

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF D-MARKET  
ELEKTRONİK HİZMETLER VE TİCARET A.Ş.  
HELD ON 12 SEPTEMBER 2024**

The Ordinary General Assembly meeting of D-Market Elektronik Hizmetler ve Ticaret A.Ş. (“**Company**”) for the fiscal year 2023 was held on 12 September 2024 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 its publication in the Official Gazette dated 28 November 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 5 August 2024 and numbered 2024/22 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 12 August 2024 and numbered 11141 and on the Company’s website at <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 124,707,050 Class B shares corresponding to the capital of TRY 24,941,410- were represented at the meeting via proxy by Ms. Ebru Gül; 42,885,686 Class B shares corresponding to the total capital of TRY 8,577,137.20- owned by TurkCommerce B.V. (“**TurkCommerce**”) were represented at the meeting via proxy by Mr. Kerem Kader; out of the 65,251,000 Class B shares corresponding to the capital of TRY 13,050,200 owned by The Bank of New York Mellon and representing the publicly traded portion, 21,076,054 Class B shares corresponding to the capital of TRY 4,215,210.80- were represented at the meeting via proxy by Ms. Gülce Keskin; and thus, since a total of 188,668,790 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. Cenk Uslu, representing PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, which performed the independent external audit of the Company’s financial statements for the year 2023, 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 788,643,974 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 788,644,672 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 2023 accounting period were announced to the public on 9 August 2024 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 2023 was read by the CEO of our Company Ms. Nilhan Onal Gökçetekin and discussed. The independent auditor's report was read.

4. It was noted that the financial statements for the 2023 accounting period were announced to the public on 9 August 2024 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 2023 accounting period were read by the CFO of our Company Mr. Seçkin Köseoğlu, discussed, and approved by majority of the votes, with 788,650,790 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 all business, transactions and activities carried out in 2023. 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 109,738,081 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. Since there was no distributable profit according to the financial statements prepared in accordance with the TCC for the 2023 accounting period, it was resolved not to distribute dividends, by majority of votes, with 788,644,104 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. For the year 2024, within the scope of Article 394 of the Turkish Commercial Code and Article 15 of the Company's Articles of Association, it was resolved, by majority of votes, with 788,596,434 affirmative votes and zero negative votes, to authorize and approve;
  - To pay the independent members of the Board of Directors an annual gross amount of USD 100,000 for their independent Board of Directors membership;
  - To pay the independent members of the Board of Directors who are members of the committees an annual gross amount of USD 20,000 for each committee they chair within the scope of their committee membership;
  - To pay the independent members of the Board of Directors who are members of a committee an annual gross amount of USD 10,000 for each committee they are a member of within the scope of their committee membership;
  - To pay the independent members of the Board of Directors a fixed gross monthly amount of USD 10,000 for each temporary committee established or to be established that they are a member of.
8. As stated in the TCC and the Regulation, the approval by the Board of Directors of the appointment of Mr. Ahmet Toksoy, Turkish citizen with Turkish ID number 35954080396 to replace Mr. Mehmet Murat Emirdağ as member of the Board of Directors in accordance with TCC Article 363, was accepted by majority of votes, with 782,257,170 affirmative votes and zero negative votes.
9. As stated in the TCC and the Regulation, the approval by the Board of Directors of the appointment of Mr. Mehmet Erol Çamur, Turkish citizen with Turkish ID number 26732224446 to replace the independent member of Board of Directors Mr. Halil Cem Karakaş in accordance with TCC Article 363, was accepted by majority of votes, with 782,277,976 affirmative votes and zero negative votes.
10. It was resolved that the current members of the Board of Directors of the Company,
  - Ms. Hanzade Vasfiye Doğan Boyner,
  - Ms. Vuslat Sabancı,
  - Mr. Erman Kalkandelen,
  - Mr. Tolga Babalı,
  - Mr. Mehmet Erol Çamur,
  - Mr. Ahmet Toksoyand current Independent Members of the Board of Directors,

- Mr. Tayfun Bayazıt,
- Mr. Ahmet Fadıl Ashabođlu,
- Mr. Stefan Gross-Selbeck

continue to hold their positions, and

- Mr. Hasan İlker Yöney be elected as Board Member, and
- Mr. Hikmet Ersek be elected as Independent Board Member

until 25 August 2026, and thus the Board of Directors of the Company be composed of eleven members, by majority of votes, with 779,750,776 affirmative votes and zero negative votes.

- As stated in Article 13 of the Regulation, 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 Bađımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A. Ş., operating at the address of Kılıçalı Paşa Mahallesi Meclis-i Mebusan Caddesi No:8 İç Kapı No:301 Beyođlu/İstanbul, registered with the Istanbul Chamber of Commerce with registration number 201465 and the Bosphorus Institutions 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 Company's accounts and activities of the year 2024 will be examined, by majority of votes, with 788,641,114 affirmative votes and zero negative votes.
- The meeting proceeded with the agenda item on granting permission to the members of the Board of Directors for the transactions referred to in Article 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 Article 395 and Article 396 of the TCC for the 2024 activity year, by majority of the votes, with 788,169,378 affirmative votes and zero negatives votes.
- Pursuant to the decision taken by the Board of Directors at its meeting dated 28/09/2023 and numbered 2023/28, in accordance with Article 381 of the TCC, as an offset against the Company's receivables from TurkCommerce B.V., a total of 4,615,384 Class B Company shares, with a nominal value of TRY 0.20 per share, amounting to a total nominal value of TRY 923,076.80, consisting of 1.42% of the share capital, were purchased at USD 1.242 each for a total consideration of USD 5,732,306.93. The Board of Directors informed the General Assembly regarding this transaction and it was decided to approve this transaction by majority of votes, with 788,622,346 affirmative votes and zero negative votes.
- 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 767,592,736 affirmative votes and 13,144,570 negative votes.
- It was resolved to set the upper limit for 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 788,159,138 affirmative votes and zero negative votes.
- 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 Chairpersonship at the venue of the meeting.

**12 September 2024**

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