

TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ
MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR 2023
HELD ON 20 MARCH 2025 AT 14:00

The Ordinary General Assembly meeting of Teknosa İç ve Dış Anonim Şirketi for the year 2024 was held on 20 March 2025 at 14:00 at Sabancı Center, 4. Levent, 34330 Beşiktaş İstanbul under the supervision of Ministry Representative Ms. Nuran DEVRİM, who was assigned by the letter of Istanbul Provincial Directorate of Commerce dated 18.04.2024 and numbered 107399250.

The call for the meeting was made in due time, by posting an announcement including the agenda, in the Turkish Trade Registry Gazette dated 26.02.2025 and numbered 11280, on the Company's website at <http://www.teknosa.com/> and on the Electronic General Assembly System (e-GKS) of the Central Registry Agency as stipulated in the law and the articles of association.

The list of attendees showed that out of the total nominal value of the Company's shares amounting to TL 201,000,000.00; 10.281.154.144,1 shares with a total nominal value of TL 102.811.541,441 were represented at the meeting, including 130.545,4 shares with a total nominal value of TL 1.305,454TL represented in person and 10.281.284.689,5 shares with a total nominal value of TL 102.812.846,895 represented by proxy. Thus, the quorum required by the law and the Articles of Association was present and the meeting was opened by Mr. Şerafettin KARAKIŞ simultaneously in the electronic environment by stating that Ms. Kamuran UÇAR, the Member of the Board of Directors, and Mr. Koray ÖZTÜRK, representing DRT Bağımsız Denetim ve Serbest Mali Muhasebeci Mali Müşavirlik Anonim Şirketi, the Company's auditor, were also present at the meeting.

- 1- Mr. Şerafettin KARAKIŞ assumed the role of Chairperson of the Meeting in accordance with the decision of the Board of Directors of 6 March 2025, in compliance with Article 30 of the Articles of Association and the Company's Internal Directive on the Working Principles and Procedures of the General Assembly. The Chairperson appointed Mr. Ümit KOCAGİL as the Minutes Clerk and Mr. Erdem ERDOĞAN as the Vote Collector and the Meeting Council was formed.

The Meeting Chairperson also assigned Ms. Sibel TURHAN, who has a "Central Registry Agency Electronic General Assembly System Expert Certificate", to use the electronic general assembly system.

The Chairperson of the meeting announced to the General Assembly that the proxies of the shareholders represented 231.154.000 shares with a nominal value of TL 2.311.540.

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

- 2- The motion submitted to the Meeting Council for the Board of Directors' annual report to be deemed as read was accepted by the majority of the votes cast, with affirmative votes amounting to TL 102.026.725,068 against dissentive votes amounting to TL 786.121,827, and the Board of Directors' annual report was deemed to have been read and then discussed. No one spoke.
- 3- The motion submitted to the Meeting Council for the reading of the opinion sections of the Auditors' Reports was accepted by the majority of the votes cast, with affirmative votes amounting to TL 102.026.725,068 against dissentive votes amounting to TL 786.121,827 and the opinion sections of the Auditors' Reports were read.
- 4- Upon the adoption of the motion regarding the financial statements for the year 2024 by the majority of the votes of those attending with affirmative votes amounting to TL 102.812.845,068 against dissentive votes amounting to TL 1,827, the financial statements were deemed to have been read, and they were discussed.

Following the voting, the financial statements for the year 2024 were approved and ratified by the majority of the votes cast, with affirmative votes amounting to TL 102.812.845,068 against dissentive votes amounting to TL 1,827.

- 5- The Chairperson of the Meeting stated that there were no Directors who were shareholders and as a result of the voting on this item of the agenda, the members of the Board of Directors were released concerning the activities in 2024 by the majority of the votes cast, with affirmative votes amounting to TL 102.812.845,068 against dissentive votes amounting to TL 1,827.

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- 6- In line with the proposal of the Board of Directors regarding the use of the profit for the period, it was decided by the majority of the attendees, with affirmative votes amounting to 102.812.845,068 TL against dissentive votes amounting to TL 1,827 that a profit distribution could not be made for the 2024 fiscal period, the Company recorded a Net Period Loss of 1,419,871,000 TL according to the financial statements for the 01.01.2024-31.12.2024 fiscal period, and within the scope of CMB's regulations regarding profit distribution.
- 7- It was decided by the majority of the votes cast that the Independent Members of the Board of Directors will be paid a monthly gross salary of TL 135,000 during their term of office and that no attendance fee will be paid to the other members of the Board of Directors, with affirmative votes amounting to TL 102.812.845,068 against dissentive votes amounting to TL 1,827.
- 8- In line with the recommendation of the Audit Committee and the proposal of the Board of Directors, it was decided by the majority of the votes cast of the attendees, with affirmative votes amounting to TL 102.812.845,068 against dissentive votes amounting to TL 1,827 to DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Auditor for one year to audit the financial reports of the Company for the fiscal year 2025 in compliance with the principles set forth in the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, and to conduct assurance audits of the Company's sustainability reports for the 2024 and 2025 fiscal periods in accordance with the sustainability legislation, and to carry out other activities under the applicable regulations of these laws.
- 9- In line with the proposal submitted to the Meeting Presidency, it was discussed to authorize the Board of Directors to distribute advance dividends, limited to the accounting period of 2025, in accordance with Article 33 of the Company's Articles of Association and the Capital Markets Board's Dividend Communiqué numbered II-19.1. In case the Board of Directors decides to distribute advance dividends during the year, if there is not enough profit or loss occurs at the end of the 2025 accounting period, the advance dividend to be distributed will be offset from other sources that may be subject to profit distribution in the financial position statement dated 31.12.2025. It was decided by the majority of the votes cast, with affirmative votes amounting to TL 102.812.745,068 against dissentive votes amounting to TL 101,827.
- 10- Shareholders were informed that donations and grants made in 2024 amounted to TL 1,220,440.01 and that the donations and aid made remained within the limit accepted at the previous ordinary general assembly meeting. Shareholders were informed about the beneficiaries of the donations and grants.
- 11- Upon the proposal submitted to the Meeting Council, it was decided by the majority of the votes cast, with affirmative votes amounting to TL 100.501.205,068 against dissentive votes amounting to TL 2.311.641,827 that the cap on donations to be made by the Company in 2024 shall be TL 10,000,000 and/or 5% (five percent) of the net profit for 2025.
- 12- It was decided by the majority of the votes cast with affirmative votes amounting to TL 102.812.845,068 against dissentive votes amounting to TL 1,827 to authorize the Chairperson and Members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code.
- 13- As the last agenda item, shareholders were asked to share their petitions and requests.

Since no opinion was expressed, the Chairperson of the Meeting closed the meeting by stating that there was no other agenda item to be discussed.

This Meeting Minutes with 3 pages were issued and signed at the meeting place following the end of the meeting.

İstanbul, 20.03.2025, at 14.44

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Ministry Representative

NURAN DEVRİM

Chairperson of the Meeting

ŐERAFETTİN KARAKİŐ

Minutes Clerk

ÜMİT KOCAGİL

Vote Collection Officer

ERDEM ERDOĞAN