

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 “New Corporate Governance Principles Compliance Report Format” published by the CMB.

PART I - SHAREHOLDERS

2. Investor Relations Department

As of December 31, 2024, the shareholding structure of Odea Bank A.Ş. is as follows:

Shareholders	Share Amount	Share Ownership
Bank Audi SAL	2.513.293.000,00	76.42%
European Bank for Reconstruction and Development	263,394,000.00	8.01%
International Finance Corporation	209,251,900.00	6.36%
IFC FIG Investment Company S.a.r.l	112,674,100.00	3.43%
H.H Sheikh Dheyab Binzayed Binsultan Al-Nahyan	131,697,000.00	4.00%
Mohammad Hassan Zeidan	58,532,000.00	1.78%
Total	3,288,842,000	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 14, 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 will be transferred to ADQ. The approvals of the Banking Regulation and Supervision Agency and the Competition Authority regarding the relevant agreement are awaited.

At Odeabank, relations with the shareholders are handled by the Corporate Secretariat. E-mail address of the team is CorporateSecretariat@odeabank.com.tr and the phone number is 0212 304 84 56-66. 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	0212 304 84 56	cagla.kaygisiz@odeabank.com.tr
Ceyda Demircan	Board Support Assistant Manager	0212 304 84 66	ceyda.demircan@odeabank.com.tr

(*) 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 2024 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 2024, 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 2024.

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-US/about-odeabank/corporate-governance/Sayfalar/corporate-governance.aspx>

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 2024, one (1) Ordinary General Assembly Meeting was held, and the quorum of the Ordinary General Assembly Meeting dated March 26, 2024 was 100%:

- **Ordinary General Assembly Meeting on 26 March 2024:** 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. 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 General Assembly meeting held in 2024.

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 meeting through a Board of Director's resolution, which included information about the meeting, such as the venue, the date, and the 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.

In the Ordinary General Assembly Meeting dated March 26, 2024, it was unanimously resolved to allocate TL 85.508.658,67 (corresponding to 5% of the 2023 financial year distributable net profit, that amounts to TL 1.710.173.173,50) as Primary Legal Reserve as per Article 519 of the Turkish Commercial Code numbered 6102 and the remaining amount of the TL 1.624.664.514,83 shall be allocated as Additional Reserve.

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.

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 “Customer Experience Team” has been established by putting the “customer” in the center, aiming to make this approach a part of the culture, enabling cooperation between units by identifying the points where the customer experiences problem and improving the customer experience. The purpose is to bring customer experience studies under a single roof and to provide customer experience management as a whole. In this context, efforts are exerted to increase customer experience awareness throughout the bank, to receive feedback from customers and make measurements regularly, to take action with these outputs by analyzing them, to provide an ideal experience for customers by determining priority customer journeys. The engagements are regularly shared with the Senior Management.

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.

These approaches have been announced to all employees at Odeaport, which is an intranet environment where policies and procedures are accessible to employees and related matters are summarized on the Bank's website.

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, Vide'O, 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 2024.

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.

In 2024, various activities were planned and continued to be implemented in order to ensure that the values launched in 2022 as part of the new employer brand become a part of Odeabank's culture and that the concept of "Odealist" is kept alive and disseminated by employees.

All communication activities inside and outside the Bank were conducted in line with these values and the concept of "Odealist", and seminars held within the Bank were positioned in a way to be related to the Bank's values.

The performance management process at the Bank has been designed to support and guide employees to achieve better. In this context, performance assessment is carried out under two main headings, based on business goals and behaviors, thus clarifying what and how employees will do throughout the year and showing them direction. Business goals are created on an annual basis through target cards, revised if necessary during the year and evaluated according to the extent to which each employee has achieved these goals at the end of the year. Target cards have been created for all employees, including the branch network, and the numerical results are mainly calculated by the Bank's Finance and Strategic Planning department.

In addition to the target cards, behavioral indicators related to values are integrated into the performance system. In this way, it can be measured how much values are kept alive within the Bank's culture and to what extent employees adopt these behaviors. Performance measurements for departments that adopt agile working methodology consist of two breakdowns. The first of these is the OKR and the performances of the employees in the teams are evaluated in accordance with the team's OKRs determined in quarterly periods. Secondly, behavior assessment related to values constitute performance indicators assessment measurements.

Within the scope of the Transformation to Agile Organization, a total of 10 agile teams work in agile areas under Retail Banking by applying agile methodologies. Activities were carried out by the Agile Transformation Office to measure the agile maturity of the teams, identify development actions and implement these actions. The OKR cycles, which are used to determine the business goals of agile areas and specialization lines and to measure progress towards the goals, started to be operated in a more structured manner, and in this context, the "SenkrOn" project, which digitizes the process, was launched in September. With this project, OKRs have become much more easily manageable and accessible.

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 2024, leadership competencies were redesigned with the contributions of senior management and managers at different levels of the Bank for the leaders who will carry the Bank into the future. The redesigned leadership competencies are planned to be used in Odeabank's recruitment processes, promotion evaluations, design of leader development programs and year-end performance assessment processes.

Employees are offered consulting services and personal development opportunities in line with their competencies and areas of expertise. In order for filling vacant or new positions in the Bank primarily from the available Bank employees internally and to provide different career opportunities to the staff, internal vacancy announcement practice was initiated, position announcements are published in a way whereby all Bank employees apply to, and the applications made have been evaluated. In this respect, 17 internal announcements were published during the year, and different career paths were opened for a total of 17 employees with the applications made.

Regarding the training and development of the staff as one of the important indicators of success, Odeabank has been continuing its training activities for the purpose of establishing an environment suitable for continuous learning and ensuring a motivated, high performance, efficient staff structure and professional workforce in line with the long-term strategic needs and targets.

In 2024, 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 2024.

Within the scope of the “OdeaStellar” Young Talent Program, which was launched in July 2024 to attract young talents to the Bank, 29 young talents participated in a one-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. 20 interns participated in the one-month program executed in August 2024.

The webinar series which were also continued in 2024 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.	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.

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 2024, the staff turnover rate, excluding Call Center Unit, was 26.6%.

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

In addition to its responsibility for sustainable development, Odeabank emphasizes social responsibility and actively works for the community in which it operates. Odeabank takes a proactive and collaborative role in the community with the goals of improving the quality of life, public benefit, cultural development and making society better able to live and do business. At the international level, Odeabank focuses on issues such as organizational management, human rights, business practices, environment, fair business practices, consumer issues, and community engagement and development. Odeabank encourages all its managers and employees to act with a sense of social responsibility while fulfilling their professional duties both as individuals and on behalf of the Bank. The Bank organizes training activities to improve the sensitivity of all its employees on environmental and social issues and carries out special activities in line with 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 specifically focuses on matters such as gender equality, organizational management, human rights, business practices, environment, fair business management practices, consumer problems and social participation at an international level.

In 2024, Odeabank continued to bring children together with the fairy tale books and the theater play adapted from those books within the scope of the Fair Tales Project, which reinterprets world-class fairy tales with a perspective that considers equality between women and men. Within the scope of the Fair Tales project, which continues to attract great interest from children and parents, 1.2 million books were sent and the books reached more than 1.500 schools. The theatre play was performed in four provinces in the earthquake region last year as a part of the engagements performed by the Bank in the earthquake region. Continuing to be performed also in 2024, the play has reached more than 50.000 children with 69 performances since the launch of the project.

On March 8, 2024, International Women's Day, Odeabank donated, on behalf of all its employees, to the “Women Rebuilding Life in the Earthquake Region” campaign of the Foundation for the Support of Women's Work, which works to meet the needs of women affected by the earthquake, and supported the return of women in the region to economic life. In addition, in order to celebrate Father's Day in the spirit of egalitarian parenting, Odeabank organized a webinar for all employees on democratic family environment, caring fatherhood, and the contribution of parents to children's well-being, in support of the Mother Child Foundation, which works to support children whose development is at risk in society through early intervention programs and to increase protective and supportive factors in children's lives.

On October 11, International Day of the Girl Child, Odeabank supported the Koruncuk Foundation's “Is success a must?” campaign and covered the one-month education expenses of 83 female students. In addition, on April 4, World Street Animals Day and October 4, World Animal Protection Day, Odeabank collaborated with Happy Paws to support the vaccination and treatment of puppies in the Kars Susuz Project.

Banking for Disabled Customers

As part of its accessibility efforts, Odeabank collaborated with the Accessible Everything (EHŞ) initiative, which provides coaching and training to brands and offers strategic solutions by considering user experiences and accessibility standards with the motto “If there is accessibility, there is no disability”. In 2023, Odeabank provided “Disabled or Disabled?” trainings to all employees to introduce them to disability and accessibility issues, gain new perspectives on the subject and increase their level of knowledge, and translated Personal Loan Contracts into sign language. In 2024, Odeabank's Website and Mobile Application Accessibility Status and Recommendation Report was prepared within the scope of the digital customer experience of the disabled. Odeabank continues to work on barrier-free banking.

Sustainability Strategy and Engagements

The Sustainability Unit, which operates under the Financial Institutions and Funding function within our Bank, continues its activities with the support of a working group consisting of different departments. The Department regularly informs the Corporate Governance and Sustainability Committee about the Bank's internal activities and the national and international developments followed. At the committee meetings held at least three times a year, the Bank's sustainability activities are reviewed and reported to the Board of Directors. In addition, Odeabank actively participates in sustainability working groups of the Banks Association of Turkey (TBB), Business Council for Sustainable Development (BCSD), International Investors Association (YASED) and Turkish Industrialists' and Businessmen's Association (TÜSiAD).

In 2024, a comprehensive study was initiated to develop our sustainability strategy. Sustainability priorities in line with the Bank's vision and mission were determined with a “double materiality” approach. In this process, our impact on stakeholders was reassessed and the impact of material issues on our Bank was analyzed. In the first stage, stakeholder materiality analyses conducted in previous years were reviewed and a gap analysis was conducted in line with strategic goals. In addition, a comprehensive sector analysis was conducted by examining local and international best practices. These analyses contributed to the determination of necessary steps to manage the Bank's environmental and social impacts and formed the basic components of our sustainability strategy.

Stakeholder analysis was a critical stage of this process, with a particular focus on gathering the opinions of external stakeholders. The study was conducted by an independent consulting firm with different stakeholder groups such as employees, suppliers, customers, public institutions, universities and non-governmental organizations. Important data was collected on developments in the sector, the Bank's impact on these developments, priorities and performance. In addition, external trend analysis, financial impact assessment and the opinions of senior executives were integrated into the analysis process to ensure that our strategy is based on a stronger foundation. At the end of the process, material issues were identified, responsible teams were assigned and targets and monitoring periods were defined for these issues. This strategic approach allows our Bank to take more solid steps in its sustainability journey and focus on green financing projects in the long term.

Empowering and Transforming Finance Strategy

Odeabank aims to support green, technological and digital transformation and provide its customers with financing solutions that are compatible with the future. Odeabank aims to create value through Financial Empowerment, Responsible Transformation Finance and People-Oriented Banking by continuing its efforts with the strategy of “Empowering and Transforming Finance”.

In line with the 360-degree sustainability approach adopted, the Bank reviews all operations and provide consultancy to the customers on sustainable financing, climate crisis and responsible investments through branch portfolio managers, who have been appointed as “Sustainability Ambassadors”. It supports the transition to a low-carbon economy by financing renewable energy and energy efficiency projects under the Green Loan Program offered with the equity. In addition, with the “Green Deposit” product, it aims to enable commercial customers to contribute to green transformation not only in their investments but also in their savings. Within the scope of the strategic collaborations made, the Bank continues to offer different alternatives to exporters with innovative solutions such as the “Green Transformation Package” with Export Development Corporation (İGE) and the “Support Package for Women in Export” developed for women exporters.

The Bank also adopts an environmentally and human-friendly approach in its operational activities. It pays attention to issues such as waste management, energy and water saving in the head office building and branches; it also aims to reduce paper use with digital solutions. As of 2024, the Bank has ended ordering non-essential plastics, expanded the use of metal products and placed recycling bins in every branch.

Training programs are organized for different target groups to raise sustainability awareness. Special sustainability trainings were organized for the senior management to strengthen the integration of the regulatory framework into business strategies. In addition, “Introduction to Sustainable Finance” training was provided to commercial banking, credit monitoring, treasury teams and working group members. As part of the “Sustainability Ambassadors” program, advanced trainings were provided to clients to enable them to provide more accurate advice on sustainable financing, the climate crisis and responsible investments. The training program, which focuses on the management of environmental impacts and efficient use of resources, was designed specifically for branch managers and operations managers. These efforts constitute an important driving force in achieving Bank's sustainability goals.

Odeabank published its third Sustainability Report titled “There is a World, There is Nothing like a Better Future”, which includes data for the January-December 2023 period and the activities that shape Bank's strategy for 2024, to be presented to all stakeholders in accordance with the Global Reporting Initiative (GRI) standards.

SECTION IV – BOARD OF DIRECTORS

15. Structure and Formation of the Board of Directors

Odea Bank A.Ş. Board of Directors consists of 11 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. Khalil El Debs, and Mr. Mouayed Makhoulf 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, 2024, the information about the members of the Board of Directors is provided below:

Name	Duty	Assignment Date*	Other Responsibilities
Khalil El Debs	Chair of the Board of Directors	14.04.2014	Chair of the Remuneration Committee, and Associate Member of the Credit Committee
Mouayed Makhoulf	Vice Chair of the Board of Directors	30.10.2019	Member of the Credit Committee, Risk Committee, Corporate Governance and Sustainability Committee, and Remuneration Committee
Antoine Najm	Board Member	09.01.2020	Member of the Risk Committee and the Credit 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. Farid Lahoud	Board Member	14.12.2020	Member of the Audit Committee
Me. Chahdan Jebeyli	Board Member	03.06.2021	Chair of the Corporate Governance and Sustainability Committee

Name	Duty	Assignment Date*	Other Responsibilities
Oya Aydınlık	Independent Board Member	17.06.2021	Chair of the Audit Committee
Hilmi Güvenal	Independent Board Member	07.04.2022	Member of the Corporate Governance and Sustainability Committee
Elias Abou Sleiman	Board Member	28.09.2023	Member of the Audit Committee and Risk Committee
Hassan Saleh (**)	Board Member	27.06.2024	-
Dr. Mert Öncü	Board Member, General Manager	02.04.2018	Chair of the Credit Committee

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

(**) Mr. Hassan Saleh, who was appointed as a Board Member as per the Board of Directors Resolution dated June 3, 2024, took an oath on June 27, 2024 and took office as a Board Member 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
Dr. Farid Lahoud	Committee Member
Elias Abou Sleiman	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	
Me. Chahdan Jebeyli	Chair of the Committee
Mouayed Makhlof	Committee Member
Dr. Ayşe Botan Berker	Committee Member
Hilmi Güvenal	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	
Khalil El Debs	Chair of the Committee
Mouayed Makhlof	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
Mouayed Makhoulf	Committee Member
Antoine Najm	Committee Member
Elias Abou Sleiman	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 twice a month, if needed.

Credit Committee Members	
Dr. Mert Öncü	Chair of the Committee
Mouayed Makhoulf	Committee Member
Antoine Najm	Committee Member
Khalil El Debs	Committee Associate Member
Dr. Ayşe Botan Berker	Committee Associate 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 Audit 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 2023 dated March 26, 2024, 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 2023 profit; all in accordance with the Remuneration Committee decision dated 20.03.2024 and numbered 2024/02. 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 20.03.2024 and numbered 2024/01. In addition to the foregoing resolutions, it was resolved to make an interim wage increase in accordance with the Remuneration Committee decision dated 13.09.2024 and numbered 2024/03 to adapt to the inflationary environment.
