ENPARA BANK ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION

1. INCORPORATION

A Joint Stock Company has been established between the founders whose names, surnames, titles, places of residence and nationalities are given below.

No.	Founder	Address	ID Number
1	QNB FİNANS FAKTORİNG ANONİM ŞİRKETİ	ESENTEPE MAH. BÜYÜKDERE CAD. QNB FINANSBANK BLOK NO: 215 İÇ KAPI NO: 1 ŞİŞLİ / İSTANBUL	…
2	QNB FİNANS FİNANSAL KİRALAMA ANONİM ŞİRKETİ	ESENTEPE MAH. BÜYÜKDERE CAD. KRİSTAL KULE BİNASI N.215 K.22 ŞİŞLİ / İSTANBUL	…
3	QNB FİNANS PORTFÖY YÖNETİMİ ANONİM ŞİRKETİ	ESENTEPE MAH. BÜYÜKDERE CAD. KRİSTAL KULE BİNASI N.215 K.22 ŞİŞLİ / İSTANBUL	…
4	EFİNANS ELEKTRONİK TİCARET VE BİLİŞİM HİZMETLERİ ANONİM ŞİRKETİ	ESENTEPE MAH. BÜYÜKDERE CAD. KRİSTAL KULE BİNASI N.215 K.22 ŞİŞLİ / İSTANBUL	…
5	DIGITAL-Q-FS LIMITED	51 GROSV ENOR STREET, LONDON, WIK 3 HH / UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND	…

2. TRADE NAME OF THE COMPANY

Trade name of the company is “ENPARA BANK ANONİM ŞİRKETİ”. The company’s business name is “ENPARA” in short.

3. PURPOSE AND SCOPE

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The Bank was incorporated in accordance with the Banking Law and the applicable legislation to conduct the undermentioned purposes within the scope of the regulations made by the Banking Regulation and Supervision Agency and Capital Markets Board and the relevant legislation in force;

a. To conduct all kinds of banking transactions, to provide contemporary banking services to its customers via electronic banking channels and other channels in accordance with the developments in technology and banking within Türkiye and abroad,
b. To obtain short-, medium- and long-term loans from domestic and foreign banks and financing institutions and to cooperate with them, to carry out all kinds of transactions with the Central Bank of the Republic of Türkiye including advances, rediscounts and discount facilities, as well as discount transactions and services within Türkiye and abroad,
c. To conduct capital market transactions in accordance with the provisions of the Capital Markets Law and the relevant legislation, to issue debt instrument type capital market instruments, to conduct banking activities that may be carried out by banks pursuant to the capital market legislation,
d. To provide consultancy services within the scope of permits acquired pursuant to the Banking and Capital Markets Legislation and to realize activities relating to ancillary services in line with the principles set out by the Banking and Capital Markets Legislation,
e. Subject to Article 21/1 of the Capital Markets Law No. 6362 on disguised income transfer and other applicable provisions, to incorporate all kinds of banks and companies within Türkiye and abroad, to merge with operating banks and companies, to purchase and sell their shares when necessary, within the scope of the permissions and authority obtained under the Capital Markets Law, the Banking Law and the applicable legislation.
f. To undertake the agency of domestic or foreign insurance companies,
g. To act as a correspondent or representative of domestic or foreign banks and to provide them with the Bank's correspondent and representative offices,
h. To establish and release mortgages to compensate or secure the Bank’s losses or receivables,
i. To dispose of all kinds of intangible rights; patents, trademarks and intellectual property rights (including, know-how), unlimited or limited real rights and personal rights of movable and immovable properties, to release or establish mortgages, sell or lease the aforementioned when necessary, and to take all kinds of pledges and mortgages including commercial pledges in favour of the Bank, to have the lease and promise-to-sell agreements annotated to the land registry on behalf of the Bank provided that it is permitted within the scope of the applicable law, particularly the Banking Law and that the necessary disclosures required by the Capital Markets Board for material events are made. The Bank shall comply with the principles set forth under the Capital Markets legislation regarding providing guarantees, sureties, or other collateral, or establishing pledge rights, including mortgages, on its behalf and in favour of third parties.

j. To purchase, lease or sell any real property or to establish mortgages thereon to the extent permitted by the legislation pursuant to its own needs, to make all kinds of financial and/or in-kind aid and donations provided that it does not violate the regulations of the relevant legislation with regards to the transfer pricing and that the shareholder are informed at the general assembly of such donations made during a financial year. The upper limit of donations shall be determined by the general assembly in accordance with the Banking and Capital Markets Legislation, and donations exceeding this upper limit shall not be made. Donations shall not constitute a violation of the regulations on disguised income transfers under Capital Markets Law No. 6362, and the necessary material event disclosures shall be made.

k. To carry out all kinds of financial and commercial transactions that does not violate the legislation, to undertake all kinds of activity that banks are permitted.

Except in cases permitted under banking legislation and capital markets legislation, the Bank may not engage in the commercial purchase and sale of real estate and commodities. The Bank may not participate in partnerships whose principal activity is real estate trading, except for mortgage housing finance institutions and real estate investment trusts.

In case of any changes in the Bank's purpose and scope, the necessary permissions shall be obtained from the Ministry of Trade and the Banking Regulation and Supervision Agency and Capital Markets Board.

4. REGISTERED OFFICE OF THE COMPANY

The registered office of the Bank is located in ŞIŞLI, ISTANBUL.

The address is ESENTEPE MAHALLESI BÜYÜKDERE CADDESİ NO: 215 ŞIŞLI, ISTANBUL.

In case of a change of address, the new address shall be registered with the Trade Registry and announced in the Turkish Trade Registry Gazette, and notified to the Banking Regulation and Supervision Agency, the Ministry of Trade and the Capital Markets Board. Any notification made to the registered and announced address shall be deemed to have been made to the Bank.

The Bank may open and commence operations of branches and representative offices, both domestically and abroad, within the framework of applicable legislation and subject to obtaining the necessary legal authorizations.

5. TERM

The Company is incorporated for an indefinite period of time. This period may be extended or reduced by amending the articles of association.

6. CAPITAL

The Bank has adopted the authorized capital system in accordance with the provisions of the Capital Markets Law No. 6362 and has shifted to this system with the permission of the Capital Markets Board dated 05.02.2026 and numbered 6/220. The upper limit of the authorized capital of the Bank is TRY 50,000,000,000 (fiftybillionTurkishLiras), divided into 50,000,000,000 (fiftybillion) registered shares, each with a nominal value of 1 Turkish Lira.

The Bank's issued capital is 12,475,290,004.00 Turkish Liras, divided into 12,475,290,004.00 registered shares, each with a nominal value of TRY 1 (one). The issued capital has been paid in full without any dispute.

The upper limit of the authorized capital granted by the Capital Markets Board is valid for the years 2026-2030 (5 years). Even if the upper limit of the authorized capital is not reached by the end of 2030, in order for the board of directors to be able to decide on a capital increase after 2030, it is mandatory to obtain authorization from the general assembly for a new period by obtaining permission from the Capital Markets Board for the previously permitted upper limit of authorized capital or a new upper limit.

The Board of Directors is authorized to decide on increasing the issued capital by issuing registered shares up to the upper limit of authorized capital when deemed necessary, in accordance with the provisions of the Capital Markets Law and the Banking Law.

Shares representing the share capital shall be monitored in accordance with principles of dematerialization.

7. TRANSFER OF SHARES

Only the real persons and legal entities which are registered in the share ledger of the Bank taking into account the records kept by the Central Securities Depository, shall be recognized by the Bank as shareholders or beneficial owners of shares. The Bank's share register shall be maintained in accordance with the Banking Legislation, Capital Markets Legislation, Turkish Commercial Code and relevant regulations.

The Bank's shares traded on the stock exchange are subject to the regulations of the Capital Markets Board. The provisions of the Banking Law governing the transfer of shares shall remain applicable.

8. MEMBERS AND TERM OF BOARD OF DIRECTORS

The business and management of the Bank shall be carried out by a board of directors consisting of at least five (5) members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code. The term of the Board of Directors is between 1 - 3 years.

9. COMPOSITION AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors of the Bank consists of at least five (5) members, including the General Manager. The General Manager is a natural member of the Board of Directors and also is eligible to vote. The General Assembly may replace the members of the Board of Directors at any time. The members of the Board of Directors are elected among the persons who possess the qualifications specified in the provisions of the Banking Law, the Capital Markets Law and the relevant legislation.

The determination of independent members of the Board of Directors, their qualifications, their election, and similar matters shall be carried out in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, the Banking Law, and other relevant legislation.

The rights of the members of the Board of Directors to obtain information and inspect, pursuant to Article 392 of the Turkish Commercial Code, are reserved and may not be restricted or abolished.

Pursuant to the applicable laws and the provisions of these Articles of Association, the Board of Directors has the absolute authority to manage the Bank's affairs and assets and to enter into all kinds of agreements and transactions related to the purpose and subject matter of incorporation, as well as, the authority to resort to arbitration or settle or release any claims.

The establishment of committees within the Board of Directors, as well as the determination of their respective areas of responsibility and working principles, shall be carried out in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, the corporate governance regulations of the Capital Markets Board, and other applicable legislation.

10. DISTRIBUTION OF DUTIES, MEETINGS AND DECISIONS OF THE BOARD OF DIRECTORS

At its first meeting following their election, the Board of Directors shall appoint a chairperson and a vice chairperson from among its members, who will carry out the duties of the chairperson in the chairperson's absence.

The Board of Directors shall convene at the Bank's headquarters in Istanbul upon the invitation of the Chairperson or the Vice Chairperson of the Board of Directors, or at another convenient location in Istanbul or in Ankara, provided that all members of the Board of Directors are notified in written form when required by the business and operations of the Bank. Notifications to the meetings may also be made via electronic mail. Those who have the right to attend the meetings of the Bank's Board of Directors may also attend such meetings via electronic means in accordance with Article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the Communiqué on Electronically Held Meetings of Commercial Companies Except the General Assemblies of Joint Stock Companies, the Bank may establish an electronic meeting system that will enable the right holders entitled to attend such meetings and vote electronically or purchase services from systems established for such purpose. In the meetings to be held, it is ensured that the right holders can exercise their rights specified in the relevant legislation within the scope specified in the provisions of the Communiqué via the system established in accordance with this provision of the Articles of Association or the system to be provided via support services.

Each member of the Board of Directors shall have one vote at the meeting. The Board of Directors shall convene with the majority of the total number of its members and take any decision with the affirmative vote of the majority of the members present in the meeting. Such rule shall also apply if the Board of Directors meeting is held electronically. Pursuant to Article 390 of the Turkish Commercial Code, in the event that none of the members request a meeting, the Board of Directors may also adopt resolutions by obtaining the written consents of at least the majority of the total number of members of the Board of Directors to a proposal made by any one of the members of the Board of Directors on a specific matter and issued in the form of a resolution. The validity of the decision to be taken in such manner is subject to the same proposal being made to all members of the board of directors.

The provisions set forth in the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 regarding the resolutions to be adopted by the Board of Directors are reserved.

11. OATH AND DECLARATION OF PROPERTY BY THE MEMBERS OF THE BOARD OF DIRECTORS

The Chairperson, Vice Chairperson and Members of the Board of Directors shall not commence their duties until they have taken an oath in accordance with the Banking Law.

The Chairperson, Vice Chairperson and Members of the Board of Directors are obliged to make a declaration of property in accordance with the Banking Law. Such obligation shall persist during their terms of office and the members shall renew their declarations in accordance with the relevant legislation.

12. TERM OF OFFICE AND REMUNERATION OF THE BOARD OF DIRECTORS

Members of the Board of Directors may be elected for a maximum of three years. Reelection of elected members is permitted. The General Assembly shall determine the term of office of the members of the Board of Directors. If there is a vacancy on the Board of Directors before the end of term of office for any reason, the Board of Directors shall temporarily elect a person having legally required qualifications to fill such vacancy and shall present them for approval of the first subsequent General Assembly to be convened in accordance Article 363 of the Turkish Commercial Code. The member elected in such manner shall hold office until the General Assembly meeting where their membership is submitted for approval and shall complete the term of their predecessor if approved.

Members of the Board of Directors may be paid attendance fees, wages, bonuses, premiums and shares from the annual profit. Remuneration of the members of the Board of Directors shall be determined by the General Assembly.

The Bank's remuneration policy is determined in accordance with the Banking Legislation and Capital Markets Legislation.

13. MANAGEMENT AND REPRESENTATION OF THE COMPANY

The Board of Directors oversees the management and representation of the Bank. In order to be valid and binding on the Bank, all documents to be issued and agreements to be executed by the Bank shall bear the signature(s) of the authorized person(s) affixed under the trade name of the Bank. The board of directors may delegate its representation authority to one or more executive directors or to third parties as managers. At least one member of the board of directors is required to bear the authority to represent.

The board of directors is authorized to delegate, whether in part or in full, the management to one or more board members or managers in accordance with an internal directive issued by the board. Said internal directive shall regulate the management of the Bank; define the tasks necessary as such, indicate their places of duty and, in particular, determine who reports to whom and who is obliged to submit information. The board of directors shall, upon request, inform the shareholders and creditors who have convincingly demonstrated their interests worthy of protection in writing, about such internal directive.

The board of directors may appoint non-representative board members or persons bound to the Bank by a service agreement as commercial representatives or other commercial agents as signatories with limited authority. The duties and authorities of those to be appointed in such manner shall be clearly defined in the internal directive to be prepared. In such case, the registration and announcement of the internal directive is obliged. Commercial representatives or other commercial agents shall not be appointed by the internal directive. The commercial representatives or other commercial agents shall also be registered and announced with the trade registry. The board of directors shall be jointly and severally liable for any damages caused by such persons to the Bank and third parties.

Pursuant to Article 1526 of the Turkish Commercial Code, transactions carried out by the Bank can also be made with the secure electronic signature of persons authorized to represent the Bank.

14. AUTHORIZED REPRESENTATIVES, FORM OF REPRESENTATION AND DISTRIBUTION OF DUTIES

The Bank shall ensure full adherence to the mandatory corporate governance principles promulgated by the Banking Regulation and Supervision Agency (BRSA) and the Capital Markets Board (CMB). Any corporate actions or resolutions adopted by the Board of Directors in contravention of these mandatory principles shall be deemed null and void and a breach of the Bank's Articles of Association.

The Bank's implementation of Significant Transactions in terms of corporate governance principles, as well as all Related Party Transactions and the issuance of collateral, pledges, mortgages, or sureties in favor of third parties, shall be governed by and subject to the applicable regulations of CMB and BRSA relating to corporate governance.

The regulations of the Banking Regulation and Supervision Agency on this matter and other relevant legislation provisions are reserved.

15. GENERAL ASSEMBLY

The General Assemblies shall convene either for ordinary or extraordinary meetings pursuant to the relevant legislation. Ordinary General Assembly meetings shall convene at least once a year. Ordinary General Assembly meetings shall convene within three months following the end of the Bank's relevant fiscal year. The Extraordinary General Meeting shall convene and take the necessary decisions in accordance with the provisions of the Turkish Commercial Code, Banking Legislation, and Capital Markets Board regulations, as well as the provisions set forth in these Articles of Association, whenever and as required by the Bank's affairs.

The Board of Directors, and pursuant to the relevant provisions of the Turkish Commercial Code, the liquidators and the shareholders within the scope of the conditions defined by the relevant law, are authorized to convene the General Assembly for a meeting.

The place, day, time and agenda of the General Assembly meeting, along with any other documents related to the meeting, if any, shall be notified to the Ministry of Trade and the Banking Regulation and Supervision Agency by the Bank's General Directorate. Provisions of the Capital Markets Legislation are reserved.

The General Assembly may be convened at the headquarters of the Bank or at any other convenient place within the province where the registered office of the Bank is located determined by the Board of Directors. The Board of Directors may also decide to hold the General Assembly meeting in Ankara, outside the province where the Bank's headquarters is located.

16. GENERAL ASSEMBLY MEETINGS AND QUORUM

General Assembly meetings and the decision quorums in such meetings are subject to the provisions of the Turkish Commercial Code and the Banking legislation and Capital Markets legislation.

17. PARTICIPATION, VOTING RIGHTS AND VOTING IN GENERAL ASSEMBLY MEETINGS

Shareholders may attend the General Assembly meetings in person, or appoint a third person as a representative as permitted by the relevant legislation. The regulations of the Capital Markets Board shall be complied with in relation to voting by proxy.

The shareholders or their representatives present at the General Assembly meetings have one vote for each share. The provisions of the Turkish Commercial Code, Capital Markets Law, Banking Law, and other applicable legislation shall be complied with in relation to the exercise of voting rights.

The right holders who have the right to attend the General Assembly meetings of the Bank may also attend such meetings via electronically in accordance with Article 1527 of the Turkish Commercial Code. Pursuant to the Regulation on General Assembly Meetings Held Electronically in Joint-Stock Companies, the Bank may establish an electronic general assembly system that will allow the right holders to attend the General Assembly meetings via electronic means, express their opinions, offer suggestions and vote, as well as purchase services from systems established for such purpose. Pursuant to this provision of the Articles of Association, in all General Assembly meetings to be held, right holders and their representatives shall be able to exercise their rights specified in the provisions of the abovementioned Regulation through such established system. The establishment and operation of the electronic general assembly system shall be carried out in accordance with the procedures and principles specified in the regulations issued by the Central Securities Depository.

18. MANAGEMENT AND MINUTES OF GENERAL ASSEMBLY MEETINGS

General Assembly meetings shall be managed in accordance with the provisions of the "Internal Directive on the Working Principles and Procedures of the General Assembly of Enpara Bank A.Ş." prepared within the scope of the Turkish Commercial Code, other relevant legislation and the Articles of Association.

The General Assembly meeting minutes shall be issued in accordance with the relevant legislation and the provisions of the "Internal Directive on the Working Principles and Procedures of the General Assembly of Enpara Bank A.Ş.".

A representative of the Ministry of Commerce shall be present at the General Assembly meetings.

19. AUDIT OF THE BANK

The audit of the bank shall be carried out in accordance with the Turkish Commercial Code, the Banking Law, the Capital Markets Law, and relevant legislation.

20. AMENDMENT TO THE ARTICLES OF ASSOCIATION

Amendments to the Articles of Association shall be resolved upon at a general assembly meeting convened in accordance with the provisions of the Turkish Commercial Code and the Articles of Association, and shall be adopted in line with the

provisions of the Turkish Commercial Code, the Banking Legislation and capital markets legislation, and the Articles of Association, after obtaining the approval of the Capital Markets Board and the Banking Regulation and Supervision Agency, and the permission of the Ministry of Trade. Amendments to the Articles of Association shall become effective against third parties upon registration.

21. ANNOUNCEMENTS

Announcements of the Bank, including the announcements regarding the invitation to the general assembly, shall be made in accordance with the provisions of the Turkish Commercial Code, the Capital Markets legislation, and other applicable legislation, and within the time periods and at the times specified therein.

In accordance with Article 414 of the Turkish Commercial Code and the Capital Markets Law and related legislation, announcements regarding the invitation of the general assembly meeting shall be made at least three weeks in advance of the general assembly meeting, excluding the day of the announcement and meeting.

Announcements with regards to the reduction of capital or liquidation shall be subject to Articles 474 and 532 of the Turkish Commercial Code.

In cases where the Bank is obliged to make any notifications or announcements on its website in accordance with the Turkish Commercial Code and related legislation, the matters to be announced pursuant to the Turkish Commercial Code, the Capital Markets law and other legislation, particularly Article 1524 of the Turkish Commercial Code, shall be announced on the Bank's website.

The principles regarding the registration, submission, and publication of the Bank's year-end consolidated and unconsolidated financial reports, interim financial reports, financial statements, balance sheets and income statements and auditor' reports prepared in accordance with the applicable legislation are subject to the provisions of the Turkish Commercial Code, the Banking Legislation, the Capital Markets Legislation and the relevant legislation.

22. FISCAL YEAR

Fiscal year of the Company shall commence on the 1st day of January and end on the 31st of December. However, the first fiscal year exceptionally shall commence on the date of the Bank's incorporation and the thirty-first day of December of that year.

23. DETERMINATION AND DISTRIBUTION OF PROFIT

After the deduction of all kinds of paid and accrued costs, amortizations, provisions, remunerations and attendance fees of the Chairperson, Vice Chairperson and members of the Board of Directors, wages of General Manager and Assistant General managers, officers and employees, independent auditors and other workers, interests, premiums, rebates, dividend shares and other costs as well as taxes and other financial liabilities from the revenues generated within a Bank's accounting period, the remaining amount is the Bank's annual net profit.

a) 5% of the net profit for the period shall be allocated to the legal reserve funds until the legal reserve fund reaches 20% of the paid-in capital.
b) 5% of the remaining amount shall be distributed to the shareholders as the first dividend.

The general assembly is authorized to determine that the remaining amount after deducting the amounts in subparagraphs (a) and (b) from the net profit for the fiscal year shall not be distributed and shall be allocated to legal reserves or be distributed partially or fully.

The General Assembly may decide to distribute dividend advances to shareholders in compliance with the applicable legislation. While calculating and distributing the dividend advances, the applicable laws shall be complied with.

Donation made by the companies during the relevant financial year shall be added to the distributable profit base. Capital Markets Board shall have the authority to impose an upper limit on the amount of donations.

Provisions of the Capital Markets Legislation and the Banking Legislation regarding profit distribution are reserved.

24. LEGAL RESERVE

Articles 519 to 523 of the Turkish Commercial Code shall apply for the allocation of legal reserves.

25. LEGAL PROVISIONS

In cases where there are no provisions in this Articles of Association, the relevant provisions of the Banking Law, Turkish Commercial Code, Capital Markets Law and other legislation shall apply. In cases of mandatory amendments to the Law, Decree Laws and other legalization, the practice shall persist in accordance with the amended legislation.

26. ISSUANCE OF CAPITAL MARKET INSTRUMENTS

The Board of Directors is fully authorized, up to the maximum limit that Capital Markets Law and the provisions of the related legislation authorize the banks and within the framework of provisions of the Turkish Commercial Code, the Banking Law, the Capital Markets Law, and other applicable legislation, to issue bonds, convertible bonds, exchangeable bonds, commercial papers, all types of bonds and notes, secured securities, and other debt instruments accepted by the Capital Markets Board as debt instruments by their nature, as well as all other types of securities and capital market instruments, both domestically or internationally, and to make decisions and carry out all related transactions necessary for the completion of such issuances.

Sınıflandırma: Kurum İçi / **Kişisel Veri İçermez**