

2023 ORDINARY GENERAL ASSEMBLY MEETING MINUTES

OF GOODYER LASTIKLERI T.A.Ş

PERTAINING TO YEAR 2023

AND

DATED 16 MAY 2024

The Ordinary General Assembly Meeting of Goodyear Lastikleri T.A.Ş. (“**Company**”) for the year 2023 was held on Thursday, 16 May 2024 at 10:00 a.m. in Maslak Mah. Sümer Sok. MOB No:4 Sarıyer 34485 Istanbul under the supervision of the Ministry Representative **Mr. Dursun Elik** assigned by the letter numbered 00096800050 of the Republic of Turkey Ministry of Trade, Istanbul Trade Directorate.

The meeting was held in accordance with the provisions of the Turkish Commercial Code (“**TCC**”) and the Capital Markets Law (“**CML**”) and the announcement regarding the meeting was published on the Public Disclosure Platform (“**PDP**”), Company’s corporate website, the Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. (“**Central Registry Agency**”) and in the Turkish Trade Registry Gazette dated 22 April 2024 and numbered 11067, together with the meeting agenda, within the legal period, as stipulated in the relevant legislation and the Company’s Articles of Association on 22 April 2024. In addition, together with the announcement of the general assembly meeting, the information required to be disclosed pursuant to the Turkish Commercial Code, capital markets legislation and other relevant legislation was publicly disclosed on the Company’s corporate website.

After the Ministry Representative Mr. Dursun Elik determined through the attendance list that among the 27,000,000,000 TL (twentysevenbillion) total shares representing the Company’s total share capital of TL 270,000,000 TL (two hundred and seventy million TL), with a nominal value of TL 202,080,240.76 was represented at the meeting. Among such shares, the shares represented at the meeting with a nominal value of TL 526.019.442 were represented in person and the shares with a nominal value of TL 133.230 were represented via the representatives of the depositors, 201,420,991.344 TL nominal value portion (excluding the deposited portion) is represented by other representatives via proxy the participation rate was %74,84 according to the total number of shares, and thus, as stated in the Company’s Articles of Association, the representation rate was more than the minimum meeting quorum under Article 418 of the Turkish Commercial Code and Article 29 of the Capital Markets Law, Board Deputy Chair Burcu Güvenç Demiryontar opened the meeting.

1. Ms. Nazife Çakır stated that the necessary quorum was attained and proceeded to the first item of the agenda. Pursuant to the proposal of the controlling shareholder Goodyear SA regarding the Chairmanship of the Meeting, it was proposed to elect Mr. Ufuk Yalçın as the Chairperson of the Meeting and to authorize the Chairperson to sign the General Assembly Meeting Minutes and related documents. Voting proceeded. The proposal was accepted with the unanimity of votes with a nominal value of TL 202,080,240.786. Attendance list was signed by the Board Member, the Meeting Chairman, the Clerk, the Vote Recorder and the Ministry Representative. The Chairman of the Meeting spoke as follows.

“Dear Shareholders;

Welcome. Firstly, I would like to thank you for my election as the Chairman of the Meeting. As a publicly traded company, we are obliged to hold our Ordinary General Assembly meeting in

accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, various sub-regulations and the Company's General Assembly Internal Directive.

Today, during the discussion of our agenda, we will try to apply all this legislation together.

According to the regulations, I would like to share the following points with our General Assembly:

The invitation to the meeting was made by the Board of Directors and the meeting was duly opened by Board Member Burcu Güvenç Demiryontar. We have determined that the members of the Board of Directors who have to be present pursuant to paragraph 2 of Article 407 of the Turkish Commercial Code and Şakir Benli, the representative of BDO Denet Bağımsız Denetim ve Danışmanlık Anonim Şirketi, the Company's auditor, were present at the meeting. The Ministry Representative Dursun Elik is on duty.

The articles of association, share ledger, annual activity report of the board of directors, auditor's report, agenda, attendance list prepared by the board of directors and other documents related to the meeting are present at the meeting place completely.

I hereby appoint Ms. Yeliz Oral as the Vote Collector and Ms. Candan Çırnaz Dekesoğlu as the Clerk of the Minutes to establish the Presidency of the Meeting. I would like to thank in advance all members of the Presidential Council who have been elected.

Since the Electronic General Assembly System, in short EGAS, will be used in our meeting within the framework of Article 1527 of the Turkish Commercial Code, a technical expert who holds the “Central Registry Agency Electronic General Assembly System Certificate” must be present at the application. This expert is Nazife Çakır. I present her to the General Assembly as the authorized person to designate the person in charge on this matter.

Before moving on to the agenda items, I would like to inform you of the following issues, as required by the regulations:

Pursuant to Article 29/1 of the Capital Markets Law, the announcement for the general assembly meeting was published at least three weeks prior to the meeting date and was checked by the Ministry Representative before the meeting.

The list of persons eligible to attend the General Assembly converted into the Attendance List after being signed by the present Board member the present shareholders or their representatives, the Chairman of the Meeting and the Ministry Representative, is available together with other documents at our General Assembly meeting. It is mandatory to include the EGAS participants in the Attendance List and these names are also included in the list. The representatives of the depositors have notified the Company that they will represent shares with a nominal value of TL 133,230. The numbers and nominal values of these shares are recorded in the minutes.

Pursuant to the regulations, the attendance must be notified to EGAS one day before. The participation system started one hour before the start time of the General Assembly, took 55 minutes and ended 5 minutes ago.

Discussions and voting will start simultaneously in physical and electronic form. Electronic participants will be able to submit their comments and questions in writing.

Voting time is two minutes. If all participants have submitted their votes before the deadline, the deadline will not be waited.

After all votes are received electronically, the total number of acceptance and rejection votes in the meeting room will be entered into the system, and after the final voting result is recorded in the system in this way, the discussion of the other agenda will proceed.

Moreover, according to the CMB's Corporate Governance Communiqué published on 3 January 2014, the Chairman of the Meeting shall ensure that any question asked by the shareholders at the general shareholders' meeting that does not involve trade secrets is answered directly at the general shareholders' meeting. If the question asked is not related to the agenda or is too comprehensive to be answered immediately, the Investor Relations Department will respond in writing within 15 days at the latest. All questions asked during the general assembly meeting and the answers given to these questions are announced to the public on the corporate website by the Investor Relations Department within 30 days following the date of the general assembly meeting at the latest."

Pursuant to Article 9 of the Internal Directive, the Meeting Chairman read the meeting agenda and asked whether the shareholders had any suggestions for changes in the order of discussion of the agenda items.

No changes were proposed.

2. Proceeded to second item of the agenda. The Chairman of the Meeting submitted the proposal by the Controlling Shareholder Goodyear S.A. for the Activity Report for 2023 deemed as read for voting since the Activity Report was circulated to the shareholders who physically attended the meeting and the shareholders who attended the meeting electronically had the opportunity to access the said report through the Public Disclosure Platform and the Company's website. The proposal was accepted with a unanimity of votes with a nominal value of TL 202,080,240.786

The Chairman asked whether anyone wished to speak on the annual report. Shareholder Mehmet Kara requested that the pictures of the board members be included in the annual report and a one minute silence of respect be observed before the start of the meeting.

The 2023 Annual Report was accepted with the majority of votes with a nominal value of TL 201,639,820.046 against the rejection votes with a nominal value of TL 440,420.74.

3. Proceeded to third item of the agenda. Upon the invitation of the Chairman of the Meeting, Mr. Şakir Benli, representative of BDO Denet Bağımsız Denetim ve Danışmanlık Anonim Şirketi, read the Report of the Independent Audit Report for the fiscal year 2023 and presented it to the shareholders.
4. Proceeded to fourth item of the agenda. The Chairman of the Meeting submitted the proposal by the Controlling Shareholder Goodyear S.A. for the financial statements for 2023 prepared in accordance with the Capital Markets Legislation deemed as read for voting since the financial statements were available in the activity reports distributed to the shareholders who physically attended the meeting and

that the shareholders who attended the meeting electronically have the opportunity to access the aforementioned financial statements via PDP and the Company's corporate website. The proposal regarding the financial statements deemed to be read in the General Assembly, accepted with a nominal value of TL 202,079,240.786 against the rejection votes with a nominal value of TL 1,000, and moved on to discussion.

Shareholder Uğur Arslantaş said that he would like to be informed about the reason for the difference in income and expense items arising from exchange rate differences in the financial tables. Deputy Chairwoman Burcu Güvenç Demiryontar informed that the difference in these items is caused by the foreign trade balance. Shareholder Mehmet Kara stated that he would like to be informed about actions that needed to be taken for better financial results and asked whether profit transfer to abroad is one of the reasons for the current negative results. Deputy Chairwoman of the Board of Directors Burcu Güvenç Demiryontar stated that the Company acted in accordance with the transfer pricing rules within the framework of the current legislation and that the Company was affected by the negative situation in the country and globally. Shareholder Uğur Arslantaş took the floor again and stated that he would like to be informed about the profit margin of the sales and revenues. Investor Relations Manager Nazife Çakır took the floor, stated that related party transactions were made in accordance with the precedents, and noted that this information was also disclosed on PDP.

As a result of the discussion, the financial statements of the Company were put to vote, and the financial statements were accepted with the majority of votes with a nominal value of TL 201,638,820.046 against the rejection votes with a nominal value of TL 441,420.74.

5. According to the fifth item of the agenda, the release of the members of the Board of Directors for their activities in 2023 was put to vote.

Members of the Board of Directors were released from their activities in 2023 with the majority of votes with an acceptance vote with a nominal value of TL 201,638,820.046 against a rejection vote with a nominal value of TL 441,420.74.

6. It was stated that the sixth item of the agenda was the voting of the Board of Directors proposal regarding the dividend rate to be distributed and the date of dividend distribution and the manner of utilization of the profit for the year 2023. Nazife Çakır read the Board of Directors' proposal.

Chairman asked whether anyone would like to speak on the resolution of the Board of Directors dated 22.04.2024 proposing that no dividend distribution is made to shareholders in accordance with the regulations of the Capital Markets Board regarding dividend distribution due to the net loss for the year 2023 amounting to TL 444,544,318.00 in accordance with the regulations of the Capital Markets Board and to allocate 5% of the general legal reserve fund, which must be set until it reaches 20% of the share capital in accordance with Article 519 of the Turkish Commercial Code, from the profit generated in the Tax Procedure Law records for the year 2023 and submitted the proposal for vote.

The proposal of the Board of Directors regarding the dividend distribution was accepted with the majority of votes with a nominal value of TL 201,635,574.046 against the rejection votes with a nominal value of TL 444,666.74.

7. In the seventh item of the agenda, it was discussed to determine the number of the members of the Board of Directors and the election of new members of the Board of Directors. The proposal of the Controlling

Shareholder Goodyear S.A. stating that the number of Board Members to be determined as 6 (six) to serve for 1 (one) year was read. Since there were no further proposals, the proposal was put to vote and it was accepted with the majority of votes with a nominal value of TL 202,076,038.786 against the rejection vote with a nominal value of TL 4,202 .

Proceeded to the election of the members of the Board of Directors. The Chairman of the Meeting stated that the curriculum vitae of the members of the Board of Directors were disclosed publicly on the Company's corporate website and the PDP. The proposal of the Controlling Shareholder Goodyear S.A. on the subject was read. Since there were no other proposals, voting proceeded.

For non-independent board memberships

- MAHMUT SARIOĞLU with Turkish ID number [REDACTED]
- AYSHWARIA RAMAMOORTHY with potential tax number [REDACTED]
- FRANCOIS MARIE JEAN COLIN DE VERDIERE with potential tax number [REDACTED]
- HÜSNİYE YILMAZ with Turkish ID number [REDACTED] and

For the independent board membership

- MUZAFFER GÜLTEN ÖZSEVEN with Turkish ID number [REDACTED] and
- MUSTAFA TAYLAN BAYKUT with Turkish ID number [REDACTED]

1 (one) year term of Board of Director memberships were accepted by the majority of the votes with a nominal value of TL 201.635.597,046 against the rejection vote with a nominal value of TL 444.643,74.

8. Proceeded to eighth item of the agenda. The proposal of the Controlling Shareholder Goodyear S.A. regarding the independent members of the Board of Directors be paid a monthly attendance fee of TL 60,000 and other Board of Directors members not be entitled to any remuneration considering that they hold managerial positions at Goodyear Lastikleri T.A.Ş. and other companies within the international Goodyear group of companies, was read. Since there were no other proposals, the proposal was voted. It was accepted with the majority of votes with a nominal value of TL 201,946,010.786 against the rejection votes with a nominal value of TL 134,230.

9. In the ninth item of the agenda, the election of the Auditor was discussed. Upon the proposal of the Company's Audit Committee, it was voted that BDO Denet Bağımsız Denetim ve Danışmanlık A.Ş., registered at the Istanbul Trade Registry Office with trade registry number 254683, be appointed as the auditor for the Company's annual accounts for the fiscal year of 1 January 2024 – 31 December 2024. The proposal was accepted with the majority of votes with a nominal value of TL 202,079,240.786 against the rejection votes with a nominal value of TL 1,000 .

10. Proceeded to the tenth item of the agenda. Upon the invitation of the Chairman of the Meeting, Ms. Nazife Çakır informed the General Assembly about the donations made in 2023 amounting to TL 1,882,250 in total.

The Controlling Shareholder Goodyear S.A. made a proposal regarding the upper limit of donation for 2024 to be determined as TL 700.000. The proposal was put to vote and it was accepted with the majority

of votes with a nominal value of TL 201,946,010.786 against the rejection votes with a nominal value of TL 134,230.

11. Proceeded to the eleventh item of the agenda. Upon the invitation of the Chairman of the Meeting, Ms. Nazife Çakır informed the shareholders that no guarantees, pledges, mortgages and sureties were given in favor of third parties in accordance with the Corporate Governance Communiqué of the Capital Markets Board.
12. Proceeded to twelfth item of the agenda. The issues of giving the permissions stipulated in Article 395 of the TCC regarding the prohibition of transactions with the company and Article 396 of TCC regarding the non-compete obligations of the members of the Board of Directors was submitted to the approval of the General Assembly. The granting of the permissions was accepted with the majority of votes with a nominal value of TL 201,638,820.046 against the rejection votes with a nominal value of TL 441,420.74.
13. Proceeded to thirteenth item of the agenda. Following the briefing of the Chairman of the Meeting about the relevant provision, Ms. Nazife Çakır informed the shareholders that there were no transactions carried out by the shareholders who control the management, members of the Board of Directors, executives with administrative responsibility and their spouses and relatives by blood or their in-laws up to the second degree within the scope of the corporate governance principle numbered (1.3.6) in the annex of the Capital Markets Board's Corporate Governance Communiqué.
14. The Chairman asked whether anyone would like to speak about the wishes.

Shareholder Uğur Arslantaş took the floor and firstly requested that detailed explanations should be included as footnotes in the financial statements. Investor Relations Manager Nazife Çakır took the floor and informed that if such information is not a trade secret, it is disclosed on the PDP and on the website. Secondly, he asked whether there will be any capacity increase plans in Turkey after the closure of the factory in Germany. Deputy Chairwoman of the Board of Directors Burcu Güvenç Demiryontar stated that planning on this issue is carried out by the regional administration and at this stage, there is no planning notified in this direction. Thirdly, he demanded information on how the “royalty” fee is determined. Deputy Chairwoman of the Board of Directors Burcu Güvenç Demiryontar said that she could not share any information on this topic as it is a trade secret.

Shareholder Aydın Yağcı took the floor. Firstly, he stated that he would like to be informed about the company's growth targets for this year. Deputy Chairwoman of the Board of Directors Burcu Güvenç Demiryontar stated that the company has a growth target and that efforts are being made in this direction. Secondly, he referred to the section in the report that there has been a shrinking in the sector for the last four months and asked about the expectations for the recovery of business in this regard. Deputy Chairwoman of the Board of Directors Burcu Güvenç Demiryontar stated that they do not have a clear forecast in this direction. Thirdly, he requested the details of the negative gross profit margin announced in the last quarter. Deputy Chairwoman of the Board of Directors Burcu Güvenç Demiryontar explained that the biggest factor was the exchange rate difference and interest expenses. Fourthly, he asked about the reason for the positive improvement in general administrative expenses compared to 2022 and whether this would be sustained. Deputy Chairwoman of the Board of Directors Burcu Güvenç Demiryontar stated that the biggest reason for the increases in the expenses in 2022 was the rises in the costs of logistics, transportation and natural gas items and the situation in these items has been stabilized.

Finally, he pointed out the situation of the company's market value in Dollars and expressed his desire for considering a share buyback to management. Deputy Chairwoman of the Board of Directors Burcu Güvenç Demiryontar stated that there is no such plan at this stage.

Shareholder Mehmet Kara criticized the company's lack of profit despite its high turnover and wished for at least a symbolic dividend distribution from previous years' profits. He also stated that he believes that a more transparent management approach will have a positive impact on the company's evaluation and hoped that this issue would be given more priority.

The Chairman reported that the quorum was maintained from the beginning to the end of the meeting and expressed his good wishes. These minutes were prepared in 4 copies, read and signed at the meeting place following the meeting. TIME: 11:33, Maslak Mah. Sümer Sok. MOB No:4 Sarıyer 34485 Istanbul. 16.05.2024

Meeting Chairman Ufuk Yalçın _____	Representative of Ministry of Commerce Dursun Elik _____
Clerk Candan Çırnaz Dekesoğlu _____	Vote Collector Yeliz Oral _____