



KAMUYU AYDINLATMA PLATFORMU

MEDİTERA TIBBİ MALZEME SANAYİ VE TİCARET A.Ş. Notification Regarding General Assembly



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

Notification Regarding General Assembly

Summary Info	Registration of 2024 Ordinary General Assembly Meeting Resolutions
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2024
Ending Date Of The Fiscal Period	31.12.2024
Decision Date	07.03.2025
General Assembly Date	03.04.2025
General Assembly Time	11:00
Record Date (Deadline For Participation In The General Assembly)	02.04.2025
Country	Turkey
City	İZMİR
District	TİRE
Address	İbni Melek OSB Mah. Yol 1 Sok. No:15 Tire Organize Sanayi Bölgesi TOSBİ Konferans Salonu

Agenda Items

- 1 - Opening and election of the Meeting Chair,
- 2 - Authorizing the Meeting Chairman to sign the minutes of the General Assembly Meeting,
- 3 - Reading, discussion and approval of the Annual Report for 2024 prepared by the Company's Board of Directors,
- 4 - Reading of the Independent Auditor's Report for the fiscal year 2024,
- 5 - Reading, discussion and approval of the Financial Statements for the fiscal year 2024,
- 6 - To release the Members of the Board of Directors separately for the activities of the Company for the year 2024,
- 7 - Approval of the Independent Audit Firm selection made by the Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Board regulations,
- 8 - Discussion and approval of the proposal of the Board of Directors regarding dividend distribution for the fiscal year 2024,
- 9 - Approval of authorizing the Board of Directors to decide on the distribution of advance dividend for the 2025 accounting period within the scope of Article 13 of the Articles of Association titled Determination and Distribution of Profit and CMB's Dividend Communiqué No. II-19.1,
- 10 - Discussion and decision of the Board of Directors on the amendment of Article 6 titled "Capital and Type of Shares" of the Articles of Association of the Company,
- 11 - Informing the shareholders about the shares bought back pursuant to the decision taken by the Board of Directors,
- 12 - Discussion and approval of the monthly attendance fee to be paid to the Members of the Board of Directors,
- 13 - In accordance with the regulations of the Capital Markets Board, informing the shareholders about the donations and aids made by the Company in 2024 and determining the upper limit for donations and aids to be made in 2025,
- 14 - In accordance with the regulations of the Capital Markets Board, providing information on the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income and benefits obtained,
- 15 - Discussing and submitting for approval the issue of authorizing the members of the Board of Directors to carry out transactions and operations within the framework of Articles 395 and 396 of the Turkish Commercial Code.
- 16 - Informing the Shareholders about the transactions realized in 2024 within the scope of the principle numbered 1.3.6 of the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board,
- 17 - Wishes and wishes

Corporate Actions Involved In Agenda

Dividend Payment
Authorized Capital

General Assembly Invitation Documents

Appendix: 1	Genel Kurul Bilgilendirme Dokümanı_2024_Meditera.pdf - General Assembly Informing Document
Appendix: 2	Ticaret Bakanlığı Onaylı Tadil Metni_Meditera.pdf - Article of Association Amendment Text
Appendix: 3	2024 Yılı Olağan Genel Kurul Çağrısı.pdf - Other Invitation Document

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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As a result of the discussion held in accordance with the agenda, the following decisions were taken.

1. Pursuant to the 1st item of the agenda, the election of the Chairman of the Meeting in charge of the management of the Ordinary General Assembly was started. The proposal submitted by Mert SEVİNÇLİ, Deputy Chairman of the Board of Directors, was read. The proposal was put to vote and it was unanimously decided to elect Ebgü Senem DEMİRKAN as the Meeting Chairman.

Meeting Chairman E. Senem DEMİRKAN briefly informed the shareholders about the electronic general assembly application.

The Meeting Chairman stated that he appointed Hicret YANIK as the minutes clerk and Yunus ZAVRAK as the vote collector.

2. The 2nd item of the agenda was passed. The Meeting Chairmanship was unanimously authorized to sign the minutes of the Ordinary General Assembly Meeting and to follow and complete all legal procedures related to the meeting.

3. The 3rd item of the agenda was passed. The proposal made by Mert Sevinçli, Deputy Chairman of the Board of Directors, not to read the 2024 annual report of the Board of Directors since it was submitted for the information and review of the shareholders at the Company headquarters, on the corporate website, e-GEM and PDP within the legal period, was unanimously approved.

The Meeting Chairman asked if there was anyone who wished to comment on the said annual report. After it was understood that no one took the floor, the Annual Report of the Board of Directors for 2024 was unanimously approved.

4. Moving on to the 4th item of the agenda, since the Independent Audit Report was submitted for the information and review of the shareholders at the company headquarters, on the company's corporate website, e-GEM and PDP within the legal period in accordance with the provisions of the Capital Markets Law, the proposal made by Mert Sevinçli, Deputy Chairman of the Board of Directors, to read only the opinion section was unanimously accepted, after which Funda KÜÇÜKTAŞ, authorized by the Independent Audit Firm, read the opinion section of the Independent Audit Report.

5. The 5th item of the agenda was passed. A proposal was made by Mert Sevinçli, Deputy Chairman of the Board of Directors, not to re-read the independently audited financial statements of our company for the year 2024, prepared in accordance with the Capital Markets Board's Communiqué on Principles Regarding Financial Reporting in Capital Markets (II-14.1), within the legal period, at the company headquarters, on the company's corporate website, e-GEM and PDP, for the information and review of the shareholders. The motion was unanimously accepted.

After the motion was accepted, Meeting Chairwoman E. Senem DEMİRKAN asked if there was anyone who wished to comment on the financial statements in question. After it was understood that no one took the floor, she presented the financial statements for the year 2024 for the approval of the General Assembly. The financial statements prepared in accordance with the Capital Markets legislation were unanimously approved.

6. Pursuant to Article 6 of the agenda, the Chairman of the Meeting submitted for the approval of the General Assembly that the members of the Board of Directors be separately discharged from their accounts and activities for the year 2024. As a result of the voting, in which the members of the Board of Directors did not participate, the members of the Board of Directors were unanimously discharged separately.

7. In the 7th item of the agenda, it was unanimously approved to select Artı Değer Uluslararası Bağımsız Denetim ve Yeminli Mali Müşavirlik A.Ş. for the independent audit of the accounts and transactions of our Company for the year 2025 in accordance with the Turkish Commercial Code and Capital Markets Legislation, to audit the financial reports for the accounting period of 2025 and to carry out other activities within the scope of the relevant regulations in these laws, as proposed by the Board of Directors' resolution dated 07.03.2025 and numbered 2025/8.

8. Pursuant to Article 8 of the agenda, the Board of Directors' proposal for the distribution of the profit for the year 2024, prepared in line with the Company's Dividend Distribution Policy, was discussed with the Board of Directors' resolution dated 07.03.2025 and numbered 2025/9. The proposal of the Company's Board of Directors regarding profit distribution was put to vote.

As a result of the voting, in the calculation of the net distributable profit for the year 2024; taking into account the provisions of the Turkish Commercial Code, Capital Markets Legislation, Corporate Tax, Income Tax and other legal legislation, the articles of our articles of association regarding profit distribution and our Dividend Distribution Policy; according to the independently audited consolidated financial statements of our Company prepared in accordance with the Capital Markets Board Communiqué II-14. 1 Communiqué of the Capital Markets Board and based on Turkish Accounting Standards, no General Legal Reserves have been set aside from the net profit for the year 2024 amounting to TL 73,429,958 since the legal limit has been reached. Considering that no donations were made during the year in line with the CMB regulations, the net distributable profit for the period was calculated as TL 73,429,958.00;

From the calculated distributable profit; - First dividend amounting to TL 14,064,992.40 (20% of the distributable profit) - Second dividend amounting to TL 15,935,007.60 - After setting aside general legal reserves amounting to TL 2,405,000.00 - Distribution of a total gross profit of TL 30,000,000.00; - After deducting withholding tax of 15% of the gross profit amounting to TL 4,500,000.00 - 25. 500,000.00 TL net amount to be distributed as 21.43% of our nominal issued capital and to distribute the net dividend amount to be distributed in 3 equal installments on July 28, 2025, October 27, 2025 and December 31, 2025 in accordance with the attached dividend distribution table.

9. It was unanimously approved to authorize the Board of Directors to distribute advance dividends for the accounting period 01.01.2025-31.12.2025, and in the event that the advance dividend to be distributed in 2025 does not generate sufficient profit at the end of the relevant accounting period or a loss is incurred, the advance dividend to be distributed shall be deducted from the resources that can be subject to dividend distribution in the annual statement of financial position for the relevant accounting period.

10. The 10th item of the agenda was passed. Necessary applications have been made to the Capital Markets Board and the Ministry of Trade of the Republic of Turkey to increase the Company's current Registered Capital Ceiling of 135,000,000 (one hundred and thirty-five million) Turkish Liras to 1,000,000,000 (one billion) Turkish Liras and to extend the term of the registered capital ceiling for 5 (five) more years, valid for the years 2025-2029, and the approvals dated February 12, 2025 from the Capital Markets Board and February 25, 2025 from the Ministry of Trade have been obtained for the said amendments to the Articles of Association. In this context, the amendment of Article 6 of the Company's Articles of Association titled "Capital and Type of Shares" was submitted to the approval of the General Assembly and was approved by a majority of votes (against 2,370,391 reject votes).

YENİ ŐEKLİ

SERMAYE VE PAYLARIN NEV'İ

Madde 6-

Őirket, 6362 sayılı Sermaye Piyasası Kanunu hųkųmlerine gųre kayıtlı sermaye sistemini kabul etmiŐ ve Sermaye Piyasası Kurulu'nun 25.03.2021 tarih ve 15/469 sayılı izni ile kayıtlı sermaye sistemine geçmiŐtir.

Őirketin kayıtlı sermaye tavanı **1.000.000.000 TL (Bir milyar Tųrk Lirası)** olup, bu sermaye her biri 1 (Bir) Tųrk Lirası itibari deęerde **1.000.000.000 (Bir milyar)** paya bųlųnmųŐtųr.

Sermaye Piyasası Kurulu tarafından verilen kayıtlı sermaye tavanı izni, **2025-2029** yılları 5 (BeŐ) yıl iin geerlidir. **2029** yılı sonunda izin verilen kayıtlı sermaye tavanına ulaŐlamamıŐ olsa dahi, daha ųnce izin verilen tavan ya da yeni bir tavan tutarı iin Sermaye Piyasası Kurulu'ndan izin almak suretiyle genel kuruldan 5 (BeŐ) yılı gememek ųzere yeni bir sųre iin yetki alınması zorunludur. Sųz konusu yetkinin alınmaması durumunda yųnetim kurulu kararı ile sermaye artırımını yapılamaz.

Őirketin ıkarılmıŐ sermayesi 119.000.000TL (Yųz on dokuz milyon Tųrk Lirası) olup, sųz konusu ıkarılmıŐ sermayesi muvazaadan ari Őekilde tamamen ųdenmiŐtir.

Bu sermaye her biri 1 (Bir) Tųrk Lirası itibari deęerde 119.000.000 (Yųz on dokuz milyon) paya bųlųnmųŐ olup bunların 23.625.000 (Yirmi ų milyon altı yųz yirmi beŐ bin) adedi (A) grubu nama yazılı, 95.375.000 (Doksan beŐ milyon ų yųz yetmiŐ beŐ bin) adedi (B) grubu hamiline yazılıdır. Bu paylar ortaklara hisseleri oranında daęıtılmıŐtir.

ıkarılan paylar tamamen satılarak bedelleri ųdenmedike veya satılamayan paylar iptal edilmedike yeni pay ıkarılamaz.

Sermayeyi temsil eden paylar kaydileŐtirme esasları erevesinde kayden izlenir.

Yapılacak sermaye artırımlarında, (A) grubu paylar oranında (A) grubu, (B) grubu paylar oranında (B) grubu paylar çıkartılır.

Sermaye artırımlarında yeni pay alma haklarının kısıtlanması durumunda (A) grubu pay çıkarılmaz, sadece (B) grubu hamiline yazılı pay ihraç edilir.

Bedelsiz sermaye artırımını yapılması durumunda çıkarılacak bedelsiz paylar grup ayrımı yapılmaksızın artırım tarihindeki mevcut bütün paylara verilecektir.

Şirket'in sermayesi, gerektiğinde Türk Ticaret Kanunu ve Sermaye Piyasası Mevzuatı hükümleri çerçevesinde artırılabilir veya azaltılabilir.

Yönetim Kurulu, Sermaye Piyasası Kanunu hükümlerine uygun olarak gerekli gördüğü zamanlarda, kayıtlı sermaye tavanı içinde kalmak kaydıyla yeni pay ihraç ederek çıkarılmış sermayeyi arttırmaya, pay sahiplerinin yeni pay alma hakkının kısmen veya tamamen sınırlandırılması ile primli veya nominal değerinin altında pay ihracı konularında karar almaya yetkilidir. Yeni pay alma kısıtlama yetkisi pay sahipleri arasında eşitsizliğe yol açacak şekilde kullanılamaz.

Şirketin kendi paylarını geri alması söz konusu olursa Sermaye Piyasası Kanunu ve ilgili mevzuata uygun olarak hareket edilir ve gerekli özel durum açıklamaları yapılır.

Paylar, Türk Ticaret Kanunu, Sermaye Piyasası Kanunu ve ilgili diğer mevzuat hükümlerine göre devir ve temlik olunur.

11. The 11th item of the agenda was passed. Regarding the share buybacks, the Chairman of the Meeting, E. Senem DEMİRKAN

Within the scope of the share buybacks initiated by our Company with the Board of Directors decision dated 09.01.2023 in accordance with the provisions of the relevant legislation of the Capital Markets Board, 1,316,203 shares were repurchased in Borsa Istanbul during the period 09.01.2023-03.07.2023 (1.106% of the Company's capital) and 166.015 shares on December 26, 2024 at an average price of TL 51.1805 per share and the remaining 1,150,188 shares on December 30, 2024 at a price of TL 45 per share were sold to institutional investors through block sale method with a special order in Borsa Istanbul.

12. The 12th item of the agenda was passed. Within the framework of the Remuneration Policy for the Board of Directors and Senior Management, the proposal made by Mert Sevinçli, Deputy Chairman of the Board of Directors, to pay a monthly gross remuneration of TL 32,500 to each member of the Board of Directors to be valid from the beginning of the month following this Ordinary General Assembly Meeting until the next Ordinary General Assembly Meeting was approved by majority vote (against 2,370,391 votes against).

13. Pursuant to Article 13 of the agenda, the General Assembly was informed that no donations and grants were made by our Company in 2024.

The proposal made by Mert Sevinçli, Deputy Chairman of the Board of Directors, to set the donation limit for the year 2025 as 15/10,000 (15/10,000) of the net sales revenue (against 2,370,391 votes against) was approved by majority vote.

14. Regarding the 14th item of the agenda, the Chairman of the Meeting, E. Senem DEMİRKAN, informed the shareholders that the information regarding the guarantees, pledges, mortgages and sureties given by the Company in favor of its own legal entity in the year 2024 and the income and benefits obtained in this context is included in footnote 25 of our Financial Statements dated 31.12.2024 and that there are no guarantees, pledges, mortgages and sureties given in favor of third parties other than the Company's own legal entity and no income and benefits obtained.

15. Regarding the 15th item of the agenda, it was unanimously resolved to authorize the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the TCC in 2025.

16. Regarding the 16th item of the agenda, the shareholders were informed that there were no significant transactions requiring disclosure within the scope of principle 1.3.6 of the CMB's Corporate Governance Communiqué numbered II-17.1 in 2024.

17. The 17th item of the agenda was passed. Shareholders were asked whether they had any wishes and wishes. No questions were asked and no opinions were expressed from the shareholders who physically and electronically attended the meeting.

As there were no further items on the agenda, Meeting Chair E. Senem DEMİRKAN closed the meeting at 11:22 a.m.

These minutes were drawn up at the venue of the meeting and signed by the representatives of the Ministry of Trade and the Chair of the Meeting.

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
Authorized Capital	Accepted

General Assembly Registry

Were The Minutes Registered?	Yes
Date of Registry	03.04.2025

General Assembly Result Documents

Appendix: 1	2024 Yılı Olağan Genel Kurul Hazirun.pdf - List of Attendants
Appendix: 2	2024 Yılı Olağan Genel Kurul Toplantı Tutanağı.pdf - Minute

Additional Explanations

Our Company's 2024 Ordinary General Assembly Meeting was held on Thursday, April 3, 2025 at 11:00 am at İbni Melek OSB Mah. Yol 1 Sok. No:15 Tire Organized Industrial Zone TOSBI Conference Hall Tire/İzmir.

The resolutions adopted at the 2024 Ordinary General Assembly Meeting held on 03.04.2025 were registered by the Tire Trade Registry Office on 03.04.2025 and the items subject to the announcement were announced in the Turkish Trade Registry Gazette dated 03.04.2025 and numbered 11304.

It is respectfully announced to the public.

The English translation of this statement is attached here with and in case of any discrepancy in the texts of the statement, the Turkish statement will be taken as the basis.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.