

**MINUTES OF THE ANNUAL GENERAL MEETING OF
AGROTECH YÜKSEK TEKNOLOJİ VE YATIRIM ANONİM ŞİRKETİ
FOR THE YEAR 2023 HELD ON 09 AUGUST 2024**

The Ordinary General Assembly Meeting of Agrotech Yüksek Teknoloji ve Yatırım A.Ş. was held on August 9, 2024, at 11:30 am at the Tekfen Tower Conference Hall, Büyükdere Caddesi No:209 34394, Şişli, ISTANBUL, under the supervision of Ministry Representative Mr. Mustafa Kendi, assigned by the Istanbul Provincial Directorate of Commerce with the letter dated 07.08.2024 and numbered 99555995.

The meeting invitation, in compliance with the Law and Articles of Association, including the agenda, was announced on July 11, 2024, at 8:29 pm on the Public Disclosure Platform (www.kap.gov.tr), in the Turkish Trade Registry Gazette dated July 18, 2024, issue number 11124, on the company's website <https://agrotechgrup.com.tr/>, and on the e-general assembly system of the Central Registry Agency on July 11, 2024. It was confirmed that the documents required to be present at the meeting according to relevant legislation and the Internal Directive on the Working Principles and Procedures of the General Assembly were available, and at least one board member and the auditor were present.

Upon reviewing the list of attendees, it was determined that shares with a total nominal value of 919,021,302.00 TL were represented at the meeting, consisting of 240,000,000.00 TL from Group A in person, 18,973,570.00 TL from Group B deposited, and 660,047,732.00 TL from Group B in person. Thus, the meeting quorum required by the Law and the Articles of Association was met, and the meeting was opened by Chairman İmdat Doğan.

1. The General Assembly has moved on to the item no. 1 of the agenda, in line with the proposal submitted by shareholder Hümeysra Keskin, İmdat Doğan was elected as the Chairman of the Meeting, Serhat Demet as the Minutes Clerk, and Fatih Lap as the vote collector. It was put to vote to authorize the Chairman to sign the General Assembly Meeting Minutes. It was accepted by a majority vote, with 75.00 TL nominal value against and 919,021,227.00 TL nominal value in favor.
2. The General Assembly has moved on to the item no. 2 of the agenda, in line with the proposal submitted by shareholder Hümeysra Keskin, it was put to vote not to read the previously made available Board of Directors' Activity Report. It was accepted by a majority vote, with 64,874.00 TL nominal value against and 918,956,428.00 TL nominal value in favor.

The Board of Directors' Activity Report was discussed, and no one took the floor.

3. The General Assembly has moved on to the item no. 3 of the agenda, in line with the proposal submitted by shareholder Hümeysra Keskin, it was accepted by a majority vote, with 818,422.00 TL nominal value against and 918,202,880.00 TL nominal value in favor, to discuss the financial statement accounts by main items and the opinion section of the Independent Audit Report prepared by Eren Bağımsız Denetim A.Ş. for the financial statements dated December 31, 2023.

The financial statements were accepted by a majority vote, with 818,422.00 TL nominal value against and 918,202,880.00 TL nominal value in favor.

4. The General Assembly has moved on to the item no. 4 of the agenda, the members of the Board of Directors were released for the 2023 fiscal year transactions and accounts by a majority vote, with 18,522,757.00 TL nominal value against and 900,498,545.00 TL nominal value in favor.
5. The General Assembly has moved on to the item no. 5 of the agenda, according to the decision made by the Board of Directors and the independently audited financial statements for the period from January 1, 2023, to December 31, 2024, prepared in accordance with the provisions of the CMB's Communiqué No. II-14.1, a net profit of 255,258,539.00 TL is shown in the financial statements, and 28,289,889.41 TL in the statutory records. It was proposed to allocate the period profit as extraordinary reserves as per the

attached profit distribution table. It was accepted by a majority vote, with 75.00 TL nominal value against and 919,021,227.00 TL nominal value in favor.

6. The General Assembly has moved on to the item no. 6 of the agenda, in accordance with the Corporate Governance regulations of the Capital Markets Board, the information was provided that Sanlı Baş and Zafer Aydın, whose names and resumes were publicly disclosed with the General Assembly announcement, were found suitable as Independent Board Member candidates by the Board of Directors. Chairman İmdat Doğan asked if there was any proposal from the shareholders regarding this agenda item. In line with the proposal submitted by shareholder Hümeysra Keskin, the following individuals, who were present at the meeting and declared their acceptance of the board membership, were elected as members of the Board of Directors until August 9, 2027:

Hümeysra Keskin, residing in Eyüpsultan, Istanbul, with ID No. ...

Ayşe Bilun Keskin, residing in Eyüpsultan, Istanbul, with ID No. ...

Zeynep Elvan Keskin, residing in Eyüpsultan, Istanbul, with ID No. ...

As independent members:

Zafer Aydın, residing in Çekmeköy, Istanbul, with ID No. ...

Sanlı Baş, residing in Gaziosmanpaşa, Istanbul, with ID No. ...

It was accepted by a majority vote, with 18,972,706.00 TL nominal value against and 900,048,596.00 TL nominal value in favor.

7. The General Assembly has moved on to the item no. 7 of the agenda, in line with the proposal submitted by shareholder Hümeysra Keskin, it was accepted by a majority vote, with 18,972,706.00 TL nominal value against and 900,048,596.00 TL nominal value in favor, to pay a monthly net fee of 125,000.00 TL to the Chairman of the Board and a monthly net fee of 100,000.00 TL to each of the other members, starting from August 1, 2024.
8. The General Assembly has moved on to the item no. 8 of the agenda, the proposal of the Board of Directors to select Eren Bağımsız Denetim A.Ş. as the auditor for 2024 was accepted by a majority vote, with 75.00 TL nominal value against and 919,021,227.00 TL nominal value in favor.
9. The General Assembly has moved on to the item no. 9 of the agenda, it was reported that no donations were made in 2023.
10. The General Assembly has moved on to the item no. 10 of the agenda, it was accepted by a majority vote, with 18,972,706.00 TL nominal value against and 900,048,596.00 TL nominal value in favor, to set a limit of 5,000,000.00 TL for donations to be made in 2024.
11. The General Assembly has moved on to the item no. 11 of the agenda, in line with the proposal of the Board of Directors and the permissions obtained from the Capital Markets Board and the Ministry of Trade, the amendment of the 3rd article of the Articles of Association was accepted by a majority vote, with 75.00 TL nominal value against and 919,021,227.00 TL nominal value in favor.

The proposal submitted by shareholder Mustafa Gedik to postpone the amendment was rejected by a majority vote, with 18,973,571.00 TL nominal value in favor and 900,047,731.00 TL nominal value against.

12. The General Assembly has moved on to the item no. 12 of the agenda, information was provided regarding the share buyback transactions made by the Company in accordance with the principle decision of the Capital Markets Board dated February 14, 2023
13. The General Assembly has moved on to the item no. 13 of the agenda, Chairman İmdat Doğan informed that no pledges, mortgages, or guarantees were given in favor of third parties.
14. The General Assembly has moved on to the item no. 14 of the agenda, it was accepted by a majority vote, with 75.00 TL nominal value against and 919,021,227.00 TL nominal value in favor, to authorize the Board Members to engage in activities written in Articles 395 and 396 of the Turkish Commercial Code.
15. The General Assembly has moved on to the item no. 15 of the agenda, it was reported that there were no transactions under the Corporate Governance Principle No. 1.3.6 of the CMB.
16. The General Assembly has moved on to the item no. 16 of the agenda, information was provided regarding the Internal Directive on the Working Principles and Procedures of the General Assembly, the Dividend Distribution Policy, the Remuneration Policy, and the Donation and Aid Policy prepared by the Board of Directors. These were accepted by a majority vote, with 75.00 TL nominal value against and 919,021,227.00 TL nominal value in favor.

After discussing the agenda items, Chairman İmdat Doğan gave the floor to the shareholders.

Shareholder Sebahattin Kahraman took the floor and said, "I invested in your company because I am interested in and value agriculture. I believe that investment in agriculture is an investment in the future. I was very moved when I heard about your investment in the tomato paste factory. I would like you to invest in the citrus sector, especially in lemon cultivation, in my hometown of Mersin."

Shareholder Hamza İnal took the floor and said, "I would like to express my gratitude to you for bringing together agriculture, food, and technology. Thank you very much for supporting the farmers and not leaving them unsupported."

Shareholder Yağmur Aydın took the floor and said, "Thank you for bringing together agriculture and technology and for putting your hand under the stone. I decided to invest in your company because I saw your breakthroughs in agriculture. Also, I know your approach to highlighting women, and I would like to ask if there will be projects that will highlight women in the upcoming period."

Chairwoman Hümeysra Keskin responded, "We attach great importance to women's employment. In the upcoming period, we will have social responsibility projects that will highlight and support women."

Shareholder Ahmet Enis Eren took the floor and requested information about the investments to be made in the upcoming periods."

Acting General Manager İmdat Doğan took the floor and stated, "Various investment opportunities are being evaluated, and investment opportunities are being followed both domestically and internationally. We consider the cooperation made with the Hünnap brand very important in this context. Necessary information will be provided as developments occur regarding investments."

Shareholder Koray Süren took the floor and said, "As an investor, I welcomed the A+ rating you received from the JCR Eurasia Rating Agency with satisfaction. I would like to ask if there will be collaborations with domestic and international investors in the upcoming period."

Acting General Manager İmdat Doğan took the floor and stated, "We have a good finance team, and there are various negotiations. As concrete developments occur, the necessary information will be provided through the Public Disclosure Platform (KAP)."

This minutes document was prepared in four copies at the meeting venue, read, and signed. August 9, 2024, 4:00 pm, Şişli, Istanbul.

İmdat Doğan
Meeting Chairman

Mustafa KENDİ
Ministry Representative

Serhat Demet
Minutes Clerk

Fatih Lap
Vote Collector