

**MINUTE OF 62nd GENERAL MEETING OF
OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.
HELD ON 24.03.2025**

The Ordinary General Meeting of the Company concerning the activity year 2024 has held at the address of Divan İstanbul Hotel, Asker Ocağı Cad. No. 1 Elmadağ Şişli, İstanbul at 15:30 on 24.03.2025 with the participation of Ministry Representative Mrs. Sabire Demir Elbüken who is appointed with 21 March 2025 dated 00107527510 numbered letter of İstanbul Governorship, İstanbul Provincial Directorate of Trade.

The invitation relating to the meeting has declared at the 28 February 2025 dated and 11282 numbered Turkish Trade Registry Gazette, in corporate website of our company, www.otokar.com.tr, at Public Disclosure Platform, e-corporate portal of Central Registry Agency (MKK) and at Electronic General Meeting System at least 3 weeks before the announcement and meeting days within legal duration as assumed in the relevant regulations and Articles of Association with agenda inside.

After examining the attendant list, it is determined that the minimum quorum has provided by 12,000,000,000 shares corresponding to 120,000,000 TL, 4,176,900 are represented personally corresponding to 41,769 TL, 9,442,361,709 shares corresponding to 94,423,617.09 TL are represented by proxy and 9,446,538,609 shares corresponding to 94,465,386.09 TL are represented in total in compliance with required Law and Articles of Association. Shares with the amount of 3,708,800 TL, which are represented by Deposited Representatives that are declared by Mr. Haydar Yenigün who is the Member of Board of Directors of our Company.

Pursuant to fifth and sixth paragraphs of Article 1527 of the Turkish Commercial Code, it is determined that the Company has completed Electronic General Assembly preparations in accordance with the pertinent laws. Mrs. Hatice Gülşah Mutlu is appointed by Mr. Haydar Yenigün, member of Board of Directors, for use of electronic general assembly system, and the meeting is simultaneously opened both physically and electronically, and the agenda is opened for discussion.

Mr. Haydar Yenigün, member of the board of directors, has provided information about the method of voting. As required by the relevant regulations, Company General Assembly Internal Directive and the Articles of Association, with the regulations on counting of electronic votes reserved, shareholders who were physically present at the meeting were requested to vote by raising hands and those who vote negatively were requested to express their objections with verbal declaration.

As a result of the discussions held in respect to the agenda, the following decisions have been taken.

1- In accordance with the Article 1 of the agenda about the Election of the Chairing board of the Ordinary General Meeting has begun. The proxy of the Koç Holding A.Ş. Mr. Haydar Yenigün has announced his offer for the Chairman of the meeting and is put to vote. Mr. Haydar Yenigün as the Chairman of the General Meeting Chairing Board accepted by majority vote by 247,740 TL refusal vote against 94,217,646.09 TL acceptance vote.

The Meeting Chairman has mentioned that he has appointed Mr. İbrahim Aykut Özünler and Mr. Şeref Deveci as vote collectors and Mrs. Başak Tekin Özden as Minute Clerk.

The Meeting Chairman has determined that all required documents for the agenda are present within the meeting place the Meeting Chairman also determined that himself, Mr. Ahmet Serdar Görgüç, Mr. and Mrs. Fatma Füsün Akkal Bozok who are the members of the board of directors and Ms. Ferzan Ülgen who is representing Independent Auditing Firm Güney Bağımsız Denetim ve Serbest Muhasebeci

Mali Müşavirlik. A.Ş. have participated in the meeting. The Chairman also informed the General Assembly that other Board members have not attended the meeting providing their excuses.

2. In accordance with the Article 2 of the agenda, the Chairman has stated that the 2024 Year Annual Report of the Company has declared (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Annual Report) at least 3 weeks before the General Meeting excluding announcement and meeting days. The Report of the Board of Directors that is prepared by Board of Directors of the Company related to 2024 year Activities has read by the Minute Clerk Mrs. Başak Tekin Özden. Discussion has held on the Annual Report of 2024 year and nobody took the floor. 2024 Annual Report has been approved and accepted by majority vote by 247,740 TL refusal vote against 94,217,646.09 TL acceptance vote.

3. In accordance with the Article 3 of the agenda, the Chairman has claimed to read the report summary prepared Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik. A.Ş. about activities relating to 2024 year. Ms. Ferzan Ülgen who represents Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik. A.Ş. has read the report summary. As this article of the agenda is not subject to voting, General Assembly was only informed thereabout.

4. In accordance with the Article 4 of the agenda the Chairman has stated that the Financial Tables of the Company relating to 2024 has declared (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Annual Report) at least 3 weeks prior to the General Meeting excluding announcement and meeting days. The summary of balance sheet and income statement are read by Mrs. Başak Tekin Özden, the Minute Clerk of the Meeting. The financial tables were opened for discussion and nobody took the floor. Financial Reports of 2024 and financial tables which prepared in accordance with the Tax Procedure Law are accepted by majority vote by 5 TL refusal vote against 94,465,381.09 TL acceptance vote.

5. The Chairman has presented the release of the Members of the Board of Directors due to their accounts and activities for the year 2024 to the approval of the General Meeting. All of the Members have been released separately and individually by majority vote by 247,740 TL refusal vote against 94,217,646.09 TL acceptance vote.

6. The revisions proposed to be made to the “Profit Distribution Policy”, which was presented to the shareholders for information and approval at the general assembly of our Company dated 28.03.2014, were deemed to have been announced at least 3 weeks prior to the General Assembly meeting, excluding the announcement and meeting days, on the Public Disclosure Platform, the Company’s corporate website www.otokar.com.tr, the Central Registry Agency’s Electronic General Assembly System and the printed Annual Report. The Profit Distribution Policy in the annex was accepted by majority vote by 247,740 TL refusal vote against 94,217,646.09 TL acceptance vote.

7. Discussion of the General Meeting Offer on the Distribution of the 2024 Profit prepared in accordance with the profit distribution policy, as declared (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Annual Report) at least 3 weeks prior to the General Meeting excluding announcement and meeting days.

According to our financial tables, which are audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik. A.Ş. and based on Turkish Financial Reporting Standards (TFRS) relating to the 1 January – 31 December 2024 fiscal year 3,104,429,028 TL consolidated net period loss and according to the Tax Procedure Law records 3,218,613,701 TL current year loss,

- 5% of the general legal reserves required to be set aside pursuant to Article 519 of the Turkish Commercial Code should not be allocated for 2024, since the amount of general legal reserves available in the Tax Procedure Law records as of 31.12.2024 has reached the limit of 20% of the capital,
- In accordance with the Capital Markets legislation, Article 19 of the Company's Articles of Association and the Company's Profit Distribution Policy approved by the shareholders at the General Assembly dated 28.03.2014; no dividend distribution should be made due to the fact that the activities resulted in losses in the financial statements prepared in accordance with both the Tax Procedure Law and TFRS principles,

Based on our records prepared in accordance with the provisions of the Tax Procedure Law, the transfer of the current year loss of 3,218,613,701 TL to the previous year losses; the transfer of the consolidated net period loss of 3,104,429,028 TL belonging to the parent company in the financial statements prepared in accordance with the TFRS principle to the previous year losses in the relevant financial statements, was decided by majority vote by 2,243 TL refusal vote against 94,463,143.09 TL acceptance vote.

In accordance with the CMB's Principle Decision dated 7.3.2024, according to the financial statements that prepared according to tax procedure law records, there was no net loss from previous years as a result of inflation adjustment; therefore, the general assembly was informed that there was no situation requiring offset.

8- Based on the permission of the Capital Markets Board dated 03.02.2025 and numbered E-29833736-110.04.04-67219 and the permission of the General Directorate of Internal Trade of the Ministry of Commerce of the Republic of Türkiye dated 13.02.2025 and numbered E-50035491-431.02-00106197790, the amendment of Article 7 titled "Capital" and Article 5 titled "Headquarters and Branches of the Company" of the Company's Articles of Association, as proposed by the Board of Directors in the attachment was accepted by majority vote by 3,708,805 TL refusal vote against 90,756,581.09 TL acceptance vote.

9- In accordance with the Article 9 of the agenda relating to discussion on the election of the membership of the board of directors. The proxy of the Koç Holding A.Ş. shareholder of the Company has declared his offer to the general meeting.

The proposal was voted and the number of the member of the board of directors have determined as 3 independent members and 9 members in total.

Following members are elected to serve 1 year until the General Assembly meeting where the activities of 2025 will be discussed as members of board of directors is accepted by the majority vote Mr. Yıldırım Ali Koç, Ms. Selin Ayla Ünver, Mr. Levent Çakıroğlu, Mr. Haydar Yenigün, Mr. İbrahim Aykut Özuner, Mr. Ahmet Serdar Görgüç and as independent members Mr. Ali İhsan İlkbahar, Mrs. Fatma Füsün Akkal Bozok and Mr. Kamil Ömer Bozer was accepted by majority vote by 94,217 TL refusal vote against 94,381,169.09 TL acceptance vote.

The information is given regarding our Company has been notified that there is no negative opinion about the Independent Board Members by the letter of Capital Market Boards of Turkey. The information about CVs of the Members of the Board of Directors has declared (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Annual Report) at least 3 weeks prior to the General Meeting excluding announcement and meeting days, and it is stated that members who served last year will be serving except Mr. İbrahim Aykut Özuner.

10- "The Remuneration Policy for the Members of the Board of Directors and the Top Executives" that is presented for information and approval of our shareholders at the 27.03.2024 dated general meeting

of our Company. The information on amounting to 375,841,661 TL based on purchasing power dated 31 December 2024 (based on historical costs 336,852,993 TL) is paid to Members of the Board of Directors as it is mentioned in the Footnote 28 of the Financial Tables which are announced to the public and the Top Executives during the year 2024 as declared at least 3 weeks prior to the General Meeting excluding announcement and meeting days (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Activity Report) and remunerations performed within the content of “The Remuneration Policy for the Members of the Board of Directors and Top Executives” have accepted by majority vote by 2,503,038 TL refusal vote against 91,962,348.09 TL acceptance vote.

11- Mr. Haydar Yenigün the proxy of the Koç Holding A.Ş. shareholder of the Company announced a proposal for the determination of wages of The Members of the Board of Directors within the context of the Remuneration Policy for Members of Board of Directors and for Executive Management. It was approved that an annual gross remuneration of TL 2,898,000 is to be paid, and payments to be made with equal monthly instalments starting from the month following the decision by majority vote by 2,842,848 TL refusal vote against 91,622,538.09 TL acceptance vote.

12- Within the framework of pertinent provisions of the Turkish Commercial Code and the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority , it is accepted by majority vote by 5 TL refusal vote against 94,465,381.09 TL acceptance vote to elect Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi located at the address of Maslak Mahallesi, Eski Büyükdere Cad. Orjin Maslak İş Merkezi Sit. No:27/57 Sarıyer/İstanbul, registered at Istanbul Trade Registry with the registration no. of 479920 which is elected with 14.02.2025 decision of the Board of Directors as Independent Audit Institution in order to audit the financial reports, including but not limited to the mandatory sustainability assurance audit of the statements to be prepared for the years 2024 and 2025 in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority in accordance with the related arrangements for the 2025 accounting year by taking into consideration the suggestion of the Audit Committee.

13- The General Assembly is informed that the Company has made donations and grants total of 20,646,579 TL (the total amount calculated according to the purchasing power of TL as of December 31, 2024 is 21,563,475 TL) which donations are made within the year 2024. Mr. Haydar Yenigün, the proxy of the Koç Holding A.Ş. shareholder of the Company proposed to impose a cap of up to 0.4% of the amount of 2024 revenue to be calculated according to the purchasing power on 31.12.2025 for donations and grants to be made during 2025 is accepted by majority vote by 2,841,980 TL refusal vote against 91,623,406.09 TL acceptance vote.

14- The General Assembly is informed that information about pledges, mortgages and other guarantees given by our Company and its affiliates in favor of themselves, and about pledges, mortgages and other guarantees given by our Company in favor of its affiliates in accordance with the pertinent regulations of Capital Markets Board are provided in the footnote 16 of our Financial Statements issued as on 31.12.2024, and that no pledges, mortgages and other guarantees have been given by our Company in favor of third parties, other than its own affiliates. Our shareholders are also informed that this article is not voted, as it is included in the agenda only for information purposes.

15- Giving permission to Shareholders who hold managing sovereignty, Members of the Board of Directors, Top Level Executives and spouse and blood and affinity relationship in compliance with the Article 395 and 396 of Turkish Commercial Code is accepted by majority vote by 247,740 TL refusal vote against 94,217,646.09 TL acceptance vote.

In accordance with the Capital Markets Board's Corporate Governance Communiqué, some of the shareholders holding management control, board members, managers with administrative responsibility and their spouses and relatives by blood or affinity up to the second degree, are working as a member of the Board of Directors of some other Koç Group companies and Ünver Group companies, including those with a similar field of activity. The General Assembly is informed that there were no important transactions requiring information within the scope of the Corporate Governance Communiqué Principle 1.3.6 in 2025.

16- In the wished section of the agenda acknowledgement for the results and wishes about success for the following years is presented. Questions asked by Shareholders attending the meeting physically and electronically were answered by Mr. İbrahim Aykut Özünler; General Manager, Mrs. Başak Tekin Özden; Assistant General Manager-Financial Affairs.

The Meeting Chairman has closed the meeting, as there is not any article to be discussed. This document of Meeting Minutes is issued and signed at the meeting place following the end of meeting.

(24.03.2025)

Mrs. SABİRE DEMİR ELBÜKEN
MINISTRY REPRESENTATIVE

Mr.HAYDAR YENİGÜN
MEETING CHAIRMAN

Mr. İBRAHİM AYKUT ÖZÜNER
VOTE COLLECTOR

Mr. ŞEREF DEVECİ
VOTE COLLECTOR

Mrs. BAŞAK TEKİN ÖZDEN
MINUTE CLERK