

MINUTES OF LDR TURİZM ANONİM ŞİRKETİ

EXTRAORDINARY GENERAL ASSEMBLY MEETING HELD ON 24/10/2024

The Extraordinary General Assembly of LDR Turizm Anonim Şirketi (“**Company**”) convened on Thursday, 24/10/2024 at 10:30 a.m. at the address of Maslak Mah., Eski Büyükdere Cad., Giz 2000 Plaza, No:7, K:14, D:55-56, Sarıyer/Istanbul. The meeting was held under the supervision of the Ministry Representative, appointed by the Istanbul Provincial Directorate of Commerce with their letter dated 22.10.2024 and numbered 90726394-431.03-00102112377.

The general assembly invitation was announced in accordance with the Capital Markets Law No. 6362 (“**Capital Markets Law**”) and the Company's articles of association (“**Articles of Association**”) along with the agenda and related information and documents, in the 256th page of issue No. 11150 of the Turkish Trade Registry Gazette, dated August 23, 2024 and on the Public Disclosure Platform (“*Kamuyu Aydınlatma Platformu*”), (“**KAP**”). It was also announced on the Company’s website and through the Electronic General Assembly System (“**EGKS**”) operated by the Central Registry Agency.

Based on review of the List of Attendees, out of 165,000,000 shares with a nominal value of 1 TL each corresponding to the Company's total issued capital of 165,000,000 TL shares; 14 group B shares corresponding to a capital of 14.00 TL were represented in person, 26,500,000 group A shares corresponding to a capital of 26,500,000.00 TL and 89,445,310 group B shares corresponding to a capital of 89,445,310.00 TL in total 115,945,310 shares corresponding to a capital of 115,945,310.00 TL were represented by proxy, and 115,945,324 shares corresponding to a total issued capital of 115,945,324 TL were represented at the meeting; thus, it was determined that the minimum meeting quorum stipulated in both the Capital Markets Law and the Articles of Association was present. In the calculation of the meeting quorum, Company's own shares acquired on the stock exchange were not taken into consideration in accordance with Article 18/1 of the Communiqué on Buy-Backed Shares numbered II-22.1.

Each of the 26,500,000 Group A shares corresponding to 26,500,000 TL of the Company's capital has 5 voting rights (corresponding to a total of 132,500,000 voting rights) and Metin BAROKAS, the shareholder and Chairman of the Board of Directors, who owns all of these shares, was represented by proxy at the meeting. Mrs. Burçin BAYBATUR KÖK and Mr. Veysel ONAT representing the Company's independent auditor Edit Bağımsız Denetim Hizmetleri A.Ş. were present at the meeting.

Board Member Mrs. Burçin BAYBATUR KÖK provided an explanation regarding the voting procedure. As stipulated by both the Capital Markets Law and the Company's Articles of Association, with the exception of electronic vote counting regulations, shareholders physically present in the meeting room are required to vote openly and by raising their hands.

In accordance with paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code No. 6102 (“**TCC**” or “**Turkish Commercial Code**”), it has been determined that the Company has complied with the legal regulations for preparing an electronic general assembly. Mr. Adil ŞAHİN, the manager of the investor relations department, who holds the Central Registry Agency Electronic General Assembly System Certificate of Expertise, has been appointed to operate the electronic general assembly system. Following identity verification, the meeting was simultaneously opened in both physical and electronic formats, and the agenda was addressed.

1. **Opening statement and appointment of the Meeting Chairman, authorising the Meeting Chairman to sign the minutes of the General Assembly Meeting and the list of attendees,**

Pursuant to the first item of the agenda, a written proposal was submitted by proxy of Mr. Metin BAROKAS, one of the company’s shareholders, to elect Mr. Burak ÇELEBİ as the chairman of the meeting and to authorise the chairman of the meeting to sign the minutes of the general assembly meeting and other relevant documents. As there were no other proposals on the matter, it was put to a vote by the General Assembly. It was decided

to elect Mr. Burak ÇELEBİ as the Chairman of the Meeting with a majority of votes with 221.738.774 votes in favour and 206.550 votes against and to authorize the Chairman of the Meeting to sign the minutes of the General Assembly Meeting and other relevant documents.

The Meeting Chairman, stated that in accordance with Article 419 of the TCC, Mr. Tolga ŞEN has been appointed as the vote collector and Mr. Furkan BOZDAĞ as the secretary.

The Meeting Chairman read the agenda items. The General Assembly was asked whether there was a request to add an item to the agenda or to change the order of the agenda items. Since there was no request, the discussion of the items on the agenda continued.

2. Determination of the number of members of the Board of Directors, election and determination of their terms of office,

Pursuant to the second item of the agenda, the proposal presented by Mr Metin Barokas, a shareholder of the Company, was read. It was presented to the approval of the shareholders that the Board of Directors of the Company shall be composed of 5 (five) members, the duties of the current members of the Board of Directors shall be terminated, and following shall be appointed as the members of the Board of Directors for a term of 3 years from the date of this Extraordinary General Assembly;

- Mr. Metin Barokas with the Turkish ID number [REDACTED],
- Mr. Karel Barokas, with the Turkish ID number [REDACTED],
- Ms. Burçin Baybatur Kök, with the Turkish ID number [REDACTED]

And as members who fulfil the criteria for independent board membership set out in the Corporate Governance Communiqué numbered II-17.1 and the Corporate Governance Principles annexed thereto, and who have the advice of the Company's Corporate Governance Committee, the resolution of the Board of Directors dated 21.08.2024, and who were notified to the Company by the Capital Markets Board that there is no negative opinion on their nomination with the letter dated 29.08.2024 and numbered E-29833736-110.07.07.07-59208

- Mr. Saim Kılıç with the Turkish ID number [REDACTED],
- Mr. Çağrı Erhan with the Turkish ID number [REDACTED]

The proposal was submitted for the approval of the shareholders and was accepted with a majority of votes with 220.000.014 votes in favour and 1.945.310 votes against.

3. Determination and discussion of the salary, honorarium, bonus and similar financial rights of the Board of Directors during their term of office and reaching a decision on these matters,

Pursuant to agenda item 3, the motion submitted by the proxy of the Company's shareholder Mr. Metin BAROKAS was read. It was presented to the approval of the shareholders that, starting from the date of this General Assembly and for the duration of their term, unless otherwise decided by a general assembly resolution, the following monthly net fees shall be paid: monthly net 250.000,00 TL to Metin BAROKAS, monthly net 40.000,00 TL to Karel BAROKAS, monthly net 40.000,00 TL to Burçin BAYBATUR KÖK, and monthly net 35.000,00 TL to each of the Independent Board Members, Saim KILIÇ and Çağrı ERHAN.

The proposal was submitted for the approval of the shareholders and was accepted by a majority, with 220.000.014 votes in favor and 1.945.310 votes against.

The Chairman of the Meeting asked the shareholders whether they had any wishes. There were no speakers.

As there were no further items on the agenda, the Chairman closed the meeting. The minutes of this meeting were prepared, read and signed at the meeting venue.

İstanbul, 24 October 2024