

**Minutes of Ordinary General Assembly Meeting of  
BRISA BRIDGESTONE SABANCI LASTIK SANAYI VE TICARET ANONIM SİRKETİ  
which was held for the fiscal year 2022 on March 27, 2023**

The Ordinary General Assembly Meeting of Brisa Bridgestone Sabancı Lastik Sanayi ve Anonim Şirketi for 2022 was held on March 27, 2023 at 14:00 in Sabancı Center Sadıka Ana 3 Conference Room located in 4th Levent, Beşiktaş, İstanbul under the surveillance of Ministerial Commissary, Mustafa ÇALIŞKAN commissioned by the letter no E-90726394-431.03-00083922362 dated 24.03.2023 İstanbul Provincial Directorate of Customs and Trade.

Notice calling for general assembly meeting has been published as defined in Articles of Association and related Legal Codes, in Turkish Trade Registry Gazette numbered 10782 and dated 03.03.2023; on Company web site www.brisa.com.tr and published in Electronic General Assembly Meeting System of Central Registry Agency within the legal period and included the agenda of general assembly meeting.

According to the attendance list of the general assembly meeting, it was understood that 211.590.513 unit of shares, corresponding to TL 2.115.905,13 of the total capital being in person and 26.833.868.125 unit of shares, corresponding to TL 268.338.681,252 of the total capital being by proxy of the issued total capital of 30.511.687.500 unit shares corresponding to TL 305.116.875,00 were present at the meeting. Thus it was understood that the minimum meeting quorum required by Company's Article of Association and related Legal Codes, was present at the meeting. The meeting was opened by Mr. Ahmed Cevdet ALEMDAR, Member of Board, with the participation of Board of Members named, Tomio FUKUZUMI, Haluk KÜRKÇÜ and Representative of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş named Mustafa VAROL both in electronic and actual physical environment.

- 1- In accordance with Article 19 of the Company's Articles of Association and the Internal Directive on the Working Principles and Procedures of the General Assembly, Chairperson of the Board of Directors Mr. Ahmed Cevdet ALEMDAR served as the Chairperson of the Meeting. The President designated Mrs. Neslihan DÖNGEL ÖZLEM as a Minutes Secretary, Mr. Şerafettin KARAKIŞ and Mr. Tomio FUKUZUMI as Vote Collection Officers, thus forming the Meeting Presidency.

Additionally, the Chairperson of the Meeting has appointed Mrs. Figen SARKIN ŞAHİN, The Plant Controlling and Accounting Manager of the Company, who has Certificate for Electronic General Assembly Meeting System issued by Central Registry Agency, to use the Electronic General Assembly System.

The agenda items were discussed as mentioned in the announcement as there was no demand for changing the discussion sequence of the agenda items.

- 2- The 2022 Annual Report of Board was accepted as read as the relevant motion submitted to the Chair of Meeting was accepted by the majority of votes of participants. The Annual Report issued by the Board of Directors was discussed.
- 3- Opinions sections of the 2022 Audit Report were read by the minutes secretary and shareholders were informed.
- 4- Financial Statements for the fiscal year 2022 were accepted as read as the relevant motion submitted to the chair of meeting was accepted by the majority of votes of participants. Financial Statements for the fiscal year 2022 were opened for discussion.

Financial Statements were discussed. Upon voting, Financial Statements were approved by the majority of votes of participants.

- 5- In the 2022 operating year, in accordance with Article 12 of the Company's Articles of Association and Article 363 of the Turkish Commercial Code, for membership of the Board of

Directors, the appointment of Ms. Sakine Şebnem Önder to replace Ms. Emine Duygu Kırca on September 20, 2022, and Mr. Tomio Fukuzumı to replace Mr. Naohisa Yoda on December 20, 2022 to serve the remaining period from its predecessors was decided by the majority of votes of the participants.

- 6- The current Independent Members of the Board of Directors, Mehmet Kahya and Mehmet Tanju Ula, were elected at the Ordinary General Assembly meeting dated 26.03.2021 to serve for a period of 3 years. It was announced on pages 740, 741 and 742 of the Commercial Registry Gazette. Since our company was included in the Corporate Governance First Group companies by the Capital Markets Board in 2022, the opinion of the Board regarding the independent board members is required. The General Assembly was informed about the Board Decision dated 07.04.2022 that no negative opinion was expressed about the independent board members, Mehmet KAHYA and Mehmet Tanju ULA.
- 7- As a result of the voting held after the Chairperson of the Meeting stated that the voting rights of the members of the Board arising from their shares are not taken into account in this article of the agenda, the members of the Board were individually released from their activities in 2022 by the majority vote of the participants.
- 8- Regarding the determination of the use of the 2022 Profit, the proposal was submitted to the approval of the General Assembly with the Decision of the Board of Directors dated 22 February 2023 and numbered 2023/06. The proposal regarding the distribution of the remaining 1.991.198.303,00 Net Distributable Profit for the period of 2022, after deducting the General Legal Reserves and Legal Liabilities, over the profit of 1.865.954.729,00 TL calculated in accordance with the Capital Markets Board Legislation and Articles of Association, is as follows.

Birinci Kâr Payı	15.255.843,75 TL
İkinci Kâr Payı	1.083.164.906,25 TL
<b>Toplam Brüt Kâr Payı</b>	<b>1.098.420.750,00 TL</b>
İntifa Senedi Sahiplerine Kâr Payı	93.297.736,45 TL
Genel Kanuni Yedek Akçe (2.Tertip)	117.646.264,27 TL
Olağanüstü Yedek	681.833.552,28 TL

Thus, It was approved by the unanimous vote of participants that a gross dividend of 1.098.420.750,00 TL (at a rate of 360 %) to the shareholders representing a capital of 305,116,875.00 TL and a gross dividend of 93.297.736,45 TL to the privileged shareholders will be distributed in cash, 10% income tax will withhold depending on the legal status of shareholders and cash dividend payment rights usage date will start March 29, 2023.

- 9- It was accepted to pay a monthly gross salary of 60.000 TL (sixty thousand Turkish liras) to each of board members until the end of their term of office by unanimously vote of participants.
- 10- In line with the recommendation of the Audit Committee and the proposal of the Board of Directors; In accordance with the principles set by the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, it was accepted by unanimous vote of the participants to appoint KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi as the auditor in order to audit the Financial Reports of the Company for the 2023 accounting period and to carry out other activities within the scope of the relevant regulations in these laws.
- 11- Shareholders were informed about donation amount made in 2022 equal to 1.179.203,67 TL and its remaining under donation ceiling level.

<b>2022 Bařış Açıklama</b>	<b>Tutar - TL</b>
Brisa Mensupları Öğrenimi Destekleme Derneđi	39.800,00
Dođal Hayatı Koruma Vakfı	302.165,00
Ege Orman Vakfı	180,00
ODTÜ Kimya Topluluđu	4.500,00
Orman Genel Müdürlüđu	500.000,00
Ormancılıđı Geliřtirme ve Orman Yangınları ile Mücadele Hizmetlerini Destekleme Vakfı	270.000,00
Sabancı Üniversitesi	21.869,00
Türkiye Erozyonla Mücadele, Ađaçlandırma ve Dođal Varlıkları Koruma Vakfı	2.696,88
Türkiye Korunmaya Muhtaç Çocuklar Vakfı	37.992,79
<b>Toplam</b>	<b>1.179.203,67</b>

- 12- The motion regarding the limit of donations to be made by Company in 2023 to be up to 5% (five percent) of commercial profit for 2023 was accepted by the majority vote of the participants.
- 13- The proposal submitted to the Meeting Presidency regarding the amendment of Article 6 of the Company's Articles of Association related with the extension of the registered capital ceiling maturity for 5 years and the increase of the registered capital ceiling to 750.000.000 TL was accepted by majority vote of the participants.
- 14- It was accepted by the unanimous vote of the participants to allow the Chairperson and Members of Board to carry out the transactions set out in the Articles 395 and 396 of Turkish Commercial Code 6102.
- 15- The Chairperson gave a speech to the participants for wishes and desires.

Gökhan Öztürk, one of our stakeholders who physically attended the meeting, saying "He has been an investor in Brisa since 2016, and that he is an investor of Brisa because it is a company that distributes dividends, is growth-oriented and keeps its promise to its investors" He thanked everyone who contributed and asked 2 questions.

1- I learned that Bridgestone has a 60% share in the seismic isolator market in Japan. Bridgestone has made sales in Turkey through Brisa channels in the past. When there is such an agenda, does Brisa Board of Directors consider entering the seismic isolator business? Is there such a decision?

2- He stated that Brisa shares are satisfactory in terms of dividends, but they have not shown a sufficient increase in terms of stock price over the years compared to inflation. He asked if there were any new investment plans that would increase the capacity in the Aksaray or Izmit factory?

Haluk Kürkçü, the CEO of our company,

He stated that first investments will be made for the Aksaray factory to fill the capacity of the existing building, then sanction plans are on the agenda for the remaining part of the land, the plans are constantly reviewed due to covit, cyclical crises and earthquakes, and action is taken and will be taken under appropriate conditions. He also stated that approvals have been obtained for increasing the capacity of large-size commercial tires to 1 million units for the Izmit factory and investments have been started.

Ahmed Cevdet Alemdar, Chairman of the Board of Directors of our company,

He stated that the only story of Brisa is not the tire, it goes beyond the tire, the main story of Brisa is balance, and the breakthrough will be on the mobility side beyond the journey. He stated that the seismic isolator was imported from Bridgestone and sold by Brisa in the past, but it was not efficient. He said that now the issue is being discussed again with Bridgestone.

He stated that options, including production in Turkey, are being worked on, that efforts are underway to make the product suitable for Turkey's conditions, and that necessary plans will be made if the figures are suitable for our investment criteria and are at a level that will protect the rights of our investors.

**Mustafa Can**, one of our stakeholders who physically attended the meeting, stated that the most important issue of the sector could be demand delay and asked if any demand delay is expected.

He asked whether there was a 100% growth in profitability in 2022, and whether there was a 100% growth expectation in 2023.

Chairman of the Board of Directors of our company, Ahmed Cevdet Alemdar, stated that the tire is called black diamond in the world and it is a product that is desired to be kept in inflationary environments. For this reason, he stated that a delay in demand is not expected, but some contractions may be experienced due to cyclical factors, and these two factors will compensate each other.

Gökhan Öztürk, one of our stakeholders who physically attended the meeting, asked whether TOGG's tires would be Lassa brand tires.

Our company's CEO, Haluk Kürkçü, continues to work so that our LASSA brand tires are installed under every car. However, he said, "We cannot comment on this matter. Our Company's Chairman of the Board of Directors, Ahmed Cevdet Alemdar, said, "It would be speculative for us to make further statements on this matter, so I repeat Haluk's words.

**Hamza İnan**, one of our stakeholders who physically attended the meeting, thanked for the factory tour and asked if you have any investments abroad. In addition, He asked if there is a risk of the Izmit factory in any earthquake that may occur in Istanbul?

Our Company's Chairman of the Board of Directors, Ahmed Cevdet Alemdar, said, "We mutually evaluate every opportunity with Bridgestone regarding foreign investments, but we do not have an agenda item at the moment.

Our company's CEO, Haluk Kürkçü, stated that the Izmit factory was tested in the 1999 earthquake, the 2nd Factory was not damaged because it was a steel construction, and the 1st Factory was made of steel construction right after the 1999 earthquake, so there was no risk. Our Aksaray factory is already a new building built as steel construction and we do not see much risk since it is not an earthquake zone. Apart from that, we have already taken the necessary steps to train our teams for emergency interventions.

As there was no agenda item remained to discuss, the Chairperson closed the meeting by stating that the quorum legally required was maintained throughout the meeting.

These minutes comprising 4 pages was prepared and signed in the meeting place following the meeting.

**Istanbul, March 27, 2023 Hour: 15:16 p.m.**

**Ministerial Representative**  
**Mustafa ÇALIŞKAN**

**Chairperson of Meeting**  
**AHMED CEVDET ALEMDAR**

**Secretary**  
**Neslihan Döngel ÖZLEM**

**Vote Collector**  
**ŞERAFETTİN KARAKIŞ**

**Vote Collector**  
**TOMIO FUKUZUMI**