

MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF OYAK YATIRIM MENKUL DEĞERLER A.Ş. FOR THE FISCAL YEAR 2022 HELD ON MARCH 31, 2023

The Ordinary General Assembly Meeting of OYAK Yatırım Menkul Değerler A.Ş. for the year 2022 was held on March 31, 2023, at 11:00 a.m., at the Company's head office address, Ayazağa Mahallesi Kemerburgaz Caddesi Vadi İstanbul Park 7B Blok No:7C Kat:18 Sarıyer - İSTANBUL, under the supervision of the Ministry Representative Ms. Dilek DEMİRCİ, who was appointed with the letters dated 30.03.2023 and numbered 84134690 of Istanbul Registry of Commerce.

It has been observed that the call for the meeting, as stipulated in the law and the articles of association and including the date and agenda of the meeting, was published in due time on pages 452 and 453 of the Turkish Trade Registry Gazette dated March 8, 2023 and numbered 10785, as well as in the Central Registration Agency E-General Assembly system, the Public Disclosure Platform (KAP) and the company website.

In the examination of the List of Shareholders received from the Central Registration Agency A.Ş. pursuant to the Capital Markets Board's Communiqué on the Procedures and Principles of Keeping Records Regarding Dematerialized Capital Market Instruments No. (II-13.1) and List of Attendants prepared by checking the list of those who attended the meeting electronically and the list of those who attended the meeting physically, since it is seen that a total of 208.951.676,92 TL nominal shares is represented physically and 4.412.978 TL nominal shares is represented electronically out of company's total capital of TL 300,000,000.- were represented at the meeting and thus the meeting quorum stipulated by law and the Articles of Association was present, Mr. Bekir Yener YILDIRIM, Independent Board Member of the Company, was physically present at the meeting, and Ms. Sunay ANIKTAR, representing DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the independent external auditor of the Company's financial statements for the year 2022, was present at the meeting and that there was no objection to this matter, the agenda items were started to be discussed with the permission of the Ministry Representative.

In addition, the Chairman of the Meeting informed the shareholders about the electronic general assembly application and Mr. Sinan AKÇAKOCA was assigned as the user of the Electronic General Assembly Application.

1- Opening, formation of the meeting chairmanship and a moment of silence,

After the opening speech, a minute of silence was observed on behalf of the Great Leader ATATÜRK, his comrades-in-arms, all our martyrs and all our elders who contributed to the development of our Company to this day and who are no longer alive.

Pursuant to the motion submitted by Mr. Emre ÇETİN, the representative of Ordu Yardımlaşma Kurumu, it was unanimously approved that Mr. Hasan Rıfat TOPKAR be elected as the Chairman of the Meeting, Mr. Canan ÖZER, as the Minutes Clerk, and Mr. Musa Anter YILDIRIM as the Vote Collector, in accordance with the Articles of Association, internal directive and relevant legislation.

At the meeting, shareholders were informed that all voting would be conducted by a show of hands and via the Electronic General Assembly system. The agenda of the General Assembly was read out by the Meeting Chairman, and it was asked whether there were any proposals for amendments during the discussion of the agenda items, and since there were no proposals for amendments, the other items of the agenda were started to be discussed.

2- Authorizing the chairman of the meeting to sign the minutes of the general assembly meeting,

Pursuant to the motion submitted by Mr. Emre ÇETİN, the representative of Ordu Yardımlaşma Kurumu, it was unanimously approved by the voting participants that the Meeting Chairmanship be authorized to sign the General Assembly Minutes on behalf of the shareholders.

3- Reading and discussion of the "*Annual Report of the Board of Directors*" for the fiscal year 2022,

In line with the motion submitted; considering that the Board of Directors' Annual Report was made available for the review of our shareholders both on the Public Disclosure Platform (KAP) and on our company's website and at our company's headquarters, based on the periods specified in the law prior to the meeting, it was put to the vote of the General Assembly by the Chairman of the Meeting whether or not it was necessary to read it again, and it was unanimously decided not to read it.

The Annual Report of the Board of Directors was discussed. No one wished to speak further on the report.

4- Reading the "*Independent Audit Report*" for the fiscal year 2022,

Since the Independent External Audit Report on the Company's Financial Statements for the fiscal period 01.01.2022-31.12.2022 was published on the Public Disclosure Platform (KAP) and on the Company's website, and was also made available for the review of shareholders at the Company Headquarters, the motion to read only the opinion section of the Independent External Audit Report was unanimously accepted and the opinion section was read.

The Chairman of the Meeting asked if there was anyone who wished to speak on the reports. After it was understood that no one took the floor, proceeded to the next agenda item.

5- Reading, discussing and submitting the 2022 Statement of Financial Position, Profit and Loss accounts for the fiscal year 2022 separately for approval,

In line with the motion submitted; since the Company's Statement of Financial Position and profit and loss accounts for the Fiscal Period 01.01.2022 - 31.12.2022 were published on the Public Disclosure Platform (KAP) and on the Company's website, as well as being made available for the review of the shareholders at the Company Headquarters, it was put to the vote of the General Assembly by the Chairman of the Meeting whether or not it was necessary to read them again, and it was unanimously decided not to read them.

The Meeting Chairman asked if there was anyone who wished to speak on the Statement of Financial Position and profit and loss accounts. As a result of the voting after it was understood that no one had the floor, the Statement of Financial Position and profit and loss accounts were unanimously approved separately.

6- Discussing and resolving on the release of the members of the Board of Directors for the 2022 fiscal year separately,

The release of the members of the Board of Directors was submitted to the approval of the General Assembly, and as a result of the open voting, the members of the Board of Directors were unanimously released separately.

7- Discussing and resolving on the Board of Directors' proposal for dividend distribution for the fiscal year 2022 and the date of dividend distribution,

In line with the decision taken by the Board of Directors at its meeting dated 03.03.2023, numbered 2023/09, the motion was read, according to proposal;

At the end of the fiscal year of 2022 and in accordance with the Turkish Commercial Code, the Tax Procedure Law and the Capital Markets Board's Communiqué on the Principles of Financial Reporting in the Capital Markets numbered II-14.1 and the Company's Articles of Association; it was determined that the net profit as per the regulations of Capital Markets Board is TL1.120.927.304 and according to Tax Procedural Law, the net profit is TL804.788.262

It was submitted for the General Assembly's information; to determine TL 764,548,849-TL as distributable profit, which is the amount remaining after setting aside TL 40,239,413-TL 1st Legal Reserve over TL 804,788,262-TL, which is the net profit for the period according to the regulations of the Tax Procedure Law, and not to distribute the profit and to transfer it to the Accumulated Profit/Loss account,

To determine TL 1,080,687,891 as distributable profit, which is the amount remaining in the records after setting aside the 1st Legal Reserve over the net profit for the period of TL 1,120,927,304 according to the regulations of the Capital Markets Board, and not to distribute the profit and transfer it to the Accumulated Profit/Loss account and the related statement of profit distribution.

In accordance with the motion submitted by Mr. Emre ÇETİN, the representative of Ordu Yardımlaşma Kurumu, the Board of Directors' proposal not to distribute profit for the fiscal year 2022 was put to vote, and as a result of the voting, it was unanimously decided not to distribute profit for the fiscal year 2022.

8- Election of Independent Board Members and determination of their terms of office in accordance with the provisions of the relevant legislation

In line with the report submitted by the Corporate Governance Committee, at the meeting of the Board of Directors dated 03.02.2023 and numbered 2023/4, as a result of the examination within the framework of the provisions of the legislation regarding the applications made to the Corporate Governance Committee of the Board of Directors by Mr. Bekir Yener YILDIRIM to be re-elected who has been serving as an independent member since 16.03.2021 and Mr. Emre GÖLTEPE to be elected as an independent member for the first time, it has been determined that they continue to meet the independence criteria for the position they currently hold and an application has been made to the Capital Markets Board in this regard. Pursuant to the Capital Markets Board's letter dated 17.02.2023, has notified our Company that it has been decided not to express any negative opinion regarding the independent member nominations of Mr. Bekir Yener YILDIRIM and Mr. Emre GÖLTEPE.

The motion on Independent Member Nominees for the Board of Directors was read, and in accordance with the motion, it was unanimously resolved with the consensus of participants with TL 212.618.389,915 affirmative votes against TL 746.266 negative votes to elect Mr. Bekir Yener YILDIRIM with T.R. ID number XXXXXX and Mr. Emre GÖLTEPE with T.R. ID number XXXXXX as Independent Members of the Board of Directors for a term of 1 year until the next ordinary general assembly meeting.

9- Determination of the remuneration of the members of the Board of Directors,

The motion regarding the payment of a monthly/per capita net fee of 16.000,00-TL to the Independent Members of the Board of Directors to be valid from the beginning of the month following the Ordinary General Assembly meeting until the next Ordinary General Assembly, and that no fee be paid to the other Members of the Board of Directors was accepted with the consensus of participants with TL 208.951.677,915 affirmative votes against TL 4.412.978 negative votes.

10- Authorizing the members of the Board of Directors to perform the activities specified in Articles 395 and 396 of the Turkish Commercial Code,

In accordance with Articles 395 and 396 of the Turkish Commercial Code, it was resolved with the consensus of participants with TL 213.364.654,915 affirmative votes against TL 1 negative vote to grant permission to the Members of the Board of Directors of the Company.

11- Discussing and resolving on the Board of Directors' proposal for the selection of an independent external audit firm for the audit of the accounts and transactions for the year 2023 in accordance with the Turkish Commercial Code and the Capital Markets Law,

The motion submitted in line with the decision of the Board of Directors dated 29.03.2023 and numbered 2023/10 was discussed, It was resolved with the consensus of participants with TL 208.980.877,915 affirmative votes against TL 4.383.778 negative votes to approve the decision of the Board of Directors

to select DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. *residing at Maslak Mahallesi Eski Büyükdere Cadde No:1/1 _ Address No: 2554345328 Ofis ve İşyeri, Sarıyer/İstanbul, registered with the Istanbul Trade Registry Directorate with the registration number 304099-0, tax identification number 2910010976, MERSIS number 0291001097600016*, as the Independent External Audit firm for the audit of the Company's accounts and transactions for the fiscal year 2023 within the framework of the Capital Markets legislation and the Turkish Commercial Code and related legislation.

12- Providing information on guarantees, pledges, mortgages and sureties given in favor of third parties and income or benefits obtained,

Moving on to the 15th item of the agenda, the General Assembly was informed that there were no guarantees, pledges, mortgages and sureties (GPMs) given in order to secure the debts of third parties and no income or benefits obtained in 2022. No one took the floor.

13- Providing information about the donations and aids made in 2022, submitting the donations and aids made in 2023 for approval and deciding on the donation limit for the fiscal period 01.01.2023-31.12.2023,

As the details are explained in the Annual Report, the total amount of donations and aids made during the year, mainly for Education and Training Activities and to foundations and associations, amounted to TL 107.194,00 in 2022.

Within the framework of the announcement made by the Capital Markets Board; Due to the earthquakes that took place on 06.02.2023, our Company decided to provide aid, donations and supports by determining the amount of donations and aid amounting to 5,000,000 TL by the Board of Directors Decision no 2023/05, and 30,000,000 TL by the Board of Directors Decision no 2023/07. The total amount of aid and donations made up to this date within the framework of the donation amounts determined within the scope of the said Board of Directors Decisions was 32,627,859.51 TL.

Our Company's Board Resolutions numbered 2023/05 and 2023/07 were submitted to the approval of the General Assembly and it was resolved with the consensus of participants with TL 209.193.596,915 TL affirmative votes against TL 4.171.059 negative votes to approve Board Resolutions numbered 2023/05 and 2023/07

Within the scope of the proposal and the framework of the capital market legislation; The annual upper limit of donations to be made in 01.01.2023- 31.12.2023, including the donations and aid amounts determined by the Board of Directors Decisions numbered 2023/05 and 2023/07, was submitted to the vote of the General Assembly. It is resolved with TL 209.193.596,915 TL affirmative votes against TL 4.171.059 negative votes to determine the upper limit of donations and aids to be made by the Company as 37,500,000 TL in 01.01.2023- 31.12.2023.

14- Discussion and approval of the Board of Directors Resolution No. 2022/24 regarding the possibility to allocate venture capital funds,

With the Article 325/A added to the Tax Procedure Law by Law No. 6322; within the scope of the possibility of allocating venture capital fund from the related period earnings of corporate taxpayers for the purchase of venture capital investment trust shares or venture capital investment fund participation shares;

The motion submitted in line with the decision of the Board of Directors dated 29.12.2022 and numbered 2022/24 was discussed, as a result of the voting, it was unanimously resolved to approve the Board of Directors Resolution No. 2022/24 regarding the possibility of allocating venture capital funds, and to allocate a venture capital fund equal to the amount invested in venture capital investment fund participation shares and/or venture capital investment trust shares in 2023.

15- Closing

As there were no further items to be discussed, the Meeting Chairman closed the meeting at 11:45 a.m.

The minutes of this meeting were prepared, read and signed in 5 (five) copies in the presence of the members of the General Assembly electronically and physically at the meeting venue. 31.03.2023

MINISTRY REPRESENTATIVE
Dilek DEMİRCİ

MEETING CHAIRMAN
Hasan Rifat TOPKAR

MINUTE CLERK
Canan ÖZER

VOTE COLLECTOR
Musa Anter YILDIRIM