

**Minutes of the Ordinary General Assembly Meeting of
BRİSA BRIDGESTONE SABANCI LASTİK SANAYİ VE TİCARET ANONİM ŞİRKETİ
which was held for the fiscal year 2024 on March 26, 2025**

The Ordinary General Assembly Meeting of Brisa Bridgestone Sabancı Lastik Sanayi ve Anonim Şirketi for 2024 was held on March 26, 2025 at 14:00 in Sabancı Center Sadıka Ana 1 Conference Room located in 4.Levent, Beşiktaş, İstanbul under the surveillance of Ministerial Commissary, Feyyaz BAL commissioned by the İstanbul Provincial Directorate of Customs and Trade with the letter numbered 107607642 and dated March 24, 2025.

Invitation to General Assembly Meeting, including the meeting agenda, has been published as defined in Articles of Association and related Legal Codes, in Turkish Trade Registry Gazette dated February 28, 2025 and numbered 11282, on the Company web site (www.brisa.com.tr) and in the Electronic General Assembly Meeting System of Central Securities Depository of Türkiye within the legal period.

Upon the review of the List of Attendants, it was acknowledged that out of the 30,511,687,500 unit shares corresponding to the total capital of TL 305,116,875.00; 82,393,100 unit of shares corresponding to TL 823,931 of the total capital being represented in person and 27,023,109,657 unit of shares corresponding to TL 270,231,096.57 of the total capital being represented by their representatives, hence a total of 27,105,502,757.2 unit of shares corresponding to TL 271,055,027.572 of the total capital were present at the meeting. Thus, it was acknowledged that the minimum meeting quorum required by the Company's Article of Association and related Legal Codes, was present at the meeting. The meeting was opened by Ahmed Cevdet ALEMDAR, Chairperson of Board, with the participation of Board of Members Tomio FUKUZUMI and Haluk KÜRKÇÜ, and together with Fazlı YAPICI Representative of the Company's Auditor DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. The meeting was also simultaneously started on the electronic system.

- 1- In accordance with Article 19 of the Company's Articles of Association and the Internal Directive on the Working Principles and Procedures of the General Assembly, Chairperson of the Board of Directors Ahmed Cevdet ALEMDAR served as the Chairperson of the Meeting. The President designated Neslihan DÖNGEL ÖZLEM as a Minutes Secretary, Şerafettin KARAKIŞ and Tomio FUKUZUMI as Vote Collection Officers, thus forming the Meeting Council.

Additionally, the Chairperson of the Meeting has appointed Elif KÜÇÜKÇOBANOĞLU, Investor Relations Manager of the Company, who has Certificate for Electronic General Assembly Meeting System issued by Central Securities Depository of Türkiye, to use the Electronic General Assembly System.

Since there was no request for changing the discussion order of the agenda items, the discussion on the agenda items has been continued as declared.

- 2- Since the Board of Directors' 2024 Annual Report has been available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Securities Depository of Türkiye, and the Company website three weeks before the General Assembly meeting in accordance with the provisions of Turkish Commercial Code, the Regulation, Internal Directive of the General Assembly, and the Capital Market Law, accepting the Board of Directors' 2024 Annual Report as read and continue with its discussion was submitted to the approval of our shareholders. The Board of Directors' 2024 Annual Report was accepted as read with TL 271,054,392.572 aye votes against TL 635 nay votes. The Board of Directors' 2024 Annual Report was discussed. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting, stated that he had a petition of written questions and dissenting opinion no. 1 on the agenda item and requested that his dissent and petition be added to the minutes. The Meeting Chairperson took the dissenting opinion and petition and added it to the minutes of the meeting.
- 3- Since the Auditor's Reports related to the fiscal year 2024 have been available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Securities Depository of Türkiye, and the Company website three weeks before the General Assembly meeting in accordance with the provisions of Turkish Commercial Code, the

Regulation, Internal Directive of the General Assembly, and the Capital Market Law, accepting the Auditor's Reports related to the fiscal year 2024 as read and reading the opinion parts of the Reports was submitted to the approval of our shareholders. The Auditor's Reports related to the fiscal year 2024 were accepted as read with TL 270,815,591.572 aye votes against TL 239,436 nay votes. The opinion parts of the Reports were read by the Minutes Secretary and presented for our shareholders' information. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting, stated that he had a dissenting opinion no. 2 on the agenda item and requested that his dissent be added to the minutes. The Meeting Chairperson took the dissenting opinion and added it to the minutes of the meeting.

Özgün ÖZTUNÇ took the floor again and said, "In violation of Article 21 of the CMB Law, the hidden premium amounts paid to dealers, which are not shown in the financial statements and audit report, cause hidden capital gains. Can you give an explanation on this issue?" Neslihan Döngel Özlem, CFO of the Company, took the floor and said: "I would like to inform you that our financial statements are audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., one of the 4 major audit companies in the world" and concluded her remarks.

- 4- Financial Statements for the year 2024, which have been available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Securities Depository of Türkiye, and the Company website three weeks before the General Assembly meeting in accordance with the provisions of Turkish Commercial Code, the Regulation, Internal Directive of the General Assembly, and the Capital Market Law, were read by the Minutes Secretary and presented to the opinions and approvals of our shareholders. Financial Statements for the year 2024 were opened for discussion. Subsequent to the discussion, Financial Statements for the year 2024 were approved with TL 271,054,927.572 aye votes against TL 100 nay votes. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting, stated that he had a dissenting opinion no. 3 on the agenda item and requested that his dissent be added to the minutes. The Meeting Chairperson took the dissenting opinion and added it to the minutes of the meeting.

Özgün ÖZTUNÇ took the floor again and said, "The footnotes regarding related party companies do not reflect the truth. It is a case of discrimination against dealers and incomplete information on payments, which is contrary to the truth."

- 5- Within the activity year, Arianna ANTONELLA was appointed as Board Member on August 22, 2024 to replace Frederic Jean Hubert Cecile HENDRICKX and Jacques Johannes FOURIE was appointed as Board Member on February 26, 2025 to replace Mete EKİN, in accordance with Article 12 of the Company's Articles of Association and Article 363 of the Turkish Commercial Code to serve for the remaining period from their predecessors. Appointments of Arianna ANTONELLA and Jacques Johannes FOURIE were approved with TL 269,074,431.572 aye votes against TL 1,980,596 nay votes. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting and voted nay, stated that he had a dissenting opinion no. 4 on the agenda item and requested that his dissent be added to the minutes. The Meeting Chairperson took the dissenting opinion and added it to the minutes of the meeting.
- 6- As a result of the voting held after the Chairperson of the Meeting stated that the voting rights of the Members of the Board arising from their shares are not taken into account in this agenda item, the Members of the Board were released from their activities in 2024 with TL 271,054,927.572 aye votes against TL 100 nay votes. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting, stated that he had a dissenting opinion no. 5 on the agenda item and requested that his dissent be added to the minutes. The Meeting Chairperson took the dissenting opinion and added it to the minutes of the meeting.

Özgün ÖZTUNÇ took the floor again and said, "Members of the Board of Directors should not be released from their activities. They have committed the offense of abuse of trust in the Turkish Criminal Code and have damaged the Company".

- 7- Regarding the determination of the use of the 2024 Profit, the proposal was submitted to the approval of the General Assembly with the Decision of the Board of Directors dated February 26, 2025, and numbered 2025/07. The proposal regarding the distribution of the remaining TL **1,518,775,313.00** Net Distributable Profit for the period of 2024, after deducting Primary Legal Reserves and Tax Provision in compliance with CMB communiqué and as stipulated by the Article 28 of the Articles of Association, out of the Profit amounted to TL **2,134,981,636.00** for the fiscal period 2024 calculated according to the CMB Regulation, is as follows:

First Dividend: TL 15,255,843.75

Second Dividend: TL 634,521,053.25

Total Gross Dividend: TL 649,776,897.00

Dividend to Usufruct Shareholders: TL 106,749,081.80

Secondary Legal Reserves: TL 74,127,013.51

Extraordinary Reserves : TL 688,122,320.70

Thus, it was approved with TL 271,054,392.572 aye votes against TL 635 nay votes, that a gross dividend of **TL 649,776,897.00** (at a rate of 212.96%) to the shareholders representing capital of TL 305,116,875.00 and a gross dividend of **TL 106,749,081.80** to the privileged usufruct shareholders will be distributed in cash, depending on legal status of our shareholders, an income tax withholding in the proportion of 15% will be deducted, and cash dividend payment rights usage date will start March 28, 2025. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting, voted nay.

- 8- As per the written motion, which was read at the General Assembly, it was accepted, effective from the Ordinary General Assembly Meeting of the year 2024, to pay a monthly gross fee of TL 135,000 (one hundred thirty-five Turkish Lira) to each of Member of the Board during their term of office with TL 268,967,539.572 aye votes against TL 2,087,488 nay votes. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting, voted nay.
- 9- Upon the recommendation of the Audit Committee and the proposal of the Board of Directors; it was accepted with TL 271,054,392.572 aye votes against TL 635 nay votes, to elect **DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte)** as the Auditor in order to perform the auditing of the financial reports of our Company in the fiscal period 2025 in line with the regulations of the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362 and to realize other acts under the coverage of related regulations of the aforementioned Laws and as well as to perform assurance audit to the sustainability report of our Company in the fiscal periods 2024 and 2025 in accordance with the Turkish Commercial Code No. 6102, the relevant provisions of the Decree Law No. 660 and other relevant legislation. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting, voted nay.
- 10- Shareholders were informed that the donation amount made in 2024 was TL 1,914,317 and this amount remained within the limit set for the corresponding period, and that the details of beneficiaries of the donations have been announced via General Assembly Information Document.
- 11- Upon the proposal of the Board of Directors, with TL 270,946,965.572 aye votes against TL 108,062 nay votes; the upper limit of the donations to be made in 2025 was decided as 3% (three percent) of the commercial profit in 2025. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting, voted nay.
- 12- It was accepted with TL 271,054,392.572 aye votes against TL 635 nay votes, to allow the Chairperson and Members of Board to carry out the transactions set out in the Articles 395 and 396 of the Turkish Commercial Code. Özgün ÖZTUNÇ, proxy of Kardeşler Rot Balans Otomotiv

Kaplama Sanayi ve Ticaret Limited, a shareholder of E-F-G Share Classes of TL 100, who physically attended the meeting, voted nay.

13- The Chairperson gave the floor to participants for their wishes and desires.

Haydar ACUN, representative of Marmara Capital, took the floor: “We see that the company has different share groups, why is it not canceled? We see that Akbank is among the related parties and there are many transactions. Are you doing these banking transactions because it is advantageous or because it is a group company? As my last question, how do we see the growth potential of the tire industry in the next five years? Through which channels will Brisa achieve growth?”

Another shareholder Özcan ARSLAN's question was “Is there any plan of moving the İzmit plant to Aksaray?”.

Neslihan DÖNGEL ÖZLEM, CFO, took the floor and stated that there are different types of shares in the Company's Articles of Association, that there are no privileges, and that dividends are paid separately only for the Sabancı Foundation usufruct certificate. She stated that the fact that Akbank is a group company is not a reason, and that all financial transactions are carried out according to the most favorable rates in the market.

Taking the floor, General Manager Haluk KÜRKÇÜ stated that there is no plan of moving the İzmit plant to Aksaray. He stated that the tire sector will continue to grow in terms of vehicle production and the number of vehicles per capita in Türkiye and export markets. Ahmed Cevdet ALEMDAR, Chairperson of the Board of Directors, took the floor and added that Brisa will grow not only in tires but also in mobility solutions.

As there was no agenda item remaining to discuss, the Chairperson closed the meeting by stating that the quorum legally required was maintained throughout the meeting.

These minutes comprising 4 pages was prepared and signed at the meeting place following the end of meeting.

İstanbul, March 26, 2025, at: 15:12 p.m.

**Ministerial Commissary
FEYYAZ BAL**

**Chairperson of Meeting
AHMED CEVDET ALEMDAR**

**Minutes Secretary
NESLİHAN DÖNGEL ÖZLEM**

**Vote Collector
ŞERAFETTİN KARAKIŞ**

**Vote Collector
TOMIO FUKUZUMI**