

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF
ÜNLÜ YATIRIM HOLDİNG ANONİM ŞİRKETİ
HELD ON 06 JUNE 2024 FOR THE YEAR 2023**

The Ordinary General Assembly Meeting of ÜNLÜ Yatırım Holding A.Ş. for the year 2023 was held on 6 June 2024 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. Ayten Güneş, authorized by the letter of the İstanbul Provincial Commerce Directorate dated 04.06.2024 and numbered E-90726394-431.03-00097503354.

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 13 May 2024 and numbered 11080 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; 750.088 number of shares corresponding to TL 750.088 share capital are represented in person by the shareholders, 559 shares corresponding to 559 TL capital are represented by the representatives of the depositors and 117.315.151 number of shares corresponding to TL 117.315.151 share capital are represented via proxy, amounting to the representation of 118.065.798 number of shares corresponding to TL 118.065.798 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 2023 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 UNANIMOUSLY by those present. The Chairman of the Meeting elected Mrs. N. Hülya KEMAHLI as the clerk and Mrs. Cansu ÖKTEN as the vote collector.

2- The issue of signing the meeting minutes on behalf of the General Assembly was put to vote. As a result of the voting, it was UNANIMOUSLY decided by those present to authorize the Chairman of the Meeting to sign the 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 2023 covering the 01.01.2023 – 31.12.2023 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 UNANIMOUSLY that the Annual Report of the Board of Directors for 2023 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 2023. 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 2023 Independent Audit Report covering the 01.01.2023 – 31.12.2023 accounting period.

5- The Company's financial and income statements for the year 2023, covering the accounting period of 01.01.2023 -31.12.2023, 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 2023 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 2023 operating year were deemed as read.

Mrs. Gül den AKDEMİR, Executive Vice President of Finance, provided brief 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 2023 financial statements covering the 01.01.2023 – 31.12.2023 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 UNANIMOUSLY that Mr. Mahmut Levent Ünlü, Mr. Can Ünal an, Mrs Şebnem Kalyoncuođlu Ünlü, Mr. İbrahim Romano, Mrs. Özlem Yeşildere and Mrs. Mine Yıldız Günay, who served during the 01.01.2023 – 31.12.2023 accounting period of our Company, each to be separately discharged from legal liability for their performances and actions carried out during the year 2023.

7- As per the 7th item of the agenda, the determination of the number of board members, election of board members and determination of their terms of office were made. The Board of Directors' decision dated 09/05/2024 and numbered 2024/13 was read and opened for discussion. No one took the floor. It was put to the vote. Within the scope of the voting;

The number of board members was determined as 6 within the scope of the provision of Article 8 of the Articles of Association and,

Within the framework of the criteria regarding Independent Board Membership regulated in Article 4.3. Structure of the Board of Directors of the Corporate Governance Principles included in the annex of the Communiqué on Corporate Governance of the Capital Markets Board (II-17.1); Within the scope of the Assessment Reports Regarding the Independence of the Independent Board Member Candidate prepared by the Corporate Governance Committee dated 08.05.2024, Mrs. Mine Yıldız GÜNAY (TR ID No:) and Mrs. Özlem YEŞİLDERE (TR ID No:) as independent members; - Mr. Mahmut Levent ÜNLÜ (TR ID No:), Mr. İbrahim ROMANO (TR ID No:) and Mrs. Şebnem Kalyoncuoğlu ÜNLÜ (TR ID No:) who gave their consent as Group A shareholder candidates and Mr. Can ÜNALAN (TR ID No:) who physically attended the meeting and verbally gave his consent, were elected as board members to serve for a term of 3 (three) years by UNANIMOUS decision of the present.

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 400,000 TL (Four 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 335.436.744 affirmative votes against 559 negative votes.

9- The proposal of the Board of Directors dated 09.05.2024 with regards to not distributing the operating profit of the year 2023 covering the 01.01.2023 – 31.12.2023 accounting period was read.

The Board of Directors' proposal stating:

-According to our consolidated financial statements for the accounting period of 01.01.2023-31.12.2023 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 net profit of TL 36,154,456.00 after tax shall be offset from the previous year losses of TL 358,127,472.00 that occurred as a result of inflation adjustment in our consolidated financial statements, and the remaining previous year loss of TL 321,973,016.00 shall be offset from the current emission premium and emission premium inflation differences in accordance with the principle decision of the Capital Markets Board dated 7.3.2024 and numbered 14382, and closed,

-offsetting of the net profit of TL 62,707,618.46 resulting from the inflation adjustment made in accordance with the Tax Procedure Law from the losses of previous years arising from the inflation adjustment made in accordance with the Tax Procedure Law and the closing of the remaining loss balance with positive equity differences within the scope of the provisions of the Tax Procedure Law,

was **UNANIMOUSLY** accepted by the present.

10- Within the framework of capital market legislation; in the accounting period of 01.01.2023 - 31.12.2023; within the scope of the decision numbered 8/174 dated 09/02/2023 of the Capital Markets Board Decision Making Body, information was provided about the donations 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), TL 56,856.81 made in kind through different institutions and TL 2,009,443 to other NGOs, totaling TL 6,066,300 TL (indexed amount TL 7,279,560 according to IAS 29).

Regarding the determination of the donation limit to be made in the activity year of 01.01.2024 - 31.12.2024; "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 TL10,000,000 (Ten Million Turkish Liras) for the accounting period of our company 01.01.2024 - 31.12.2024, 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 decided to accept the proposal by **MAJORITY VOTE** of those present with 335,436,743 positive votes against 560 negative votes.

11- 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 2024 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 2024 accounting period.

12- In the event that the board of directors decides to distribute advance dividends in 2024, if sufficient profit is not generated at the end of the 2024 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 31.12.2024. No one took the floor.

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

13- In accordance with the 13th item of the agenda, *taking into account the evaluations made by our Company's Audit Committee regarding the election of an independent auditor dated 09/05/2024; in order to audit the financial reports of our company for the accounting period of 01.01.2024 - 31.12.2024 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 UNANIMOUSLY decided to accept the proposal.

14- Information was provided regarding the Share Buybacks realized in the 2023 activity year. Within the framework of the Capital Markets Board's Communiqué on Share Buyback numbered II-22.1 and the principle decisions dated 14.02.2023; the Company's Board of Directors announced a total of 3 share buyback programs, each lasting 3 months, on 15.02.2023, 16.05.2023 and 16.10.2023 in 2023, and detailed information was provided to the shareholders regarding the buyback dates and amounts disclosed on the Public Disclosure Platform within the framework of the capital market legislation.

15- Moved to the 15th 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.

16- It was informed that there are no guarantees, pledges and mortgages given by the company in favor of third parties in the 2023 activity year covering the accounting period of 01.01.2023-31.12.2023.

17- 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. 06.06.2024. 14:54

Ministry Representative
Ayten GÜNEŞ

Chairman of the Meeting
Can ÜNALAN

Secretary of the Meeting
N. Hülya KEMAHLI

Vote Collector
Cansu ÖKTEN