

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF OYAK YATIRIM  
MENKUL DEĞERLER A.Ş. FOR THE FISCAL YEAR 2023 HELD ON MARCH 29, 2024**

The Ordinary General Assembly Meeting of OYAK Yatırım Menkul Değerler A.Ş. for the year 2022 was held on March 29, 2024, 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 - ISTANBUL, under the supervision of the Ministry Representative Mr. Dursun EKŞİ, who was appointed with the letters dated 27.03.2024 and numbered 95414183 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 page 175 of the Turkish Trade Registry Gazette dated March 7, 2024 and numbered 11038, 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 5.598.733 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. Emre GÖLTEPE, Independent Board Member of the Company, was physically present at the meeting, and Mr. Mirlan SHATMANOV, representing DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the independent external auditor of the Company's financial statements for the year 2023, 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. Murat TEKİN 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. Baran ERDEM, 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. Baran ERDEM, 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 2023,**

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 2023,**

Since the Independent External Audit Report on the Company's Financial Statements for the fiscal period 01.01.2023-31.12.2023 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 2023 Statement of Financial Position, Profit and Loss accounts for the fiscal year 2023 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 01.01.2023 - 31.12.2023 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 2023 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 2023 and the date of dividend distribution,**

In accordance with the Turkish Commercial Code, the Tax Procedural Law and the Capital Markets Board's Communiqué on Principles of Financial Reporting in the Capital Market numbered II-14.1 and the Company's Articles of Association; at the end of activity period 2023, a net profit of TL 2.008.466.629-TL was generated as per Capital Markets Board's regulations and net profit of TL 2.345.119.075 was generated as per Tax Procedural Law.

It was submitted for the General Assembly's information; to determine TL 2.344.158.487 as distributable profit, which is the amount remaining after setting aside TL 960.587 as 1st Legal Reserve over TL 2.345.119.075, 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 2.007.506.042 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 2.008.466.629 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. Baran ERDEM, the representative of Ordu Yardımlaşma Kurumu, the Board of Directors' proposal not to distribute profit for the fiscal year 2023 was put to vote, and as a result of the voting, it was unanimously decided not to distribute profit for the fiscal year 2023.

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

Pursuant to the proposal made by Mr. Baran Erdem, the representative of Ordu Yardımlaşma Kurumu, it is decided with TL 212.494.221,915 affirmative votes against TL 2.056.188 negative vote to appoint Independent Board Members for 1 year in accordance with the article 10 of Company's articles of association;

- Mr. Bekir Yener YILDIRIM with,
- Mr. Emre GÖLTEPE with.

**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 26.500,00-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 209.162.252,915 affirmative votes against TL 5.388.157 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 2024 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 01.03.2024 and numbered 2024/6 was discussed, It was resolved with the consensus of participants with TL 209.294.611,915 affirmative votes against TL 5.255.798 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/Istanbul, 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 2023. No one took the floor.

**13- Providing information about the donations and aids made in 2023 and deciding on the donation limit for the fiscal period 01.01.2024-31.12.2024,**

It was submitted to the general assembly that 32,627,859.51 TL was donated to the Disaster and Emergency Management Presidency (AFAD) in 2023 due to the earthquakes dated February 6, 2023.

It is resolved with TL 209.162.252,915 TL affirmative votes against TL 5.388.157 negative votes to determine the upper limit of donations and aids to be made by the Company as TL 2.500.000,00 in 01.01.2024- 31.12.2024.

**14- Discussion and approval of the Board of Directors Resolution No. 2023/22 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 27.12.2023 and numbered 2023/22 was discussed, as a result of the voting, it was unanimously resolved to approve the Board of Directors Resolution No. 2023/22 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 2024.

**15- Closing**

As there were no further items to be discussed, the Meeting Chairman closed the meeting at 11:32 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. 29.03.2024

**MINISTRY REPRESENTATIVE**  
**Dursun EKŞİ**

**MEETING CHAIRMAN**  
**Hasan Rifat TOPKAR**

**MINUTE CLERK**  
**Canan ÖZER**

**VOTE COLLECTOR**  
**Musa Anter YILDIRIM**