

Minutes of the 2025 Ordinary General Assembly Meeting of Hektaş Ticaret Türk Anonim Şirketi Held on 07 May 2026

The Ordinary General Assembly Meeting of Hektaş Ticaret Türk Anonim Şirketi for the year 2025 was held on 07 May 2026 at 12:00 p.m. at the company headquarters located at Gebze Organize Sanayi Bölgesi Mah. 700. Sokak No:711/1 P.K. 41400 Gebze/Kocaeli, under the supervision of the Ministry Representative Mr. Veysi UZUNKAYA, who was assigned pursuant to the letter of the Kocaeli Provincial Directorate of Trade dated 29.04.2026 and numbered E-80122446-431.03-00121584478 .

The invitation to the meeting was announced within the prescribed period, in accordance with the relevant laws and the provisions of the articles of association, including the meeting date, time, venue, agenda and sample proxy form, in the Turkish Trade Registry Gazette dated 14.04.2026 and numbered 11563, on the Public Disclosure Platform (KAP) on 13 April 2026, on the Central Securities Depository e-General Assembly (E-GKS) system on 13.04.2025, in the issue dated 15.04.2026 of the local newspaper titled "Gazete Gebze" published in the locality where the Company headquarters is located, and on the Company's website at www.hektas.com.tr.

It was determined that Board Member Mr. Erhan AKGÜL, representing the legal entity OYAK DENİZCİLİK ve Liman İşletmeleri Anonim Şirketi, Independent Board Member Mr. Murat Dertli ERKER, HEKTAŞ General Manager Mr. Enis Emre TERZİ, and Mr. Utku ÇARESİZ, representing the Independent Audit Firm "DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi", were present at the meeting.

The issued capital of the Company is fully paid-in and amounts to TRY 8,430,000,000 (Eight Billion Four Hundred Thirty Million Turkish Liras), consisting of 843,000,000,000 (Eight Hundred Forty-Three Billion) shares, each with a nominal value of 1 (one) Kuruş. Upon examination of the list of attendees present physically and electronically, it was observed that 4,705,219.50 shares representing a capital amount of TRY 47,052.195 were represented in person, 25,158,069.70 shares representing a capital amount of TRY 251,580,697 were represented by custodian representatives, and 466,739,897,506.40 shares representing a capital amount of TRY 4,667,398,975.064 were represented by other representatives; thus, a total of 491,902,672,425.90 shares representing a total capital amount of TRY 4,919,026,724.259 were present at the meeting. Accordingly, as it was determined that the minimum meeting quorum stipulated under the relevant laws and the provisions of the Company's articles of association was present, the meeting was opened by Mr. Murat KILIÇ and the discussion of the agenda items commenced.

1- Opening, establishment of the Meeting Presidency and moment of silence,

The 1st item of the agenda was proceeded with. Pursuant to Article 25 of the Company's articles of association and the "Internal Directive on the Principles and Procedures of the General Assembly", and in line with the written proposal submitted by the representative of Ordu Yardımlaşma Kurumu, Mr. Murat KILIÇ was elected as the Chairman of the Meeting by majority vote of the attendees, with 4,918,979,674.064 affirmative votes against 47,050.195 dissenting votes.

The Meeting Presidency was formed by the Chairman of the Meeting through the appointment of Ms. Işıl ERDAĞI ÖZPINARLI as vote collector and Ms. Elif YILMAZ as minutes clerk. Mr. Murat TEKİN from Oyak Yatırım Menkul Değerler Anonim Şirketi was appointed to operate the Electronic General Assembly System.

The Chairman of the Meeting invited those present at the meeting to observe a one-minute moment of silence in memory of the Great Leader Mustafa Kemal ATATÜRK, his comrades-in-arms, and all of our martyrs who passed away.

The shareholders were informed that all voting at the meeting would be conducted by show of hands and through the Electronic General Assembly System. The agenda of the General Assembly was read out by the Chairman of the Meeting, and it was asked whether there were any proposals

for amendments during the discussion of the agenda items. Since no amendment proposal was submitted, the discussion of the remaining agenda items proceeded.

2- Authorization of the Meeting Presidency for the signing of the General Assembly meeting minutes and other related documents,

The 2nd item of the agenda was proceeded with. The written proposal submitted by the representative of Ordu Yardımlaşma Kurumu regarding the authorization of the Meeting Presidency for the signing of the General Assembly meeting minutes and other related documents was read and submitted for approval. It was approved by majority vote of the attendees with 4,919,019,723.938 affirmative votes against 7,000.321 dissenting votes.

3- Reading, discussion and submission for approval of the "Board of Directors' Annual Activity Report" for the 2025 fiscal year,

The 3rd item of the agenda was proceeded with. The written proposal submitted by the representative of Ordu Yardımlaşma Kurumu, stating that the Board of Directors' Annual Activity Report for the 2025 fiscal year be deemed as read since it had been made available for the review of shareholders at least three weeks in advance through the Public Disclosure Platform (KAP), the Company's website at www.hektas.com.tr, and the Electronic General Assembly System (E-GKS), was read and submitted for approval. It was approved by majority vote of the attendees with 4,919,019,722.938 affirmative votes against 7,001.321 dissenting votes.

The activity report was opened for discussion, and no one took the floor. The approval of the activity report was proceeded with. The Board of Directors' Annual Activity Report for the 2025 fiscal year was approved by majority vote of the attendees with 4,919,019,722.938 affirmative votes against 7,001.321 dissenting votes.

A dissenting opinion was recorded for this item by the investor Ahmet Ali ŞAHİN. The dissenting opinions are attached hereto to these minutes.

4- Reading of the summary of the "Independent Audit Report" for the 2025 fiscal year,

The 4th item of the agenda was proceeded with. By the written proposal submitted by the representative of Ordu Yardımlaşma Kurumu, it was proposed that only the summary of the Independent Audit Report for the year 2025 be read, since the full report had been made available for shareholders' review at least three weeks in advance through the Public Disclosure Platform (KAP), the Company's website at www.hektas.com.tr, and the Electronic General Assembly System (E-GKS). As a result of the voting, the proposal was approved by majority vote of the attendees with 4,676,006,898.938 affirmative votes against 243,019,825.321 dissenting votes.

The summary of the Independent Audit Firm Report for the 2025 fiscal year was read by Mr. Utku ÇARESİZ, representative of Deloitte.

The independent audit report was opened for discussion, and no one took the floor. The approval of the independent audit report was proceeded with. The Independent Audit Report for the 2025 fiscal year was approved by majority vote of the attendees with 4,676,006,898.938 affirmative votes against 243,019,825.321 dissenting votes.

5- Reading, discussion and submission for approval of the 2025 Statement of Financial Position and Profit and Loss accounts for the 2025 fiscal year separately,

The 5th item of the agenda was proceeded with. The written proposal submitted by the representative of Ordu Yardımlaşma Kurumu, stating that the 2025 Statement of Financial Position and Profit and Loss accounts for the 2025 fiscal year be deemed as read since they had been made available for shareholders' review at least three weeks in advance through the Public Disclosure Platform (KAP), the Company's website at www.hektas.com.tr, and the Electronic

General Assembly System (E-GKS), was read and submitted for approval, and was approved by majority vote of the attendees with 4,918,979,673.064 affirmative votes against 47,051.195 dissenting votes.

The 2025 Statement of Financial Position and Profit and Loss accounts were opened for discussion, and no one took the floor. The Statement of Financial Position and Profit and Loss accounts for the 2025 fiscal year were approved by majority vote of the attendees with 4,918,979,673.064 affirmative votes against 47,051.195 dissenting votes.

A dissenting opinion was recorded for this item by the investor Ahmet Ali ŞAHİN. The dissenting opinions are attached hereto to these minutes.

6- Discussion and resolution on the release of the members of the Board of Directors for the 2025 fiscal year,

The 6th item of the agenda was proceeded with. The written proposal submitted by the representative of Ordu Yardımlaşma Kurumu regarding the release of the members of the Board of Directors for their activities in the 2025 fiscal year was read and submitted for approval. They were released by majority vote of the attendees with 4,917,235,993.064 affirmative votes against 1,790,731.195 dissenting votes.

A dissenting opinion was recorded for this item by the investor Ahmet Ali ŞAHİN. The dissenting opinions are attached hereto to these minutes.

7- Discussion and submission for approval of the Board of Directors' proposal regarding profit distribution for the 2025 fiscal year,

The 7th item of the agenda was proceeded with. Upon the written proposal submitted by the representative of Ordu Yardımlaşma Kurumu, the Chairman of the Meeting requested that the Board of Directors' profit distribution proposal regarding the Company's profit for 2025 be read by the minutes clerk, Ms. Elif YILMAZ. The written proposal submitted by the representative of Ordu Yardımlaşma Kurumu was read and submitted for approval.

The shareholders were informed that the Board of Directors' profit distribution proposal for 2025 was as follows:

"As a result of the separate calculations made for the activities of the 2025 fiscal year in accordance with the provisions of the Tax Procedure Law and the Corporate Tax and Income Tax Laws, as well as pursuant to the provisions of the Capital Markets Board Communiqué No. II-14.1, a loss for the period occurred in our statutory records as of 31.12.2025. Therefore, there is no distributable profit.

We hereby submit and propose that no dividend distribution be made, since no distributable profit base has arisen in the statutory records as of 31.12.2025."

It was approved by majority vote of the attendees with 4,918,979,673.064 affirmative votes against 47,051.195 dissenting votes.

8- Determination of the number of Board Members, election of Board Members and determination of their terms of office pursuant to the provisions of the relevant legislation,

The 8th item of the agenda was proceeded with. The proposal submitted by Ordu Yardımlaşma Kurumu was read and submitted for approval. As a result of the voting, pursuant to Articles 11 and 12 of the Company's Articles of Association:

It was resolved that the number of Board Members be determined as 8,

That the following be elected as Board Members to serve for a term of 3 years;

- OMSAN Lojistik A.Ş. (represented by its real person representative Mr. Turan EROL, Turkish ID No.),
- AKDENİZ CHEMSON Kimya Sanayi ve Ticaret A.Ş. (represented by its real person representative Mr. Mehmet Hadi TUNÇ, Turkish ID No.),
- OYTAŞ İÇ ve Dış Ticaret A.Ş. (represented by its real person representative Mr. Oğulcan TOPER, Turkish ID No.),
- OYAK DENİZCİLİK ve Liman İşletmeleri A.Ş. (represented by its real person representative Mr. Erhan AKGÜL, Turkish ID No.),
- OYAK PAZARLAMA Hizmet ve Turizm A.Ş. (represented by its real person representative Mr. Mustafa GÜNEŞ, Turkish ID No.),

be elected,

That the following be elected as Independent Board Members to serve for a term of 1 (one) year;

- Mr. Murat Dertli ERKER, Turkish ID No.,
- Mr. Vahit Ferhan BENLİ, Turkish ID No.,
- Mr. Ali Murat ATMIŞ, Turkish ID No.,

be elected,

It was approved by majority vote of the attendees with 4,901,985,475.064 affirmative votes against 17,041,249.195 dissenting votes.

A dissenting opinion was recorded for this item by the investor Ahmet Ali ŞAHİN. The dissenting opinions are attached hereto to these minutes.

9- Determination of the remuneration of the Members of the Board of Directors,

The 9th item of the agenda was proceeded with, and the written proposal submitted by Ordu Yardımlaşma Kurumu regarding the payment of a net remuneration of TRY 75,000 to the Independent Members of the Board of Directors, effective from 07 May 2026 until the next ordinary general assembly meeting, and the non-payment of any remuneration to the other Members of the Board of Directors, was read and submitted for approval. As a result of the voting, it was approved by majority vote of the attendees with 4,667,600,005.064 affirmative votes against 251,426,719.195 dissenting votes.

A dissenting opinion was recorded for this item by the investor Ahmet Ali ŞAHİN. The dissenting opinions are attached hereto to these minutes.

10-Granting permission to the Members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,

The 10th item of the agenda was proceeded with, and the written proposal submitted by the representative of Ordu Yardımlaşma Kurumu regarding granting permission to the Members of the Board of Directors of the Company to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code was read and submitted for approval. It was approved by majority vote of the attendees with 4,918,979,673.064 affirmative votes against 47,051.195 dissenting votes.

11-Discussion and resolution of the proposal of the Board of Directors regarding the selection of the independent audit firm for the audit of the Company's accounts and transactions for the year 2026 in accordance with the Turkish Commercial Code and the Capital Markets Law,

The 11th item of the agenda was proceeded with, the written proposal submitted by Ordu Yardımlaşma Kurumu was read, and the appointment of the independent external audit firm named "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A Member Firm of Ernst & Young Global Limited)", located at Maslak Mahallesi Eski Büyükdere Cad. Orjin Maslak Plaza No: 27 Floor: 2-3-4 Apartment: 54-57-59 Sarıyer 34485 İstanbul, registered with the Boğaziçi Corporate Tax Office under tax number 435 030 3260, registered with the İstanbul Trade Registry Directorate under trade registry number 479920 and with MERSIS number 0-4350-3032-6000017, which had been proposed by the Board of Directors for the audit of the Company's 2026 Financial Statements pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board, was submitted for approval. It was approved by majority vote of the attendees with 4,918,979,674.064 affirmative votes against 47,050.195 dissenting votes.

12-Discussion, submission to vote and resolution of the proposal of the Board of Directors regarding the selection of the sustainability auditor for the assurance audit of the TSRS-compliant Sustainability Reports for the years 2024 and 2025,

The 12th item of the agenda was proceeded with, the written proposal submitted by Ordu Yardımlaşma Kurumu was read, and the appointment of "DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi" (A member firm of Deloitte Touche Tohmatsu Limited), located at Eski Büyükdere Caddesi Maslak Mahallesi No:1 Maslakno1 Plaza Maslak 34485 Sarıyer/İSTANBUL, registered with the Boğaziçi Corporate Tax Office under tax number 291 001 0976, registered with the İstanbul Trade Registry Directorate under trade registry number 304099 and with MERSIS number 0291001097600016, which had been proposed by the Board of Directors for the assurance audit of the TSRS-Compliant Sustainability Reports for the years 2024 and 2025 pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards Authority, as the Sustainability Auditor of our Company for the 2024 and 2025 fiscal periods, was submitted for approval. It was approved by majority vote of the attendees with 4,667,398,977.064 affirmative votes against 251,627,747.195 dissenting votes.

13-Reading, discussion, submission for approval and resolution of the TSRS-compliant Sustainability Report for the 2024 fiscal period that has undergone assurance audit,

The 13th item of the agenda was proceeded with. The written proposal submitted by the representative of Ordu Yardımlaşma Kurumu, stating that the TSRS-Compliant Sustainability Report for the 2024 fiscal year subject to Assurance Audit be deemed as read for the sake of saving time, since it had been made available for the review of shareholders at least three weeks in advance through the Public Disclosure Platform (KAP) and the Company's website at www.hektas.com.tr, was read and submitted for approval, and was approved by majority vote of the attendees with 4,918,971,915.064 affirmative votes against 54,809.195 dissenting votes.

The TSRS-Compliant Sustainability Report for the 2024 fiscal year subject to Assurance Audit was opened for discussion, and no one took the floor. The TSRS-Compliant Sustainability Report for the 2024 fiscal year subject to Assurance Audit was approved by majority vote of the attendees with 4,918,971,915.064 affirmative votes against 54,809.195 dissenting votes.

14-Discussion, submission to vote and resolution of the proposal of the Board of Directors regarding the selection of the sustainability auditor for the assurance audit of the TSRS-compliant Sustainability Report for the year 2026,

The 14th item of the agenda was proceeded with, the written proposal submitted by Ordu Yardımlaşma Kurumu was read, and the appointment of "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A Member Firm of Ernst & Young Global Limited)", located at Maslak Mahallesi Eski Büyükdere Cad. Orjin Maslak Plaza No: 27 Floor: 2-3-4 Apartment: 54-57-59 Sarıyer 34485 İstanbul, registered with the Boğaziçi Corporate Tax Office under tax number 435 030 3260, registered with the İstanbul Trade Registry Directorate under trade registry number 479920 and with MERSIS number 0-4350-3032-6000017, which had been proposed by the Board of Directors for the Assurance Audit of the TSRS-Compliant Sustainability Reports for the year 2026 pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards Authority, as the Sustainability Auditor of our Company for the 2026 fiscal year, was submitted for approval. It was approved by majority vote of the attendees with 4,677,659,231.064 affirmative votes against 241,367,493.195 dissenting votes.

15-Providing information regarding guarantees, pledges, mortgages and sureties granted in favor of third parties and the income or benefits obtained therefrom,

The 15th item of the agenda was proceeded with. Information was provided that the details regarding the guarantees, pledges and mortgages granted in 2025 are included in footnote no. 18 of the independently audited financial statements dated 31.12.2025, and that the Company has not granted any guarantees, pledges or mortgages other than the letters of guarantee issued on behalf of its own legal entity.

16-Informing the General Assembly about the donations and aids made in 2025 and resolving on the donation limit for the fiscal period 01.01.2026-31.12.2026,

The 16th item of the agenda was proceeded with. The Chairman of the Meeting informed that no donations or aids had been made to any institution, organization or association during 2025.

The written proposal submitted by the representative of Ordu Yardımlaşma Kurumu regarding the determination of the donation and aid limit for 2026 up to seven and a half per thousand (7.5/1000) of the Company's net sales revenue was read and submitted for approval, and was approved by majority vote of the attendees with 4,667,584,475.064 affirmative votes against 251,442,249.195 dissenting votes.

17-Discussion of the amendment of Article 7 titled "Capital" of the Articles of Association specified in "Annex 1" regarding the increase of our Company's registered capital ceiling from TRY 8,500,000,000 to TRY 25,000,000,000, valid for the years 2026-2030, in the form approved by the Capital Markets Board,

The 17th item of the agenda was proceeded with. The written proposal submitted by the representative of Ordu Yardımlaşma Kurumu, stating that there was no need to reread the amendment text of Article 7 titled "Capital" of the Company's Articles of Association for the sake of saving time, since it had been made available for the review of shareholders at least three weeks in advance through the Public Disclosure Platform (KAP), the Company's website at www.hektas.com.tr, and the Electronic General Assembly System (E-GKS), was read and submitted for approval. It was approved by majority vote of the attendees with 4,667,398,976.064 affirmative votes against 251,627,748.195 dissenting votes.

The proposal of the Board of Directors regarding the increase of the registered capital ceiling of TRY 8,500,000,000 specified in Article 7 titled "Capital" of our Company's Articles of Association to TRY 25,000,000,000 for a period of 5 years covering the years 2026-2030, within the scope of the principles set forth in the Capital Markets Board of the Republic of Türkiye Communiqué No.

II-18.1 on the Registered Capital System, and pursuant to the permission dated 13/01/2026 and numbered E-29833736-110.04.04-84318 and the permission of the Ministry of Trade of the Republic of Türkiye dated 04/02/2026 and numbered E-50035491-431.02-00118632159, and the approval of the amendment text of Article 7 titled "Capital" of the Company's Articles of Association in the form attached hereto in relation to such increase of the registered capital ceiling, was submitted to vote. It was approved by majority vote of the attendees with 4,667,398,976.064 affirmative votes against 251,627,748.195 dissenting votes.

18-Closing,

The 18th item of the agenda was proceeded with.

The Chairman of the Meeting, Mr. Murat KILIÇ, and the Ministry Representative, Veysi UZUNKAYA, asked whether there were any objections to the resolutions adopted at the general assembly meeting and to those attending the meeting. Since there were no objections and no further items remained to be discussed on the agenda, the meeting was adjourned at 13:21.

These minutes were prepared at the meeting venue and signed by the Ministry Representative and the Meeting Presidency.

Ministry Representative

Veysi UZUNKAYA

Chairman of the Meeting

Murat KILIÇ

Vote Collector

Işıl ERDAĞI ÖZPINARLI

Minutes Clerk

Elif YILMAZ

Item No	Participant	Share Holder	Dissenting Opinion
3	AHMET ALİ ŞAHİN	AHMET ALİ ŞAHİN	The Company's consistent reporting of losses throughout the year demonstrates that its business model has become unsustainable rather than this being a temporary financial fluctuation. Despite the increase in turnover revenue, the deepening losses are a clear indication of managerial failure, and I hereby strongly record my dissenting opinion.
5	AHMET ALİ ŞAHİN	AHMET ALİ ŞAHİN	The negative trend of our Company's EBITDA demonstrates that the Company is unable to generate value from its core operations and, on the contrary, that its activities are directly generating losses. This situation confirms the lack of control over the cost structure and the serious errors in strategic planning, and I hereby strongly record my dissenting opinion.
6	AHMET ALİ ŞAHİN	AHMET ALİ ŞAHİN	The significant erosion in the Company's cash position demonstrates the failure of liquidity management. The weakening of its cash generation capacity has made the Company vulnerable in terms of short-term liabilities and dependent on external financing, and I hereby strongly record my dissenting opinion.
8	AHMET ALİ ŞAHİN	AHMET ALİ ŞAHİN	The systematic erosion of shareholders' equity as a result of our Company continuously reporting losses demonstrates that the Company has become unable to preserve its financial existence. This situation gives rise to the risk of a serious weakening of the capital structure in the medium and long term, and I hereby strongly record my dissenting opinion.
9	AHMET ALİ ŞAHİN	AHMET ALİ ŞAHİN	The inability of our Company to achieve profitability despite the increase in turnover revenue demonstrates that the Board of Directors has failed in strategic decision-making, cost optimization and operational efficiency. The current situation reveals that the management's performance has systematically eroded the Company's value rather than increasing it, and I hereby strongly record my dissenting opinion.