

MINUTES OF LDR TURİZM ANONİM ŞİRKETİ
ORDINARY GENERAL ASSEMBLY MEETING HELD ON 03/04/2025

The Ordinary General Assembly of LDR Turizm Anonim Şirketi (“**Company**”) for the year 2024 convened on Wednesday, 03/04/2025 at 10:00 a.m. at the address of Maslak Mah., Eski Büyükdere Cad., Giz 2000 Plaza, No:7, K:14, D:55-56, Sarıyer/İstanbul. The meeting was held under the supervision of Mr. Mücahit Güngör, the Ministry Representative, appointed by the Istanbul Provincial Directorate of Commerce with their letter dated 28.03.2025 and numbered 107811269.

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 on the Public Disclosure Platform (“*Kamuyu Aydınlatma Platformu*”), (“**KAP**”) on March 12, 2025. It was also announced on the Company's website and the Electronic General Assembly System (“**EGAS**”) operated by the Merkezi Kayıt Kuruluşu A.Ş and on page 1161 of the Turkish Trade Registry Gazette dated 12 March 2025 and numbered 11290.

Based on review of the List of Attendees, out of 165,000,000 shares with a nominal value of TL 1 each corresponding to the Company's total issued capital of TL 165,000,000.000 shares; 2.170.000 group B shares corresponding to a capital of TL 2.170.000 were represented in person, 26,500,000 group A shares corresponding to a capital of TL 26,500,000 and 89.565.566 group B shares corresponding to a capital of TL 89.565.566 in total 116.065.566 shares were represented by proxy, 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. It was observed that participation in the meeting was made through the EGAS. Each of the 26,500,000 Group A shares corresponding to TL 26,500,000 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 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, except for 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 Mr. Burak ÇELEBI 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 resolved by majority of the votes of the attendees, with 224,012,580 votes in favor and 222,986 votes against, to elect Mr. Burak Çelebi as the Chairman of the Meeting and to grant authority to sign the minutes of the general assembly meeting and other related documents under the capacity of Meeting Chairman.

The Meeting Chairman, stated that in accordance with Article 419 of the TCC, Mr. Tolga ŞEN has been appointed as the vote collector and Mrs. Göysu MAMMADOVA 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 and discussion of the Board of Directors' Annual Report for the fiscal year 2024,

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 2024 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.

3. Review and discussion of the summary of the Independent Audit's Report relating to the year 2024,

In accordance with the third item on the agenda, 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. The representative of Edit Bağımsız Denetim Hizmetleri A.Ş., Veysel ONAT, read the opinion paragraph of the Independent Audit Report for the fiscal year 2024.

The 2024 Independent Audit Report was opened for discussion and no one took the floor.

4. Review, discussion and approval of the Financial Statements relating to the year 2024,

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 2024 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 2024 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 2024,

According to the fifth item of the agenda, the release of the members of the Board of Directors for the accounts and activities of the year 2024 was discussed. The release of the members of the Board of Directors was put to vote. As a result of the voting, Board Members Metin Barokas, Karel

Barokas, Burçin Baybatur Kök, Saim Kılıç and Çağrı Erhan were discharged from the accounts and activities of 2024 with a majority of votes with 4,012,580 votes in favour against 222,986 votes against. According to Article 436 of the TCC No. 6102, the members of the Board of Directors did not exercise their voting rights arising from their own shares.

6. Review and approval of the Board of Directors' proposal for the distribution of the 2024 profit,

In accordance with the sixth agenda item, the discussion began on the dividend distribution proposal by the Board of Directors' proposal dated 10.03.2025 and numbered 2025/5 regarding the distribution of the 2024 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 01.01.2024 to 31.12.2024, 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 TL 758,337,102; and according to the legal records kept in accordance with the Tax Procedure Law, it is TL 269,110,274 TL. In this context, the Board of Directors proposed:

- a) A gross cash dividend of TL 117,647,059 and a net cash dividend of TL 100,000,000 to be distributed to the shareholders, with the allocation of a secondary legal reserve amounting to TL 10,939,706 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 TL 23.529.411,76 on 15 April 2025, gross TL 23.529.411,76 on 16 June 2025, gross TL 23.529.411,76 on 15 August 2025, gross TL 23.529.411,76 on 15 October 2025 and gross TL 23.529.411,76 on 15 December 2025 for the approval of our shareholders at the General Assembly Meeting,

The proposal was opened to the discussion of the General Assembly, and no one took the floor.

The dividend distribution proposal of the board of directors was submitted to the approval of the general assembly, and as a result of the voting, the proposal of the board of directors regarding the dividend distribution was approved by a majority of the votes cast with 224,020,379 votes in favour against 215,187 votes against.

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 of the agenda, upon the proposal submitted by the proxy of Mr. Metin Barokas, it was proposed to pay a monthly net remuneration of TL 350,000 to Metin Barokas, Chairman of the Board of Directors, TL 55,000 to Karel Barokas, Deputy Chairman of the Board of Directors, TL 55,000 to Burçin Baybatur Kök, Member of the Board of Directors, TL 55,000 to Saim Kılıç and Çağrı Erhan, Independent Members of the Board of Directors, TL 50,000 each, and that all kinds of withholding, taxes and fees corresponding to the fee be paid during their term of office starting from the date of this General Assembly. The proposal was put to vote, and it was accepted with 222,170,000 votes in favour against 2,065,566 votes against.

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 20/03/2025 and numbered 2025/6 to audit the financial statements and reports of our Company for the fiscal year 2025 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 222,175,762 votes in favour compared to 2,059,804 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 2025 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 2024 and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made in 2025

In accordance with the ninth item of the agenda, the shareholders were informed that there were no donations and grants made by the Company in 2024 in accordance with the regulations of the Capital Markets Board.

A proposal by the proxy of shareholder Mr. Metin BAROKAS to set the upper limit for donations in 2025 at 350.000 TL was presented for the approval of the General Assembly. The proposal was accepted by a majority vote, with 2,057,767 votes against and 222,177,799 votes in favour.

10. Submission of information to the shareholders regarding the transactions executed under the share buy-back program, which was terminated on October 24, 2024

In accordance with the tenth item of the agenda, shareholders were informed about the share buy-back programme applicable within the scope of the Capital Markets Board's Communiqué on Buy-Back Shares numbered II-22.1 and its secondary regulations.

In accordance with the provision of the Board's Principle Decision numbered i-SPK.22.8 (01.08.2024 dated and 41/1198 p.k.) announced to the public in the Capital Markets Board's Bulletin dated 01.08.2024 and numbered 2024/37, the validity of the share buy-back programme initiated by the Board of Directors decision dated 13.12.2023 has expired as of the Extraordinary General Assembly held on 24.10.2024. Within the scope of the share buy-back programme initiated by the Board of Directors decision dated 13.12.2023, a total of 810,000 LIDER shares with a nominal value of TL 810,000 were buy back as of the relevant date, and TL 46,211,817.25 funds were used from our Company's own resources for 810,000 LIDER shares purchased at an average price of TL 57.0516 per share. The ratio of the shares repurchased within the share buyback programme to the Company's capital was 0.4909%. On 23.09.2024, 2,360,000 shares of LIDER shares, which were buy-back within the scope of the Share Buy-Back Programme, which was initiated with the decision of the Board of Directors taken on 23.08.2022 and terminated on 21.08.2023, were sold to foreign institutional investors on 23.09.2024 at a price of TL 81.00 and by special order block sale method.

Shareholders were informed that the nominal total of LIDER shares held by our Company as of the date of the General Assembly was TL 2,000,000 and the ratio of LIDER shares to the Company's

capital was 1.21%. No one took the floor. The Meeting Chairman stated that this item of the agenda was for information purposes and would not be voted.

11. Discussing and resolving on the issue of authorising the Board of Directors to decide on the distribution of advance dividend in the year 2025, 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 Board of Directors was authorised to grant advance dividend advances up to the amount permitted by the Turkish Commercial Code, Capital Markets Law, Capital Markets Legislation and related legislation, and the Board of Directors was authorised to determine the time and conditions for the granting of advance dividend advances, upon the voting, it was unanimously approved by 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 2024 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, 2024, the Company did not provide any security, pledge, mortgage and surety for the benefit of third parties in 2024. 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 up to the second degree for the 2025 activity year within the framework of Articles 395 and 396 of the Turkish Commercial Code No. 6102 was submitted to the approval of the General Assembly, and as a result of the voting, it was approved by a unanimous vote the attendants.

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, shareholders were informed that there were no transactions conducted under the provisions of Articles 1.3.6 and 1.3.7 of the Corporate Governance Principles, which are included in the annex of Communiqué II-17.1 on Corporate Governance. Since item 14 of the agenda was not subject to a vote, only information was provided.

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.

Adil Şahin took the floor and wished that the year 2025 would be auspicious for our country and our Company.

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.

Istanbul, April 03, 2025

Mücahit Güngör
Ministry Representative

Burak Çelebi
Meeting Chairman

Tolga Şen
Vote Collector

Göysu Mammadova
Meeting Secretary

LDR TURİZM A.Ş. 01.01.2024/31.12.2024 Period Dividend Payment Statement (TL)			
Paid-In / Issued Capital		165.000.000	
Total Legal Reserves (According to Legal Records)		40.425.000	
Information on privileges in dividend distribution, if any, in the Articles of Association:		None	
		Based on CMB Regulations	Based on Legal Records
	Current Period Profit	1.048.867.056	313.024.065
	Taxes Payable (-)	290.529.954	43.913.790
	Net Current Period Profit	758.337.102	269.110.274
	Losses in Previous Years (-)	-	-
	Primary Legal Reserve (-)	-	-
	Net Distributable Current Period Profit	758.337.102	269.110.274
	Donations Made During The Year (+)	-	-
	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	758.337.102	269.110.274
	First Dividend to Shareholders	117.647.059	117.647.059
	- Cash	117.647.059	117.647.059
	- Stock	-	-
	- Total	117.647.059	117.647.059
	Dividend Distributed to Owners of Privileged Shares	-	-
	Other Dividend Distributed	-	-
	- To the Members of the Board of Directors	-	-
	- To the Employees	-	-
	- To Non-Shareholders	-	-
	Dividend to Owners of Redeemed Shares	-	-
	Second Dividend to Shareholders	-	-
	Secondary Legal Reserves	10.939.706	10.939.706
	Statutory Reserves	-	-
	Special Reserves	-	-
	Extraordinary Reserves	629.750.337	140.523.510
	Other Distributable Resources	-	-

DIVIDEND PAYMENT RATES TABLE						
	Share Group	TOTAL DIVIDEND AMOUNT (TL) - GROSS		TOTAL DIVIDEND AMOUNT / GROSS DISTRIBUTABLE CURRENT PERIOD PROFIT	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
		CASH DIVIDEND AMOUNT	STOCK DIVIDEND AMOUNT	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS	A	18.894.831	-	2,49	0,7130125	71,30125
	B	98.752.228	-	13,02	0,7130125	71,30125
	TOPLAM	117.647.059	-	15,51	0,7130125	71,30125
		TOTAL DIVIDEND AMOUNT (TL) - NET		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE CURRENT PERIOD PROFIT	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
		CASH DIVIDEND AMOUNT	STOCK DIVIDEND AMOUNT	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A	16.060.606	-	2,12	0,6060606	60,60606
	B	83.939.394	-	11,07	0,6060606	60,60606
	TOPLAM	100.000.000	-	13,19	0,6060606	60,60606