

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

1. Corporate Governance Principles Compliance Statement

Though its shares are not publicly traded, Odea Bank A.Ş. has chosen to publish the present report as a voluntary compliance with the recommendations of the Capital Markets Board of Turkey ("CMB"), and in line with its commitment to implement sound Corporate Governance practices and to constantly review and improve them. The present report is structured along the "Corporate Governance Principles Compliance Report Format" published by the CMB.

PART I - SHAREHOLDERS

2. Investor Relations Department

As of December 31, 2025, the shareholding structure of Odea Bank A.Ş. is as follows:

Shareholders	Share Amount	Share Ownership
ADQ Financial Services LLC	5.051.109.306	%95.9
Flash Investment Holding 1 RSC Ltd.	1	%0.00000002
Flash Investment Holding 2 RSC Ltd.	1	%0.00000002
Flash Investment Holding 3 RSC Ltd.	1	%0.00000002
Flash Investment Holding 4 RSC Ltd.	1	%0.00000002
H.H Sheikh Dheyab Binzayed Binsultan Al-Nahyan	210.701.739	%4
Total	5.261.811.049	100,00%

As stated in our Bank's statement published on KAP on October 15, 2024, ADQ, an Abu Dhabi-based investment and holding company established in 2018 as a strategic partner of the Government of the United Arab Emirates, signed a share purchase agreement with the shareholder consortium led by Bank Audi on October 15, 2024, to purchase 96 percent of Odeabank's shares. According to the agreement, Bank Audi's 76,419%, European Bank for Reconstruction and Development's (EBRD) 8,009%, International Finance Corporation's (IFC) 6,362%, IFC FIG Investment Company S.a.r.l's 3,426% and Mohammad Hassan Zeidan's 1,780% shares in the Bank were transferred to ADQ on March 26, 2025.

At Odeabank, relations with the shareholders are handled by the Corporate Secretariat. E-mail address of the team is [REDACTED] and the phone number is [REDACTED]. The following table displays the name/ surname and contact information of the authorized employees working as part of the Corporate Secretariat.

Name Surname	Title	Phone Number	E-mail Address
Çağla Kaygısız (*)	Board Support Manager	[REDACTED]	[REDACTED]
Ceyda Demircan	Board Support Assistant Manager	[REDACTED]	[REDACTED]

(*) Board Support Manager, Çağla Kaygısız, holds the Corporate Governance Rating Specialist License and the Credit Rating Specialist License from the Capital Markets Board.

The main investor relation activities performed by the Corporate Secretariat in 2025 are as follows:

- Preparing the documents required to be submitted for the information and assessment of the shareholders in relation to Ordinary and Extraordinary General Assembly meetings, and ensuring that the meetings are held in accordance with the related legislation, the articles of association, and other regulations;

- Making sure that the Bank’s corporate website always displays the updated content information on the Corporate Governance page¹,
- Providing support for the preparation of annual reports,
- Responding to the queries that the shareholders deliver in writing,
- Within the scope of the related legislation, responding to the queries concerning the information that are not commercial secrets or customer secrets, which are delivered by credit rating agencies and related parties for international borrowings,
- Coordinating with the Financial and Regulatory Reporting Unit for required notifications and material disclosures.

All shareholders of the Bank receive equal treatment. Regulating the relations with the shareholders, Corporate Secretariat facilitates the protection and usage of the shareholders rights, primarily the right to demand information and examination right. During 2025, no application or request for information was delivered by any shareholder to the Corporate Secretariat.

3. Exercise of Shareholders’ Right to Obtain Information

All changes that may result in an impact on the Bank’s financial or administrative structures are disclosed via the Public Disclosure Platform (KAP) and announced on the Bank’s website so as to enable the shareholders to effectively exercise their right to obtain information. Moreover, a process is in place to allow a prompt response by the Corporate Secretariat to queries received via phone, in writing and e-mail.

Provided both in Turkish and English, the Bank’s website (www.odeabank.com.tr) is regularly updated. On the website, the documents containing various public information are accessible under the section of “Corporate Governance”.

As the shares of the Bank are not publicly traded, its Articles of Association do not encompass the provisions imposed by the CMB on publicly traded companies². However, as per Article 438 of the Turkish Commercial Code, each shareholder is entitled to request, from the General Assembly, to submit certain matters to clarification through a special audit, regardless of whether or not the matter of the request is included on the meeting agenda, provided that it is necessary for the exercise of the shareholding rights and that the right to obtain or review information has already been exercised. No such requests from the shareholders were received during 2025.

Within the framework of the Banking Law, Odeabank is subject to the audit and supervision of the Banking Regulation and Supervision Agency (BRSA), as well as the regulations of the Capital Markets Board of Turkey (CMB), and its operations are periodically audited by the Independent Auditor elected by the General Assembly. Bank provides all necessary means and support to the Independent Auditors for conducting their regular and special audits.

4. General Assembly Meetings

The Bank’s General Assembly convenes for ordinary or extraordinary meetings. The required quorums of such meetings are as per the provisions of the Turkish Commercial Law. Calls for ordinary or extraordinary meetings of the General Assembly of Shareholders are made by means of a resolution taken by the Board of Directors. Calls for the General Assembly meetings are published and announced on the website of the Bank and on the Turkish Trade Registry Gazette at least twenty-one days prior to the date of meeting (excluding the announcement and meeting days). In accordance with the Bank’s Articles of Association, the place, date, time and agenda of the General Assembly meetings, the gazette

¹ <https://www.odeabank.com.tr/en/about-odeabank/corporate-governance>

² CMB legislation requires publicly traded companies to include, in their Articles of Association, a provision to the effect granting “the right to demand individually the assignment of special auditor from the general assembly for the examination of certain incidents, provided that the right to demand information and examination have previously been used”.

in which the notices are published (or is to be published) are also notified to the shareholders by certified mail at least twenty-one days prior to the date of meeting.

During the General Assembly Meetings, agenda items are discussed and submitted for the approval of the shareholders, who may raise questions related to the agenda items, and provide relevant opinions or recommendations. The raised questions are assessed and answered within the framework of the procedures and principles determined by the Capital Markets Board regulations and the Turkish Commercial Law. Proposed resolutions are submitted for the approval of the General Assembly and adopted when a sufficient quorum is present.

During the year 2025, two (2) Ordinary General Assembly Meetings were held, and the quorum of the Ordinary General Assembly Meeting dated March 26, 2025 was 90% and the Extraordinary General Assembly Meeting dated May 14, 2025 was 100%:

- **Ordinary General Assembly Meeting on 26 March 2025:** The Bank's Annual Report and the informative documents were submitted for the information and examination of the shareholders prior to the Ordinary General Assembly meeting.
- **Extraordinary General Assembly Meeting on May 14, 2025:** The amendment text outlining the change to be made on the Articles of Association so as to the increase of the issued capital of the Bank from 3.288.842.000,00 TL to 5.261.811.049,00 TL was submitted for the information and examination of the shareholders prior to the Extraordinary General Assembly meeting.

As part of the inalienable right to attend the General Assembly meeting, the right to question is allocated to the shareholders; however, they did not use this right in the Ordinary and Extraordinary General Assembly meetings held in 2025.

Since the Bank's shareholding structure is limited in size, and allows the organization of General Assembly meetings by means of "Call", the shareholders were called to the Ordinary General Assembly Meeting dated 2025, March 26 through a Board of Directors' resolution, which included information about the meeting, such as the venue, the date, and the agenda while due to time constraint, the Extraordinary General Assembly Meeting dated May 14, 2025, was convened without "Call" in accordance with Article 416 of the Turkish Commercial Code, and shareholders were invited by a Board of Directors' decision containing information about the meeting location, date, and agenda.

General Assembly meeting minutes and attendance lists are published in the Trade Registry Gazette and announced to public via the Public Disclosure Platform (KAP). General Assembly meeting minutes and attendance lists are also published on the website of Odea Bank A.Ş., enabling the shareholders to examine them.

5. Voting Rights and Minority Rights

Precautions are taken in the Bank to facilitate the use of voting rights and minority rights. Article 14 of the Odea Bank A.Ş.'s Articles of Association sets forth the provisions concerning the shareholders' voting rights and their exercise. Shareholders or their proxies present in the General Assembly meetings will have one vote for each share they hold or represent. The Articles of Association does not stipulate certain share groups to be represented in the BoD.

6. Dividend Rights

There are no privileged rights on the distribution of company dividends. The Bank's net profit allocation and distribution, as well as the profit's distribution date and procedure, are carried out pursuant to Articles 31 and 32 of the Bank's Articles of Association. During Annual Ordinary General Assembly meetings, decisions on the profit distribution are made and the processes arising therefrom are fulfilled within the framework of the related legal regulations.

There were no dividend rights as the Bank was in loss in the relevant year. Accordingly, in the Ordinary General Assembly Meeting dated March 26, 2025, it was resolved by the majority of the votes to offset the net offsetable (loss) for 2024 amounting TL 329,534,165.42 with extraordinary reserves (TL 2,708,650,835.55).

7. Transfer of Shares

There are no provisions in the Articles of Association of Odea Bank A.Ş. that restrict the transfer of shares. Shares are transferred in compliance with the legislation, and in particular, with the provisions of the Turkish Commercial Code, the Banking Law and other related laws and regulations.

Within this scope, in 2025, Bank Audi's 76,419%, European Bank for Reconstruction and Development's (EBRD) 8,009%, International Finance Corporation's (IFC) 6,362%, IFC FIG Investment Company S.a.r.l's 3,426% and Mohammad Hassan Zeidan's 1,780% shares in the Bank were transferred to ADQ, an Abu Dhabi-based investment and holding company established in 2018 as a strategic partner of the United Arab Emirates Government, on March 26, 2025.

PART II – PUBLIC DISCLOSURE AND TRANSPARENCY

8. Disclosure Policy

The disclosure policy of Odea Bank A.Ş. is not spelled out in a specific formal policy document. The Bank, however, makes all necessary disclosures to ensure that stakeholders can easily and accurately access relevant information as soon as possible. Odeabank is abiding by the provisions of the "Communique on the Financial Statements to be Disclosed by the Banks and Related Disclosures and Footnotes" applicable to Banks operating in Turkey and by the provisions of the legislation applicable to issuers of securities listed on the Dublin Stock Exchange where the sub-ordinated notes issued by Odeabank are listed. A formal disclosure policy may be adopted to the extent needed and as more securities of the bank become listed.

As for providing information, annual financial reports and interim financial reports, which are independently audited, are transparently disclosed on the Bank's website. Apart from financial reports, the following information is also available on the website: the corporate information stating the Bank's company profile and the shareholders' status, the shareholding structure, information on the Board of Directors and the senior management, the General Assembly meeting minutes, the adopted and applied policies, the composition of the Board committees, and all other related information, as well as annual and periodical reports. Significant developments regarding the Bank are made accessible through media, if deemed necessary. The General Manager of the Bank or the person authorized by the General Manager makes the public statements. In addition, in accordance with the related laws and regulations, information on all financial reports, responsibility declarations, material disclosures are announced to the public via the Public Disclosure Platform (KAP).

9. Corporate Website and Contents

The Bank's website is www.odeabank.com.tr. The Bank's website is used efficiently in order to ensure transparent and fast information sharing. The website is prepared in compliance with the provision "2.1. Corporate Website" in the Public Disclosure and Transparency section of CMB Corporate Governance Principles. The website encompasses the information on the Bank's trade registry information, shareholding and management structures, Articles of Association, material disclosures, annual and interim reports, financial reports, General Assembly meeting agendas, attendance lists, as well as meeting minutes and Vision& Mission etc. Furthermore, an English version of the website is available and accessible at the following address <https://www.odeabank.com.tr/en-us/sayfalar/default.aspx>.

10. Annual Reports

The Bank's annual reports are prepared to include the information regulated under the "Regulation on the Principles and Procedures Concerning the Preparation of and Publishing Annual Reports by Banks" published by BRSA and the Corporate Governance Principles stated in the CMB legislation and in a way to enable the public to access complete and accurate information. Annual reports are prepared and published on the Bank's website and announced via the KAP.

PART III – STAKEHOLDERS

11. Informing Stakeholders

The Bank's stakeholders are regularly informed by means of material disclosures sent to the Public Disclosure Platform, the newspaper announcements, advertisements, annual reports, social media, news on the website, and internal announcements.

In order to raise potential concern in connection with misconducts or policy violations that have potential to cause damage to the Bank, and to ensure that the necessary precautions are taken to protect the identity of the concern raiser, the Internal Audit Department has established an "Internal Notification Line", accessible through e-mail and phone. This notification line is aimed to serve as an objective point of contact available to all employees.

Based on the notifications it receives, the Internal Audit Department acts in accordance with corporate business principles, moral values, ethical rules, reliance and professionalism. Subject matter notifications are evaluated only by the Head of Internal Audit Department with an independent perspective and utmost prudence and sensitivity are shown in all matters related to confidentiality of information.

12. Stakeholder Participation in Management

Odeabank's Board of Directors is appointed by the Shareholders. In turn, the Board appoints the General Manager, the head of Internal Systems, and their direct reports. There are mechanisms specifically established for the stakeholders to share their complaints and recommendations concerning Bank's activities and their transactions with Management.

Customers and non-customers have the facility to convey their Suggestion/ Satisfaction/ Request/ Complaint and Objections to our Bank via the official website, branches, Direct Banking channels, Bank's official social media accounts, e-mail, mail, fax, Head Office telephone numbers, governmental institutions and agencies, website and other social media tools. The notifications submitted to our Bank are handled, analyzed, finalized by Customer Inquiry Management, and customers and non-customers are responded through any of the channels (telephone, e-mail, mail, SMS, social media, face to face) which they prefer.

On the other hand, Customer Inquiry Management is responsible for taking permanent actions for decreasing complaint and objection notifications; making optimization studies for a faster and more appropriate solution of request notifications; increasing the number of staff appreciated in satisfaction notifications. Detailed reports are submitted to the Senior Management and the Board of Directors regularly for raising awareness.

Additionally, within the scope of Article 93 of Banking Law No. 5411, a "Consumer Relations Coordination Officer" has been assigned in the Bank's organization chart in order to manage the complaints and requests regarding retail products and services. It is aimed to solve any disputes concerning retail customers in a timely, effective and efficient manner, to avoid any unfair treatment for customers, and to comply with the legal regulations. In line with these purposes, a report covering the 12-month period then ending is prepared under the supervision of "Consumer Relations

Coordination Officer” at the end of each quarter, and is submitted it to the Bank’s Audit Committee and to the BRSA.

The Bank, aiming to make a customer-centric approach one of the fundamental elements of its corporate culture, has established a Customer Experience Team to manage the customer experience from a holistic perspective. The team's primary objective is to consolidate customer experience initiatives under a single strategic umbrella, creating a consistent, measurable, and sustainable customer experience management model across all touchpoints. In this context, the team works to increase customer experience awareness across the bank, regularly collect customer feedback and perform measurements using experience metrics, evaluate the findings using advanced analytical methods and translate them into concrete improvement actions, and identify priority customer journeys to deliver an experience that exceeds customer expectations. The outputs of the work carried out and the gains achieved are regularly reported to Senior Management; customer experience performance is considered an integral part of strategic decision-making processes.

13. Human Resources Policy

Odeabank Human Resources, while managing its most valuable capital which is human resource, regards fair assessment, providing equal opportunities and transparency as its fundamental principles. The Bank aims at establishing a sustainable structure by ensuring establishment of a high performance institution, bringing and retaining new talents in the company.

The Human Resources Department acts as a strategic business partner in order to create the appropriate teams to achieve the strategic objectives of the Bank. This commitment also shows itself in the role that Human Resources play in the selection, recruitment, motivation, retention, promotion by open communication and improvement of all employees. The Department aims to recruit and retain the most qualified employees in all areas of the Bank.

It develops human resources practices in line with the Bank’s strategies, performs studies to increase the motivation of employees, acts as a career counsellor of the staff in line with their competences, skills, needs and expectations, ensures that they receive the trainings which are necessary for their personal development. Human Resources aims at having a sustainable human resource structure for the Bank, and an efficient talent and career management process. It makes studies such as assessment of the staff on title group basis for talent management, and it also makes studies like talent management through HR methods and succession plan. The Human Resources Department aims at ensuring a high level of employee performance and support the same in order to obtain a high corporate performance, develops an open and bilateral communication culture to support employees, and recognizes and rewards successful performance. The Bank exerts every effort to prevent discrimination among bank employees in terms of race, religion, language and gender; and to prevent employees’ exposure to physical, mental and emotional maltreatments within the Bank. The Department makes annual researches about employee satisfaction and loyalty, and also makes “root cause” analyses within the scope of the feedback received from the employees and takes necessary action.

There have been no complaints received from employees about discrimination to date. The job descriptions of the positions available at the Bank are accessible to all the employees on the intranet and are regularly monitored.

Human Resources applications such as Employee Personal Data, Leave Request (i.e. annual leave, maternity leave, sickness and casual leave etc.) and Approval System, E-Payroll Imaging Module, My HR Module, Performance Management System, "e-Odea" Human Resources Training Platform, Temporary Assignment can be used online, which provides fast and quality service for all employees. With the awareness that there is human resource behind the progress, it aims at providing continuous training and development for young creative minds while providing opportunities to them by recognizing and awarding their success. Evaluating the current economic conditions, necessary actions

were taken, an interim wage increase was designed to adapt to the inflationary environment, and employees were supported with practices such as meal allowance, and transportation allowance in 2025.

Branch visits have been planned to strengthen communication with employees. In these one-to-one meetings, an appropriate environment has been created to come together with the employees and listen to both their feedbacks and the ideas/ suggestions they want to convey.

The performance management process at the Bank is designed to strengthen a high-performance culture, make employee contributions visible, monitor job results on a role-based basis, and support employee development. In this context, performance evaluation is carried out by assessing job objectives using target cards and evaluating four separate components—basic, leadership, and technical competencies—differentiated on a role-based basis.

Odeabank prefers to evaluate its experienced human resource needs primarily from the capacity of the Bank in order to support the development of its employees, to enable them to advance in their careers and to strengthen the corporate culture. Within the scope of Odeabank Human Resources practices, Odeabank employees have the opportunity to progress vertically and horizontally with the powers and responsibilities they can take in parallel with their competence development.

In 2025, as part of Odeabank agile learning strategy, Human Resources department has performed assessment and evaluation activities towards the development of both technical and non-technical competencies and skills of employees, and in line with the results obtained, trainings and development solutions were customized for the Bank and for person.

Training and webinar series on topics such as data analytics, agility and digital transformation have been organized in order to provide the human resource employed at Odeabank with the knowledge, skills and competencies they will need to prepare themselves for the future today. Being aware of the impact and importance of leaders in the transformation process on the way to the vision of Odeabank, Human Resources department continued their planning on special leadership programs aimed at providing management skills, strategic perspective and leadership competencies necessary for the future of managers working in the branch and at the head office.

Designed to improve employees' data literacy and promote a culture of data-driven decision-making, title-based data training planning efforts continued largely in 2025.

Within the scope of the “OdeaStellar” Young Talent Program, which was launched in September 2025 to attract young talents to the Bank, 53 young talents participated in a one and a half-month development program consisting of training and workshops in basic banking, technical, professional and personal development. In addition to the trainings, they had the opportunity to get to know the Bank and its processes more closely through sharing sessions with department managers. It is aimed to ensure the continuity of the development of young talents with different training topics that are planned throughout the year, and their participation in technical trainings organized in this direction was ensured.

Within the scope of the “Nova Intern Program”, which was implemented for a similar purpose, a digital development program was created to bring together the needs of corporate working life with the interests and expectations of the young generation. 30 interns participated in the one-month program executed in August.

The webinar series which were also continued in 2025 to encourage all employees to have a continuous learning and multi-disciplinary perspective and organized in various areas of expertise. Aimed at supporting the holistic development of employees, English language training support continues with contracted institutions.

In addition to formal training solutions, Odeabank continues to contribute to the informal learning process by continuing to apply the “peer learning” methodology in order to develop a continuous learning culture.

Pursuant to the Law on Occupational Health and Safety numbered 6331 and relevant legislation, required number of employee representatives are assigned in the Bank as stipulated legally and they fulfill their duties de facto. Duties and Authorities of employee representatives are as shown on the table below:

Duties	Authorities
<ul style="list-style-type: none"> • Participate in the engagements related to occupational health and safety matters, • Observe such engagements and request that necessary precautions are taken, • Make recommendations when necessary, and • Represent the employees in such cases. 	<p>Employee representatives are entitled to make recommendations to the employer and request that necessary precautions are taken in order to eliminate the source of danger or to minimize the risk arising from the danger.</p>

Personnel turnover rate within the Bank is monitored on a quarterly basis and action plans are prepared in the event that the related rate exceeds the determined threshold values.

In 2025, excluding the Call Center Unit, the staff turnover rate was 14.7% including Odeatech, and 15.1% excluding Odeatech.

14. Code of Ethics and Social Responsibility

Ethical Rules

Odeabank’s core values, along with the highest professional standards of banking, aim to ensure the compliance of employees with all ethical and business rules as parts of the banking sector, in addition to laws, rules and regulations. Odeabank employees have the following responsibilities:

- Behaving in accordance with the principle of confidentiality of customer and Bank information,
- Keeping fair and accurate records,
- Conducting transactions in an honest manner,
- Acting consistently in their relationships with others,
- Providing precise, correct and complete information,
- Not discriminating against religion, language, race, gender, age, marital status or physical appearance,
- Ensuring a working environment without violence, physical and psychological abuse, alcohol or drugs,
- Not gaining personal interest related to the title/authority.

Odeabank employees are responsible for protecting, preventing leakage and sharing of personal data belonging to legal and natural persons in the Bank, such as the Bank's strategy, business plans, technologies, employee salaries and information belonging to third parties. Employees are also provided with training against misconduct and corruption risks. The Code of Ethical Conduct stipulates that people in decision-making mechanisms should not make choices contrary to the Bank's interests, should not take advantage of unfair competition and should not resort to illegal situations. Through the Internal Notification Line accessible by all employees and the related procedure, the channels, authorized units and/or persons that our employees should follow in case they encounter any irregularity or violation, and the channels, authorized units and/or persons that they can directly contact have been determined and announced, and the process on how to make internal notifications in cases of fraud, corruption, forgery, unethical behavior and non-compliance with legal regulations

has been defined in detail. In the process carried out by the Internal Audit, the information of the reporting employee is kept completely anonymous. In this way, it is aimed to prevent any negative situation that the employee may be exposed to as a result of the notification.

Social Responsibility

Odeabank places importance on social responsibility in addition to its responsibility for sustainable development and actively works for the communities in which it operates. It takes on a proactive and collaborative role within the community with the goals of improving quality of life, public benefit, cultural development, and enabling the community to live and work better. The bank focuses on issues such as sustainability, equality, accessibility, the empowerment of women and girls, and financial literacy, particularly at the international level. It encourages all managers and employees to act with social responsibility awareness while performing their professional duties, both as individuals and on behalf of the Bank. The Bank organizes training activities to develop the sensitivity of all employees on environmental and social issues and carries out special work towards this goal.

Within this framework, Odeabank undertakes to;

- Establish an open communication with all internal and external stakeholders by adopting honesty and open communication as a principle in interaction,
- Value human resources by promoting versatility, diversity and equal opportunity,
- Reward talent, supporting teamwork and employee development,
- Implement the highest business standards,
- Promote healthy ecosystems, social equity and good organizational governance within its sphere of influence and supply chain,
- Take responsibility for their decisions and actions and being trustworthy,
- Positively impact the value chain with a sense of social responsibility.

Odeabank aims to promote a sustainable development environmentally and socially in all banking operations. From this point of view, modelling on the best practices of international finance institutions, Odeabank developed and put into practice the “Environmental and Social Management System” on the purpose of removing the negative environmental and social impacts that may arise out of all its activities. “Environmental and Social Risk Team” established within the Bank analyzes environmental and social risk assessments of customers within the framework of the Environmental and Social Management System.

Odeabank continues to bring Fair Tales books and theater plays adapted from these books to children and parents in 2025 as part of its Equal Tales project, which reinterprets classic fairy tales from a gender equality perspective. The project also reaches children with visual and hearing impairments through audio description and sign language solutions. To date, the five books published have been printed in a total of 1.3 million copies and have directly reached over 200,000 children. The project has reached a total of 3.56 million people, while the digital books have been viewed over 200,000 times on the website. The play has been staged in different provinces, reaching over 100,000 theater-loving children and parents.

Odeabank supported the Koruncuk Foundation's “Is Success a Requirement?” campaign on October 11, World Day of the Girl Child, covering the monthly education expenses of 107 female students. Additionally, on April 4, World Stray Animals Day, and October 4, World Animal Protection Day, Odeabank collaborated with Mutlu Patiler to support the vaccination and treatment of puppies in the Kars Susuz Project.

As part of its 13th anniversary, Odeabank celebrated this special day with children by delivering cakes to village schools in Ağrı, Van, and Iğdır through the Pastamızı Çocuklar Üflesin (Let the Children Blow Out the Candles) platform.

Banking for Disabled Customers

As part of its accessibility initiatives, Odeabank has partnered with the Accessible Everything (AE) initiative, which provides coaching and training to brands based on the “barrier-free banking for everyone” approach, while also offering strategic solutions that prioritize user experiences and accessibility standards. Following the “Disabled or Disabled?” training provided to all employees in 2023 to familiarize them with disability and accessibility issues, gain new perspectives on the subject, and increase their knowledge level, and the translation of Individual Credit Agreements into sign language, in 2024, within the scope of the digital customer experience for people with disabilities, Odeabank continues its work on barrier-free banking. In 2025, as part of its accessibility efforts, Odeabank conducted mystery shopping and physical accessibility research for its branches and ATMs. In addition, the conversion of all contracts on the website to an accessible format has been largely completed. Work is ongoing to ensure the website and mobile application comply with WCAG Level A criteria, and Level A compliance is in its final stages.

Empowering and Transforming Banking Strategy

Odeabank is conducting initiatives that support green, technological, and digital transformation in line with its “Empowering and Transforming Banking” strategy. Based on this structure, which is founded on the double materiality approach that considers both financial and environmental and social impacts, an integrated thinking approach and the Integrated Reporting Framework (<IR> Framework) have been adopted; the first Integrated Value Creation Model linking the Bank's financial performance with its sustainability performance has been created. This model enables a more comprehensive and measurable impact in areas such as green financing, social impact investments, and climate risk management in the long term, while also providing strategic direction for sustainable growth targets.

In line with its innovative and dynamic banking approach, the Bank focuses on high value-added activities that contribute to the country's development. In order to support Turkey's digital and green transformation, efforts are being made to strengthen customers' financial access and increase their capacity to adapt to changing global conditions. Within the framework of the financial empowerment approach, the goal is for customers to become financially stronger and more future-oriented.

Within the scope of the Human-Centered Banking approach, activities are carried out to empower all stakeholders, particularly the workforce, and society; the aim is to create social value through projects that benefit disadvantaged and vulnerable groups.

Under Responsible Transformation Financing, financing solutions are offered to support the transition to a low-carbon economy, contributing to accelerating customers' responsible transformation processes. In this regard, the goal is to facilitate the transformation process of the business world through responsible products and services developed for this purpose.

Sustainability Governance and Engagements

The Corporate Governance and Sustainability Committee, which met three times in 2025 and consists of representatives of the Board of Directors, regularly reviews the Bank's sustainability activities through meetings held at least three times a year and reports the results to the Board of Directors. The Committee addresses strategic priorities in the environmental, social, and governance areas, regularly assesses the effectiveness and progress of the Bank's sustainability efforts, and makes recommendations on priorities identified in line with the sustainability strategy. Where deemed necessary, Bank employees, Board members, or experts in relevant fields are invited to meetings to provide their opinions and assessments. This structure ensures that sustainability management is strongly integrated into the corporate governance framework.

Within the Bank, the Sustainability Department, which operates under the Financial Institutions and Funding function, makes regular presentations to the Corporate Governance and Sustainability

Committee on internal Bank activities and developments being monitored, develops action plans in line with national and international standards, and carries out work aimed at continuously improving performance. Regular information sessions are held for the Executive Board to ensure continuous compliance, awareness, and effective information flow at the corporate level. Projects that promote environmental and social awareness at the corporate and societal levels are being implemented, and actions identified by the interdisciplinary working group led by the Sustainability Department are being implemented. Sub-working groups focusing on Green Asset Ratio, Gender Equality, Greenhouse Gas Emissions, and TSRS-compliant sustainability reporting meet regularly to carry out strategic work.

The Sustainability Policy has been updated in line with the Sustainability Department's core responsibilities, governance structure, objectives, principles, and local regulations. Reporting obligations related to TSRS (Turkey Sustainability Reporting Standards) requirements have been added to the scope of the policy; the policy will be reviewed at least once a year or as needed, taking into account its relevance, effectiveness, and compliance with TSRS. At the same time, responsible purchasing practices have been implemented.

With the aim of contributing to the country's sustainable development, the Bank aims to implement projects that are in line with its strategic objectives. In this context, Odeabank is a member of the sustainability committees within the Turkish Banks Association (TBB), the Business World and Sustainable Development Association (SKD), the International Investors Association (YASED), and the Turkish Industrialists' and Businessmen's Association (TÜSİAD).

As part of the efforts to comply with regulations, the Green Asset Ratio (GAR) was calculated for the first time and reported to the Banking Regulation and Supervision Agency (BRSA). In line with the Turkish Sustainability Reporting Standards (TSRS) published by the Public Oversight, Accounting and Auditing Standards Authority (KGK), the first TSRS-compliant Sustainability Report was published in accordance with TSRS 2.

The Sustainability Report, published for the fourth time this year, has been significantly enriched with sections such as the Value Creation Model, Stakeholder Opinions, Board of Directors and Senior Management Competency Matrix, and Contributions to Sustainable Development Goals. In line with the goal of improving the report each year, the published report has been evaluated within the scope of the Reporting Matters Project conducted by the Business World and Sustainable Development Association (SKD).

In 2025, the Bank's global responsibility approach was demonstrated by signing the United Nations Global Compact, one of the most comprehensive global initiatives in the field of sustainability. Ten universal principles covering human rights, the environment, labor standards, and anti-corruption were placed at the center of the strategy, and a commitment was made to submit progress reports in line with these principles. The Bank's development will be presented transparently through progress reports published annually, and its contribution to the global sustainability agenda will be increased.

As part of the efforts to comply with regulations, the Green Asset Ratio (GAR) was calculated for the first time and reported to the Banking Regulation and Supervision Agency (BRSA). In line with the Turkish Sustainability Reporting Standards (TSRS) published by the Public Oversight, Accounting and Auditing Standards Authority (KGK), the first TSRS-compliant Sustainability Report was published in accordance with TSRS 2.

The Sustainability Report, published for the fourth time this year, has been significantly enriched with sections such as the Value Creation Model, Stakeholder Opinions, Board of Directors and Senior Management Competency Matrix, and Contributions to Sustainable Development Goals. In line with the goal of improving the report each year, the published report has been evaluated within the scope of the Reporting Matters Project conducted by the Business World and Sustainable Development Association (SKD).

In 2025, the Bank's global responsibility approach was demonstrated by signing the United Nations Global Compact, one of the most comprehensive global initiatives in the field of sustainability. Ten universal principles covering human rights, the environment, labor standards, and anti-corruption were placed at the center of the strategy, and a commitment was made to submit progress reports in line with these principles. The Bank's development will be presented transparently through progress reports published annually, and its contribution to the global sustainability agenda will be increased.

Under the Green Credit Program provided by the bank with its own resources, renewable energy and energy efficiency projects are financed to contribute to the transition to a low-carbon economy. In addition, the "Green Deposit" product aims to encourage commercial customers to contribute to the green transition not only in their investments but also in their savings. Within the scope of strategic partnerships, innovative solutions such as the "Green Transformation Package" implemented with Export Development Inc. (IGE) and the "Supporting Women in Export Package" developed for women exporters continue to offer exporting companies different financing alternatives.

In order to comply with regulatory developments such as the European Green Deal and the Carbon Border Adjustment Mechanism, efforts are being made to reduce transition risks at the portfolio level. In this context, sustainability training tailored to target audiences is being organized to increase internal knowledge. Under the Sustainability Ambassadors Program, advisory services are provided to customers on sustainable financing, the climate crisis, and responsible investments, in line with training prepared for ambassadors consisting of branch portfolio managers.

In addition to their guidance activities, ambassadors monitor and report on the environmental and social impacts of financed projects, actively contributing to the transformation process. To this end, the advanced training program developed for this purpose had the Green Asset Ratio module added in 2025; global developments, the YVO Circular, and related regulations were addressed through case studies, aiming to ensure participants have a comprehensive grasp of current information.

As a reflection of the 360-degree sustainability approach, sustainability and green transformation-focused training for customers has also been launched. To support commercial portfolio customers in their climate and environmental compliance processes, online training sessions sharing current sustainability practices have been organized, continuing to be part of the transformation process.

Various awareness and communication activities have been carried out to make sustainability a more understandable and embraced topic in daily business processes. Internal sharing content has been prepared on many topics, covering individual practices aimed at raising social awareness and reducing carbon footprints, as well as strategy development processes. Awareness efforts have been sustained through announcement emails and screensaver designs highlighting environmental and social issues.

Internal awareness activities were supported by the "Sustainability Perspective" Photography Competition and the award-winning puzzle shared as part of World Environment Day. As a result of the intense interest and participation in the competition, 10 employees selected by the jury were awarded prizes; the aim was to create lasting value by publishing the photos featured in the competition in the sustainability report. In order to make the concepts frequently used in the field of sustainability more understandable to all stakeholders, the relevant concepts were comprehensively addressed; their definitions and explanations were added to the Glossary of Terms on the Bank's website.

SECTION IV – BOARD OF DIRECTORS

15. Structure and Formation of the Board of Directors

Odea Bank A.Ş. Board of Directors consists of 9 members. Members of the Board of Directors are elected to serve for a maximum of three years, as set out in Article 20 of the Bank's Articles of Association. Members can be reelected. The Chair of the Board is Mr. Marcos Alonso De Quadros, and Mr. Jawad Shafique is the Vice Chair of the Board of Directors. The Chair of the Board of Directors does

not have any executive duties within the regulations of the BRSA, and Dr. Mert Öncü, the General Manager, is the executive member in the Board of Directors.

As of December 31, 2025, the information about the members of the Board of Directors is provided below:

Name	Duty	Assignment Date*	Other Responsibilities
Marcos Alonso De Quadros	Chair of the Board of Directors	10.04.2025	
Jawad Shafique	Vice Chair of the Board of Directors	10.04.2025	Chair of the Strategy and Investment Committee, and the Remuneration Committee, Member of the Credit Committee
Mohamed M. Kaissi	Board Member	10.04.2025	Member of the Audit Committee, Corporate Governance and Sustainability Committee, and Remuneration Committee
Hamad Saeed Ali Saeed Alshehhi	Board Member	10.04.2025	Member of the Audit Committee, Risk Committee, and Strategy and Investment Committee
Subramanian Suryanarayan	Independent Board Member	10.04.2025	Member of the Risk Committee, Strategy and Investment Committee, and Associate Member of the Credit Committee
Ali Temel	Board Member	10.04.2025	Chair of the Corporate Governance and Sustainability Committee, Member of the Credit Committee, and Strategy and Investment Committee
Oya Aydınlık	Independent Board Member	17.06.2021	Chair of the Audit Committee, and Member of the Remuneration Committee
Dr. Ayşe Botan Berker	Independent Board Member	12.10.2020	Chair of the Risk Committee, Member of the Corporate Governance and Sustainability Committee, and Associate Member of the Credit Committee
Dr. Mert Öncü	Board Member, General Manager	02.04.2018	Chair of the Credit Committee, and Member of the Strategy and Investment Committee

(*) The date when the Members of the Board of Directors took an oath in the Commercial Courts has been taken into consideration.

(**) Mr. Marcos Alonso De Quadros, Mr. Jawad Shafique, Mr. Mohamed M. Kaissi, Mr. Hamad Saeed Ali Saeed Alshehhi, Mr. Subramanian Suryanarayan and Mr. Ali Temel who were appointed as Board Members at the General Assembly Meeting dated March 26, 2025, took oath on April 10, 2025 and took office as Board Members since then.

Members of the Board of Directors have been elected for a term of three years and their term of office is still ongoing. CVs, duties in-group and outside the Group of the Bank's Board members are disclosed

to the public in the Bank's annual report and on the website. The election of Odeabank Board Members is carried out in accordance with Article 16 of the Articles of Association and in compliance with the provisions of the Banking Law. As per the Banking Law, in the event that the General Manager of the Bank is not present, Deputy General Manager is the natural member of the Board of Directors.

Actions are taken in accordance with Banking Law and the BRSA regulations regarding non-bank duties of Board members. During the period, there were no circumstances that impeded the independency of the independent Board members.

16. Operating Principles of the Board of Directors

The Board of Directors' structure, duties, rights and qualifications, and engagements are described in the Corporate Governance Policy and announced to employees via intranet.

The Board of Directors shall convene at times as necessitated by the Bank's businesses and transactions, upon invitation of the Chair or Vice Chair and at the head office of the Bank or at a convenient place in the city, where the Bank's head office is located, at another city or in a country other than Turkey, provided that a written notification is sent to the Members of the Board of Directors. The invitations to Board of Directors meetings may also be sent via electronic mail. The Board of Directors convenes with the quorums and procedures stipulated in the Turkish Commercial Code and takes decisions with the quorums and procedures stipulated in the Turkish Commercial Code.

The meeting agenda is determined 3 weeks prior to the BoD meeting date and shared with the Board members to request their opinions. The supporting documents are received from the related departments 1 week prior to BoD meetings and shared with the Board members by the Corporate Secretariat.

Resolutions of the Board of Directors are taken by unanimous vote of the attendees or majority vote if a consensus is not reached. All questions, recommendations and opposing views, if any, are written in the meeting minutes. Board of Directors resolutions are written and signed on the official resolution book.

17. Number, Structures and Independence of the Board Committees

In carrying out its duties, the Board of Directors benefits from the support provided by the Audit Committee, the Corporate Governance Committee, the Remuneration Committee, the Risk Committee and the Credit Committee. The Corporate Governance Policy describes the procedure to constitute a guideline for activities of the Board Committees.

Audit Committee:

Serving on behalf of the Board of Directors, the Audit Committee has the following duties and responsibilities: to supervise the efficiency and adequacy of the Bank's internal systems; to supervise the functioning of the said systems and of the accounting and reporting systems, as well as the Integrity of the information that is generated, in accordance with the Law and related Regulations; to carry out the necessary preliminary assessment for the election of Independent Auditing Firms and rating, valuation and support service agencies by the Board of Directors; to regularly monitor and coordinate with the activities of such agencies, which are elected by the Board of Directors and have signed agreements with the Bank. The Committee convenes minimum 4 (four) times on yearly basis; however, the Committee may convene more frequently when needed or upon the request of Board of Directors.

Audit Committee Members	
Oya Aydınlik	Chair of the Committee
Mohamed M. Kaissi	Committee Member
Hamad Saeed Ali Saeed Alshehhi	Committee Member

Corporate Governance and Sustainability Committee:

The missions of the Corporate Governance Committee include assisting the Board of Directors in monitoring the Compliance with the Bank's Corporate Governance principles, as well as conducting improvement works and presenting recommendations to the Board of Directors. As per the Board resolution dated August 8, 2023 and numbered 2023/047, the scope of the Committee has been extended to such that it includes the duty of overseeing Bank's sustainability activities and therefore the name of the Committee has been modified as "Corporate Governance and Sustainability Committee" since then. The Committee convenes at least 3 (three) times per annum; however, the Committee may convene more frequently when needed or upon the request of Board of Directors.

Corporate Governance and Sustainability Committee Members	
Ali Temel	Chair of the Committee
Mohamed M. Kaissi	Committee Member
Ayşe Botan Berker	Committee Member

Remuneration Committee:

The mission of the Remuneration Committee is to assist the Board of Directors in monitoring the remuneration practices. The Remuneration Committee assesses the remuneration policy and its practices within the framework of Risk Management principles and submits its recommendations through reports to the Board of Directors on an annual basis. The Committee convenes at least once per annum; however, the Committee may convene more frequently when needed or upon the request of Board of Directors.

Remuneration Committee Members	
Jawad Shafique	Chair of the Committee
Mohamed M. Kaissi	Committee Member
Oya Aydınlik	Committee Member

Risk Committee:

The mission of the Risk Committee is to assist the Board of Directors in carrying out its risk related responsibilities. In this context, the duties of the Risk Committee are to consider the Bank's risk policies and risk appetite and present relevant recommendations for the Board of Directors, to monitor the Bank's risk profile for all types of risks, to manage the management framework of such risks and to assess their effectiveness. The Committee convenes minimum 4 (four) times on yearly basis; however, the Committee may convene more frequently when needed or upon the request of Board of Directors.

Risk Committee Members	
Dr. Ayşe Botan Berker	Chair of the Committee
Hamad Saeed Ali Saeed Alshehhi	Committee Member
Subramanian Suryanarayan	Committee Member

Credit Committee:

The mission of the Credit Committee is to assist the Board of Directors in allocating loans within its authorization limits. The Committee convenes once a week, if needed.

Credit Committee Members	
Mert Öncü	Chair of the Committee
Jawad Shafique	Committee Member
Ali Temel	Committee Member
Subramanian Suryanarayan	Committee Associate Member
Ayşe Botan Berker	Committee Associate Member

Strategy and Investment Committee:

The mission of the Strategy and Investment Committee is to contribute to shaping the Bank's strategic direction on behalf of the Board of Directors, to evaluate long-term investment plans and growth opportunities, and to advise the Board of Directors on these matters. The Committee convenes as often as necessary.

Strategy and Investment Committee Members	
Jawad Shafique	Chair of the Committee
Hamad Saeed Ali Saeed Alshehhi	Committee Member
Subramanian Suryanarayan	Committee Member
Ali Temel	Committee Member
Mert Öncü	Committee Member

18. Risk Management and Internal Control Mechanism

Our Bank's Board of Directors is well aware of the fact that it is in charge of establishing and managing an effective, adequate and coherent internal control system and risk management system in line with Articles 29, 30 and 31 of the "Banking Law" No. 5411 and "Regulation on Bank's Internal Systems and Assessment Process of Internal Capital Adequacy". Accordingly, the Board has established risk management and internal control systems to minimize the risks, which may affect the shareholders and stakeholders. The Internal Control and Fraud Prevention Unit as well as the Risk Management Units fall within the scope of Internal Systems and reports to the Audit Committee through the Risk Management and Internal Control Assistant General Manager. The Internal Audit Department reports directly to the Audit Committee through the Head of Internal Audit. In addition, Regulations and Compliance Unit, in charge of compliance with the regulatory amendments and management of financial crime risks, also reports to the Audit Committee through the Head of Regulations and Compliance.

Process reviews are performed cyclically by the Bank Audi Group and the audit reports are shared with the related units and the Audit Committee. Our Bank is subject to Banking Processes and Information Technology Systems audit by the Independent Audit company, as per the BRSA regulations. Main purpose of the audit conducted on the information systems and banking processes is to review the processes, which are selected as part of the significance principle regarding the information systems and financial data production that are included in the scope within the framework of the Bank's importance principle; to assess their compliance, sufficiency and efficiency, and to report the deficiencies according to the materiality principle. Action plans are prepared and related actions are taken regarding the issues reported by External Audit and Group Audit.

19. Company's Strategic Objectives

The Board of Directors annually reviews the strategic targets of the Bank. The Bank's annual budget is approved by the Board. The budgeted and actual figures are compared and the Bank's performance is reviewed by the Board of Directors on quarterly basis. The core performance indicators are reviewed by the Board of Directors.

Bank's mission and vision are established and announced to the public via website.

Our mission is to make banking simple through unique offerings and expertise, and be a responsible member of our community who contributes genuinely to its sustainable development. Our vision is to be the premier phygital bank of Turkey, offering the best digital experience with physical authenticity.

Our main strategic target is to become a bank providing expeditious service via its advanced technology infrastructure and experienced human resources, contributing to the quality of life of customers and being an indispensable part of their lives. The values adopted for our customers, employees, society, sector, and the bank are given below:

Authenticity:

- We empathize with our stakeholders and make their lives easier.
- We think creatively and provide fast and practical solutions.
- We differentiate ourselves by making personal impacts.

Excitement:

- We wonder, explore, and believe in lifelong learning.
- We take courageous steps to improve ourselves and help others improve.
- We design together, we finalize together.

Openness:

- We build honest and reliable relationships through accountability.
- We prioritize keeping streamlined, transparent and accessible.
- We openly share our thoughts and experiences.

Respect:

- We respect the individual and value diversity and multi-voices.
- We support gender equality and advocate for an equitable world.

20. Remuneration

A Remuneration Policy devoted to Bank staff has been established and the policy has been approved by the Board of Directors. The Bank's Remuneration Policy encourages fair, transparent, measurable and sustainable success among employees and is in alignment with the Bank's risk principles. A remuneration structure consisting of fixed income and variable income items is stipulated. Remuneration Policy is published on Bank's intranet system and Bank's website.

As per article 20 of Bank's Articles of Association, remuneration of the Board Members is determined by the General Assembly. During the Ordinary General Assembly Meeting of 2024 dated March 26, 2025, it was unanimously resolved that no attendance fee be made to the members of the Board of Directors.

Board Members, who do not hold an executive duty, were however granted a separate remuneration for their work and duties within the Bank as members of the Board and its Committees. Such remuneration is not linked to the 2024 profit; all in accordance with the Remuneration Committee decision dated 24.03.2025 and numbered 2025/02. Moreover, it has been unanimously resolved by the attendees that payments be made to other employees of the Bank for their work and duties within the Bank, as bonuses and premiums, in accordance with the Remuneration Committee decision dated 24.03.2025 and numbered 2025/03. In addition to the foregoing resolutions, it was resolved to make an interim wage increase in accordance with the Remuneration Committee decision dated 18.09.2025 and numbered 2025/04 to adapt to the inflationary environment.
