

**HİTİT BİLGİSAYAR HİZMETLERİ ANONİM ŞİRKETİ**  
**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING**  
**HELD ON 25.04.2024**

The Ordinary General Assembly of Hitit Bilgisayar Hizmetleri Anonim Şirketi for the year 2023, which started on Thursday, 25.04.2024 at 10:00 a.m. at the Company's headquarters, Reşitpaşa Mah. Katar Cad. No: 4/1 Arı Teknokent 2 İç Kapı No: 601 34469 Maslak/Sarıyer/Istanbul, under the supervision of the Ministry Representative Mr. Hakan AYDIN, who was appointed by the letter of the Istanbul Governorship Provincial Directorate of Trade dated 24/04/2024 and numbered 96151058.

The call for the meeting was made in due time, as stipulated in the law and the articles of association and including the agenda, by being published in the Turkish Trade Registry Gazette dated 03.04.2023 and numbered 11057, on the Company's corporate website [www.hitit.com](http://www.hitit.com), on the Public Disclosure Platform and on the Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş., three weeks prior to the date of the general assembly meeting, excluding the announcement and meeting days.

From the examination of the list of attendees, out of 127,500,000 shares corresponding to the Company's total capital of TRY 127,500,000.00, 46.964.506 shares corresponding to TRY 46.964.506 capital were represented in person, 48.437.322 shares corresponding to TRY 48.437.322 capital were represented by proxy, 6.616.220 shares corresponding to TRY 6.616.220 capital were represented by the depositor's representative, a total of 102.018.048 shares were represented at the meeting, the minimum meeting quorum stipulated in both the Law and the Articles of Association was present and the Chairman of the Board of Directors of the Company, Ms. Fatma Nur GÖKMAN, Ms. Dilek OVACIK, Mr. Ali UZUN, Mr. Ms. Aliye Sultan ALPTEKİN and Ms. Nesil Kavas representing PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the independent external auditor of the Company's financial statements for the fiscal year 2023. Upon the determination and statement by the Ministry Representative that Nesil Kavas was present at the meeting, the agenda was discussed.

**1-** According to 1<sup>st</sup> Article of the agenda, the meeting was opened simultaneously physically and electronically by Ms. Fatma Nur GÖKMAN, Member of the Board of Directors. A moment of silence was held. The Chairman of the Board of Directors, Ms. Fatma Nur GÖKMAN, Chairperson of the Board of Directors, made an opening speech and stated that the Company personnel, Ms. Hülya YILDIRIM, was assigned to implement the Electronic General Assembly System.

According to 9<sup>th</sup> Article of the Company's Articles of Association, Ms. Fatma Nur GÖKMAN was appointed as the Chairperson of the Meeting and appointed Ms. N. Hülya KEMAHLI as the Minutes Clerk and Ms. Gülbin YILMAZ as the Vote Collector in accordance with the relevant legislation.

**2-** The question of signing the minutes of the meeting on behalf of the General Assembly was put to the vote and it was **BY MAJORITY OF VOTES** resolved with 520 votes against 471.248.296 votes in favour decided to authorise the Chairman of the meeting to sign the minutes of the meeting on behalf of the General Assembly. The opposition of Mrs. Şenay AKTÜRK, one of the shareholders who participated in the meeting electronically, that she would file an action for annulment against the resolution was recorded in the minutes.

**3-** The Annual Report of the Board of Directors for the 2023 activity year covering the accounting period dated 01.01.2023 - 31.12.2023 was read. As a result of the voting on the proposal made by the Chairman of the Meeting regarding the acceptance of the Board of Directors' Annual Report as "Read" and its transfer to the General Assembly in the form of summary information, since it has been announced on the company's website [www.hitit.com](http://www.hitit.com), on the Public Disclosure Platform and

the E-General Assembly System of Merkezi Kayıt Kuruluşu A.Ş., it was **BY MAJORITY OF VOTES** resolved with 520 votes against 471.248.296 votes in favour decided that the Board of Directors' Annual Report for the year 2023 be deemed as read. Nevra Onursal KARAAĞAÇ, Assistant General Manager in charge of Sales and Marketing of the Company, gave a brief information about the Board of Directors' Annual Report for the year 2023. Board of Directors' Annual Report for the year 2023 was opened for discussion. No one took the floor.

4- Ms. Nesil Kavas, representing PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., read the summary of the Independent Auditor's Report for the 2023 Activity Year covering the accounting period from 01.01.2023 - 31.12.2023.

5- The balance sheet and income statements of the Company for the 2023 activity year covering the accounting period between 01.01.2023 - 31.12.2023 were read. Since the Financial Statements for the 2023 fiscal year have been announced on the Company's website www.hitit.com, on the Public Disclosure Platform, and the E-General Assembly System of Merkezi Kayıt Kuruluşu A.Ş., as a result of the voting on the proposal made by the Chairman of the Meeting for the Financial Statements for the 2023 fiscal year to be deemed to have been read and to be transferred to the General Assembly in the form of summary information, it was **BY MAJORITY OF VOTES** resolved with 520 votes against 471.248.296 votes in favour resolved that the balance sheet and income statement for the 2023 fiscal year be deemed to have been read.

Sezer Tuğ ÖZMUTLU, the Company's Assistant General Manager for Purchasing and Financial Affairs, provided summary information on the balance sheet and profit and loss account for the business year 2023. The agenda item was opened for discussion. No one took the floor. The item was put to the vote. As a result of the voting, it was **BY MAJORITY OF VOTES** resolved with 520 votes against 471.248.296 votes in favour to accept the financial statements of the Company for the 2023 activity year covering the accounting period between 01.01.2023 - 31.12.2023. The opposition of Mrs. Şenay AKTÜRK, one of the shareholders who participated in the meeting electronically, that she would file an action for annulment against the resolution was recorded in the minutes.

6- According to the 6<sup>th</sup> item of the agenda, the members of the board of directors were discharged. The discharge of the members of the Board of Directors was put to a vote. The members of the Board of Directors did not exercise the voting rights attached to their shares in the discharge vote. As a result of the vote, as of the term of office for the 2023 fiscal year, which covers the fiscal period of our company from 01.01.2023 - 31.12.2023, Ms. Fatma Nur GÖKMAN, Ms. Fatma Nur GÖKMAN, Ms. Dilek OVACIK, Mr. Mahmut Barbaros KUBATOĞLU, Mr. Ali UZUN, Ms. Günseli TARHAN and Mr. Turgut GÜRSOY for their activities and actions in 2023, with 455.520 votes against 65.888.211 votes in favour, it was decided to discharge them **BY MAJORITY** vote of those present. The opposition of Mrs. Şenay AKTÜRK, one of the shareholders who participated in the meeting electronically, that she would file an action for annulment against the resolution was recorded in the minutes.

7. In accordance with the resolution of the Board of Directors dated 29.03.2024 and numbered 2024/7 regarding the non-distribution of the operating profit for the 2023 accounting period covering the accounting period dated 01.01.2023 - 31.12.2023, *"Our Company, in the 2023 accounting period, by the "Communiqué on the Principles of Financial Reporting in the Capital Market", prepared by the Turkish Accounting Standards / Turkish Financial Reporting Standards ("TAS / TFRS") and the formats determined by the CMB, and PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.. according to its consolidated financial statements, which were independently audited by it, it made a net profit of TRY 132,168,362 for the period, and according to the financial statements prepared by the relevant provisions of the Turkish Commercial Code No. 6102 and the Tax Procedure Code No. 213, it made a net profit of TRY 377,153,854.46 before inflation adjustment.*

*By evaluating the conditions stipulated in our Company's Dividend Distribution Policy; by taking into consideration the current economic conjuncture, the Company's long-term strategies, cash flow, financing and investment policies, and the long-term interests of our shareholders and our Company, in order to strengthen the financial structure, the distributable profit for the 2023 accounting period will not be distributed and the amount remaining after the general legal reserves are set aside will be transferred to the retained earnings account" was read.*

It was opened for discussion. No one took the floor. The agenda item was put to vote. It was **BY MAJORITY OF VOTES** decided to accept the proposal of the Board of Directors with 520 votes against 471.248.296 votes in favour. The opposition of Mrs. Şenay AKTÜRK, one of the shareholders who participated in the meeting electronically, that she would file an action for annulment against the resolution was recorded in the minutes.

**8.** The 8<sup>th</sup> item of the agenda regarding the approval of the decision regarding the election made by the Board of Directors for the Board of Directors membership that became vacant in 2024 in accordance with Article 363 of the TCC was passed. Pursuant to Article 363 of the Turkish Commercial Code, the Board of Directors' resolution dated 2.01.2024, "Within the framework of the provisions of the capital markets legislation and the articles of association, the independent member of the Board of Directors, Ms. Günseli TARHAN, who voluntarily resigned from her duty as of 02.01.2024 with her petition dated 02.01.2024 and the appointment of Aliye Sultan ALPTEKİN, who fulfils all of the independence criteria within the framework of the relevant legislation, to the independent member of the Board of Directors vacated due to her resignation, to complete the remaining term, to be submitted to the approval of the shareholders at the first general assembly meeting to be held for approval" was read. The agenda item was put to vote. It was decided to acquit them with **BY MAJORITY OF VOTES** 520 votes against 471.248.296 votes in favour. The opposition of Mrs. Şenay AKTÜRK, one of the shareholders who participated in the meeting electronically, that she would file an action for annulment against the resolution was recorded in the minutes.

**9.** Due to the expiration of the terms of the board membership, the 9<sup>th</sup> item on the agenda regarding the election of board members and determination of their terms of office was addressed. The resolution of the Board of Directors dated 29.03.2024 and numbered 2024/8 "In accordance with Article 7 of the Company's Articles of Association, it has been resolved to elect an Independent Board Member to serve for a period of 3 years; based on the criteria for Independent Board Membership outlined in subparagraph 4.3.6 of Article 4.3 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué of the Capital Markets Board (II-17.1); within the scope of the Evaluation Reports on the Independence of the Independent Board Member Candidate dated 15/02/2024 prepared by the Corporate Governance Committee and the positive opinions of the Capital Markets Board dated 19.03.2024 and numbered 51497 received in accordance with principle number 4.3.7 within the scope of the group we are included in; Mr. Turgut GÜRİSOY and Ms. Aliye Sultan ALPTEKİN were nominated as independent member candidates and shown as candidates for Group A shareholders; Ms. Fatma Nur GÖKMAN, nominated as a Group B shareholder candidate, and Mr. Mahmut Barbaros KUBATOĞLU, declared their candidature, along with Ms. Dilek OVACIK and Mr. Ali UZUN, who have declared their candidacy for board membership." was read. It was opened for discussion. No one took the floor. The agenda item was put to vote.

As a result of the voting, to serve for 3 years; Turgut GÜRİSOY [REDACTED] and Aliye Sultan ALPTEKİN [REDACTED], who have declared their independence and given their consent, and Fatma Nur GÖKMAN [REDACTED], who has been nominated as independent members of the Board of Directors, and Fatma Nur GÖKMAN [REDACTED], Mahmut Barbaros KUBATOĞLU [REDACTED], who was nominated as a candidate of Group B shareholders and declared his consent, and Dilek OVACIK [REDACTED] and Ali UZUN [REDACTED] who declared their consent, as other members of the Board of Directors. It was **BY MAJORITY OF VOTES** decided to accept the

proposal of the Board of Directors with 455.520 votes against 470.793.296 votes in favour. The opposition of Mrs. Şenay AKTÜRK, one of the shareholders who participated in the meeting electronically, that she would file an action for annulment against the resolution was recorded in the minutes.

**10.** According to the 10<sup>th</sup> item of the agenda, the determination of the remuneration of the members of the Board of Directors was started. The proposal signed by Dilek OVACIK and submitted to the Chairmanship of the Meeting was read: *“Within the framework of the Company’s remuneration policy, taking into account their duties and responsibilities in the Board of Directors, the independent members of the Board of Directors shall be paid a net monthly remuneration of TRY 36,000 and the other members of the Board of Directors shall not be paid any remuneration.”* No one took the floor. The agenda item was put to vote. It was **BY MAJORITY OF VOTES** decided to accept the proposal of the Board of Directors with 4.406.740 votes against 466.842.076 votes in favour. The opposition of Mrs. Şenay AKTÜRK, one of the shareholders who participated in the meeting electronically, that she would file an action for annulment against the resolution was recorded in the minutes.

**11.** According to the 11<sup>th</sup> item of the agenda, the resolution of the Board of Directors of the Company dated 29.03.2023 and numbered 2024/5 regarding the selection of PwC Bağımsız Denetim Danışmanlık ve Yeminli Mali Müşavirlik A.Ş. as the independent auditor in line with the opinion of the Audit Committee for the audit of the accounts and transactions of the Company for the accounting period 01.01.2024 - 31.12.2024 within the framework of both the Capital Markets Law and the relevant legislation and the Turkish Commercial Code and the relevant legislation was read. The agenda item was put to vote.

As a result of the voting, it was **BY MAJORITY OF VOTES** resolved with 520 votes against 471.248.296 votes in favour that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, located at Kılıçalı Paşa Mahallesi Meclis-i Mebusan Caddesi No:8 İç Kapı No:301 34433 Beyoğlu/İstanbul, registered at the Istanbul Trade Registry Office with Trade Registry Number 201465-14900, be elected as the Independent Auditor of our Company for the accounting period 01.01.2024 - 31.12.2024. The opposition of Mrs. Şenay AKTÜRK, one of the shareholders who participated in the meeting electronically, that she would file an action for annulment against the resolution was recorded in the minutes.

**12.** Within the framework of the capital markets legislation; shareholders were informed about the donations and aids totalling TRY 1,226,235 made in the 01.01.2023 - 31.12.2023 activity year.

The proposal of the Board of Directors dated 29.03.2024 and numbered 2024/6 regarding the determination of the upper limit of donations for the fiscal year 01.01.2024 - 31.12.2024 as TRY 2,750,000 (two million seven hundred and fifty thousand Turkish Liras) in consideration of the capital markets legislation, the Company’s Articles of Association and the Company’s donation policy was read. No one took the floor. The proposal of the Board of Directors was put to vote.

As a result of the voting, within the framework of the Capital Markets Legislation, the Company’s Articles of Association and the Donation Policy, it was **BY MAJORITY OF VOTES** resolved to determine the upper limit of donation for the fiscal period 01.01.2024 - 31.12.2024 as TRY 2,750,000 (two million seven hundred and fifty thousand Turkish Liras), with 520 votes against 471.248.296 votes in favour. The opposition of Mrs. Şenay AKTÜRK, one of the shareholders who participated in the meeting electronically, that she would file an action for annulment against the resolution was recorded in the minutes.

**13.** It was informed that there are no guarantees, pledges and mortgages given by our Company in favour of third parties in the 2023 activity year covering the accounting period dated 01.01.2023 - 31.12.2023.

**14.** Among the shareholders, Mr. Mr. Mustafa CAN, Mr. Tunç KERTMEN, Mr. Orkun GÖDEK and Mr. Ahmet POYRAZ expressed their thanks for the successful year and their wishes for the future. After the Chairman of the meeting established that the quorum required by the Turkish Commercial Code was present throughout the meeting, the meeting was adjourned as there were no further items on the agenda.

These minutes were drawn up and signed at the place of the meeting and in the presence of the General Assembly. **25.04.2024** Time: 11:40

**Ministry Representative**

Hakan AYDIN

**Chairperson of the Meeting**

Fatma Nur GÖKMAN

**Minutes Clerk**

Nedime Hülya KEMAHLI

**Vote Collector**

Gülbin YILMAZ