

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING
OF D-MARKET ELEKTRONİK HİZMETLER VE TİCARET A.Ş.
HELD ON 25 AUGUST 2023**

The Ordinary General Assembly of D-Market Elektronik Hizmetler ve Ticaret A.Ş. ("**Company**") for the fiscal year 2022 was held on 25 August 2023 at 11.00 a.m at the address of the Company's headquarters, Kuştepe Mahallesi, Mecidiyeköy Yolu Caddesi No:12, Trump Towers, Kule 2, Kat:2, 34387, Şişli/İstanbul, Republic of Türkiye;

Pursuant to Article 32 titled "Obligation to Have a Ministry Representative" of the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry to be Present at These Meetings" ("**Regulation**"), which entered into force upon publication in the Official Gazette dated 28.11.2012 and numbered 28481, the meeting was convened without the presence of a Ministry Representative, and without any shareholder objection.

Prior to the opening of the meeting, pursuant to Article 414/1 of the Turkish Commercial Code ("**TCC**"), it was understood that the authorized representatives of the Company's shareholders were present at this meeting, which was held in accordance with the procedure regarding the call for the meeting.

Pursuant to the provisions of the TCC and the Company's Articles of Association, the Board of Directors' decision to call the meeting dated 17 July 2023 and numbered 2023/17 was announced at least three weeks prior to the date of the General Assembly, including the agenda, both in the Turkish Trade Registry Gazette dated 2 August 2023 and numbered 10884 and on the Company's website at the link "<https://investors.hepsiburada.com/>".

From the examination of the Attendance List, it was determined that, out of 325,998,290 shares corresponding to the Company's total issued share capital of TRY 65,199,658-; 40,000,000 Class A shares corresponding to the capital of TRY 8,000,000- and 173,246,220 Class B shares corresponding to the capital of TRY 34,649,244- were represented at the meeting via proxy by Mr. Mehmet Erol Çamur, 47,501,070 Class B shares corresponding to the total capital of TRY 9,500,214- owned by TurkCommerce BV were represented via proxy by Mr. Mustafa Aydemir, out of the 65,251,000 Class B shares corresponding to the total capital of TRY 13,050,200 owned by The Bank of New York Mellon and representing the publicly traded portion, 22,449,723 Class B shares corresponding to the capital of TRY 4,489,944.60 were represented at the meeting via proxy by Ms. Gülce Keskin, and thus, since a total of 243,197,013 Class B shares and 40,000,000 Class A shares were represented via proxy at our meeting, the minimum meeting quorum stipulated in the TCC and the Company's Articles of Association was met.

It was seen that Mr. Barış Özden, representing Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, which performed the independent external audit of the Company's financial statements for the year 2022, was present at the meeting. The meeting was opened by Mr. Tolga Babalı, a member of the Company's Board of Directors, and the agenda was discussed.

DISCUSSIONS HELD IN ACCORDANCE WITH THE AGENDA:

1. Mr. Tolga Babalı was elected as the Meeting Chairperson, Ms. Güneş Akman Özcan as the Vote Collector and Ms. Zeynep Tuana Temel as the Minutes Clerk by majority of votes, with 843,148,899 affirmative votes and zero negative votes.
2. The Meeting Chairmanship was authorized to sign the minutes of the meeting on behalf of the shareholders by majority of votes, with 843,178,299 affirmative votes and zero negative votes.
3. It was noted that the annual report of the Board of Directors and the independent auditor's report for the 2022 accounting period were announced to the public on 27 July 2023 at the Company headquarters and on the website at <https://investors.hepsiburada.com/> and made available for the examination of shareholders. As stated in the Regulation, the Board of Directors' Annual Report for the year 2022 was read and discussed. The independent auditor's report was read.

4. It was noted that the financial statements for the 2022 accounting period were announced to the public on 27 July 2023 at the Company headquarters and on the website at <https://investors.hepsiburada.com/> and made available for the examination of shareholders. As stated in the Regulation, the financial statements of the Company for the 2022 accounting period were read, discussed, and approved by majority of votes, with 842,966,825 affirmative votes and zero negative votes.
5. As stated in Article 13 of the Regulation regarding the agenda, it was proceeded with the item on the release of the members of the Board of Directors for their activities carried out in 2022. The members of the Board of Directors did not use their voting rights arising from their own shares in the release vote. As a result of the voting, it was resolved to release the members of the Board of Directors each separately, by majority of votes, with 164,673,848 affirmative votes and zero negative votes.
6. As stated in Article 13 of the Regulation regarding the agenda, it was proceeded with the item on the use of the profit, the proportions of the profit and the earnings shares to be distributed. It was seen that the Company did not make a profit in the 2022 accounting period, therefore, it was resolved not to distribute dividends, by majority of votes, with 843,131,881 affirmative votes and zero negative votes.
7. The meeting proceeded with the item on the decision on the salary (remuneration), honorarium (attendance fee), bonus, and premium to be paid to the members of the Board of Directors in their capacity as such and, as applicable, in their capacity as members of Committees for the year 2023. For the year 2023, within the scope of Article 394 of the Turkish Commercial Code and Article 15 of the Company's Articles of Association, it was resolved that the independent members of the Board of Directors be paid an annual gross fee of 100,000 US Dollars for their independent Board memberships, the independent members of the Board of Directors who are members of committees be paid an annual gross fee of 20,000 US Dollars for each committee of which they are the chairman and an annual gross fee of 10,000 US Dollars for each committee of which they are a member as part of their committee memberships, and that no honorarium (attendance fee) be paid to non-independent members of the Board of Directors, by majority of votes, with 843,029,071 affirmative votes and zero negative votes.
8. The meeting proceeded with the approval of the appointment of Mr. Stefan Gross-Selbeck, who was appointed by the Board of Directors as an independent member pursuant to Article 363 of the TCC, to the vacant Board membership position due to the resignation of Mr. Ahmet Bozer, one of the independent Board members, was accepted by majority of votes, with 842,892,797 affirmative votes and zero negative votes.
9. It was resolved that the current members of the Board of Directors, whose details are given below, be re-elected as members of the Board of Directors for a term of 3 years, by majority of votes, with 836,261,323 affirmative votes and zero negative votes;
 - i. Hanzade Vasfiye Doğan Boyner,
 - ii. Vuslat Sabancı,
 - iii. Erman Kalkandelen,
 - iv. Mehmet Murat Emirdağ,
 - v. Tolga Babalı,
 - vi. Ahmet Fadıl Ashaboğlu,
 - vii. Tayfun Bayazıt,
 - viii. Halil Cem Karakaş,
 - ix. Stefan Gross-Selbeck.
10. As stated in Article 13 of the Regulation regarding the agenda item concerning the election of auditors, in accordance with Article 399 et seq. of the TCC and the proposal of the Audit Committee of the Company, it was resolved that, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., operating at the address of Süleyman Seba Caddesi BJK Plaza No:48 B Blok Kat:9 34357 Beşiktaş, İstanbul, registered with the Istanbul Chamber of Commerce with registration number 201465 and the Bosphorus Corporate Tax Office with tax number 1460022405, with Central Registration System (*Mersis*) Number 0-1460-0224-0500015, be elected as the independent auditor, to serve until the ordinary General Assembly meeting where the accounts and activities of the year 2023 will be examined, by majority of votes, with 842,951,417 affirmative votes and zero negative votes.

11. The meeting proceeded with the agenda item on granting permission to the members of the Board of Directors for the transactions referred to in Articles 395 and 396 of the TCC. It was resolved to grant permission to the members of the Company's Board of Directors for the transactions listed in Articles 395 and 396 of the TCC for the 2023 activity year, by majority of votes, with 842,913,557 affirmative votes and zero negative votes.
12. It was seen that the renewal of the directors' and officers' insurance policy was deemed appropriate by the Board of Directors, and it was resolved to approve the relevant matter by majority of votes, with 820,747,290 affirmative votes and 12,532,893 negative votes.
13. It was resolved to set the upper limit for the aid and donations that can be made as 2 per thousand of the total assets of the Company within one activity year, and to authorize the Board of Directors in this context, by majority of votes, with 842,803,945 affirmative votes and zero negative votes.
14. It was resolved to approve the granting of the Company's Class B shares that can be represented by American Depository Shares ("ADSs"), within the scope of the Incentive Plan (*HAPP*), the main framework and conditions of which were established by the resolution of the Company's Board of Directors dated 24 March 2021 and numbered 2021/13, to the senior executives, key employees, consultants, managers and non-shareholder members of the Board of Directors, as determined by the resolution of the Board of Directors dated 27 February 2023 and numbered 2023/03, by majority of votes, with 842,728,701 affirmative votes and zero negative votes.
15. It was resolved to approve the Revised Incentive Plan, under which shares may be granted to senior executives, key employees, consultants, managers and non-shareholder members of the Board of Directors, as set forth in the resolution of the Board of Directors dated 24 April 2023, and numbered 2023/10, by majority of votes, with 842,727,073 affirmative votes and zero negative votes.
16. It was resolved to authorize and assign the Board of Directors of the Company to perform all necessary works and transactions for the repurchase of a portion of the Company's ADSs traded on Nasdaq, in compliance with the conditions and limitations under the laws of the United States, for the purpose of granting Company shares that can be represented by ADSs to senior executives, key employees, consultants, managers and non-shareholder members of the Board of Directors, within the scope of the Revised Incentive Plan approved with the resolution of the Company's Board of Directors dated 24 April 2023 and numbered 2023/10, by majority of votes, with 842,749,169 affirmative votes and zero negative votes.
17. With respect to the request for the authorization of the Board of Directors to be able to perform a share repurchase that may be carried out by the Company in one or more transactions, as stated in Article 16 above, to grant ADSs representing the Company's Class B shares to senior executives, key employees, consultants, managers and non-shareholder members of the Board of Directors within the scope of the Revised Incentive Plan, , in accordance with the provisions of Article 379 et seq. of the TCC, it was resolved that, the Board of Directors of the Company be authorized until August 25, 2025; however it is not obligatory to perform the repurchase; and that the lower limit of the price that can be paid for the repurchase is "0" and the upper limit is "10,000,000" US Dollars; that the maximum amount of ADSs representing the Company's Class B shares that can be repurchased is "6,500,000", each of which has a nominal value of "0.20" Turkish Lira and their total nominal value is "1,300,000" Turkish Lira and this total shall not exceed 10% of the Company's issued share capital; and that the Board of Directors of the Company shall be authorized for and assigned with the execution of all necessary works and transactions within the scope of this resolution, by majority of votes, with 842,757,073 affirmative votes and zero negative votes.
18. It was resolved to approve the Company Remuneration Policy to be applied to the members of the board of directors and managers, as set forth under the resolution of the Company's Board of Directors dated 25 July 2023 and numbered 2023/18, by majority of votes, with 842,724,143 affirmative votes and zero negative votes.
19. Since there were no further items to be discussed on the agenda, the meeting was adjourned by the Meeting Chairman.

The minutes of the meeting were signed by the Meeting Chairmanship at the venue of the meeting. **25 August 2023**

Tolga Babalı <i>Meeting Chairperson</i>	Güneş Akman Özcan <i>Vote Collector</i>	Zeynep Tuana Temel <i>Minutes Clerk</i>
<i>[signature]</i>	<i>[signature]</i>	<i>[signature]</i>