

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF
ÜNLÜ YATIRIM HOLDİNG A.Ş.
HELD ON 25 MAY 2022 FOR THE YEAR 2021**

The Ordinary General Assembly Meeting for the year 2021 of ÜNLÜ Yatırım Holding A.Ş. has been held on 25 May 2022 at 14:00 at the address of “Ahi Evran Caddesi Polaris Plaza B Blok No:21 Kat:1 34485 Maslak-Sarıyer-İstanbul” under surveillance of the Representative of the Ministry Mrs. Seda ÇAYCI AKKALE, appointed by the letter of the İstanbul Provincial Commerce Directorate dated 25 May 2022 and numbered E-90726394-431.03-00074867425.

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 23 May 2022 and numbered 10569 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 participants’ 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; 397,979 number of shares corresponding to TL 397,979 share capital are represented personally by the shareholders, and 114,285,194 number of shares corresponding to TL 114,285,194 share capital are represented via proxy, amounting to the representation of 128,181,361 number of shares corresponding to TL 128,181,361 share capital at the meeting; therefore the 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. Ahmet Ufuk YALÇIN representing Güney Bağımsız Denetim Danışmanlık Ve Yeminli Mali Müşavirlik A.Ş. who performed the external audit of the Company’s financial statements for the 2021 fiscal year is present at the meeting and the Company’s employee Mrs. Duygu TOPUZOĞLU is appointed for the operation of the Electronic General Meeting System; 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 Ministry’s Representative addressed and asked the shareholders attending personally and the proxies if they had any objections. No objection was raised. Selection for the Chairman of the Meeting began. Mr. Can ÜNALAN was nominated for the Chairman of the Meeting according to the Utku ÖZAY’s proposal. Mr. Can ÜNALAN was selected as a result of the voting, it was decided to accept the proposal with 348,475,809 affirmative votes against 74,900 negative votes, with the MOST VOTES of the present. 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 348,475,809 affirmative votes against 74,900 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 2021 Board of Directors' Activity Report covering the 01.01.2021 – 31.12.2021 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, at the 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 348,475,809 affirmative votes against 74,900 negative votes, that the Annual Report of the Board of Directors for 2021 be deemed read.

Mr. S. Aykut SARIBIYIK, Executive Vice President of Finance, provided information on the Board of Director's Activity Report of the year 2021. It was opened for discussion. No attendee requested to speak.

4- Mr. Ahmet Ufuk YALÇIN, representing Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müsavirlik Anonim Şirketi, read the summary of the 2021 Independent Audit Report covering the 01.01.2021 – 31.12.2021 accounting period.

5- The Company's financial and income statements for the year 2021, covering the accounting period of 01.01.2021-31.12.2021, were read. Since the Financial Statements for the 2021 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 2021 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 348,475,809 affirmative votes against 74,900 negative votes, that the balance sheet and income statement related to the 2021 operating year were deemed as read.

Mr. S. Aykut SARIBIYIK, Executive Vice President of Finance, provided information. 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 2020 financial statements covering the 01.01.2021 – 31.12.2021 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 970.263 affirmative votes against 74,900 negative votes that Mr. Mahmut Levent Ünlü, Mr. Can Ünalın, Mrs Şebnem Kalyoncuoğlu Ünlü, Mrs. Özlem Yeşildere, Mrs. Mine Yıldız Günay and Mr. İbrahim Romano, who served during the 01.01.2021 – 31.12.2021 accounting period of our Company, each to be separately discharged from legal liability for their performances and actions carried out during the year 2020.

7- The proposal of the Board of Directors dated 27.04.2022 numbered 2022/09 in relation to the distribution of the operating profit of the year 2021 covering the 01.01.2021 – 31.12.2021 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 17.500.000.00 TL gross amount (15.750.000,00 TL), corresponding to 22.45% of the total distributable net profit for the accounting period of 2021, corresponding to a gross cash dividend of 0.1000 TL (net 0.0900 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 09.06.2022, together with the attached dividend distribution proposal table, to be submitted to the approval of the shareholders to be discussed and decided at the Company's Ordinary General Assembly Meeting for the 2021 accounting period.*

It was opened to discussion. No attendee requested to speak. The agenda item was opened for voting. As a result of the voting, it was decided to accept the proposal of the Board of Directors with 348,475,809 affirmative votes against 74,900 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 140,000 TL (One Hundred Thousand and Forty 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 with 348,475,809 positive votes against 74,900 negative votes.

9- Within the framework of the capital market legislation; Information was given about the donations and aids of 147,585 TL (One hundred fourty seven thousand five hundred and eighty five Turkish Liras) made by the Company in the accounting period between 01.01.2021 and 31.12.2021. 01.01.2022 - *Determining the upper limit of donations to be made in the operating year of 31.12.2022 as “5% (five percent) of the annual distributable profit within the framework of the annual consolidated financial statements disclosed to the public in accordance with the Capital Markets Board regulations for the 2021 operating year”.* The proposal of the Board of Directors dated 27.04.2022 and numbered 2022/08 was put to vote. As a result of the voting, it was decided to accept the proposal with 348,475,809 positive votes against 74,900 negative votes.

10- In accordance with the 10th item of the agenda, *considering the evaluations made by the Company Audit Committee regarding the election of the independent auditor dated 27/04/2022; 479920 at the Istanbul Trade Registry Office to audit the financial reports of the company for the accounting period between 01.01.2022 - 31.12.2022 in accordance with the principles determined in accordance with the Turkish Commercial Code No. 6102, the Capital Market Law No. 6362 and the relevant legislation, and to carry out other activities within the scope of the relevant regulations in these laws. Board of Directors dated 27/04/2022 regarding the election of Güney Independent Auditing and Independent Accountant Mali Müşavirlik*

Anonim Şirketi, registered with Trade Registry Number 0, as an independent audit company and submitting this matter to the approval of our shareholders at the Company's Ordinary General Assembly Meeting for 2021. and its decision numbered 2022/07 was put to the vote. As a result of the voting, it was decided to accept the proposal with 348,475,809 affirmative votes against 74,900 negative votes, with the majority of votes present.

11- Decision to allow the members of the Board of Directors of the agenda 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. It was passed to the 11th article regarding the acquisition. 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 a MOST VOTE with 334,977,621 affirmative votes against 13,573,088 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 2021 operating year covering the accounting period of 01.01.2021-31.12.2021.

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. 25.05.2022.
Time: 14:36 p.m.

Ministry Representative
Seda ÇAYCI AKKALE

Chairman of the Meeting
Can ÜNALAN

Clerk
N.Hülya KEMAHLI

Vote Collector
Cansu ÖKTEN