

MINUTES OF LDR TURİZM ANONİM ŞİRKETİ
ORDINARY GENERAL ASSEMBLY MEETING HELD ON 12/06/2024

The Ordinary General Assembly of LDR Turizm Anonim Şirketi (“**Company**”) for the year 2023 convened on Wednesday, 12/06/2024 at 11:00 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 11.06.2024 and numbered 97765591.

The general assembly invitation, agenda and the general assembly information document was announced in accordance with the Capital Markets Law No. 6362 (“**Capital Markets Law**”) and the Company's articles of association (“**Articles of Association**”). The announcement was published in the Turkish Trade Registry Gazette on May 21, 2024, in issues numbered 11086 on pages 683 and 684, and on the Public Disclosure Platform (“*Kamuyu Aydınlatma Platformu*”), (“**KAP**”). It was also made available on the Company's website and the Electronic General Assembly System (“**EGAS**”) operated by the Merkezi Kayıt Kuruluşu A.Ş.

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 165,000,000.000 TL shares; 12 group B shares corresponding to a capital of 12 TL were represented in person, 26,500,000 group A shares corresponding to a capital of 26,500,000 TL and 95,855,916 group B shares corresponding to a capital of 95,855,916 TL in total 122,355,916 shares corresponding to a capital of 122,355,916 TL were represented by proxy, and 122.355.928 shares corresponding to a total issued capital of 122.355.928 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,

In accordance with the first item on the agenda, a written proposal was submitted by the proxy of Mr. Metin BAROKAS, one of the company's shareholders, regarding the election of Mrs. Elif ÇOPUR ÇELEBİ as the meeting chairman and authorization of the Meeting Chairman to sign the general assembly meeting minutes and other relevant documents. As there were no other proposals on this matter, it was put to a vote by the General Assembly. It was unanimously decided to elect Mrs. ELİF ÇOPUR ÇELEBİ as the Chairman of the Meeting 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, Tolga ŞEN has been appointed as the vote collector and Nihal SEVİNÇ as the secretary.

The Meeting Chairman read out the agenda items. The assembly was then asked if there were any requests to add items to the agenda or to change the order of the agenda items. Since there were no such requests, the discussion of the items on the agenda continued.

2. Review, discussion and approval of the Annual Activity Report of the Board of Directors,

In accordance with the second item on the agenda, a proposal by the proxy of Mr. Metin BAROKAS, one of the company's shareholders, suggested that the Board of Directors' Activity Report for the 2023 fiscal year be considered as read, since it had been made available for shareholders review at least three weeks prior to the general assembly meeting on the Public Disclosure Platform, the Central Registry Agency's Electronic General Assembly System, and the Company's website at www.liderfilo.com.tr. This proposal was put to a vote by the General Assembly.

As a result of the vote, the proposal was accepted by unanimous vote of the participants.

The discussion of the Board of Directors' Activity Report commenced, but no one requested to speak.

The Board of Directors' Activity Report for the 2023 fiscal year put to a vote and was accepted by unanimous vote of the participants.

3. Review and discussion of the summary of the Independent Audit's Report relating to the year 2023,

In accordance with the third item on the agenda, a written proposal by the proxy of Mr. Metin BAROKAS, one of the company's shareholders, suggested that the independent audit report for the 2023 fiscal year be considered as read and only the opinion paragraph of the Auditor Report to be read out-loud, since it had been made available for shareholder review at least three weeks prior to the general assembly meeting on the Public Disclosure Platform, the Central Registry Agency's Electronic General Assembly System, and the Company's website at www.liderfilo.com.tr. This proposal was put to a vote by the General Assembly. As a result of the vote, the proposal was accepted by unanimous vote of the participants.

The representative of Edit Bağımsız Denetim Hizmetleri A.Ş. was given the floor to read the opinion paragraph of the Independent Auditor Report for the fiscal year 2023. The representative of Edit Bağımsız Denetim Hizmetleri A.Ş. read the opinion paragraph of the Independent Audit Report for the fiscal year 2023.

The 2023 Independent Audit Report was opened for discussion and no one took the floor. As this agenda item was not subject to a vote, it was presented for informational purposes only.

4. Review and discussion of the Financial Statements relating to the year 2023,

In accordance with the fourth item on the agenda, a written proposal by the proxy of Mr. Metin BAROKAS, one of the company's shareholders, suggested that the financial statements for the 2023 fiscal year be considered as read, since they had been made available for shareholder review at least three weeks prior to the general assembly meeting on the Public Disclosure Platform, the Central Registry Agency's Electronic General Assembly System, and the Company's website at www.liderfilo.com.tr. This proposal was put to a vote by the General Assembly. As a result of the vote, the proposal was accepted by unanimous vote of the participants.

The 2023 financial statements were then opened for discussion, no one took the floor. The financial statements were put to a vote and was accepted by unanimous vote of the participants.

5. Release of each member of the Board of Directors with respect to the activities, transactions and accounts in 2023,

In accordance with the fifth item on the agenda, the release of the Board of Directors members for their transactions, accounts and activities for the 2023 fiscal year was discussed individually. The release of each Board member was put to a vote. In accordance with Article 436 of the TCC, it was stated that the voting rights of the members of the Board of Directors arising from their own shares were not taken into account, and the release of the members of the Board of Directors was put to vote. As a result of the voting, it was unanimously agreed by the attendees to release the Board Members Karel BAROKAS, Burçin BAYBATUR KÖK, Saim KILIÇ, and Çağrı ERHAN separately for the year 2023 transactions, accounts and activities. It was also unanimously agreed by the attendees to release the Board Member Metin BAROKAS for the year 2023 transactions, accounts and activities, in accordance with Article 436 of the TCC, by not considering the voting rights arising from his own shares.

6. Review and approval of the Board of Directors' proposal for the distribution of the 2023 profit,

In accordance with the sixth agenda item, the discussion began on the dividend distribution proposal by the Board of Directors' for the distribution of the 2023 profit, which was prepared in line with the Company's Dividend Distribution Policy and announced at least 3 weeks before the General Assembly meeting on the Company's corporate website (www.liderfilo.com.tr), at the Company Headquarters, on the Public Disclosure Platform, and in the Electronic General Assembly System of the Merkezi Kayıt Kuruluşu A.Ş.

According to our financial statements for the fiscal year from 01.01.2023 to 31.12.2023, prepared in compliance with the Turkish Financial Reporting Standards in accordance with the provisions of the TCC and the Capital Markets Law and audited by Edit Bağımsız Denetim Hizmetleri A.Ş., our company's net profit for the period is 607,703,513 TL; and according to the legal records kept in accordance with the Tax Procedure Law, it is 257,553,360 TL. In this context, the Board of Directors proposed:

- a) A gross cash dividend of 82,500,000.00 TL and a net cash dividend of 74,250,000.00 TL to be distributed to the shareholders, with the allocation of a secondary legal reserve amounting to 8,250,000.00 TL from the distributed dividends,
- b) The remaining balances to be allocated as excess reserve,
- c) Submission of the dividend distribution payment in four equal instalments of gross 20,625,000.00 TL on 26 June 2024, gross 20,625,000.00 TL on 20 August 2024, gross

20,625,000.00 TL on 24 October 2024 and gross 20,625,000.00 TL on 12 December 2024 for the approval of our shareholders at the General Assembly Meeting,

The proposal was read to the General Assembly.

The written proposal submitted by the proxy of Mr Metin BAROKAS, one of the shareholders of the Company, proposed that, the general legal reserve (secondary legal reserve) in line 16 of the Profit Distribution Statement be taken as 7,425,000 TL without any change in the amount or payment method of the cash dividend to be distributed to the shareholders as announced in the KAP, and the proposal was submitted to the approval of the general assembly. As a result of the voting, the proposal to allocation of a secondary legal reserve amounting to 7,425,000 TL was unanimously approved.

The proposal of the Board of Directors regarding the distribution of the profit for the year 2023 and the Profit Distribution Statement for the year 2023 were submitted to the approval of the General Assembly to allocate the general legal reserve (secondary legal reserve) as 7,425,000 TL. The 2023 Profit Distribution Statement with the proposal of the Board of Directors regarding the distribution of the profit for the year 2023 was unanimously approved by the participants to allocate the general legal reserve (secondary legal reserve) as 7,425,000 TL.

7. 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

In accordance with the seventh item on the agenda, a proposal was submitted by the proxy of shareholder Mr. Metin BAROKAS, for the payment of monthly net salaries to the following Board Members for the duration of their tenure starting from this General Assembly date: a net amount of 250,000 TL to the Chairman of the Board Metin BAROKAS, a net amount of 40,000 TL to the Vice Chairman of the Board Karel BAROKAS, a net amount of 40,000 TL to the Board Member Burçin BAYBATUR KÖK, and a net amount of 35,000 TL to each of the Independent Board Members Saim KILIÇ and Çağrı ERHAN. The proposal was put to a vote, and despite 1,855,916 opposing votes, it was accepted by a majority vote of 226,500,012 in favor.

8. Approval of the selection of the Independent Audit firm made by the Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Legislations

In accordance with the eighth item on the agenda, taking into account the recommendation of the Audit Committee and within the framework of the Turkish Commercial Code and the Capital Markets Law, the proposal of the independent audit company determined by the Board of Directors' resolution dated 03.06.2024 to audit the financial statements and reports of our Company for the fiscal year 2024 and to carry out other activities within the scope of the relevant regulations was read and submitted to the approval of the General Assembly.

According to the results of the vote, with 226,503,933 votes in favor compared to 1,851,995 votes against, it was decided by majority vote to select Edit Bağımsız Denetim Hizmetleri A.Ş., registered with tax number 3240455127 at Istanbul Şişli Tax Office, located at Kaptanpaşa Mah. Darülaceze Cad. Bilaş İş Merkezi B Blok No: 33 K: 5 D: 60 Şişli Istanbul, registered with 1665-5 registration number at Istanbul Trade Registry Office and MERSIS number 0324045512700014, as the independent audit firm to audit the financial statements and reports of the Company for the 2024 financial year and to carry out other activities within the scope of relevant regulations.

9. Submission of information to the shareholders on donations made in 2023 and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made in 2024

In accordance with the ninth item on the agenda, and in compliance with Capital Markets Board regulations, shareholders were informed that in 2023, the Company made a social aid contribution by purchasing two containers for the accommodation needs of families affected by the earthquake disaster that occurred on February 6, 2023, impacting 11 provinces across the country. These containers were sent to Söğüt Village in Hatay. The total payment for the containers and transportation amounted to 165,200 TL. The shareholders were informed that the amount of donation and aid in question remained within the donation limit determined at the Ordinary General Assembly meeting of 2023.

A proposal by the proxy of shareholder Mr. Metin BAROKAS to set the upper limit for donations in 2024 at 300,000 TL was presented for the approval of the General Assembly. The proposal was accepted by a majority of votes, with 1,855,916 votes against and 226,500,012 votes in favor.

10. Submission of information to the shareholders regarding the share buy-back program initiated by the Board of Directors' decision and the share buy-back transactions carried out under this program

In accordance with the tenth agenda item, shareholders were informed about the Share Buy-Back programs executed by the Company. These programs were conducted in compliance with the Communiqué on Buy-Backed Shares No. II-22.1 by the Capital Markets Board and announcement of the Capital Markets Board's Decision-Making Body dated March 23.2020 and the Resolution numbered 9/177 dated February 14, 2023. The objectives of these share buy-back programs were to stabilize the price movements of the Company's shares traded on Borsa İstanbul A.Ş. ("Borsa"), ensure that the share price accurately reflects the true performance of the Company's activities, contribute to the healthy formation of market prices on the stock exchange, and protect the interests of the shareholders. Shareholders were informed about the share buyback program initiated by the Board of Directors on August 23, 2022, which commenced on August 24, 2022, and concluded on August 21, 2023. Additionally, shareholders were apprised of the share buyback program initiated by the Board of Directors on December 13, 2023.

The Company's Board of Directors initiated a share buyback program on August 24, 2022 with the decision taken on August 23, 2022, and this program was terminated on August 21, 2023 on the grounds that "the Company's resources will be used primarily for new vehicle investments and growth targets in the coming period". A total of 4,325,000 nominal LIDER shares were purchased by the Company. These LIDER shares were acquired at an average price of 47.3715 TL per share, utilizing 204,881,757.58 TL from the Company's equity. The ratio of the repurchased shares to the capital was 6.55%.

Following the termination of the share buyback program on August 21, 2023, the Company's Board of Directors initiated a share buyback program with the decision taken on December 13, 2023. Under the share buyback program initiated with the decision of the Company's Board of Directors dated December 13, 2023, it has been decided that the maximum number of shares will be 16,500,000 shares in total and the fund to be allocated for repurchase will be determined as 450,000,000 TL.

The shareholders were informed that the total number of purchased shares as of the general meeting date was 4,360,000 shares, representing 2.64% of the Company's capital. No one took the floor. The Meeting Chairman announced that this agenda item was for informational purposes only and would not be put to a vote.

11. Discussing and resolving on the issue of authorising the Board of Directors to decide on the distribution of advance dividend in the year 2024, in the event that there is a distributable profit for the period in accordance with the relevant legislation and the Company's articles of association

In line with the Company's Dividend Distribution Policy, the General Assembly approved granting authority to the Board of Directors for the distribution of dividend advances within the limits allowed by the TCC, Capital Markets Law, capital markets regulations and relevant legislation. The Board of Directors is also authorized to determine the timing and conditions for the distribution of dividend advances.

The proposal was accepted by unanimous vote of the participants.

12. In accordance with the regulations of the Capital Markets Legislations, submission of information to the shareholders with respect to Security, Pledge, Mortgage and Surety provided by the Company for the benefit of third parties in 2023 and any income and benefits derived therefrom

In accordance with the twelfth agenda item, Member of the Board of Directors of the Company, Mrs. Burçin BAYBATUR KÖK, provided information to the General Assembly that, based on the information contained in the Financial Statements and Independent Audit Report for the fiscal period ending on December 31, 2023, the Company did not provide any security, pledge, mortgage and surety for the benefit of third parties in 2023. Consequently, it did not derive any income or benefit from these transactions. As this agenda item was not subject to a vote, it was presented for informational purposes only.

13. Granting permissions to the shareholders who control the management, Members of the Board of Directors and senior executives and their spouses and relatives by blood and marriage up to second degree as per the Articles 395 and 396 of the Turkish Commercial Code

In accordance with the thirteenth agenda item, each member of the Board of Directors, senior executives, and their spouses and relatives up to the second degree by blood or marriage, was authorized to enter into transactions falling within the scope of Articles 395 and 396 of the Turkish Commercial Code, with 1 share voting in against and 228,355,927 shares voting favor.

14. Submission of information to the shareholders with respect to transactions in 2023 falling within the scope of Article 1.3.6 and 1.3.7 of the Corporate Governance Principles

In accordance with the fourteenth agenda item, it was informed to the shareholders that, within the scope of Principle 1.3.6 of the Communiqué on Corporate Governance II-17.1, there were no significant transactions within the 2023 fiscal period that required disclosure to the shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives up to the second degree by blood or marriage. It was also confirmed that no transactions were conducted by them or on their behalf, which could lead to conflicts of interest with the Company, and they did not engage in transactions on behalf of themselves or others in the same type of commercial activities falling within the scope of the Company's business, nor did they enter into unlimited liability partnerships with other entities engaged in similar commercial activities, as outlined in Article 1.3.7 of the Corporate Governance Principles. Furthermore, it was stated that there were no individuals who had privileged access to company information outside of what is specified in Article 1.3.6 and conducted transactions within the scope of the company's business on their behalf, which would require disclosure to the General Assembly for informational purposes, as per Article 1.3.7 of the Corporate Governance Principles.

As the fourteenth agenda item was not subject to a vote, this information was provided to the shareholders for their knowledge.

15. Requests and recommendations

In accordance with the fifteenth agenda item, the Chairman of the Meeting asked the shareholders if they had any wishes or comments. Shareholder Hamza İnan took the floor and expressed his good will and wishes.

As there were no further items on the agenda to discuss, the Chairman closed the meeting.

This meeting minutes were drafted, read, and signed at the meeting venue.

Annex: Profit Distribution Statement

Istanbul, June 12, 2024

LDR TURİZM A.Ş. 2023 PROFIT DISTRIBUTION (TL)			
1.	Paid/Issued Capital	165.000.000	
2.	General Legal Reserves (According to the Statutory Records)	33.000.000	
Information on any privileges on dividend distribution provided for in the Company's articles of association, if any		No privileges exist.	
		CMB Records	Statutory Records
3.	Profit / (Loss) for the Period	741.000.876	316.962.391
4.	Taxes (-)	133.297.363	59.409.031
5.	Net Profit / (Loss) for the Period (=)	607.703.513	257.553.360
6.	Previous Years' Losses (-)	-	-
7.	General Statutory Reserves (-)	-	-
8.	NET DISTRIBUTABLE PROFIT / (LOSS) FOR THE PERIOD (=)	607.703.513	257.553.360
9.	Donations made in the Period (+)	-	-
10.	Net Distributable Profit / (Loss) for the Period with Donations Included	607.703.513	257.553.360
11.	First Dividend Payment to the Shareholders	82.500.000	82.500.000
	- Cash	82.500.000	82.500.000
	- Bonus Shares	-	-
	- Total	82.500.000	82.500.000
12.	Dividend Payment to Privileged Shareholders	-	-
	Other Dividend Payments	-	-
13.	- to the Directors,	-	-
	- to the Employees,	-	-
	- to non-Shareholders	-	-
14.	Dividend Payments to Usufruct Certificate Holders	-	-
15.	Second Dividend Payment to the Shareholders	-	-
16.	General Legal Reserves	7.425.000	7.425.000
17.	Other Statutory Reserves	-	-
18.	Special Reserves	-	-
19.	EXTRAORDINARY RESERVES	517.778.513	166.628.360
20.	Other Resources Available for Distribution	-	-

TABLE OF DIVIDEND RATES

	GROUP	TOTAL DIVIDENT AMOUNT		TOTAL DIVIDENT/ NET DISTRIBUTABLE PROFIT	DIVIDENT FOR EACH 1 TL NOMINAL SHARE	
		CASH (TL)	BONUS SHARE (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS	A	13.250.000	-	2,18	0,5000000	50,00000
	B	69.250.000	-	11,40	0,5000000	50,00000
	TOTAL	82.500.000	-	13,58	0,5000000	50,00000

	GROUP	TOTAL DIVIDENT AMOUNT		TOTAL DIVIDENT/ NET DISTRIBUTABLE PROFIT	DIVIDENT FOR EACH 1 TL NOMINAL SHARE	
		CASH (TL)	BONUS SHARE (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A	11.925.000	-	1,96	0,4500000	45,00000
	B	62.325.000	-	10,26	0,4500000	45,00000
	TOTAL	74.250.000	-	12,22	0,4500000	45,00000