

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF
ÜNLÜ YATIRIM HOLDİNG A.Ş.
HELD ON 27 APRIL 2023 FOR THE YEAR 2022**

The Ordinary General Assembly Meeting of ÜNLÜ Yatırım Holding A.Ş. for the year 2022 was held on 27 April 2023 at 14:00 at the address of “Maslak Mahallesi Ahi Evran Cad. No:6 42 Maslak Plaza Ofis:3 Kat:2 Daire:59 Sarıyer/İSTANBUL” under the supervision of representative of the Ministry Mrs. Sabire Demir Elbüken, authorized by the letter of the İstanbul Provincial Commerce Directorate dated 25 April 2023 and numbered E-90726394-431.03.00084877473.

The invitation to the meeting, as set under the law and the articles of association and in a manner covering the agenda, has been duly announced in the Turkish Trade Registry Gazette dated 04 April 2023 and numbered 10804 at the Company’s website at www.unluco.com, at the Public Disclosure Platform and the Electronic General Assembly System of the Central Registry Agency, three weeks prior to the general assembly (excluding the dates of the announcement and the meeting).

Upon examination of the Attendance List, it is determined that among 175,000,000 number of shares corresponding to the total capital of the Company of TL 175,000,000; 208,292 number of shares corresponding to TL 208,292 share capital are represented in person by the shareholders, and 55,979,925 number of shares corresponding to TL 55,979,925 share capital are represented via proxy, amounting to the representation of 56,188,217 number of shares corresponding to TL 56,188,217 share capital at the meeting; therefore the minimum meeting quorum required under the law and the articles of association is met. Upon determination and affirmation by the Ministry’s Representative following the Company’s Board Member Mr. Can ÜNALAN’s statement that Mr. Hayrettin ERGÜL representing Güney Bağımsız Denetim Danışmanlık ve Yeminli Mali Müşavirlik A.Ş. who performed the external audit of the Company’s financial statements for the 2022 fiscal year is present at the meeting; the agenda items have been opened for discussion.

1- As per the 1st item of the agenda, the meeting started physically and on electric media at the same time by the Board Member Mr. Can ÜNALAN. A moment of silence was taken. Vice Chairman Mr. Can ÜNALAN gave the opening remarks. The Company’s employee Mr. Mustafa SÖNMEZ is appointed for the operation of the Electronic General Meeting System

Selection for the Chairman of the Meeting began. Mr. Can ÜNALAN was nominated for the Chairman of the Meeting with Utku ÖZAY’s proposal. Mr. Can ÜNALAN was selected as a result of the voting, it was decided to accept the proposal with MAJORITY OF VOTES with 55.753.434 affirmative votes against 434.783 negative votes. The Chairman of the Meeting elected Mrs. N. Hülya KEMAHLI as the clerk and Mrs. Cansu ÖKTEN as the vote collector.

2- The Chairman of the Meeting was authorised by 55.753.434 affirmative votes against 434.783 negative votes of the attendees to sign the general assembly meeting minutes on behalf of the General Assembly.

Chairman of the Meeting read the agenda; asked whether there were any requests to change the order of the agenda items and to add any additional items to the agenda. No request was made in relation to thereof.

3- The Board of Directors' Activity Report for the year 2022 covering the 01.01.2022 – 31.12.2022 accounting period of the Company was read. Since the Board of Director's Activity Report has been published at the Company's website at www.unluco.com, Public Disclosure Platform and the Electronic General Assembly System of the Central Registry Agency, it has been voted on the proposal made by the Chairman of the Meeting, it was decided by the MAJORITY OF VOTES with 55.753.434 affirmative votes against 434.783 negative votes, that the Annual Report of the Board of Directors for 2022 be deemed read.

Mrs. Gül den AKDEMİR, Executive Vice President of Finance, provided information on the Board of Director's Activity Report of the year 2022. It was opened for discussion. No attendee requested to speak.

4- Mr. Hayrettin ERGÜL, representing Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müsavirlik A.Ş., read the summary of the 2022 Independent Audit Report covering the 01.01.2022 – 31.12.2022 accounting period.

5- The Company's financial and income statements for the year 2022, covering the accounting period of 01.01.2022 -31.12.2022, were read. Since the Financial Statements for the year 2022 accounting period have been published on the Company's website at www.unluco.com, on the Public Disclosure Platform and on the Central Registry Agency's E-General Assembly System, the Financial Statements for the year 2022 operating year are deemed to have been read and summary information as a result of the vote made by the Chairman of the Meeting regarding the transfer of the report to the General Assembly, it was decided by the MAJORITY OF VOTES with 55.753.434 affirmative votes against 434.783 negative votes, that the balance sheet and income statement related to the 2022 operating year were deemed as read.

Mrs. Gül den AKDEMİR, Executive Vice President of Finance, provided brief information.

In addition, within the framework of the Capital Markets Board's Repurchased Shares Communiqué numbered II-22.1 and the principle decisions dated 14.02.2023; Within the scope of the share buyback program of the Company's Board of Directors dated 15.02.2023, which will be valid for a maximum of 3 months, with a maximum fund amount of TL 35,000,000 and a maximum number of shares to be bought back TL 5,000,000 (TL 5,000,000 Nominal), the shareholders were informed that as of the date of the General Assembly a total of 600,000 shares amounting TL 5,120,567.90 TL were repurchased from the Company's equity capital.

The agenda item opened for discussion. No attendee requested to speak. The agenda item opened for voting. It has been unanimously resolved by the MAJORITY OF VOTES with 55.753.434 affirmative votes against 434.783 negative votes to accept the 2022 financial statements covering the 01.01.2022 – 31.12.2022 accounting period.

6- As per the 6th item on the agenda, the board of directors' discharge from legal liability was discussed. The discharge was opened for voting. The board members who are entitled to vote as per their share capital did not cast a vote. It has been accepted with 55.753.434 affirmative votes against 434.783 negative votes that Mr. Mahmut Levent Ünlü, Mr. Can Ünalán, Mrs Şebnem Kalyoncuođlu Ünlü, Mr. İbrahim Romano, Mrs. Özlem Yeşildere and Mrs. Mine Yıldız Günay, who served during the 01.01.2022 – 31.12.2022 accounting period of our Company, each to be separately discharged from legal liability for their performances and actions carried out during the year 2022.

7- The proposal of the Board of Directors dated 31.03.2023 with regards to the distribution of the operating profit of the year 2022 covering the 01.01.2022 – 31.12.2022 accounting period was read.

The Board of Directors' proposal stating: *“Within the scope of the Company's Articles of Association and profit distribution policy; the distribution of the profit amounting to 50.000.000.00 TL gross amount (50.000.000,00 Turkish Liras), corresponding to a gross cash dividend of 0.2857 TL (net 0.2571 TL) for each share with a nominal value of 1 TL, in accordance with the dividend distribution proposal table prepared for the relevant accounting period, to the shareholders in cash within the framework of the principles stipulated in the legislation as of 02.05.2023”* was read.

It was opened to discussion. No attendee requested to speak. The Board's proposal was opened for voting. As a result of the voting, it was decided to accept the proposal of the Board of Directors by MAJORITY OF VOTES with 55.753.434 affirmative votes against 434.783 negative votes.

8- Pursuant to the 8th item on the agenda, the salaries of the members of the Board of Directors were determined. With the proposal signed by Can ÜNALAN, given to the Chairman of the Meeting; It was proposed to pay a net annual membership fee of 200,000 TL (Two Hundred Thousand Turkish Liras) to the independent members of the board of directors, and not to pay the other members of the board of directors, it was voted. As a result of the voting, it was decided to accept the proposal by the MAJORITY OF VOTES with 55.753.434 affirmative votes against 434.783 negative votes.

9- Within the framework of the capital market legislation; Information was given about the donations and aids of 563.680 TL (Five hundred sixty-three thousand six hundred and eighty Turkish Liras) made by the Company in the accounting period between 01.01.2022 and 31.12.2022.

Within the scope of the Decision of the Capital Markets Board Decision Making Body dated 09/02/2023 and numbered 8/174, information was given about the donation of TL 3,000,000 for the AFAD One Heart Campaign, TL 1,000,000 to the Turkish Football Federation (to be transferred to AFAD accounts) and TL 56,856.81 donated in-kind through different institutions.

Regarding the determination of the donation limit to be made within the activity year 01.01.2023 - 31.12.2023; “The Company's annual consolidated financial statements disclosed to the public in accordance with the Capital Markets Board regulations for the 2023 operating year, including the donations made in accordance with the capital markets legislation, the Company's donation policy and the Decision of the Capital Markets Board Decision-making Body dated 09/02/2023 and numbered 8/174.” The proposal of the Board of Directors dated 31.03.2023, which includes determining the annual distributable profit as net 5% (five percent) within the framework of the decision, was read. No one spoke. The proposal of the Board of Directors was put to vote. As a result of the voting, it was decided to accept the proposal by MAJORITY of VOTES with 55,753,434 positive votes against 434,783 negative votes.

10- In accordance with the 10th item of the agenda, *taking into account the evaluations made by our Company's Audit Committee regarding the election of an independent auditor dated 31/03/2023; in order to audit the financial reports of our company for the accounting period of 01.01.2023 - 31.12.2023 in accordance with the principles determined in the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and the relevant legislation, and to carry out other activities within the scope of the relevant regulations in these laws, the decision of the Board of Directors dated 31.03.2023 regarding the election of Güney Serbest Danışmanlık ve Danışmanlık Mali Müşavirlik Anonim Şirketi registered at the Directorate of the Istanbul Trade Registry Office with the Trade Registry Number 479920-0, and located at the address of Orjin Maslak Plaza, Maslak Mahallesi Eski Büyükdere Caddesi N27 Maslak Flat: 54-57-59 Floor: 2-3-4 34398, Sarıyer, İstanbul, Turkey, was put to vote. As a result of the voting, it was decided to accept the proposal by MAJORITY of VOTES with 55,753,434 positive votes against 434,783 negative votes.*

11- Moved to the 11th article of the agenda to allow the members of the Board of Directors to carry out the works that are within the scope of the company's activity or not, in person or on behalf of others, and to be a partner of the companies that perform such works, to compete and to carry out other transactions pursuant to Articles 395 and 396 of the Turkish Commercial Code. Within the scope of this article, Articles 395 and 396 of the Turkish Commercial Code allow the members of the board of directors to carry out the works that are within the scope of the Company's activity or not, in person or on behalf of others, and to be a partner of companies that perform such works, to compete and to carry out other transactions. The issue of granting permission in accordance with its articles was submitted for approval, and it was approved by MAJORITY of VOTES with 55,753,434 affirmative votes against 434,783 negative votes.

12- It was informed that there are no guarantees, pledges and mortgages given by the company in favor of third parties in the 2022 operating year covering the accounting period of 01.01.2022-31.12.2022.

13- The Chairman of the Meeting determined that the meeting quorum set under the Turkish Commercial Code was met during the meeting, and there were no other items left for discussion, and therefore, the meeting is ended.

This document of Meeting Minutes is issued and signed at the meeting place. 27.04.2023.

Ministry Representative
Sabire Demir ELBÜKEN

Chairman of the Meeting
Can ÜNALAN

Clerk
N.Hülya KEMAHLI

Vote Collector
Cansu ÖKTEN