

Pursuant to Article 3. of the Decision on Amendments and Supplements to the Foundation Decision of HALKBANK a.d. Beograd (Consolidated text on 3.12.2021) No 15597/2023 adopted at the 41st Ordinary General Assembly of Shareholders of the Bank held on 27.04.2023, which came into force on 14.6.2023, the Executive Board of the HALKBANK a.d. Beograd determined the following

**FOUNDATION DECISION
OF HALKBANK AD BEOGRAD
(Consolidated text)**

This Foundation Agreement consists of the following texts:

- The Foundation Agreement of Čačanska banka a.d. dated May 29, 1995,
- Amendments and Supplements to the Foundation Agreement of Čačanska banka a.d. dated April 17, 1996,
- Amendments and Supplements to the Foundation Agreement of Čačanska banka a.d. dated September 29, 2006,
- Amendments and Supplements to the Foundation Agreement of Čačanska banka a.d. dated November 30, 2006,
- Amendments and Supplements to the Foundation Agreement of Čačanska banka a.d. dated May 9, 2011,
- Amendments and Supplements to the Foundation Agreement of Čačanska banka a.d. dated May 21, 2012,
- Amendments and Supplements to the Foundation Agreement of Čačanska banka a.d. dated June 11, 2015,
- Amendments and Supplements to the Foundation Agreement of Čačanska banka a.d. dated October 15, 2015,
- Resolution on Amendments and Supplements to the Foundation Agreement of HALKBANK a.d. Beograd dated 15 June 2016,
- Resolution on Amendments and Supplements to the Foundation Agreement of HALKBANK a.d. Beograd dated 31 August 2016,
- Resolution on Amendments and Supplements to the Foundation Agreement of HALKBANK a.d. Beograd dated 30 April 2018,
- Resolution on Amendments and Supplements to the Foundation Agreement of HALKBANK a.d. Beograd dated 27 August 2018,
- Resolution on Amendments and Supplements to the Foundation Agreement of HALKBANK a.d. Beograd dated 05 July 2019.
- Resolution on Amendments and Supplements to the Foundation Agreement of HALKBANK a.d. Beograd dated 08.10.2021.
- Resolution on Amendments and Supplements to the Foundation Agreement of HALKBANK a.d. Beograd dated 27.04.2023.

I BASIC PROVISIONS

Article 1.

HALKBANK a.d. Beograd – former Čačanska banka a.d. Čačak (hereinafter: the Bank) was founded according to the licence issued by the National Bank of Yugoslavia decision O.no. 328 dated 26.12.1990.

It was registered, by the Decision Fi.2579/90 dated 28.12.1990, with the Commercial Court in Kraljevo, registration file 1-2656-00 and 3-37-01, and registration file no. 3-100-00 of the Commercial Court in Čačak.

The Bank was entered into the register of the commercial entities with the Business Registers Agency by the Decision no. 54244/2005 dated 07.07.2005.

According to the Decision of the Business Registers Agency no. BD 89155/2015 of 22.10.2015 change of the business name of the Bank was registered, so that the new business name of the Bank is HALKBANK joint-stock company Beograd, and short business name is HALKBANK a.d. Belgrade.

According to the above mentioned Decision of the Business Registers Agency, the change of the Bank's seat was registered from Pivarska 1 in Čačak to Bulevar Milutina Milankovića 9Ž in Belgrade.

According to the Decision of the Business Registers Agency no. BD 82129/2016 of 19.10.2016 change of the Bank's seat was registered in Milutina Milankovića br. 9e.

In accordance with Decision of the Shareholders' Assembly No 4225 dated 07.11.2017 on Compulsory redemption off all shares (squeeze out), adopted on proposal of majority shareholder Türkiye Halk Bankası A.Ş., Barbaros Mahallesi, Sebboy Sk. No.4,3 4746 Atasehir, Istanbul Turkey, Identification number: 862070, as Redeemer, compulsory redemption off all shares (squeeze out) approved.

When process of compulsory redemption finished was finished on 27.11.2018, Türkiye Halk Bankası A.Ş., Barbaros Mahallesi, Sebboy Sk. No.4,3 4746 Atasehir, Istanbul Turkey, Identification number: 862070 has become the only one shareholder. The Bank has become the joint stock company with only one shareholder who performs the functions of the Bank's Assembly, according to applicable regulations..

The Bank is complied with provisions of the Law on Banks and with this Foundation Decision, it regulates the following:

1. business name and the seat of the Bank;
2. the equity of the Bank, the number of shares and their nominal value, types and classes of shares, as well as rights of shares of all classes;
3. rights, obligations and responsibilities of the Bank's shareholder;
4. operations of the Bank;
5. method of covering the Bank's loss;
6. method of settling disputes;

7. rights of the Bank's shareholders in the case of status changes of the Bank;
8. other issues.

Article 2.

The Bank is a joint-stock company with the seat in the Republic of Serbia, having the operating licence of the National Bank of Serbia and it performs deposit and credit operations while it may perform other operations in compliance with law.

II BUSINESS NAME AND SEAT

Article 3.

The Bank operates under the following business name: **HALKBANK a.d. Beograd.**

The short business name of the Bank is: **HALKBANK a.d. Beograd.**

The seat of the Bank is in **Belgrade, Milutina Milankovića 9e.**

III SHARE CAPITAL

Article 4.

The shareholders capital of the Bank consists of monetary part and amounts to RSD 10.488.940.000,00 as on 15.11.2022, as the day of registration of the capital increase in the register of business entities at the Business Registers Agency.

The monetary part of the shareholders capital is split into shares with the nominal value of RSD 10,000.00.

Article 5.

The monetary part of the shareholders capital under Article 4 of this Decision is split on:

1. 988.760 ordinary shares, identified to the name, with voting rights, with CFI code: ESVUFR, ISIN no: RSCBCAE56615,
2. 134 preference shares, without voting rights, with CFI code: EPNNFR, ISIN no: RSCBCAE09390,
3. 60,000 preference shares, without voting rights, with CFI code: EPNRFR, ISIN no: RSCBCAE57662.

Türkiye Halk Bankası A.Ş., Barbaros Mahallesi, Sebboy Sk. No.4,3 4746 Atasehir, Istanbul Turkey, Identification number: 862070 is a lawful holders (owners) of the shares in 100%.

IV RIGHTS, OBLIGATIONS AND RESPONSIBILITIES OF THE BANK'S SHAREHOLDER

Article 6.

The shareholder of the Bank is lawful holder (owner) of the Bank shares.

The shares issued and the shareholders' identity are entered with the Central Register for Securities, as well as in the Book of Shares maintained in the Bank.

The Book of Shares in the Bank is maintained in electronic form.

The Bank's shareholder is considered to be an entity that is as a lawful holder of shares registered in the Central Registry of Securities, while the date of registration in the Central Registry of Securities will be considered as the day of shares acquisition.

Article 7.

The shareholder of the Bank holding ordinary shares has the following rights:

- 1) the right to access to the Bank's acts and documents;
- 2) the right to participate in the work of the Shareholders' Assembly;
- 3) the voting right in the Shareholders' Assembly where one share always gives right to one vote;
- 4) the right to dividend payment, after the payment of dividend on all issued preference shares in the full amount;
- 5) the right to participate in the distribution of bankruptcy or liquidation mass in compliance with the Law;
- 6) the right to handle the shares in the manner specified by the Law;
- 7) pre-emptive right for the acquisition of ordinary shares and other financial instruments that can be substituted for ordinary shares, in compliance with the law;
- 8) other rights in compliance with the Law.

Ordinary shares may not be turned into preference shares or other financial instruments.

Article 8.

The shareholder holding preference shares has the following rights:

1. the right to access to legal enactments and other documents and information of the Bank;
2. the right to dividend in predetermined monetary amount or in the percentage of its nominal value, which is paid out with priority to shareholder of ordinary shares in accordance with the Decision on Issuing Shares;
3. the right to have cumulative unpaid dividend paid out before dividend payment to shareholders holding ordinary shares;
4. the priority right for payment from liquidation residuals or bankruptcy mass, over the shareholders holding ordinary shares;
5. the right to convert those shares into ordinary shares or any other class of preference shares;
6. the right to sell the shares to the Bank under the predetermined price or other

conditions according to the Decision of the Shareholders' Assembly;

7. the pre-emptive right of acquiring shares of the same class from new issues and
8. other rights in compliance with Law and the Resolution on the shares issue by the Shareholders' Assembly.

The shareholder holding preference shares is entitled to participate in the work of the Shareholders' Assembly, without voting right, unless otherwise stipulated by the law.

Article 8a

The Bank can issue preference shares with the redemption right in accordance with Article 254 of the Company Law of Republic of Serbia.

The Bank may acquire the preference shares with the redemption right in accordance with Article 254 of the Company Law, Article 26 of the Law on Banks, Articles 8a and 8b of this Decision, and Decision on issuing that class of preference shares with redemption right held by the Bank.

Article 8b.

The Bank may acquire the preference shares with the redemption right with paying certain compensation to holders of these shares at time, in number and in accordance with terms that will be specified by the decision on issuing these shares.

The Bank will send notification of its intention of redemption of the preference shares with redemption right held by the Bank at least 45 days before the day of intending to redeem the shares to all holders of these preference shares ("Notification of redemption of shares"). Notification of redemption of shares will contain the information on the following: (i) day of redemption, (ii) number of shares to be redeemed (iii) redemption price, (iv) means of paying of redemption price (money, financial instruments), (v), way of paying of redemption price, (vi) other conditions of redemption of preference shares.

The Supervisory Board of the Bank makes the decision on acquisition of preference shares with the redemption right held by the Bank, sends notification of its intention of redemption of the preference shares to existing shareholder and takes all other corporate actions in order to ensure the Bank to exercise its right of redemption of preference shares with the redemption right held by the Bank.

Article 9.

Shareholder of the Bank may not withdraw funds deposited in the initial capital of the Bank.

The Bank's shareholder is liable for the Bank's obligations to the extent of their funds deposited into the share capital of the Bank.

The Bank is liable for its obligations with its total assets.

Article 10.

Legal and physical entities who purchase shares of subsequent issues of the Bank become the Bank's shareholders and are entitled to only those rights stipulated by Law and the Decision of the Bank on the issuing of the shares of those issues.

Article 11.

If the shareholder alienates the Bank shares, the shareholder will cease to hold the function.

V ACTIVITIES OF THE BANK

Article 12.

The Bank performs the following activities in compliance with Law:

1. deposit activities (accepting and placing deposits);
2. credit activities (granting and taking credits);
3. foreign exchange, foreign exchange-currency transactions and exchange operations;
4. activities regarding payment operations;
5. issuing payment cards;
6. activities regarding securities (issuing securities, custody bank activities etc.);
7. issuing guarantees, sureties and other types of warranties (guarantee operations);
8. purchase, sale and collection of receivables (factoring, forfeiting etc.)
9. insurance agency activities with prior consent by the National Bank of Serbia;
10. activities for which it is authorized by Law.

The Bank will carry out operations specified in the above paragraph 1 item 4 hereof in accordance with the law governing payment services starting from 1.10.2015.

VI THE MANNER OF COVERING BANK'S LOSS

Article 13.

The Bank will report loss if the Bank's income under the annual statements is not sufficient to cover its expenses and legal and other obligations.

The Bank's reserves will be reduced for the amount of loss, and if not sufficient, share capital.

Article 14.

To cover risk arising from its operations, the Bank will form reserves.

Reserves will be formed pursuant to the Shareholders' Assembly resolution, from a part of profit made from the Bank's operations.

The Bank's shareholder shall not receive shares against investments in the Bank's reserves.

The Bank's reserves are used to cover the Bank's losses.

VII MANNER OF SETTling DISPUTES

Article 15.

The shareholder of the Bank agrees to settle all disputes arising from or in connection with this Decision by mutual agreement and respect.

If the dispute is not resolved by mutual agreement, it shall be settled by the competent court.

VIII AMENDMENTS AND SUPPLEMENTS TO THE FOUNDATION DECISION

Article 16.

The Foundation Decision may be amended at the proposal of the Supervisory Board.

The Supervisory Board submits to the Shareholders' Assembly the decision draft and the text of amendments and supplements to the Foundation Decision.

IX STATUS CHANGES AND CESSATION OF THE BANK'S OPERATIONS

Article 17.

The status changes concerning this Decision are especially the following:

1. merging of the Bank with another bank,
2. acquiring of the Bank by another bank.

Article 18.

The Bank will cease its operations:

- if the Shareholders' Assembly makes the decision of cessation of the Bank's operations,
- if the Bank is revoked operating license,
- in the event of statutory change
- in another cases prescribed by the Law.

In the case of cessation of the Bank's operations, the shareholder of the Bank is entitled to his rights in compliance with Law, this Decision, the Statute and the Decision on the issuing of the Bank shares that he hold.

X TRANSITIONAL AND FINAL PROVISIONS

Article 19.

Decision on amendments dated 05.07.2019 has made the adjustment to the change in ownership, according to which the Türkiye Halk Bankası A.Ş is the sole shareholder of the Bank and the owner of 100% of shares.

The Agreement on the establishment of the Bank dated 29 May 1995 with all amendments and supplements, including amendments and/or supplements of 05 July 2019, shall be replaced by this Foundation Decision.

No: 21203/2023

HALKBANK a.d. BEOGRAD
-Executive Board-

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