "*Management—Board Committees*". The Group has also established a Risk Management department, an Internal Control department and a Board of Inspectors, all of which report to the Board through the Audit Committee.

Risk Management Department

The Risk Management department is in charge of identifying, measuring, monitoring and reporting the Group's credit, liquidity, market and operational risks, and reports to the BRSA on a regular basis in compliance with the regulation published by BRSA. The Risk Management department is also carrying out necessary stress tests on a monthly basis. The stress tests apply various sensitivity analyses on interest rates and foreign exchange parameters, as well as on certain credit parameters such as probability of default ("**PD**"), loss given default ("**LGD**"), and exposure at default ("**ED**"). The threshold for the stress tests is the 12% capital adequacy ratio ("**CAR**"), which is the ratio that is recommended by the BRSA as well as the ratio that is required by the BRSA as a condition for banks to open new branches and engage in offshore banking. The Bank is also subject to the 2015 Capital Adequacy Regulation, which sets the core capital adequacy ratio at 4.5% and the principal capital adequacy ratio at 6%. If the Bank fails to meet these targets, in addition to other restrictions, its ability to distribute profits is restricted.

The Bank has met the minimum CAR of 8% and the additional capital buffers in respect of all stress tests conducted to date. The mission of the Risk Management department is to ensure, together with executive management, that risks taken by the Group align with its policies and are compatible with its profitability and credit rating objectives.

As of 31 December 2025, the Risk Management department is comprised of a team of 55 employees trained in statistics.

Internal Control Department

Internal controls are conducted to ensure that the activities of the Bank are in compliance with all applicable laws and regulations, the reliability of the Bank's accounting system and financial statements, operational efficiency and safeguarding of assets. The scope, method and implementation of the controls are revised in accordance with the Bank's policies and strategies. The activities carried out by the Bank's domestic and international branches and head office units are controlled and the results are reported to senior management to determine an appropriate action to be taken. Compliance controls are performed to ensure that the Bank is compliance with all applicable laws and regulations, internal policies and guidelines and established banking practices. The Internal Control Department is also responsible for reviewing business flows and making recommendations for improving the Bank's overall operational efficiency. The activities of the Internal Control Department are reported periodically to the Audit Committee. As of 31 December 2025, the Internal Control Department was staffed by 143 internal controllers.

Compliance Department

The Compliance Department was established in 2017 in order to carry out the Bank's obligations in accordance with legislation relation to the prevention of laundering of the proceeds of crime and to oversee the Bank's legal and regulatory compliance activities.

The Compliance Department identifies and categorises the risks that the Bank may be exposed to in terms of the prevention of laundering of the proceeds of crime and financing of terrorism issues, determines measures to mitigate the risks and measures the effectiveness and efficiency of these measures. The Compliance Department also monitors trends in current compliance risks and subjects the Bank's products, services and customer structure to risk analysis processes within the framework of these risks. The Compliance Department's activities are performed under the Internal Systems Group Presidency. The ultimate responsibility of implementing of Compliance Program belongs to the Board of Directors. Compliance Department reports to the Audit Committee. (consisting of 2 Members of Board of Directors) quarterly and to the Board of Directors annually. As of 31 December 2025, the Compliance Department contained 54 employees.

Board of Auditors

The Board of Auditors is responsible for monitoring the activities of the Bank to ensure that these activities are carried out in compliance with legal and regulatory requirements and other applicable standards (domestic or international), as well as the Bank's own internal strategies, ethics code, policy guidelines and targets. The Board of Auditors inspects and audits the entire business, both the domestic units/subsidiaries and the units/subsidiaries abroad, in an attempt to identify any deficiencies, errors or misconduct and to conserve the Bank's assets and the efficiency of the Bank's operations.

The Board of Auditors performs in activities independently in line with a written, Board-approved and risk-based internal audit plan. Results of audit activities are quarterly reported to the Board through the Audit Committee. By means of this reporting process, the Audit Committee is able to oversee the Bank's internal audit function. Audit reports are made and could also be watched in internal audit system, which is embedded in the core banking system. Each internal audit finding has both a significance level and a deadline so that each finding is highly followed in the system.

In addition, the Board of Auditors gives advice and makes proposals for the elimination of any deficiencies and for the prevention of the recurrence of detected errors or misconduct. Furthermore, the Board of Auditors assesses the accuracy and reliability of non-financial information and reporting forwarded to the Board and the BRSA. As of 31 December 2025, the Board of Auditors was staffed by 135 auditors.

Management of Specific Risks

The Group's risk management processes are distinguished by the type of risk, as set out below.

Credit Risk

Credit risk is the risk that counterparties may be unable to meet their obligations in accordance with the terms of their agreements with the Group. The Group is subject to credit risk through its lending, trading, hedging and investing activities and in cases where it acts as an intermediary on behalf of third parties. The Group's primary credit risk exposure relates to its lending activities and is focused in Türkiye where its main operations take place.

The Group manages its exposure to credit risk through involvement with highly credible banks and entities, and by limiting the aggregate risk from any sector or geographical region. Exposure to credit risk is also managed through regular analysis of the ability of borrowers and potential borrowers to meet interest and capital repayment obligations and by changing lending limits where appropriate. The Group also attempts to obtain adequate collateral for loans given and other receivables. Such collateral may include suretyships, mortgages on property, government securities, cash blockages and customer or real person checks.

The Group rates each of its loans given to its corporate and commercial customers, and rates many of its loans to its SME customers, using the internal risk rating methodologies described below in *"—Internal Risk Rating Methodologies for Loans to Companies*". The Group requires additional guarantees from its customers with high-risk ratings, or does not provide loans to such customers, or applies strategies in order to decrease the level of risk from loans to such customers.

As prescribed in the 2018 Classification of Loans and Provisions Regulation, the credit worthiness of the debtors of the loans and other receivables is monitored regularly. Credit limits are determined according to the debtor's audited statement of accounts where available, or otherwise according to internal risk rating criteria such as the salary and total indebtedness of the customer. Loan limits and guarantee factors are monitored and updated at least once a year and also as deemed necessary and in accordance with changes in economic conditions.

The Risk Management department monitors the Group's exposure to credit risk by generating and submitting monthly reports on credit risk to the Board and the heads of relevant departments. Monthly reports show the distribution by sector of performing and past-due cash and non-cash loans, the distribution of performing and past-due retail loans by maturity, the currency distribution of loans, the rating concentrations of the corporate and SME loan portfolios in terms of sectors and exposures, and the regional distribution of the loan portfolio.

As of 31 December 2025, the share of cash loans from the Group's top 100 cash loan customers was 27.7% of its total cash loans. As of 31 December 2025, the share of non-cash loans from the Group's top 100 non-cash loan customers was 32.1% of its total non-cash loans. As of 31 December 2025, the share of cash and non-cash loans from the Group's top 100 customers was 16.24% of its total assets (including off-balance sheet assets).

As of 31 December 2025, the general loan loss provision related to the credit risk incurred by the Bank in accordance with the legislation on the 2018 Classification of Loans and Provisions Regulation was TL 67.4 billion.

Derivatives

The Group maintains strict control limits on net open derivative positions (i.e., the difference between purchase and sale contracts), by both amount and term. At any one time, the amount subject to credit risk is limited to the current fair value of instruments that are favourable to the Group (i.e., assets where their fair value is positive), which in relation to derivatives is only a small fraction of the contract, or notional values used to express the volume of instruments outstanding. This credit risk exposure is managed as part of the overall lending limits with customers, together with potential exposures from market movements. Collateral or other

security is not usually obtained for credit risk exposures on these instruments, except where the Group requires margin deposits from counterparties.

Counterparty Credit Risk

Counterparty credit risk is the risk that the counterparty to a transaction could default before the transaction's cash flows. Over-the-counter derivatives, credit derivatives, securities financing transactions, long settlement transactions and margin lending transactions are subject to counterparty credit risk calculations.

The Group uses the current exposure method to calculate counterparty credit risk. The comprehensive financial collateral and simple financial collateral approaches are taken into account in calculating the counterparty credit risk of repo style transactions for trading and banking book activities respectively.

Under the current exposure method, the Group calculates the current replacement cost by marking contracts to market, thus capturing the current exposure without any need for estimation, and then adding a factor ("add on") to reflect the potential future exposure over the remaining life of the contract.

The contracts made according to the attribute of the transaction are evaluated by taking into account the International Swaps and Derivatives Association and Credit Support Annex frameworks for derivative transactions and the Global Master Repurchase Agreement framework for repurchase agreements. The risk is mitigated by receiving cash or other forms of collateral. In secured lending and repo transactions, the haircut amounts are reduced from the counterparty's limits.

Credit-Related Commitments

The primary purpose of these instruments is to ensure that funds are available to a customer as required. Guarantees and standby letters of credit (which represent irrevocable assurances that the Group will make payments in the event that a customer cannot meet its obligations to third parties) carry the same credit risk as loans. Documentary and commercial letters of credit (which are written undertakings by the Group on behalf of a customer authorising a third party to draw drafts on the Group up to a stipulated amount under specific terms and conditions) are collateralised by the underlying shipments of goods to which they relate and therefore carry less risk than a direct borrowing. Commitments to extend credit represent unused portions of authorisations to extend credit in the form of loans, guarantees or letters of credit. With respect to credit risk on commitments to extend credit, the Group is potentially exposed to loss in an amount equal to the total unused commitments. However, the likely amount of loss is less than the total unused commitments, as most commitments to extend credit are contingent upon customers maintaining specific credit standards. The Group monitors the term to maturity of credit commitments because longer-term commitments generally have a greater degree of credit risk than shorter-term commitments.

Liquidity Risk

Liquidity risk is the current or prospective risk to earnings and capital arising from an institution's inability to meet its liabilities when they come due without incurring unacceptable costs. It reflects the potential mismatch of payment obligations to incoming payments, taking into account unexpected delays in repayments (term liquidity risk) or unexpectedly high payment outflows (withdrawal/call risk). Liquidity risk involves the risk of unexpected mismatches in maturities of assets and liabilities and the risk of being unable to liquidate a position in a timely manner on reasonable terms.

The Group uses domestic and foreign markets for its liquidity needs. The Bank's management believes the Group has relatively low external capital requirements, which historically it has met by borrowing on local markets. However, the Group is seeking to expand its wholesale borrowing, particularly to meet its need for longer-term liabilities due to the asset-liability mismatch common to many Turkish banks. Potential cash sources include syndicated loans, money market borrowings from domestic banks and repurchase transactions in international markets, as well as through the issuance of debt instruments into international debt capital markets.

Historically, the Group's primary source of funding has been its deposits from customers, including savings deposits, commercial deposits, and foreign currency deposits. As of 31 December 2025, and 2024, deposits from customers represented 69.5% and 69.3%, respectively, of the Group's total liabilities. Throughout 2025 and 2024, the Bank issued TL 4.1 billion and TL 29.9 billion, respectively, of commercial bonds to qualified investors in private placements.

The Group's investment securities portfolio consists mainly of financial assets measured at amortised cost. As of 31 December 2025, 9.37% of the Group's investment securities portfolio was composed of financial assets at fair value through profit or loss, 25.15% was composed of financial assets at fair value through other comprehensive income, whereas the remaining 65.48% was composed of financial assets measured at amortised cost.

Net liquidity gap

The matching and controlled mismatching of the maturities and interest rates of assets and liabilities is fundamental to the management of the Group. It is unusual for banks to be completely matched, as transacted business is often of uncertain term and of different types. Furthermore, due to the short-term maturity structure of deposits in Türkiye, maturity mismatches are a common problem for Turkish banks. An unmatched position potentially enhances profitability, but also increases the risk of losses. The Bank's management believes that liquidity requirements to support calls under guarantees and standby letters of credit may be considerably less than the total outstanding contractual amount of the commitments, as a commitment to extend credit does not necessarily represent future cash requirements, as many of these commitments may expire or terminate without being funded. See "*Risk Factors—Risk Factors Relating to the Group—The Group's risk management strategies and internal control capabilities may leave it exposed to unidentified or unanticipated risks*".

The following tables set out information according to remaining maturities of the Group's assets and liabilities as of the dates indicated:

	BRSA Consolidated							
	As of 31 December 2025							
	Demand	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and over	Undistributed	Total
ASSETS								
Cash (cash in TL, foreign currency cash, money in transit, checks purchased, precious metals) and balances with the Central Bank	468,199,870	371,925,807	1,105,186	8,719,225	297,214	60,363	-	868,307,665
Banks	24,000,706	36,088,874	2,374,269	148,859	421,370	151,933	42,236	63,228,247
Financial assets at fair value through profit and loss	681,458	269,367	62,040,141	42,336,010	14,562	-	8,272,604	113,614,142
Money market placements	-	23,734	-	-	-	-	-	23,734
Financial assets at fair value through other comprehensive income	-	20,189,142	12,634,662	91,791,374	107,143,656	71,412,542	1,905,590	305,076,966
Loans[4]	26,215,318	245,414,597	389,325,217	391,813,606	802,866,399	158,797,975	81,553,857	2,095,986,969
Financial assets measured at amortised cost	-	69,974,464	22,293,197	71,704,800	369,010,815	261,348,608	-	794,331,884
Other assets[2]	2,127,846	17,502,820	11,360,563	17,529,291	11,766,239	1,647,152	194,566,710	256,500,621
Total assets	**539,225,198**	**761,388,805**	**501,133,235**	**624,043,165**	**1,291,520,255**	**493,418,573**	**286,340,997**	**4,497,070,228**
LIABILITIES								

	BRSA Consolidated							
	As of 31 December 2025							
	Demand	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and over	Undistributed	Total
Bank deposits	240,121,120	221,343,600	19,894,574	1,643,092	-	-	-	483,002,286
Other deposits	803,894,460	1,619,623,798	600,379,681	89,625,917	10,615,170	696,681	-	3,124,835,707
Funds provided from other financial institutions[3]	11,433	10,361,915	12,820,826	40,581,297	43,512,656	8,922,840	-	116,210,967
Money market balances	-	203,070,938	11,940,117	-	26,182,413	-	-	241,193,468
Bonds issued	-	5,747,293	7,203,653	8,809,534	-	-	-	21,760,480
Miscellaneous payables	196,612	56,306,635	1,293,083	5,516,732	16,062,030	18,430	14,386,918	93,780,440
Other liabilities[1]	4,147,922	40,918,523	2,647,654	1,531,392	66,965,246	33,205,146	266,870,897	416,286,780
Total liabilities	**1,048,371,547**	**2,157,372,702**	**656,179,588**	**147,707,964**	**163,337,515**	**42,843,097**	**281,257,815**	**4,497,070,228**
Liquidity gap	**(509,146,349)**	**(1,395,983,897)**	**(155,046,353)**	**476,335,201**	**1,128,182,740**	**450,575,476**	**5,083,182**	**-**

(1) Shareholders' equity is disclosed in other liabilities line under the undistributed column.

(2) Other asset items which are not expected to be converted into cash in short term but required for continuity of banking operations like lease receivables, factoring receivables, non current assets held for sale and discontinued operations, tangible and intangible assets, office supply inventory, associates and subsidiaries and prepaid expenses and expected credit losses are disclosed in other assets under the interest-free column.

(3) Funds provided from other financial institutions include borrowings.

(4) Non-performing loans is disclosed in under the undistributed column.

	BRSA Consolidated							
	As of 31 December 2024							
	Demand	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and over	Undistributed	Total
ASSETS								
Cash (cash in TL, foreign currency cash, money in transit, checks purchased, precious metals) and balances with the Central Bank	405,668,035	221,509,947	735,192	5,327,170	142,503	44,046	-	633,426,893
Banks	21,709,130	11,424,465	572,450	89,700	286,636	119,591	33,484	34,235,456
Financial assets at fair value through profit and loss	1,037,126	245,076	3,897,450	11,814,075	41,018,945	20	767,895	58,780,587
Money market placements	-	1,412,154	-	-	-	-	-	1,412,154
Financial assets at fair value through other comprehensive income	-	21,712,032	5,722,276	42,146,381	68,872,934	38,628,084	1,393,027	178,474,734
Loans[4]	13,060,475	172,183,837	285,614,253	301,948,639	571,508,829	144,912,244	32,415,173	1,521,643,450
Financial assets measured at amortised cost	-	58,205,238	9,228,131	52,663,495	206,882,223	234,629,860	-	561,608,947
Other assets[2]	2,464,972	10,712,368	5,340,092	7,386,349	12,420,162	641,338	115,311,248	154,276,529
Total assets	**443,939,738**	**497,405,117**	**311,109,844**	**421,375,809**	**901,132,232**	**418,975,183**	**149,920,827**	**3,143,858,750**
Liabilities								
Bank deposits	162,813,252	102,368,638	15,137,592	2,013,392	-	-	-	282,332,874

	BRSA Consolidated							
	As of 31 December 2024							
	Demand	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and over	Undistributed	Total
Other deposits	472,870,247	1,071,520,898	495,587,634	127,962,910	9,137,958	937,934	-	2,187,287,581
Funds provided from other financial institutions[3]	8,543	23,464,461	8,467,190	5,382,532	20,401,659	6,746,424	-	64,470,809
Money market balances	-	239,370,233	13,810,487	21,109	3,523,700	-	-	256,725,529
Bonds issued	-	4,580,612	5,429,789	2,182,582	-	-	-	12,192,983
Miscellaneous payables	131,446	47,423,938	794,897	3,567,738	9,100,531	34,066	4,750,911	65,803,527
Other liabilities[1]	428,251	37,232,115	2,934,055	1,737,148	18,182,876	33,951,744	189,579,258	284,045,447
Total liabilities	**636,251,739**	**1,525,960,895**	**542,431,644**	**142,867,411**	**60,346,724**	**41,670,168**	**194,330,169**	**3,143,858,750**
Liquidity gap	**(192,312,001)**	**(1,028,555,778)**	**(231,321,800)**	**278,508,398**	**840,785,508**	**377,305,015**	**(44,409,342)**	**-**

(1) Shareholders' equity is disclosed in other liabilities line under the undistributed column.

(2) Other asset items which are not expected to be converted into cash in the short term but required for continuity of banking operations like tangible and intangible assets, office supply inventory, associates and subsidiaries and prepaid expenses are disclosed in other assets under the undistributed column.

(3) Funds provided from other financial institutions include borrowings.

(4) Non-performing loans is disclosed in under the undistributed column.

	BRSA Consolidated							
	As of 31 December 2023							
	Demand	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and over	Undistributed	Total
ASSETS								
Cash (cash in TL, foreign currency cash, money in transit, checks purchased, precious metals) and balances with the Central Bank	54,876,488	221,986,039	439,782	4,276,230	229,799	56,238	-	281,864,576
Banks	10,969,185	10,679,845	722,213	132,152	185,672	126,261	266,680	23,082,008
Financial assets at fair value through profit and loss	759,879		28	35,516,970	53,518	20	3,245,318	39,575,733
Money market placements	-	2,888,124	-	-	-	-	-	2,888,124
Financial assets at fair value through other comprehensive income	-	16,056,202	2,442,715	30,916,559	56,915,712	16,568,944	1,130,802	124,030,934
Loans[4]	6,389,712	103,735,648	252,076,389	219,450,506	551,393,233	161,550,161	19,695,951	1,314,291,600
Financial assets measured at amortised cost	-	42,653,201	22,078,582	66,215,025	115,971,607	183,839,034	-	430,757,449
Other assets[2]	2,578,292	7,206,983	8,142,419	5,670,113	5,966,325	644,241	50,311,754	80,520,127
Total assets	**75,573,556**	**405,206,042**	**285,902,128**	**362,177,555**	**730,715,866**	**362,784,899**	**74,650,505**	**2,297,010,551**
LIABILITIES								
Bank deposits	157,700,174	32,519,122	12,750,230	112,014				203,081,540

	BRSA Consolidated							
	As of 31 December 2023							
	Demand	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and over	Undistributed	Total
Other deposits	390,848,201	873,888,958	289,472,602	164,013,153	8,014,740	1,562,422		1,727,800,076
Funds provided from other financial institutions[3]	30,855	510,306	1,910,465	4,974,512	9,565,791	6,665,190	-	23,657,119
Money market balances	-	25,085,982	406,299	-	2,932,480	-	-	28,424,761
Bonds issued	-	4,550,346	10,545,422	2,055,421	-	-	-	17,151,189
Miscellaneous payables	53,600	23,539,496	509,649	2,428,533	10,037,665	234,449	5,028,661	41,832,053
Other liabilities[1]	431	13,597,528	365,672	72,215,076	6,894,715	1,150,044	160,840,347	255,063,813
Total liabilities	**548,633,261**	**973,691,738**	**315,960,339**	**245,798,709**	**37,445,391**	**9,612,105**	**165,869,008**	**2,297,010,551**
Liquidity gap	**(473,059,705)**	**(568,485,696)**	**(30,058,211)**	**116,378,846**	**693,270,475**	**353,172,794**	**(91,218,503)**	**-**

(1) Shareholders' equity is disclosed in other liabilities line under the undistributed column.

(2) Other asset items which are not expected to be converted into cash in the short term but required for continuity of banking operations like tangible and intangible assets, office supply inventory, associates and subsidiaries and prepaid expenses are disclosed in other assets under the undistributed column.

(3) Funds provided from other financial institutions include borrowings.

(4) Non-performing loans is disclosed in under the undistributed column.

Liquidity Coverage Ratio

According to the BRSA's Regulation on Liquidity Coverage Ratios, a bank is required to maintain an adequate level of unencumbered, high-quality liquid assets that can be converted into cash to meet its liquidity needs for a 30-calendar day period. These ratios are calculated by dividing the bank's total liquid assets by its net cash outflows ("**Total LCR**") and by dividing the bank's foreign currency liquid assets by its net cash outflows ("**Foreign Currency LCR**"). The BRSA's Regulation on Liquidity Ratios provides that, for the period from 5 January 2015 to 31 December 2015, the minimum Total LCR and Foreign Currency LCR for deposit banks were 60% and 40%, respectively, and such ratios were increased by ten percentage points for each year from 1 January 2016 until 1 January 2019. Since 1 January 2019, the minimum Total LCR and Foreign Currency LCR were 100% and 80%, respectively. The BRSA decision dated 26 December 2014 (No. 6143) on liquidity ratios provides that a 0% liquidity adequacy ratio limit applies to deposit banks. On 15 August 2017, the BRSA revised from 50% to 100% the ratio of required reserves held with the Central Bank that can be included in liquidity calculations. Unconsolidated total and foreign currency liquidity coverage ratios cannot be non-compliant more than six times within a calendar year, which includes breaches that have already been remedied.

The table below sets out the Group's high-quality liquid assets, net cash outflows and LCR on a consolidated basis, calculated over a 90 calendar day period, for 2025, 2024 and 2023.

	Year ended 31 December 2025		Year ended 31 December 2024		Year ended 31 December 2023	
	Foreign Currency LCR	Total LCR	Foreign Currency LCR	Total LCR	Foreign Currency LCR	Total LCR
	(TL thousands, except percentages)					
High-Quality Liquid Assets	654,408,013	1,506,639,753	365,275,728	1,027,736,729	283,907,775	700,887,608
Net Cash Outflow	281,820,261	825,884,354	163,143,429	547,422,381	50,337,476	439,308,347

	Year ended 31 December 2025		Year ended 31 December 2024		Year ended 31 December 2023	
	Foreign Currency LCR	Total LCR	Foreign Currency LCR	Total LCR	Foreign Currency LCR	Total LCR
	(TL thousands, except percentages)					
Liquidity Coverage Ratio.....	233.26%	182.68%	224.75%	187.95%	569.74%	159.75%

Market Risk

Market risk arises from the uncertainty concerning changes in market prices and rates (including interest rates and foreign exchange rates) and their levels of volatility. The Bank's management believes that interest rate risk is the most important component of market risk that the Group faces.

The Group seeks to hedge market risk in accordance with the Communiqué on Measurement and Assessment of Capital Adequacy of Banks. The Board sets the limits for the level of market risk to which the Group may be exposed. Those limits are reviewed and revised periodically in line with market conditions and the strategies of the Group.

The interest rate and exchange rate risks related to the financial positions taken by the Group (both on balance sheet and off-balance sheet) are measured and monitored by the Risk Management department. In the computation of capital adequacy, the amount subject to market risk is calculated by using the standard method as required by the BRSA. Beside the standard method, Value-at-Risk ("**VAR**") is also calculated by using the Group's internal model. In order to measure the performance of the internal model, retrospective tests of model outputs are performed regularly. In addition, stress tests and scenario analyses are carried out periodically to measure the effects of unexpected events on the Group's capital adequacy ratios. VAR is calculated with a confidence interval of 99% and a 1 day holding period daily by the historic simulation method and these results are reported daily to the Group's senior management.

Daily liquidity and interest rate sensitivity analyses are also prepared. Results of monthly measurement of market risk and weekly measurement of foreign currency risks are reported to the Group's senior management. In addition, these data are included in weekly, monthly or quarterly legal reporting to the BRSA. In addition, daily market risk analysis reports and weekly macroeconomic risk analysis reports are prepared and presented to senior management.

The total VAR amount was calculated as TL 1,905 million (0.57% of the Bank's equity) as of 31 December 2025 and TL 2,801 million (1.3% of the Bank's equity) as of 31 December 2024.

Currency Risk

Foreign currency risk is the risk of losses due to adverse exchange rate movements in the market. Foreign currency-denominated assets and liabilities, together with forward purchase and sale commitments, give rise to foreign currency exposure.

The Bank's management believes that the Group's foreign currency exposure is limited as a result of its hedging strategy. However, potential currency risks are calculated at daily and monthly periods through the standard method required by the BRSA and daily through the internal models (VAR) so that the Group's currency risk can be monitored. The Group manages foreign currency risk primarily by using natural hedges that arise from offsetting foreign currency denominated assets and liabilities. When deemed necessary, the Group enters into foreign currency swap transactions with other banks.

The following tables set out the Group's concentrations of assets, liabilities and off balance sheet items in various currencies as of the dates indicated:

	BRSA Consolidated as of 31 December 2025			
	EURO	US$	Other Foreign Currency	Total (TL Thousands)
ASSETS				
Cash (cash in vault, foreign currency cash, money in transit, checks purchased, precious metals) and balances with the Central Bank	162,203,095	176,781,106	131,378,466	470,362,667
Banks	11,962,331	6,683,933	8,281,700	26,927,964
Financial assets at fair value through profit and loss	124,455	129,247	102,935,934	103,189,636
Money market placements	-	-	-	-
Financial assets at fair value through other comprehensive income	16,527,054	135,026,866	20,742,831	172,296,751
Loans	431,031,552	186,854,863	75,060,593	692,947,008
Subsidiaries, associates and joint ventures	4,146,393	-	-	4,146,393
Financial assets measured at amortized cost	361,092	98,752,409	397,036	99,510,537
Derivative financial assets held for risk management	-	-	-	-
Tangible assets	-	2,766	4,128,865	4,131,631
Intangible assets	-	-	1,135,535	1,135,535
Other assets[2]	12,266,413	8,397,718	2,360,087	23,024,218
Total assets	**638,622,385**	**612,628,908**	**346,421,047**	**1,597,672,340**
LIABILITIES				
Bank deposits	229,343,875	55,506,645	1,339,696	286,190,216
Foreign currency deposits	423,917,033	316,539,326	372,834,599	1,113,290,958
Money market funds	15,854,971	93,150,855	-	109,005,826
Funds provided from other financial institutions	26,150,897	84,794,119	1,700,991	112,646,007
Securities issued	-	-	-	-
Miscellaneous payables	3,966,320	4,262,481	2,025,498	10,254,299
Derivative financial liabilities held for risk management	-	-	-	-
Other liabilities[2]	3,264,027	45,031,956	3,916,617	52,212,600
Total liabilities	**702,497,123**	**599,285,382**	**381,817,401**	**1,683,599,906**
Net balance sheet position	**(63,874,738)**	**13,343,526**	**(35,396,354)**	**(85,927,566)**
Net off-balance sheet position	50,280,191	(10,707,394)	69,495,751	109,068,548
Financial derivative assets[3][4]	77,002,230	93,035,378	75,184,449	245,222,057
Financial derivative liabilities[3][4]	26,722,039	103,742,772	5,688,698	136,153,509
Non-cash loans[1]	206,953,059	173,147,734	39,162,997	419,263,790
Prior Period				
Total assets	408,489,628	365,126,798	188,255,234	961,871,660
Total liabilities	451,336,626	362,397,477	174,930,168	988,664,271
Net balance sheet position	**(42,846,998)**	**2,729,321**	**13,325,066**	**(26,792,611)**
Net off-balance sheet position	**31,950,248**	**(4,829,621)**	**12,621,379**	**39,742,006**
Financial derivative assets	40,355,188	31,814,453	19,751,730	91,921,371
Financial derivative liabilities	8,404,940	36,644,074	7,130,351	52,179,365
Non-cash loans[1]	128,243,109	113,626,566	24,065,344	265,935,019

(1) Non-cash loans are not included in the off-balance sheet position items.

(2) In accordance with the principles of the "Regulation on Measurement and Practices of Banks' Net Overall FC Position / Shareholders' Equity Ratio on a Consolidated and Unconsolidated Basis", foreign currency derivative financial instruments foreign currency income discounts, equity and derivative financial instruments foreign currency expense discounts in liabilities are not taken into consideration in the currency risk measurement.

(3) Financial derivative assets include forward precious metal purchase transactions amounted to TRY 5,471,777. Financial derivative liabilities include forward precious metal sale transactions amounted to TRY 372,560. Besides, derivative transactions under forward foreign currency purchase and sale commitments are included.

(4) In accordance with the provisions of the "Regulation on the Calculation and Application of the Standard Foreign Currency Net General Position/ Equity Ratio by Banks on a Consolidated and Unconsolidated Basis", money options are included in the calculation of exchange rate risk with delta equivalents.

	BRSA Consolidated as of 31 December 2024			
	EURO	US$	Other Foreign Currency	Total (TL Thousands)
ASSETS				
Cash (cash in vault, foreign currency cash, money in transit, checks purchased, precious metals) and balances with the Central Bank	145,106,696	69,985,435	61,380,301	276,472,432
Banks	6,156,756	7,577,596	7,204,081	20,938,433
Financial assets at fair value through profit and loss	-	271,101	56,282,547	56,553,648

	BRSA Consolidated as of 31 December 2024			
	EURO	US$	Other Foreign Currency	Total (TL Thousands)
Money market placements	-	-	1,192,154	1,192,154
Financial assets at fair value through other comp. income	7,263,413	51,146,916	12,062,182	70,472,511
Loans	241,351,329	143,712,821	45,283,377	430,347,527
Subsidiaries, associates and joint ventures	2,902,429	-	-	2,902,429
Financial assets measured at amortised cost	-	87,311,080	223,183	87,534,263
Derivative financial assets held for risk management	-	-	-	-
Tangible assets	-	2,766	2,316,554	2,319,320
Intangible assets	-	-	780,022	780,022
Other assets[2]	5,709,005	5,119,083	1,530,833	12,358,921
Total assets	**408,489,628**	**365,126,798**	**188,255,234**	**961,871,660**
LIABILITIES				
Bank deposits	169,206,239	12,060,504	1,132,259	182,399,002
Foreign currency deposits	259,848,046	239,361,305	170,051,520	669,260,871
Money market funds	3,941,832	81,850,128	-	85,791,960
Funds provided from other financial institutions	15,145,990	25,507,156	79,564	40,732,710
Securities issued	-	-	-	-
Miscellaneous payables	1,651,121	1,303,676	1,552,418	4,507,215
Derivative financial liabilities held for risk management	-	-	-	-
Other liabilities[2]	1,543,398	2,314,708	2,114,407	5,972,513
Total liabilities	**451,336,626**	**362,397,477**	**174,930,168**	**988,664,271**
Net balance sheet position	**(42,846,998)**	**2,729,321**	**13,325,066**	**(26,792,611)**
Net off-balance sheet position	**31,950,148**	**(4,829,621)**	**12,621,379**	**39,742,006**
Financial derivative assets[3][4]	40,355,188	31,814,453	19,751,730	91,921,371
Financial derivative liabilities[3][4]	8,404,940	36,644,074	7,130,351	52,179,365
Non-cash loans[1]	128,243,109	113,626,566	24,065,344	265,935,019

(1) Non-cash loans are not included in the off-balance sheet position items.

(2) In accordance with the principles of the "Regulation on Measurement and Practices of Banks' Net Overall FC Position/Shareholders' Equity Ratio on a Consolidated and Unconsolidated Basis", foreign currency derivative financial instruments foreign currency income discounts, equity and derivative financial instruments foreign currency expenses discounts in liabilities are not taken into consideration in the currency risk measurement.

(3) Financial derivative assets include forward precious metal purchase transactions which amount to TL 13,491,274; and financial derivative liabilities include forward precious metal sale transactions which amount to TL 2,489,945. Derivative transactions under forward foreign currency purchase and sale commitments are also included.

(4) In accordance with the provisions of the "Regulation on the Calculation and Application of the Standard Foreign Currency Net General Positions/Equity Ratio by Banks on a Consolidated and Unconsolidated Basis", money options are included in the calculation of exchange rate risk with delta equivalents.

	BRSA Consolidated as of 31 December 2023			
	EURO	US$	Other Foreign Currency	Total (TL Thousands)
ASSETS				
Cash (cash in vault, foreign currency cash, money in transit, checks purchased, precious metals) and balances with the Central Bank	108,542,435	88,750,861	26,187,821	223,481,117
Banks	5,475,241	3,158,112	7,687,281	16,320,634
Financial assets at fair value through profit and loss	-	1,349	35,996	37,345
Money market placements	-	-	2,182,907	2,182,907
Financial assets at fair value through other comp. income	14,554,504	31,615,419	8,140,099	54,310,022
Loans	174,224,971	100,383,230	33,423,761	308,031,962
Subsidiaries, associates and entities under common control	2,436,869	-	-	2,436,869
Financial assets measured at amortised cost	36,066,235	73,075,249	27,812,492	136,953,976
Derivative financial assets held for risk management	-	-	-	-
Tangible assets	-	-	2,026,019	2,026,019
Intangible assets	-	-	584,130	584,130
Other assets[2]	3,925,020	2,703,301	1,535,506	8,163,827
Total assets	**345,225,275**	**299,687,521**	**109,616,012**	**754,528,808**
LIABILITIES				
Bank deposits	164,611,529	9,510,406	4,054,692	178,176,627

	BRSA Consolidated as of 31 December 2023			
	EURO	US$	Other Foreign Currency	Total (TL Thousands)
Foreign currency deposits	248,189,051	261,372,317	122,750,440	632,311,808
Money market balances	2,601,967	15,954,365	159,739	18,716,071
Funds provided from other financial institutions	11,646,606	8,847,218	95,002	20,588,826
Bonds issued	-	-	-	-
Miscellaneous payables	1,848,794	3,372,811	1,431,445	6,653,050
Derivative financial liabilities held for risk management	-	-	-	-
Other liabilities[2]	40,511,812	1,812,298	2,249,764	44,573,874
Total liabilities	**469,409,759**	**300,869,415**	**130,741,082**	**901,020,256**
Net balance sheet position	**(124,184,484)**	**(1,181,894)**	**(21,125,070)**	**(146,491,448)**
Net off-balance sheet position	**114,085,231**	**5,978,870**	**34,502,577**	**154,566,678**
Financial derivative assets[3][4]	120,815,872	27,224,719	41,331,839	189,372,430
Financial derivative liabilities[3][4]	6,730,641	21,245,849	6,829,262	34,805,752
Non-cash loans[1]	98,483,312	88,000,186	20,181,074	206,664,572

(1) Non-cash loans are not included in the off-balance sheet position items.

(2) In accordance with the principles of the "Regulation on Measurement and Practices of Banks' Net Overall FC Position/Shareholders' Equity Ratio on a Consolidated and Unconsolidated Basis", foreign currency derivative financial instruments foreign currency income discounts, equity and derivative financial instruments foreign currency expense discounts in liabilities are not taken into consideration in the currency risk measurement.

(3) Financial derivative assets include forward precious metal purchase transactions which amounted to TL 6,586,176 and swap precious metal purchase transactions which amount to TL 25,064,563. Financial derivative liabilities include forward precious metal sale transactions which amounted to TL 2,205,463; derivative transactions under forward foreign currency purchase and sale commitments are also included.

(4) In accordance with the provisions of the "Regulation on the Calculation and Application of the Standard Foreign Currency Net General Position/Equity Ratio by Banks on a Consolidated and Unconsolidated Basis", money options are included in the calculation of exchange rate risk with account delta equivalents.

Interest Rate Risk

Interest rate risk is the risk of losses due to adverse interest rate movements in the market. The Group is exposed to interest rate risk either through market value fluctuations of balance sheet items, for example, price risk, or the impact of rate changes on interest-sensitive assets and liabilities. In Türkiye, interest rates have been and may continue to be volatile. Therefore, interest rate risk is a key component of the Group's asset and liability management. The priority of the Group's Risk Management department is to protect the Group from the effects of interest rate volatility.

Interest rate risk is managed on a portfolio basis primarily by using natural hedges that arise from offsetting interest rate sensitive assets and liabilities. Special emphasis is given to providing a balance between the duration of assets and liabilities. Duration, gap, and sensitivity analyses are the main methods used to manage interest rate risks.

Simulations on interest income are performed in connection with the forecasted economic indicators used in the budgeting process of the Group. The Group attempts to minimise the effects of the fluctuations in the market interest rates on the financial position and cash flows of the Group by revising budget targets.

The following tables set out the Group's interest rate sensitivity based on re-pricing dates as of the dates indicated:

	BRSA Consolidated as of 31 December 2025						
	Up to 1 month	1 to 3 months	3 to 12 months	1 year to 5 years	Over 5 years	Non-bearing interest	Total
	(TL thousands)						
ASSETS							
Cash (cash in vault, foreign currency cash, money in transit, checks	261,042,308	-	-	-	-	607,265,357	868,307,665

	BRSA Consolidated as of 31 December 2025						
	Up to 1 month	1 to 3 months	3 to 12 months	1 year to 5 years	Over 5 years	Non-bearing interest	Total
				(TL thousands)			
purchased, precious metals) and balances with the Central Bank							
Banks	36,581,417	2,367,918	127,459	388,950	-	23,762,503	63,228,247
Financial assets at fair value through profit and loss	288,214	62,040,141	42,331,682	43	-	8,954,062	113,614,142
Money market placements	23,734	-	-	-	-	-	23,734
Financial assets at fair value through other comp. income	48,539,614	28,092,983	96,106,133	69,853,122	60,579,524	1,905,590	305,076,966
Loans	943,975,011	336,428,719	287,751,068	269,772,885	90,727,791	167,331,495	2,095,986,969
Financial assets measured at amortised costs	189,212,358	88,793,964	112,455,507	195,829,314	208,040,741	-	794,331,884
Other assets[1][4]	18,812,550	10,981,979	16,931,981	11,381,434	1,698,633	196,694,044	256,500,621
Total assets	**1,498,475,206**	**528,705,704**	**555,703,830**	**547,225,748**	**361,046,689**	**1,005,913,051**	**4,497,070,228**
LIABILITIES							
Bank deposits	219,787,807	20,262,776	1,136,691	-	-	241,815,112	483,002,386
Other deposits	1,607,663,159	591,670,557	89,045,396	10,426,606	661,008	825,368,981	3,124,835,707
Money market funds	202,858,636	38,056,422	-	-	-	278,410	241,193,468
Miscellaneous payables	10,599,691	-	-	-	-	83,180,749	93,780,440
Securities issued	5,747,293	7,203,653	8,8089,534	-	-	-	21,760,480
Funds provided from other financial institutions[3]	25,173,264	58,807,737	26,066,031	3,524,925	340,176	2,298,834	116,210,967
Other liabilities[1][2]	1,000,000	30,926,697	59,357,183	-	-	325,002,900	416,286,780
Total liabilities	**2,072,829,850**	**746,927,842**	**184,414,835**	**13,951,531**	**1,001,184**	**1,477,944,986**	**4,497,070,228**
Balance sheet long position	-	-	371,288,995	533,274,217	360,045,505	-	1,264,608,717
Balance sheet short position	(574,354,644)	(218,222,138)	-	-	-	(472,031,935)	(1,264,608,717)
Off-balance sheet long position	166,172,912	58,014,060	29,372,810	14,324,404	-	-	267,884,186
Off-balance sheet short position	(166,104,730)	(60,482,571)	(29,694,740)	(13,989,657)	-	-	(270,271,698)
Total position	**(574,286,462)**	**(220,690,649)**	**370,967,065**	**533,608,964**	**360,045,505**	**(472,031,935)**	**(2,387,512)**

(1) TL 19,380,129 of deferred tax assets is disclosed under the non-bearing interest column in other assets, TRY 9,227,992 of deferred tax liability is disclosed under the non-bearing interest column in other liabilities.

(2) Shareholders' equity balance is disclosed under the non-bearing interest column in other liabilities line.

(3) Funds provided from other financial institutions include borrowings.

(4) Other asset items which are not expected to be converted into cash in short term but required for continuity of banking operations like lease receivables, factoring receivables, non current assets held for sale and discontinued operations, tangible and intangible assets, office supply inventory, associates and subsidiaries and prepaid expenses and expected credit losses are disclosed in other assets under the interest-free column.

	BRSA Consolidated as of 31 December 2024						
	Up to 1 month	1 to 3 months	3 to 12 months	1 year to 5 years	Over 5 years	Non-bearing interest	Total
				(TL thousands)			
ASSETS							
Cash (cash in vault, foreign currency cash, money in transit, checks purchased, precious metals) and balances with the Central Bank	234,712,270	-	-	-	-	398,714,623	633,426,893
Banks	11,011,793	572,450	82,474	257,727	-	22,311,012	34,235,456

	BRSA Consolidated as of 31 December 2024						
	Up to 1 month	1 to 3 months	3 to 12 months	1 year to 5 years	Over 5 years	Non-bearing interest	Total
				(TL thousands)			
Financial assets at fair value through profit and loss	245,087	3,903,056	11,899,259	40,928,144	20	1,805,021	58,780,587
Money market placements	1,412,154	-	-	-	-	-	1,412,154
Financial assets available-for-sale	44,850,983	20,878,074	48,638,907	34,179,380	28,534,363	1,393,027	178,474,734
Loans	486,916,663	252,615,654	264,977,515	330,978,876	90,412,995	95,741,747	1,521,643,450
Financial assets measured at amortised cost	163,290,253	46,574,574	91,333,679	77,245,449	183,164,992	-	561,608,947
Other assets[1],[4]	16,599,155	5,039,545	6,755,066	7,637,865	468,678	117,776,220	154,276,529
Total assets	**959,038,358**	**329,583,353**	**423,686,900**	**491,227,441**	**302,581,048**	**637,741,650**	**3,143,858,750**
LIABILITIES							
Bank deposits	101,037,008	15,109,465	1,989,772	-	-	164,196,629	282,332,874
Other deposits	1,053,173,612	482,029,889	124,677,499	8,947,466	414,111	509,045,004	2,178,287,581
Money market funds	238,980,242	17,250,157	21,107	-	-	474,023	256,725,529
Miscellaneous payables	4,499,440	-	-	-	-	61,304,087	65,803,527
Securities issued	4,580,613	5,429,788	2,182,582	-	-	-	12,192,983
Funds provided from other financial institutions[3]	26,804,900	26,159,258	5,247,208	3,435,820	389,914	2,433,709	64,470,809
Other liabilities[1][2]	1,000,000	30,928,795	16,000,000	-	-	236,116,652	284,045,447
Total liabilities	**1,430,075,815**	**576,907,352**	**150,118,168**	**12,383,286**	**804,025**	**973,570,104**	**3,143,858,750**
Balance sheet long position	-	-	273,568,732	478,844,155	301,777,023	-	1,054,189,910
Balance sheet short position	(471,037,457)	(247,323,999)	-	-	-	(335,828,454)	(1,054,189,910)
Off-balance sheet long position	52,177,035	39,086,386	42,502,786	17,493,729	8,924,712	-	160,184,648
Off-balance sheet short position	(53,091,135)	(40,932,445)	(42,481,523)	(17,493,657)	(8,924,712)	-	(162,923,472)
Total position	**(471,951,557)**	**(249,170,058)**	**273,589,995**	**478,844,227**	**301,777,023**	**(335,828,454)**	**(2,738,824)**

(1) TL 23,849,997 of deferred tax assets is disclosed under the non-bearing interest column in other assets, TL 3,050,785 of deferred tax liability is disclosed under the non-bearing interest column in other liabilities.

(2) Shareholders' equity balance is disclosed under the non-bearing interest column in other liabilities.

(3) Funds provided from other financial institutions include borrowings.

(4) Other asset items which are not expected to be converted into cash in short term but required for continuity of banking operations like provisions, lease receivables, factoring receivables, non current assets held for sale and discontinued operations, tangible and intangible assets, office supply inventory, associates and subsidiaries and prepaid expenses are disclosed in other assets under the interest-free column.

	BRSA Consolidated as of 31 December 2023						
	Up to 1 month	1 to 3 months	3 to 12 months	1 year to 5 years	Over 5 years	Non-interest bearing	Total
				(TL thousands)			
ASSETS							
Cash (cash in vault, foreign currency cash, money in transit, checks purchased, precious metals) and balances with the Central Bank	816,606	255,210	1,280,245	218,916	28,983	279,264,616	281,864,576
Banks and financial institutions	9,774,091	722,243	132,378	185,713	31,153	12,236,430	23,082,008
Financial assets at fair value through profit and loss	15	52,537	151,289	995	20	39,370,877	39,575,733
Money market placements	2,888,124	-	-	-	-	-	2,888,124
Financial assets at fair value through other comp. income	37,113,273	9,962,583	35,785,506	29,979,538	10,059,232	1,130,802	124,030,934
Loans	473,734,382	192,320,505	195,778,675	302,749,215	99,792,198	49,916,625	1,314,291,600
Financial assets measured at amortised cost	119,412,943	36,074,232	72,519,782	75,343,285	127,407,207	-	430,757,449
Other assets [1][4]	9,806,230	6,376,366	5,051,968	5,886,798	511,944	52,886,821	80,520,127
Total assets	**653,545,664**	**245,763,676**	**310,699,843**	**414,364,460**	**237,830,737**	**434,806,171**	**2,297,010,551**
LIABILITIES							
Bank deposits	32,024,797	12,671,090	111,696	-	-	158,273,957	203,081,540
Other deposits	862,552,325	279,658,787	157,558,662	7,551,589	214,017	420,264,696	1,727,800,076
Money market balances	25,040,299	3,301,433	-	-	-	83,029	28,424,761
Miscellaneous payables	7,829,532	-	-	-	-	34,002,521	41,832,053
Bonds issued	4,550,346	10,675,422	1,925,421	-	-	-	17,151,189
Funds provided from other financial institutions[3]	1,481,213	11,158,682	5,884,000	4,328,946	442,587	361,691	23,657,119
Other liabilities[1][2]	1,000,000	-	64,543,680	4,929,795	-	184,590,338	255,063,813
Total liabilities	**934,478,512**	**317,465,414**	**230,023,459**	**16,810,330**	**656,604**	**797,576,232**	**2,297,010,551**
Balance sheet long position	-	-	80,676,384	397,554,130	237,174,133	-	715,404,647
Balance sheet short position	(280,932,848)	(71,101,738)	-	-	-	(362,770,061)	(715,404,647)

	BRSA Consolidated as of 31 December 2023						
	Up to 1 month	1 to 3 months	3 to 12 months	1 year to 5 years	Over 5 years	Non-interest bearing	Total
				(TL thousands)			
Off-balance sheet long position.....	130,078,565	55,915,932	29,148,487	9,829,886	13,282,045	-	238,254,915
Off-balance sheet short position....	(129,982,468)	(56,979,216)	(29,200,251)	(9,819,703)	(13,282,045)	-	(239,263,683)
Total position.....	**(280,836,751)**	**(72,765,022)**	**80,624,620**	**397,564,313**	**237,174,133**	**(362,770,061)**	**(1,008,768)**

(1) TL 14,507,046 of deferred tax assets is disclosed under the non-bearing interest column in other assets, TRY 2,152 of deferred tax liability is disclosed under the non-bearing interest column in other liabilities.

(2) Shareholders' equity is presented in the non-interest bearing column in other liabilities.

(3) Funds provided from other financial institutions include borrowings.

(4) Provision amounts are included in the non-bearing interest column.

Operational Risk

Operational risk is the risk of direct or indirect loss resulting from inadequate or failed internal processes, people or systems or from external events.

The Group has been collecting historical loss data according to Basel II requirements since 2005 in order to analyse, assess and minimise operational losses. Historical losses from operational risks are examined and ranked according to their frequency and severity. Loss data is also classified according to event type and business line under the framework of Basel II. The Operational Risk Committee meets regularly and the measures which will be taken in order to mitigate the operational losses are discussed in the meetings.

The Bank currently uses Basic Indicator Approach in the calculation of capital requirement and this method is used in legal reporting to the BRSA. As of 31 December 2025, the capital requirement of the Group regarding operational risks was TL 10,551.3 million using the Basic Indicator Approach under Basel II.

In order to further measure the capital requirements with respect to operational risk, the Group regularly implements studies using the Advanced Measurement Approach in terms of yearly frequency and severity based on historical loss data. Additionally, stress tests including scenario analysis as an input to the model for extreme values (*e.g.*, increasing the number or probability of high severity events) are carried out periodically to measure the effects on the capital adequacy ratio.

Operating within risk tolerances provides a great assurance that the Bank remains within its risk appetite and can be used in reporting that actual results either aligns with the Bank's objectives or not in terms of yearly frequency and severity amounts of operational losses.

The Group has designed disaster recovery plans to deal with the possibility of an earthquake, fire or act of terrorism.

Collateral and Loan Approval Limits

Authority for extending new loans is delegated across different hierarchical levels within the Group, and depends on the amount of the loan, the rating of the borrower and the type of collateral available. Collateral is divided into two categories: first-degree collateral and other collateral. First-degree collaterals include, among other things, cash and cash equivalents, Turkish Government bonds and Treasury bills, liens on deposits and gold, whereas other collaterals include, among other things, checks from individuals, assignment of claims and pledges on automobiles, real estate, equities or commercial undertakings.

The Group generally delegates the evaluation of the creditworthiness of companies and other borrowers to the branches and the regional directorates. As of 31 March 2026, the loan approval limits of authorised employees of the Group are shown in the table below. Exceptions to these limits may only be granted by the Board.

Approved by:	With First-Degree Collateral	With Other Collateral
	(TL millions)	
Board of Directors		>1,200
Credit Committee	>1,500	1,200
General Manager	1,500	450
Deputy General Manager	1,000	350
Head of Department	500	250
Regional Coordinator Credit Committee	100	Scale Group A=75 Scale Group B=60 Scale Group C=50
Regional Coordinator Credit Sub-Committee	25	20
Corporate Branch Credit Committee	30	20
Commercial Branch Credit Committee	30	15
Branch Credit Committee	5	Scale Group A=6 Scale Group B=5.75 Scale Group C-D-E=5.5

Credit Limits

with respect to individual private sector companies, individual public sector companies and individual natural persons are provided for under the Banking Law No. 5411. The Group uses the criteria established under the Banking Law No. 5411, as well as additional quantitative and qualitative criteria established by the Bank's management, in setting maximum extendible loan levels for individual exposures in its loan portfolio.

Internal Risk Rating Methodologies for Loans to Companies

Our bank uses FDR, FDR-P, GDR, and PDR rating modules to categorize companies in the Corporate, Commercial, SME, and Individual segments. The rating records used in our bank are numbered according to the unit evaluating the company, the requested loan, and the inclusion of the loan. Accordingly, in the evaluation of loans:

For companies requesting investment loans, excluding all new investment loans up to 5 million TL, and short, medium, and long-term cash and non-cash loans, a "Company Rating Report" ("**FDR**") is prepared;

For completely new investment loans up to 5 million TL and all investment loan bursts between 5 million TL and 70 million TL, a "Proforma Income/Expense Statement Prepared Company Rating Report" ("**FDR-P**") is prepared for the total division and acquisition of the investment;

For investment loan bursts exceeding 70 million TL, a "Project Rating Report" ("**PDR**") is prepared for the total division and classification of the investment.

Following the report, a company rating is generated on a scale of 1 to 10 (KT, KB, and MK), taking into account "Rating Model Segmentation" and "Average Default Probabilities". The best rating is 1, and the worst is 10. Guaranteeing is then provided based on this rating.

Within the framework of Internal Ratings-Based Approaches for measuring credit risk, our rating system was revised in 2019. The new rating system, integrated with ECL models, segments customers as Corporate/Commercial, SME, and Micro/Tradesmen, with Probability of Default (PD) calculated and ratings distributed on a scale from 1 to 10. In addition, for exceptional customer types where PD calculation is not feasible (such as associations, foundations, universities, etc.), a special rating outside the 1–10 scale is assigned. As of year-end 2025, the risk distribution by rating is presented in the table below.

Rating	Corporate and Commercial	SME	Micro/Tradesmen	Exceptional	Total
1	358,464	51,938	35,451		
2	246,514	47,990	34,170		
3	338,876	52,646	23,715		
4	211,265	44,495	27,170		
5	237,514	51,906	31,216		
6	215,196	30,488	43,542	66,163	2,728,247
7	164,664	44,210	28,782		
8	65,340	29,113	25,499		
9	64,626	31,254	41,227		
10	63,399	26,435	61,140		
Total	1,965,859	410,474	351,914		

Retail Loan Approval

The following chart shows the Bank's retail loan approval limits according to authorised units within the Bank. These limits can be increased so long as they remain within legal requirements, by way of delegation by the Board of Directors to the General Manager, and by the General Manager to other units.

Authorised Unit	Maximum Limit
Board of Directors	>TL 1,200,000,000
Credit Committee	TL 1,200,000,000
General Manager	TL 450,000,000
Deputy General Manager	TL 30,000,000
Director	TL 15,000,000
Branch*	TL 500,000

* Represents the maximum automatic allocation limits, in addition to the individual limits within a particular branch and the individual limits of particular product groups.

At the initiation of the retail loan application process, the bank branch performs diligence regarding the customer's income and credibility. The relevant information is entered into the Retail Loan Decision Module ("**RLDM**"), which serves as a standardised form for evaluating the application by use of applicable lending laws, regulations, credit policy rules and scorecard definitions. Based on information provided by the applicant and the credit bureau, the branch uses the RLDM to generate an outcome of approval, rejection, or manual evaluation. The RLDM has replaced manual branch authorisation limits, and automated the approval process for most applications.

Those applications deemed to require manual evaluation are re-evaluated in detail by the Head Office retail loan department, considering the same factors that govern the RLDM process as well as administrative positions regarding current economic and strategic circumstances.

A significant portion of retail loans are secured by assets, such as housing or vehicles, or by a lien on salary or pension payments. The average size of a housing loan portfolio is approximately TL 79.1 billion and the average ratio of at-risk credit to collateral is 90%.

Risk Settlement

The Group's risk settlement divisions seek to ensure that receivables which are referred to legal proceedings are collected efficiently and to accelerate the recruiting of expert bankers and lawyers to pursue and settle collections. Depending on the circumstances, receivables referred to legal proceedings can be restructured either through redemption plans with specific protocols or through alternative and constructive approaches effected by the Group. The Bank's management believes that the Group has one of the best organisations in the Turkish banking sector in management of receivables.

MANAGEMENT

Board of Directors

Pursuant to the Articles, the Board is responsible for the Bank's management. Under Banking Law 5411, the boards of Turkish banks must consist of at least five members, including the general manager. As stipulated in the Articles, the Board of the Bank currently consists of 9 members. All Directors are appointed by the General Assembly for a maximum of three years. No shareholder of the Bank has a special right to designate or appoint Directors. As per the Articles, the Board shall appoint one of the Directors as the General Manager who shall meet the criteria for such role as set out in Banking Law 5411, however the Chairman cannot be appointed as the General Manager of the Bank.

Article 6 of the Corporate Governance Communiqué of the CMB (published in the Official Gazette dated 3 January 2014 numbered 28871) requires Turkish banks to have at least three independent directors. Board members who are appointed to the audit committee are also required to be independent. The Bank has appointed three independent directors.

Members of the Board

The following table sets out the members of the Board as of the date of this Base Offering Circular, the date of their appointment to the Board and expiration date of their current term.

Name:	Position	Date first appointed	Date current term expires[1]	Committee memberships
Meltem Taylan Aydın	Chair	8 June 2017	8 June 2029	Corporate Governance Committee
Şeref Aksaç	Vice Chair	26 Mar. 2021	26 Mar. 2027	Credit Committee
Recep Süleyman Özdil	Board Member/ General Manager	27 Aug. 2015	27 Aug. 2027	Credit Committee, Assets and Liabilities Committee, Information Technologies Strategy Committee, Information Security Committee, Bank Business Continuity and Emergency Action Committee
Okay Memiş	Board Member	9 Apr. 2026	9 Apr. 2029	Corporate Governance Committee
Mihrimah Belma Sekmen	Independent Board Member	2 Aug. 2023	2 Aug. 2029	Compensation Committee, Sustainability Committee
Nuray Serdaroğlu Erbil	Board Member	9 Apr. 2026	9 Apr. 2029	Sustainability Committee
Maksut Serim	Independent Board Member	8 June 2017	8 June 2029	Audit Committee, Credit Committee
Sezai Uçarmak	Board Member	27 Feb. 2019	27 Feb. 2028	Credit Committee
Mevlüt Uysal	Independent Board Member	27 May 2019	27 May 2028	Audit Committee, Compensation Committee, Credit Committee

(1) The members of the Board are elected for a period of three years.

Meltem Taylan Aydın, Chair

Meltem Taylan Aydın was born in Ankara in 1973. She studied business at Istanbul University. Later, she completed her graduate studies on the macroeconomic performance of emerging economies and behavioural economics. In 2024, she was admitted to the Emerging Leaders program of Harvard University. She currently serves as Chief Advisor to the President and a Member of the Presidential Economic Policies Council. She has been a Board Member of the Bank since 2017 and Chair of the Bank since 9 April 2026.

Şeref Aksaç, Vice Chair

Şeref Aksaç was born in Bayburt in 1956. He graduated from the Istanbul Academy of Economic and Commercial Sciences, Faculty of Political Sciences, Department of Public Administration in 1979. He began his professional career as an Assistant Inspector at T.C. Ziraat Bankası A.Ş. in 1982 and later served as an Inspector in 1986, and as a Manager at the Bank's different branch offices from 1990 to 2003. In 2003, he was

appointed the Executive Vice President of Human Resources, and held his position until 2005. In addition to these roles, he served as a Member of the Supervisory Board at Başak Sigorta, and as a Member of the Board of Directors at Joint-Stock Commercial Bank and Ziraat Yatırım and Menkul Değerler A.Ş. In August 2012, he was appointed the CEO of Ziraat Hayat ve Emeklilik A.Ş. He served as a Board Member at T. Vakıflar Bankası T.A.O. between 2014 and 2016, as the Chairman of Finansal Kiralama A.Ş. between 2015 and 2017, and as the CEO of Finansal Kiralama A.Ş. from 2017 to 2020 and has been a Board Member since 26 March 2021.

Recep Süleyman Özdil, Board Member and General Manager

Recep Süleyman Özdil was born in Istanbul in 1961. He graduated from Ankara University Faculty of Political Science, Department of Economics. After beginning his professional career as an Auditor at a private company in 1984, he served as a Specialist, Assistant Manager and Branch Manager at Albaraka Turk Özel Finans Kurumu A.Ş. between 1986 and 1993. He worked as a Finance Coordinator at a private company between 1993 and 1995 before performing his duties as Assistant General Manager at İhlas Finans Kurumu A.S. from 1995 to 2001 and at Family Finans Kurumu A.S. from 2001 to 2005. He served as board member and General Manager at Birleşik Fon Bankası A.S. from 2005 till 2011, and as a board member of the Savings Deposit Insurance Fund between 2011 and 2014. Having served as Chairman of the Bank between 2015 and 2026, he has General Manager and a Board Member of the Bank since 9 April 2026.

Okay Memiş, Board Member

Okay Memiş was born in Giresun in 1970, He graduated from Istanbul University, Faculty of Political Sciences in 1991. He began his career in 1992 as a District Governor Candidate at the Governorship of Ordu and subsequently served as the District Governor of Sarıyahşi (Aksaray), Genç (Bingöl), and Orta (Çankırı). Between 2002 and 2016, he held positions as Branch Manager, Department Head, and Deputy General Manager at the Ministry of Interior, General Directorate of Local Administrations, as well as Chief Advisor at the Ministry of Science, Industry, and Technology. Later, he served as the Governor of Gümüşhane from 2016 to 2018, the Governor of Erzurum from 2018 to 2023, and the President of the Disaster and Emergency Management Presidency (AFAD) from 2023 to 2024. Having served as the Secretary General of the National Security Council since February 2025, he has been a Board Member of the Bank since 9 April 2026.

Mihrimah Belma Sekmen, Independent Board Member

Mihrimah Belma Sekmen was born in Erzurum in 1961. She graduated from the Faculty of Law at Istanbul University, and in 1985, she embarked on her career as a self-employed lawyer. The following years saw her building her specialization in private law consultancy. She is currently working actively in many non-governmental organizations. After serving as a Member of Parliament for Istanbul between 2011 and 2023, Sekmen has been an Independent Board Member of the Bank since 2 August 2023.

Nuray Serdaroğlu Erbil, Board Member

Nuray Serdaroğlu Erbil was born in Ordu in 1976. She graduated from Ankara University, Faculty of Political Science, Department of Labour Economics and Industrial Relations. She began her career in 2002 as an Assistant State Revenue Specialist at the Ministry of Finance, General Directorate of Revenues. Between 2002 and 2015, she served as a Specialist at the Revenue Administration and the General Directorate of Revenue Policies. She was appointed Department Head at the General Directorate of Revenue Policies in June 2015 and later served as Group Head at the Revenue Administration starting in October 2019. After serving as the General Manager for Risk Analysis at the Ministry of Treasury and Finance between September 2023 and

December 2025, she began serving as the Vice President of the Revenue Administration in December 2025. She has been a Board Member of the Bank since 9 April 2026.

Maksut Serim, Independent Board Member

Maksut Serim was born in Izmit in 1955. He received his bachelor's degree in theology at Marmara University. He earned his master's degree from the Department of Public Administration and Political Science at Atılım University. Between 1977 and 1998, he served as a clerk, chief, supervisor, deputy manager, and as deputy general manager at Vakıfbank. He later served as Public Information Adviser and then as Senior Adviser to the Prime Minister between 2003 and 2016, and served as a Senior Adviser to the President between 2016 and 2025. He has been a Board Member of the Bank since 8 June 2017.

Sezai Uçarmak, Board Member

Sezai Uçarmak was born in Ordu in 1964. He graduated from the Department of Public Administration in the Faculty of Political Sciences at Istanbul University. In 1987, he started working at the Ministry of Customs as an Assistant Customs Inspector. He then was promoted to Customs Inspector and Chief Customs Inspector. Between the years of 1994 and 1998, he gave lectures on "Customs and Foreign Trade" at Istanbul University Institute of Social Sciences. Between the years of 2003 and 2005, he served as Director of Customs. Having worked as a Chief Customs Inspector between 2005 and 2008, he then served as the Head of the Board of Inspectors until 2011. In November 2011, he was assigned to the role of Deputy Undersecretary at the Ministry of Customs and Trade. Having been appointed as Deputy Minister at the Ministry of Trade on January 18, 2019, he has also served as a Board Member of the Bank since 27 February 2019.

Mevlüt Uysal, Independent Board Member

Mevlüt Uysal was born in 1966 in Antalya. He graduated from Istanbul University Faculty of Law. Uysal practiced as a lawyer for many years. In March 2009, he was elected as the mayor of Istanbul's Başakşehir district in the local elections. In 2014, he was re-nominated in the local elections and was later re-elected as the mayor of Başakşehir for the second time, allowing him to continue his duties. In September 2017, he was elected as the mayor of Istanbul Metropolitan Municipality by voting at the extraordinary meeting of Istanbul Metropolitan Municipality Council. He has served as a Board Member of the Bank since 27 May 2019.

Executive Management

Recep Süleyman Özdil, Board Member and General Manager

See *"—Members of the Board*" above.

Mehmet Akif Dede, Deputy General Manager of Corporate and Commercial Banking

Mehmet Akif Dede was born in Malatya in 1977. He graduated from Anadolu University, Faculty of Business Administration, Department of Business Administration. He completed his master's degree at Tekirdağ Namık Kemal University, Institute of Social Sciences, Department of Economics. He previously served as an Individual Portfolio Manager at Family Finans Kurumu and as a Branch Manager at Türkiye Finans Katılım Bankası. Joining the Halkbank family in 2017, Dede has held various positions including Department Manager, Branch Manager, Department Head, and Regional Coordinator. As of May 8, 2026, he has been serving as Acting Deputy General Manager in charge of Corporate and Commercial Marketing.

Murat Yıldırım, Deputy General Manager of SME and Retail Banking

Murat Yıldırım was born in Göksun in 1978. He graduated from Gazi University, Faculty of Economics and Administrative Sciences, Department of Public Administration in 1999. Embarking on his career at the Bank as a Junior Specialist, he later served as a Specialist, Senior Specialist, Director, Department Manager, Branch

Manager and Department Head respectively and he has been Deputy General Manager in charge of SME and Retail Banking since 17 January 2025.

Altan Taşkıran, Deputy General Manager of Retail and Digital Banking

Altan Taşkıran was born in 1976 in Rize, Altan Taşkıran completed his Bachelor's degree in the Department of Physics Engineering at Istanbul Technical University's Faculty of Arts and Sciences. He started his career at Garanti Payment Systems in 2000 and worked as the Sales Officer, Marketing Manager, Marketing Director, and Marketing Unit Manager, respectively. Taşkıran joined the Group in 2021 and served as a Department Head and later as a Group Head. He has been Deputy General Manager in charge of Retail and Digital Banking since 22 November 2022.

Yalçın Madenci, Deputy General Manager of Credit Allocation and Management

Yalçın Madenci was born in Istanbul in 1977. He graduated from Sakarya University, Faculty of Economics and Administrative Sciences, Department of Economics. He began his career at Türkiye Halk Bankası A.Ş. in 1999 and has spent his entire career at our Bank, holding the positions of Specialist, Senior Specialist, Director, Commercial Branch Manager and Department Head. As of June 11, 2019, Madenci served as Deputy General Manager in charge of Corporate and Commercial Marketing at Türkiye Halk Bankası. Madenci has been serving as Deputy General Manager in charge of Credit Allocation and Management at our bank since May 8, 2026.

Seyit Mehmet Yaydemir, Deputy General Manager of Loan Policies, Monitoring and Specialised Loans

Seyit Mehmet Yaydemir was born in Kayseri in 1978. He graduated from Dokuz Eylül University, Department of Business Administration in 2002. Having embarked on his banking career as an Assistant Inspector in 2006 at the Bank, he then served as Inspector, Senior Inspector, Branch Manager and Department Head, respectively. He has been Deputy General Manager in charge of Loan policies, Monitoring and Specialized Loans since 7 October 2025.

Celal Candan, Deputy General Manager of Credit Risk Monitoring and Legal Proceedings

Celal Candan was born Konya in 1970. He worked as a self-employed lawyer after graduating from Istanbul University Faculty of Law before later serving as the Manager of Vakıfbank Anatolian Side Legal Affairs, a Board Member of Halk Leasing, a Board Member of Halk Emeklilik, and the Head of Halkbank Credit Risk Liquidation Department. Since 22 September 2020, he has been working as the acting Deputy General Manager of Halkbank Credit Risk Monitoring and Legal Proceedings.

Ahmet Hoşcan, Deputy General Manager of Treasury and Resource Management

Ahmet Hoşcan was born in Kadirli, Osmaniye in 1984. He graduated from Ankara University Faculty of Political Sciences Department of International Relations in 2007. He completed his master's degree in Business Administration at Istanbul Aydın University in 2015. Having embarked on his banking career in 2008 as an Assistant Specialist at the Bank, Hoşcan continued his career as a Specialist, Senior Specialist, Director, Department Manager, and Department Head. He has been Deputy General Manager in charge of Treasury and Resource Management since 27 November 2025.

Miraç Taş, Deputy General Manager of International Banking

Miraç Taş was born in İcel in 1977. He graduated from Istanbul University, Faculty of Economics, Department of International Relations. He completed his master's degree at Southern Connecticut State University, Department of Business Administration. He worked as Director at Kuveyt Türk Katılım Bankası, and as Financial Institutions Marketing Director at Akbank. He joined the Group in 2011 and served as Department Manager, Department Head and Group Head, and has been Deputy General Manager in charge of International Banking since 2 January 2026.

Yusuf Duran Ocak, Deputy General Manager of Financial Management and Planning

Yusuf Duran Ocak was born in Kadirli, Osmaniye, in 1966. He graduated from the Department of Public Finance at Gazi University. After serving as Assistant Inspector, Inspector, Deputy Head of the Board of Inspectors, and Department Head at the Bank, he has been Deputy General Manager in charge of Financial Management and Planning since 4 August 2017.

Mustafa Ermiş, Deputy General Manager of Operational Transactions

Mustafa Ermiş was born in Samsun in 1981. He graduated from Istanbul University, Faculty of Management, Department of Business Administration (English) in 2004. He started his career in New York, USA, as an account specialist in the finance department of an international shipping company. He embarked on his banking career in 2008 as a Junior Inspector at the Bank and served as Inspector, Senior Inspector, Head Inspector and Department Head respectively, and has been Deputy General Manager in charge of Operational Transactions since 19 August 2024.

Olcay Atlıoğlu, Deputy General Manager of Information Technologies

Olcay Atlıoğlu was born in Istanbul in 1974. He completed his Bachelor's and Master's degrees in Control and Computer Engineering at Istanbul Technical University. He started his career in 1994 as a Software Developer at BİMA Software and went on to work at BELBİM Electronic Money and Payment Services, Türk Ekonomi Bankası (TEB), and Fortis Bank (formerly Dışbank). He also worked for 10 years as an executive at Turkcell and Turkcell Technology. After serving as the Solution Development Director at Etiya in 2016, he joined the Group in 2017. Having worked as the Head of Department and Group Head at Halkbank Information Technologies, he has been serving as the Deputy General Manager responsible for Information Technologies at the Bank since 28 July 2021.

Hamdi Coşgun, Head of Group, Internal Systems

Hamdi Coşgun was born in 1976 in Ortaköy, Aksaray. He graduated from the Department of International Relations of the Faculty of Economics and Administrative Sciences at Gazi University. He previously served as Junior Specialist, Inspector, Director, Branch Manager, Department Head and Regional Coordinator at the Bank, prior to being assigned as the Internal Systems Group Manager since 24 May 2022.

Caner Gökbulut, Head of Group, Human Resources

Caner Gökbulut was born in Ankara in 1981. He graduated from Anadolu University's Faculty of Economics and Administrative Sciences in 2004. Embarking on his banking career at the Bank as an Assistant Inspector in 2007, he then served as an Inspector, Senior Inspector, Vice President of Board of Internal Auditors, Branch Manager and Department Head, respectively. He has been serving as the Head of Group in charge of Human Resources and Communications since 18 July 2025.

Hacı Bekdur, Head of Group, Support Services and Construction

Hacı Bekdur was born in Sorgun, Yozgat in 1983. He graduated from the Gazi University, Faculty of Economics and Administrative Sciences, Department of Business Administration in 2006. He embarked on his career at the Bank in 2007 and has spent his entire career at the Bank as an Assistant Specialist, Specialist, Senior Specialist, Manager, Department Manager, and Department Head. Since 5 September 2025, he has been serving as the Head of Support Services and Construction Group.

Board of Auditors

Pursuant to the Articles, the General Assembly must appoint two auditors who must be persons with university degrees who have had experience in the areas of banking, economics or finance for a minimum period of

10 years and who shall be appointed for a maximum term of three years. There are currently two members on the Board of Auditors appointed by the General Assembly:

Mehmet Aydın, Member of the Supervisory Board

Mehmet Aydın was born in Sapanlı in 1967. He graduated from Ankara University, Faculty of Political Sciences, Department of Economics. He served as the Chief Controller of Local Administrations at the Ministry of Interior, Consultant to the Minister of Finance, and Vice President of the Public Procurement Authority. He was also the Chairman of the Audit Committee and a member of the Supervisory Board and the Board of Directors at the Development and Investment Bank of Türkiye, the General Director of the Turkish Maritime Organization, and a member of the Board of Directors at Türkiye Şeker Fabrikaları A.Ş. and Sümer Holding. While working as the Consultant of the Public Procurement Agency, he was appointed to Councillorship of the Public Procurement Agency, and he has been a member of the Supervisory Board since 2 August 2023.

Faruk Özçelik, Member of the Supervisory Board

Faruk Özçelik was born in Konya in 1968. He graduated from Ankara University, Faculty of Political Sciences, Department of Business Administration. He received his master's degree from the Department of International Relations at Selçuk University. He also obtained degrees on Banking and Finance, Justice, Real Estate and Real Estate Management, Securities and Capital Markets, and Public Administration from the Faculty of Economics at Anadolu University. He has been a Member of the Supervisory Board since 2 August 2023.

Board Committees

The Bank has a number of committees comprising various Directors. These committees have been given primary responsibility for certain matters relating to the operation of the Bank. These committees include, among others, the Audit Committee, Operational Risk Committee, Corporate Governance Committee, Compensation Committee, Credit Committee, Assets and Liabilities Committee, Sustainability Committee, Information Technologies Strategy Committee, Information Security Committee and Bank Business Continuity and Emergency Action Committee. Certain information relating to these committees is set out below.

Audit Committee

The Audit Committee was established on 31 October 2006 and is responsible for the effective conduct of functions related to the Bank's internal audit, risk management, and internal control activities. The Audit Committee's duties include:

- assessing the effectiveness of the internal control system through internal control and internal audit units;
- overseeing whether the Bank's internal policies, practices, and procedures approved by the Board of Directors are being complied with and making recommendations to the Board of Directors on measures that need to be taken;
- monitoring and assessing the Bank's internal audit system;
- overseeing whether the internal audit unit is fulfilling the obligations specified in regulations and internal policies;
- examining internal regulations concerning designated strategies, policies, and programmes related to internal audit and concerning the structure of the internal audit unit and submitting those that it deems suitable to the Board of Directors for its approval;

- assessing whether there exist essential methods, practices and procedures to identify and control the risks to which the Bank is exposed;

- reviewing the independent auditors' assessments concerning the compliance of the Bank's accounting practices with laws, regulations, and administrative provisions, and reviewing the results of independent audits together with senior management to resolve any issues concerning which doubts may be expressed by the independent auditors or in their reports;

- assessing the adequacy and reliability of independent auditors, rating agencies, assessor companies, and support service providers with which the Bank may sign contracts and submitting a report of their findings to the Board of Directors; repeating these tasks regularly at maximum intervals of three months during the term of the agreement in the event service is obtained therefrom;

- overseeing whether the information contained in the Bank's financial reports is true and complete, and reporting any findings to relevant authorities;

- discussing with the independent auditors whether the Bank's financial reports accurately reflect the Bank's financial standing, the results of transactions that have been performed, and the Bank's cash flows, and whether they have been prepared and presented in compliance with the procedures and principles set out in laws, regulations and other applicable standards; and

- reporting their activities conducted during the reporting period, the results thereof, and the opinions of the Audit Committee to the Board at maximum intervals of six months.

As at the date of this Base Offering Circular, the members of the Audit Committee were Maksut Serim and Mevlüt Uysal.

Corporate Governance Committee

The duties of the Corporate Governance Committee consist of monitoring the Bank's compliance with corporate governance principles in accordance with the provisions of the "Regulation on the Bank's Corporate Governance Principles" published by the BRSA, and the "Corporate Governance Principles" published by the CMB, as well as undertaking improvement efforts and making recommendations to the Board of Directors on these matters.

The chair of the committee is a non-executive Board Member to be designated by the Board of Directors. In the absence of the chair, another Board Member may serve as the chair of the Corporate Governance Committee. The Corporate Governance Committee convenes on dates, at times, and in places determined by the committee's chair. Other bank officers may be invited by the committee chair to take part in meetings to obtain information from them or to hear their views.

As of the date of this Base Offering Circular, the members of the Corporate Governance Committee were Meltem Taylan Aydın, Okay Memiş, Yusuf Duran Ocak, Miraç Taş, Caner Gökbulut, Neşe Satıcı and Osman Bektaş.

Compensation Committee

Halkbank's Compensation Committee, established pursuant to the Board of Directors' decision dated 27 December 2011, seeks to monitor and supervise compensation practices on behalf of the Board in an effective manner.

As of the date of this Base Offering Circular, the members of the Compensation Committee were Mevlüt Uysal and Mihrimah Belma Sekmen.

Credit Committee

The Credit Committee performs the credit-related duties assigned to it by the Board. The Credit Committee oversees lending policies, the Bank's placements portfolio, and credit distribution by sector, region, and type. It makes recommendations to the Board regarding credit policies and principles and seeks to ensure the portfolio is managed within accepted risk management frameworks. The Credit Committee may delegate some of its duties and authorities, provided that the scope and limits of these powers are explicitly defined, but it may not delegate any authorities concerning any type of unsecured credit other than retail loans and it is responsible for monitoring and checking the activities of the body to which it has delegated such authorities.

As of the date of this Base Offering Circular, the members of the Credit Committee were Recep Süleyman Özdil, Şeref Aksaç, Mevlüt Uysal, Sezai Uçarmak and Maksut Serim.

Assets and Liabilities Committee

The Assets and Liabilities Committee is responsible for determining policies related to the management of the Bank's assets and liabilities and to the deployment of resources for that purpose and for making decisions that will be carried out by the units that are involved in the management of the Bank's balance sheet. The Assets and Liabilities Committee's duties include discussing and assessing developments in the Bank's financial structure, portfolio, budget, loan and deposit interest rates, as well as developments in money and capital markets.

As at the date of this Base Offering Circular, the members of the Assets and Liabilities Committee were Recep Süleyman Özdil, Mehmet Akif Dede, Murat Yıldırım, Altan Taşkıran, Yalçın Madenci, Seyit Mehmet Yaydemir, Celal Candan, Ahmet Hoşcan, Mustafa Ermiş, Yusuf Duran Ocak, Olcay Atlıoğlu, Miraç Taş, Hacı Bekdur, Hamdi Coşgun, Caner Gökbulut, Mehmet Tanrıverdi, Tuna Alcı, Burak Karataş and Bayram Kaplan.

Operational Risk Committee

The Operational Risk Committee evaluates the operational risks of the Bank on a consolidated and unconsolidated basis. It monitors Turkish and international legislative developments to seek to ensure that the Bank's operational risk loss database remains up to date and appoints unit managers to implement its decisions. Additionally, it assesses risk analysis reports prepared by the Bank's business units and raises awareness among Bank personnel regarding operational risks.

As at the date of this Base Offering Circular, the members of the Operational Risk Committee were Hamdi Çoşgun, Mustafa Ermiş, Olcay Atlıoğlu, Altan Taşkıran, Caner Gökbulut, Mehmet Tanrıverdi, Şenol Şengül, Burak Karataş, Samet Demirci, Abdullah Gürhan, Süleyman Baran Kalyoncu, Öner Kaya, Uğur Deniz Şahin, Engin Taşkan, Hakan Armağan, Yusuf Erbaş, Kadriye Çimen Bozacı, Okan Karadağ, Hamza Özdemir, Ender Harmancı, Rifat Tolga Arıca, Alper Torun, Dilek Uysaler, Serap Demir and Alparslan Aktik.

Sustainability Committee

The Bank established a Sustainability Committee in 2015 in order to coordinate works with respect to sustainability. The Sustainability Committee is tasked with implementing the Bank's Sustainability Policy and coordinating sustainability activities. The Sustainability Committee evaluates the economic, environmental, and social impacts of the Bank's activities and forms working groups with relevant departments to address any negative effects. Additionally, it manages energy and resource consumption, reporting findings and recommendations to the Board.

As of the date of this Base Offering Circular, the members of the Sustainability Committee were Mihrimah Belma Sekmen, Nuray Serdaroğlu Erbil, Seyit Mehmet Yaydemir, Yusuf Duran Ocak, Mustafa Ermiş, Olcay Atlıoğlu, Mehmet Akif Dede, Murat Yıldırım, Miraç Taş, Hacı Bekdur, Hamdi Coşgun, Abdurrrahman Ercan, Muharrem Baykara, Seda Güden, Süleyman Baran Koyuncu, Muhammed Fatih Güney, Gökay Özder, Bayram

Kaplan, Selma Şen, Mehmet Hakan Tercan, Neşe Satıcı, Burak Karataş, Tuna Alcı, Fatih Doğan and Necati Kürşad Damçayırı.

Information Technologies Strategy Committee

The primary duties of the Information Technologies Strategy Committee are to review, and revise where necessary, the IT strategy plan with reference to the "Regulation on the Information Systems of the Banks and Electronic Banking Services" published by the BRSA and to assess the orderly implementation of the IT strategy plan. In addition, the Committee is tasked with monitoring whether the IT investments are duly utilized or not, and whether the Bank's IT objectives align well with its business objectives.

As of the date of this Base Offering Circular, the members of the Information Technologies Strategy Committee were Recep Süleyman Özdil, Miraç Taş, Mehmet Akif Dede, Murat Yıldırım, Altan Taşkıran, Yalçın Madenci, Seyit Mehmet Yaydemir, Celal Candan, Ahmet Hoşcan, Yusuf Duran Ocak, Mustafa Ermiş, Olcay Atlıoğlu, Hamdi Çoşgun, Caner Gökbulut, Hacı Bekdur, Mehmet Tanrıverdi, Okan Karadağ, Sadettin Yılmaz, Tuncer Demirel, Mehmet Hakan Tercan, Gökhan Balcı, Ebru Türkmen Bakır and Alper Torun.

Information Security Committee

The primary duties of the Information Security Committee are to ensure that the Bank's information security policy is developed and implemented on behalf of the Board of Directors, to oversee the application of the information security system in all processes and technologies applied by the Bank, to lead the efforts to make information security consistent with business requirements and strategies, and to ensure the effective involvement of the directors of business units, along with the adoption of information security processes throughout the Bank. The Committee also seeks to increase information security awareness levels.

As of the date of this Base Offering Circular, the members of the Information Security Committee were Recep Süleyman Özdil, Mustafa Ermiş, Olcay Atlıoğlu, Ebru Türkmen Bakır, Okan Karadağ, Sadettin Yılmaz, Tuncer Demirel, Mehmet Hakan Tercan, Gökhan Balcı, Mehmet Tanrıverdi, Neşe Satıcı, Öner Kaya, Samet Demirci, Burak Karataş and Alper Torun.

Bank Business Continuity and Emergency Action Committee

The Bank Business Continuity and Emergency Action Committee is responsible for implementing the Business Continuity Emergency and Contingency Scenarios Plan, determining the principles to be followed by relevant business units, and issuing the necessary instructions to ensure their implementation. It also monitors internal practices within the Bank, seeks to eliminate any identified deficiencies based on its evaluations, oversees the execution of tests and drills, and assesses their outcomes. In addition, the Committee is tasked with ensuring communication and coordination with external institutions in relation to emergency and contingencies during crisis management. When necessary, it also seeks to establish a management and operational environment that is not exposed to the same risks as the primary service environment.

As of the date of this Base Offering Circular, the members of the Bank Business Continuity and Emergency Action Committee were Recep Süleyman Özdil, Miraç Taş, Mehmet Akif Dede, Murat Yıldırım, Altan Taşkıran, Yalçın Madenci, Seyit Mehmet Yaydemir, Celal Candan, Ahmet Hoşcan, Yusuf Duran Ocak, Mustafa Ermiş, Olcay Atlıoğlu, Hamdi Çoşgun, Caner Gökbulut, Hacı Bekdur, Mehmet Tanrıverdi, Süleyman Baran Koyuncu, Hakan Armağan, Uğur Deniz Şahin, Abdullah Gürhan, Kadriye Çimen Bozacı, Hamza Özdemir, Hasan Yamak, Muhammed Fatih Güney, Gökay Özder, Okan Karadağ, Sadettin Yılmaz, Tuncer Demirel, Mehmet Hakan Tercan, Gökhan Balcı, Neşe Satıcı, Mustafa Sır, Dilhan Elçi, Cüneyt Eyin, Mustafa Temizkan, Kaan Kandemir, Okan Diker, Osman Bektaş, Bayram Kaplan, Selma Şen, Cem Saçar, Tuna Alcı, Şenol Şengül, Burak Karataş and Alper Torun.

Service Contracts

The Bank does not have any Directors' service contracts providing benefits to the Directors upon termination of employment. Pursuant to the Articles the level of compensation of the Directors shall be determined by the General Assembly.

Compensation

According to article 21 of the Articles, the Bank's Board Members are paid monthly salaries or fees in amounts determined by the General Assembly. Currently, the Bank pays monthly salaries to its Board Members.

The total compensation paid to the Directors and senior management (including deferred or contingent compensation accrued for the year) for the year ended 31 December 2025 amounted to TL 694.8 million.

Share Ownership

As at the date of this Base Offering Circular, none of the Directors or executive management beneficially owns any of the Bank's share capital.

Conflicts of Interest

None of the Directors or executive management has any existing or potential conflicts of interests with respect to their duties to the Bank and their private interests or other duties.

Address

The business address of the Bank's Board and executive management is Türkiye Halk Bankası A.Ş. Finanskent Neighborhood, Finans Street No:42/1 34760 Ümraniye/İstanbul.

OWNERSHIP

As of 31 December 2025, the share capital of the Bank was TL 7.2 billion consisting of 718,184,778,041 shares, each having to a nominal value of TL 0.01. As of the same date the shares were distributed as follows:

	Issued Capital Amount (TL thousands)	Percentage of Shares
Türkiye Varlık Wealth Fund[1]	6,573,604	91.49%
Public Shares[1]	611,095	8.51%
Other Shareholders[2]	79	0.00%
Total	**7,184,778**	**100%**

(1) The shares of the Türkiye Wealth Fund shares amounting to TL 5,935,328 have been included in Public Shares.

(2) TL 79 of the shares included in the "Other Shareholders" group belong to shareholders whose shares do not trade on the exchange.

Main Shareholder

Effective 10 March 2017, the 51.11% shareholding held by the Privatization Administration, a public entity established to limit the role of the state in the Turkish economy, was transferred to the Türkiye Wealth Fund. The Türkiye Wealth Fund is managed by the Türkiye Wealth Fund, which is wholly owned by the Privatization Administration and affiliated with the Presidency of the Republic of Türkiye. The Türkiye Wealth Fund and the Türkiye Wealth Fund were established in order to better integrate domestic public assets into the wider economy, obtain access to external sources of funding for such assets, and participate in the large-scale strategic infrastructure investments.

As per Law No. 6327, published in the Official Gazette dated 29 June 2012 and numbered 28338 amending, amongst others, Law No. 4603 on T.C. Ziraat Bankası, Türkiye Halk Bankası A.Ş. and Türkiye Emlak Bankası A.Ş., published in the Official Gazette dated 25 November 2000 and numbered 24241, while the Türkiye Wealth Fund, as of the date of this Base Offering Circular, is the owner of approximately 91.49% of the outstanding share capital of the Bank, ownership rights to such shares will be exercised by the minister with whom the Bank is affiliated, *i.e.*, the Minister of Treasury and Finance of Türkiye, in accordance with the Presidential Circular No. 2018/1 on duty allocation, published in the Official Gazette dated 15 July 2018 and numbered 30479.

TURKISH BANKING SYSTEM

The following information relating to the Turkish banking sector has been provided for background purposes only. The information has been extracted from third-party sources that the Bank's management believes to be reliable but the Bank has not independently verified such information. See "Responsibility Statement."

The Turkish Banking Sector

After a phase of consolidation, liquidations and significant regulatory enhancements in the 2000s, the Turkish banking sector has experienced a period of stability. The total number of banks (including deposit–taking banks, investment banks and development banks) in the sector has held relatively steady since 2008. During this phase, bank combinations have been few and changes to the roster have resulted principally from strategic investors purchasing existing local banks. Foreign investors have, amongst others, included BBVA, BNP PARIBAS, Citigroup, HSBC, ING, Bank of China, Intesa Sanpaolo, MUFG Bank, Ltd., Industrial and Commercial Bank of China, Qatar National Bank and, in the most recent significant acquisition, Emirates NBD Bank PJSC acquired Sberbank's stake in Denizbank A.Ş., a mid–sized bank in Türkiye, in 2019.

As of 31 December 2025, 58 banks (including domestic and foreign–owned banks but excluding the Central Bank) were operating in Türkiye (nine participation banks, which conduct their business under different legislation in accordance with Islamic banking principles, are not included in this analysis). 37 of these were deposit–taking banks and the remainder were development banks and investment banks. Among the deposit–taking banks, four banks were state–controlled banks, 11 were domestic banks, 21 were foreign–owned banks and one was under the administration of the SDIF. Among the development and investment banks, three were state–controlled, 15 were domestic banks and three were foreign–owned banks.

The Banking Law permits deposit-taking banks to engage in all fields of financial activities, including deposit collection, corporate and consumer lending, foreign exchange transactions, capital market activities and securities trading. Typically, major commercial banks have nationwide branch networks and provide a full range of banking services, while smaller commercial banks focus on wholesale banking. The main objectives of development and investment banks are to provide medium- and long-term funding for investment in different sectors.

Deposit-taking Turkish banks' total balance sheets have grown at a compound annual growth rate ("*CAGR*") of 30.5% from 31 December 2015 to 31 December 2025, driven (including as a result of inflation and the depreciation of the Turkish Lira) by loans expansion and customer deposits growth, which increased by a CAGR of 30.8% and 35.5%, respectively, during such period, in each case according to data from the BRSA. Despite strong growth of net loans and customer deposits, the Turkish banking sector remains relatively under–penetrated compared to the eurozone. Loans/GDP and customer deposits/GDP ratios of the Turkish banking sector were 36.3% and 40.8%, respectively, as of 31 December 2025 according to BRSA and Turkstat data.

The following table shows key indicators for deposit-taking banks in Türkiye as of (or for the period ended on) the indicated dates.

	As of (or for the year ended) 31 December				
	2021	**2022**	**2023**	**2024**	**2025**
	(*TL millions, except percentages*)				
Balance sheet					
Loans	4,152,545	6,517,978	9,961,579	13,730,007	19,592,887
Total assets	7,882,807	12,337,664	20,167,420	28,125,384	39,727,578
Customer deposits	4,746,930	7,970,792	13,335,603	17,124,653	24,383,652
Shareholders' equity	615,560	1,227,326	1,854,325	2,414,578	3,408,103
Income statement					
Net interest income	236,431	682,763	596,271	783,165	1,427,783
Net fees and commission income	50,964	118,542	287,046	566,088	851,012
Net Profit	77,608	381,896	526,353	506,935	726,321

Key ratios					
Loans to customer deposits ratio	87.5%	81.8%	74.7%	80.2%	80.4%
Net interest margin[(1)]	4.1%	7.1%	3.9%	3.5%	4.5%
Return on average shareholders' equity[(2)] ..	15.0%	50.8%	41.6%	27.6%	29.3%
Capital adequacy ratio	18.1%	19.2%	18.4%	19.2%	19.0%

Source: BRSA monthly bulletin (www.bddk.org.tr)

(1) Calculated as net interest income/(expense) *as a percentage of* the average interest-earning assets (securities, performing loans and other interest-earning assets) for the applicable period as reported in the BRSA monthly bulletin.

(2) Calculated as profit *as a percentage of* the average shareholders' equity for the applicable period as reported in the BRSA monthly bulletin.

Competition

The Turkish banking industry is highly competitive and relatively concentrated with the top 10 deposit-taking banks accounting for 87.94% of total assets of deposit-taking banks as of 31 December 2025 according to data from the BRSA. Among the top 10 Turkish banks, there are three large state-controlled banks – Ziraat Bank, Vakıfbank and the Bank, which were ranked first, second and fourth, respectively, in terms of total assets as of such date according to the bank-only financials published in the Public Disclosure Platform (www.kap.gov.tr). These three state-controlled banks accounted for 40.4% of deposit-taking Turkish banks' performing loans and 48.0% of total deposits as of such date according to the BRSA. The top four non-government-owned banks as of such date were İşbank, Garanti, Yapı Kredi Bank and Akbank, which in total accounted for 35.95% of deposit-taking Turkish banks' performing loans and 37.0% of total deposits as of such date according to the BRSA. The remaining banks in the top 10 deposit-taking banks in Türkiye as of such date included three mid-sized banks, namely QNB Bank A.Ş., Denizbank A.Ş. and Türk Ekonomi Bankası A.Ş., which were controlled by Qatar National Bank, Emirates NBD Bank PJSC and TEB Holding (a joint venture between BNP PARIBAS and Türkiye's Çolakoğlu Group), respectively, as of such date.

TURKISH REGULATORY ENVIRONMENT

Regulatory Institutions

Turkish banks and branches of foreign banks in Türkiye are primarily governed by two regulatory authorities in Türkiye, the BRSA and the Central Bank.

The Role of the BRSA

In June 1999, the Banks Act No. 4389 (which has been replaced by the Banking Law) established the BRSA. The BRSA supervises the application of banking legislation, monitors the banking system and is responsible for ensuring that banks observe banking legislation.

Articles 82 and 93 of the Banking Law state that the BRSA, having the status of a public legal entity with administrative and financial autonomy, has been established in order to ensure the application of the Banking Law and other relevant acts, to ensure that savings are protected and to carry out other activities as necessary by issuing regulations within the limits of the authority granted to it by the Banking Law. The BRSA is obligated and authorised to take and implement any decisions and measures in order to prevent any transaction or action that might jeopardise the rights of depositors and the regular and secure operation of banks and/or might lead to substantial damage to the national economy, as well as to ensure efficient functioning of the credit system.

The BRSA has responsibility for all banks operating in Türkiye, including development and investment banks, deposit banks, foreign banks and participation banks. The BRSA sets various mandatory ratios such as reserve levels, capital adequacy and liquidity ratios. In addition, all banks must provide the BRSA, on a regular and timely basis, information adequate to permit off-site analysis by the BRSA of such bank's financial performance, including balance sheets, profit and loss accounts, board of directors' reports and independent auditor's reports.

The BRSA conducts both on-site and off-site audits and supervises implementation of the provisions of the Banking Law and other legislation, examination of all banking operations and analysis of the relationship and balance between assets, receivables, equity capital, liabilities, profit and loss accounts and all other factors affecting a bank's financial structure.

The Role of the Central Bank

The Central Bank was founded in 1930 and performs the traditional functions of a central bank, including the issuance of bank notes, determining the exchange rate regime in Türkiye jointly with the government and to design and implement this regime, maintenance of price stability and continuity, regulation of the money supply, management of official gold and foreign exchange reserves, monitoring of the financial system and advising the government on financial matters. The Central Bank exercises its powers independently of the government. The Central Bank is empowered to determine the inflation target together with the government, and to adopt a monetary policy in compliance with such target. The Central Bank is the only authorised and responsible institution for the implementation of such monetary policy.

The Central Bank has responsibility for all banks operating in Türkiye, including foreign banks. The Central Bank sets mandatory reserve levels for banks. In addition, each bank must provide the Central Bank, on a current basis, information adequate to permit off-site evaluation of its financial performance, including balance sheets, profit and loss accounts, board of directors' reports and independent auditor's reports.

Pursuant to amendments introduced to the Banking Law in 2020, the Central Bank has been empowered to determine maximum interest rates for lending and deposit-taking activities of banks, as well as caps on fees, expenses and commissions charged by banks to their clients for any sort of activity. Furthermore, effective 1 January 2020, the Central Bank was designated as the payment and e-money services regulator in Türkiye,

replacing the BRSA, in accordance with the Law on Payment Systems and Securities Settlement Systems, Payment Systems and Electronic Money Institutions No. 6493.

Banks Association of Türkiye

The Banks Association of Türkiye is an organisation that provides limited supervision of and coordination among banks (excluding the participation banks) operating in Türkiye. All banks (excluding the participation banks) in Türkiye are obligated to become members of this association. As the representative body of the banking sector, the association aims to examine, protect and promote its members' professional interests; *however*, despite its supervisory and disciplinary functions, it does not possess any powers to regulate banking.

Shareholdings

The direct or indirect acquisition by a Person of shares that represent 10% or more of the share capital of any bank or the direct or indirect acquisition or disposition of such shares by a Person if the total number of shares held by such Person increases above or falls below 10%, 20%, 33% or 50% of the share capital of a bank, requires the permission of the BRSA in order to preserve full voting and other shareholders' rights associated with such shares. In addition, irrespective of the thresholds above, an assignment and transfer of privileged shares with the right to nominate a member to the board of directors or audit committee (or the issuance of new shares with such privileges) is also subject to the authorisation of the BRSA. Additionally, the direct or indirect acquisition or transfer of any shares of a legal entity that owns 10% or more of the share capital of a bank is subject to the BRSA's approval if such transfer results in the total number of such legal entity's shares directly or indirectly held by a shareholder increasing above or falling below 10%, 20%, 33% or 50% of the share capital of such legal entity. If such approval is not obtained, then the relevant shares would merely entitle their owner to the right to dividends whereas the voting and other shareholder rights would be exercised by the SDIF.

The board of directors of a bank is responsible for taking necessary measures to ascertain that shareholders attending a general assembly have obtained the applicable authorisations from the BRSA. If the BRSA determines that a shareholder has exercised voting or other shareholders' rights (other than the right to collect dividends) without due authorisation as described in the preceding paragraph, then it is authorised to direct the board of directors of a bank to start the procedure to cancel such applicable general assembly resolutions (including by way of taking any necessary precautions concerning such banks within its authority under the Banking Law if such procedure has not been started yet). If the shares are obtained on the stock exchange, then the BRSA may also impose administrative fines on shareholders who exercise their rights or acquire or transfer shares as described in the preceding paragraph without authorisation by the BRSA. In the case that the procedure to cancel such general assembly resolutions is not yet started, or such transfer of shares is not deemed appropriate by the BRSA even though the procedure to cancel such general assembly resolutions is started, then, upon the notification of the BRSA, the SDIF has the authority to exercise such voting and other shareholders' rights (other than the right to collect dividends and priority righ ts) attributable to such shareholder.

Lending Limits

The Banking Law and the Regulation on the Determination of Risk Groups and Credit Limits published in the Official Gazette dated 21 December 2023 and No. 32406 (the "*Regulation on the Determination of Risk Groups and Credit Limits*") set out certain lending limits for banks and other financial institutions designed to protect those institutions from excessive exposure to any one counterparty (or group of related counterparties); *however*, pursuant to Article 77 of the Banking Law, investment and development banks are not subject to such lending limits. In particular:

(a) Credits extended to a natural person, a legal entity or a risk group (as defined under Article 49 of the Banking Law) in the amounts of 10% or more of a bank's shareholders' equity are classified as large credits and the total of such credits cannot be more than eight times the bank's shareholders' equity.

(b) The Banking Law and the Regulation on the Determination of Risk Groups and Credit Limits restrict the total financial exposure (including extension of credits, issuance of guarantees, etc.) that a bank may have to any one customer or a risk group directly or indirectly to 25% of its shareholders' equity. Furthermore, a bank, its shareholders holding 10% or more of the bank's voting rights or the right to nominate board members, its board members, its general manager, its deputy general managers and, notwithstanding their title, its managers employed in equivalent or higher positions (in each case, and their respective spouses and children) and partnerships directly or indirectly, individually or jointly, controlled by any of such persons or a partnership in which such persons participate with unlimited liability or in which such persons act as a member of the board of directors or general managers constitute a risk group, for which the lending limits are reduced to 20% of a bank's shareholders' equity, subject to the BRSA's discretion to increase such lending limits up to 25% or to lower it to the legal limit. In addition, customers who are under the control of or economically dependent upon central management, central banks or governmental institutions that are subject to the same risk weight as receivables from central managements in accordance with the Capital Adequacy Regulation are not required to be considered in the same risk group merely because of such relationship; *provided* that there is no other relationship between those customers requiring them to be considered in the same risk group. Furthermore, on an exceptional basis and if the bank determines: (i) with regard to the risk group of individuals, partnerships and banks, the existence of special circumstances or protective corporate governance practices in relation to persons who are required to be in the same risk group, and (ii) with regard to persons who are required to be in the same risk group because of their economic dependence but that one party will not be affected by the default or financial difficulties of the other party by finding new sources of funds or business partners, such persons are not required to be in the same risk group.

(c) Loans extended to a bank's shareholders (irrespective of whether they are controlling shareholders or they own qualified shares) registered with the share ledger of the bank holding more than 1% of the share capital of the bank and their risk groups may not exceed 50% of the bank's shareholders' equity.

Non-cash loans, futures and option contracts and other similar contracts, avals, guarantees and suretyships, transactions carried out with credit institutions and other financial institutions, transactions carried out with the central governments, central banks and banks of the countries accredited with the BRSA, as well as bills, bonds and similar capital market instruments issued or guaranteed to be paid by them, and transactions carried out pursuant to such guarantees are taken into account for the purpose of calculation of loan limits within the framework of principles and ratios set by the BRSA.

The BRSA determines the permissible ratio of non-cash loans, futures and options, other similar transactions, avals, acceptances, guarantees and sureties, bills of exchange, bonds and other similar capital markets instruments issued or guaranteed by, and credit and other financial instruments and other contracts entered into with, governments, central banks and banks of the countries accredited with the BRSA for the purpose of calculation of loan limits.

Pursuant to Article 55 of the Banking Law, the following transactions are exempt from the above-mentioned lending limits:

(a) transactions backed by cash, cash-like instruments and accounts and precious metals,

(b) transactions carried out with the Turkish Treasury, the Central Bank, the Privatisation Administration, the Housing Development Administration of Türkiye, the Türkiye Wealth Fund and its management company (TWFM Company) as well as transactions carried out against bills, bonds and other securities issued by or payment of which is guaranteed by these institutions,

(c) transactions carried out in money markets established by the Central Bank or pursuant to special laws,

(d) in the event a new loan is extended to the same Person or to the same risk group (but excluding checks and credit cards), any increase due to the volatility of exchange rates, taking into consideration the

current exchange rate of the loans made available earlier in foreign currency (or exchange rate), at the date when the new loan was extended; as well as interest accrued on overdue loans, dividends and other elements,

(e) equity participations acquired due to any capital increases at no cost and any increase in the value of equity participations not requiring any fund outflow,

(f) transactions carried out among banks on the basis set out by the BRSA,

(g) equity participations acquired through underwriting commitments in public offerings; *provided* that such participations are disposed of in a manner and at a time determined by the BRSA,

(h) transactions that are taken into account as deductibles in calculation of equity, and

(i) other transactions to be determined by the BRSA.

Pursuant to the Regulation on the Determination of Risk Groups and Credit Limits, the BRSA has determined that the following transactions are exempt from the above-mentioned lending limits:

(a) receivables from central administrations, central banks or public institutions, subject to the same application as receivables from central governments pursuant to the Capital Adequacy Regulation, and receivables secured by guarantees provided by central governments or protected with securities issued; *provided* that the conditions specified in the Communiqué on Credit Risk Reduction Techniques are met,

(b) intraday receivables arising from the transactions of banks with other banks, including foreign banks,

(c) receivables arising from clearing and settlement transactions with central counterparties performing qualified transactions within the scope of the Capital Adequacy Regulation, and

(d) amounts deducted from equity capital.

In addition, avals, guarantees and sureties from real or legal persons included in the same risk group as a borrower are not taken into account in the calculation of the credit limits of such risk group.

In addition to the transactions stated in the preceding paragraph, the following transactions also are not to be taken into account in the calculation of the credit limits extended to the risk group to which the applicable bank belongs:

(a) shareholding interests in consolidated banks and financial institutions,

(b) commitments given by a bank in Türkiye with the effect of unlimited guarantee given to the competent authorities of foreign countries (in accordance with the relevant country's law) to guarantee the obligations of entities that consolidated into such bank engaged in banking activities in foreign countries, and

(c) shares acquired free of charge as a result of capital increases and value increases of the applicable company's shares; *provided* that such do not require any outflow of funds.

Expected Credit Losses

Pursuant to Article 53 of the Banking Law, banks must formulate, implement and regularly review policies regarding compensation for losses that have arisen or are likely to arise in connection with loans and other receivables and to reserve an adequate level of provisions against depreciation or impairment in the value of other assets, for qualification and classification of assets, receipt of guarantees and securities and measurement of their value and reliability. In addition, such policies must address issues such as monitoring loans under

review, write-off of such loans in accordance with Turkish Financial Reporting Standards as published by the POA, follow-up procedures and the repayment (including restructuring) of loans. All special provisions set aside for loans in accordance with this article are considered to be expenditures deductible from the corporate tax base in the year in which they are set aside. Loans written off as per this article due to the loss of recovery possibility after setting aside special provisions are to be recorded as bad debt.

Procedures relating to expected credit losses for NPLs are set out in Article 53 of the Banking Law and in regulations issued by the BRSA (principally through the Classification of Loans and Provisions Regulation, which entered into force as of 1 January 2018 and replaced the former regulation). Pursuant to the Classification of Loans and Provisions Regulation, banks are required to classify their loans and other receivables into one of the following groups:

(a) *Group I: Loans of a Standard Nature:* This group involves each loan (which, for purposes of the Classification of Loans and Provisions Regulation, includes other receivables, and shall be understood as such elsewhere in this Base Offering Circular):

(i) that has been disbursed to financially creditworthy natural persons and legal entities,

(ii) the principal and interest payments of which have been structured according to the solvency and cash flow of the debtor,

(iii) repayments of which have been made within due dates or have not been overdue for more than 30 days, for which no repayment problems are expected in the future, and that have the ability to be collected in full without recourse to any collateral,

(iv) for which no weakening of the creditworthiness of the applicable debtor has been found, and

(v) to which 12 month expected credit loss reserve applies under TFRS 9.

On 27 March 2020 (with retroactive effect from 17 March 2020), the BRSA (as part of the measures taken against the impacts of the COVID-19 pandemic) announced a temporary rule (effective until 31 December 2020) providing that the 30 days referred to in clause (iii) is replaced with 90 days, resulting in a 60-day extension in the period for loans remaining categorised as Group I loans before being categorised as Group II loans. On 8 December 2020, the BRSA extended this temporary rule until 30 June 2021, which (on 17 June 2021) was then further extended through 30 September 2021. On 16 September 2021, the BRSA announced that, notwithstanding the expiration of this temporary rule on 30 September 2021, it would still apply to loans classified (as per this provisional measure) as Group I loans that were overdue for more than 31 days but not more than 90 days as of 1 October 2021.

(b) *Group II: Loans Under Close Monitoring:* This group involves each loan:

(i) that has been extended to financially creditworthy natural persons and legal entities and where negative changes in the debtor's solvency or cash flow have been observed or predicted due to adverse events in macroeconomic conditions or in the sector in which the debtor operates, or other adverse events solely related to the respective debtor,

(ii) that needs to be closely monitored due to reasons such as significant financial risk carried by the debtor at the time of the utilisation of the loan,

(iii) in connection with which problems are likely to occur as to principal and interest payments under the conditions of the loan agreement, and where such problems (in case not resolved) might result in non-payment risk before recourse to any collateral,

(iv) although the creditworthiness of the debtor has not weakened in comparison with its creditworthiness on the day the loan is granted, there is likelihood of such weakening due to the debtor's irregular and unmanageable cash flow,

(v) the collection of principal and/or interest payments of which are overdue for more than 30 but less than 90 days following any payment due date (including the maturity date) for reasons that cannot be interpreted as a weakening in creditworthiness,

(vi) in connection with which the credit risk of the debtor has notably increased pursuant to TFRS 9,

(vii) repayments of which are fully dependent upon collateral and the net realisable value of such collateral falls under the receivable amount,

(viii) that has been subject to restructuring when monitored under Group I or Group II without being subject to classification as an NPL, or

(ix) that has been subject to restructuring while being monitored as an NPL and classified as a performing loan upon satisfaction of the relevant conditions stated in the regulation.

On 27 March 2020 (with retroactive effect from 17 March 2020), the BRSA (as part of the measures taken against the impacts of the COVID-19 pandemic) announced a temporary rule (effective until 31 December 2020) providing that the 30 days referred to in clause (v) is replaced with 90 days, resulting in a 60-day extension in the period for loans remaining categorised as Group I loans before being categorised as Group II loans. On 8 December 2020, the BRSA extended this temporary rule until 30 June 2021, which (on 17 June 2021) was then further extended through 30 September 2021. On 16 September 2021, the BRSA announced that, notwithstanding the expiration of this temporary rule on 30 September 2021, it would still apply to loans classified (as per this provisional measure) as Group II loans that were overdue for more than 91 days but not more than 180 days as of 1 October 2021.

(c) *Group III: Loans with Limited Recovery:* This group involves each loan:

(i) in connection with which the debtor's creditworthiness has weakened,

(ii) that demonstrates limited possibility for the collection of the full amount due to the insufficiency of net realisable value of the collateral or the debtor's resources to meet the collection of the full amount on the due date without any recourse to the collateral, and that would likely result in losses in case such problems are not resolved,

(iii) collection of the principal and/or interest of which has/have been delayed for more than 90 days but not more than 180 days from the payment due date,

(iv) in connection with which the bank is of the opinion that collection by the bank of the principal or interest of the loan or both will be delayed for more than 90 days from the payment due date owing to reasons such as the debtor's difficulties in financing working capital or in creating additional liquidity as a result of adverse events in macroeconomic conditions or in the sector in which the debtor operates or other adverse events solely related to the debtor, or

(v) that has been classified as a performing loan after restructuring but principal and/or interest payments of which have been overdue for more than 30 days within one year of restructuring or have been subject to another restructuring within a year of a previous restructuring.

On 17 March 2020, the BRSA (as part of the measures taken against the impacts of the COVID-19 pandemic) implemented a temporary rule (effective until 31 December 2020) providing that the 90 days referred to in clauses (iii) and (iv) are replaced with 180 days, resulting in loans remaining categorised as Group II loans

longer. The temporary rule did not provide any guidance as to classification of loans with payment delays of more than 180 days; however, it might be the case that such loans would bypass Group III and become Group IV loans. This temporary rule also suspended the application of clause (v) through 31 December 2020. On 8 December 2020, the BRSA extended this temporary rule until 30 June 2021, which (other than the suspension of the application of clause (v)) was on 17 June 2021 further extended through 30 September 2021. On 16 September 2021, the BRSA announced that, notwithstanding the expiration of this temporary rule on 30 September 2021, it would still apply to loans classified (as per this provisional measure) as Group II loans that were overdue for more than 91 days but not more than 180 days as of 1 October 2021.

(d) *Group IV: Loans with Suspicious Recovery:* This group involves each loan:

(i) principal and/or interest payments of which will probably not be repaid in full under the terms of the loan agreement without recourse to any collateral,

(ii) in connection with which the debtor's creditworthiness has significantly deteriorated, but which loan is not considered as an actual loss due to expected factors such as merger, the possibility of finding new financing or a capital increase to enhance the debtor's creditworthiness or the possibility of the credit being collected,

(iii) the collection of principal and/or interest payments of which has been overdue for more than 180 days but less than one year following any payment due date (including the maturity date), or

(iv) the collection of principal and/or interest payments of which is expected to be overdue for more than 180 days following any payment due date (including the maturity date) as a result of adverse events in macroeconomic conditions or in the sector in which the debtor operates or adverse events solely related to the debtor.

(e) *Group V: Loans Considered as Losses:* This group involves each loan:

(i) for which, as a result of the complete loss of the debtor's creditworthiness, no collection is expected or only a negligible part of the total receivable amount is expected to be collected,

(ii) although having the characteristics stated in Groups III and IV, the collection of the total receivable amount of which, albeit due and payable, is unlikely within a period exceeding one year, or

(iii) the collection of principal and/or interest payments of which has been overdue for more than one year following any payment due date.

Pursuant to the Classification of Loans and Provisions Regulation, the following loans are classified as NPLs: (a) loans that are classified under Groups III, IV and V, (b) loans the debtors of which are deemed to have defaulted pursuant to the Communiqué on the Calculation of Principal Subject to Credit Risk by Internal-Ratings Based Approaches (published in the Official Gazette dated 23 October 2015 and numbered 29511) or (c) loans to which, as a result of debtor's default, the lifetime expected credit loss reserve applies under TFRS 9. Financial guarantees are also classified as NPLs on the basis of their nominal amounts in case where: (i) a risk of a compensation claim by the creditor has occurred or (ii) the debt assumed under the relevant financial guarantee falls within the scope of any of the circumstances stated in clause (a), (b) or (c). If several loans have been extended to a debtor by the same bank and any of these loans is classified as an NPL, then all other loans extended to such debtor by such bank shall also be classified as NPLs; however, for consumer loans, even if any of these loans is classified as an NPL, other consumer loans granted to the same debtor may be classified in the respective applicable group other than Group I. According to the decisions of the BRSA dated 15 November 2018 and numbered 8095 and dated 1 August 2019 and numbered 5477, KGF-guaranteed loans (which are supported by the Turkish Treasury) and loans restructured within the scope of the Framework Agreement will not be classified as NPLs unless there is an overdue amount for more than 90 days following

the due date. In addition, the Regulation on Loan Transactions of Banks published in the Official Gazette dated 21 December 2023 and effective as of 1 January 2024 (the "Regulation on Loan Transactions") (which repealed the Regulation on Loan Transactions of Banks published in the Official Gazette dated 1 November 2006) provides that banks whose gross non-performing loans are equal to or exceed 0.5% of the total non-performing loans in the Turkish banking sector, calculated as per the data of the previous year, are required to implement a resolution mechanism and operational plans regarding restructured loans and non-performing loans and send such strategies and plans to the BRSA each year by the end of March.

On 27 November 2019, the BRSA published an amendment to the Classification of Loans and Provisions Regulation, which was retroactively made effective from 19 July 2019. According to this amendment, if the portion of a loan for which a lifelong expected loan loss provision or special provision has been set aside due to the debtor's default and that is classified under Group V is not reasonably expected to be recovered, then such portion/loan may (as an accounting matter) be written down within the scope of TFRS 9 as of the first fiscal reporting period following its classification under Group V. On 6 July 2021, the BRSA further amended the Classification of Loans and Provisions Regulation, pursuant to which amendments banks are allowed to write-down such portion/loan within a period that is deemed appropriate by the bank; *however*, banks are required to justify and record the relevant time period and have the relevant documents available for audit.

The Classification of Loans and Provisions Regulation includes detailed rules and criteria in relation to concepts of the "reclassification" and "restructuring" of loans. The reclassification of NPLs as performing loans is subject to the following conditions: (a) all overdue repayments that have caused the relevant loan to be classified as an NPL have been collected in full without any recourse to any security, (b) as of the date of the reclassification, there has not been any overdue repayment and the last two repayments preceding such date (except the repayments mentioned in clause (a)) have been realised in full by their due date, and (c) conditions for such loans to be classified under Group I or II have been fulfilled. Furthermore, loans that have been fully or partially written-down by the banks in their assets, security for which loans has been enforced to satisfy the debt or repayment of which has been made in kind, cannot be classified as a performing loan. On 6 July 2021, the BRSA introduced amendments to the Classification of Loans and Provisions Regulation, pursuant to which amendments banks are required to keep the criteria for reclassification of NPLs in written form and make the relevant documents available for audit.

The restructuring of a loan consists of: (a) amendments to the conditions of the loan agreement or (b) partial or full refinancing of the loan. In this respect, an NPL may be reclassified as a restructured loan under Group II subject to the following conditions: (i) upon evaluation of the financial standing of the debtor, it has been determined that the conditions for the applicable loan to be classified as an NPL have disappeared, (ii) the loan has been monitored as an NPL at least for one year following restructuring, (iii) as of the date of reclassification as a Group II loan, there has not been any delay in principal and/or interest payments nor are there any expectation of any such delay in the future, and (iv) overdue payments and/or written-down principal payments in relation to the restructured loan have been collected. Furthermore, such restructured NPL being reclassified as a performing Group II loan may be excluded from the scope of the restructuring if all the following conditions are met: (A) such loan has been monitored as a restructured loan under Group II at least for one year, (B) at least 10% of the outstanding debt amount has been repaid during such one-year monitoring period, (C) there has not been any delay of more than 30 days in principal and/or interest payments of any loan extended to the applicable debtor during such monitoring period and (D) the financial difficulty that led to the restructuring of the loan no longer exists. Pursuant to the Classification of Loans and Provisions Regulation, banks applying TFRS 9 may reclassify their performing loans, which had been previously classified as restructured loans under Group II, under Group I again following a minimum three-month monitoring period, subject to the satisfaction of the requirements listed under clauses (C) and (D) above (regardless of the conditions under clauses (A) and (B) stated above). In addition, the modification of a contract and/or partially or totally refinancing a Group I loan of a debtor who is not in financial difficulty is not considered to be a restructuring and such loans can continue to be classified under Group I.

Pursuant to the Classification of Loans and Provisions Regulation, the general rule is that banks shall apply provisions for their loans pursuant to TFRS 9; *however*, the BRSA may, on an exceptional basis, authorise a bank to apply the applicable provisions set forth in the Classification of Loans and Provisions Regulation

instead of those required by TFRS 9, subject to the presence of detailed and acceptable grounds. With respect to the requirements under TFRS 9, "twelve-months expected credit loss reserve" and "lifetime expected credit loss reserve set aside due to significant increase in credit risk profile of the debtor" are considered as general provisions while "lifetime expected credit loss reserve set aside due to debtor's default" is considered as special provisions.

Under Articles 10 and 11 of the Classification of Loans and Provisions Regulation, banks that have been authorised not to apply provisions under TFRS 9 are required to set aside general provisions for at least 1.5% and 3.0% of their total cash loans portfolio under Groups I and II, respectively. For non-cash loans, undertakings and derivatives, general provisions to be set aside are calculated by applying the foregoing percentages to the risk-weighted amounts determined pursuant to the Capital Adequacy Regulation. Subject to the presence of a written pledge or assignment agreement, loans secured with cash, deposit, participation funds and gold deposit accounts, bonds that are issued by the Turkish government (including the Central Bank) and guarantees and sureties provided by such are not subject to the general set aside calculation. Loans extended to the Turkish government (including the Central Bank) are not required to be considered in such calculation. As to special provisions, banks are required to set aside provisions for NPLs under Groups III, IV and V of at least 20%, 50%, and 100%, respectively, of the incurred credit loss.

For general provisions, banks are required to set aside provisions (separately) as per country risks and transfer risks, and, for special provisions, banks are required to consider country risks and transfer risks. In addition, the BRSA may increase such provision requirements for certain banks or loans taking into account the concentration, from time to time, of matters such as the size, type, due date, currency, interest structure, sector to which loans are extended, geographic circumstances, collateral and the credit risk level and management.

Regarding the monitoring of security by the banks that have been authorised not to apply provisions under TFRS 9, the Classification of Loans and Provisions Regulation increased the number of categories on collaterals (from four to five), amended the content of such categories, and amended the proportions to be deducted, in order to determine the net realisable values of the collaterals, from the borrower's NPLs as follows:

Category	Discount Rate
Category I collateral.....	100%
Category II collateral	80%
Category III collateral.....	60%
Category IV collateral.....	40%
Category V collateral	20%

According to amendments to the Equity Regulation and the Capital Adequacy Regulation that became effective as of 1 January 2022, general provisions would, from that date, no longer be allowed to be included in a bank's supplementary capital (i.e., tier 2 capital); *however,* on 24 December 2021, the BRSA revoked these amendments. As such, these general provisions are included in supplementary capital and not deducted from a bank's risk-weighted assets.

Capital Adequacy

Article 45 of the Banking Law defines "capital adequacy" as having adequate capital against losses that could arise from the risks encountered. Pursuant to the same article, banks must calculate, achieve, maintain and report their capital adequacy ratio, which, within the framework of the BRSA's regulations, cannot be less than 8% (excluding capital buffers). In addition, as a prudential requirement, the BRSA requires a target capital adequacy ratio that is 4% higher than the regulatory capital ratio of 8% (in each case, excluding capital buffers).

The BRSA is authorised to increase the minimum capital adequacy ratio and the minimum consolidated capital adequacy ratio, to set different ratios for each bank and to revise risk weights of assets that are based upon participation accounts, but must consider each bank's internal systems as well as its asset and financial structures.

The Equity Regulation defines capital of a bank as the sum of: (a) principal capital (*i.e.*, tier 1 capital), which is composed of core capital (*i.e.*, CET1 capital) and additional principal capital (*i.e.*, additional tier 1 capital) and (b) supplementary capital (*i.e.*, tier 2 capital) *minus* capital deductions. Pursuant to the Capital Adequacy Regulation: (i) both the unconsolidated and consolidated minimum CET1 capital adequacy ratios are 4.5% and (ii) both unconsolidated and consolidated minimum tier 1 capital adequacy ratios are 6.0%.

The BRSA published several regulations and communiqués or amendments to its existing regulations and communiqués (as published in the Official Gazette No. 29511 dated 23 October 2015 and No. 29599 dated 20 January 2016) in accordance with the Regulatory Consistency Assessment Programme ("*RCAP*") of the Basel Committee on Banking Supervision (the "*Basel Committee*"), which is conducted by the Bank for International Settlements (the "*BIS*") with a view to ensure Türkiye's compliance with Basel regulations. These included amendments to the Equity Regulation and the entry into force of the Capital Adequacy Regulation, both on 31 March 2016. The Capital Adequacy Regulation sustained the capital adequacy ratios introduced by the former regulation but changed the risk weights of certain items, including: (a) the risk weights of foreign currency-denominated required reserves held with the Central Bank from 0% to 50%; *however*, on 24 February 2017, the BRSA amended its guidance to allow foreign exchange-denominated required reserves held with the Central Bank to be subject to a 0% risk weight, and (b) the exclusion of the general reserve for possible losses from capital calculations. On 24 December 2021, the Equity Regulation was amended to provide that the general reserve for possible loan losses be counted as supplementary capital (*i.e.*, tier 2 capital) of the applicable bank; *however*, the portion of the general reserves exceeding 1.25% of the risk-weighted total of the possible loan losses cannot be included in the supplementary capital (*i.e.*, tier 2 capital). If, during a fiscal period, free provisions recorded during previous fiscal periods are reversed, then the net income for such later period is increased by the amount of such reversals, which thus increases shareholders' equity. On 27 June 2024, in announcing that it is implementing the "Basel III: Finalising Post Crisis Reforms" published by the Basel Committee, the BRSA published the: (i) Draft Communiqué on the Calculation of the Amounts Subject to Operational Risk, (ii) Draft Regulation on the Measurement and Evaluation of the Interest Rate Risk Originated from Banking Accounts in Accordance with the Standard Approach and (iii) Draft Guide on Management of the Interest Rate Risk Originated from Banking Accounts.

The Capital Adequacy Regulation also lowered the risk weights of certain assets and credit conversion factors, including reducing: (a) the risk weights of residential mortgage loans from 50% to 35% (on 24 August 2023, but then cancelled on 19 September 2024, the BRSA increased the risk weightings to 150% for residential mortgage loans extended to individuals who already had at least one residential property, either personally or through their spouses or children under 18 years of age; *however*, as per BRSA Decision No. 10849 dated 15 February 2024, if such persons own only one residential property and such is destroyed or a destruction decision has been taken due to such property being determined to be a "risky building" (in Turkish: *riskli yapı*) within the scope of Law No. 6306 on the Transformation of Areas under Disaster Risk, then such increased risk weight was not applicable) and on 29 January 2026, the BRSA introduced amended loan-to-value ratio limits for residential mortgage loans and residential property-secured loans, with maximum loan to value ratios ranging from 20% to 90% depending on property value and energy efficiency classification), (b) the risk weights of consumer loans (excluding residential mortgage loans) qualifying as retail loans (in Turkish: *perakende alacaklar*) in accordance with the Capital Adequacy Regulation and instalment payments of credit cards from a range of 100% to 250% (depending upon their outstanding tenor) to 75% (irrespective of their tenor) (on 31 July 2023, the BRSA increased the risk weighting for consumer credit cards (including cash withdrawals and spending), auto loans for passenger cars, auto–secured loans, financial leasing transactions with consumers and consumer cash loans (excluding mortgage loans and including overdraft accounts) issued after 31 July 2023 to 150%, which was then cancelled on 19 September 2024); provided that such receivables are not reclassified as NPLs, and (c) the credit conversion factors of commitments for credit cards and overdrafts from 20% to 0%. As of 7 February 2017, the BRSA published a decision that enables banks to use 0% risk weightings for Turkish Lira–denominated exposures guaranteed by the KGF and supported by the Turkish Treasury. On 12 June 2018, the BRSA announced its decision (dated 7 June 2018 and numbered 7841) to amend the per retail total risk limit for loans described in clause (b), which is the upper limit for such loans subjected to the 75% risk weight, from TL 4,200,000 to TL 5,500,000, which was then increased to TL 7,000,000 on 18 January 2019, TL 10,000,000 on 21 December 2021, TL 20,000,000 on 31 January 2023 and

TL 50,000,000 on 13 November 2025. Pursuant to the BRSA decision dated 29 January 2026 (effective as of 1 April 2026), the credit conversion factor for the unused portion of overdrafts will be 10%, which may be increased up to three times by the BRSA.

In response to the COVID-19 pandemic, the BRSA introduced regulatory forbearance measures that allow banks to use the average of the Central Bank's foreign exchange buying rates during the 252 business days before the calculation date (on 21 December 2021, the BRSA announced that banks shall (if using this approach) use the average of the Central Bank's foreign exchange buying rates during the 252 business days ending on 31 December 2021; on 28 April 2022, the BRSA amended this rule so that, until such date as determined by the BRSA, banks may use the Central Bank's foreign exchange buying rates as of 31 December 2021 in certain capital and other calculations) when calculating the risk-weighted amounts of credit risk exposures until such date as determined by the Central Bank. On 31 January 2023, the BRSA further amended this rule so that, until such date as determined by the BRSA, banks may use the Central Bank's foreign exchange buying rates as of 30 December 2022 (*e.g.*, TL 18.6983/US$1) in certain capital and other calculations. This rule was amended again on 12 December 2023 to provide that banks may use the Central Bank's foreign exchange buying rates as of 26 June 2023 (*e.g.*, TL 25.8231/US$1) in such calculations starting as of 1 January 2024. On 19 December 2024, the BRSA amended this rule again to provide that banks may use the Central Bank's foreign exchange buying rates as of 28 June 2024 (*e.g.*, TL 32.8417/US$1) starting from 1 January 2025 until otherwise decided by the BRSA. By virtue of the BRSA Decision dated 13 November 2025 and numbered 11286, the temporary rule permitting Turkish banks to use a more favourable foreign exchange rate ceased as of 1 January 2026 and the banks are now required to perform capital calculations in accordance with the Capital Adequacy Regulation and other applicable legislation. See "*Turkish Regulatory Environment – Capital Adequacy*." The Bank has used such buying rates in calculating risk-weighted amount of credit risk exposures.

On 21 February 2020, the BRSA introduced a requirement for Turkish companies with an annual gross revenue equal to or above TL 500,000,000 to obtain and maintain credit rating notes from authorised credit rating agencies by no later than 30 June 2021 in order to be able to borrow loans from local banks. On 10 September 2020, the BRSA amended this requirement so as to apply to Turkish borrowers whose aggregate exposure to the Turkish banking sector (based on the data maintained at the risk centre of the Banks Association of Türkiye) is equal to or above TL 500,000,000. The BRSA requires these ratings to be updated on an annual basis (and upon the occurrence of certain material events) and a summary report in respect of the borrower to be prepared by authorised credit rating agencies. On 27 May 2021, the BRSA further amended the implementation of this requirement due to the effects of the COVID-19 pandemic and announced that Turkish borrowers who are required to obtain a credit rating note may continue to utilise loans until 31 December 2021, provided that they have executed an agreement with a licensed credit rating agency by 31 August 2021 and submit their rating note on the date of the first disbursement. On 16 September 2021, the BRSA further amended the implementation of this requirement due to the effects of the COVID-19 pandemic and announced that the deadline for executing an agreement with a licensed credit rating agency (previously set as 31 August 2021) would be extended to 31 December 2021; however, companies that become subject to this credit rating note obligation after 31 December 2021 are required to submit a document indicating that the rating process by a licensed rating agency has been initiated as of the date of the loan application. In addition, for the utilisation of loans by foreign residents, the credit rating note obligation does not apply, provided that they submit a credit note rated by any eligible external credit assessment institution (namely Fitch, S&P, Moody's, Japan Credit Rating Agency, Ltd., DBRS Ratings Ltd. and, as of 12 January 2017, International Islamic Rating Agency). On 6 January 2022, the BRSA announced that companies that become subject to the credit rating note obligation for borrowing loans (regardless of the date on which they become subject to such obligation) are required to submit a valid rating note or a document indicating that the rating process by a licensed rating agency has been initiated as of the date of the loan application. As per the BRSA decision dated 17 April 2025, the previous threshold of total risk in the banking sector (including loans) for the credit rating note obligation has been increased from TL 500,000,000 to TL 750,000,000.

On 28 April 2022, the BRSA increased the risk-weights applicable to commercial cash loans provided after 1 May 2022 from a range of 20-150% to 200%; *provided* that the following are excluded: (a) loans provided to

SMEs, financial institutions, individuals and/or certain governmental authorities and their subsidiaries and (b) export and investment loans, agricultural loans and corporate credit cards. On 14 February 2023, as a result of two large earthquakes in Kahramanmaraş on 6 February 2023 that affected 10 different cities, the BRSA announced that such risk-weights shall (until 1 January 2024) not be applied to the personal credit cards and consumer loans and commercial cash loans provided after 6 February 2023 to customers located in the cities affected by such earthquakes. On 23 February 2023, the BRSA extended such provisional measures to other regions that satisfy certain criteria to be considered disaster areas. On 19 December 2024, the BRSA cancelled such rule and reinstated the previous risk weights applicable under the Capital Adequacy Regulation.

On 23 June and 7 July 2022, the BRSA also increased the risk weights applicable to: (a) Turkish Lira- and foreign currency-denominated commercial cash loans to be utilised by Turkish legal or natural residents who have performed derivative transactions with non-residents after 23 June 2022 and (b) Turkish Lira-denominated commercial cash loans utilised after 30 June 2022 if the lending bank determines that the documents provided by the borrower are inadequate according to the BRSA's limitations on borrowings by companies with foreign currency-denominated assets above a certain threshold, in each case to 500% regardless of their credit risk mitigation technique, mortgage or credit rating notes. The rule in clause (b) was revoked on 6 February 2025.

On 31 July 2023, the BRSA increased the risk weightings for: (a) credit card exposures (including cash withdrawals and spending), (b) consumer cash loans (including overdraft accounts, auto loans for passenger cars and auto secured loans) and (c) financial leasing transactions with consumers to 150% for the loans issued after 31 July 2023; *however*, such increased risk weightings were not applicable to customers located in the cities affected by such earthquakes until 1 January 2024. On 24 August 2023, but then cancelled on 19 September 2024, the BRSA increased the risk weightings to 150% for residential mortgage loans extended to individuals who already had at least one residential property, either personally or through their spouses or children under 18 years of age; *however*, as per BRSA Decision No. 10849 dated 15 February 2024, if such persons own only one residential property and such is destroyed or a destruction decision has been taken due to such property being determined to be a "risky building" (in Turkish: *riskli yapı*) within the scope of Law No. 6306 on the Transformation of Areas under Disaster Risk, then such increased risk weight was not applicable. On 29 January 2026, the BRSA introduced amended loan-to-value ratio limits for residential mortgage loans and residential property-secured loans, with maximum loan to value ratios ranging from 20% to 90% depending on property value and energy efficiency classification.

Amendments to the Equity Regulation introduced certain limitations to the items that are included in the capital calculations of banks that have issued additional tier 1 and tier 2 instruments prior to 1 January 2014. According to these amendments, tier 2 instruments that were issued (*among others*) after 1 January 2013 are included in tier 2 calculations only if they satisfy all of the Tier 2 Conditions.

On 11 July 2017, clause 9(8)(b) of the Equity Regulation was repealed. In this context, the excess amount mentioned in Article 57 of the Banking Law (*i.e.*, "the total book value of the real property owned by a bank cannot exceed 50% of its capital base"), and the commodity goods and properties that banks acquire due to their receivables (*e.g.*, foreclosed-upon collateral) but have not disposed within three years, are no longer deducted from a bank's capital base.

As per the BRSA decision dated 25 March 2025 to be effective until 31 December 2025, share buybacks made by publicly listed banks after 17 March 2025 will not be: (a) considered as a core capital deduction item pursuant to the Equity Regulation and (b) included in the calculations of credit risk and market risk pursuant to the Capital Adequacy Regulation.

In 2013, the BRSA published the Regulation on Capital Conservation and Countercyclical Capital Buffers, which entered into force on 1 January 2014 and provides additional core capital requirements both on a consolidated and unconsolidated basis. Pursuant to this regulation, the additional core capital requirements are to be calculated by the multiplication of the amount of risk-weighted assets by the sum of a capital conservation buffer ratio and bank-specific countercyclical buffer ratio. According to this regulation, the capital conservation buffer for banks was set at 2.500% for 2019 and thereafter. Pursuant to decisions of the BRSA,

the countercyclical capital buffer required for Turkish banks' exposures in Türkiye was initially set at 0% of a bank's risk-weighted assets in Türkiye; *however*, such ratio might fluctuate between 0% and 2.5% as announced from time to time by the BRSA. Any increase to the countercyclical capital buffer ratio is to be effective one year after the relevant public announcement, whereas any reduction is to be effective as of the date of the relevant public announcement.

In 2013, the BRSA also published the Regulation on the Measurement and Evaluation of Leverage Levels of Banks (which entered into force on 1 January 2014 with the exception of certain provisions that entered into effect on 1 January 2015), seeking to constrain leverage in the banking system and ensure maintenance of adequate equity on a consolidated and unconsolidated basis against leverage risks.

In February 2016, the BRSA issued the D-SIBs Regulation in line with the Basel Committee standards, introducing a methodology for assessing the degree to which banks are considered to be systemically important to the Turkish domestic market and setting out the additional capital requirements for those banks classified as D-SIBs. The contemplated methodology uses an indicator-based approach to identify and classify D-SIBs in Türkiye under four different categories: size, interconnectedness, lack of substitutability and complexity. Initially, a score for each bank is to be calculated based upon their 2014 year-end consolidated financial statements by assessing each bank's position against a threshold score to be determined by the BRSA. The D-SIBs Regulation requires banks identified as D-SIBs to maintain a capital buffer depending upon their respective classification. These buffers are applied as 3% for Group 4 banks, 2% for Group 3 banks, 1.5% for Group 2 banks and 1% for Group 1 banks. As of the date of this Base Offering Circular, the Bank is classified as a Group 1 D-SIB under the D-SIBs Regulation.

Furthermore, the Regulation on Liquidity Coverage Ratios seeks to ensure that a bank maintains an adequate level of unencumbered, high-quality liquid assets that can be converted into cash to meet its liquidity needs for a 30 calendar day period. The Regulation on Liquidity Coverage Ratios provides that the ratio of the high-quality asset stock to the net cash outflows, both of which are calculated in line with the regulation, cannot be lower than 100% in respect of total consolidated and unconsolidated liquidity and 80% in respect of consolidated and unconsolidated foreign exchange liquidity. The BRSA decision dated 26 December 2014 (No. 6143) on liquidity ratios provides that a 0% liquidity adequacy ratio limit applies to deposit banks. On 15 August 2017, the BRSA revised from 50% to 100% the ratio of required reserves held with the Central Bank that can be included in liquidity calculations. Unconsolidated total and foreign currency liquidity coverage ratios cannot be non-compliant more than six times within a calendar year, which includes non-compliances that have already been remedied.

Pursuant to the Equity Regulation, if a Turkish bank invests in debt instruments of other banks or financial institutions that are already invested in that Turkish bank's additional tier 1 or tier 2 capital, then the amount of such debt instrument (and their issuance premia) are required to be deducted when calculating that Turkish bank's additional tier 1 or tier 2 capital (as applicable).

On 7 June 2018, the BRSA published the Communiqué on Debt Instruments to be included in the Calculation of Banks' Equity, which sets forth procedures and principles for the write-up and write-down of the debt instruments or loans that are included in the calculation of banks' equity (*i.e.*, additional tier 1 and tier 2 capital) as well as procedures and principles related to conversion of such debt instruments into shares.

See also a discussion of the implementation of Basel III in "*– Basel Committee – Basel III*" below.

Tier 2 Rules

According to the Equity Regulation, which came into force on 1 January 2014, tier 2 capital shall be calculated by subtracting capital deductions from general provisions that are set aside for receivables and/or the surplus of provisions and capital deductions with respect to expected loss amounts for receivables (as the case may be, depending upon the method used by the bank to calculate the credit risk amounts of the applicable receivables) and the debt instruments that have been approved by the BRSA upon the application of the board of directors

of the applicable bank along with a written statement confirming compliance of the debt instruments with the conditions set forth below and their issuance premia (the "*Tier 2 Conditions*"):

(a) the debt instrument shall have been issued by the bank and approved by the CMB and shall have been fully collected in cash,

(b) in the event of dissolution of the bank, the debt instrument shall have priority over debt instruments that are included in additional tier 1 capital and shall be subordinated with respect to rights of deposit holders and all other creditors,

(c) the debt instrument shall not be related to any derivative operation or contract, nor shall it be tied to any guarantee or security, in one way or another, directly or indirectly, in a manner that violates the condition stated in clause (b),

(d) the debt instrument must have an initial maturity of at least five years and shall not include any provision that may incentivise prepayment, such as dividends and increase of interest rate,

(e) if the debt instrument includes a prepayment option, such option shall be exercisable no earlier than five years after issuance and only with the approval of the BRSA; approval of the BRSA is subject to the following conditions:

(i) the bank should not create any market expectation that the option will be exercised by the bank, and

(ii) (A) the debt instrument shall be replaced by another debt instrument either of the same quality or higher quality, and such replacement shall not have a restrictive effect on the bank's ability to sustain its operations or (B) following the exercise of the option, the equity of the bank shall exceed the higher of: (1) the capital adequacy requirement that is to be calculated pursuant to the Capital Adequacy Regulation along with the BRSA's Regulation on Capital Conservation and Countercyclical Capital Buffers published on 5 November 2013, (2) the capital requirement derived as a result of an ICAAP of the bank and (3) the higher capital requirement set by the BRSA (if any);

however, if tax legislation or other regulations are materially amended, a prepayment option may be exercised; *provided* that the above conditions in this clause (e) are met and the BRSA approves,

(f) the debt instrument shall not provide investors with the right to demand early amortisation except for during a bankruptcy or dissolution process relating to the issuer,

(g) the debt instrument's dividend or interest payments shall not be linked to the creditworthiness of the issuer,

(h) the debt instrument shall not be: (i) purchased by the issuer or by corporations controlled by the issuer or significantly under the influence of the issuer or (ii) assigned to such entities, and its purchase shall not be directly or indirectly financed by the issuer itself,

(i) if there is a possibility that the bank's operating licence would be cancelled or the probability of the transfer of the management of the bank to the SDIF arises pursuant to Article 71 of the Banking Law due to the losses incurred by the bank, then removal of the debt instrument from the bank's records or the debt instrument's conversion to share certificates for the absorption of the loss would be possible if the BRSA so decides,

(j) in the event that the debt instrument has not been issued by the bank itself or one of its consolidated entities, the amounts obtained from the issuance shall be immediately transferred without any

restriction to the bank or its consolidated entity (as the case may be) in accordance with the rules listed above, and

(k) the repayment of the principal of the debt instrument before its maturity is subject to the approval of the BRSA and the approval of the BRSA is subject to the same conditions as the exercise of the prepayment option as described in clause (e).

Loans (as opposed to securities) that have been approved by the BRSA upon the application of the board of directors of the applicable bank accompanied by a written statement confirming that all of the Tier 2 Conditions (except for the CMB approval condition stated in clause (a) of the Tier 2 Conditions) are met also can be included in tier 2 capital calculations.

In addition to the conditions that need to be met before including debt instruments and loans in the calculation of tier 2 capital, the Equity Regulation also provides a limit for inclusion of general provisions to be set aside for receivables and/or the surplus of provisions and capital deductions with respect to expected loss amounts of receivables; *however*, the portion of surplus of this amount that exceeds general provisions is not taken into consideration in calculating the tier 2 capital.

Furthermore, in addition to the Tier 2 Conditions stated above, the BRSA may require new conditions for each debt instrument and the procedure and principles regarding the removal of the debt instrument from the bank's records or the debt instrument's conversion to share certificates are determined by the BRSA.

Under Article 8(2)(ğ) of the Equity Regulation, to be eligible for inclusion as tier 2 capital, it must be possible pursuant to the terms of such capital that such capital be written down and/or converted into equity of the relevant bank upon the decision of the BRSA in the event that it is probable that: (a) the operating licence of such bank may be revoked or (b) shareholders' rights (except to dividends) and the management and supervision of such bank may be transferred to the SDIF, in each case pursuant to Article 71 of the Banking Law.

Prior to any determination of non-viability of a bank under Article 71 of the Banking Law, the BRSA may require a number of corrective, rehabilitative and/or restrictive actions to be taken by the bank in accordance with Articles 68, 69 and 70 of the Banking Law, including as described in "– Cancellation of Banking License." In the event that: (a) such actions are not (in whole or in part) taken by such bank within a period of time set forth by the BRSA or in any case within 12 months, (b) the financial structure of such bank cannot be strengthened despite its having taken such actions, (c) it is determined that taking these actions will not lead to the strengthening of the bank's financial structure, (d) the continuation of the activities of such bank would jeopardise the rights of the depositors and the participation account owners and the security and stability of the financial system, (e) such bank cannot cover its liabilities as they become due, (f) the total amount of the liabilities of such bank exceeds the total amount of its assets or (g) the controlling shareholders or directors of such bank are found to have utilised such bank's resources for their own interests, directly or indirectly or fraudulently, in a manner that jeopardised the secure functioning of the bank or caused such bank to sustain a loss as a result of such misuse, then the BRSA may determine that such bank is non-viable under Article 71 of the Banking Law.

Debt instruments and loans that are approved by the BRSA are included in accounts of tier 2 capital as of the date of transfer to the relevant accounts in the applicable bank's records. Loans and debt instruments that have been included in tier 2 capital calculations and that have less than five years to maturity shall be included in tier 2 capital calculations after being reduced by 20% each year.

Additional Tier 1 Capital Rules

Under Article 7(2)(i) of the Equity Regulation, in order for a debt to qualify as additional tier 1 capital of a bank, the bank must be entitled pursuant to the terms of that debt to write-down or convert into equity (but not necessarily both) such debt upon the CET1 capital adequacy ratio(s) of such bank, on a consolidated or non-consolidated basis, falling below 5.125%. In such a case, such bank is required to promptly notify the BRSA

and an amount of such debt must be written-down and/or converted into equity, in each case to the extent necessary so as to restore the applicable such CET1 capital adequacy ratio(s) to at least 5.125%. As a result of such a write-down: (a) in the event of the liquidation of the bank, the claims of the holders of such debt must be reducible via write-down, (b) in the event of the exercise of the redemption option, the amount redeemed will be the then-outstanding principal amount (*i.e.*, after any write-downs and write-ups) as opposed to their original principal amount, and (c) dividend and interest payments on such debt must be partially or completely cancellable.

In addition, Article 7(2)(j) of the Equity Regulation provides that, in order for a debt to qualify as additional tier 1 capital, it must be possible, pursuant to the terms of that debt, for such debt to be written down or converted into equity (but not necessarily both) upon the decision of the BRSA if it is probable that: (a) the bank's operating licence might be revoked or (b) such bank may be transferred to the SDIF, in each case pursuant to Article 71 of the Banking Law.

Calculation of Additional Tier 1 Capital. According to the Equity Regulation, the amount of additional tier 1 capital shall be calculated by subtracting capital deductions from the sum of: (a) shares with preferential rights that are not included in CET1 capital (except for such shares that require the distribution of dividends in the future), (b) share premia resulting from the issuance of such shares with preferential rights and (c) debt that has been approved by the BRSA (and related issuance premia) as eligible for inclusion in the calculation of additional tier 1 capital. The Equity Regulation sets out that, in order for a debt instrument to be included in the calculation of additional tier 1 capital, the following conditions need to be met:

(a) such debt instrument shall have been issued by the bank and approved by the CMB and shall have been fully collected in cash,

(b) in the event of dissolution of such bank, such debt instrument shall be subordinated with respect to debt that is included in tier 2 capital and rights of deposit holders and all other creditors (other than other additional tier 1 capital),

(c) such debt instrument shall not be linked to any derivative operation or contract, nor shall it be linked to any guarantee or security (in Turkish: *teminat*), in one way or another, directly or indirectly, in a manner that violates the condition stated in clause (b),

(d) such debt instrument shall not have a maturity and shall not include any provision that may incentivise redemption, such as dividends and increase of interest rate,

(e) if such debt instrument includes a redemption option, then such option shall be exercisable no earlier than five years after issuance and only with the approval of the BRSA; approval of the BRSA is subject to the following conditions:

    (i) such bank should not create any market expectation that the option will be exercised by the bank, and either

    (ii) such debt instrument shall be replaced by another debt instrument either of the same quality or higher quality, and such replacement shall not have a restrictive effect on such bank's ability to sustain its operations, or

    (iii) following the exercise of the option, the equity of such bank shall exceed the higher of: (A) the capital adequacy requirement that is to be calculated pursuant to the Capital Adequacy Regulation along with the BRSA's Regulation on Capital Conservation and Countercyclical Capital Buffers published on 5 November 2013, (B) the capital requirement derived as a result of an ICAAP of such bank and (C) the higher capital requirement set by the BRSA (if any);

    however, if tax legislation or other regulations are materially amended, a redemption option may be exercised; *provided* that the above conditions in this clause (e) are met and the BRSA approves,

(f) the redemption of the principal of such debt instrument shall be subject to approval of the BRSA, in which case the BRSA would seek the conditions stated in clause (e) to be met,

(g) the bank shall be entitled to cancel the interest and dividend payments on such debt instrument and, if it exercises such right, then it shall not have an obligation to pay the difference between the amount set out in the terms of such debt instrument and the amount actually paid in subsequent periods (even in case of non-payment), cancellation of payments shall not be considered as default, such bank shall be entitled to use at its own discretion the amounts corresponding to the cancelled payments and the cancellation shall not have any restricting effect on such bank except with respect to payments to be made to its shareholders,

(h) dividend or interest payments on such debt instrument may be made only out of the items that may be used for dividend distribution,

(i) such debt instrument's dividend and interest payments shall not be linked to the creditworthiness of such bank,

(j) such debt instrument shall not be: (i) purchased by such bank or by corporations controlled by such bank or significantly under the influence of such bank or (ii) assigned to such entities, and its purchase shall not be directly or indirectly financed by such bank itself,

(k) such debt instrument shall not possess any features hindering any new equity issuance,

(l) such bank must be entitled, pursuant to the terms of the debt instrument, to write-down or convert into equity (but not necessarily both) such debt instrument if the CET1 capital adequacy ratio of the bank (on a consolidated or non-consolidated basis) falls below 5.125%, in each case to the extent necessary so as to restore the applicable such CET1 capital adequacy ratio(s) to at least 5.125%; as a result of such a write-down: (i) in the event of the liquidation of the bank, the claims of the holders of such debt instrument must be reducible via write-down, (ii) in the event of any redemption of such debt instrument, the amount redeemed will be the then-outstanding principal amount (*i.e.*, after any write-downs and write-ups) as opposed to their original principal amount, and (iii) dividend and interest payments on such debt instrument must be partially or completely cancellable,

(m) if there is a possibility that such bank's operating licence would be cancelled or the probability of the transfer of such bank to the SDIF arises pursuant to Article 71 of the Banking Law due to the losses incurred by the bank, then such debt instrument shall be subject to being written down or converted into equity (but not necessarily both) for the absorption of the loss if the BRSA so decides, and

(n) in the event that such debt instrument has not been issued by such bank itself or one of its consolidated entities, the amounts obtained from the issuance shall be immediately transferred without any restriction to such bank or the applicable consolidated entity (as the case may be) in accordance with the rules listed above.

In addition to debt instruments issued by the bank and approved by the CMB (as stated in clause (a)), loans that have been approved by the BRSA upon the application of the board of directors of the applicable bank accompanied by a written statement confirming that all of these conditions (except for the condition stated in clause (a) regarding debt instruments issued by the bank and approved by the CMB) are met also can be included in the calculation of the amount of additional tier 1 capital.

In addition to these conditions, the BRSA may also require other conditions to be met in respect of a debt, including in connection with the procedures relating to the write-down or conversion into equity of such debt.

Debt instruments and loans that are approved by the BRSA are included in the calculation of the amount of additional tier 1 capital as of the date of transfer of the proceeds thereof to the relevant accounts in the applicable bank's records. When applying with respect to a bank the measures set out under Article 71 of the

Banking Law, the BRSA is not to take into account as liabilities of such bank the debt instruments and loans included in the calculation of additional tier 1 capital of such bank.

The Equity Regulation provides that the BRSA is to determine the rules and procedures with respect to the write-down or conversion into equity of debt included in additional tier 1 capital. Accordingly, on 7 June 2018, the BRSA published the Communiqué on Debt Instruments to be included in the Calculation of Banks' Equity (the "*Regulatory Capital Communiqué*"). The Regulatory Capital Communiqué is intended to align the Turkish additional tier 1 framework with European practices and imposed certain new requirements on banks.

Regulatory Capital Communiqué. The Regulatory Capital Communiqué stipulates that the debt included in additional tier 1 capital must be subject to write-off, write-down and/or conversion into equity before the debt included in tier 2 capital of the banks. Pursuant to the Regulatory Capital Communiqué, if there are multiple additional tier 1 instruments included in the additional tier 1 capital of a bank, then the write-off, write-down or conversion into equity of such additional tier 1 instruments is to be carried out on a *pro rata* basis based upon each such additional tier 1 instrument's portion in the total value of the additional tier 1 instruments of such bank that are included in the additional tier 1 capital of such bank. Interest and dividend distributions on, and redemptions of, additional tier 1 instruments that have been partially converted into equity or written-down are to take into account the outstanding amount after such conversion into equity or write-down.

The Regulatory Capital Communiqué also provides for a potentially non-permanent write-down of additional tier 1 instruments upon the CET1 capital adequacy ratio of a bank, on a consolidated or non-consolidated basis, falling below 5.125%. In terms of this write-down procedure, a bank is required to immediately notify the BRSA and the holders of such additional tier 1 instruments of the occurrence of such event. An issuer will determine the amount to be written down and/or converted into equity, without prejudice to any authority that the Banking Law grants to the BRSA.

In the case of additional tier 1 instruments that provide for such a write-down of debt on a non-permanent basis, the terms of such additional tier 1 instrument will include provisions for the potential write-up of such written-down amount; *however*, according to the Regulatory Capital Communiqué, a write-up is not possible for additional tier 1 instruments that have been written down for other reasons. In addition, the Regulatory Capital Communiqué requires that the following conditions (among others) be satisfied for any such write-up:

(a) a write-up can be effected only to the extent that a positive distributable net profit was calculated based upon the most recent fiscal year of the applicable bank,

(b) the sum of the write-up amount and the dividend or coupon payments made with respect to the written-down principal amount must not be more than the distributable net profit of the applicable bank *multiplied by* the result of: (i) the sum of the aggregate initial principal amount of the additional tier 1 instruments and the aggregate initial principal amount of all written-down additional tier 1 instruments of such bank *divided by* (ii) the total tier 1 capital of such bank, each as of the date of the relevant write-up,

(c) the write-up must be effected on a *pro rata* basis with the other written-down additional tier 1 instruments of such bank, and

(d) the sum of any write-up amount, coupon and dividend payments over the written-down debt will be treated as dividend payments, which will be subject to the restrictions relating to dividend distributions and the maximum distributable amount restrictions.

The Regulatory Capital Communiqué also introduced various requirements that must be satisfied in order for a bank to exercise any option to convert additional tier 1 instruments into equity.

Basel Committee

Basel II. The most significant difference between the capital adequacy regulations in place before 1 July 2012 and the Basel II regulations is the calculation of risk-weighted assets related to credit risk. The current regulations seek to align more closely the minimum capital requirement of a bank with its borrowers' credit risk profile. The impact of the new regulations on capital adequacy levels of Turkish banks largely stems from exposures to the Turkish government, principally through the holding of Turkish government bonds. While the previous rules provided a 0% risk weight for exposures to the Turkish sovereign and the Central Bank, the rules of Basel II require that claims on sovereign entities and their central banks be risk-weighted according to their credit assessment, which (as of the date of this Base Offering Circular) results in a 100% risk weighting for Türkiye; *however*, the Turkish rules implementing the Basel principles in Türkiye revised this general rule by providing that Turkish Lira-denominated claims on sovereign entities in Türkiye and the Central Bank shall have a 0% risk weight. See "*Basel III*" below for the risk weights of foreign currency-denominated claims on the Central Bank in the form of required reserves.

The BRSA published the Communiqué on the Calculation of Principal Subject to Credit Risk by Internal-Ratings Based Approaches and the Communiqué on the Calculation of Principal Subject to Operational Risk by Advanced Measurement Approaches for the banks to apply internal ratings for the calculation of principal subject to credit risk and advanced measurement approaches for the calculation of principal subject to operational risk, which entered into effect on 1 January 2015. The BRSA also issued various guidelines noting that the use of such internal rating and advanced measurement approaches in the calculation of capital adequacy is subject to the BRSA's permission.

Basel III. Turkish banks' capital adequacy requirements have been and will continue to be affected by Basel III, as implemented by the Equity Regulation, which includes requirements regarding regulatory capital, liquidity, leverage ratio and counterparty credit risk measurements. In 2013, the BRSA announced its intention to adopt the Basel III requirements and published initially the Equity Regulation and a capital adequacy regulation, each entering into effect on 1 January 2014. The Equity Regulation introduced core tier 1 capital and additional tier 1 capital as components of tier 1 capital. Subsequently, the BRSA replaced this first capital adequacy regulation with the Capital Adequacy Regulation, which entered into force on 31 March 2016. These changes: (a) introduced a minimum core capital adequacy ratio (4.5%) and a minimum tier 1 capital adequacy ratio (6.0%) to be calculated on a consolidated and unconsolidated basis (which are in addition to the previously existing requirement for a minimum total capital adequacy ratio of 8.0%) and (b) changed the risk weights of certain items that are categorised under "other assets." The Equity Regulation also introduced new tier 2 rules and determined new criteria for debt instruments to be included in the tier 2 capital. According to the Capital Adequacy Regulation, which entered into force on 31 March 2016, the risk weights of foreign currency-denominated required reserves on the Central Bank in the form of required reserves were increased from 0% to 50%; *however*, on 24 February 2017, the BRSA amended its guidance to allow foreign exchange-required reserves held with the Central Bank to be subject to a 0% risk weight.

In order to further align Turkish banking legislation with Basel principles, the BRSA has published from time to time new regulations and communiqués amending or replacing the existing regulations and communiqués, some of which amendments entered into force on 31 March 2016. For information related to the leverage ratios, capital adequacy ratios and liquidity coverage ratios of banks, see "Capital Adequacy" above. On 27 June 2024, and in line with the above, the BRSA announced that it is implementing the "Basel III: Finalising Post Crisis Reforms" published by the Basel Committee and published certain draft regulations for this purpose.

The BIS reviewed Türkiye's compliance with Basel regulations within the scope of the Basel Committee's RCAP and published its RCAP assessment report in March 2016, in which Türkiye was assessed as compliant with Basel standards.

If the Bank and/or the Group is unable to maintain its capital adequacy or leverage ratios above the minimum levels required by the BRSA or other regulators (whether due to the inability to obtain additional capital on acceptable economic terms, if at all, sell assets (including subsidiaries) at commercially reasonable prices, or at all, or for any other reason), then this might have a material adverse effect on the Group's business, financial condition and/or results of operations.

Liquidity and Reserve Requirements

Article 46 of the Banking Law requires banks to calculate, attain, maintain and report the minimum liquidity level in accordance with principles and procedures set out by the BRSA. Within this framework, a comprehensive liquidity arrangement has been put into force by the BRSA, following the consent of the Central Bank.

Pursuant to the Communiqué Regarding Reserve Requirements (the "*Communiqué Regarding Reserve Requirements*"), the Central Bank imposes different reserve requirements for different currencies and different tenors and adjusts these rates from time to time in order to encourage or discourage certain types of lending and/or deposit-taking.

As of the date of this Base Offering Circular, the Central Bank permits Turkish banks to maintain a portion or all of the reserve requirements applicable to precious metal deposit accounts in standard gold, which portions are revised from time to time by the Central Bank. See "Risk Factors – Risks Relating to the Group and its Business – Market Risks – Foreign Exchange and Currency Risk." In addition, banks are required to maintain their required reserves against their U.S. dollar-denominated liabilities in U.S. dollars only.

To support financial stability and the real loan growth-linked reserve requirement practice, the Central Bank decided on 28 December 2019 to increase (effective as of 10 January 2020 for the liability period starting on 27 December 2019) the reserve requirement ratios for foreign exchange deposits/participation funds by 200 basis points for all maturity brackets, but applying a 200 basis point reduction on the new ratios for banks that attain certain Turkish Lira real loan growth conditions (*i.e.*, effectively keeping the reserve requirement ratios for foreign exchange deposits/participation funds of such banks unchanged). The Communiqué Regarding Reserve Requirements was amended on 28 June 2024 so that the rule requiring additional reserves based upon a bank's leverage ratio was revoked effective as of 21 June 2024. On 3 May 2025, the Central Bank amended the foreign currency mandatory reserve requirement by increasing the mandatory reserve ratio for foreign currency deposits/participation funds by 200 basis points for all maturity brackets. The amendment was effective as of 25 April 2025. Accordingly, the mandatory reserve requirement has been increased to (i) 32% for demand deposits, notice deposits and deposits/participation funds with a maturity of up to (and including) one month, (ii) 28% for deposits and participation accounts with a maturity longer than one month but less than one year and (iii) 22% for such deposits and participation accounts with a maturity of one year or longer. Additionally, the mandatory reserve requirement rate for liabilities with a maturity of up to (and including) one year in relation to deposits and participation funds obtained through foreign repo transactions has been set to 25%.

Furthermore, pursuant to the Communiqué Regarding Reserve Requirements, banks and financing companies might be required to establish additional financial reserves if, during any eight-week calculation period (which had been a four-week Calculation period until amended on 16 August 2025), the growth rate of certain categories of cash loans exceeds the applicable thresholds when compared to the amount of such category of cash loans as of the end of the previous eight-week calculation period, (beginning with the first calculation period ending 29 March 2024 through calculation period ending 2 January 2026 (extended to 31 December 2026 with amendment made on 2 December 2025 to the Communiqué Regarding Reserve Requirements) in which case the relevant bank or financing company is required to maintain additional blocked Turkish Lira reserves in an amount equal to such excess. Such thresholds have been subject to multiple revisions throughout 2024 and 2025. On 16 August 2025 the applicable growth rate thresholds were set at (a) 4% for consumer loans and vehicle loans, which was reduced to 3% by the Central Bank on 23 May 2026, (b) for commercial loans (i) 5% for loans extended to small and medium-sized enterprises, which was reduced to 4.5% by the Central Bank on 23 May 2026, and (ii) 3% for loans extended to other commercial companies, which was reduced to 2% by the Central Bank on 23 May 2026, and (c) 1% for foreign currency-denominated loans, which was reduced to 0.5% by the Central Bank on 31 January 2026. Pursuant to the amendment made to the Communiqué Regarding Reserve Requirements on 31 January 2026, the Central Bank also introduced a growth limit of 2%, which was reduced to 1% by the Central Bank on 23 May 2026, over an eight-week calculation period for consumer overdraft account limits. If the growth rate exceeds 1%, compared to the previous calculation date, during the period starting from the calculation date of 27 March 2026 through (and

including) the calculation date of 31 December 2026 (such calculation dates being each Friday in every eight weeks), Turkish Lira-denominated required reserves shall be established in an amount equal to the portion of the limit exceeding such threshold. However, provided that such exceeding amount is considered in the calculation of the growth rate for the subsequent period, in accordance with the procedures and principles to be determined by the Central Bank, no required reserves may be established for the portion of such exceeding amount to be specified by the Central Bank. Pursuant to the procedures and principles to be determined by the Central Bank, such requirement shall not apply to banks whose limit sizes, or any indicator related thereto, remain below the threshold level to be determined by the Central Bank.

In March 2020, as part of the government's response to the COVID-19 pandemic, the Central Bank issued a press release announcing the implementation of the following temporary measures: (a) providing banks with flexibility in Turkish Lira and foreign currency liquidity management, (b) offering targeted additional liquidity facilities to banks to secure credit flow to the corporate sector and (c) aiming to boost the cash flow of exporters by facilitating the discounting of export receivables. On 18 July 2020, the Central Bank increased foreign currency reserve requirement ratios by 300 basis points in all liability types and maturity brackets for all banks.

On 27 November 2020, the Central Bank: (a) revised to 12% *per annum* the remuneration rate for Turkish Lira-denominated required reserves and (b) reduced the commission rate applied to the reserves maintained against U.S. dollar-denominated deposits and participation fund liabilities from 1.25% to 0%. As a result, from December 2020, the reserve requirement ratios for: (i) deposits and participation funds (excluding those obtained from banks abroad) on demand and with a maturity up to (and including) three months and Turkish Lira-denominated other liabilities (including deposits and participation funds received from banks abroad) with a maturity up to (and including) one year were reduced to 6% *per annum* from 7% *per annum*, (ii) foreign currency-denominated deposits and participation funds (excluding deposits and participation funds obtained from banks abroad and precious metal deposit accounts) on demand and with a maturity less than one year were reduced to 19% *per annum* from 22% *per annum*, (iii) foreign currency-denominated deposits and participation funds (excluding deposits and participation funds obtained from banks abroad and precious metal deposit accounts) with a maturity of one year or more were reduced to 13% *per annum* from 18% *per annum* and (iv) other foreign currency-denominated liabilities (regardless of maturity) were reduced by 3% *per annum* (to a range of 5% *per annum* to 21% *per annum*). Pursuant to an amendment made on 2 December 2025 to the Communiqué Regarding Reserve Requirements, the reserve requirement ratios applicable to precious metals deposit accounts and foreign currency deposit/participation accounts have been consolidated, and a uniform ratio shall apply to both account types for the same maturity.

On 24 February 2021, the Central Bank: (a) increased Turkish Lira reserve requirement ratios by 2.00% for all liability types and maturity brackets, (b) revised portions of the Turkish Lira reserve requirements that Turkish banks are permitted to maintain in U.S. dollars and standard gold and (c) revised to 13.50% the remuneration rate for Turkish Lira-denominated required reserves. These changes became effective from the calculation date of 19 February 2021, with the maintenance period starting on 5 March 2021. On 1 July 2021, the Central Bank: (a) reduced the maximum percentage of Turkish Lira reserves it can allow to be held in U.S. dollars from 20% to 10% and terminated the option of Turkish banks to maintain a portion of the Turkish Lira reserve requirements in U.S. dollars as of 1 October 2021, (b) increased the reserve requirement ratios for foreign currency-denominated deposits and participation funds by 200 basis points for all maturity brackets and (c) started to apply remuneration rates from 13.5% to 19.0% *per annum* for Turkish Lira-denominated reserves of banks depending upon certain conditions, each of which changes became effective from the calculation date of 6 August 2021 (with the maintenance period starting on 19 July 2021). On 15 September 2021, the Central Bank increased reserve requirement ratios for foreign currency-denominated deposits and participation funds and precious metals deposit accounts by 200 basis points for all maturity brackets effective as of 17 September 2021. On 9 November 2021, the Central Bank: (i) further reduced the maximum percentage of Turkish Lira reserves it would allow to be held in standard gold from 15% to 10% and announced that the facility for holding standard gold for Turkish Lira reserve requirements will be gradually decreased and eventually terminated and (ii) increased the reserve requirement ratios for foreign currency deposits/participation funds by a further 200 basis points for all maturity brackets effective from the calculation date of 12 November 2021 (with the maintenance period starting on 28 October 2021). On 21 December 2021,

the Central Bank amended the Communiqué Regarding Reserve Requirements to exclude in the calculation of reserve requirements the amounts converted from foreign exchange deposits/participation funds into Turkish Lira term deposits/participation funds.

On 15 January 2023, the Central Bank amended the Communiqué Regarding Reserve Requirements so that (starting with the maintenance period starting on 3 February 2023), the reserve requirement rate for Turkish Lira deposit accounts and participation accounts held by certain customers with maturities longer than three months was 0%. The amendment also provided that in the event of an increase (calculated every two weeks and compared to 6 January 2023) in a bank's foreign currency-denominated liabilities with maturities longer than six months provided directly from abroad, the reserve requirement rate for such increased amount was reduced to 0%. This reserve requirement rate for increased amounts was initially applicable until 20 December 2024, but on 19 December 2024, the rate was extended until 19 December 2025 and based upon the increase in a bank's foreign currency-denominated liabilities, other than deposits/participation funds (excluding those belonging to banks abroad), with maturities longer than one year provided directly from abroad. The Central Bank subsequently announced on 2 December 2025 that the temporary 0% reserve requirement applied to the increased amount of banks' foreign currency-denominated liabilities with maturities longer than one year, provided directly from abroad, would not be extended beyond year-end 2025. On 24 May 2024, the Central Bank amended certain reserve requirement rates (effective retroactively to 10 May 2024) as follows: (a) the mandatory reserve requirement rate for on demand deposits, notice deposits, deposits with a maturity of up to (and including) three months was increased to 12% from 8% and (b) the mandatory reserve requirement rate for deposits and participation accounts with a maturity longer than three months was increased to 8% from 0%. Furthermore, on 21 June 2025, the Central Bank further amended the Communiqué Regarding Reserve Requirements (effective retroactively as of 20 June 2025) and expanded its scope with banks' Turkish Lira liabilities from accounts with variable interest rates based on the Consumer Price Index, Producer Price Index and Turkish Lira Overnight Reference Rate (TLREF) Index and deposits/participation funds with foreign banks belonging to banks' parent companies. The mandatory reserve requirement for these liabilities was set at 10% and 0%, respectively.

On 14 September 2023, the Central Bank amended the Communiqué Regarding Reserve Requirements (effective as of 1 September 2023) to oblige banks to hold mandatory reserves at the rate of 25% for the foreign exchange protected Turkish Lira-denominated deposit accounts with an original maturity up to (and including six months and 5% for those with a longer maturity); *however*, on 2 November 2023, the Central Bank further amended the Communiqué Regarding Reserve Requirements (effective as of 27 October 2023) and increased such rates by 500 basis points. On 30 January 2024, the Central Bank decreased back to 25% the mandatory reserve rate for foreign exchange protected Turkish Lira-denominated deposit accounts with an original maturity up to (and including) six months. On 24 May 2024, the Central Bank further amended such rule (effective retroactively to 10 May 2024) as follows: (a) the mandatory reserve requirement rate for the foreign exchange protected Turkish Lira-denominated deposit accounts with an original maturity up to (and including) six months was increased to 33% from 25% (and then increased to 40% on 21 June 2025) and (b) the mandatory reserve requirement rate for foreign exchange protected Turkish Lira-denominated deposit accounts with an original maturity over six months was increased to 22% from 10%. On 21 September 2024 (effective retroactively as of 13 September 2024), the Central Bank amended the Turkish Lira mandatory reserve requirement rates to: (i) 15% for demand deposits, notice deposit and deposits with a maturity of up to (and including) three months (which was increased to 17% as of 22 November 2024, to be reserved starting from 6 December 2024) and (ii) 10% for deposits and participation accounts with a maturity longer than three months. The Central Bank began phasing out the foreign exchange-protected Turkish Lira deposit scheme by ceasing the renewal of existing accounts and the opening of new accounts as of 23 August 2025, followed by the termination of all outstanding accounts and the revocation of the relevant communiqué on 24 January 2026.

On 20 August 2023, the Central Bank again amended the Communiqué Regarding Reserve Requirements (effective as of 18 August 2023) to increase reserve requirement ratios for foreign currency-denominated deposits and participation funds (excluding those obtained from banks abroad) on demand or with a maturity up to (and including) one month from 25% to 29%, and on 2 November 2023 (effective as of 27 October 2023) increased again from 29% to 30%. In addition to such funds, on 2 November 2023, the Central Bank amended

the Communiqué Regarding Reserve Requirements (effective as of 27 October 2023) to increase reserve requirement ratios also for foreign currency-denominated deposits and participation funds (excluding those obtained from banks abroad) with a maturity of: (a) more than one month up to (but excluding) one year from 25% to 26% and (b) one year or greater from 19% to 20% and also introduced an additional reserve requirement of 4% (to be deposited in Turkish Lira) for all foreign currency-denominated deposits and participation funds (excluding those obtained from banks abroad) regardless of their maturities, which was then increased to 8% by an amendment to the Communiqué Regarding Reserve Requirements on 30 January 2024 and then reduced to 5% as of 13 September 2024 and 4% as of 22 November 2024 (to be reserved starting from 6 December 2024). On 4 February 2025, the Central Bank increased the reserve requirement rate to 12% for Turkish Lira-denominated liabilities with a maturity up to (and including) one year in relation to: (i) deposits and participation funds obtained from banks abroad, (ii) funds obtained through foreign repo transactions and (iii) loans obtained from abroad. As of 24 May 2025, the Central Bank amended the Communiqué Regarding Reserve Requirements so that the reserve requirement rate for such Turkish Lira liabilities is differentiated to be applicable as (i) 18% for maturities up to one month (inclusive), and (ii) 14% for maturities up to three months (inclusive). Further, on 24 January 2026, the mandatory reserve requirement rate for Turkish Lira funds obtained from foreign repo transactions and loans obtained from abroad, classified under other liabilities of banks, (i) with maturities up to and including one month has been increased to 20% from 18% (ii) with maturities up to and including three months has been increased to 16% from 14% and (iii) with maturities up to and including one year has been increased to 14% from 12%. Additionally, the reserve requirement ratios for deposits/participation net funds from banks abroad and liabilities to the head office abroad with maturities up to one year have been set as 14%. On 3 May 2025, effective as of 25 April 2025, the Central Bank also increased the mandatory reserve requirement rates for foreign-currency denominated precious metal deposit accounts (a) on demand or with a maturity of up to (but excluding) one year from 26% to 28% and (b) with a maturity of one year or greater from 22% to 24%. On 2 December 2025, the reserve requirement ratios applicable to precious metals deposit accounts and foreign-currency deposit/participation accounts have been consolidated. Furthermore, on 21 June 2025, the Central Bank decreased the additional mandatory reserve requirement rate for foreign currency-denominated deposits and participation funds (excluding those obtained from banks abroad) from 4% to 2.5%. On 3 May 2025, effective as of 25 April 2025, the mandatory reserve requirement for foreign currency denominated deposits/participation funds was increased to (i) 32% for demand deposits, notice deposit and deposits/participation funds with a maturity of up to (and including) one month, (ii) 28% for deposits and participation accounts with a maturity longer than one month but less than one year and (iii) 22% for such deposits and participation accounts with a maturity of one year or longer. Additionally, the mandatory reserve requirement rate for foreign currency liabilities with a maturity of up to (and including) one year in relation to deposits and participation funds obtained through foreign repo transactions was set to 25%. On 2 December 2025 (effective as of 2 January 2026), the Central Bank revised certain reserve requirements for foreign currency-denominated liabilities by (i) decreasing the mandatory reserve requirement rate for on demand deposits, notice deposits, deposits with a maturity of up to (and including) one month to 30% from 32% and (ii) consolidating the rates for deposits with a maturity longer than one month at 26%. In addition, with the same amendment, mandatory reserve requirements for other foreign currency liabilities with (i) a maturity of up to (and including) two years were decreased to 10%, (ii) a maturity of up to (and including) three years were decreased to 8%, (iii) a maturity of up to (and including) five years were decreased to 3% and (iv) maturities longer than five years was decreased to 0%. Subsequently, pursuant to the amendment to the Communiqué Regarding Reserve Requirements dated 1 July 2026, the mandatory reserve requirement rate for foreign currency-denominated deposits and participation funds (excluding those obtained from banks abroad) was increased to (i) 32 per cent. for demand deposits, notice deposits and deposits/participation funds with a maturity of up to (and including) one month and (ii) 28 per cent. for deposits and participation accounts with a maturity longer than one month. The revised reserve requirement ratios will first apply in the reserve maintenance period commencing on 17 July 2026. The same amendment also abolished, with effect from 1 July 2026, the additional reserve requirement of 2.5% applicable to foreign currency-denominated deposits and participation funds (excluding deposits/participation funds held at banks abroad and precious metal deposit accounts).

On 7 March 2024, the Central Bank again amended the Communiqué Regarding Reserve Requirements so that, if the growth rate for certain categories of cash loans (*i.e.*, general purpose loans, vehicle loans and certain

types of commercial loans) extended by a bank or financing company for any four-week calculation period (beginning with the first such period ending 29 March 2024 through the four-week calculation period ending 3 January 2025) exceeds 2% (which itself was amended to 1.5% on 20 July 2024 and then, with respect to foreign currency loans, to 1% on 4 January 2025 and then to 0.5% on 1 March 2025) (each category of loans being considered separately) when compared to the amount of such category of cash loans as of the end of the previous four-week calculation period, then such bank or financing company is required to maintain additional blocked Turkish Lira reserves in an amount equal to such excess. On 16 August 2025, the Communiqué Regarding Reserve Requirements was amended to change the calculation period to eight weeks. On 9 May 2024, the Central Bank further amended the Communiqué Regarding Reserve Requirements to exempt from these rules banks and financial institutions that do not meet a threshold based upon the proportion of loans to the size of the balance sheet as determined from time to time by the Central Bank. On 23 May 2024, the Central Bank announced that, if a bank's monthly foreign currency loan growth exceeds 2% (which was later reduced to 1.5% via the Central Bank's announcement on 20 July 2024, to 1% on 4 January 2025 and then to 0.5% on 1 March 2025), then it will be required to set aside a mandatory reserve equal to the Turkish Lira-equivalent of the excess amount, with such excessing to be blocked for one year. On 4 January 2025, the Central Bank announced that: (a) beginning with the first calculation period ending 31 January 2025 through the four-week calculation period ending 2 January 2026: (i) such loan growth rate for foreign currency commercial loans was reduced to 1% (which itself was reduced to 0.5% on 1 March 2025 for the calculation period ending 28 March 2025 through the calculation period ending 2 January 2026) and (ii) for Turkish Lira commercial loans, such loan growth rate was reduced to 2.5% for SME loans and 1.5% for other commercial loans, and (b) sustainability loans extended to SMEs and funded by either the Small and Medium Enterprises Development Organisation (KOSGEB) or international development finance institutions are exempt from such calculations. On 2 December 2025, with the amendment made in Communiqué Regarding Reserve Requirements, the application period of such rule regarding loan growth rate was extended from 2 January 2026 to 31 December 2026. Further on 31 January 2026, the applicable growth rate threshold for eight-week calculation period, starting as of 27 March 2026, of foreign currency-denominated loans was reduced to 0.5% from 1% and a new growth limit threshold of 2% over an eight-week calculation period for consumer overdraft account limits was introduced.

Pursuant to the Regulation on the Maintenance of Securities, effective from 24 June 2022 and repealed as of 9 May 2024, each Turkish bank is required to hold with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government (including lease certificates issued by Undersecretariat of Treasury Asset Leasing Company) for the foreign currency deposits, participation funds and precious metals accounts held with such bank (excluding those of certain depositors, including the Central Bank itself, the Turkish Treasury, certain other governmental entities, other Turkish banks and non-citizens, and such deposits/funds/accounts funded by foreign direct investments as determined by the Central Bank) as well as the funds from foreign exchange-denominated repo transactions. Pursuant to the Regulation on the Maintenance of Securities, each Turkish bank was initially required to hold an amount of such securities equal to 1% of the amount of the foreign currency deposits, participation funds and precious metals accounts held by the relevant customers with such bank as well as the funds from foreign exchange-denominated repo transactions. This regulation was amended various times and was then repealed as of 9 May 2024 and, as such, is only applicable to the BRSA Financial Statements as of and for the year ended 31 December 2023 and any interim BRSA Financial Statements as of and for the three-month period ended 31 March 2024.

In August 2022, the Central Bank introduced new regulations to increase the share of Turkish Lira-denominated assets in the collateral system and to ensure the maintenance of additional required reserves for foreign currency deposits. Effective as of 2 September 2022, the collateral discount rate for CPI-indexed securities and assets subject to collateral in foreign currency and gold was gradually increased from 50% to 80% and the remuneration rate for Turkish Lira-denominated required reserves was reduced to 0% from 8.5%. On 5 December 2024, the Central Bank announced that the collateral discount rate for CPI-indexed government debt securities and lease certificates was reduced from 80% to 30%.

In May 2023, the Central Bank introduced new rules for credit growth for consumer loans, vehicle loans, SME loans and certain commercial cash loans, which rules provide that, if any of such loan types grows more than

3% per month, the applicable bank will be required to hold with the Central Bank long-term Turkish lira-denominated securities issued by the Turkish Treasury in an amount equal to the excess of loans over the 3% growth rate (reduced as of 25 July 2023 to 2.5% for Turkish Lira-denominated commercial cash loans (excluding export, investment, agricultural and tradesmen loans), 2.0% for vehicle loans and 2.5% for other Turkish Lira-denominated cash loans excluding consumer loans and then further reduced on 6 March 2024 to 2.0% for Turkish Lira-denominated commercial cash loans (excluding export, investment, agricultural and tradesmen loans) and consumer loans).

On 26 May 2023, the BRSA published the Regulation on the Net Stable Funding Ratio Calculations of Banks to align the Turkish regulatory capital regime with Basel III requirements that seeks to strengthen the liquidity of banks. Pursuant to this new regulation, starting from 1 January 2024, the three-month arithmetic mean of a bank's consolidated and non-consolidated net stable funding ratios (calculated on a monthly basis) shall not be less than 100%. The BRSA will also announce a minimum rate for the banks' consolidated and non-consolidated net stable funding ratios (as calculated monthly) and if either the consolidated or non-consolidated net stable funding ratio of a bank falls below such minimum requirement, then such bank must resolve this discrepancy by the next calculation period.

On 27 October 2023, the Central Bank announced that, from such date, each Turkish bank is required to pay an annual fee to the Central Bank in an amount up to 11% of the reserves required to be held by such bank with respect to its foreign exchange deposits. In 2024, the Central Bank revised the remuneration rate for Turkish Lira-denominated required reserves as follows: (a) if a bank's renewal and conversion rate to Turkish Lira is at least 60% (which was amended as 40% on 7 July 2025) , then the Central Bank will pay interest on such reserves for foreign exchange protected accounts at a rate equal to 40% of the Central Bank's then-existing policy rate (which was changed to the Central Bank's weighted average funding cost on 26 April 2025) (such remuneration for reserves for foreign exchange-protected accounts are not applicable to accounts opened or renewed after 20 December 2024) and (b) the Central Bank will pay interest on Turkish Lira required reserves deposited for up to three months at a rate equal to 84% (which was amended to 86% on 3 May 2025) of the Central Bank's then-existing policy rate (which was changed to the Central Bank's weighted average funding cost on 26 April 2025). On 23 August 2025, the Central Bank decided to terminate the opening and renewal of currency-protected accounts (excluding YUVAM accounts), effective as of the same date. Accordingly, the threshold for renewal and conversion rate to Turkish Lira as mentioned under limb (a) above has also been abolished as of (including) 23 August 2025. The foreign exchange-protected account scheme was phased out, whereby the Central Bank ceased the renewal of existing accounts and the opening of new accounts as of 23 August 2025, followed by the termination of all outstanding accounts and the revocation of the relevant communiqué on 24 January 2026.

On 4 February 2025, with amendments to the Communiqué Regarding Reserve Requirements, the Central Bank introduced a change in the methodology for applying deductions to the total amount of liabilities subject to reserve requirements. According to such methodology, from the total amount of liabilities subject to reserve requirements, a deduction could be made in the amount of credit extended to non-residents by foreign branches of banks, excluding loans extended to other banks and other institutions authorized to grant credit. With the aforementioned change, it has been clarified that such deduction is made starting from those shortest-term other liabilities with the lowest applicable reserve requirement ratio.

Foreign Exchange Requirements

According to the Regulation on Foreign Exchange Net Position/Capital Base issued by the BRSA and published in the Official Gazette No. 26333 dated 1 November 2006 (and amendments thereto effective as of 9 March 2023), for both the bank-only and consolidated financial statements, the weekly arithmetic mean of the ratio of a bank's foreign exchange net position to its capital base should not exceed (+/-) 10%, which calculation is required to be made on a weekly basis for unconsolidated and monthly basis for consolidated financial statements. The net foreign exchange position is the difference between the Turkish Lira equivalent of a bank's foreign exchange assets and its foreign exchange liabilities. For the purpose of computing the net foreign exchange position, foreign exchange assets include all active foreign exchange accounts held by a bank (including its foreign branches), its foreign exchange-indexed assets and its subscribed forward foreign

exchange purchases; and for purposes of computing the net foreign exchange position, foreign exchange liabilities include all passive foreign exchange accounts held by a bank (including its foreign branches), its subscribed foreign exchange-indexed liabilities and its subscribed forward foreign exchange sales. In addition, a bank must include any general and special provisions it has set aside pursuant to the Classification of Loans and Provisions Regulation for the calculation of the standard ratio of its foreign exchange net position to its capital base. If such ratio exceeds (+/-) 10%, then the bank is required to take steps to move back into compliance within two weeks following the bank's calculation period. Banks are permitted to exceed this ratio up to six times per calendar year.

Audit of Banks

According to Article 24 of the Banking Law, a bank's board of directors is required to establish audit committees for the execution of the audit and monitoring functions of the board of directors. Audit committees are required to consist of a minimum of two members, both of whom must be appointed from among the members of the board of directors who do not have executive duties. The duties and responsibilities of the audit committee include: (a) the supervision of the efficiency and adequacy of the bank's internal control, risk management and internal audit systems, (b) the functioning of these systems and accounting and reporting systems within the framework of the Banking Law and other relevant legislation, (c) the integrity of the information produced by such systems, (d) conducting the necessary preliminary evaluations for the selection of independent audit firms by the board of directors, (e) regularly monitoring the activities of independent audit firms selected by the board of directors and (f) in the case of holding companies covered by the Banking Law, ensuring that the internal audit functions of the institutions that are subject to consolidation operate in a coordinated manner.

Banks are required to select an independent audit firm in accordance with the Turkish Auditor Regulation. Independent auditors are held liable for damages and losses to third parties and are subject to stricter reporting obligations. Professional liability insurance is required for: (a) independent auditors and (b) evaluators, rating agencies and certain other support services (if requested by the service-acquiring bank or required by the BRSA). Furthermore, banks are required to consolidate their financial statements on a quarterly basis in accordance with certain consolidation principles established by the BRSA. The year-end consolidated financial statements are required to be audited whereas interim consolidated financial statements are subject to only a limited review by independent audit firms.

Pursuant to the Regulation regarding the Internal Systems and Internal Capital Adequacy Assessment Process of Banks, as issued by the BRSA and published in the Official Gazette No. 29057 dated 11 July 2014 (the "*ICAAP Regulation*"), banks are obligated to establish, manage and develop (for themselves and all of their consolidated financial subsidiaries) internal audit, internal control and risk management systems commensurate with the scope and structure of their activities, in compliance with the provisions of such regulation. The ICAAP Regulation also requires banks to conduct an "internal capital adequacy assessment process" ("*ICAAP*"), which is an internal process whereby banks calculate the amount of capital required to cover the risks to which they are or may be exposed on an unconsolidated and consolidated basis and with a forward-looking perspective, taking into account their near- and medium-term business and strategic plans. In this context, each bank is required to prepare an internal capital adequacy assessment process report (the "*ICAAP Report*") representing the bank's own assessment of its capital and liquidity requirements. The ICAAP Regulation established standards as to principles of internal control, internal audit and risk management systems and an ICAAP in order to bring such regulations into compliance with Basel II requirements.

In 2015 and 2016, the BRSA issued certain amendments to the ICAAP Regulation to align the Turkish regulatory capital regime with Basel III requirements. These amendments relating to internal systems and internal capital adequacy ratios entered into force on 20 January 2016 and the other amendments entered into force on 31 March 2016. These amendments impose new regulatory requirements to enhance the effectiveness of internal risk management and internal capital adequacy assessments by introducing, among other things, new stress test requirements. Accordingly, the board of directors and senior management of a bank are required to ensure that a bank has established appropriate risk management systems and that it applies an ICAAP such that the bank has adequate capital to meet the risks incurred by it. The ICAAP Report is required to be audited

by either the internal audit department or an independent audit firm in accordance with the internal audit procedures of a bank.

All banks (public and private) also undergo annual audits and interim reviews by certified bank auditors who have the authority to audit banks on behalf of the BRSA, which audits encompass all aspects of a bank's operations, its financial statements, other matters affecting the bank's financial position and the bank's compliance with law. The Central Bank has the right to monitor compliance by banks with the Central Bank's regulations through on-site and off-site examinations.

In 2015, the BRSA amended the Regulation on Principles and Procedures of Audits to expand the scope of the audit of banks in compliance with the ICAAP Regulation. According to this regulation, the BRSA monitors banks' compliance with the regulations relating to the maintenance of capital and liquidity adequacy for risks incurred or to be incurred by banks and the adequacy and efficiency of banks' internal audit systems.

The Savings Deposit Insurance Fund (SDIF)

The SDIF is a public legal entity set up to insure savings deposits held with banks and (along with all other Turkish banks) the Bank is subject to its regulations. The SDIF is responsible for and authorised to take measures for restructuring, transfers to third parties and strengthening the financial structures of banks, the shares of which and/or the management and control of which have been transferred to the SDIF in accordance with Article 71 of the Banking Law, as well as other duties imposed on it.

(a) *Insurance of Deposits.* Pursuant to Article 63 of the Banking Law: (a) funds in checking accounts that are owned by commercial entities (which accounts are used solely for the payment of checks) and (b) funds in savings deposit accounts owned by natural persons are insured by the SDIF. Effective as of 28 August 2022, all deposit and participation funds except those owned by official institutions, credit institutions and financial institutions are insured by the SDIF. The scope and amount of deposit and participation funds subject to the insurance are determined by the SDIF upon the approval of the Central Bank, the BRSA and the Turkish Treasury. The tariff of the insurance premium, the time and method of collection of this premium, minimum target level of deposit insurance reserve (effective as of 28 August 2022) and other relevant matters are determined by the SDIF upon the approval of the BRSA. As of 1 January 2025, an amount of up to TL 950,000 of a depositor's deposit account benefits from the SDIF insurance guarantee. Pursuant to a decision of the SDIF dated 4 December 2025 and numbered 2025/706, this amount was increased to TL 1,200,000, effective as from 1 January 2026.

(b) *Power to require Advances from Banks.* Provided that BRSA consent is received, the banks may be required by the SDIF to make advances of up to the total insurance premiums paid by them in the previous year to be set-off against their future premium obligations. The decision regarding such advances shall also indicate the interest rate applicable thereto.

(c) *Contribution of the Central Bank.* If the SDIF's resources prove insufficient due to extraordinary circumstances, then the Central Bank will, on request, provide the SDIF with an advance. The terms, amounts, repayment conditions, interest rates and other conditions of the advance will be determined by the Central Bank upon consultation with the SDIF.

(d) *Premiums as an Expense Item.* Premiums paid by a bank into the SDIF are to be treated as an expense in the calculation of that bank's corporate tax.

(e) *Liquidation.* In the event of the bankruptcy or (effective as of 28 August 2022) liquidity of a bank, the SDIF is a privileged creditor and may liquidate the bank under the provisions of the Execution and Bankruptcy Law No. 2004, exercising the duties and powers of the bankruptcy office and creditors' meeting and the bankruptcy administration.

(f) *Claims.* In the event of the bankruptcy of a bank, holders of saving deposits will have a privileged claim in respect of the part of their deposit that is not covered by the SDIF's insurance.

The main powers and duties of the SDIF pursuant to the SDIF regulation published in the Official Gazette No. 31901 dated 23 July 2022, are as follows:

(a) becoming members of international financial, economic and professional organisations in which domestic and foreign equivalent agencies participate, and signing memoranda of understanding with the authorised bodies of foreign countries regarding the matters that fall within the SDIF's span of duty,

(b) insuring all deposits and participation accounts in the credit institutions except the accounts of official institutions, credit institutions and financial institutions,

(c) determining the scope and amount of the deposit and participation accounts that are subject to insurance with the opinion of the Central Bank, the BRSA and the Turkish Treasury, and the risk-based insurance premia timetable, collection time and form, minimum target level of deposit insurance reserve and other related issues in cooperation with the BRSA,

(d) determining the procedures and principles regarding the establishment, operation and supervision of the system to be established by the credit institutions as a basis for the calculation, follow-up, verification and payment of the insured deposit and participation funds, in cooperation with the BRSA,

(e) paying (directly or through another bank) the insured deposits and participation accounts in the credit institutions whose banking licence has been revoked by the BRSA from deposit insurance reserves,

(f) fulfilling the necessary operations regarding the transfer, sale and merger of the banks whose shareholder rights (except to dividends) and management and supervision have been transferred to the SDIF by the BRSA, with the condition that the losses of the shareholders are reduced from the capital,

(g) taking management and control of the banks whose banking licence has been revoked by the BRSA and fulfilling the necessary operations regarding the bankruptcy and liquidation of such banks,

(h) fulfilling the necessary operations regarding liquidation of the savings finance institutions whose operation licence has been revoked by the BRSA, and

(i) carrying out activities required for the management, sale and liquidation of partnership shares and assets of the companies whose powers have been transferred to the SDIF or to which the SDIF has been appointed as a trustee.

Cancellation of Banking Licence

If the results of an audit show that a bank's financial structure has seriously weakened, then the BRSA may require the bank's board of directors to take measures to strengthen its financial position. Pursuant to the Banking Law, in the event that the BRSA in its sole discretion determines that:

(a) the assets of a bank are insufficient or are likely to become insufficient to cover its obligations as they become due or the bank is not complying with liquidity requirements,

(b) the banks' profitability is not sufficient to conduct its business in a secure manner due to disturbances in the relation and balance between expenses and profit,

(c) the regulatory equity of such bank is not sufficient or is likely to become insufficient,

(d) the quality of the assets of such bank have been impaired in a manner potentially weakening its financial structure,

(e) the decisions, transactions or applications of such bank are in breach of the Banking Law, relevant regulations or the decisions of the BRSA,

(f) such bank does not establish internal audit, supervision and risk management systems or to effectively and sufficiently conduct such systems or any factor impedes the audit of such systems,

(g) imprudent acts of such bank's management materially increase the risks stipulated under the Banking Law and relevant legislation or potentially weaken the bank's financial structure, or

(h) for D-SIBs, the precautions under the precaution plan described below are not implemented promptly, such precautions are unable to cure the applicable weakness or it is determined that such weakness cannot be cured even if such precautions were implemented,

then the BRSA may require the board of directors of such bank: (i) in the event of the occurrence of an event described in clause (a), (b), (c), (d) or (h), to:

(A) increase such bank's equity capital,

(B) not permit such bank to distribute dividends for a temporary period to be determined by the BRSA and to transfer its distributable dividend to the reserve fund,

(C) increase such bank's loan provisions,

(D) stop such bank's extension of loans to its shareholders,

(E) dispose of such bank's assets in order to strengthen its liquidity,

(F) limit or stop such bank's new instruments,

(G) limit such bank's salary and other payments, and/or

(H) cease such bank's long-term investments, and

(ii) in the event of the occurrence of an event described in clause (e), (f) or (g), to:

(A) cause such bank to comply with the relevant banking legislation,

(B) cease such bank's risky transactions by re-evaluating such bank's credit policy, and/or

(C) causing such bank to take all actions to decrease any maturity, foreign exchange and interest rate risks for a period determined by the BRSA and in accordance with a plan approved by the BRSA.

The BRSA may also take any other action in relation to the occurrence of an event described in clauses (a) through (h) that it may deem necessary.

In the event that the aforementioned actions are not taken (in whole or in part) by the applicable bank, its financial structure cannot be strengthened despite the fact that such actions have been taken or the BRSA determines that taking such actions will not lead to a favourable result, then the BRSA may require such bank: (a) in the event of the occurrence of an event described in clause (a), (b), (c), (d) or (h) of the preceding paragraph, to:

(i) strengthen its financial structure, increase its liquidity and/or increase its capital adequacy,

(ii) dispose of its fixed assets and long-term assets within a reasonable time determined by the BRSA,

(iii) decrease its operational and management costs,

(iv) postpone its payments under any name whatsoever, excluding the regular payments to be made to its employees, and/or

(v) limit or prohibit extension of any cash or non-cash loans to certain third parties, legal entities, risk groups or sectors, and

(b) in the event of the occurrence of an event described in clause (e), (f) or (g) of the preceding paragraph, to:

(i) convene an extraordinary general assembly in order to change some or all of the members of the board of directors or assign new member(s) to the board of directors, in the event any board member is responsible for a failure to comply with relevant legislation, a failure to establish efficient and sufficient operation of internal audit, internal control and risk management systems or non-operation of these systems efficiently or there is a factor that impedes supervision or such member(s) of the board of directors cause(s) to increase risks significantly as stipulated above, and/or

(ii) implement short-, medium- or long-term plans and projections that are approved by the BRSA to decrease the risks incurred by the bank and the members of the board of directors and the shareholders with qualified shares must undertake the implementation of such plan in writing.

The BRSA may also take any other action in relation to the occurrence of an event described in clauses (a) through (h) of the preceding paragraph that it may deem necessary.

In the event that the aforementioned actions are not taken (in whole or in part) by the applicable bank, the problem cannot be solved despite the fact that the actions have been taken or the BRSA determines that taking such actions will not lead to a favourable result, then the BRSA may require such bank to:

(a) limit or cease its business or the business of the whole organisation, including its relations with its local or foreign branches and correspondents, for a temporary period,

(b) apply various restrictions, including restrictions on the interest rate and maturity with respect to resource collection and utilisation,

(c) remove from office (in whole or in part) some or all of its members of the board of directors, general manager and deputy general managers and the relevant department and branch managers and obtain approval from the BRSA as to the persons to be appointed to replace them,

(d) make available long-term loans; provided that these will not exceed the amount of deposit or participation accounts subject to insurance, and be secured by the shares or other assets of the controlling shareholders,

(e) limit or cease its non-performing operations and to dispose of its non-performing assets,

(f) merge with one or more other interested bank(s),

(g) provide new shareholders in order to increase its equity capital,

(h) deduct any resulting losses from its own funds, and/or

(i) take any other action that the BRSA may deem necessary.

In the event that: (a) the aforementioned actions are not (in whole or in part) taken by the applicable bank within a period of time set forth by the BRSA or in any case within 12 months, (b) the financial structure of such bank cannot be strengthened despite its having taken such actions, (c) it is determined that taking these

actions will not lead to the strengthening of the bank's financial structure, (d) the continuation of the activities of such bank would jeopardise the rights of the depositors and the participation account owners and the security and stability of the financial system, (e) such bank cannot cover its liabilities as they become due, (f) the total amount of the liabilities of such bank exceeds the total amount of its assets or (g) the controlling shareholders or directors of such bank are found to have utilised such bank's resources for their own interests, directly or indirectly or fraudulently, in a manner that jeopardised the secure functioning of the bank or caused such bank to sustain a loss as a result of such misuse, then the BRSA, with the affirmative vote of at least five of its board members, may revoke the licence of such bank to engage in banking operations and/or to accept deposits and transfer the management, supervision and control of the shareholding rights (excluding dividends) of such bank to the SDIF for the purpose of whole or partial transfer or sale of such bank to third persons or the merger thereof; *provided* that any loss is deducted from the share capital of current shareholders.

In order for the advance identification of the appropriate response measures to be taken in case of the occurrence of any events (or probability of the occurrence of any events) that might weaken their financial structures, banks that are classified by the BRSA as systemically important banks (*i.e.*, as D-SIBs) must create prevention plans and submit those to the BRSA. In the case of any determination of the occurrence of any such events (or probability of the occurrence of any such events) with respect to such a bank (on a consolidated or non-consolidated basis), such bank must implement the precautions indicated in their prevention plan and notify the BRSA of such circumstances and the BRSA may impose the implementation of such precautions.

Any and all execution and bankruptcy proceedings (including preliminary injunction) against a bank whose license is revoked would be discontinued as from the date on which the BRSA's decision to revoke such bank's licence is published in the Official Gazette. From the date of revocation of such bank's licence, the creditors of such bank may not assign their rights or take any action that could lead to assignment of their rights. The SDIF must take measures for the protection of the rights of depositors and other creditors of such bank. The SDIF is required to pay the insured deposits of such bank either by itself or through another bank it may designate. The SDIF is required to institute bankruptcy proceedings in the name of depositors against a bank whose banking licence is revoked.

Annual Reporting

Pursuant to the Banking Law, Turkish banks are required to follow the BRSA's principles and procedures (which are established in consultation with the Turkish Accounting Standards Board and international standards) when preparing their annual reports.

Furthermore, Turkish companies (including banks) are required to comply with the Regulation regarding Determination of the Minimum Content of the Companies' Annual Reports published by the Ministry of Customs and Trade when preparing their annual reports. These reports are required to include the following information: management and organisation structures, human resources, activities, financial situation, assessment of management and expectations and a summary of the directors' report and independent auditor's report.

A bank cannot settle its balance sheets without ensuring reconciliation with the legal and auxiliary books and records of its branches and domestic and foreign correspondents.

The BRSA is authorised to take necessary measures where it is determined that a bank's financial statements have been misrepresented.

Pursuant to the Regulation on the Principles and Procedures Concerning the Preparation of Annual Reports by Banks published in the Official Gazette No. 26333 dated 1 November 2006, the chair of the board, audit committee, general manager, deputy general manager responsible for financial reporting and the relevant unit manager (or equivalent authorities) must sign the reports indicating their full names and titles and declare that the financial statements comply with relevant legislation and accounting records.

Independent auditors must perform an audit of, and provide an opinion on, the annual financial statements prepared by the banks.

Banks are required to submit their financial statements to related authorities and publish them in accordance with the BRSA's principles and procedures.

According to BRSA regulations, the annual report is subject to the approval of the board of directors and must be submitted to shareholders at least 15 days before the annual general assembly of the bank. Banks also must submit an electronic copy of their annual reports to the BRSA within seven days following the publication of the reports. Banks must publish a copy of such reports on their websites by the end of May following the end of the relevant fiscal year.

Amendments to the Regulation on the Principles and Procedures Regarding the Preparation of Annual Reports by Banks, which entered into force on 31 March 2016, require annual and interim financial statements of banks to include explanations regarding their risk management in line with the Regulation on Risk Management to be Disclosed to the Public.

Disclosure of Financial Statements

The BRSA published amendments (which entered into force on 31 March 2016) to the Communiqué on Financial Statements to be Disclosed to the Public setting forth principles of disclosure of annotated financial statements of banks in accordance with the Communiqué on Public Disclosure regarding Risk Management of Banks and the Equity Regulation. The amendments reflect the updated requirements relating to information to be disclosed to the public in line with the amendments to the calculation of risk-weighted assets and their implications for capital adequacy ratios, liquidity coverage ratios and leverage ratios. Rules relating to equity items presented in the financial statements were also amended in line with the amendments to the Equity Regulation. Additionally, banks are required to make necessary disclosures on their websites immediately upon repayment of a debt instrument, depreciation or conversion of a share certificate or occurrence of any other material change.

In addition, the BRSA published the Communiqué on Public Disclosure regarding Risk Management of Banks, which expands the scope of public disclosure to be made in relation to risk management (which entered into force on 31 March 2016) in line with the disclosure requirements of the Basel Committee. According to this regulation, each bank is required to announce information regarding their consolidated and/or unconsolidated risk management related to risks arising from or in connection with securitisation, counterparty, credit, market and its operations in line with the standards and procedures specified in this regulation. Each bank is also required to form policies approved by its board of directors regarding internal audit and control processes relating to risk management.

On 31 January 2026, the BRSA published amendments to the Communiqué on Public Disclosures regarding Risk Management of Banks introducing enhanced disclosure requirements for interest rate risk arising from banking accounts. The amendments require banks to disclose both qualitative and quantitative information regarding such risk, including risk management objectives and policies and quantitative measurements of economic value change risk amounts and net interest income change amounts calculated under interest rate shock scenarios. These disclosures must be made as at year-end and are based on the measurement methodologies set forth in the Regulation on the Measurement and Assessment of Interest Rate Risk Arising from Banking Accounts Using the Standardised Approach, published on 12 May 2025, and related circulars and guidance. The amendments entered into force on the date of publication, except for transitional provisions deferring certain disclosure obligations and prior period data until 31 December 2026.

On 15 September 2018, the Ministry of Commerce issued a communiqué that sets forth the procedures and principles relating to the application of Article 376 of the Turkish Commercial Code, which article regulates the measures that Turkish companies (*i.e.*, joint stock companies, limited liability companies and limited partnerships, in which the capital is divided into shares, including financial institutions) are required to adopt in case of loss of capital or insolvency. This new communiqué aims to clarify and complement the remedial

actions that can be taken in relation to the treatment of foreign exchange losses in the calculation of the loss of capital or insolvency. As companies in Türkiye prepare their financial statements in Turkish Lira, the value of any foreign currency-denominated asset and liability is converted into Turkish Lira based upon the currency rate applicable as of the date of such financial statements; *however*, until 1 January 2027, the communiqué allows companies to disregard any losses arising from the exchange rate volatility of any outstanding foreign currency-denominated liability while making any capital loss or insolvency calculations. As such, companies will not be required to apply any measures set forth in Article 376 of the Turkish Commercial Code to maintain their capital if the relevant loss of capital or insolvency arises from currency fluctuations.

Please also see "*Presentation of Financial and Other Information*" with respect to accounting requirements resulting from the recent high inflationary environment.

ESG Reporting

A decision of the POA dated 27 December 2023 (which entered into force on 1 January 2024 and was amended on 18 December 2024 and 16 January 2026) requires Turkish banks that are not under the SDIF's administration to report on sustainability in accordance with the Turkish Sustainability Reporting Standards, which are prepared by the POA in compliance with the International Sustainability Reporting Standards.

Financial Services Fee

Pursuant to Heading XI of Tariff No. 8 attached to the Law on Fees (Law No. 492) amended by the Law No. 5951, banks are required to pay to the relevant tax office to which their head office reports an annual financial services fee for each of their branches. The amount of the fee is determined in accordance with the population of the district in which the relevant branch is located.

Anti-Money Laundering, Combating the Financing of Terrorism and Anti-Bribery Policies

Please see "*The Group and its Business – Anti-Money Laundering, Combatting the Financing of Terrorism and Anti-Bribery Policies.*"

Consumer Loan, Provisioning and Credit Card Regulations

On 8 October 2013, the BRSA published regulations that aim to limit the expansion of individual loans and payments (especially credit card instalments). The rules: (a) include overdrafts on deposit accounts and loans on credit cards in the category of consumer loans for purposes of provisioning requirements, (b) set a limit for credit cards issued to consumers who apply for a credit card for the first time if their income cannot be determined by the bank, (c) require credit card issuers to monitor cardholders' income levels before each limit increase of the credit card and (d) increase the minimum monthly payment required to be made by cardholders. The Central Bank also adjusts from time to time the monthly cap on individual and commercial credit card interest rates and the commission rates that can be applied by banks for their "acquisition" of vouchers from merchants, any of which changes might make the related business less profitable (or even unprofitable). In addition, pursuant to the Banking Law, the Central Bank is empowered to determine the maximum interest rates for lending and deposit-taking activities of banks, as well as any fees, expenses and commissions charged by them.

The Central Bank implements its reserve requirement policy based upon credit growth in order to ensure that credit growth and composition are compatible with the government's goal of disinflation. To this end, the Central Bank limits commercial credit growth (as of the date of this Base Offering Circular, monthly growth is limited to 2.5% for SME credits and 1.5% for other commercial credits). The credit growth strategy implemented by the Bank in order to comply this policy puts pressure on the commercial cards.

Loan Transactions

On 31 December 2013, the BRSA adopted rules on loan-to-value and instalments of certain types of loans and, on 27 September 2016, the BRSA made certain amendments to such rules. Pursuant to these rules, the minimum loan-to-value requirement for housing loans extended to consumers, financial lease transactions for housing and loans (except auto loans) secured by houses is 80% (which was 75% before such amendments), with exceptions for houses that have an energy identification document within the scope of the Energy Efficiency Law No. 5627, for which a higher loan-to-value percentage is applicable. On 19 March 2020, the BRSA (as part of the measures taken against the impacts of the COVID 19 pandemic) published a resolution that increased such loan-to-value requirement to 90% for houses worth TL 500,000 or less; provided that such loans are made to consumers and are not used for the purchase of autos. On 23 June 2022, 24 February 2023 and 29 January 2026, the BRSA imposed different loan-to-value requirements for housing loans utilised for new and existing homes, which vary between 20% to 90% depending on a house's sales value and energy efficiencies. In addition, the Regulation on Loan Transactions provides that the maximum loan collateral ratios for housing loans and other loans secured by a mortgage extended to consumers will be determined by the BRSA from time to time with the opinion of the Turkish Presidency (*Strateji ve Bütçe Başkanlığı*) and the Turkish Treasury, as is also the case for auto loans extended to consumers, loans secured by autos and autos leased under financial lease transactions. On 24 August 2023, but then cancelled (save for the rule regarding the loan-to-value for housing loans) by the BRSA decision dated on 19 September 2024, the BRSA increased the risk weightings to 150% for residential mortgage loans extended to individuals who already had at least one residential property, either personally or through their spouses or children under 18 years of age; *however*, as per BRSA Decision No. 10849 dated 15 February 2024, if such persons own only one residential property and such is destroyed or a destruction decision has been taken due to such property being determined to be a "risky building" (in Turkish: *riskli yapı*) within the scope of Law No. 6306 on the Transformation of Areas under Disaster Risk, then such increased risk weight was not applicable.

On 16 September 2021, the BRSA reduced the overall maturity limit for general purpose loans from 36 months to 24 months for loans over TL 50,000. The BRSA also provided that general purpose loans granted before such date can be restructured, for a maximum of 36 months, if requested by the borrower even if their debt balances are over TL 50,000. According to the regulations announced by the BRSA, the total amount of general purpose loans that have more than 24 months maturity and that have been granted after such date must be limited to TL 50,000 per customer and each bank is required to monitor this limit for its own customers. On 9 June 2022, the BRSA further reduced the maturity limit for general purpose loans from 24 months to 12 months for loans over TL 100,000; *however*, the BRSA also provided that general purpose loans granted before 16 September 2021 can be restructured, for a maximum of 36 months, and general purpose loans granted between 16 September 2021 and 9 June 2022 can be restructured, for a maximum of 24 months, if requested by the borrower even if their debt balances are over TL 50,000. On 13 February 2025, the BRSA again revised the maturity limit for general purpose consumer loans (including refinance loans) to: (a) if up to and including TL 125,000, 36 months, (b) if greater than TL 125,000 but up to and including TL 250,000, 24 months, and (c) otherwise, 12 months (such rule being applicable also to the refinancing of such loans).

Due to two large earthquakes in Kahramanmaraş on 6 February 2023 that affected 10 different cities, on 7 and 10 February 2023, the BRSA announced (*inter alia*) the following provisional measures to be applied until 1 January 2024 regarding loan transactions of natural and legal persons located in the affected cities (and on 23 February 2023, the BRSA extended such provisional measures to other regions that satisfy certain criteria to be considered disaster areas):

- banks may determine grace periods and/or maturities of retail loans that are newly provided or restructured,

- the maturity thresholds determined under the Regulation on Loan Transactions shall not be applied,

- subject to the request of a borrower, such borrower's principal and interest payments shall be delayed for at least six months; *however*, whether or not requested by a borrower, so long as no interest/profit share is to be paid by such borrower as a result of such postponement, then such payments shall be delayed for at least six months, and

- in the case of the delay of principal and interest payments for vehicle and retail loans upon the request of the borrower, the maturity thresholds determined under the Regulation on Loan Transactions shall not be applied.

These regulations ceased to be valid on 31 December 2023.

The maximum interest rates to be applied in credit card transactions are calculated within the framework of the method determined by the Communiqué on Maximum Interest Rates to be Applied in Credit Card Transactions No: 2020/16. In September 2024, the Central Bank introduced a new regulation on the interest rates applied by Turkish banks to credit cards, which regulation provides that banks freely determine the interest rates on credit cards not to exceed a rate established by the Central Bank each month. Additionally, the decision of the BRSA dated 10 July 2025 and numbered 11240 introduced a mechanism for restructuring credit card debts, with an amendment dated 12 July 2025 to the Communiqué on Maximum Interest Rates to be Applied in Credit Card Transactions. Within this scope, it was announced that applications for restructuring would be accepted for a period of three months from the date of the decision. Furthermore, it was determined that interest rates (conventional interest) to be applied for restructured credit card debts cannot exceed the rate established by the Central Bank each month. For default interest rates, it cannot exceed the rate regulated within the Communiqué on Maximum Interest Rates to be Applied in Credit Card Transactions.

By its decision dated 29 January 2026 and numbered 11366, the BRSA provided that credit card holders with outstanding credit card debt as of 29 January 2026 may, upon submission of a request within three months following such date, restructure their outstanding debt for a maximum maturity of 48 months. On that same date, by its decision numbered 11365, the BRSA introduced a maximum overdraft account limit for individual customers, capped at two times the customer's monthly average income as verified through documents deemed suitable by the bank. Educational payment overdraft accounts granted under agreements between banks and educational institutions are exempted from this limit. Also on 29 January 2026, by its decision numbered 11367, the BRSA introduced new requirements for determining maximum credit card limits. Accordingly, the total maximum credit card limit for an individual across all card-issuing institutions must be determined solely based on verified monthly or annual average income using documents deemed suitable by the card-issuing institution. All credit card limits must be brought into compliance with the new maximum limit determination framework by 1 January 2027. The decision also envisaged immediate credit card limit reductions by 15 February 2026 based on the lowest available credit card limits as of the relevant statement dates from January 2025 to the last statement date before 29 January 2026.

Caps on Fees, Commissions and POS Commission Rates

The BRSA and the Central Bank of the Republic of Türkiye have issued various regulations since late 2019 imposing limitations on certain fees and commissions that Turkish banks may charge to customers. On 16 October 2019, the Central Bank introduced an amendment to cap the commission rates applied by banks in their point-of-sale (POS) business, and subsequently adopted the Communiqué on Deposit and Loan Interest Rates and Participation Accounts Profit and Loss Participation Rates and the Communiqué on Procedures and Principles of Fees to be Collected by Banks from Commercial Customers (the "Communiqué on Commercial Customer Fees"), both of which became effective as of 1 March 2020. The Communiqué on Commercial Customer Fees, as amended by the Communiqué No. 2025/24 published in the Official Gazette No. 33021 dated 18 September 2025 (effective as of 1 November 2025), provides that the maximum merchant fee applicable to debit-card transactions (if the settlement is made on the following day) is capped at 1.04%, while the cap for credit-card non-instalment transactions (if the settlement is made on the following day) remains at 0.45% above the reference rate (together, 3.56%, as of the effective date of 1 November 2025), and the maximum settlement periods are set at 15 days for debit-card transactions and 40 days for credit-card transactions.

The Communiqué on Commercial Customer Fees, as further amended, continues to set out standardised fee categories and caps for services offered to commercial customers. Under the 2025 amendments, the arrangement fee for commercial loans is limited to 0.20% of the committed amount and the disbursement fee for revolving cash loans to 1.10% (applicable only to Turkish Lira-denominated cash loans as per the

amendments effective as of 1 February 2026), (to be applied annually on the basis of average outstanding loans) while banks remain required to seek Central Bank approval for any fees or commissions not listed under the communiqué.

Foreign Currency Restrictions

F/X Loan Restriction. Decree 32 and the Capital Movements Circular of the Central Bank (the "*Capital Movements Circular*") were amended, effective as of 2 May 2018, in order to introduce restrictions on Turkish resident legal entities utilising foreign currency loans. While this regime maintained the previous prohibition on Turkish individuals utilising foreign exchange loans and foreign exchange-indexed loans, it introduced a strict prohibition on Turkish resident non-bank legal entities (each a "*Corporate Borrower*") utilising foreign currency-indexed loans, imposed restrictions on Corporate Borrowers utilising foreign currency loans (the "*F/X Loan Restriction*") and provided exemptions relating to a borrower's foreign currency income (the "*F/X Income Exemption*") and foreign currency activities (the "*Activity Exemption*") and based upon the unpaid outstanding balance of a borrower's total foreign currency loans (the "*Loan Balance*").

As far as the F/X Income Exemption is concerned, if the Loan Balance of a Corporate Borrower is below US$15 million, then the sum of the foreign currency loans to be utilised and the existing Loan Balance must not be more than the combined value of such Corporate Borrower's foreign currency income as stated in its financial statements for the last three fiscal years. Turkish-resident financial institution lenders are required to control whether a Corporate Borrower complies with this rule. In case of any non-compliance with the F/X Loan Restriction rules, Turkish-resident financial institution lenders are required either to cancel or convert into Turkish Lira the portion of the foreign currency loans to such Corporate Borrower that exceeds this value within 10 business days after the date of determination. The cancelled or converted portion of the relevant loans are then deducted from the credit balance of such Corporate Borrower. In case of a breach of this obligation, an administrative monetary fine might be imposed.

In respect of the Activity Exemption, a legal entity must qualify as a public institution, bank, factoring, financial leasing or financing company resident in Türkiye, or, effective as of 16 January 2025, hold an "A" or "B" class certificate under the Industrial Competence Evaluation and Support Program (EYDEP), in order to utilise foreign currency loans. In the case of Corporate Borrowers, the Activity Exemption must relate to an activity in the context of, among others: (a) a domestic tender with an international element awarded to such Corporate Borrower, (b) defence industry projects approved by the Undersecretariat of Defence Industry, (c) public-private partnership projects, or (d) an export, transit trade, sales and related deliveries subject to the relevant Corporate Borrower certifying the scope of its relevant activity and its potential sources of foreign currency income. Additionally, loans within the scope of an investment incentive certificate also benefit from the Activity Exemption; *provided* that a Corporate Borrower is required to declare whether any foreign currency loan has been previously utilised based upon the same investment incentive certificate and, if so, such statement must be accompanied with information on the utilisation date, total amount and intermediary bank. On 8 December 2020, the Turkish Treasury extended the scope of the Activity Exemption by including foreign currency loans made to Turkish-resident legal entities that are shareholders of a Turkish-resident legal entity operating a project established as a public-private partnership if the proceeds of such loan are to be added to the capital of such operating company or are to be used in the project. On 23 August 2024, the Turkish Treasury further extended the scope of the Activity Exemption to include foreign currency loans to be utilised by the legal entities of organised industrial zones for the purpose of financing infrastructure works to be carried out within such zones. On 4 November 2025, the Turkish Treasury extended the scope of the Activity Exemption to include foreign currency loans to be utilised by legal entities that are under the joint control or control of public institutions or organisations. On 17 November 2025, the Turkish Treasury further extended the scope of the Activity Exemption to include foreign currency loans to be utilised by Turkish-resident sub-operators/contractors that have entered into foreign currency-denominated agreements with the winners of tenders conducted under the Privatisation Law No. 4046 that were announced internationally and denominated in foreign currency. On 11 December 2025, the Turkish Treasury extended the scope of the Activity Exemption to include foreign currency loans to be utilised by Turkish-resident persons that have won tenders conducted by the Savings Deposit Insurance Fund (SDIF) in relation to the sale and liquidation of companies subject to confiscation orders, provided that such loans are used in the performance of share transfer agreements

denominated in Turkish Lira in connection with such tenders. On 10 April 2026, however, this exemption was removed in respect of foreign currency loans obtained from domestic sources. With respect to foreign currency loans for renewable energy generation projects, the Turkish Treasury revised the applicable rules effective as of 2 March 2026 to broaden the scope of the Activity Exemption to cover both licensed generation facilities holding a Renewable Energy Source Certificate (YEK Certificate) and unlicensed generation facilities operating within the scope of the Renewable Energy Support Mechanism, subject to certain caps on the maximum loan amounts and revised rules governing the transfer of such facilities.

F/X Transaction Restriction. On 13 September 2018, Decree 32 was amended to impose restrictions on the use of, or indexing to, foreign currency in the following contracts executed between Persons residing in Türkiye: sale and purchase of movable and immovable property, leasing of all kinds of movable and immovable property (including vehicle and financial leasing), employment, service and construction contracts. According to such amendments, Turkish residents were required to amend any relevant contract so that the contract price and all other payment obligations thereunder were re-determined in Turkish Lira within a 30-day transition period (*i.e.*, by 13 October 2018). On 6 October 2018 and 16 November 2018, the Turkish Treasury issued an amending communiqué that broadened the scope of, but provided certain exemptions to, these restrictions. Among other exemptions, capital market instruments (including any Notes issued directly to Turkish investors, subject to restrictions applicable to a resident of Türkiye on directly investing in Notes (or beneficial interests therein) issued outside of Türkiye – see "Transfer and Selling Restrictions") are exempt from these restrictions. Accordingly, the issuance, purchase and sale of capital market instruments in accordance with the Capital Markets Law may be denominated in, or indexed to, foreign currency.

In August 2018, the BRSA capped Turkish banks' exposure under swap, spot and forward transactions with non-residents of Türkiye (except transactions with such banks' non-resident financial subsidiaries and other affiliates that are subject to consolidation) under which transactions the Turkish bank initially pays Turkish Lira and receives foreign currency and, at the maturity date, such bank pays foreign currency and receives Turkish Lira to 25% of a bank's regulatory capital, then reduced this level to 10% in February 2020. On 12 April 2020, as part of the government's efforts to contain the possible adverse effects on the Turkish economy of the global uncertainty resulting from the COVID-19 pandemic, the BRSA issued a press release announcing that this level was reduced to 1%, which level was then returned to 10% on 25 September 2020. In the case of a bank exceeding this level, new transactions may not be executed or renewed until this level (which is calculated on a daily basis) is attained. In addition, written approval of the BRSA is required in case there needs to be a cancellation or extension of any of these derivatives transactions.

On 18 December 2019, the BRSA announced that the total notional amount of a Turkish bank's currency swaps, forwards, options and other similar products with non-residents in Türkiye (except transactions with such banks' non-resident financial subsidiaries and other affiliates that are subject to consolidation) with a remaining maturity of seven days or fewer where, at the maturity date, such bank pays Turkish Lira and receives foreign exchange shall not exceed 10% of such bank's most recently calculated regulatory capital. With its press release on 12 April 2020, the BRSA amended this threshold by announcing that transactions with a remaining maturity of seven days or fewer shall not exceed 1% of the applicable bank's most recently calculated regulatory capital on any given calendar date, which threshold was then returned to 2% on 25 September 2020 and then increased to 5% on 11 November 2020 (as of such date, a threshold of 10% is applied for transactions with a remaining maturity of 30 days or fewer and 30% for transactions with a remaining maturity of one year or less).

Amendments to the Turkish Insolvency and Restructuring Regime

The Enforcement and Bankruptcy Law No. 2004 prevents a contractual arrangement by which a contractual event of default clause is stipulated to be triggered in case any application is made by a Turkish company for debt restructuring upon settlement (*uzlaşma yoluyla yeniden yapılandırma*) within the scope of this law. In addition, changes were introduced to this law on 15 March 2018 that (*inter alia*) states that the contractual termination, default and acceleration clauses of an agreement cannot be triggered in case the debtor makes a concordat application and such application shall not constitute a breach of such agreement.

On 15 August 2018, the BRSA published the Regulation on Restructuring of Debts in the Financial Sector (the "*Restructuring Regulation*"), which was amended on 21 November 2018 and 12 September 2019, with a view to regulate a financial restructuring opportunity for Turkish companies that have entered into loan transactions with: (a) Turkish banks, (b) financial lease, factoring and financing companies, (c) banks and financial institutions established outside Türkiye, (d) multilateral banks and institutions that directly invest in Türkiye, (e) special purpose companies established by the foregoing institutions for collection of receivables and/or (f) investment funds established as per the Capital Market Law ("*Creditor Institutions*"). The Restructuring Regulation sets forth the procedures and principles on financial restructuring framework agreement(s) (the "*Framework Agreement*") to be executed amongst the Creditor Institutions.

Accordingly, implementation of the restructuring for companies that are financially indebted against banks and other financial institutions for an outstanding principal amount of TL 25 million or more has been initiated with a framework published on the website of the Banks Association of Türkiye on 14 October 2019. On 8 November 2019, implementation of a restructuring regime for companies that are financially indebted against banks and other financial institutions for an outstanding principal amount of less than TL 25 million was published. On 16 July 2021, the Banks Association of Türkiye amended the Framework Agreement and increased the outstanding principal amount of TL 25 million to TL 100 million. The application period of Provisional Article 32 of the Banking Law (which constitutes the legal basis for the Restructuring Regulation) was initially extended for two years pursuant to Provisional Article 35 added thereto by Law No. 7491 (published in the Official Gazette dated 28 December 2023) and was subsequently extended for a further two years from 28 December 2025 by the Presidential Decree published in the Official Gazette No. 33118 dated 25 December 2025. As such, certain borrowers of the Bank might apply for restructuring of their debt.

Credit Guarantee Fund

The KGF was established pursuant to Decree No. 93/4496 dated 14 July 1993 in order to provide guarantees for SMEs and other enterprises, in particular, to those that are not able to obtain bank loans due to their insufficient collateral. In order to improve financing possibilities and contribute to the effective operation of the credit system, pursuant to provisional Article 20 of the Law regarding the Regulation of Public Financing and Debt Management (Law No. 4749) dated 28 March 2002, resources up to TL 2 billion could be transferred by the Minister of the Turkish Treasury to the credit guarantee institutions. Such amount was increased to TL 25 billion on 18 January 2017 and then increased to TL 100 billion on 5 July 2022. In addition, pursuant to Decree No. 2016/9538 on Treasury Support to be provided to the Credit Guarantee Institutions (published in the Official Gazette No. 29896 and dated 22 November 2016) (as amended), the KGF guarantees are supported by the Turkish Treasury. Pursuant to an amendment to such Decree that was published in the Official Gazette dated 30 March 2020, the Turkish Development and Investment Bank was added among the eligible lenders and natural persons were explicitly added as eligible borrowers. On 30 March 2020, an additional TL 25 billion limit was allocated by the government under the KGF guarantee in order to address the economic impact of the COVID-19 pandemic and the total amount of guarantees that may be given by the KGF was increased from TL 250 billion to TL 500 billion (along with increases in the guarantee limits with respect to individual borrower groups). On 13 August 2022, the total amount of guarantees that may be given by the KGF was increased to TL 1 trillion and the limit of allocated amount by the Turkish Treasury was increased to TL 100 billion (additional increases have been implemented that are tailored to specific sectors).

Pursuant to Presidential Decree No. 162 published in the Official Gazette dated 11 October 2018, loans guaranteed by the Turkish Treasury under the KGF programme may be restructured up to 96 months for working capital loans and up to 156 months for investment loans. Such Presidential Decree also requires lenders to provide an opportunity to borrowers to restructure their KGF-guaranteed loans prior to any recourse to the KGF guarantee.

Calculation of the Green Asset Ratio of Banks

On 11 April 2025, the BRSA published the Communiqué on the Calculation of the Green Asset Ratio of Banks in the Official Gazette dated 11 April 2025 and numbered 32867 (the "Communiqué on the Calculation of the Green Asset Ratio of Banks"), aiming to set out the procedures and principles for calculating and reporting the

green asset ratio and other key performance indicators measuring banks' contributions to financing environmentally sustainable economic activities. According to the Communiqué on the Calculation of the Green Asset Ratio of Banks, which entered into force on 11 April 2025, the primary key performance indicator reflecting banks' contribution to environmental sustainability is the green asset ratio, calculated by dividing compliant assets by the total assets included within the scope of the green asset ratio on the unconsolidated balance sheets of banks. The total assets within the scope of the green asset ratio are calculated by subtracting claims on central administrations, central banks, supranational entities, and assets monitored in trading accounts from total balance sheet financial assets, followed by aggregating the gross amounts measured at amortized cost of the remaining on-balance sheet assets. Eligible assets include all financial assets related to economic activities within the scope of technical screening criteria, regardless of whether they fully meet these criteria. Compliant assets, however, must simultaneously meet three conditions: (i) substantially contributing to one or more environmental objectives, (ii) not significantly harming other environmental objectives, and (iii) complying with minimum social security standards. The environmental objectives specified include climate change mitigation, adaptation to climate change, transition to a circular economy, sustainable use and protection of water and marine resources, pollution prevention and control, and protection and restoration of biodiversity and ecosystems. Banks are required to verify compliance with these criteria through reports (e.g., emission reports, feasibility studies, and energy efficiency surveys), certifications, or other internationally or nationally accepted green technology selection tools, and maintain these records for auditing purposes. The BRSA is authorized to determine specific technical screening criteria and may differentiate reporting obligations based on the type and size of banks. Banks must establish necessary documentation, classification, monitoring, and control processes for assets included in green asset ratio calculations and submit periodic reports, which is determined as three month periods by the BRSA decision dated 13 March 2025, numbered 11165, to the BRSA, beginning on 30 June 2025. Additionally, the BRSA has the authority to set minimum thresholds and targets for the green asset ratio and related key performance indicators and may impose measures, including additional capital requirements, on banks that fail to comply with the established thresholds and targets.

A decision of the POA dated 27 December 2023 (which entered into force on 1 January 2024 and was amended on 18 December 2024 and 16 January 2026) requires Turkish banks that are not under the SDIF's administration to report on sustainability in accordance with the Turkish Sustainability Reporting Standards, which are prepared by the POA incompliance with the International Sustainability Reporting Standards. In addition, the Regulation on Sustainability Audit, which includes the audit procedures of mandatory sustainability reporting, was published by the POA in the Official Gazette dated 17 January 2025.

Additional Temporary Measures

In addition to the other temporary measures described above relating to the government's response to the COVID-19 pandemic, the BRSA announced on 23 March 2020 (effective until 31 December 2020) and 16 April 2020 certain measures to support banks' calculation of capital adequacy ratios and net foreign currency positions. Pursuant to these rules, banks are entitled to:

(a) use 31 December 2019 exchange rates in certain capital and other calculations, which was then revised by the BRSA on 8 December 2020 (and further extended on 17 June 2021 and 16 September 2021) to allow banks to use the arithmetic mean of the Central Bank's foreign exchange buying rates during the previous 252 business days as of the calculation date until such date as determined by the BRSA (on 21 December 2021, the BRSA announced that banks shall (if using this approach) use the average of the Central Bank's foreign exchange buying rates during the 252 business days ending on 31 December 2021; on 28 April 2022, the BRSA amended this rule so that, until such date as determined by the BRSA, banks may use the Central Bank's foreign exchange buying rates as of 31 December 2021 in certain capital and other calculations; on 31 January 2023, the BRSA further amended this rule so that, until such date as determined by the BRSA, banks may use the Central Bank's foreign exchange buying rates as of 30 December 2022 in such calculations), which was then amended again on: (i) 12 December 2023 to provide that banks may use the Central Bank's foreign exchange buying rates as of 26 June 2023 in such calculations starting as of 1 January 2024 and (ii) 19 December 2024 to provide that banks may use the Central Bank's foreign exchange buying rates as of 28 June 2024 in such

calculations starting as of 1 January 2025) by virtue of the BRSA Decision dated 13 November 2025 and numbered 11286, the application of such rule terminated as of 1 January 2026,

(b) calculate the level of capital used in capital adequacy ratio calculations by disregarding through 31 December 2020 (as per the BRSA's decision dated 8 December 2020, extended through 30 June 2021) the negative net valuation differences related to securities held as of 23 March 2020 in the portfolio of financial assets at fair value through other comprehensive income (on 17 June 2021, the BRSA indefinitely suspended the application of clause (b) from 30 June 2021, and then, as per its decision dated 21 December 2021, ended the suspension other than for the securities whose fair value difference is reflected in other comprehensive income were negative as of 21 December 2021, for securities obtained after 21 December 2021 whose fair value difference is reflected in other comprehensive income, the relevant provisions of the Regulation on Banks' Equity will continue to be implemented; *however*, as per its decision dated 12 December 2023, the BRSA further decided that in case of securities whose fair value difference is reflected in other comprehensive income as negative as of 1 January 2024, such difference may be disregarded in the calculation of the capital used in capital adequacy ratio calculations (the relevant provisions of the Regulation on Banks' Equity will continue to be implemented for securities obtained after 1 January 2024 whose fair value difference is reflected in other comprehensive income)), by virtue of the BRSA Decision dated 13 November 2025 and numbered 11286, the temporary rule permitting Turkish banks to use a more favourable foreign exchange rate was terminated as of 1 January 2026 and the banks will be required to perform capital calculations in accordance with the Capital Adequacy Regulation and other applicable legislation, and

(c) use 0% risk weightings for foreign currency-denominated receivables owed by the centralised administration (*i.e.*, Turkish state institutions and other public institutions that do not have a separate legal entity and act under the legal entity of the Turkish sovereign) while calculating the amount of exposure subject to credit risk in accordance with the standardised approach as determined under the Capital Adequacy Regulation.

On 22 April 2020, the Central Bank increased from 20% to 30% its limit on the amount of a bank's swap sales (*i.e.*, purchase of a bank's foreign exchange by the Central Bank in return for Turkish Lira) in relation to such bank's total foreign exchange transaction limits with the Central Bank. In May 2020, the Central Bank gradually increased this limit from 30% to 50%, which was increased further to 60% on 26 November 2020. These changes were expected to result in an increase in the foreign exchange reserves held by the Central Bank while enabling Turkish banks to access additional Turkish Lira funding.

On 5 May 2020, the BRSA imposed a new requirement that certain Turkish Lira transactions (*i.e.*, Turkish Lira-denominated placements, loans, deposits and repurchase transactions) performed by a Turkish bank with foreign financial institutions, including such Turkish bank's foreign branches and consolidated foreign subsidiaries regarded as credit institutions and financial institutions, are limited to 0.5% (increased to 2.5% as of 30 November 2020) of such Turkish bank's latest calculated shareholders' equity (as calculated daily on a bank-only basis) as reported to the BRSA on a monthly basis. If a Turkish bank exceeds such limit, then such bank is not be allowed to enter into any new such transactions (or renew any existing such transactions upon their maturity) until such bank is in compliance with this limit. On 20 May 2020, the BRSA declared that any such transactions that clear through Euroclear or Clearstream, Luxembourg are not to be included in the numerator of such calculation (on 28 July 2020, the BRSA clarified that this exemption will be limited only to the clearing activities of securities denominated in Turkish Lira and exempted from the restrictions on access to Turkish Lira swap transactions that satisfy certain criteria). On 6 August 2020, the BRSA announced certain exemptions to this restriction in favour of foreign financial institutions (other than international development banks) for the following transactions: (a) entering into foreign currency swap trades, under which the foreign financial institution buys Turkish Lira in exchange for foreign currency at the initial exchange date (*i.e.*, where the foreign bank will sell Turkish Lira at the maturity date), (b) entering into swap trades entered into in the Borsa İstanbul foreign exchange swap market, where the foreign bank buys Turkish Lira in exchange for foreign currency at the initial exchange date, (c) entering into repo and reverse repo transactions in the Borsa İstanbul repo market and (d) holding Turkish Lira-denominated deposits with Turkish banks; *provided*, in each case, that: (i) the foreign financial institution may only invest in Turkish Lira-denominated securities with the

Turkish Lira received as a result of such transactions, and must deposit any excess Turkish Lira liquidity into accounts held with Turkish financial institutions, and (ii) the relevant foreign financial institution must give an undertaking to its Turkish counterpart with respect to the intended use of Turkish Lira proceeds and obtain the BRSA's prior approval in this respect. On 30 November 2020, the BRSA further exempted from this calculation overdraft facilities extended to foreign financial institutions. This new measure aims to increase the efficient use of Turkish Lira resources and is expected to be effective until the extraordinary conditions that exist due to the COVID-19 pandemic have ceased.

BOOK-ENTRY CLEARANCE SYSTEMS

*The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of DTC, Euroclear or Clearstream, Luxembourg (together, the "**Clearing Systems**") currently in effect. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Issuer nor any other party to the Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests. Information in this section has been derived from the Clearing Systems.*

BOOK-ENTRY SYSTEMS

DTC

DTC has advised the Issuer that it is a limited purpose trust company organised under the New York Banking Law, a member of the Federal Reserve System, a "banking organisation" within the meaning of the New York Banking Law, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to Section 17A of the Exchange Act. DTC holds securities that its participants ("**Direct Participants**") deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerised book-entry changes in Direct Participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. DTC is a wholly-owned subsidiary of The Depository Trust and Clearing Corporation ("**DTCC**"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("**Indirect Participants**" and, together with Direct Participants, "**Participants**"). More information about DTC can be found at www.dtcc.com and www.dtc.org but such information is not incorporated by reference in and does not form part of this Base Offering Circular.

Under the rules, regulations and procedures creating and affecting DTC and its operations (the "**DTC Rules**"), DTC makes book-entry transfers of Registered Notes among Direct Participants on whose behalf it acts with respect to Notes accepted into DTC's book-entry settlement system ("**DTC Notes**") as described below and receives and transmits distributions of principal and interest on DTC Notes. The DTC Rules are on file with the Securities and Exchange Commission. Direct Participants and Indirect Participants with which beneficial owners of DTC Notes ("**Owners**") have accounts with respect to the DTC Notes similarly are required to make book-entry transfers and receive and transmit such payments on behalf of their respective Owners. Accordingly, although Owners who hold DTC Notes through Direct Participants or Indirect Participants will not possess Registered Notes, the DTC Rules, by virtue of the requirements described above, provide a mechanism by which Direct Participants will receive payments and will be able to transfer their interest in respect of the DTC Notes.

Purchases of DTC Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the DTC Notes on DTC's records. The ownership interest of each actual purchaser of each DTC Note ("**Beneficial Owner**") is in turn to be recorded on the Direct Participant's and Indirect Participant's records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct Participant or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the DTC Notes are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in DTC Notes, except in the event that use of the book-entry system for the DTC Notes is discontinued.

To facilitate subsequent transfers, all DTC Notes deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorised representative of DTC. The deposit of DTC Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the DTC Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such DTC Notes are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the DTC Notes within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to DTC Notes unless authorised by a Direct Participant in accordance with DTC's operational arrangements and the issuing/paying agent general operating procedures for money market instruments ("**DTC's MMI Procedures**"). Under its usual procedures, DTC mails an omnibus proxy to the Issuer as soon as possible after the record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the DTC Notes are credited on the record date (identified in a listing attached to the omnibus proxy).

Principal and interest payments on the DTC Notes will be made to Cede & Co., or such other nominee as may be requested by an authorised representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Issuer or the relevant agent (or such other nominee as may be requested by an authorised representative of DTC), on the relevant payment date in accordance with their respective holdings shown in DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers, and will be the responsibility of such Participant and not of DTC or the Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the Issuer, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of Direct Participants and Indirect Participants.

Under certain circumstances, including if there is an Event of Default under the Notes, DTC will exchange the DTC Notes for definitive Registered Notes, which it will distribute to its Participants in accordance with their proportionate entitlements and which will be legended as set forth under "*Subscription and Sale and Transfer and Selling Restrictions*".

A Beneficial Owner shall give notice to elect to have its DTC Notes purchased or tendered, through its Participant, to the relevant agent, and shall effect delivery of such DTC Notes by causing the Direct Participant to transfer the Participant's interest in the DTC Notes, on DTC's records, to the relevant agent. The requirement for physical delivery of DTC Notes in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the DTC Notes are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered DTC Notes to the relevant agent's DTC account.

DTC may discontinue providing its services as depositary with respect to the DTC Notes at any time by giving reasonable notice to the Issuer or the relevant agent. Under such circumstances, in the event that a successor depositary is not obtained, DTC Note certificates are required to be printed and delivered.

The Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depositary). In that event, DTC Note certificates will be printed and delivered to DTC.

Since DTC may only act on behalf of Direct Participants, who in turn act on behalf of Indirect Participants, any Owner desiring to pledge DTC Notes to persons or entities that do not participate in DTC, or otherwise take actions with respect to such DTC Notes, will be required to withdraw its Registered Notes from DTC as described below.

Euroclear and Clearstream, Luxembourg

Euroclear and Clearstream, Luxembourg each holds securities for its customers and facilitates the clearance and settlement of securities transactions by electronic book-entry transfer between their respective accountholders. Euroclear and Clearstream, Luxembourg provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg also deal with domestic securities markets in several countries through established depositary and custodial relationships. Euroclear and Clearstream, Luxembourg have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Euroclear and Clearstream, Luxembourg customers are world-wide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear and Clearstream, Luxembourg is available to other institutions that clear through or maintain a custodial relationship with an accountholder of either system.

BOOK-ENTRY OWNERSHIP OF AND PAYMENTS IN RESPECT OF DTC NOTES

The Issuer may apply to DTC in order to have any Tranche of Notes represented by a Registered Global Note accepted in its book-entry settlement system. Upon the issue of any such Registered Global Note, DTC or its custodian will credit, on its internal book-entry system, the respective nominal amounts of the individual beneficial interests represented by such Registered Global Note to the accounts of persons who have accounts with DTC. Such accounts initially will be designated by or on behalf of the relevant Dealer. Ownership of beneficial interests in such a Registered Global Note will be limited to Direct Participants or Indirect Participants, including, in the case of any Regulation S Global Note, the respective depositaries of Euroclear and Clearstream, Luxembourg. Ownership of beneficial interests in a Registered Global Note accepted by DTC will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee (with respect to the interests of Direct Participants) and the records of Direct Participants (with respect to interests of Indirect Participants).

Payments in U.S. dollars of principal and interest in respect of a Registered Global Note accepted by DTC will be made to the order of DTC or its nominee as the registered holder of such Note. In the case of any payment in a currency other than U.S. dollars, payment will be made to the Exchange Agent on behalf of DTC or its nominee and the Exchange Agent will (in accordance with instructions received by it) remit all or a portion of such payment for credit directly to the beneficial holders of interests in the Registered Global Note in the currency in which such payment was made and/or cause all or a portion of such payment to be converted into U.S. dollars and credited to the applicable Participants' account.

The Issuer expects DTC to credit accounts of Direct Participants on the applicable payment date in accordance with their respective holdings as shown in the records of DTC unless DTC has reason to believe that it will not receive payment on such payment date. The Issuer also expects that payments by Participants to beneficial owners of Notes will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers, and will be the responsibility of such Participant and not the responsibility of DTC, the Principal Paying Agent, the Registrar or the Issuer. Payment of principal, premium, if any, and interest, if any, on Notes to DTC is the responsibility of the Issuer.

TRANSFERS OF NOTES REPRESENTED BY REGISTERED GLOBAL NOTES

Transfers of any interests in Notes represented by a Registered Global Note within DTC, Euroclear and Clearstream, Luxembourg will be effected in accordance with the customary rules and operating procedures

of the relevant clearing system. The laws in some States within the United States require that certain persons take physical delivery of securities in definitive form. Consequently, the ability to transfer Notes represented by a Registered Global Note to such persons may depend upon the ability to exchange such Notes for Notes in definitive form. Similarly, because DTC can only act on behalf of Direct Participants in the DTC system who in turn act on behalf of Indirect Participants, the ability of a person having an interest in Notes represented by a Registered Global Note accepted by DTC to pledge such Notes to persons or entities that do not participate in the DTC system or otherwise to take action in respect of such Notes may depend upon the ability to exchange such Notes for Notes in definitive form. The ability of any holder of Notes represented by a Registered Global Note accepted by DTC to resell, pledge or otherwise transfer such Notes may be impaired if the proposed transferee of such Notes is not eligible to hold such Notes through a Direct Participant or Indirect Participant in the DTC system.

Subject to compliance with the transfer restrictions applicable to the Registered Notes described under "*Subscription and Sale and Transfer and Selling Restrictions*", cross-market transfers between DTC, on the one hand, and directly or indirectly through Clearstream, Luxembourg or Euroclear accountholders, on the other, will be effected by the relevant Clearing System in accordance with its rules and through action taken by the Registrar, the Principal Paying Agent and any custodian ("**Custodian**") with whom the relevant Registered Global Notes have been deposited.

On or after the Issue Date for any Series, transfers of Notes of such Series between accountholders in Clearstream, Luxembourg and Euroclear will generally have a settlement date two business days after the trade date (T+2) and transfers of Notes of such Series between participants in DTC will generally have a settlement date one business day after the trade date (T+1). The customary arrangements for delivery versus payment will apply to such transfers.

Cross-market transfers between accountholders in Clearstream, Luxembourg or Euroclear and DTC participants will need to have an agreed settlement date between the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Clearstream, Luxembourg and Euroclear, on the other, transfers of interests in the relevant Registered Global Notes will be effected through the Registrar, the Principal Paying Agent and the Custodian receiving instructions (and, where appropriate, certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. In the case of cross-market transfers, settlement between Euroclear or Clearstream, Luxembourg accountholders and DTC participants cannot be made on a delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately.

DTC, Clearstream, Luxembourg and Euroclear have each published rules and operating procedures designed to facilitate transfers of beneficial interests in Registered Global Notes among participants and accountholders of DTC, Clearstream, Luxembourg and Euroclear. However, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued or changed at any time. None of the Issuer, the Agents or any Dealer will be responsible for any performance by DTC, Clearstream, Luxembourg or Euroclear or their direct or indirect participants or accountholders of their obligations under the rules and procedures governing their operations nor will the Issuer, any Agent or any Dealer have any liability for any aspect of the records relating to or payments made on account of beneficial interests in the Notes represented by Registered Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial interests.

TAXATION

Tax legislation, including in the country where the investor is domiciled or tax resident and in the Issuer's country of incorporation, may have an impact on the income that an investor receives from the Notes.

General

This is a general summary of certain Turkish tax laws and other tax considerations in connection with an investment in Notes. This summary does not address all aspects of Turkish tax law and considerations or the laws of any other jurisdictions. While this summary is considered to be a correct interpretation of existing laws in force as of the date of this Base Offering Circular, there can be no assurance that those laws or the interpretation of those laws will not change. This summary does not discuss all of the tax consequences that may be relevant to an investor in light of such investor's particular circumstances or to investors subject to special rules, such as regulated investment companies, certain financial institutions or insurance companies. Prospective purchasers of Notes are advised to consult their tax advisers with respect to the tax consequences of the purchase, ownership or disposition of Notes (or the purchase, ownership or disposition by an owner of beneficial interests therein) as well as any tax consequences that may arise in respect thereof under the laws of any relevant state, municipality or other taxing jurisdiction.

References to "resident" herein refer to tax residents of Türkiye and references to "non-resident" herein refer to persons who are not tax residents of Türkiye.

Certain Turkish Tax Considerations

The following discussion is a summary of certain Turkish tax considerations relating to an investment in Notes by a person who is a non-resident of Türkiye. The discussion is based upon current law and is for general information only. The discussion below is not intended to constitute a complete analysis of all tax consequences relating to the acquisition, ownership or disposition of the Notes that may be relevant to a decision to make an investment in the Notes. Furthermore, the discussion only relates to the investment by a person in the Notes where the Notes will not be held in connection with the conduct of a trade or business through a permanent establishment in Türkiye. Each investor should consult its own tax advisers concerning the tax considerations applicable to its particular situation. This discussion is based upon laws and relevant interpretations thereof in effect as of the date of this Base Offering Circular, all of which are subject to change, possibly with a retroactive effect. In addition, it does not describe any tax consequences: (a) arising under the laws of any taxing jurisdiction other than Türkiye or (b) applicable to a resident of Türkiye or a permanent establishment in Türkiye resulting either from the existence of a fixed place of business or appointment of a permanent representative.

For Turkish tax purposes, a legal entity is a resident of Türkiye if its corporate domicile is in Türkiye or its effective place of management is in Türkiye. A resident legal entity is subject to Turkish taxes on its worldwide income, whereas a non-resident legal entity is only liable for Turkish taxes on its trading income made through a permanent establishment or on income otherwise sourced in Türkiye.

An individual is a resident of Türkiye if such individual has established domicile in Türkiye or stays in Türkiye more than six months in a calendar year. On the other hand, foreign individuals who stay in Türkiye for six months or more for a specific job or business or particular purposes that are specified in the Turkish Income Tax Law may not be treated as a resident of Türkiye depending upon the characteristics of their stay. A resident individual is liable for Turkish taxes on his or her worldwide income, whereas a non-resident individual is only liable for Turkish taxes on income sourced in Türkiye.

Income from capital investment is sourced in Türkiye when the principal is invested in Türkiye. Capital gain derived from trading income is considered sourced in Türkiye when the activity or transaction generating such income is performed or accounted for in Türkiye. The term "accounted for" means that a payment is made in

Türkiye, or if the payment is made abroad, it is recorded in the books in Türkiye or apportioned from the profits of the payer or the person on whose behalf the payment is made in Türkiye.

Any withholding tax levied on income derived by a non-resident is the final tax for the non-resident and no further declaration is required. Any other income of a non-resident sourced in Türkiye that has not been subject to withholding tax will be subject to taxation through declaration where treaty relief and exemptions are reserved.

Interest paid on debt instruments (such as Notes issued under the Programme) is subject to withholding tax as regulated through the Tax Decrees. The withholding tax rates are set according to the maturity of notes issued abroad by resident corporations as follows:

I 7% withholding tax for notes with maturity of less than one year;

II 3% withholding tax for notes with maturity of at least one year and less than three years; and

III 0% withholding tax for notes with maturity of three years and more.

Interest income derived by a resident corporation or individual is subject to further declaration and the withholding tax paid can be credited against the income tax calculated on the tax return. For resident individuals, the entire gain is required to be declared as taxable income if the interest income derived exceeds TL 400,000 (for the income derived in 2026) together with the income from other marketable securities, rental income from immovable property and salaries (except for salaries referred to under Article 86/1 of the Turkish Income Tax Law), provided that they were all subjected to income taxation through withholding. For resident corporations, the total interest income is subject to declaration.

In general, capital gains are not taxed through withholding tax and therefore any capital gains sourced in Türkiye with respect to the Notes may be subject to declaration; however, pursuant to Provisional Article 67 (which is effective until 31 December 2030) of the Turkish Income Tax Law, as amended by laws No. 6111, 6655, 7256, 7491, and 7566, special or separate tax returns will not be submitted for capital gains from the notes of a Turkish corporate issued abroad when the income is derived by a non-resident. Therefore, no tax is levied on non-resident persons in respect of capital gains from the Notes and no declaration is required.

A non-resident holder will not be liable for Turkish estate, inheritance or similar tax with respect to its investment in the Notes, nor will it be liable for any Turkish stamp, registration or similar tax or duty relating thereto.

Capital gains realised by a resident corporation or individual on the sale or redemption of the Notes (or beneficial interests therein) are subject to income tax or corporate (income) tax declaration. The corporate income tax rate in Türkiye is: (a) 30% (flat) for banks, financial leasing, factoring and financing companies, e money and payment services institutions, authorised foreign exchange currency-related entities, asset management companies (*varlık yönetim şirketleri*), securities intermediaries and other capital markets institutions, insurance and reinsurance companies and pension companies and (b) 25% (flat) for other corporate entities. Also, pursuant to Law No. 7524, as published in the Official Gazette No. 32620, effective from the fiscal period starting in the year 2025, the corporate income tax rate on profits from specific public-private partnership and build-operate-transfer projects has been increased to 30% (flat) and the concept of "minimum corporate income tax" has been introduced, requiring a minimum amount of tax to be calculated at a flat rate of 10% based on pre-exemption and pre-deduction net corporate income. As part of the OECD Pillar Two initiative, Türkiye has implemented global and domestic corporate top-up tax rules, effective for income earned in 2024 and subsequent fiscal years, requiring corporations that exceed prescribed thresholds to pay a top-up tax if their effective tax rate falls below 15%. The current rate for individuals' income tax ranges from 15% to 40% at progressive rates. Capital gains are, in principle, calculated in local currency terms and resident individuals' acquisition cost can be increased at the Producer Price Index's rate of increase for each month except for the month of discharge so long as such index increased by at least 10%.

Reduced Withholding Tax Rates

Under current Turkish laws in Türkiye, interest payments on notes issued abroad by a resident corporation will be subject to a withholding tax at a rate between 7% and 0% (inclusive) in Türkiye, as detailed above.

If a bilateral tax treaty is in effect between Türkiye and the jurisdiction of which the holder of the notes is a resident for the purpose of such treaty (in some cases, for example, pursuant to the treaties with the United Kingdom and the United States, the term "beneficial owner" is used) and such treaty provides for the application of a lower withholding tax rate than the local rate to be applied by the issuer corporation, then such lower rate may be applicable. For the application of withholding at such a reduced rate, an original copy of the certificate of residence signed by the competent authority (if any) referred to in the Treaty is required, together with a certified apostilled copy as translated and certified by a notary or the Turkish embassy in the relevant jurisdiction, to verify that the investor is subject to taxation over its worldwide gains in the relevant jurisdiction on the basis of resident taxpayer status, as a resident of the relevant jurisdiction to the related tax office directly or through the banks and intermediary institutions prior to the application of withholding tax. In the event the certificate of residence is not delivered prior to the application of withholding tax, then upon the subsequent delivery of the certificate of residence, a refund of the excess tax shall be granted to the beneficial owner pursuant to the provisions of the relevant treaty and the Turkish tax legislation.

Value Added Tax

Bond issuances and interest payments on bonds are exempt from Türkiye's value added tax pursuant to Article 17/4(g) of the Value Added Tax Law (Law No. 3065), as amended pursuant to the Turkish Tax Bill Regarding Improvement of the Investment Environment (Law No. 6728) published in the Official Gazette dated 9 August 2016 and numbered 29796.

United States Federal Income Taxation

The following is a summary of certain U.S. federal income tax consequences of the acquisition, ownership and disposition of Notes by a U.S. Holder (as defined below). This summary does not address the material U.S. federal income tax consequences of every type of Note which may be issued under the Programme, and the applicable Pricing Supplement may contain additional or modified disclosure concerning the material U.S. federal income tax consequences relevant to such type of Note as appropriate. This summary deals only with purchasers of Notes that are U.S. Holders and that will hold the Notes as capital assets. The discussion does not cover all aspects of U.S. federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the acquisition, ownership or disposition of Notes by particular investors, and does not address state, local, foreign or other tax laws. This summary also does not discuss all of the tax considerations that may be relevant to certain types of investors subject to special treatment under the U.S. federal income tax laws (such as financial institutions, insurance companies, investors liable for the alternative minimum tax or the net investment income tax, individual retirement accounts and other tax-deferred accounts, tax-exempt organisations, dealers in securities or currencies, investors that will hold the Notes as part of straddles, hedging transactions or conversion transactions for U.S. federal income tax purposes or investors whose functional currency is not the U.S. dollar). Moreover, the summary deals only with Notes with a term of 30 years or less. The U.S. federal income tax consequences of owning Notes with a longer term will be discussed in the applicable Pricing Supplement.

As used herein, the term "**U.S. Holder**" means a beneficial owner of Notes that is, for U.S. federal income tax purposes, (i) an individual citizen or resident of the United States, (ii) a corporation created or organised under the laws of the United States or any State thereof, (iii) an estate the income of which is subject to U.S. federal income tax without regard to its source or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or the trust has validly elected to be treated as a domestic trust for U.S. federal income tax purposes.

The U.S. federal income tax treatment of a partner in an entity treated as a partnership for U.S. federal income tax purposes that holds Notes will depend on the status of the partner and the activities of the partnership. Prospective purchasers that are entities treated as partnerships for U.S. federal income tax purposes should consult their tax adviser concerning the U.S. federal income tax consequences to their partners of the acquisition, ownership and disposition of Notes by the partnership.

This summary is based on the tax laws of the United States including the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as of the date hereof and all subject to change at any time, possibly with retroactive effect.

Bearer Notes are not being offered to U.S. Holders, except in certain transactions permitted by U.S. tax regulations. A U.S. Holder who owns a Bearer Note may be subject to limitations under United States income tax laws, including the limitations provided in sections 165(j) and 1287(a) of the United States Internal Revenue Code of 1986.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS FOR GENERAL INFORMATION ONLY. PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISERS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF OWNING THE NOTES, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL, FOREIGN AND OTHER TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.

The following summary applies to Notes that are properly treated as debt for U.S. federal income tax purposes.

Payments of Interest

General

Interest on a Note, whether payable in U.S. dollars or a currency, composite currency or basket of currencies other than U.S. dollars (a "foreign currency"), other than interest on a "Discount Note" that is not "qualified stated interest" (each as defined below under "*Original Issue Discount—General*"), will be taxable to a U.S. Holder as ordinary income at the time it is received or accrued, depending on the holder's method of accounting for tax purposes. Interest paid by the Issuer on the Notes and OID, if any, accrued with respect to the Notes (as described below under "*Original Issue Discount*") generally will constitute income from sources outside the United States.

Under legislation, for tax years beginning on or after 1 January 2018, U.S. Holders that use an accrual method of accounting for tax purposes may be required to accrue income earlier than would be the case under the prior rules. U.S. Holders that use an accrual method of accounting should consult with their tax advisers regarding the potential application of this legislation to their particular situation.

Effect of Turkish Withholding Taxes

As discussed in "*Taxation—Certain Turkish Tax Considerations*," under current law payments of interest in respect of the Notes may be subject to Turkish withholding taxes. For U.S. federal income tax purposes, U.S. Holders will be treated as having actually received the amount of Turkish taxes withheld by the Issuer with respect to a Note, and as then having actually paid over the withheld taxes to the Turkish taxing authorities. As a result of this rule, the amount of interest income included in gross income for U.S. federal income tax purposes by a U.S. Holder with respect to a payment of interest may be greater than the amount of cash actually received (or receivable) by the U.S. Holder from the Issuer with respect to the payment.

Subject to certain limitations, a U.S. Holder will generally be entitled to a credit against its U.S. federal income tax liability, or a deduction in computing its U.S. federal taxable income, for Turkish income taxes withheld by the Issuer. For purposes of the foreign tax credit limitation, foreign source income is classified in one of several "baskets", and the credit for foreign taxes on income in any basket is limited to U.S. federal income tax allocable to that income. Interest and OID (defined below) generally will constitute foreign source income

in the "passive category income" basket. In certain circumstances, a U.S. Holder may be unable to claim foreign tax credits (and may instead be allowed deductions) for Turkish taxes imposed on a payment of interest if the U.S. Holder has not held the Notes for at least 16 days during the 31-day period beginning on the date that is 15 days before the date on which the right to receive the payment arises. Since a U.S. Holder may be required to include OID on the Notes in its gross income in advance of any withholding of Turkish income taxes from payments attributable to the OID (which would generally occur when the Note is repaid or redeemed), a U.S. Holder may not be entitled to a credit or deduction for these Turkish income taxes in the year the OID is included in the U.S. Holder's gross income, and may be limited in its ability to credit or deduct in full the Turkish taxes in the year those taxes are actually withheld by the Issuer. Prospective purchasers should consult their tax advisers concerning the foreign tax credit implications of the payment of these Turkish taxes.

Original Issue Discount

General

The following is a summary of the principal U.S. federal income tax consequences of the ownership of Notes issued with original issue discount ("**OID**"). The following summary does not discuss Notes that are characterized as contingent payment debt instruments for U.S. federal income tax purposes. In the event the Issuer issues contingent payment debt instruments the applicable Pricing Supplement may describe the material U.S. federal income tax consequences thereof.

A Note, other than a Note with a term of one year or less (a "**Short-Term Note**"), will be treated as issued with OID (a "**Discount Note**") if the excess of the Note's "stated redemption price at maturity" over its issue price is equal to or more than a *de minimis* amount (0.25% of the Note's stated redemption price at maturity multiplied by the number of complete years to its maturity). An obligation that provides for the payment of amounts other than qualified stated interest before maturity (an "installment obligation") will be treated as a Discount Note if the excess of the Note's stated redemption price at maturity over its issue price is equal to or greater than 0.25% of the Note's stated redemption price at maturity multiplied by the weighted average maturity of the Note. A Note's weighted average maturity is the sum of the following amounts determined for each payment on a Note (other than a payment of qualified stated interest): (i) the number of complete years from the issue date until the payment is made multiplied by (ii) a fraction, the numerator of which is the amount of the payment and the denominator of which is the Note's stated redemption price at maturity. Generally, the issue price of a Note will be the first price at which a substantial amount of Notes included in the issue of which the Note is a part is sold to persons other than bond houses, brokers, or similar persons or organisations acting in the capacity of underwriters, placement agents, or wholesalers. The stated redemption price at maturity of a Note is the total of all payments provided by the Note that are not payments of "qualified stated interest." A qualified stated interest payment is generally any one of a series of stated interest payments on a Note that are unconditionally payable at least annually at a single fixed rate (with certain exceptions for lower rates paid during some periods), or a variable rate (in the circumstances described below under "*Variable Interest Rate Notes*"), applied to the outstanding principal amount of the Note. Solely for the purposes of determining whether a Note has OID, the Issuer will be deemed to exercise any call option that has the effect of decreasing the yield on the Note, and the U.S. Holder will be deemed to exercise any put option that has the effect of increasing the yield on the Note.

U.S. Holders of Discount Notes must include OID in income calculated on a constant-yield method before the receipt of cash attributable to the income, and generally will have to include in income increasingly greater amounts of OID over the life of the Discount Notes. The amount of OID includible in income by a U.S. Holder of a Discount Note is the sum of the daily portions of OID with respect to the Discount Note for each day during the taxable year or portion of the taxable year on which the U.S. Holder holds the Discount Note. The daily portion is determined by allocating to each day in any "accrual period" a pro rata portion of the OID allocable to that accrual period. Accrual periods with respect to a Note may be of any length selected by the U.S. Holder and may vary in length over the term of the Note as long as (i) no accrual period is longer than one year and (ii) each scheduled payment of interest or principal on the Note occurs on either the final or first day of an accrual period. The amount of OID allocable to an accrual period equals the excess of (a) the product

of the Discount Note's adjusted issue price at the beginning of the accrual period and the Discount Note's yield to maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) over (b) the sum of the payments of qualified stated interest on the Note allocable to the accrual period. The "adjusted issue price" of a Discount Note at the beginning of any accrual period is the issue price of the Note increased by (x) the amount of accrued OID for each prior accrual period and decreased by (y) the amount of any payments previously made on the Note that were not qualified stated interest payments.

Acquisition Premium

A U.S. Holder that purchases a Discount Note for an amount less than or equal to the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, but in excess of its adjusted issue price (any such excess being "acquisition premium") and that does not make the election described below under "*Election to Treat All Interest as Original Issue Discount*", is permitted to reduce the daily portions of OID by a fraction, the numerator of which is the excess of the U.S. Holder's adjusted basis in the Note immediately after its purchase over the Note's adjusted issue price, and the denominator of which is the excess of the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, over the Note's adjusted issue price.

Short-Term Notes

In general, an individual or other cash basis U.S. Holder of a Short-Term Note is not required to accrue OID (as specially defined below for the purposes of this paragraph) for U.S. federal income tax purposes unless it elects to do so (but may be required to include any stated interest in income as the interest is received). Accrual basis U.S. Holders and certain other U.S. Holders are required to accrue OID on Short-Term Notes on a straight-line basis or, if the U.S. Holder so elects, under the constant-yield method (based on daily compounding). In the case of a U.S. Holder not required and not electing to include OID in income currently, any gain realised on the sale or retirement of the Short-Term Note will be ordinary income to the extent of the OID accrued on a straight-line basis (unless an election is made to accrue the OID under the constant-yield method) through the date of sale or retirement. U.S. Holders who are not required and do not elect to accrue OID on Short-Term Notes will be required to defer deductions for interest on borrowings allocable to Short-Term Notes in an amount not exceeding the deferred income until the deferred income is realised.

For purposes of determining the amount of OID subject to these rules, all interest payments on a Short-Term Note are included in the Short-Term Note's stated redemption price at maturity. A U.S. Holder may elect to determine OID on a Short-Term Note as if the Short-Term Note had been originally issued to the U.S. Holder at the U.S. Holder's purchase price for the Short-Term Note. This election will apply to all obligations with a maturity of one year or less acquired by the U.S. Holder on or after the first day of the first taxable year to which the election applies, and may not be revoked without the consent of the IRS.

Fungible Issue

The Issuer may, without the consent of the Holders of outstanding Notes, issue additional Notes with identical terms. These additional Notes, even if they are treated for non-tax purposes as part of the same series as the original Notes, in some cases may be treated as a separate series for U.S. federal income tax purposes. In such a case, the additional Notes may be considered to have been issued with OID even if the original Notes had no OID, or the additional Notes may have a greater amount of OID than the original Notes. These differences may affect the market value of the original Notes if the additional Notes are not otherwise distinguishable from the original Notes.

Market Discount

A Note, other than a Short-Term Note, generally will be treated as purchased at a market discount (a "**Market Discount Note**") if the Note's stated redemption price at maturity or, in the case of a Discount Note, the Note's "revised issue price", exceeds the amount for which the U.S. Holder purchased the Note by at least 0.25% of

the Note's stated redemption price at maturity or revised issue price, respectively, multiplied by the number of complete years to the Note's maturity (or, in the case of a Note that is an installment obligation, the Note's weighted average maturity). If this excess is not sufficient to cause the Note to be a Market Discount Note, then the excess constitutes "*de minimis* market discount". For this purpose, the "revised issue price" of a Note generally equals its issue price, increased by the amount of any OID that has accrued on the Note and decreased by the amount of any payments previously made on the Note that were not qualified stated interest payments.

Under current law, any gain recognised on the maturity or disposition of a Market Discount Note (including any payment on a Note that is not qualified stated interest) will be treated as ordinary income to the extent that the gain does not exceed the accrued market discount on the Note. Alternatively, a U.S. Holder of a Market Discount Note may elect to include market discount in income currently over the life of the Note. This election will apply to all debt instruments with market discount acquired by the electing U.S. Holder on or after the first day of the first taxable year to which the election applies. This election may not be revoked without the consent of the Internal Revenue Service (the "**IRS**"). A U.S. Holder of a Market Discount Note that does not elect to include market discount in income currently will generally be required to defer deductions for interest on borrowings incurred to purchase or carry a Market Discount Note that is in excess of the interest and OID on the Note includible in the U.S. Holder's income, to the extent that this excess interest expense does not exceed the portion of the market discount allocable to the days on which the Market Discount Note was held by the U.S. Holder.

Under current law, market discount will accrue on a straight-line basis unless the U.S. Holder elects to accrue the market discount on a constant-yield method. This election applies only to the Market Discount Note with respect to which it is made and is irrevocable.

Variable Interest Rate Notes

Notes that provide for interest at variable rates ("**Variable Interest Rate Notes**") generally will bear interest at a "qualified floating rate" and thus will be treated as "variable rate debt instruments" under Treasury regulations governing accrual of OID. A Variable Interest Rate Note will qualify as a "variable rate debt instrument" if (a) its issue price does not exceed the total noncontingent principal payments due under the Variable Interest Rate Note by more than a specified *de minimis* amount, (b) it provides for stated interest, paid or compounded at least annually, at (i) one or more qualified floating rates, (ii) a single fixed rate and one or more qualified floating rates, (iii) a single objective rate, or (iv) a single fixed rate and a single objective rate that is a qualified inverse floating rate, and (c) it does not provide for any principal payments that are contingent (other than as described in (a) above).

A "qualified floating rate" is any variable rate where variations in the value of the rate can reasonably be expected to measure contemporaneous variations in the cost of newly borrowed funds in the currency in which the Variable Interest Rate Note is denominated. A fixed multiple of a qualified floating rate will constitute a qualified floating rate only if the multiple is greater than 0.65 but not more than 1.35. A variable rate equal to the product of a qualified floating rate and a fixed multiple that is greater than 0.65 but not more than 1.35, increased or decreased by a fixed rate, will also constitute a qualified floating rate. In addition, two or more qualified floating rates that can reasonably be expected to have approximately the same values throughout the term of the Variable Interest Rate Note (e.g., two or more qualified floating rates with values within 25 basis points of each other as determined on the Variable Interest Rate Note's issue date) will be treated as a single qualified floating rate. Notwithstanding the foregoing, a variable rate that would otherwise constitute a qualified floating rate but which is subject to one or more restrictions such as a maximum numerical limitation (i.e., a cap) or a minimum numerical limitation (i.e., a floor) may, under certain circumstances, fail to be treated as a qualified floating rate.

An "objective rate" is a rate that is not itself a qualified floating rate but which is determined using a single fixed formula and which is based on objective financial or economic information (e.g., one or more qualified floating rates or the yield of actively traded personal property). A rate will not qualify as an objective rate if it is based on information that is within the control of the Issuer (or a related party) or that is unique to the circumstances of the Issuer (or a related party), such as dividends, profits or the value of the Issuer's stock

(although a rate does not fail to be an objective rate merely because it is based on the credit quality of the Issuer). Other variable interest rates may be treated as objective rates if so designated by the IRS in the future. Despite the foregoing, a variable rate of interest on a Variable Interest Rate Note will not constitute an objective rate if it is reasonably expected that the average value of the rate during the first half of the Variable Interest Rate Note's term will be either significantly less than or significantly greater than the average value of the rate during the final half of the Variable Interest Rate Note's term. A "qualified inverse floating rate" is any objective rate where the rate is equal to a fixed rate minus a qualified floating rate, as long as variations in the rate can reasonably be expected to inversely reflect contemporaneous variations in the qualified floating rate. If a Variable Interest Rate Note provides for stated interest at a fixed rate for an initial period of one year or less followed by a variable rate that is either a qualified floating rate or an objective rate for a subsequent period and if the variable rate on the Variable Interest Rate Note's issue date is intended to approximate the fixed rate (e.g., the value of the variable rate on the issue date does not differ from the value of the fixed rate by more than 25 basis points), then the fixed rate and the variable rate together will constitute either a single qualified floating rate or objective rate, as the case may be.

A qualified floating rate or objective rate in effect at any time during the term of the instrument must be set at a "current value" of that rate. A "current value" of a rate is the value of the rate on any day that is no earlier than 3 months prior to the first day on which that value is in effect and no later than 1 year following that first day.

If a Variable Interest Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof qualifies as a "variable rate debt instrument", then any stated interest on the Note which is unconditionally payable in cash or property (other than debt instruments of the Issuer) at least annually will constitute qualified stated interest and will be taxed accordingly. Thus, a Variable Interest Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof and that qualifies as a "variable rate debt instrument" will generally not be treated as having been issued with OID unless the Variable Interest Rate Note is issued at a "true" discount (i.e., at a price below the Note's stated principal amount) in excess of a specified *de minimis* amount. OID on a Variable Interest Rate Note arising from "true" discount is allocated to an accrual period using the constant yield method described above by assuming that the variable rate is a fixed rate equal to (i) in the case of a qualified floating rate or qualified inverse floating rate, the value, as of the issue date, of the qualified floating rate or qualified inverse floating rate, or (ii) in the case of an objective rate (other than a qualified inverse floating rate), a fixed rate that reflects the yield that is reasonably expected for the Variable Interest Rate Note.

In general, any other Variable Interest Rate Note that qualifies as a "variable rate debt instrument" will be converted into an "equivalent" fixed rate debt instrument for purposes of determining the amount and accrual of OID and qualified stated interest on the Variable Interest Rate Note. Such a Variable Interest Rate Note must be converted into an "equivalent" fixed rate debt instrument by substituting any qualified floating rate or qualified inverse floating rate provided for under the terms of the Variable Interest Rate Note with a fixed rate equal to the value of the qualified floating rate or qualified inverse floating rate, as the case may be, as of the Variable Interest Rate Note's issue date. Any objective rate (other than a qualified inverse floating rate) provided for under the terms of the Variable Interest Rate Note is converted into a fixed rate that reflects the yield that is reasonably expected for the Variable Interest Rate Note. In the case of a Variable Interest Rate Note that qualifies as a "variable rate debt instrument" and provides for stated interest at a fixed rate in addition to either one or more qualified floating rates or a qualified inverse floating rate, the fixed rate is initially converted into a qualified floating rate (or a qualified inverse floating rate, if the Variable Interest Rate Note provides for a qualified inverse floating rate). Under these circumstances, the qualified floating rate or qualified inverse floating rate that replaces the fixed rate must be such that the fair market value of the Variable Interest Rate Note as of the Variable Interest Rate Note's issue date is approximately the same as the fair market value of an otherwise identical debt instrument that provides for either the qualified floating rate or qualified inverse floating rate rather than the fixed rate. Subsequent to converting the fixed rate into either a qualified floating rate or a qualified inverse floating rate, the Variable Interest Rate Note is converted into an "equivalent" fixed rate debt instrument in the manner described above.

Once the Variable Interest Rate Note is converted into an "equivalent" fixed rate debt instrument pursuant to the foregoing rules, the amount of OID and qualified stated interest, if any, are determined for the "equivalent" fixed rate debt instrument by applying the general OID rules to the "equivalent" fixed rate debt instrument and a U.S. Holder of the Variable Interest Rate Note will account for the OID and qualified stated interest as if the U.S. Holder held the "equivalent" fixed rate debt instrument. In each accrual period, appropriate adjustments will be made to the amount of qualified stated interest or OID assumed to have been accrued or paid with respect to the "equivalent" fixed rate debt instrument in the event that these amounts differ from the actual amount of interest accrued or paid on the Variable Interest Rate Note during the accrual period.

If a Variable Interest Rate Note, such as a Note the payments on which are determined by reference to an index, does not qualify as a "variable rate debt instrument", then the Variable Interest Rate Note will be treated as a contingent payment debt obligation. The proper U.S. federal income tax treatment of Variable Interest Rate Notes that are treated as contingent payment debt obligations will be more fully described in the applicable Pricing Supplement.

Notes Purchased at a Premium

A U.S. Holder that purchases a Note for an amount in excess of its principal amount, or for a Discount Note, its stated redemption price at maturity, may elect to treat the excess as "amortisable bond premium", in which case the amount required to be included in the U.S. Holder's income each year with respect to interest on the Note will be reduced by the amount of amortisable bond premium allocable (based on the Note's yield to maturity) to that year. Any election to amortise bond premium will apply to all bonds (other than bonds the interest on which is excludable from gross income for U.S. federal income tax purposes) held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder, and is irrevocable without the consent of the IRS. See also "*Original Issue Discount—Election to Treat All Interest as Original Issue Discount*".

Election to Treat All Interest as Original Issue Discount

A U.S. Holder may elect to include in gross income all interest that accrues on a Note using the constant-yield method described above under "*Original Issue Discount—General*", with certain modifications. For purposes of this election, interest includes stated interest, OID, *de minimis* OID, market discount, *de minimis* market discount and unstated interest, as adjusted by any amortisable bond premium (described above under "*Notes Purchased at a Premium*") or acquisition premium. This election will generally apply only to the Note with respect to which it is made and may not be revoked without the consent of the IRS. If the election to apply the constant-yield method to all interest on a Note is made with respect to a Market Discount Note, the electing U.S. Holder will be treated as having made the election discussed above under "*Market Discount*" to include market discount in income currently over the life of all debt instruments having market discount that are acquired on or after the first day of the first taxable year to which the election applies. U.S. Holders should consult their tax advisers concerning the propriety and consequences of this election.

Purchase, Sale and Retirement of Notes

A U.S. Holder's tax basis in a Note will generally be its cost, increased by the amount of any OID or market discount included in the U.S. Holder's income with respect to the Note and the amount, if any, of income attributable to *de minimis* OID and *de minimis* market discount included in the U.S. Holder's income with respect to the Note, and reduced by (i) the amount of any payments that are not qualified stated interest payments, and (ii) the amount of any amortisable bond premium applied to reduce interest on the Note.

A U.S. Holder will generally recognise gain or loss on the sale or retirement of a Note equal to the difference between the amount realised on the sale or retirement and the tax basis of the Note. The amount realised does not include the amount attributable to accrued but unpaid interest, which will be taxable as interest income to the extent not previously included in income. Except to the extent described above under "*Original Issue Discount—Market Discount*" or "*Original Issue Discount—Short Term Notes*" or attributable to changes in exchange rates (as discussed below), gain or loss recognised on the sale or retirement of a Note will be capital

gain or loss and will be long-term capital gain or loss if the U.S. Holder's holding period in the Notes exceeds one year. Gain or loss realised by a U.S. Holder on the sale or retirement of a Note generally will be U.S. source.

Foreign Currency Notes

Interest

If an interest payment is denominated in, or determined by reference to, a foreign currency, the amount of income recognised by a cash basis U.S. Holder will be the U.S. dollar value of the interest payment, based on the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars.

An accrual basis U.S. Holder may determine the amount of income recognised with respect to an interest payment denominated in, or determined by reference to, a foreign currency in accordance with either of two methods. Under the first method, the amount of income accrued will be based on the average exchange rate in effect during the interest accrual period (or, in the case of an accrual period that spans two taxable years of a U.S. Holder, the part of the period within the taxable year).

Under the second method, the U.S. Holder may elect to determine the amount of income accrued on the basis of the exchange rate in effect on the last day of the accrual period (or, in the case of an accrual period that spans two taxable years, the exchange rate in effect on the last day of the part of the period within the taxable year). Additionally, if a payment of interest is actually received within five business days of the last day of the accrual period, an electing accrual basis U.S. Holder may instead translate the accrued interest into U.S. dollars at the exchange rate in effect on the day of actual receipt. Any such election will apply to all debt instruments held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder, and will be irrevocable without the consent of the IRS.

Upon receipt of an interest payment (including a payment attributable to accrued but unpaid interest upon the sale or retirement of a Note) denominated in, or determined by reference to, a foreign currency, the U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

OID

OID for each accrual period on a Discount Note that is denominated in, or determined by reference to, a foreign currency, will be determined in the foreign currency and then translated into U.S. dollars in the same manner as stated interest accrued by an accrual basis U.S. Holder, as described above. Upon receipt of an amount attributable to OID (whether in connection with a payment on the Note or a sale or disposition of the Note), a U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

Market Discount

Market discount on a Note that is denominated in, or determined by reference to, a foreign currency, will be accrued in the foreign currency. If the U.S. Holder elects to include market discount in income currently, the accrued market discount will be translated into U.S. dollars at the average exchange rate for the accrual period (or portion thereof within the U.S. Holder's taxable year). Upon the receipt of an amount attributable to accrued market discount, the U.S. Holder may recognise U.S. source exchange gain or loss (which will be taxable as ordinary income or loss) determined in the same manner as for accrued interest or OID. A U.S. Holder that does not elect to include market discount in income currently will recognise, upon the disposition or maturity of the Note, the U.S. dollar value of the amount accrued, calculated at the spot rate on that date, and no part of this accrued market discount will be treated as exchange gain or loss.

Bond Premium

Bond premium (including acquisition premium) on a Note that is denominated in, or determined by reference to, a foreign currency, will be computed in units of the foreign currency, and any such bond premium that is taken into account currently will reduce interest income (or OID) in units of the foreign currency. On the date bond premium offsets interest income (or OID), a U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the amount offset multiplied by the difference between the spot rate in effect on the date of the offset, and the spot rate in effect on the date the Notes were acquired by the U.S. Holder. A U.S. Holder that does not elect to take bond premium (other than acquisition premium) into account currently will recognise a capital loss when the Note matures.

Sale or Retirement

As discussed above under "*Purchase, Sale and Retirement of Notes*", a U.S. Holder will generally recognise gain or loss on the sale or retirement of a Note equal to the difference between the amount realised on the sale or retirement and its tax basis in the Note. A U.S. Holder's tax basis in a Note that is denominated in a foreign currency will be determined by reference to the U.S. dollar cost of the Note. The U.S. dollar cost of a Note purchased with foreign currency will generally be the U.S. dollar value of the purchase price on the date of purchase, or the settlement date for the purchase, in the case of Notes traded on an established securities market, within the meaning of the applicable Treasury Regulations, that are purchased by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects).

The amount realised on a sale or retirement for an amount in foreign currency will be the U.S. dollar value of this amount on the date of sale or retirement, or the settlement date for the sale, in the case of Notes traded on an established securities market, within the meaning of the applicable Treasury Regulations, sold by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects). Such an election by an accrual basis U.S. Holder must be applied consistently from year to year and cannot be revoked without the consent of the IRS.

A U.S. Holder will recognise U.S. source exchange rate gain or loss (taxable as ordinary income or loss) on the sale or retirement of a Note equal to the difference, if any, between the U.S. dollar values of the U.S. Holder's purchase price for the Note (i) on the date of sale or retirement and (ii) the date on which the U.S. Holder acquired the Note. Any such exchange rate gain or loss will be realised only to the extent of total gain or loss realised on the sale or retirement (including any exchange gain or loss with respect to the receipt of accrued but unpaid interest).

Disposition of Foreign Currency

Foreign currency received as interest on a Note or on the sale or retirement of a Note will have a tax basis equal to its U.S. dollar value at the time the foreign currency is received. Foreign currency that is purchased will generally have a tax basis equal to the U.S. dollar value of the foreign currency on the date of purchase. Any gain or loss recognised on a sale or other disposition of a foreign currency (including its use to purchase Notes or upon exchange for U.S. dollars) will be U.S. source ordinary income or loss.

Backup Withholding and Information Reporting

In general, payments of interest and accruals of OID on, and the proceeds of a sale, redemption or other disposition of, the Notes, payable to a U.S. Holder by a U.S. paying agent or other U.S. intermediary will be reported to the IRS and to the U.S. Holder as may be required under applicable regulations. Backup withholding will apply to these payments, including payments of OID, if the U.S. Holder fails to provide an accurate taxpayer identification number or certification of exempt status or fails to report all interest and dividends required to be shown on its U.S. federal income tax returns. Certain U.S. Holders are not subject to backup withholding. U.S. Holders should consult their tax advisers as to their qualification for exemption from backup withholding and the procedure for obtaining an exemption.

Reportable Transactions

A U.S. taxpayer that participates in a "reportable transaction" will be required to disclose its participation to the IRS. Under the relevant rules, if the Notes are denominated in a foreign currency, a U.S. Holder may be required to treat a foreign currency exchange loss from the Notes as a reportable transaction if this loss exceeds the relevant threshold in the regulations (U.S.$50,000 in a single taxable year, if the U.S. Holder is an individual or trust, or higher amounts for other non-individual U.S. Holders), and to disclose its investment by filing Form 8886 with the IRS. A penalty in the amount of U.S.$10,000 in the case of a natural person and U.S.$50,000 in all other cases is generally imposed on any taxpayer that fails to timely file an information return with the IRS with respect to a transaction resulting in a loss that is treated as a reportable transaction. Prospective purchasers are urged to consult their tax advisers regarding the application of these rules.

Foreign Financial Asset Reporting

U.S. Holders are subject to reporting requirements on the holding of certain foreign financial assets, including debt of foreign entities, if the aggregate value of all of these assets exceeds $50,000 at the end of the taxable year or $75,000 at any time during the taxable year. The thresholds are higher for individuals living outside of the United States and married couples filing jointly. The Notes are expected to constitute foreign financial assets subject to these requirements unless the Notes are held in an account at a financial institution (in which case the account may be reportable if maintained by a foreign financial institution). U.S. Holders should consult their tax advisers regarding the application of this legislation. See "*Foreign Account Tax Compliance Act*" below.

FATCA DISCLOSURE

Foreign Account Tax Compliance Act

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986 (as amended), commonly known as FATCA, a foreign financial institution (as defined in FATCA) may be required to withhold on certain payments it makes ("**foreign passthru payments**") to persons that fail to meet certain certification, reporting or related requirements. The Issuer is a foreign financial institution for these purposes. A number of jurisdictions (including Türkiye) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as Notes, such withholding would not apply prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. Federal Register and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining foreign passthru payments are filed with the U.S. Federal Register generally would be grandfathered for purposes of FATCA withholding unless materially modified after such date. However, if additional Notes (as described under Condition 17) that are not distinguishable from previously issued Notes are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Notes, including the Notes offered prior to the expiration of the grandfathering period, as subject to withholding under FATCA. Holders should consult their own tax advisers regarding how these rules may apply to their investment in Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding.

CERTAIN CONSIDERATIONS FOR ERISA AND OTHER U.S. EMPLOYEE BENEFIT PLANS

Subject to the following discussion, the Notes (or beneficial interests therein) may be acquired with assets of an "employee benefit plan" (as defined in Section 3(3) of ERISA), that is subject to Title I of ERISA, a "plan" as defined in and subject to Section 4975 of the Code and any entity deemed to hold "plan assets" of any of the foregoing (each a "**Benefit Plan Investor**"), as well as by governmental plans (as defined in Section 3(32) of ERISA), certain church plans (as defined in Section 3(33) of ERISA) and non-U.S. plans (as described in Section 4(b)(4) of ERISA) (collectively, with Benefit Plan Investors, referred to as "**Plans**").

The fiduciary provisions of ERISA, the Code and other rules and regulations applicable to Benefit Plan Investors that are not subject to ERISA, impose certain obligations on Benefit Plan Investors and may impose limitations on investment in the Notes. In determining whether to make an investment in the Notes, fiduciaries of Benefit Plan Investors should carefully consider such provisions in consultation with their advisers.

Among other factors, such fiduciaries should consider the composition of the Benefit Plan Investor's portfolio with respect to diversification; the cash flow needs of the Benefit Plan Investor and the illiquidity of an investment in the Notes; and the economic terms of the Benefit Plan Investor's investment in the Notes and the Benefit Plan Investor's funding objectives; as well as the tax effects of an investment in the Notes.

Section 406 of ERISA and Section 4975 of the Code prohibit a Benefit Plan Investor from engaging in certain transactions with Persons who are "parties in interest" under ERISA or "disqualified persons" under the Code with respect to such Benefit Plan Investor. A violation of these "prohibited transaction" rules might result in an excise tax or other penalties and liabilities under ERISA and the Code for such Persons or the fiduciaries of such Benefit Plan Investor. In addition, Title I of ERISA requires fiduciaries of a Benefit Plan Investor subject to ERISA to make investments that are prudent, diversified and in accordance with the governing plan documents.

The U.S. Department of Labor has issued a regulation found at 29 C.F.R. Section 2510.3-101, (as modified by Section 3(42) of ERISA, the "**Plan Asset Regulation**") that generally provides that when a Benefit Plan Investor acquires an equity interest in an entity such as the Issuer, such investor's assets include its equity interest and an undivided interest in each of the underlying assets of such entity. This default look-through rule does not apply, however, to: (i) the acquisition of an instrument that is treated as indebtedness under applicable local law and which has no substantial equity features, (ii) a publicly offered security or a security issued by an investment company registered under the United States Investment Company Act of 1940 or (iii) to an equity interest in an entity that qualifies as an "operating company." An operating company under the Plan Asset Regulation is an entity that is primarily engaged, directly or through majority owned subsidiaries in production or sale of a product or service other than the investment of capital. The Issuer believes the Notes should be exempt from the plan asset look-through rule described above by virtue of the Notes being either (i) treated as indebtedness under applicable local law; or (ii) an investment in an operating company as defined under the Plan Asset Regulation. There is very little authority regarding the application of ERISA and the Plan Asset Regulation to entities such as the Issuer, and there can be no assurance that the U.S. Department of Labor or the courts would not take a position or promulgate additional rules or regulations that could significantly impact the "plan asset" status of the Issuer.

If the Issuer or the Notes did not satisfy one of these exceptions and was, as a result, the Issuer were deemed to hold plan assets of Benefit Plan Investors, the Issuer, the Dealers and their respective affiliates would each become a fiduciary to each Benefit Plan Investor and certain aspects of the operation of the Notes could result in violations of ERISA. In addition, any transaction the Issuer enters into would be treated as a transaction with each such Benefit Plan Investor and could result in a "prohibited transaction" under ERISA or Section 4975 of the Code.

Governmental plans, certain church plans and non-U.S. plans are not subject to the fiduciary responsibility provisions of ERISA and the prohibited transaction provisions of Section 406 of ERISA or Section 4975 of the Code; *however*, such Plans might be subject to any applicable state, local, other federal or non-U.S. law that is substantially similar to Section 406 of ERISA or Section 4975 of the Code ("**Similar Law**").

Even if the Issuer is not deemed to hold plan assets of Benefit Plan Investors, an investment in the Notes by (or on behalf of) a Benefit Plan Investor could give rise to a prohibited transaction if the Bank, an Arranger, a Dealer, an Agent, the Listing Agent or any of their respective affiliates is or becomes a party in interest or a "disqualified person" with respect to such Benefit Plan Investor. Certain exemptions from the prohibited transaction rules could be applicable to the acquisition or holding of an investment in the Notes by a Benefit Plan Investor depending upon the type and circumstances of the plan fiduciary making the decision to acquire such investment and the relationship of the party in interest or "disqualified person" to the Benefit Plan Investor. Included among these exemptions are: Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code for certain transactions between a Benefit Plan Investor and Persons who are parties in interest or "disqualified persons" solely by reason of providing services to the Benefit Plan Investor or being affiliated with such service providers; Prohibited Transaction Class Exemption ("**PTCE**") 96-23, regarding transactions effected by "in-house asset managers;" PTCE 95-60, regarding investments by insurance company general accounts; PTCE 91-38, regarding investments by bank collective investment funds; PTCE 90-1, regarding investments by insurance company pooled separate accounts; and PTCE 84-14, regarding transactions effected by "qualified professional asset managers." Even if the conditions specified in one or more of these exemptions are met, the scope of the relief provided by these exemptions might or might not cover all acts that might be construed as prohibited transactions. There can be no assurance that any of these, or any other exemption, will be available with respect to any particular transaction involving the Notes, and prospective investors that are Benefit Plan Investors should consult with their legal advisors regarding the applicability of any such exemption.

By acquiring a Note (or a beneficial interest therein), each purchaser and transferee (and if such purchaser or transferee is a Plan, then its fiduciary) is deemed to represent and warrant to, and agree with, the Issuer that either: (a) it is not, and for so long as it holds the Note (or a beneficial interest therein) will not be, acquiring or holding a Note (or a beneficial interest therein) with the assets of a Benefit Plan Investor or a Plan that is subject to Similar Law, or (b) the acquisition, holding and disposition of the Note (or a beneficial interest therein) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or a violation of Similar Law.

Each purchaser and transferee of the Notes (or any interest therein) that is (or is acting on behalf of) a Benefit Plan Investor (and, if applicable, its fiduciary) will be further deemed to represent and warrant to, and agree with, the Issuer that: (a) none of the Issuer, the Dealers, the Arrangers, the Agents or any of their respective affiliates has provided any investment recommendation or investment advice (within the meaning of Section 3(21) of ERISA) to such Benefit Plan Investor (and, if applicable, such fiduciary or other person investing the assets of such Benefit Plan Investor (a "**Fiduciary**")) with respect to such investment in the Notes, (b) none of the Issuer, the Dealers, the Arrangers, the Agents or any of their respective affiliates have acted or are otherwise undertaking to act as a fiduciary (as defined in Section 3(21) of ERISA, Section 4975(e)(3) of the Code or 29 CFR 2510.3-21) to such Benefit Plan Investor or Fiduciary in connection with such investment and (c) such Benefit Plan investor or Fiduciary is exercising its own independent judgment in evaluating such investment in the Notes.

The sale of Notes to a Benefit Plan Investor is in no respect a representation by the Issuer that such an investment meets all relevant legal requirements with respect to investors by Benefit Plan Investors generally or any particular Benefit Plan Investors. Prospective investors in the Notes are advised to consult their advisors with respect to the matters discussed above and other applicable legal requirements.

SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

The Dealers have, in a Programme Agreement (such Programme Agreement as modified and/or supplemented and/or restated from time to time, the "**Programme Agreement**") dated 17 July 2026, agreed with the Issuer a basis upon which they or any of them may from time to time agree to purchase Notes. Any such agreement will extend to those matters stated under "*Form of the Notes*" and "*Terms and Conditions of the Notes*". In the Programme Agreement, the Issuer has agreed to reimburse the Dealers for certain of their expenses in connection with the establishment and any future update of the Programme and the issue of Notes under the Programme and to indemnify the Dealers against certain liabilities incurred by them in connection therewith.

ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase securities that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase Notes (or beneficial interests therein) that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell the Notes (or beneficial interests therein) constituting part of its allotment solely outside the United States.

Any offers and sales of the Notes (or beneficial interests therein) in the United States may only be made by those Dealers or their respective affiliates that are registered broker-dealers under the Exchange Act or in accordance with Rule 15a-6 thereunder.

TRANSFER RESTRICTIONS

As a result of the following restrictions, purchasers of Notes in the United States are advised to consult legal counsel prior to making any purchase, offer, sale, resale or other transfer of such Notes.

Each purchaser (and if applicable, such purchaser's Fiduciary) of Registered Notes (other than a person purchasing an interest in a Registered Global Note with a view to holding it in the form of an interest in the same Global Note) or person wishing to transfer an interest from one Registered Global Note to another or from global to definitive form or vice versa, will be required to acknowledge, represent and agree, and each person purchasing an interest in a Registered Global Note with a view to holding it in the form of an interest in the same Global Note will be deemed to have acknowledged, represented and agreed, as follows (terms used in this paragraph that are defined in Rule 144A or in Regulation S are used herein as defined therein):

(a) that either: (a) it is a QIB, purchasing (or holding) the Notes for its own account or for the account of one or more QIBs and it is aware that any sale to it is being made in reliance on Rule 144A or (b) it is outside the United States and is not a U.S. person;

(b) that it is not a broker-dealer which owns and invests on a discretionary basis less than U.S.$25,000,000 in securities of unaffiliated issuers;

(c) that it is not formed for the purpose of investing in the Issuer;

(d) that it, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of the Notes;

(e) that it understands that the Issuer may receive a list of participants holding positions in its securities from one or more book-entry depositories;

(f) that the Notes are being offered and sold in a transaction not involving a public offering in the United States within the meaning of the Securities Act, and that the Notes have not been and will not be registered under the Securities Act or any other applicable U.S. State securities laws and the Issuer has not registered and does not intend to register as an investment company under the Investment

Company Act and, accordingly, the Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except as set forth below;

(g) that, unless it holds an interest in a Regulation S Global Note and is a person located outside the United States and is not a U.S. person, if in the future it decides to resell, pledge or otherwise transfer the Notes or any beneficial interests in the Notes, it will do so, prior to the expiration of the applicable required holding period determined pursuant to Rule 144 of the Securities Act from the later of the last Issue Date for the Series and the last date on which the Issuer or an affiliate of the Issuer was the owner of such Notes, only (a) to the Issuer or any affiliate thereof, (b) to a person whom the seller reasonably believes is a QIB purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of Rule 144A, (c) outside the United States in compliance with Rule 903 or Rule 904 under the Securities Act, (d) pursuant to the exemption from registration provided by Rule 144 under the Securities Act (if available) or (e) pursuant to an effective registration statement under the Securities Act, in each case in accordance with all applicable U.S. State securities laws;

(h) it will, and will require each subsequent holder to, notify any purchaser or transferee, as applicable, of the Notes from it of the resale and transfer restrictions referred to in paragraph (g) above, if then applicable;

(i) that Notes initially offered to QIBs will be represented by one or more Rule 144A Global Notes and that Notes offered outside the United States in reliance on Regulation S will be represented by one or more Regulation S Global Notes;

(j) that it understands that the Issuer has the power to compel any beneficial owner of Notes represented by a Rule 144A Global Note that is a U.S. person and is not a QIB to sell its interest in such Notes, or may sell such interest on behalf of such owner. The Issuer has the right to refuse to honour the transfer of an interest in any Rule 144A Global Note to a U.S. person who is not a QIB. Any purported transfer of an interest in a Rule 144A Global Note to a purchaser that does not comply with the requirements of the transfer restrictions herein will be of no force and effect and will be void;

(k) except as otherwise provided in the applicable Pricing Supplement, either: (i) it is not, is not using the assets of, and shall not at any time hold such Notes (or any interest therein) for or on behalf of, a Benefit Plan Investor or a governmental, church or non-U.S. or other plan subject to Similar Law or (ii) (A) its acquisition, holding and disposition of such Notes (or any interest therein) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or, in the case of a governmental, church or non-U.S. plan, a violation of any applicable Similar Law, (B) none of the Issuer, the Dealers, the Arrangers, the Agents or any of their respective affiliates (the "**Transaction Parties**") has provided any investment recommendation or investment advice (within the meaning of Section 3(21) of ERISA) to such Benefit Plan Investor (and, if applicable, such Fiduciary) with respect to such investment in the Notes, (C) none of the Transaction Parties have acted or are otherwise undertaking to act as a fiduciary (as defined in Section 3(21) of ERISA, Section 4975(e)(3) of the Code or 29 CFR 2510.3-21) to such Benefit Plan Investor or Fiduciary in connection with such investment and (D) such Benefit Plan investor or Fiduciary is exercising its own independent judgment in evaluating such investment in the Notes. Any purported purchase or transfer of such Notes (or any interest therein) that does not comply with the foregoing shall be null and void;

(l) to the extent Benefit Plan Investors or plans subject to Similar Law are prohibited from purchasing a Note or any interest therein under a Pricing Supplement, it is not, is not using the assets of, and shall not at any time hold such Note (or any interest therein) for or on behalf of, a Benefit Plan Investor or a governmental, church or non-U.S. plan subject to Similar Law. Any purported purchase or transfer of such Note (or any interest therein) that does not comply with the foregoing shall be null and void;

(m) that the Notes in registered form, other than the Regulation S Global Notes, will bear a legend to the following effect unless otherwise agreed to by the Issuer:

"THIS SECURITY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY OTHER APPLICABLE U.S. STATE SECURITIES LAWS AND THE ISSUER HAS NOT REGISTERED AND DOES NOT INTEND TO REGISTER AS AN INVESTMENT COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE "INVESTMENT COMPANY ACT"), AND, ACCORDINGLY, THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT AS SET FORTH IN THE FOLLOWING SENTENCE. BY ITS ACQUISITION HEREOF, THE HOLDER (A) REPRESENTS THAT IT IS A "QUALIFIED INSTITUTIONAL BUYER" (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT) ("QIB"), PURCHASING THE SECURITIES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF ONE OR MORE QIBs IN A MINIMUM PRINCIPAL AMOUNT OF U.S.$200,000 (OR THE EQUIVALENT AMOUNT IN A FOREIGN CURRENCY; (B) AGREES THAT IT WILL NOT RESELL OR OTHERWISE TRANSFER THE SECURITIES EXCEPT IN ACCORDANCE WITH THE AGENCY AGREEMENT AND, PRIOR TO EXPIRATION OF THE APPLICABLE REQUIRED HOLDING PERIOD DETERMINED PURSUANT TO RULE 144 OF THE SECURITIES ACT FROM THE LATER OF THE LAST ISSUE DATE FOR THE SERIES AND THE LAST DATE ON WHICH THE ISSUER OR AN AFFILIATE OF THE ISSUER WAS THE OWNER OF SUCH SECURITIES OTHER THAN (1) TO THE ISSUER OR ANY AFFILIATE THEREOF, (2) TO A PERSON WHOM THE SELLER REASONABLY BELIEVES IS A QIB WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A (3) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH RULE 903 OR RULE 904 UNDER THE SECURITIES ACT, (4) PURSUANT TO THE EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (5) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES AND ANY OTHER JURISDICTION; AND (C) IT AGREES THAT IT WILL DELIVER TO EACH PERSON TO WHOM THIS SECURITY IS TRANSFERRED A NOTICE SUBSTANTIALLY TO THE EFFECT OF THIS LEGEND. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 FOR RESALES OF THE SECURITY.

ANY RESALE OR OTHER TRANSFER OF THIS SECURITY (OR BENEFICIAL INTEREST HEREIN) WHICH IS NOT MADE IN COMPLIANCE WITH THE RESTRICTIONS SET FORTH HEREIN WILL BE OF NO FORCE AND EFFECT, WILL BE NULL AND VOID AND WILL NOT OPERATE TO TRANSFER ANY RIGHTS TO THE TRANSFEREE, NOTWITHSTANDING ANY INSTRUCTIONS TO THE CONTRARY TO THE ISSUER OR ANY OF ITS AGENTS. IN ADDITION TO THE FOREGOING, IN THE EVENT OF A TRANSFER OF THIS SECURITY (OR BENEFICIAL INTEREST HEREIN) TO A U.S. PERSON WITHIN THE MEANING OF REGULATION S THAT IS NOT A QIB, THE ISSUER MAY (A) COMPEL SUCH TRANSFEREE TO SELL THIS SECURITY OR ITS INTEREST HEREIN TO A PERSON WHO (I) IS A U.S. PERSON WHO IS A QIB THAT IS OTHERWISE QUALIFIED TO PURCHASE THIS SECURITY OR INTEREST HEREIN IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT OR (II) IS NOT A U.S. PERSON WITHIN THE MEANING OF REGULATION S IN AN OFFSHORE TRANSACTION IN COMPLIANCE WITH REGULATION S OR (B) COMPEL SUCH TRANSFEREE TO SELL THIS SECURITY OR ITS INTEREST HEREIN TO A PERSON DESIGNATED BY OR ACCEPTABLE TO THE ISSUER AT A PRICE EQUAL TO THE LESSER OF (X) THE PURCHASE PRICE THEREFOR PAID BY THE ORIGINAL TRANSFEREE, (Y) 100 PER CENT. OF THE PRINCIPAL AMOUNT THEREOF OR (Z) THE FAIR MARKET VALUE THEREOF. THE ISSUER HAS THE RIGHT TO REFUSE TO HONOUR A TRANSFER OF THIS SECURITY OR INTEREST HEREIN TO A U.S. PERSON WHO IS NOT A QIB. EACH TRANSFEROR OF THIS SECURITY WILL PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE AGENCY AGREEMENT TO

ITS TRANSFEREE. THE ISSUER HAS NOT REGISTERED AND NOR DOES IT INTEND TO REGISTER UNDER THE INVESTMENT COMPANY ACT.

EACH PURCHASER (AND SUCH PURCHASER'S FIDUCIARY, IF APPLICABLE) OF THIS SECURITY (OR ANY INTEREST HEREIN) AGREES THAT IT WILL BE DEEMED BY SUCH PURCHASE OF THIS SECURITY (OR ANY INTEREST HEREIN) TO HAVE REPRESENTED AND WARRANTED, ON EACH DAY FROM THE DATE ON WHICH THE PURCHASER ACQUIRES THIS SECURITY (OR ANY INTEREST HEREIN) THROUGH AND INCLUDING THE DATE ON WHICH THE PURCHASER DISPOSES OF THIS SECURITY (OR ANY INTEREST HEREIN), THAT, UNLESS OTHERWISE PROVIDED IN A SUPPLEMENT TO THE BASE OFFERING CIRCULAR, EITHER (I) IT IS NOT, IS NOT USING THE ASSETS OF, AND SHALL NOT AT ANY TIME HOLD THIS SECURITY (OR ANY INTEREST HEREIN) FOR OR ON BEHALF OF, AN "EMPLOYEE BENEFIT PLAN" AS DEFINED IN SECTION 3(3) OF THE UNITED STATES EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("ERISA"), THAT IS SUBJECT TO TITLE I OF ERISA, A "PLAN" AS DEFINED IN AND SUBJECT TO SECTION 4975 OF THE UNITED STATES INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), AN ENTITY WHOSE UNDERLYING ASSETS INCLUDE OR ARE DEEMED FOR PURPOSES OF ERISA OR THE CODE TO INCLUDE PLAN ASSETS BY REASON OF AN EMPLOYEE BENEFIT PLAN'S OR PLAN'S INVESTMENT IN SUCH ENTITY OR A GOVERNMENTAL, CHURCH OR NON-U.S. PLAN SUBJECT TO FEDERAL STATE, LOCAL OR NON-U.S. LAWS OR REGULATIONS THAT ARE SUBSTANTIALLY SIMILAR TO SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (SIMILAR LAW) OR (II) (A) ITS ACQUISITION, HOLDING AND DISPOSITION OF THIS SECURITY (OR ANY INTEREST HEREIN) WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE OR, IN THE CASE OF A GOVERNMENTAL, CHURCH OR NON-U.S. PLAN, A VIOLATION OF ANY APPLICABLE SIMILAR LAWS, (B) NONE OF THE ISSUER, THE DEALERS, THE ARRANGERS, THE AGENTS OR ANY OF THEIR RESPECTIVE AFFILIATES (THE "TRANSACTION PARTIES") HAS PROVIDED ANY INVESTMENT RECOMMENDATION OR INVESTMENT ADVICE (WITHIN THE MEANING OF SECTION 3(21) OF ERISA) TO SUCH BENEFIT PLAN INVESTOR (AND, IF APPLICABLE, SUCH FIDUCIARY) WITH RESPECT TO SUCH INVESTMENT IN THE NOTES, (C) NONE OF THE TRANSACTION PARTIES HAVE ACTED OR ARE OTHERWISE UNDERTAKING TO ACT AS A FIDUCIARY (AS DEFINED IN SECTION 3(21) OF ERISA, SECTION 4975(E)(3) OF THE CODE OR 29 CFR 2510.3-21) TO SUCH BENEFIT PLAN INVESTOR OR FIDUCIARY IN CONNECTION WITH SUCH INVESTMENT AND (D) SUCH BENEFIT PLAN INVESTOR OR FIDUCIARY IS EXERCISING ITS OWN INDEPENDENT JUDGMENT IN EVALUATING SUCH INVESTMENT IN THE NOTES. ANY PURPORTED PURCHASE OR TRANSFER OF THIS SECURITY (OR ANY INTEREST HEREIN) THAT DOES NOT COMPLY WITH THE FOREGOING SHALL BE NULL AND VOID. THE ISSUER MAY COMPEL EACH BENEFICIAL HOLDER HEREOF TO CERTIFY PERIODICALLY THAT SUCH OWNER IS A QIB.

THIS SECURITY AND RELATED DOCUMENTATION (INCLUDING, WITHOUT LIMITATION, THE AGENCY AGREEMENT REFERRED TO HEREIN) MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, WITHOUT THE CONSENT OF, BUT UPON NOTICE TO, THE HOLDERS OF SUCH SECURITIES SENT TO THEIR REGISTERED ADDRESSES, TO MODIFY THE RESTRICTIONS ON AND PROCEDURES FOR RESALES AND OTHER TRANSFERS OF THIS SECURITY TO REFLECT ANY CHANGE IN APPLICABLE LAW OR REGULATION (OR THE INTERPRETATION THEREOF) OR IN PRACTICES RELATING TO RESALES OR OTHER TRANSFERS OF RESTRICTED SECURITIES GENERALLY. THE HOLDER OF THIS SECURITY SHALL BE DEEMED, BY ITS ACCEPTANCE OR PURCHASE HEREOF, TO HAVE AGREED TO ANY SUCH AMENDMENT OR SUPPLEMENT (EACH OF WHICH SHALL BE CONCLUSIVE AND BINDING ON THE HOLDER HEREOF AND ALL FUTURE HOLDERS OF THIS SECURITY AND ANY

SECURITIES ISSUED IN EXCHANGE OR SUBSTITUTION THEREFOR, WHETHER OR NOT ANY NOTATION THEREOF IS MADE HEREON).";

(n) that the Notes in registered form which are registered in the name of a nominee of DTC will bear an additional legend to the following effect unless otherwise agreed to by the Issuer:

"UNLESS THIS GLOBAL NOTE IS PRESENTED BY AN AUTHORISED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY, A NEW YORK CORPORATION, ("DTC"), TO THE ISSUER OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY REGISTERED NOTE ISSUED IN EXCHANGE FOR THIS GLOBAL NOTE OR ANY PORTION HEREOF IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUIRED BY AN AUTHORISED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORISED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON OTHER THAN DTC OR A NOMINEE THEREOF IS WRONGFUL IN AS MUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

THIS GLOBAL SECURITY MAY NOT BE EXCHANGED, IN WHOLE OR IN PART, FOR A SECURITY REGISTERED IN THE NAME OF ANY PERSON OTHER THAN DTC OR A NOMINEE THEREOF EXCEPT IN THE LIMITED CIRCUMSTANCES SET FORTH IN THIS GLOBAL SECURITY, AND MAY NOT BE TRANSFERRED, IN WHOLE OR IN PART, EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS SET FORTH IN THIS LEGEND. BENEFICIAL INTERESTS IN THIS GLOBAL SECURITY MAY NOT BE TRANSFERRED EXCEPT IN ACCORDANCE WITH THIS LEGEND.";

(o) if it is outside the United States and is not a U.S. person, that if it should resell or otherwise transfer the Notes prior to the expiration of the distribution compliance period (defined as 40 days after the later of the commencement of the offering and the closing date with respect to the original issuance of the Notes), it will do so only (a) (i) outside the United States in compliance with Rule 903 or 904 under the Securities Act or (ii) to a QIB in compliance with Rule 144A and (b) in accordance with all applicable U.S. State securities laws; and it acknowledges that the Regulation S Global Notes will bear a legend to the following effect unless otherwise agreed to by the Issuer:

"THIS SECURITY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY OTHER APPLICABLE U.S. STATE SECURITIES LAWS AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT IN ACCORDANCE WITH THE AGENCY AGREEMENT AND PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT. THIS LEGEND SHALL CEASE TO APPLY UPON THE EXPIRY OF THE PERIOD OF 40 DAYS AFTER THE COMPLETION OF THE DISTRIBUTION OF ALL THE NOTES OF THE TRANCHE OF WHICH THIS NOTE FORMS PART."; and

(p) that the Issuer and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that if any of such acknowledgements, representations or agreements made by it are no longer accurate, it shall promptly notify the Issuer; and if it is acquiring any Notes as a fiduciary or agent for one or more accounts it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

SELLING RESTRICTIONS

Türkiye

The Issuer has obtained the CMB Approval from the CMB and the BRSA Approval from the BRSA required for the issuance of Notes under the Programme. Pursuant to the Programme Approvals, the offer, sale and issue of Notes under the Programme has been authorised and approved in accordance with Decree 32, the Banking Law and its related legislation, the Capital Markets Law and related regulations. In addition, Notes (or beneficial interests therein) may only be offered or sold outside of Türkiye in accordance with the CMB Approval. Under the CMB Approval, the CMB has authorised the offering, sale and issue of any Notes within the scope of such CMB Approval on the condition that no transaction that qualifies as a sale or offering of Notes (or beneficial interests therein) by way of public offering or private placement in Türkiye may be engaged in.

Notwithstanding the foregoing, pursuant to the BRSA Decision No. 3665 dated 6 May 2010, the BRSA Decision No. 3875 dated 30 September 2010 and in accordance with Decree 32, residents of Türkiye: (a) in the secondary markets only, may purchase or sell Notes (or beneficial interests therein) denominated in a currency other than Turkish Lira in offshore transactions on an unsolicited (reverse inquiry) basis; and (b) in both the primary and secondary markets, may purchase or sell Notes (or beneficial interests therein) denominated in Turkish Lira in offshore transactions on an unsolicited (reverse inquiry) basis; provided that, for each of sub-clauses (a) and (b) above), such purchase or sale is made through licensed banks authorised by the BRSA or licensed brokerage institutions authorised pursuant to the CMB regulations and the purchase price is transferred through such licensed banks. As such, Turkish residents should use such licensed banks or licensed brokerage institutions when purchasing Notes (or beneficial interests therein) and should transfer the purchase price through such licensed banks.

An issuance certificate (*ihraç belgesi*) and/or a tranche issuance approval (*tertip ihraç onayı*) in respect of each Tranche of Notes shall be prepared by, and the CMB approval thereof shall be obtained by, the Issuer prior to the issue date of each such Tranche of Notes. The Issuer shall maintain the authorisation and approval of the CMB as necessary for the offer, sale and issue of Notes under the Programme. In particular, in order to issue any further Tranche of Notes after 16 July 2027 the Bank will be required to renew its CMB approval which, in line with the relevant regulations, was granted for a one-year period. Furthermore, until 16 July 2027, if and when the aggregate nominal amount of all Notes issued and sold following 16 July 2026 under the Programme exceeds U.S.$5,000,000,000, the Bank will be required to obtain a new CMB approval prior to the issuance and sale of any further tranche of Notes.

Monies paid for any purchase of Notes (or beneficial interests therein) are not protected by the insurance coverage provided by the SDIF.

United States

The Notes have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from, or not subject to the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

In connection with any Notes which are offered or sold outside the United States in reliance on an exemption from the registration requirements of the Securities Act provided under Regulation S ("**Regulation S Notes**"), each Dealer has represented, warranted, undertaken and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant, undertake and agree, that it will not offer, sell or deliver such Regulation S Notes (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of all Notes of the Tranche of which such Regulation S Notes are a part, within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Regulation S of the Securities Act. Each Dealer has further agreed, and each further Dealer appointed under the Programme

will be required to agree, that it will send to each dealer to which it sells any Regulation S Notes during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Regulation S Notes within the United States or to, or for the account or benefit of, U.S. persons. Terms used in the two preceding paragraphs have the meanings given to them by Regulation S under the Securities Act.

The Bearer Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. Treasury regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") and Treasury Regulations promulgated thereunder.

In respect of Bearer Notes where TEFRA D is specified in the applicable Pricing Supplement each Dealer will be required to represent, undertake and agree (and each additional Dealer appointed under the Programme will be required to represent, undertake and agree) that:

(a) except to the extent permitted under U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D) (or any substantially identical successor United States Treasury regulation section, including without limitation, substantially identical successor regulations issued in accordance with Internal Revenue Service Notice 2012-20 or otherwise in connection with the United States Hiring Incentives to Restore Employment Act of 2010) (the "**D Rules**"), (i) that it has not offered or sold, and during the restricted period it will not offer or sell, Bearer Notes to a person who is within the United States or its possessions or to a United States person, and (ii) that it has not delivered and it will not deliver within the United States or its possessions Definitive Bearer Notes that are sold during the restricted period;

(b) it has and throughout the restricted period it will have in effect procedures reasonably designed to ensure that its employees or agents who are directly engaged in selling Bearer Notes are aware that such Notes may not be offered or sold during the restricted period to a person who is within the United States or its possessions or to a United States person, except as permitted by the D Rules;

(c) if it is a United States person, it is acquiring Bearer Notes for purposes of resale in connection with their original issuance and if it retains Bearer Notes for its own account, it will only do so in accordance with the requirements of U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D)(6) (or any substantially identical successor United States Treasury regulation section, including without limitation, substantially identical successor regulations issued in accordance with Internal Revenue Service Notice 2012-20 or otherwise in connection with the United States Hiring Incentives to Restore Employment Act of 2010);

(d) with respect to each affiliate that acquires Bearer Notes from a Dealer for the purpose of offering or selling such Notes during the restricted period, such Dealer repeats and confirms the representations and agreements contained in subparagraphs (a), (b) and (c) on such affiliate's behalf; and

(e) it will obtain from any distributor (within the meaning of U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D)(4)(ii)) (or any substantially identical successor United States Treasury regulation section, including without limitation, substantially identical successor regulations issued in accordance with Internal Revenue Service Notice 2012-20 or otherwise in connection with the United States Hiring Incentives to Restore Employment Act of 2010) that purchases any Bearer Notes from it pursuant to a written contract with such Dealer (except a distributor that is one of its affiliates or is another Dealer), for the benefit of the Issuer and each other Dealer, the representations contained in, and such distributor's agreement to comply with, the provisions of subparagraphs (a), (b), (c) and (d) of this paragraph insofar as they relate to the D Rules, as if such distributor were a Dealer hereunder.

Terms used in this paragraph have the meanings given to them by the Code and Treasury regulations thereunder, including the D Rules.

Until 40 days after the commencement of the offering of any Series of Notes, an offer or sale of such Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration

requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the Securities Act.

Dealers may arrange for the resale of Notes to QIBs pursuant to Rule 144A and each such purchaser of Notes is hereby notified that the Dealers may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A. The minimum aggregate principal amount of Notes which may be purchased by a QIB pursuant to Rule 144A is U.S.$200,000 (or the approximate equivalent thereof in any other currency). To the extent that the Issuer is not subject to or does not comply with the reporting requirements of Section 13 or 15(d) of the Exchange Act or the information furnishing requirements of Rule 12g3-2(b) thereunder, the Issuer has agreed to furnish to holders of Notes and to prospective purchasers designated by such holders, upon request, such information as may be required by Rule 144A(d)(4).

Prohibition of sales to EEA Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Base Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the EEA. For the purposes of this provision:

(a) the expression "**retail investor**" means a person who is one (or more) of the following:

  (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or

  (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

  (iii) not a qualified investor as defined in the Prospectus Regulation; and

(b) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", in relation to each Member State of the EEA, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Base Offering Circular as completed by the Pricing Supplement in relation thereto to the public in that Member State except that it may make an offer of such Notes to the public in that Member State:

(A) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;

(B) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(C) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Notes referred to in (A) to (C) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision:

- the expression "**an offer of Notes to the public**" in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes; and

- the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

United Kingdom

Prohibition of sales to EEA Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Notes which are the subject of this Base Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the UK. For the purposes of this provision:

(a) the expression "**retail investor**" means a person who is either one (or both) of the following:

  (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or

  (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024; and

(b) the expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of this Base Offering Circular as completed by the Pricing Supplement in relation thereto to the public in the UK except that it may make an offer:

(a) at any time to any legal entity which is a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs;

(b) at any time to fewer than 150 persons (other than qualified investors as defined in paragraph 15 of Schedule 1 to the POATRs) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(c) at any time in any other circumstances falling within Part 1 of Schedule 1 to the POATRs.

For the purposes of this provision:

- the expression **an offer of Notes to the public** in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes; and

- the expression **POATRs** means the Public Offers and Admissions to Trading Regulations 2024.

Other regulatory restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

(a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;

(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended; the "**FIEA**") and each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

Belgium

Other than in respect of Notes for which "Prohibition of Sales to Belgian Consumers" is specified as "Not Applicable" in the applicable Pricing Supplement, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that an offering of Notes may not be advertised to any individual in Belgium qualifying as a consumer within the meaning of Article I.1.2° of the Belgian Code of Economic Law, as amended from time to time (a "**Belgian Consumer**") and that it has not offered, sold or resold, transferred or delivered, and will not offer, sell, resell, transfer or deliver, the Notes, and that it has not distributed, and will not distribute, any prospectus, memorandum, information circular, brochure or any similar documents in relation to the Notes, directly or indirectly, to any Belgian Consumer.

Hong Kong

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that:

(a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes other than (i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong ("**SFO**") and any rules made under the SFO; or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "**C(WUMP)O**") or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and

(b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Base Offering Circular has not been and will not be registered as a prospectus with the MAS. Accordingly, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree that it has not offered or sold any Notes or caused any Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause any Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Base Offering Circular or any other document or material in connection with the offer or sale or invitation for subscription or purchase of any Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to, and in accordance with the conditions specified in Section 275 of the SFA.

General

Each Dealer has agreed and each further Dealer appointed under the Programme will be required to agree that it will (to the best of its knowledge and belief) comply with all applicable securities laws and regulations in force in any jurisdiction in which it purchases, offers, sells or delivers Notes or possesses or distributes this Base Offering Circular and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and neither the Issuer nor any of the other Dealers shall have any responsibility therefor.

None of the Issuer and the Dealers represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

OTHER GENERAL INFORMATION

Authorisation

The establishment of the Programme and the issue of Notes have been duly authorised by resolutions of the Board of Directors of the Issuer dated 17 November 2025 and 9 June 2026.

Listing of Notes

Application has been made to Euronext Dublin for Notes issued under the Programme to be admitted to the Official List and to trading on the Global Exchange Market for a period of 12 months from the date of this Base Offering Circular. The approval of the Programme in respect of the Notes was granted on or about 17 July 2026.

Documents Available

For so long as any Notes issued pursuant to this Base Offering Circular are listed on the Official List of Euronext Dublin and admitted to trading on the Global Exchange Market, copies of the following documents will, when published, be available in physical form for inspection from Finanskent Mahallesi, Finans Caddesi, No:42/1 34760 Ümraniye/İstanbul:

(a) the articles of association (with an English translation thereof) of the Issuer;

(b) the BRSA Financial Statements incorporated by reference herein;

(c) when published, copies of the latest annual and unaudited interim financial statements of the Bank (in English) delivered by the Bank pursuant to Condition 5.3;

(d) the Agency Agreement, the Deed of Covenant, the Deed Poll and the forms of the Global Notes, the Notes in definitive form, the Coupons and the Talons;

(e) a copy of this Base Offering Circular; and

(f) any future Base Offering Circular, prospectuses, information memoranda, supplements, Pricing Supplements to this Base Offering Circular (save that Pricing Supplements relating to a Tranche of Notes which is not admitted to listing, trading and/or quotation on any listing authority, stock exchange and/or quotation system will only be available for inspection by a holder of such Note and such holder must produce evidence satisfactory to the Issuer or the Paying Agent as to its holding of Notes and identity).

In addition, for such period, copies of the documents that are to be available as described in: (i) clauses (a) through (d) are (or, as applicable, are expected to be) available in electronic form on the Issuer's website (as of the date hereof, at: https://www.halkbank.com.tr/en#; *provided* that: (A) the Articles can be found at https://www.halkbank.com.tr/en/investor-relations/corporate-governance/articles-of-association and (B) with respect to such documents (or portions thereof) that are incorporated by reference herein, see the weblinks in "*Documents Incorporated by Reference*" above, and (ii) clauses (e) and (f) are (or, as applicable, are expected to be) available in electronic format on Euronext Dublin's website at www.euronext.com/en/markets/dublin. Such websites do not, and shall not be deemed to, constitute a part of, nor are incorporated into, this Base Offering Circular.

Clearing Systems

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg (which are the entities in charge of keeping the records). The appropriate Common Code and ISIN for each Tranche of Notes allocated by Euroclear and Clearstream, Luxembourg will be specified in the applicable Pricing Supplement.

In addition, the Issuer may make an application for any Notes in registered form to be accepted for trading in book-entry form by DTC. The CUSIP and/or CINS numbers for each Tranche of such Registered Notes, together with the relevant ISIN, Common Code and (if applicable) FISN and/or CFI, will be specified in the applicable Pricing Supplement. If the Notes are to clear through an additional or alternative clearing system the appropriate information will be specified in the applicable Pricing Supplement.

The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels. The address of Clearstream, Luxembourg is Clearstream Banking, 42 Avenue JF Kennedy, L-1855 Luxembourg. The address of DTC is 55 Water Street, New York, New York 10041, United States of America.

Conditions for determining price

The price and amount of Notes to be issued under the Programme will be determined by the Issuer and each relevant Dealer at the time of issue in accordance with prevailing market conditions.

Significant or Material Change

There has been no significant change in the financial performance or financial position of either the Issuer or the Group since the end of the last financial period for which audited or interim consolidated financial information has been published and there has been no material adverse change in the prospects of either the Issuer or the Group since the date of its last published audited consolidated financial statements.

Litigation

Neither the Issuer nor any other member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) in the 12 months preceding the date of this Base Offering Circular which may have or have in such period had a significant effect on the financial position or profitability of the Issuer or the Group.

Independent Auditors

The 2025 Consolidated BRSA Financial Statements, 2024 Consolidated BRSA Financial Statements, the 2025 Unconsolidated BRSA Financial Statements and the 2024 Unconsolidated BRSA Financial Statements as of 31 December 2025 and 31 December 2024, and for the years then ended incorporated by reference into this Base Offering Circular have been audited by KPMG, independent auditors, in accordance with the Turkish Auditor Regulation and Standards on Independent Auditing which is a component of the Turkish Auditing Standards published by the Public Oversight Accounting and Auditing Standards Authority, as stated in their audit reports included in each of the 2025 Consolidated BRSA Financial Statements, 2024 Consolidated BRSA Financial Statements, the 2025 Unconsolidated BRSA Financial Statements and the 2024 Unconsolidated BRSA Financial Statements.

The 2026 Interim Consolidated BRSA Financial Statements, 2025 Interim Consolidated BRSA Financial Statements, the 2026 Interim Unconsolidated BRSA Financial Statements and the 2025 Interim Unconsolidated BRSA Financial Statements as of 31 March 2026 and 31 March 2025, and for the periods then ended incorporated by reference into this Base Offering Circular have been reviewed by KPMG, independent auditors, in accordance with the Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", as stated in their review reports included in each of the Interim Consolidated BRSA Financial Statements and the Interim Unconsolidated BRSA Financial Statements.

The 2023 Consolidated BRSA Financial Statements and the 2023 Unconsolidated BRSA Financial Statements as of 31 December 2023, and for the year then ended incorporated by reference into their Base Offering Circular have been audited by DRT Bağımsız Denetim ve SMMM A.Ş., (member of Deloitte Touche Tohmatsu Limited), independent auditors, in accordance with the Turkish Auditor Regulation and Standards

on Independent Auditing as stated in their audit report included in each of the 2023 Consolidated BRSA Financial Statements and the 2023 Unconsolidated BRSA Financial Statements.

Dealers transacting with the Issuer

Certain of the Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for the Issuer and its affiliates in the ordinary course of business.

APPENDIX A – SUMMARY OF DIFFERENCES BETWEEN IFRS AND BRSA REPORTING STANDARDS

The BRSA Financial Statements are prepared in accordance with the BRSA Reporting Standards. The BRSA Reporting Standards, statements, communiqués and guidance differ from IFRS in some instances that might be material to the financial information herein. Such differences primarily relate to the format of presentation of financial statements, disclosure requirements (e.g., IFRS 7) and accounting policies. BRSA format and disclosure requirements are prescribed by relevant regulations and do not always conform to IFRS or IAS 34 standards. The following paragraphs contain a narrative description of differences between IFRS and the BRSA Reporting Standards as adopted by the Issuer in preparing its annual financial statements.

Similar differences with IFRS also exist in the accounting policies and disclosure requirements applied to consolidated subsidiaries, especially those providing life and non-life insurance services, which are subject to policies/requirements of the Turkish Treasury, and factoring and leasing services, which are subject to specific BRSA policies/requirements.

Hyperinflationary Accounting

Pursuant to TAS 29 and IAS 29, the financial statements of entities whose functional currency is that of a hyperinflationary economy must be adjusted for the effects of changes in a general price index. Neither TAS 29 nor IAS 29 establishes an absolute rate when hyperinflation is deemed to arise, but rather each provides a series of non-exclusive guidelines as to when restatement of financial statements becomes necessary. These guidelines include, among other considerations, quantitative criteria based upon verifying whether the three-year cumulative inflation rate approaches or exceeds 100%. In March 2022, the International Practices Task Force of the Centre for Audit Quality, which monitors countries experiencing high inflation, categorised Türkiye as a country with a three-year cumulative inflation rate greater than 100% as of 28 February 2022. Accordingly, Turkish companies reporting under IFRS should apply IAS 29 to their financial statements for periods ending on and after 30 June 2022.

With respect to TFRS, TAS 29 recommends that all entities that report in the currency of the same hyperinflationary economy apply this standard from the same date. As such, as indicated in TAS 29, in order to ensure application compatibility within Türkiye, all reporting entities are expected to start to use TAS 29 at the same time following an announcement to do so by the POA. On 23 November 2023, the POA published an announcement requiring entities that apply TFRS to present their financial statements by adjusting for the impact of inflation for the annual period ending on or after 31 December 2023 in accordance with the principles set out in TAS 29; *however*, this announcement (notwithstanding the last sentence of the preceding paragraph) also provided that institutions authorised to regulate and supervise Turkish companies (*e.g.*, the BRSA as the regulator of Turkish banks) may determine a different transition date and, on 12 December 2023, the BRSA announced that such shall not apply for banks for BRSA Financial Statements as of and for the year ended 31 December 2023. Such implementation has since been further delayed by the BRSA, including its 5 December 2024 announcement that such shall not apply for banks for 2025. On 18 December 2025, the BRSA repealed its prior decision regarding the application of inflation accounting and determined that banks and other financial institutions subject to BRSA supervision shall not apply inflation accounting. As a result, the BRSA Financial Statements incorporated by reference into this Base Offering Circular have not applied the inflation adjustment standards of TAS 29, and there is no obligation to apply such standards to BRSA Financial Statements for future periods. Presentation of Financial Statements.

There are differences in presentation of financial statements other than measurement differences. These differences can be briefly explained by mandatory financial statement line items in accordance with TAS/IAS 1, disclosure requirements of TFRS/IFRS 7 or, where applicable, the disclosure requirements of other standards. BRSA Financial Statements (including the related notes) are presented under a special format determined by the BRSA. The format and content of the BRSA financial statements and notes are prepared in accordance with the "Communique on Financial Statements to be Disclosed to Public by Banks and

Explanations and Footnotes thereof" and "Communique on Disclosures about Risk Management to be Announced to Public by Banks." Similarly, balance sheet, statement of comprehensive income, statement of changes in equity and statement of cash flows and notes related to risk management are presented using this specified format. The BRSA also requires a statement for off balance sheet items. These presentation differences might vary based upon the sector that the related consolidated subsidiary operates in, especially those providing factoring or leasing services, which are subject to specific BRSA policies/requirements.

Basis for Consolidation

Consolidation under the BRSA Reporting Standards and TFRS/IFRS are based upon the concept of the power to control in determining whether a parent/subsidiary relationship exists and that consolidation is appropriate. Control is typically exhibited where an entity has the majority of the voting rights.

Only financial sector subsidiaries are consolidated under BRSA Reporting Standards, whereas non-financial subsidiaries are carried at cost or accounted by using the equity method defined in TAS 28 "Investments in Subsidiaries and Associates" or carried at fair value in accordance with IFRS 9." Under IFRS, all subsidiaries are consolidated.

Modified Financial Assets

Following the implementation of IFRS 9 as of 1 January 2018, the BRSA Reporting Standards regarding classification and measurement as well as expected credit loss principles applicable to financial instruments' portfolios were aligned with IFRS; however, the BRSA made some amendments to the application of the relevant BRSA Reporting Standards through communiqués and other laws, which amendments resulted in some differences in terms of staging and expected credit loss calculations between the BRSA Reporting Standards and the application of IFRS.

Reclassification of financial assets between Stage 1, Stage 2, and Stage 3 in the Expected Credit Loss (ECL) model refers to the movement of modified financial assets across these stages, depending on changes in credit risk. While IFRS 9 implicitly addresses this, local regulatory frameworks like those enforced by the BRSA define the reclassification and cure policy as follows:

BRSA Approach

Turkish local regulations provide clearer and more prescriptive guidance compared to IFRS 9. BRSA provides specific requirements for evidence to support reclassification, including sustained repayment, adherence to predefined credit metrics, and sustained improvement in financial performance. Examples include:

- Assets restructured under new payment terms may stay in Stage 2 for a defined observation period before being upgraded to Stage 1, even if immediate payment improvements are observed.

- Assets moved into Stage 3 due to default must show a sustained repayment period (e.g., six months of consistent payments) before being eligible for reclassification as stage 2.

- Observation Periods: Modified financial assets often remain in Stage 2 or Stage 3 during a "quarantine period" until performance indicates a recovery. This prevents premature upgrades based upon short-term repayment changes.

While IFRS 9 provides flexibility by relying on qualitative analysis and judgment, BRSA regulations offer a more structured, rule-based approach to reclassification for modified financial assets. The BRSA's clear criteria and observation periods reduce ambiguity and ensure a more conservative and standardized application but may lead to delayed upgrades or stricter requirements for financial recovery.

Associates

Under IFRS, an entity is considered as an associate of the Group if the Group has significant influence, but not control, over the financial and operational policies of such entity. The same rule applies under the BRSA Reporting Standards; *however*, according to the BRSA Reporting Standards, an entity operating in the financial sector is consolidated as an associate if an employee representative of the Group is on the board of directors of such entity. Under TFRS/IFRS, the existence of an employee representative of the Group on the board of directors of an entity is not sufficient to establish that the Group has a significant influence on such an entity.

According to the "Communique on Preparation of Consolidated Financial Statements of Banks," significant influence refers to the power to participate in the establishment of financial and administrative policies of the partnership that is being participated in. If the parent bank has qualified share in the partnership that is being participated, unless otherwise proved, it is accepted that it has significant influence in that associate. The existence of another investor holding significant amount or majority ownership does not pose an obstacle for the parent bank to have significant influence in that associate.

According to definitions in "Banking Law No. 5411," qualified shares are shares that represent, directly or indirectly, 10% or more of the capital or voting rights of an undertaking or that yield the privilege to appoint members to the board of director even though such rate is below 10%. Controlling owner refers to natural or legal persons that directly or indirectly, individually or jointly, control an undertaking.

According to "Communique on Preparation of Consolidated Financial Statements of Banks," the existence of matters such as representation in a board of directors or an equivalent unit of the associate that is being participated in, participation in policy-making process of the partnership that is being participated in and changeability of management staff of the subsidiary with management staff of other partnerships within the group are accepted as indicators of significant influence.

Equity Accounting

Under the BRSA Reporting Standards, financial sector associates are subject to consolidation based upon the equity method if the Group has significant influence, but not control, over the financial and operating policies of such entities. According to the BRSA Reporting Standards, if an employee representative of the Group is on the board of directors of an entity, then the Group has significant influence over the financial and operating policies of such entity. Under TFRS/IFRS, the existence of an employee representative of the Group on the board of directors of an entity is not sufficient to consider such entity an associate and consolidate such entity based upon the equity method.

According to Article 5 of "Communiqué on Preparation of Consolidated Financial Statements of Banks," parent banks are required to prepare consolidated financial statements by implementing Turkish Accounting Standards as of the end of the calendar year and as of the end of March, June and September and provides that such banks shall be presented as a single enterprise with their partnerships in credit institution or financial institutions, except for certain exceptions determined under paragraphs 4, 5 and 6 of such article.

Assets Held for Sale

IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" mandates that, unless specific conditions outlined in paragraph 9 thereof are met, an asset classified as held for sale should generally be sold within one year. In contrast, according to the BRSA, this period is three years for banks.

IFRS 9

Under Turkish regulations, banks are required to apply IFRS 9 Financial Instruments; *however*, this is not the case for non-bank financial institutions such as factoring, leasing and consumer finance companies, which have the option to apply IFRS 9 voluntarily as per their specific regulations. This is outlined in the Regulation on Uniform Chart of Accounts and Financial Statement Examples for Leasing, Factoring, and Financing

Companies (as published in the Official Gazette No. 28861 dated 24 December 2013), which regulation allows such non-bank financial institutions to follow local accounting standards unless they choose to implement IFRS 9. Such companies may allocate expected credit loss provisions under TFRS 9 so long as they notify the BRSA in accordance with the relevant regulations. In contrast, IFRS mandates the application of IFRS 9 for all entities without exception.

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