

VERUSA HOLDING A.Ş.

Minutes of the 2023 Annual General Meeting Held on October 31, 2024

Verusa Holding Inc.'s 2023 Annual General Meeting was held on October 31, 2024, at 12:00 p.m., Maslak Mah. Eski Büyükdere Cad. No:9 İz Plaza Giz Kat:14 Maslak – Istanbul, under the supervision of Ministry Representative Feyyaz BAL, appointed by the Istanbul Provincial Directorate of the Ministry of Trade with its letter dated 10/25/2024 and numbered 102276774.

The call for the meeting was made in accordance with the Law and the Articles of Association and included the agenda, as published in the Turkish Trade Registry Gazette dated October 3, 2024, issue number 11178, on the Company's website at www.verusa.com.tr, the Public Disclosure Platform (KAP), and the Electronic General Assembly System (EGKS) of the Central Registry Agency. In accordance with Article 29 of the Capital Markets Law, no registered letters were sent to our shareholders to invite them to the General Assembly Meeting.

Upon examination of the List of Attendees, it was determined that 502 shares out of the 70,000,000 shares corresponding to the company's total capital of 70,000,000 Turkish Liras were represented in person, and 44,948.944.5 shares were represented by proxy, for a total of 44,949,445.5 shares represented at the meeting, thus satisfying the minimum quorum required by both the law and the articles of association.

It was determined that Mustafa ÜNAL, Chairman of the Board of Directors, Reha ÇIRAK, Vice Chairman of the Board of Directors, Ömer ÖZBAY and Mustafa Necip ULUDAĞ, Members of the Board of Directors, and Mert TÜTEN, on behalf of the Independent Audit Firm PwC Independent Audit and Independent Accountant and Financial Advisory Services Inc. The meeting was opened by the Chairman of the Board of Directors, Mustafa ÜNAL, in both physical and electronic formats, and the agenda was discussed.

1) Mustafa ÜNAL was elected as Chairman of the Meeting with 44,944,670.50 votes in favor and 4,775 votes against. Mustafa Necip ULUDAĞ was appointed as the minute-taker and Mustafa ARSLAN as the vote counter by the Chairman of the Meeting.

2) In accordance with the second item on the agenda, a motion was put to the vote to consider the 2023 Activity Report as read and was unanimously approved. The 2023 Activity Report prepared by the Company's Board of Directors was unanimously approved.

3) In accordance with the third item on the agenda, a motion was put to the vote to consider the Independent Audit Report for the 2023 financial year, issued by the Independent Audit Firm PwC Independent Audit and Independent Accounting and Financial Consultancy Inc. 670.50 votes in favor, resulting in a majority decision. The summary of the independent audit report was read by Mert Tüten on behalf of the Independent Audit Firm.

4) In accordance with the fourth item on the agenda, a motion was put to the vote to approve the Financial Statements of the Company for the 2023 accounting period, and it was unanimously approved. The Financial Statements of the Company for the 2023 accounting period were unanimously approved.

5) In accordance with the fifth item on the agenda, The motion to separately discharge the members of the Board of Directors for their accounts and activities for the 2023 fiscal year was put to a vote, and it was decided by a majority vote, with 4,775 votes against and 44,944,670.50 votes in favor, that each member of the Board of Directors be separately discharged, without exercising their voting rights arising from the shares they own.

6) In accordance with the sixth item on the agenda, the Board of Directors' proposal regarding the distribution of profits was accepted as is, and it was decided to distribute a cash profit share of TL 17,500,000TL (gross) in cash dividends and to commence the cash dividend distribution on November 20, 2024, was approved by a majority vote, with 4,775 votes against and 44,944,670.50 votes in favor.

7) In accordance with the seventh item on the agenda, information was provided on the Company's "Remuneration Policy" and payments made under this policy, as required by the Capital Markets Board regulations, and it was submitted to a vote and unanimously approved.

8) In accordance with the eighth item on the agenda, the General Assembly was informed that the Company had not provided any guarantees, pledges, mortgages, or sureties in favor of third parties in 2023 and had not obtained any income or benefits.

9) In accordance with the ninth item on the agenda, discussions began on the election of board members. In line with the motion submitted, Mustafa Ünal (TC ID No:), Reha Çırak (TC ID No:), Ömer Özbay (TC ID No:), and Mustafa Necip Uludağ (TC ID No:) were elected as members of the Board of Directors for a term of three years. Ahmet Gültekin Karaşin (TC ID No:) and Yasemin Özcan Keleş (TC ID No:) were elected as independent members of the Board of Directors. It was also decided that the Chairman of the Board of Directors would receive a monthly net salary of 70,000-TL, the Vice Chairman of the Board of Directors a net monthly fee of 50,000-TL, and other board members and independent board members a net monthly fee of 35,000-TL, was approved by a majority vote of 44,494,852.50 in favor and 454,593 against.

10) In accordance with the tenth item on the agenda, in line with the motion submitted, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) was elected as the Independent Audit Firm (Auditor) for the 2024 fiscal year, with 454,732 votes against and 44,494,713.50 votes in favor, resulting in a majority decision.

11) In accordance with the eleventh item on the agenda, shareholders were informed that no donations were made in 2023. It was decided by majority vote, with 454,593 votes against and 44,494,852.50 votes in favor, to set an upper limit of TL 1,000,000 for 2024.

12) In accordance with the twelfth item on the agenda, it was decided by majority vote, with 44,949,444.50 votes in favor and 1 vote against, to authorize the Board Members to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code. Shareholders were informed that no transactions were carried out in 2023 in accordance with Corporate Governance Principle No. 1.3.6 of the Capital Markets Board.

13) Pursuant to the thirteenth item on the agenda, information was provided regarding the share buyback transactions initiated under the Company Board of Directors' decision dated May 11, 2022, and revised by the decisions dated February 14, 2023, May 9, 2023, and December 27, 2023; The transactions were submitted to the General Assembly for approval and were accepted by a majority vote, with 44,944,670.50 votes in favor and 4,775 votes against.

14) As there were no other items to discuss on the agenda, the Chairman of the Meeting closed the meeting.

MINISTRY REPRESENTATIVE	CHAIRMAN OF THE MEETING	VOTE COUNTING OFFICER	SECRETARY
Feyyaz BAL	Mustafa ÜNAL	Mustafa ARSLAN	Mustafa Necip ULUDAĞ