

**ATP YAZILIM VE TEKNOLOJİ ANONİM ŞİRKETİ**  
**MADE ON 09/05/2025**  
**FOR THE FISCAL YEAR 2024**  
**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING**

The Ordinary General Assembly Meeting of ATP Yazılım ve Teknoloji Anonim Şirketi ("**the Company**") for the 2024 activity year will be held on 09/05/2025 at 15.00 on Reşitpaşa Mah. Katar Cad. Arı Teknokent 2 Binası A Blok No:4/1 Interior Door No: 801 Sarıyer/İstanbul under the supervision of Sibel CAN, the Ministry Representative assigned by the letter of Istanbul Provincial Directorate of Trade dated 08/05/2025 and numbered E-90726394-431-00109026008.

The call for the meeting was announced in the Turkish Trade Registry Gazette dated 16.04.2025 and numbered 11313, as stipulated in the law and the Articles of Association, including the date and agenda of the meeting. It was determined that the registered shareholders were duly notified on 17.04.2025 by registered letter with return receipt requested from Atatürk Oto Sanayi PTT Directorate. In addition, it was announced on the company website [www.atp.com.tr](http://www.atp.com.tr), the Electronic General Assembly System of the Central Registry Agency and the Public Disclosure Platform 3 weeks before the date of the General Assembly meeting, excluding the date of the meeting, within the legal period.

It has been determined that the Ordinary General Assembly Meeting was held within the Electronic General Assembly System in accordance with the "Regulation on General Assembly Meetings of Joint Stock Companies to be Held Electronically" published in the Official Gazette dated 28.08.2012 and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29.08.2012 and numbered 28396.

Upon examination of the list of attendees, it was understood that out of 93,750,000 shares corresponding to the Company's total capital of 93,750,000.-TL, 1,555,894.-TL shares were represented in person and 74,533,039.5.-TL shares were represented by proxy, totaling 76,088,933.5.-TL shares were represented at the meeting and thus the minimum meeting quorum stipulated in both the law and the Articles of Association was present, the meeting was opened by Mr. **Tuncer KÖKLÜ**, Member of the Board of Directors, and the agenda was discussed.

Pursuant to the 1st item of the agenda, Upon the proposal of shareholder Ata Holding A.Ş., Mr. Sedat BOZANOĞLU was unanimously elected as the Chairperson of the Meeting. Mr. Zeynep Naz OLUTAŞ was appointed as the Minutes Clerk, and Ms. Huriye TAM as the Vote Collector. Additionally, Ms. Burcu NERGİZ, an employee holding the CRA Electronic General Assembly System Certificate, was assigned to manage the EGAS. The agenda items were then addressed simultaneously in both electronic and physical environments. Ms. Tuana TALAY, representing Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş., was also present at the meeting.

The Chairperson announced that the minutes of the meeting would be signed by the Chairing Board on behalf of the shareholders.

**1.**

The Meeting Chairman stated that the minutes of the meeting would be signed by the Presidium on behalf of the shareholders.

**2. The 2nd item of the agenda was discussed.**

It was seen that the proxy of Ata Holding A.Ş. submitted a proposal to accept the Board of Directors' Annual Report for the fiscal year 2024 as read and not to re-read the aforementioned documents at the meeting, since these documents were made available for the shareholders' review at least 3 weeks prior to the meeting date at the Company headquarters, in the Electronic General Assembly system of the CRA, on the Public Disclosure Platform and on the corporate website of the Company. The aforementioned proposal was submitted to the approval of the shareholders and was unanimously approved

After the voted motion, the relevant agenda item was opened for discussion.

As a result of the voting, it was unanimously resolved to approve the Board of Directors' Annual Report for the fiscal year 2024.

**3. The 3rd item of the agenda was discussed.**

It was seen that the proxy of Ata Holding A.Ş. submitted a proposal that the Independent Audit Report for the 2024 activity years of the Company should not be re-read at the meeting and be accepted as read, since the said documents were submitted for the review of the shareholders at the Company headquarters, in the Electronic General Assembly system of the CRA, on the Public Disclosure Platform and on the corporate website of the Company at least 3 weeks prior to the meeting date. The aforementioned proposal was submitted to the approval of the shareholders and was unanimously approved.

After the voted motion, the relevant agenda item was opened for discussion. No one took the floor.

**4. The 4th item of the agenda was discussed.**

It was seen that the proxy of Ata Holding A.Ş. proposed that since the financial statements of the Company for the fiscal year 2024 were submitted for the review of the shareholders at least 3 weeks prior to the meeting date at the Company headquarters, in the Electronic General Assembly system of the Central Registry Agency (CRA), on the Public Disclosure Platform and on the corporate website of the Company, the aforementioned documents should not be re-read at the meeting and should be accepted as read. The aforementioned proposal was submitted to the approval of the shareholders and was unanimously approved.

After the voted motion, the relevant agenda item was opened for discussion. No one took the floor.

As a result of the voting, it was unanimously decided by the participants of the meeting to approve the financial statements for the 2024 activity year.

5. Pursuant to the 5th item of the agenda, the proposal of the Company's Board of Directors regarding the profit distribution for the 2024 activity period was read and started to be discussed.

The Board of Directors of our Company

(i) Pursuant to the decision dated 14/04/2025 and numbered 2025/7;

*" According to the independently audited consolidated financial statements of our Company for the accounting period 01.01.2024 - 31.12.2024, prepared in accordance with the Capital Markets Board's ("CMB") "Communiqué on Principles Regarding Financial Reporting in Capital Markets" numbered II - 14.1 and based on Turkish Financial Reporting Standards ("TFRS"), the net distributable profit for the period, including donations, is TL 437,557,412 and according to the legal financial statements prepared in accordance with the provisions of the Tax Procedure Law ("TPL"), it is TL 516,399,897.*

*In this framework;*

*1) To set aside 5% of the general legal reserve fund required to be set aside from the net profit for the year 2024 pursuant to Article 519 of the Turkish Commercial Code, and since the amount of the general legal reserve fund in the legal records exceeds the limit of 20% of the capital, to set aside a general legal reserve fund for the year 2024 and a general legal reserve fund (Second Legal Reserve Fund) amounting to 10% of the total amount to be distributed to the persons who will receive a share of the profit after the dividend is paid to the shareholders pursuant to the second paragraph of Article 519 of the Turkish Commercial Code,*

*2) To distribute a cash gross dividend of TL 65,550,475.89 corresponding to 69.92% of our Company's issued capital and 15% of the net distributable profit for the accounting period 01.01.2024 - 31.12.2024,*

*3) Payment of a dividend of 69.92% gross in cash to our full taxpayer real person shareholders and limited taxpayer real person and legal entity shareholders at the net rate found after deducting the withholding rates in the tax laws for a share with a nominal value of TL 1,*

*4) In accordance with the CMB press release dated 7/3/2024 and numbered 2024/14, dated 7/03/2024 and numbered 14/382, dividend distribution will be made over the net distributable profit for the period, which is lower than the statutory financial statement profit prepared in accordance with the provisions of the Tax Procedure Law ("TPL"), and over the net distributable profit for the period with donations added according to the independently audited consolidated financial statements prepared in accordance with TFRS,*

*5) Dividend distribution to be made on 20.06.2025,*

*6) In the statutory records prepared in accordance with the provisions of the Tax Procedure Law ("TPL"), in accordance with inflation accounting practices, the net profit for the period, the profit remaining after the deduction of retained earnings and losses for the previous year should be accounted for using the "extraordinary reserves" account and the remaining TL*

6,787,163.44 from the profit of 2019, which is kept in the retained earnings account, should be transferred to the "extraordinary reserves" account;"

has been proposed.

The aforementioned proposal was submitted to the approval of our shareholders, and it was unanimously resolved by the participants of the meeting to accept the proposal regarding the profit distribution for the 2024 activity period as is and to distribute profit as specified in the proposal and to authorize the Board of Directors regarding the execution of the works and transactions regarding the profit distribution.

6. Pursuant to Article 6 of the agenda, the release of the members of the Board of Directors for their activities and transactions for the fiscal year 2024 was submitted to the approval of the General Assembly (*the members of the Board of Directors did not vote in the release vote*). As a result of the voting, all members of the Board of Directors who served in the 2024 activity year were unanimously discharged by the votes of the participants of the meeting.

7. Pursuant to Article 7 of the agenda, shareholders were informed about the "Remuneration Policy" regarding the principles of remuneration of the Members of the Board of Directors and Executives with Administrative Responsibility in accordance with the regulations of the Capital Markets Board (**Annex 1: Remuneration Policy**).

8. Pursuant to Article 8 of the agenda, the payment of remuneration to the Members of the Board of Directors and Independent Members of the Board of Directors was discussed:

It was resolved with the majority of the votes of the participants, as a result of 75,774,201.5 votes in favor against 314,732 votes against, that the independent members of the Board of Directors be paid a monthly net amount of TL 55,000, and that no attendance fee be paid to the members of the Board of Directors other than the independent members of the Board of Directors.

9. Pursuant to the 9th item of the agenda, within the framework of the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority ("KGK") regulations, the Board of Directors has proposed that the following persons be appointed to the Board of Directors: Residing at Maslak Mah. Saat Sk. Spine Tower Sitesi No: 5 Interior Door No: 216 Sarıyer / Istanbul, registered in the Istanbul Trade Registry with the number 206580, registered in the Bosphorus Institutions Tax Office with the number 4430028598, registered with the Mersis number 0443002859800014 **Gürel Yeminli Mali Müşavirlik Ve Bağımsız Denetim Hizmetleri A.Ş.** to audit the Financial Statements for the fiscal year 2025 and to carry out other activities within the scope of the relevant regulations, including but not limited to the mandatory sustainability assurance audit of the reports to be prepared for the years 2024 and 2025 in accordance with the Turkish Sustainability Reporting Standards published by the POA, and to sign a contract was unanimously approved by the participants of the meeting.

10. Gündemin 10. maddesi uyarınca, 2024 yılında Türk Eğitim Vakfı'na 4.000 TL, Kadın Emekini Değerlendirme Vakfı'na 14.300 TL, Boğaziçi Üniversitesi Vakfı'na 25.000 TL, Kurtaran Ev Derneği'ne 25.000 TL, İTÜ Maden Fakültesine 30.000 TL, Aircraft Technicians Association 40.000 TL, ITU Career Center 72.000 TL, Koruncuk Foundation 100.000 TL and Energy Digitalization Association 191.382 TL, totaling 501.682 TL. In addition, the upper

limit of donations to be made by the Company in 2025 was decided to be set at TL 3,000,000.-TL with the majority of the votes cast, with 75,774,20.5 votes in favor against 314,732 votes against.

**11.** Pursuant to the 11th item of the agenda, in order to extend the validity period of the registered capital ceiling permission granted by the Capital Markets Board and to increase the registered capital ceiling in accordance with the permission letters of the Capital Markets Board dated 21.02.2025 and numbered E-29833736-110.04.04-68236, and of the Ministry of Trade dated 04.03.2025 and numbered E-50035491-431.02-00106896454 numbered permission letters of the Capital Markets Board dated 21.02.2025 and E-00106896454-431.04.04-62323 dated 04.03.2025 and Ministry of Trade dated 04.03.2025 and E-00106896454-431.02-00106896454 numbered permission letters of the Ministry of Trade dated 04.03.2025 and as approved by these institutions, in order to extend the validity period of the registered capital ceiling permission granted by the Capital Markets Board and to increase the registered capital ceiling, it has been resolved by the majority of the votes of the participants as a result of 75,823,403.5 votes in favor against 265,530 votes against.

**12.** Pursuant to item 12 of the agenda, the General Assembly was informed about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income or benefits obtained.

**13.** Pursuant to Article 13 of the agenda, the General Assembly was informed about the transactions made with related parties in 2024 within the scope of Related Party Transactions regulated in the third section of the Capital Markets Board Corporate Governance Communiqué (II-17.1).

**14.** Pursuant to the 14th item of the agenda, the General Assembly was informed about the transactions carried out by the shareholders who control the management, members of the Board of Directors, executives with administrative responsibility and their spouses and relatives by blood or marriage up to the second degree within the scope of the corporate governance principle numbered (1.3.6) in the annex of the Corporate Governance Communiqué numbered (II-17.1) of the Capital Markets Board.

**15.** Pursuant to the 15th item of the agenda, it was unanimously resolved by the participants of the meeting to grant the Board Members the permissions to perform the transactions listed in Articles 395 and 396 of the Turkish Commercial Code.

**16.** The wishes and wishes section was started.

Mustafa CAN, one of our shareholders, took the floor;

*"FİYUU and TIKLA GELSİN are 100% subsidiaries of the company. What are their growth rates and valuation prices? I would like to get information about future plans."*

Company General Manager Ümit CİNALİ took the floor;

*"We have a 1% share in Ata Express. On the FİYUU side, we aim to triple the number of our external customers. There is also a 10% growth in the number of couriers. TIKLA GELSİN is a mobile environment where mobile orders are placed. It serves 7 brands within the Group. We are about to start order tests for other customers. The reason why we bought this*

*company is that we see the increase in value. As ATP, we plan to grow and bring it to better places with the artificial intelligence contribution we will bring."*

Mustafa CAN, one of our shareholders, took the floor;

*"In this context, are these companies considering going public?"*

Company General Manager Ümit CİNALİ took the floor;

*"There is an increase in the value of the company, and we have a perspective that our investors should also benefit from this. I don't want to speak on behalf of the Board of Directors, but we always aim to take steps that will gain the trust of investors and increase our value."*

Board Member Tuncer KÖKLÜ took the floor;

*"We believe it will be a very valuable company. We can take steps in this context, while being selective both strategically and financially. We also have value in ourselves and we have an application within the scope of the CMB to acquire the remaining shares in ATA Express."*

EMİN USTA, one of our shareholders, took the floor;

*"Has the GreenX platform started generating revenue? You mentioned the ROBOTIX platform. Can I get information about that platform?"*

Company General Manager Ümit CİNALİ took the floor;

*"We currently have 113 members in GreenX and very large companies are included in this scope. We added the artificial system to our system as a requirement for carbon calculation. We did not wait for the legislative changes in Turkey but also included the changes in Europe in our agenda. We aim to enter the markets here as well. We will start to do more comprehensive work."*

*RobotX is attracting a great deal of attention from companies. the cost of human beings has risen particularly high. You can see our cleaning robots in shopping malls. Apart from that, transportation robots, for example, are transported to very remote places in Turkish Airlines. There are areas of use for service in hotels and supermarkets. An announcement will be made when it reaches certain levels. "*

Hamza İNAN, one of our shareholders, took the floor;

*"I greet Mr. President and the members of the Council with respect. We are indeed going through troubled times in Turkey and in the world, yet you are accomplishing good things. ATA group provides very good services. I remember Ertuğrul Kurdoğlu with mercy. I thank the chairman and members of the Board of Directors. I would like to thank Mr. Tuncer and Mr. Ümit for their good explanations."*

*I don't want to sell this share, it always goes up and I can't bring myself to sell it. Are you considering a bonus issue or buyback?"*

Rıdvan KURT, one of our shareholders, took the floor;

*"What is the approval status of the GSYO process and when will the process be completed?"*

Company General Manager Ümit CİNALİ took the floor;

*"We are in a long process that exhausts our investors. We have shared all the documents requested in the Ata Express qualified investor application process with the CMB and we are waiting. I hope we will announce the good news as soon as possible.*

*For the time being, there is no decision taken by the Board of Directors on the buyback, but assessments are always made in this context.*

*I would like to thank all participants on behalf of our company and our employees. We left behind a year in which our world and the technology industry witnessed great changes. With our 2024 year-end results, we delivered a strong financial performance. Our net profit increased by 157% in real terms to TL 457M, ranking us among the top technology companies. We increased our monthly recurring revenues to 56% of our total turnover.*

*In a macroeconomic environment shaped by the tight monetary policies implemented in the Turkish economy and the fight against inflation, we achieved sustainable growth with our diversified business model and global expansion. South Africa, Azarbejan, Zimbabwe, Bostwana and Germany were added to the list of countries we serve.*

*60% of our revenues were realized in foreign currency. In 2024, the Turkish Lira maintained its strong position against foreign currencies. I would like to note that the normalization of the exchange rate-inflation balance in the coming period will contribute positively to our financials.*

*We are increasing the investments that will carry our company forward in all our business units. Artificial intelligence, robotic solutions, the Internet of Things and process management through cloud systems are the technologies we focus on, which will create great efficiency, quality and new transformation opportunities for both our customers and our company.*

*In the New Year and beyond, great opportunities await us in our rapidly changing world. We have entered an era where those who anticipate the changes in the markets, design flexible solutions to meet their needs and make the necessary investments on time will win. We are developing solutions in Turkey, China, Poland and South Africa to lead these transformations in the finance, hospitality and energy sectors. The collaborations we have formed also enable us to quickly create comprehensive solutions.*

*An important example of this is our distributorship agreement with Alibaba Cloud, the leading cloud provider in the Asia-Pacific region. We aim to get a share of the rapidly growing cloud computing market in Turkey, which is expected to reach 3 billion dollars by 2028. We believe that our cooperation will strengthen the Turkish cloud computing market and increase the competitiveness of Turkish companies on a global scale.*

*We aim to realize the first sales of our AI-powered platform for the finance sector within this year. We will introduce our new cloud POS solution for the hospitality industry to our customers as of the second quarter. We are moving towards systems that take actions with the AI layer. While our hospitality kiosk solutions are gaining momentum, our table service*

system and delivery boxes are new solutions that we will increase the number of this year. GreenX, our green energy platform, has increased its number of members to 113 by adding Turkey's largest producers. Our ATP Digital brand increased its number of corporate customers by 20 last year to 88 with its digital transformation projects.

Apart from innovating, our main focus is on growing our markets. We are building an innovative, agile and culturally diverse ATP to compete in global markets. In addition to expanding the Azerbaijan market, Tradesoft continues to look for new markets in our near abroad. The use of the new AI platform in other markets is also considered as a potential growth area. Zenia, our hospitality brand, is working on additional chain restaurant acquisitions in South Africa and neighboring countries and evaluating opportunities in other geographies. We are taking initiatives to adapt our comprehensive enterprise cloud software to the mid-market enterprise market, which offers great opportunities as a segment. GreenX is gaining traction overseas and is developing partnerships and potential, particularly in the European market.

We are a company that sets big goals for ourselves and pursues them with passion. Although factors such as large projects, software-hardware variations affect our growth rates in short periods, we are progressing by meeting our targets without losing our growth focus every year. We owe this to our strategic business partners, members of our Board of Directors and investors, who support us as much as our employees. I would like to thank all our stakeholders here.

As ATP, I wish us all a successful and productive working period in the new period in which we will walk together to greater goals."

Our Board Member Tuncer KÖKLÜ took the floor:

"As Mr. Ümit explained here, ATP is marketing new products, new sales. It has started to reach new customers around the world. Especially the sales in South Africa are exciting. ATP is the company at the heart of all our investments. I would also like to thank the legal team and the chairman of the council for making the General Assembly run like clockwork.

I would like to thank Mr. Ümit and all the members of the audience for making the whole process a good one. This concludes the 2024 General Assembly and I hope to see you at the 2025 General Assembly."

Meeting Chairman Sedat BOZANOĞLU took the floor

"I would like to thank Mr. Ümit and Mr. Tuncer. I wish success to our Board member CEO and General Manager. And thank you again. See you at the 2025 General Assembly."

As there were no further speakers, the meeting was declared adjourned at 16:00 by the Chairman of the Meeting. These minutes were prepared at the meeting place and signed by the parties. 09/05/2025 Sarıyer/ISTANBUL

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| <b>Ministry Representative</b> | <b>Meeting Chairperson</b> |
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| <p><b>Sibel CAN</b></p> <p>_____</p>                           | <p><b>Sedat BOZANOĞLU</b></p> <p>_____</p>                               |
| <p><b>Scribe</b><br/><b>Zeynep Naz OLUTAŞ</b></p> <p>_____</p> | <p><b>Vote Collection Officer</b><br/><b>Huriye TAM</b></p> <p>_____</p> |

**ANNEX-1: WAGE POLICY**  
**ANNEX:2- DRAFT AMENDMENT**

**ANNEX-1 WAGE POLICY**

The purpose of the remuneration policy is to determine the principles of remuneration of the Board of Directors and senior executives, taking into account the long-term goals of the Company, in accordance with the regulations to which the Company is subject and the provisions of the Articles of Association.

The Company complies with the Capital Markets Law No. 6362, Turkish Commercial Code No. 6102, capital markets legislation, other relevant legislation and regulations regarding remuneration, and pays attention to the realization of Corporate Governance principles.

The principles of remuneration of board members and senior executives are submitted to the shareholders as a separate item on the agenda of the general shareholders' meeting and shareholders are given the opportunity to express their opinions on this matter. The remuneration policy prepared for this purpose is available on the corporate website.

The members of the Company's Board of Directors may be paid a monthly fixed fee/vacation allowance. The amount to be paid is determined at the general assembly meeting.

A fixed remuneration valid for all independent members of the Board of Directors is determined every year at the Ordinary General Assembly meeting.

Dividends, share options or payment plans based on the Company's performance cannot be used in the remuneration of the independent board members who will provide effective support to the board of directors in all matters related to the operation of the Company. Care is taken to ensure that the remuneration of the independent board members is at a level to protect their independence.

Independent members of the Board of Directors are paid on a pro-rata basis, taking into

account their term of office as of their appointment and resignation dates.

The remuneration of Senior Executives consists of two components: fixed and performance-based.

Fixed salaries of Senior Executives are determined in accordance with international standards and legal obligations, taking into account macroeconomic data in the market, wage policies prevailing in the market, the size and long-term goals of the company and the positions of the individuals.

Performance fees for Senior Executives are calculated based on bonus base, company performance and individual performance. Information on the criteria is summarized below:

- **Bonus Base:** Bonus Bases are updated at the beginning of each year and according to the size of the business of the executives' positions. While updating the bonus bases, senior management bonus policies in the market are taken into consideration.
- **Company Performance:** Company performance is obtained by measuring the financial and operational (turnover, EBITDA, profitability, customer satisfaction, foreign operations, productivity, etc.) targets set for the company at the beginning of each year at the end of the period. When setting company targets, it is important that the success is sustainable and includes improvements compared to previous years.
- **Individual Performance:** In determining individual performance, targets related to employees, customers, processes, technology and long-term strategy are taken into account along with company targets. In measuring individual performance, in parallel with the company performance, the principle of long-term sustainable improvement is taken into consideration in areas other than financial ones.

In the event of resignation of the senior executives of our Company, a severance bonus may be paid by taking into consideration the period of employment, the period they served as senior executives, the contribution they made, the last target bonus before the date of resignation, the salary and bonus paid in the last year. Bonus payments may be made in cash and/or other benefits to be determined at the discretion of the Board of Directors.

Remuneration and all other benefits provided to board members and executives with administrative responsibility are disclosed to the public through the annual report.

#### **ANNEX-2 DRAFT AMENDMENT**

**Article: 7- CAPITAL:**

a) General Provisions: The Company has accepted the registered capital system in accordance with the provisions of the CML and has switched to the registered capital system with the permission of the Capital Markets Board dated 25.03.2021 and numbered 15/474.

The registered capital ceiling of the Company is 200.000.000.-TL (~~Two Hundred Million Turkish Lira~~) and this capital is divided into 200.000.000.000 (~~Two Hundred Million~~) shares with a nominal value of 1.-TL (One Turkish Lira) each.

The authorized capital ceiling granted by the Capital Markets Board is valid for the years 2021–2025 (5 years). At the end of 2025, even if the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2025, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 (Five) years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorization is not obtained, no capital increase can be made with the decision of the Board of Directors.

The issued capital of the Company is TL 93,750,000 (Ninety-three million seven hundred and fifty thousand Turkish Liras) and the said issued capital has been paid in full and in cash, free of collusion.

This capital is divided into a total of 93,750,000 (ninety-three million seven hundred and fifty thousand) shares, of which 10,000,000 (ten million) are Group (A) shares and 83,750,000 (eighty-three million seven hundred and fifty thousand) are Group (B) shares, each with a nominal value of 1.-TL (One Turkish Lira).

Group (A) Shares are registered shares and Group (B) Shares are bearer shares.

b) Share Privileges: Group (A) shares have the privileges set forth in these Articles of Association, and Group (B) shares do not have any privileges.

c) Capital Increase and Share Tracking: The capital of the Company may be increased or

**Article: 7- CAPITAL:**

a) General Provisions: The Company has accepted the registered capital system in accordance with the provisions of the CML and has switched to the registered capital system with the permission of the Capital Markets Board dated 25.03.2021 and numbered 15/474.

The registered capital ceiling of the Company is **450.000.000.-TL (Four Hundred and fifty million Turkish Liras)** and this capital is divided into **450.000.000 (Four Hundred and fifty million)** shares with a nominal value of 1.-TL (One Turkish Lira) each.

The authorized capital ceiling granted by the Capital Markets Board is valid for the years **2025-2029** (5 years). Even if by the end of **2029** the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after **2029**, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 (Five) years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorization is not obtained, no capital increase can be made with the decision of the Board of Directors.

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| <p>decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and capital markets legislation.</p> <p>No new shares may be issued unless the issued shares are fully sold and their consideration is paid or the unsold shares are canceled.</p> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p> <p>In capital increases to be made, Group (A) registered shares shall be issued in exchange for Group (A) shares and Group (B) bearer shares shall be issued in exchange for Group (B) shares.</p> <p>In capital increases, bonus shares are distributed to the existing shares on the date of the increase without making any group distinction.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling, to issue shares above or below their nominal value, to restrict the rights of privileged shareholders and to restrict the rights of shareholders to acquire new shares partially or completely and to take decisions on these matters whenever it deems necessary in accordance with the provisions of the CML and capital markets legislation. The authorization to restrict the rights to acquire new shares may not be used in a way to cause inequality among shareholders.</p> | <p>decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and capital markets legislation.</p> <p>No new shares may be issued unless the issued shares are fully sold and their consideration is paid or the unsold shares are canceled.</p> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p> <p>In capital increases to be made, Group (A) registered shares shall be issued in exchange for Group (A) shares and Group (B) bearer shares shall be issued in exchange for Group (B) shares.</p> <p>In capital increases, bonus shares are distributed to the existing shares on the date of the increase without making any group distinction.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling, to issue shares above or below their nominal value, to restrict the rights of privileged shareholders and to restrict the rights of shareholders to acquire new shares partially or completely and to take decisions on these matters whenever it deems necessary in accordance with the provisions of the CML and capital markets legislation. The authorization to restrict the rights to acquire new shares may not be used in a way to cause inequality among shareholders.</p> |
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