

Minutes of the 2023 Ordinary General Assembly Meeting of Türk Tuborg Bira ve Malt Sanayii A.Ş. held on 30 July 2024

The 2023 Ordinary General Assembly Meeting of Türk Tuborg Bira ve Malt Sanayii A.Ş. was held on 30 July 2024, at 11:00, at the company's headquarters address, Kemalpaşa Caddesi No: 258 Işıkkent/Bornova/İzmir, under the supervision of Ministry Representatives Ömer Alyörük and Barış Sezgin, who were assigned by the İzmir Provincial Directorate of Commerce with the letter dated 29/07/2024 and numbered 99235978.

The call to the meeting was made within the time limit, as foreseen in the law and the Company's Articles of Association and in a manner that includes the agenda, in the Turkish Trade Registry Gazette dated 2 July 2024 and numbered 11113, on our Company's corporate website www.turktuborg.com.tr, on the Public Disclosure Platform on 28 June 2024, on the Electronic General Assembly System of the Central Registry Agency Inc. and on the e-company portal, and by notifying the shareholders whose addresses are registered with the company by letter about the meeting date and agenda.

In the examination conducted before the meeting, it was determined that the necessary documents were present in accordance with Articles 15 and 17 of the relevant regulation and that Timur Gökmeral, a member of the Board of Directors, was present at the meeting on behalf of the Board of Directors.

Upon examination of the list of attendees, it was understood that the Company's total capital with a nominal value of TL 322.508.253, the capital with a nominal value of TL 308.063 in person and the capital with a nominal value of TL 307.619.020,548 in proxy, totaling TL 307.927.083,548 in nominal value, was represented at the meeting and thus the minimum meeting quorum stipulated in both the law and the Company's Articles of Association was present. The meeting was opened physically and electronically simultaneously by Evren Kılınçpınar with the participation of Board Member Mr. Timur Gökmeral and Responsible Auditor from DRT Bağımsız Denetim ve SMMM A.Ş. Mr. Özgür Öney, and the agenda was discussed.

- 1- In accordance with item 1 of the agenda, it was unanimously accepted to elect Evren Kılınçpınar as the Meeting President, Oktay Arıkan as the Vote Collector, Nisa Uğur Torunoğlu as the Minutes Secretary and to authorize the meeting president to sign the General Assembly minutes.
- 2- In accordance with item 2 of the agenda, the 2023 Board of Directors Activity Report was read and opened for discussion, no one took the floor. The report was put to an open vote. The 2023 Board of Directors Activity Report was accepted by a majority vote with 307.927.073,548 affirmative votes against 10 negative votes.
- 3- In accordance with item 3 of the agenda, the 2023 Independent External Audit Institution Report was read and presented to the General Assembly. Since this item of the agenda is not subject to voting, only information is provided.

- 4- In accordance with item 4 of the agenda, the 2023 Consolidated Financial Statements prepared within the framework of the Capital Markets legislation were read and opened for discussion, and no one took the floor. In the open vote, the 2023 Consolidated Financial Statements were accepted by a majority vote of 307.927.073,548 votes in favor and 10 votes against.
- 5- In accordance with item 5 of the agenda, the Board Members consisting of Aran Ernest Oelsner, Joav Asher Nachshon, Damla Tolga Birol, Timur Gökmeral, Metin Zavaro and Tülin Karabük were individually discharged for their activities in 2023, and each board member was discharged unanimously as a result of the open vote. The Board Members did not vote in the discharge vote.
- 6- In accordance with the 6th item of the agenda, the Profit Distribution Policy prepared by the board of directors within the scope of the Capital Markets Board's Communiqué on Dividends numbered II-19.1 was read and presented to the shareholders.

Considering the Capital Markets legislation, the Turkish Commercial Code and other legal legislation provisions, the Company's articles of association and the Profit Distribution Policy, according to the independently audited consolidated financial statements dated 31.12.2023, the net distributable profit for the year 2023 was calculated as 1.031.436.000 TL. On the other hand, the previous year loss of 1.479.411.224 TL resulting from the inflation accounting adjustment in the solo financial statements prepared in accordance with the Tax Procedure Law (VUK) regulations was offset from the inflation adjustment differences for equity items.

Accordingly, it was approved by a majority vote of 307.927.073,548 in favor of the Company and 10 against the nay vote to carry out the said loss offsetting transaction in the solo financial statements prepared in accordance with the VUK regulations, after setting aside a general legal reserve fund of 108.387.459 TL to be covered by the profits of the previous years, and to pay the cash dividend on 6 August 2024.

- 7- The Company's Board of Directors was proposed to consist of 6 members to serve for a term of 3 years, and Aran Ernest Oelsner, Joav Asher Nachshon, Damla Tolga Birol, Timur Gökmeral were proposed as Board members, and Banu Sezen and Özge Bulut Maraşlı were proposed as Independent Board Members in accordance with the Capital Markets Board's Corporate Governance Communiqué. The proposal was accepted by a majority vote of 307.927.073,548 in favor of 10 votes against.
- 8- In accordance with the 8th item of the agenda, the payment of an annual gross attendance fee of 15.000 US Dollars to each of the Independent Board Members and the payment of no fee to the other Board members were accepted by a majority vote of 307.837.133,548 in favor of 89,950 against.
- 9- In accordance with the 9th item of the agenda, the Independent Audit Institution, which signed a contract for the audit of the 2024 accounts in accordance with the decision of the Board of Directors dated 29.03.2024, operating at Eski Büyükdere Caddesi Maslak Mahallesi No: Maslak no:1 Plaza Maslak 34485 Sarıyer/İstanbul, DRT Serbest Muhasebeci Mali Müşavirlik A.Ş. registered with tax number 291 001 0976 under Boğaziçi Corporate Tax Office, was approved by the general assembly. As a result of the voting, it was approved by a majority vote with 307.927.073,548 affirmative votes against 10 negative votes.

- 10- In accordance with the 10th item of the agenda, the General Assembly was informed about the guarantees, pledges and mortgages given by the Company in favor of third parties within the framework of the Capital Markets Board legislation and the income and benefits obtained within this scope. Since this item of the agenda is not subject to voting, only information is provided.
- 11- In accordance with the 11th item of the agenda, the General Assembly was informed about the remuneration policy prepared for the members of the board of directors and senior executives with administrative responsibility in accordance with the Corporate Governance Communiqué. The payments made within the scope of this policy in 2023 were approved by a majority vote of 307.927.073,548 votes in favor to 10 votes against.
- 12- In accordance with the 12th item of the agenda, the General Assembly was informed that donations of 1.719.842 TL were made to various foundations and associations in 2023. Since this item of the agenda is not subject to voting, only information was provided.
- 13- In accordance with the 13th item of the agenda, granting permission to shareholders, members of the Board of Directors, executives with administrative responsibility and their spouses and blood and in-law relatives up to the second degree within the framework of Articles 395 and 396 of the Turkish Commercial Code was approved by a majority vote of 307.927.072,548 votes in favor to 11 votes against. In addition, the General Assembly was informed that there were no transactions carried out within this scope in 2023 in accordance with the Corporate Governance Communiqué numbered II.17.1 of the Capital Markets Board.
- 14- Wishes and requests were received in accordance with item 14 of the agenda.

The Meeting President determined that the general assembly meeting quorum required in accordance with the Turkish Commercial Code and the Company's articles of association was maintained throughout the meeting. It was seen that no one else took the floor, there was no other topic to be discussed on the agenda, and there were no objections to the decisions taken, and the Meeting Presidency ended the meeting at 11.45.

MEETING CHAIRMAN

Evren Kılıncınar

VOTE COLLECTOR

Oktay Arıkan

MEETING CLERK

Nisa Uğur Torunoğlu

MINISTRY REPRESENTATIVES

Ömer Alyörük

Barış Sezgin