

EBEBEK MAĞAZACILIK ANONİM ŞİRKETİ

INTERNAL DIRECTIVE ON THE WORKING PRINCIPLES AND PROCEDURES OF THE GENERAL ASSEMBLY

PURPOSE AND SCOPE

Article 1 – The purpose of this Internal Directive is to determine the working principles and procedures of the Company’s general assembly in accordance with the Turkish Commercial Code No. 6102 and its secondary legislation, capital markets legislation, and the provisions of the Company’s articles of association. This Internal Directive regulates the working principles and procedures of the Company’s ordinary and extraordinary general assembly meetings.

LEGAL BASIS

Article 2 – This Internal Directive has been prepared by the board of directors in compliance with the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend Such Meetings, as well as the provisions of the Company’s articles of association.

DEFINITIONS

Article 3 – In this Internal Directive:

- a. Company: Refers to EBEBEK Mağazacılık Anonim Şirketi,
- b. Meeting: Refers to ordinary and extraordinary general assembly meetings,
- c. Session: Refers to the meeting of the general assembly that does not exceed one day,
- d. Sitting: Refers to each part of a session that is interrupted due to breaks such as rest or meal intervals,
- e. Meeting presidency: Refers to the board composed of the chairperson elected by the general assembly to conduct the meeting, and the minutes clerk and at least one vote collector appointed by the chairperson of the meeting.

shall mean.

ENTRY TO THE MEETING VENUE AND PREPARATIONS

Article 4 –

1. The list of attendees is prepared by the board of directors based on the shareholder chart provided by Merkezi Kayıt Kuruluşu Anonim Şirketi for shares monitored electronically, and based on the share ledger records for other shares that are uncertificated or registered shares, as well as for temporary certificate holders.
2. The following individuals may enter the meeting venue: shareholders or their proxies registered in the list of attendees; members of the board of directors; the auditor; the representative of the Ministry of Trade; the persons who will constitute the meeting presidency of the meeting; candidates nominated for membership of the board of directors; company executives who may be required to provide explanations on agenda items and/or whose opinions may be needed during the meeting; company employees; third parties providing services to the company; other executives and employees of the company; certified users who will use the electronic general assembly system; experts responsible for carrying out technical processes related to this system when necessary; members of the press; guests invited by the board of directors; and other individuals deemed appropriate to attend by the chairperson of the meeting.

3. Upon entry to the meeting venue, real person shareholders must present identification, and legal entity shareholders must present documents evidencing their authority to represent the legal entity, together with identification. Those attending the general assembly as representatives of real or legal person shareholders must additionally present their proxy documents; representatives appointed through the electronic general assembly system pursuant to Article 1527 of the Turkish Commercial Code shall present identification. Shareholders or their representatives shall sign the places allocated to them on the list of attendees. The verification of identification, authorization documents, and proxy documents shall be carried out by one or more members of the board of directors appointed for this purpose, or by individuals designated by the board of directors. The list of attendees is signed by the chairperson of the board of directors or by a member of the board of directors authorized by the chairperson.
4. Duties related to the preparation of the meeting venue in a manner that accommodates all shareholders, as well as ensuring that the stationery, documents, tools, and equipment required during the meeting are available at the meeting venue, shall be fulfilled by the person or persons appointed by the board of directors.
5. Without prejudice to the provisions of the legislation regarding the electronic general assembly system and provided that participants are informed of this before the meeting, the meeting may be audio-visually recorded.

OPENING OF THE MEETING

Article 5 –

1. The meeting is opened at the Company's headquarters or at a location within the province of Istanbul that has been previously announced by the board of directors, on the specified date and time, by the chairperson of the board of directors, the vice-chairperson, or one of the members of the board of directors, upon verification by means of a written record that the quorums stipulated in the Turkish Commercial Code, capital markets legislation, and the Company's articles of association have been met. The provisions of the legislation concerning general assemblies convened without a call are reserved.
2. The meeting is opened simultaneously in both physical and electronic environments.

FORMATION OF THE MEETING PRESIDENCY

Article 6 –

1. Under the direction of the person who opens the meeting pursuant to Article 5 of this Internal Directive, a meeting presidency responsible for conducting the general assembly meeting is formed. The general assembly elects a chairperson to preside over the meeting from among the chairperson of the board of directors, the vice-chairperson, a member of the board of directors, or another individual who does not need to be a shareholder.
2. The chairperson of the meeting appoints a minutes clerk and at least one vote collector. If deemed necessary, the chairperson may also appoint technical experts to carry out procedures related to the electronic general assembly system during the meeting. The minutes clerk and the vote collectors are not required to be shareholders.
3. The meeting presidency is authorized to sign the meeting minutes and all documents forming the basis of these minutes.
4. While conducting the general assembly meeting, the chairperson acts in compliance with the applicable legislation, the Company's articles of association, and the provisions of this Internal Directive.

DUTIES AND AUTHORITIES OF THE MEETING PRESIDENCY

Article 7 – Under the direction of the chairperson, the meeting presidency performs the following duties:

- a. To examine whether the meeting is held at the address stated in the announcement and whether the meeting venue complies with the articles of association
- b. To examine whether the general assembly has been convened in accordance with the procedure and content set forth in the articles of association, and whether the call has been duly made through the Company’s website, the Public Disclosure Platform, other media required by capital markets legislation, and the Turkish Trade Registry Gazette; and to record in the minutes whether the call was made at least three weeks prior to the meeting date, excluding the announcement and meeting days
- c. To verify whether individuals without authorization to enter the meeting venue have entered, and to check whether the duties specified in Article 4, paragraph 3 of this Internal Directive regarding entry to the meeting venue have been properly carried out by the chairperson of the board of directors or a board member appointed by the chairperson
- d. If the general assembly convenes without a call pursuant to Article 416 of the Turkish Commercial Code, to determine whether all shareholders or their representatives are present, whether there is any objection to holding the meeting without a call, and whether quorum is maintained until the end of the meeting
- e. To ascertain that the Company’s articles of association, the share ledger, the newspaper and other documents proving the call to the meeting, the annual activity report prepared by the board of directors, the auditor’s report, the financial statements, the agenda, and, if the agenda includes an amendment to the articles of association, the approval letters obtained from the Ministry of Trade and the Capital Markets Board along with the amendment draft; the list of attendees; and the shareholder chart provided by Merkezi Kayıt Kuruluşu Anonim Şirketi for electronically monitored shares, as well as the minutes of the previous meeting if the meeting is convened following a postponement, are physically and/or electronically available at the meeting venue, and to include this confirmation in the meeting minutes
- f. To sign the list of attendees and verify, upon objection or as necessary, the identities of those attending the general assembly in person or by proxy, and to check the validity of proxy documents
- g. To determine whether the managing director(s), at least one member of the board of directors, and the auditor are present at the meeting, and to record this determination in the meeting minutes
- h. To conduct the meeting in accordance with the agenda, to prevent deviation from the agenda except where permitted by law, to maintain order during the meeting, to suspend the session when necessary, and to open and close the sittings, sessions, and the meeting
- i. To read or have read the decisions, drafts, minutes, reports, proposals, and similar documents related to the matters discussed, and to give the floor to those who wish to speak regarding such documents
- j. To conduct voting on decisions to be taken by the general assembly and to announce the results
- k. To ensure that the required meeting quorum is met at the beginning of the meeting and maintained throughout, and that decisions are taken in compliance with the quorums stipulated in the legislation and the Company’s articles of association
- l. To prevent those deprived of voting rights under Article 436 of the Turkish Commercial Code and Articles 17, 26, and 29 of the Capital Markets Law from voting on decisions specified in these articles; and to observe all restrictions on voting rights and privileged voting as set forth in the legislation and the articles of association

- m. Upon the request of shareholders holding one-twentieth of the capital, to postpone the negotiation of the financial statements and related matters for one month without requiring a resolution of the general assembly
- n. To ensure that the minutes of the general assembly proceedings are prepared, to include objections in the minutes, to sign the resolutions and the minutes, and to state clearly and without any ambiguity in the meeting minutes the number of votes in favor, against, and abstaining for each decision taken
- o. At the end of the meeting, to deliver the meeting minutes, the annual activity report of the board of directors, the auditor's report, the financial statements, the list of attendees, the agenda, motions, and all documents related to the meeting to one of the board members present, against a written acknowledgment.

PROCEDURES TO BE CARRIED OUT BEFORE PROCEEDING TO THE DISCUSSION OF THE AGENDA

Article 8 – The Chairman of the Meeting shall read out the meeting agenda to the General Assembly or cause it to be read out. The Chairman shall inquire whether there is any proposal regarding an amendment to the order of discussion of the agenda items. If there is a proposal for amendment, such proposal shall be submitted to the General Assembly for approval. The order of discussion of the agenda items may be changed by a resolution adopted by the majority of votes representing the share capital of the shareholders or their proxies present at the meeting.

OBTAINING THE FLOOR DURING THE MEETING

Article 9 –

1. Shareholders or other relevant persons who wish to speak on the agenda item under discussion notify the meeting presidency. The meeting presidency announces the names of those who will speak to the general assembly and grants the right to speak according to the order of applications. If a person whose turn has come is not present at the meeting venue, except for provisions regarding the electronic general assembly system, that person loses the right to speak. Speeches are delivered from the designated area to the general assembly, except for provisions regarding the electronic general assembly system. Individuals may mutually change the order of their speeches.
2. Members of the board of directors and the auditor who wish to make statements regarding the matters discussed may be given the floor by the chairperson of the meeting without regard to the order.
3. The duration of speeches is determined by the general assembly upon the proposal of the chairperson or the shareholders, taking into account the density of the agenda, the number and importance of matters requiring discussion, and the number of persons wishing to speak. The general assembly first votes on whether speech durations should be limited, and if a limitation is approved, the general assembly then votes separately on the length of the speech duration. If the duration of speeches is limited, a speaker whose turn has come may continue the speech once the allotted time has expired only if the next speaker grants the right to use their time; in this case, the speech must be completed within the next speaker's allotted time. Speech durations cannot be extended by any other method.
4. The procedures and principles set out in Article 1527 of the Turkish Commercial Code and secondary legislation apply to the submission of statements and proposals by shareholders or their representatives participating in the general assembly electronically.

VOTING AND PROCEDURE FOR CASTING VOTES

Article 10 –

1. Before voting begins, the chairperson of the meeting explains to the general assembly the matter that will be voted on. If a draft resolution is to be voted, the draft is put in writing and read before voting commences. After the announcement that voting will begin, only requests to speak on procedural matters may be made. However, if there is any shareholder who requested the floor but was not given the opportunity to speak, such shareholder shall be allowed to exercise the right to speak provided that the reminder is made by the shareholder and the chairperson confirms the request. Once voting has begun, no one may be given the floor.
2. An open vote is conducted on the matters discussed at the meeting by raising hands or by stating “accepted” or “rejected” individually. These votes are counted by the meeting presidency. Those who do not raise their hands or do not make any declaration are deemed to have cast a “rejected” vote, and such votes are treated as votes against the relevant resolution.
3. The procedures and principles specified in Article 1527 of the Turkish Commercial Code and in secondary legislation apply to the voting rights of shareholders or their representatives who attend the general assembly electronically.

PREPARATION OF THE MEETING MINUTES

Article 11 –

1. The list of attendees, indicating the shareholders or their representatives and the shares they hold, including their groups, quantities, and nominal values, is signed by the chairperson of the meeting. A summary of the questions asked and the answers provided at the general assembly, the resolutions adopted, and the number of votes cast for and against each resolution are clearly recorded in the minutes, and the minutes are prepared in accordance with the principles set out in the Turkish Commercial Code and the relevant legislation.
2. The general assembly minutes are prepared on-site and during the meeting, using a computer. A printer enabling the printing of documents must be available at the meeting venue to allow printing of the minutes.
3. The minutes are prepared in at least two copies, and each page of the minutes is signed by the meeting presidency and, if present, the representative of the Ministry of Trade.
4. The minutes must include: the Company’s trade name; the date and place of the meeting; the total nominal value and the number of the Company’s shares; the total number of shares represented at the meeting in person and by proxy; the name and surname of the Ministry of Trade representative, if present, and the date and number of the authorization letter; the method of convening the meeting if the meeting was called by announcement; and an explicit indication if the meeting was held without announcement.
5. The number of votes relating to the resolutions adopted at the meeting is indicated in the minutes in both numerals and writing, clearly and without any ambiguity.
6. The names and surnames of those who cast negative votes on the resolutions adopted at the meeting and who request to have their dissent recorded in the minutes, along with their dissenting grounds, are written in the minutes.
7. If the grounds for dissent are submitted in writing, such written grounds are attached to the minutes. In this case, the name and surname of the shareholder or representative expressing dissent are written in the minutes, and it is stated in the minutes that the written dissent is attached. The dissenting statement attached to the minutes is signed by the meeting presidency and, if present, the representative of the Ministry of Trade.

PROCEDURES TO BE CARRIED OUT AFTER THE MEETING

Article 12 –

1. At the end of the meeting, the chairperson delivers one copy of the minutes and all other documents related to the general assembly to one of the members of the board of directors present at the meeting. This handover is confirmed by a separate record prepared by the relevant member of the board of directors together with the meeting presidency.
2. Unless a shorter period is required by legislation, the board of directors is obliged, within no later than fifteen days from the meeting date, to submit a notarized copy of the minutes to the trade registry office and to ensure the registration and announcement of the matters in the minutes that are subject to registration and announcement.
3. The minutes are also posted on the Company's website within no later than five days from the date of the general assembly; they are additionally announced on the Public Disclosure Platform and in the electronic general assembly system.
4. The chairperson of the meeting also delivers one copy of the list of attendees, the agenda, and the minutes of the general assembly meeting to the representative of the Ministry of Trade, if present.

MATTERS NOT SPECIFIED IN THE INTERNAL DIRECTIVE

Article 13 – In cases where a situation not provided for in this Internal Directive arises during the meetings, actions shall be taken in line with the resolution of the general assembly.

ADOPTION AND ENTRY INTO FORCE OF THE INTERNAL DIRECTIVE

Article 14 – This Internal Directive enters into force on the date of its announcement following its approval by the general assembly of EBEBEK Mağazacılık Anonim Şirketi and its registration and announcement by the board of directors.