

**SASA POLYESTER SANAYİ ANONİM ŞİRKETİ**  
**MEETING MINUTES OF THE ORDINARY GENERAL ASSEMBLY FOR THE YEAR 2024**  
**HELD ON 24 APRIL 2025 AT 11:00 AM**

The Ordinary General Assembly Meeting of SASA Polyester Sanayi Anonim Şirketi for the year 2024 has been held on 24 March 2025 at 11:01, at the address of Sheraton Grand Adana Hotel, Sinanpaşa Mahallesi, Hacı Sabancı Bulvarı, No:7, Yüreğir / Adana, under the supervision of the Ministry Representative Mr. Emrah KARA commissioned by the letter, dated 15 April 2025 and numbered 108176177, of the Adana Provincial Directorate of Ministry of Trade. As stipulated in the law and the Articles of Association, the invitation for the meeting so as to contain the agenda, has been made by announcements on the Turkish Trade Registry Gazette dated 28 March 2025 and numbered 11302, on the Company's website [www.sasa.com.tr](http://www.sasa.com.tr), on the Electronic General Assembly System of the Central Registry Agency and on the Public Disclosure Platform, within the specified period.

It is ascertained from the list of attendees that out of 4,381,561,536,080 shares, each bearing a nominal value of 1 Kuruş, amounting to the Company's issued capital of TRY 43,815,615,360.80; 3,528,157,756,754 (rounded up) shares corresponding to a total nominal value of TRY 35,281,577,167.535 (rounded up) were represented at the meeting by proxy, in person, and by depository representatives. Thereby ensuring that the minimum quorum requirement as provided for under the relevant law and Articles of Association is satisfied, the negotiation of the meeting agenda has been launched and commenced on the e-General Assembly system simultaneously.

- 1- The meeting has been started both physically and electronically at the same time by the Board Member of the Company Mehmet ŞEKER, stating that the Board members Mehmet ERDEMOĞLU, Mustafa Kemal ÖZ, Servi SEBİ, Güven KAYA, and Audit Manager Özge DEMİRCİ, representative of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, are present at the meeting. In accordance with the Board resolution pursuant to Article 27 of the Articles of Association and the Internal Directive on Working Principles and Procedure of the General Assembly, Mehmet ŞEKER, Member of the Board of Directors, has been appointed as the Chairman of the Meeting. The Meeting Chairman has appointed Ali Bülent YILMAZEL as Minutes Clerk and Erdoğan ŞEKER as Vote Collector of the meeting. The Meeting Chairman has also appointed Ali ÖZ, who has Central Registry Agency Electronic General Assembly System Expert Certificate, to use Electronic General Assembly System. Since there has been no demand on changing the discussion order of the agenda items, the negotiation of the agenda items continued in the order in which they were announced.
- 2- In accordance with the proposal submitted to the Meeting Chairmanship; since it has been published on the website of the Company and on the Public Disclosure Platform, and also distributed to shareholders physically attending the General Assembly, it has been accepted by a majority vote of those attending the General Assembly that the Annual Activity Report of the Board of Directors for the year 2024 shall not be read, but shall be considered as being read, with affirmative votes of TRY 35,279,111,394.54 (rounded up) against dissenting votes of TRY 279,111,391.54 (rounded up). Annual Activity Report of the Board of Directors has been opened to discussion and no comment has been made. As a result of voting, the approval of the Annual Activity Report of the Board of Directors has been accepted by a majority vote of those attending the General Assembly, with affirmative votes of TRY 35,279,062,715.82 (rounded down) against dissenting votes of TRY 2,514,451.71 (rounded down).

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- 3- In accordance with the proposal submitted to the Meeting Chairmanship; since the Independent Audit Report for the year 2024 has been published on the website of the Company and on the Public Disclosure Platform, and also distributed to shareholders physically attending the General Assembly, it has been accepted by a majority vote of those attending the General Assembly with affirmative votes of TRY 35,279,062,715.82 (rounded down) against dissenting votes of TRY 2,514,451.71 (rounded down) that the Audit Report shall not be read, but shall be considered as being read.
- 4- In accordance with the proposal submitted to the Meeting Chairmanship; since the Financial Statements for the year 2024 were published on the website of the Company and on the Public Disclosure Platform, and also distributed to shareholders physically attending the General Assembly, it has been accepted by a majority vote of those attending the General Assembly with affirmative votes of TRY 35,274,998,227.82 (rounded down) against dissenting votes of TRY 6,578,939.71 (rounded down) that the Financial Statements shall not be read, but shall be considered as being read. Negotiations were opened. No comment has been made. As a result of the voting, the approval of the Financial Statements has been accepted by a majority vote of those attending the General Assembly, with affirmative votes of TRY 35,274,998,227.82 (rounded down) against dissenting votes of TRY 6,578,939.71 (rounded down).
- 5- In respect of this agenda item, it has been stated by the Meeting Chairman that the voting rights arising from the shares of the members of the Board of Directors were not considered. As a result of the voting, all members of the Board of Directors who were in charge during the year 2024 have been released by a majority vote of those attending the General Assembly with affirmative votes of TRY 35,276,858,531.82 (rounded down) against dissenting votes of TRY 4,718,635.71 (rounded down).
- 6- In accordance with the proposal submitted to the Meeting Chairmanship regarding the use of the profit for the year 2024, the following issues have been accepted by a majority vote of those attending the General Assembly with affirmative votes of TRY 35,279,232,703.22 (rounded down) against dissenting votes of TRY 2,344,464.31 (rounded up):
- As per the financial statements of the company for the 01.01.2024-31.12.2024 accounting period, which is prepared in accordance with the Capital Markets Board (CMB) Communiqué No. II-14.1 on "Principles of Financial Reporting in the Capital Markets" and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a Consolidated Net Period Profit of TRY 18,279,278,000 has been generated. As explained in the profit distribution table; as a result of examining the financial statements prepared according to the records kept in accordance with TFRS and Tax Procedure Law (TPL) provisions; according to the financial statements prepared in accordance with TFRS, there is a net period profit of TRY 18,279,278,000, and according to the financial statements prepared in accordance with Tax Procedure Law (TPL) provisions, there is a current year loss of TRY 9,032,488,960.01.
  - No dividend distribution will be performed due to the fact that the activities of 2024 will result in a current year loss of TRY 9,032,488,960.01, according to the financial statements prepared in accordance with TPL records,
  - The current year period loss of TRY 9,032,488,960.01, which occurred according to the financial statements prepared in accordance with TPL records, will be transferred to previous year losses,

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- And the net period profit of TRY 18,279,268,000, based on the financial statements prepared in accordance with TFRS, will be transferred to the extraordinary reserve accounts in the relevant financial statements. Mr. Yıldırım Yılmaz, one of the investors who attended the meeting electronically, stated his dissenting opinion on this article as follows: "I do not accept this article in its current form because I believe that investors are being victimized by this decision."
- 7-** It has been accepted by a majority vote of those attending the General Assembly with affirmative votes of TRY 35,234,906,095.82 (rounded down) against dissenting votes of TRY 46,671,071.71 (rounded down) that İbrahim ERDEMOĞLU, Ali ERDEMOĞLU, Mehmet ERDEMOĞLU, Mehmet ŞEKER, Mustafa Kemal ÖZ and Güven KAYA to be elected as members of the board of directors, and Kadir BAL, Tuba YAĞCI, Ayten TOPALKARA and Servi SEBE to be elected as independent members of the board of directors who are understood to be candidates with the candidacy declarations for the membership of the board of directors submitted to the Meeting Chairmanship, until the ordinary general assembly meeting to be held in 2026; and the number of members to be determined as 10.
- 8-** In accordance with the proposal submitted to the Meeting Chairmanship; it has been accepted by a majority vote to make TRY 400,000 monthly gross payment to Board Members İbrahim ERDEMOĞLU, Ali ERDEMOĞLU, Mehmet ERDEMOĞLU and Mehmet ŞEKER; TRY 260,000 monthly gross payment to Kadir BAL; and TRY 90,000 monthly gross payment to Tuba YAĞCI, Ayten TOPALKARA and Servi SEBE, with affirmative votes of TRY 34,112,885,151.53 against dissenting votes of TRY 1,168,692,016.01 (rounded up).
- 9-** In accordance with the principles set in the Turkish Commercial Code No.6102 and Capital Market Law No.6362 and regulations of Public Oversight, Accounting and Auditing Standards Authority (KGK), taking into consideration the recommendation of the Audit Committee and the resolution of the Board of Directors, the submitted proposal about selecting "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." located in "Maslak Mahallesi Eski Büyükdere Cad. Orjin Maslak İş Merkezi Sit. No 27/57 Sarıyer/İstanbul" (i) to audit the financial reports of the company for the 2025 accounting period and to carry out other activities within the scope of relevant regulations of these laws, and (ii) to carry out activities within the scope of relevant regulations, including but not limited to the mandatory sustainability assurance audit of the reports and disclosures to be prepared for the 2024 and 2025 accounting periods within the framework of the Turkish Sustainability Reporting Standards published by the KGK, has been accepted by a majority with affirmative votes of TRY 35,267,106,851.82 (rounded up) against dissenting votes of TRY 14,470,315.72 (rounded up).
- 10-** It has been accepted by a majority of those attending the general assembly with affirmative votes of TRY 35,281,528,491.82 (rounded down) against dissenting votes of TRY 48,675.71 (rounded down) that Article 3 titled "Purpose and Field of Activities ", Article 7 titled "Amendments to the Articles of Association", the title of Part II and Article 8 titled "Capital" and Article 13 titled "Meetings of the Board of Directors" of the Company's Articles of Association to be amended as follows and new Article 39 titled "Merger and Demerger" and Article 40 titled "Transfer of Shares or Share Certificates" to be added to the Company's Articles of Association as follows; as per the letter of the Capital Markets Board dated 12 March 2025 and numbered 69189, and the permission letter of the Ministry of Trade of the Republic of Türkiye dated 10 April 2025 and numbered 108071800.

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**NEW VERSION**

**PURPOSE AND FIELD OF ACTIVITIES**

**Article 3:** The purpose and field of activities of the Company are given below:

a) It may manufacture all kinds of chemical substances, artificial and synthetic staple and filament fibers and yarns, weavings, pet packaging materials, raw and auxiliary substances thereof and intermediate products, commercial commodities of same origin, and products which shall facilitate putting them on the market; establish and operate facilities; import, export, international and domestic trade of all kinds of materials entering subject to this business field.

b) Pursuant to the law no.3096 dated 04.12.1984, and the decree, communiqué and other legislation related to said law, it may establish electricity production facility required for its own field of activities.

c) It may perform all kinds of international and domestic transportation of goods in relation to its subject.

d) Both at home and abroad;

it may engage in all kinds of industrial and service sector investments and activities which are included in its field of activities. For these affairs, it may take out long, medium and short term loans from domestic and foreign markets, get industrial and other similar loans, benefit from industrial incentive measures, exemptions and exceptions, get asset and surety credits, open credits, single credits on promissory notes and similar credits, and make all kinds of transactions related to them.

It may borrow with or without collateral and make settlement, arbitration, waiver, acceptance and release.

e) It may buy, rent, lease or sell necessary movable assets and immovable properties; acquire all kinds of rights in rem and personal rights related to movable assets and immovable properties, including but not limited to pledge, commercial enterprise pledge and mortgage; establish these rights in favour of others, have those annotated and registered to the land registry and related registers, remove and release them or have them cancelled; establish and register such rights for third parties including pledge, commercial enterprise pledge and mortgage, provided that the necessary disclosures required by the Capital Markets Board in order to ensure that the investors are informed within the scope of material events and the principles determined in the capital market legislation are complied with; take over mortgages from third parties or transfer mortgages to third parties; may put up as collateral its own movable and immovable properties, including mortgage, pledge and commercial enterprise pledge, no matter in which name and form, on its behalf or on behalf of third parties.

It may acquire or transfer all kinds of vehicles, movable goods and other rights, also any kind of machinery, tools and equipment related to its purpose and field of activities, industrial property rights such as brand, patent, know how, license, and if necessary, have them registered in their respective registers, have such registrations amended or cancelled. It may make all kinds of legal acts.

It may utilize or hold, rent or lease such kind of property and rights of others based on a right in rem and personal right.

f) Without prejudice to article 21/1 of the Capital Market Law; it may cooperate with domestic or foreign real and legal persons that are present or will be established in the future, make them partner to the company, establish new companies at home and/or abroad with them and engage in undertakings, take over local or foreign companies and enterprises in whole or in part, and participate in the capital of these companies and enterprises.

g) Provided that such activities are not in the nature of investment services and activities, it may acquire, dispose of all kinds of securities and commercial papers, and provide them as collateral and make all legal transactions related to them.

h) The Company may conclude unauthorized agency contracts with insurance companies, solely to protect its own assets.

i) It may participate, as founder and/or member, in the associations, institutions and foundations related to its field of activities.

j) The principles determined within the framework of the Capital Market Legislation regarding the establishment of pledge right including guarantee, surety, collateral or mortgage on behalf of the company and in favour of third parties, shall be complied with.

k) In a manner not to disrupt its own purpose and subject and provided that the upper limit of the donations to be made, is determined by the general assembly, a donation exceeding this limit is not made, the donations made are added to the distributable profit base and they do not contradict with the provisions of the Capital Market Law concerning illegal transfer pricing activities, necessary material events disclosures are made and the donations made during the year are submitted for

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the information of the shareholders in the general assembly; it may provide support, assistance and donations to foundations, associations and educational institutions, universities and other individuals, institutions and organizations which are established for social purposes; and may become member of foundations and associations.

**I) In order to produce, use and sell electrical energy; it may obtain the necessary permits and licences from the Energy Market Regulatory Authority, and establish, commission, purchase, take over, lease, rent all kinds of facilities.**  
**It may sell the produced electrical energy and/or capacity to legal entities holding wholesale licences, legal entities holding retail licences and eligible consumers through bilateral agreements.**

In case of changes in the purpose and subject of the company, it shall be required to get necessary permissions from the **Ministry of Trade and the favorable opinion of** the Capital Markets Board.

#### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**Article 7:** Within the framework of the Law, the Capital Market Legislation, **Electricity Market Legislation** and the provisions of the articles of association, amendments to the articles of association shall be resolved in the general assembly, which will be invited in accordance with the provisions of the Law and the articles of association, after permission is obtained from **the Energy Market Regulatory Authority**, the Capital Markets Board and the **Ministry of Trade**.

For any kinds of amendment to be made in the Articles of Association of the Company, to be valid and applicable, it is essential that such amendment shall be made, registered and announced in accordance with the provisions of these Articles of Association, the Turkish Commercial Code, **the Capital Market Law and Electricity Market Law**.

**During the pre-license period and until the production license is obtained, approval from the Energy Market Regulatory Authority is mandatory for the amendments to the articles of association concerning the prohibition of changes to the type of the Company's share certificates or its shareholding structure, and for the amendments to the articles of association related to the reduction of the Company's capital amount.**

**After obtaining the production license, approval from the Energy Market Regulatory Authority is mandatory for any amendments to the provisions of the articles of association concerning to mergers and divisions, or capital reduction of the Company.**

#### **PART II**

#### **CAPITAL AND ISSUANCE OF SECURITIES**

##### **CAPITAL**

**Article 8:** The Company has adopted the Authorised Capital System in accordance with the provisions of the Capital Market Law, and has shifted to this system with the permission of the Capital Markets Board, dated 13 April 1999 with no.35/413.

The upper limit of authorised capital of the Company is TRY 60.000.000.000 (sixty billion Turkish Liras), divided into 6.000.000.000.000 (six trillion) registered shares, with a par value of Kr 1 (one Kuruş) each.

The permission given by the Capital Markets Board for authorized capital upper limit is valid for 2024-2028 (5 years). Even if the permitted upper limit of authorised capital cannot be reached at the end of the year 2028, in order to increase the capital with the Board of Directors' resolution after the year 2028, it is compulsory to obtain authorization from the General Assembly for a new period up to five years by obtaining permission from the Capital Markets Board for previously permitted upper limit or for a new upper limit. In case such authorization is not obtained, the Company shall not be allowed to increase its capital, by the Board of Directors' decision.

The issued capital of the Company is TRY 43,815,615,360.80 (Forty-three billion eight hundred fifteen million six hundred fifteen thousand three hundred and sixty Turkish Lira eighty kuruş) and this issued capital has been fully paid, free of collusion.

**All shares of the Company, including those traded on the stock exchange in accordance with the capital market legislation, are registered shares. The Company may not issue bearer shares certificates.**

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The shares representing the capital, shall be monitored in electronic environment within the framework of dematerialization principles.

In accordance with the provisions of the Capital Market Law, whenever it deems necessary, the Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the upper limit of authorised capital, and to decide on issuance of share with premium or below their nominal value by restricting the shareholders' pre-emptive rights.

The power to restrict the pre-emptive rights of shareholders may not be used in a manner causing inequality between the shareholders.

The share amounts corresponding to the capital subscribed in cash, shall be paid in advance and in full during the commitment.

#### **MEETINGS OF THE BOARD OF DIRECTORS**

**Article 13: Following their election at the general assembly of the Company, the** members of the Board of Directors shall elect a Chairman and also a Deputy Chairman, who will take the chair in the absence of the Chairman, **from** among themselves.

Meeting dates and agenda shall be set by Chairman or his/her Deputy. The Board of Directors shall convene upon the call of the Chairman or his/her Deputy, as and when required by company affairs. The day of meeting may also be set by virtue of a resolution of the Board of Directors. If the Chairman or his/her Deputy fails to call the Board for a meeting upon the written request of a member, then the members shall have the power to make an ex-officio call.

If none of the members makes a demand for holding a meeting, resolutions of the Board of Directors may also be taken in accordance with the article 390 (4) of the Turkish Commercial Code, by obtaining written approvals from the majority of the total number of members at least, provided that a written proposal made by one of the members of the Board in a certain matter, is submitted to all members of the Board of Directors. The validity condition of a decision to be taken in this way, shall be that the proposal has been made to all members of the Board of Directors.

The Board of Directors shall convene with the majority of the total number of the members and shall take its decisions by the majority of members present at the meeting.

**Persons entitled to attend the Board of Directors' meetings of the Company may also participate in such meetings electronically pursuant to Article 1527 of the Turkish Commercial Code. The Company may establish its own Electronic Meeting System to enable electronic participation and voting in these meetings, or procure services from existing systems designed for this purpose, in accordance with the provisions of the "Communiqué Pertaining to the Boards Other Than General Assembly of Joint Stock Companies to be Held via Electronic Means In Commercial Companies". The Company shall ensure that those entitled to attend such meetings can exercise their rights set forth in the relevant regulations within the scope of the said Communiqué, either via the established system or the service obtained from system providers, in accordance with this provision of the Articles of Association. In cases where the Board of Directors convenes electronically, the provisions regarding the meeting and decision quorums stipulated in these Articles of Association shall apply as they are.**

#### **MERGER AND DEMERGER**

**Article 39: If a legal entity holding a production license wishes to merge, either within its own structure or with another legal entity, incorporating all its assets and liabilities, or to undergo a full or partial demerger, it is mandatory to obtain approval for the merger and demerger transaction from the Energy Market Regulatory Board before it takes place. If the merger or demerger process is not completed within six months from the date of approval, the granted approval shall become invalid. In such a case, the merger or demerger process cannot proceed without obtaining new approval from the Energy Market Regulatory Board.**

**The regulations of the Capital Markets Board regarding mergers and demergers remain reserved.**

#### **TRANSFER OF SHARES OR SHARE CERTIFICATES**

**Article 40: During the pre-license period and until the production license is obtained, with the exceptions specified in the Electricity Market Licensing Regulation, no direct or indirect changes in the Company's shareholding**

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**structure, transfer of shares or share certificates, or any actions or transactions resulting in such a transfer may be carried out.**

**After obtaining the production license, the Company is required to notify the Energy Market Regulatory Authority of any direct and/or indirect changes in its shareholding structure within six months from the date of the change.**

- 11-** It has been presented to shareholders' information that the share buyback program initiated by the Company's Board of Directors on 8 March 2024 shall be terminated as of the date of this General Assembly; under this program, a total of 132,700,000 shares were repurchased with a total cost of TRY 565,149,153.64; the average purchase price per share was TRY 4.257 and the highest price paid per share was TRY 5.03; of the total repurchases, 18,000,000 shares were acquired in 2024 at a cost of TRY 85,440,000; the average purchase price per share for the repurchases in 2024 was TRY 4.747, with the highest price paid per share being TRY 5.03; all repurchases were funded entirely from the Company's internal resources; taking into account capital increases, as of 23 April 2025, the total nominal value of SASA shares held by the Company amounts to TRY 140,750,000.00, representing 0.3212% of the Company's share capital.
- 12-** In accordance with the proposal submitted to the Meeting Chairmanship; since the Share Buy-Back Program was published on the website of the Company and on the Public Disclosure Platform, and also distributed to shareholders physically attending the General Assembly, it has been accepted by a majority vote of those attending the General Assembly with affirmative votes of TRY 35,281,165,131.82 (rounded down) against dissenting votes of TRY 412,035.71 (rounded down) that the Share Buy-Back Program shall not be read, but shall be considered as being read. In accordance with the CMB Communiqués, it was presented to the shareholders' information that the Board of Directors, by its resolution dated 27 March 2025, set the total maximum fund for the Share Buy-Back Program at TRY 2,000,000,000, to be fully covered by the internal resources of the Company or its subsidiaries, and that the new buyback program will become effective as of 25 April 2025. As a result of the voting, the approval of the Share Buy-Back Program has been accepted by a majority vote of those attending the General Assembly, with affirmative votes of TRY 35,281,165,131.82 (rounded down) against dissenting votes of TRY 412,035.71 (rounded down).
- 13-** It has been presented to shareholders' information that a total of TRY 46,354,179 was donated in the year of 2024; as TRY 21,233,679 to Adana Metropolitan Municipality for the construction of children's daycare center, as TRY 20,508,000 to Seyhan Municipality for the construction of children's daycare center, TRY 3,750,000 to the Turkish Police Force Strengthening Foundation, TRY 500,000 to Adana Regional Directorate of Forestry, TRY 150,000 to Middle East Technical University, TRY 102,500 to Boğaziçi University and 110,000 to Yıldız Technical University.
- 14-** In accordance with the submitted proposal regarding the donations that; the upper limit of the donations the company can make in 2025 to be TRY 300,000,000 has been accepted by a majority vote of those attending the General Assembly, with affirmative votes of TRY 34,114,007,063.82 (rounded up) against dissenting votes of TRY 1,167,570,103.72.
- 15-** It has been presented to the shareholders' information that there is no guarantee, pledge, mortgage, or surety given by the company in 2024 in favor of third parties and there is no income or benefit obtained within this scope.

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**16-** It has been decided by a majority of vote to grant permission to the chairman and members of the Board of Directors for performing the transactions set out in Articles 395 and 396 of the Turkish Commercial Code, with affirmative votes of TRY 35,281,520,491.82 (rounded up) against dissenting votes of TRY 56,675.71 (rounded up).

In addition, it has been presented to the information of shareholders that there were no significant transactions within the scope of principle 1.3.6 of the Corporate Governance Communiqué in 2024.

An investor who spoke off the agenda expressed the view that donations should be made to institutions other than those previously supported. He inquired whether a donation plan for Palestine was on the company's agenda. The Meeting Chairman responded, "The company cannot make such a donation independently; however, it may provide support if our government initiates cooperation with private institutions in this regard."

Another investor who spoke off the agenda expressed the opinion that the members of the Board of Directors should not receive any remuneration. As there were no issues remaining on the agenda for discussion, the Meeting Chairman closed the meeting at 12:08 PM by stating that the meeting quorum has been preserved during the meeting..

**Ministry Representative**

**EMRAH KARA**

**Meeting Chairman**

**MEHMET ŞEKER**

**Minutes Clerk**

**ALİ BÜLENT YILMAZEL**

**Vote Collector**

**ERDOĞAN ŞEKER**