

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF  
ÜNLÜ YATIRIM HOLDİNG ANONİM ŞİRKETİ  
HELD ON 06 MAY 2025 FOR THE YEAR 2024**

The Ordinary General Assembly Meeting of ÜNLÜ Yatırım Holding A.Ş. for the year 2024 was held on 6 May 2025 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. Aysun ARASOĞLU, authorized by the letter of the İstanbul Provincial Commerce Directorate dated 05.05.2025 and numbered 00108864325.

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 11 April 2025 and numbered 11310 at the Company’s website at [www.unluco.com](http://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 175,740,000 number of shares corresponding to the total capital of the Company of TL 175,740,000; 3.514.540 number of shares corresponding to TL 3.514.540 share capital are represented in person by the shareholders and 114.107.437 number of shares corresponding to TL 114.107.437 share capital are represented via proxy, amounting to the representation of 117.621.977 number of shares corresponding to TL 117.621.977 share capital at the meeting; therefore the minimum meeting quorum required under the law and the articles of association is met. Following the Company’s Board Member Mr. Can ÜNALAN’s statement that Mr. Göker KIRATLI representing Güney Bağımsız Denetim Danışmanlık ve Yeminli Mali Müşavirlik A.Ş. who performed the independent audit of the Company’s financial statements for the 2024 fiscal year is present and that Mr. Mustafa SÖNMEZ, a Company employee, was assigned to implement the Electronic General Assembly System, and that the Company's Electronic General Assembly preparations were carried out in accordance with the legal regulations in accordance with the 5th and 6th paragraphs of Article 1527 of the Turkish Commercial Code, and upon the determination and statement by the Ministry Representative, the agenda was discussed.

**1-** As per the 1<sup>st</sup> item of the agenda, the meeting started physically and on electric media at the same time by the Board Member Mr. Can ÜNALAN. Opening speech and moment of silence were held.

The formation of the Meeting Presidency was started. With the proposal signed by Utku ÖZAY given to the Meeting Presidency, Mr. Can ÜNALAN was proposed as the Meeting President. As a result of the voting, it was UNANIMOUSLY decided by the attendees to elect Mr. Can ÜNALAN as the Meeting President. The Meeting President assigned Mrs. N. Hülya KEMAHİ as the Minutes Clerk and Ms. Cansu ÖKTEN as the Vote Collector in accordance with the relevant legislation.

There was no request to change or add any agenda item.

**2-** The Board of Directors' Activity Report for the year 2024 covering the 01.01.2024 – 31.12.2024 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](http://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 Deputy Chairman of the Board and Chairman of the Meeting Mr. Can ÜNALAN to be considered "Read" and to give a summary information to the General Assembly, it was decided by UNANIMOUSLY that the Annual Report of the Board of Directors for 2024 be deemed read.

Mrs. Gülден AKDEMİR, CFO of the Company, provided information on the Board of Director's Activity Report for the year 2024. It was opened for discussion. No attendee requested to speak.

**3-** Mr. Göker KIRATLI, representing Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., read the summary of the 2024 Independent Audit Report covering the 01.01.2024 – 31.12.2024 accounting period.

**4-** The Company's financial and income statements for the year 2024, covering the accounting period of 01.01.2024 -31.12.2024 were read. Since the Financial Statements for the year 2024 accounting period have been published on the Company's website at [www.unluco.com](http://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 2024 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 UNANIMOUSLY, that the balance sheet and income statement related to the 2024 operating year were deemed as read.

Mrs. Gülден AKDEMİR, CFO of the Company, provided brief information to the shareholders.

The agenda item opened for discussion. No attendee requested to speak. The agenda item opened for voting. It has been UNANIMOUSLY resolved to accept the 2024 financial statements covering the 01.01.2024 – 31.12.2024 accounting period.

**5-** As per the 5<sup>th</sup> 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. As a result of the voting, it has been decided by the MAJORITY OF VOTES with 21,469,976 affirmative votes against 1 negative vote that Mr. Mahmut Levent Ünlü, Mr. Can Ünalán, Mrs Şebnem Kalyoncuoğlu Ünlü, Mr. İbrahim Romano, Mrs. Özlem Yeşildere and Mrs. Mine Yıldız Günay, who served during the 01.01.2024 – 31.12.2024 accounting period of our Company, each to be separately discharged from legal liability for their performances and actions carried out during the year 2024.

**6-** With the proposal signed by Mr. Utku ÖZAY submitted to the Meeting Presidency; it was proposed that each independent board member be paid an annual net 600,000 TL (Six hundred thousand Turkish Liras) board membership fee for the activity year 01.01.2025 - 31.12.2025, and that no fee be paid to other board members. It was opened for discussion. No one took the

floor. It was put to a vote. As a result of the voting, it was UNANIMOUSLY decided by the present to accept the proposal.

**7-** The proposal of the Board of Directors dated 09.04.2025 with regards to non-distribution of operating profit of the year 2024 covering the 01.01.2024 – 31.12.2043 accounting period was read.

The Board of Directors' proposal stating:

*-According to our consolidated financial statements for the accounting period of 01.01.2024-31.12.2024 prepared by the Company in accordance with the "Communiqué on Principles Regarding Financial Reporting in Capital Markets" numbered II.14.1 of the Capital Markets Board and independently audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the entire balance of the net profit of TL 117,438,349.00 after tax, after the legal reserves, to be allocated to extraordinary reserves,*

*-The entire balance of the net profit of TL 6,039,548.80, which occurred as a result of the inflation adjustment made in accordance with the Tax Procedure Law, after the legal reserves, to be allocated to extraordinary reserves,*

was UNANIMOUSLY accepted by the present.

**8-** In accordance with Article 14 of our Company's Articles of Association titled "Determination and Distribution of Profit" and the Capital Markets Board's Communiqué on Profit No. II-19.1, the authorization of the Board of Directors to decide on the distribution of dividend advances for the 2025 accounting period was opened for discussion. No one took the floor. It was put to a vote.

As a result of the voting, it was UNANIMOUSLY decided by the attendees to authorize the Board of Directors to decide on the distribution of dividend advances for the 2025 accounting period.

**9-** In the event that the board of directors decides to distribute advance dividends in 2025, if sufficient profit is not generated at the end of the 2025 accounting period or a loss is incurred, the advance dividend to be distributed will be offset from other resources that can be subject to profit distribution in the financial position statement dated 31.12.2025. No one took the floor.

As a result of the voting, it was UNANIMOUSLY decided by those present to accept the proposal.

**10-** Within the framework of capital market legislation; in the accounting period of 01.01.2024 - 31.12.2024; information was provided on the donations made to various educational institutions, non-governmental organizations, foundations and associations on a consolidated basis within the donation limit decided at the ordinary general assembly for 2023, totaling 2,768,810 TL (indexed amount 3,051,220 TL according to TMS 29).

Regarding the determination of the donation limit to be made in the activity year of 01.01.2025 - 31.12.2025; “*Within the framework of capital market legislation and Article 3 of the Company's Articles of Association; The proposal of the Board of Directors dated 09.05.2024, which includes determining the donation upper limit as TL15,000,000 (Fifteen Million Turkish Liras) for the accounting period of our company 01.01.2025 - 31.12.2025*”, was read. It was opened for discussion. No one took the floor. The proposal of the Board of Directors was put to the vote. As a result of the voting, it was UNANIMOUSLY decided by those present to accept the proposal.

**11-** In accordance with the 11th item of the agenda, considering the evaluations made by the Company's Audit Committee regarding the selection of the independent auditor dated 09/04/2025; the Board of Directors' decisions numbered 2025/6 and 2025/7 dated 09.04.2025 were read. It was opened for discussion. No one took the floor. It was put to the vote. The result of the voting;

it was UNANIMOUSLY decided by the attendees to appoint:

*Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, registered at the Istanbul Trade Registry Office with the Trade Registry Number 479920-0, located at Orjin Maslak Plaza, Maslak Mahallesi Eski Büyükdere Caddesi No:27 Maslak Flat:54-57-59 Floor:2-3-4 34398, Sarıyer, İstanbul, Turkey, in order to audit the financial reports of the Company for the accounting period of 01.01.2025 – 31.12.2025 in accordance with the principles determined by 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,*

*Denge Bağımsız Denetim Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, registered at the Istanbul Trade Registry Directorate with the Trade Registry Number 262368/0, located at the address of Hürriyet Mahallesi, Dr. Cemil Bengü Caddesi, Hak İş Merkezi No:2 Kat:1 Çağlayan-Kağıthane İstanbul, Turkey, as the independent audit company to conduct the mandatory sustainability assurance audit of the sustainability reports to be prepared in accordance with the Turkish Sustainability Reporting Standards for the accounting periods of 01.01.2024 – 31.12.2024 and 01.01.2025 – 31.12.2025 within the scope of the Assurance Audit Standards published by the Public Oversight, Accounting and Auditing Standards Authority.*

**12-** The Board of Directors' decision dated 12.02.2025 and numbered 2025/01 regarding the amendment of Article 6 of the Articles of Association titled "Capital" was read. Information was provided and the meeting was opened for discussion. No one took the floor. Within the framework of the permission letters of the Capital Markets Board dated 21.02.2025 and numbered E-68185, and the Ministry of Trade General Directorate of Domestic Trade dated 12.03.2025 and numbered E-00107184689, it was decided by MAJORITY VOTE of the present with 117,621,976 positive votes against 1 negative vote to increase the registered capital ceiling to 800,000,000 TL (Eight hundred million Turkish Liras) and to allow the extension of the registered capital ceiling period for the years 2025-2029 and to amend Article 6 of the Articles of Association for this purpose.

**13-** Information was provided on the buyback program initiated by the Board of Directors' decision dated 24.03.2025 in accordance with the CMB's Communiqué on Share Buyback (II-22.1) and the decisions numbered 16/531 dated 19.03.2025 and 18/574 dated 23.03.2025 regarding the subject, and the buybacks carried out within the framework of the program and announced on the Public Disclosure Platform.

**14-** Moved to the 14<sup>th</sup> 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 UNANIMOUSLY.

**15-** In accordance with the Capital Markets Board's decision dated 21.11.2024 and numbered 60/1631 regarding the agenda item, the Company employees who benefit from the shares issued to our Company employees at a unit price of 12.12 TL in return for the options to be vested with the employee stock option program accepted by our Company's Board of Directors in 2024 within the scope of the conditional capital increase of our Company were informed to the shareholders.

**16-** It was informed that there are no guarantees, pledges and mortgages given by the company in favor of third parties in the 2024 activity year covering the accounting period of 01.01.2024-31.12.2024.

**17-** No one took the floor. 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. 06.05.2025. 14:54

Ministry Representative  
Aysun ARASOĞLU

Chairman of the Meeting  
Can ÜNALAN

Secretary of the Meeting  
N. Hülya KEMAHİ

Vote Collector  
Cansu ÖKTEN