

**MINUTES OF THE  
ORDINARY GENERAL ASSEMBLY MEETING OF  
GLOBAL YATIRIM HOLDİNG A.Ş.  
(03.08.2022)**

Ordinary General Assembly of GLOBAL YATIRIM HOLDİNG A.Ş. (the "Company"), where its operating accounts for 2021 and the amendment to articles 3 and 6 of its Articles of Association were to be discussed, convened on Wednesday, 03.08.2022 at 2.00 PM, at its head office located at the address of Esentepe Mah. Büyükdere Cad. No:193/2 Şişli/Istanbul, under the supervision of Mrs. Seda ÇAYCI AKKALE, who was appointed with the letter no. 76879194 dated 02.08.2022 of the Provincial Directorate of Commerce of the Governorship of Istanbul.

With regard to invitation of the Company's shareholders to the Ordinary General Assembly Meeting; it was seen that the necessary announcements have been made on the Registered Electronic Mail System of the Central Registry Agency on 05.07.2022, on the Turkish Trade Registry Gazette no. 10616 dated 08.07.2022 (pages 756 to 759), on the Electronic General Assembly System of the Central Registry Agency and on the Company's website.

It was understood from examination of the List of Attendants, that from among 65,000,000,000 shares corresponding to the Company's total capital of TL 650,000,000, shares corresponding to a capital of TL 235,796,024.96 were represented, shares corresponding to a capital of TL 181,531,632.87 by proxy and shares corresponding to a capital of TL 54,264,392.09 as principal, and thus, that minimum meeting quorum prescribed by Turkish Commercial Code, Capital Markets Law and the Articles of Association was present. The meeting was opened by Mehmet KUTMAN, Chairman of the Board of Directors. Then discussion of the agenda started.

1. Upon the election which was made for organization of the Presidential Council, it was unanimously decided to elect Erol GÖKER as the Meeting Chairman, Uğur NOYAN as the Vote Collector and Gözde KİTAPCI as the Minutes Clerk.
2. It was unanimously decided that the minutes of the meeting be signed by those who are in the Presidential Council on behalf of the shareholders.
3. It was unanimously decided to accept the request for deeming the Activity Report of the Board of Directors for the activities and accounts of 2021 to have been read, since it has been kept available for examination by shareholders. The Activity Report of the Board of Directors was discussed, and nobody took the floor.
4. Summary (Opinions page) of the Independent Audit Report for the activities and accounts of 2021 was read by the representative of the independent auditing company KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG), who was present at the meeting, it was discussed, and nobody took the floor.
5. The request for deeming the Balance Sheet and Income and Expense Statement for 2021 to have been read, was unanimously accepted since they have been kept available for examination by shareholders, and the discussions started. Upon discussions, Balance Sheet and Income and Expense Statement were unanimously accepted.
6. In the discharge of the Board Members, upon the voting related to the activities and accounts of 2021, which was carried out without the exercise by Board Members of their rights arising from their shares, it was unanimously accepted to discharge one by one all the Board Members who held office in 2021
7. The Meeting Chairman informed the General Assembly of the fact that although the solo/legal financial statements for the fiscal year which ended on 31.12.2021, which were prepared under the tax legislation and in accordance with the Uniform Chart of Accounts which was issued by the Ministry of Finance of the

Republic of Turkey, contained a profit for the period, no profit distribution can be made since the consolidated financial statements prepared in accordance with the regulations of the Capital Markets Board contained a loss for the period.

8. It was decided by majority of votes to pay a monthly net attendance fee of TL 45,000 to the Independent Board Members and TL 30,000 to the other Board Members for the 2022 activity period, with 235,112,645.96 affirmative votes against 683.379 dissentive votes.
9. Since the Company's Board Members Mr. Shahrokh BADIE and Mr. Dalınç ARIBURNU left their office during the year, it was decided by majority of votes to approve the election by the Board of Directors of Mrs. Gülsüm AZERİ and Mr. Hüseyin Faik AÇIKALIN to replace them and to complete their remaining term of office, pursuant to article 363/1 of Turkish Commercial Code, with 221,221,920.61 affirmative votes against 14,574,104.35 dissentive votes.

Then the election of the Company's Board of Directors consisting of 7 (seven) members pursuant to the Company's Articles of Association started.

Mehmet KUTMAN was nominated as the Board Member to be elected in representation of Group I/A shareholders, Erol GÖKER was nominated as the Board Member to be elected in representation of Group I/A shareholders, Ayşegül BENSEL was nominated as the Board Member to be elected in representation of Group II/D shareholders, Serdar KIRMAZ was nominated as the Board Member to be elected in representation of Group III/E shareholders, Oğuz SATICI was nominated as the Board Member to be elected in representation of all shareholders, Gülsüm AZERİ was nominated as the Board Member to be elected in representation of all shareholders, and Hüseyin Faik AÇIKALIN was nominated as the Board Member to be elected in representation of all shareholders.

Upon the voting, it was decided, by majority of votes, to elect;

Mehmet KUTMAN with the Republic of Turkey ID No. 52582158006, who was present at the meeting and declared his acceptance of the appointment, as a Board Member;

Erol GÖKER with the Republic of Turkey ID No. 14716028166, who was present at the meeting and declared his acceptance of the appointment, as a Board Member;

Ayşegül BENSEL with the Republic of Turkey ID No. 35011709826, whose declaration of acceptance of the appointment was seen, as a Board Member;

Serdar KIRMAZ with the Republic of Turkey ID No. 24688779898, whose declaration of acceptance of the appointment was seen, as a Board Member;

Oğuz SATICI with the Republic of Turkey ID No. 14264196508, whose declaration of acceptance of the appointment was seen, as a Board Member, with the approval, before election, of Group I/A shareholders pursuant to the Articles of Association;

Gülsüm AZERİ with the Republic of Turkey ID No. 23330085622, whose declaration of acceptance of the appointment was seen, as an independent Board Member pursuant to the Corporate Management legislation of the Capital Markets Board, and

Hüseyin Faik AÇIKALIN with the Republic of Turkey ID No. 19702784064, whose declaration of acceptance of the appointment was seen, as an independent Board Member pursuant to the Corporate Management legislation of the Capital Markets Board, with 221,221,920.61 affirmative votes against 14,574,104.35 dissentive votes.

It was decided by majority of votes to elect the Board Members to hold office for 3 (three) years, with 221,221,920.61 affirmative votes against 14,574,104.35 dissentive votes.

10. It was decided by majority of votes to elect PKF Aday Bağımsız Denetim A.Ş. with MERSIS (Central Registration System) no. 0-0070-5114-3500017, which is resident at the address of Reşit Paşa Mah. Eski Büyükdere Cad No: 14 Park Plaza Kat: 3 Sarıyer/Istanbul, registered with Istanbul Trade Registry Office with the registration no. 561406 and registered with Maslak Tax Office with the Tax ID no. 007 051 1435, to carry out the independent external audit of 2022 financial year under article 399 of Turkish

Commercial Code and the regulations of the Capital Markets Board, with 221,294,804.61 affirmative votes against 14,501,220.35 dissentive votes.

11. Shareholders were informed of the fact that a total of TL 2,243,671 of donations and aids were granted in 2021. It was decided by majority of votes to determine the upper limit for the donations to be granted in 2022 as TL 10,000,000, with 235,112,645.96 affirmative votes against 683,379 dissentive votes.
12. Shareholders were informed of the fact that no guarantees, pledges and mortgages were provided by our Company in 2021 to guarantee the debts of third persons, and that no income was generated and no benefit was derived in this context.
13. Shareholders were informed, with regard to the transactions carried out in 2021 with the related parties and with the persons specified in article 1.3.6 of the Corporate Management Principles of the Capital Markets Board, of the fact that there is no transaction which can be included in the scope of article 1.3.6, and that all the transactions apart from these, carried out with the related parties, are explained in detail in the footnote 6 to the consolidated financial statements dated December 31, 2021.
14. The below table indicating the salaries, premiums, attendance fees, notice pays, other long term benefits, severance pay expenses (including the provision for it and the amounts paid) and other payments, at a total gross amount of TL 36,416,515, paid by our Company and its subsidiaries in 2021 to the board members and senior managers of the relevant companies, consisting of 53 persons, was submitted for information and approval of shareholders. It was decided by majority of votes to approve the payments, with 235,695,693.96 affirmative votes against 100,331 dissentive votes.

31 Aralık 2021	Global Yatırım Holding A.Ş.	Global Menkul Değerler A.Ş. - Konsolide	Global Ticari Emlak Yatırımları A.Ş.	Pera Gayrimenkul Yatırım Ortaklığı A.Ş.	Consus Enerji İşletmeciliği ve Hizmetleri A.Ş.	Straton Maden Yatırımları ve İşletmeciliği A.Ş.	Global Liman İşletmeleri A.Ş.	Bodrum Yolcu Limanı İşletmeleri A.Ş.	Ege Liman İşletmeleri A.Ş.	Port of Adria (Bar Limanı)	Global Ports Holding Plc	Naturel Gaz San. ve Tic. A.Ş.	Toplam
Üst düzey yöneticilere ödenen ücretler	5.732.919	2.895.136	620.061	662.793	1.137.308	180.989	4.831.247	413.161	831.769	979.266	11.359.245	6.772.622	36.416.515
Maaş	4.829.239	2.483.257	521.775	217.482	846.748	5.568	4.048.034	379.614	691.253	885.211	11.359.245	1.065.651	27.333.077
Prim	-	-	-	-	254.394	-	494.586	33.547	140.516	-	-	4.265.740	5.188.783
Huzur hakkı	842.970	312.086	98.285	213.273	-	175.421	288.627	-	-	94.055	-	747.638	2.772.355
Diğer	60.710	99.794	-	232.038	36.166	-	-	-	-	-	-	693.593	1.122.300

15. In accordance with the approvals obtained from the Capital Markets Board and the Directorate General of Domestic Trade of the Ministry of Commerce of the Republic of Turkey with regard to making an amendment to article 3 titled "Purpose and Subject" and article 6 titled "Capital and Type of Shares" of our Company's Articles of Association, it was decided by majority of votes to amend article 3 titled "Purpose and Subject" and article 6 titled "Capital and Type of Shares" of our Company's Articles of Association, by also taking into account the approvals obtained at the Special Board meetings of Group (A), (D) and (E) shareholders for making an amendment to article 6, with 221,221,920.61 affirmative votes against 14,574,104.35 dissentive votes.

16. It was decided by unanimity of those who participated in voting, to allow the Board Members to be engaged in business pursuant to Articles 395 and 396 of Turkish Commercial Code.

17. Shareholders expressed no wishes or requests.

Since the discussions on the agenda were completed, the Chairman announced the closure of the meeting.

03.08.2022, 2.41 PM

**Seda ÇAYCI AKKALE**

Ministry Representative

**Erol GÖKER**

Meeting Chairman

**Uğur NOYAN**

Vote Collector

**Gözde KİTAPCI**

Minutes Clerk