

**THE ORDINARY GENERAL ASSEMBLY OF
D-MARKET ELEKTRONİK HİZMETLER VE TİCARET A.Ş. SHAREHOLDERS
MEETING MINUTES
FOR 2021 ACCOUNTING PERIOD
HELD ON 24/06/2022**

The Ordinary General Assembly of Shareholders of D-Market Elektronik Hizmetler ve Ticaret A.Ş. is held on 24/06/2022 at 14:00 at the address of Kuştepe Mahallesi Mecidiyeköy Yolu Caddesi No:12 Trump Towers Kule 2 Kat:2 Şişli/İstanbul in accordance with 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 Ministry Representatives to Attend These Meetings".

Prior to the opening of the meeting, it is understood that the shareholders and representatives were present at the meeting, which was requested to be convened by complying with the invitation procedure based on Article 414 of the Turkish Commercial Code ("TCC"). Invitations to the meeting was made within the due term, as prescribed in the law and the articles of association, including the agenda, by way of publication in the Turkish Trade Registry Gazette dated June 1, 2022, numbered 10589 and on the Company's website at investors.hepsiburada.com.

From the examination of the List of Attendants, out of 325,998,290 shares corresponding to the Company's total capital of TL 65,199,658, 40,000,000 Group A shares corresponding to a capital of TL 8,000,000 and 261,250,829 Group B shares corresponding to capital of TL 52,250,165.80 were present at the meeting by a representative, 301,250,829 shares corresponding to total capital of TL 60,250,165.80 were represented at the meeting, and thus, it was determined that the minimum meeting quorum stipulated in the Law and the Articles of Association was met, no objection was made, and the members of the Board of Directors of the Company Mr. Mehmet Murat Emirdağ, Mr. Tolga Babalı, and Ms. Tuğçe Demirkapı representing GÜNEY BAĞIMSIZ DENETİM VE SERBEST MUHASEBEÇİ MALİ MÜŞAVİRLİK ANONİM ŞİRKETİ, the independent external auditor of the Company's 2021 financial statements were present at the meeting and the meeting was opened by the Chairperson of the meeting and the agenda was discussed.

DISCUSSIONS HELD PER AGENDA;

1. In line with the proposal of one of the shareholders of the company TurkCommerce B.V., Tolga Babalı was elected as the Meeting Chairperson and Elvan Cumhur was elected as the Secretary, by the majority of the votes, with affirmative votes representing the shares 861.035.973.
2. The Meeting Chairperson and Secretary were by the majority of the votes authorized to sign the minutes of the meeting on behalf of the shareholders, with affirmative votes representing the shares 860.982.372.
3. It was informed that the Board of Directors Activity Report for the 2021 accounting period and Independent Auditor's Report were announced to the public at the Company headquarters and on the Company's website at <https://investors.hepsiburada.com/en/governance/annual-general-assembly> on May 23, 2022 and made available for the examination of the shareholders.

As stated in the Regulation, the Board of Directors' Annual Report for the 2021 accounting period was read and discussed by the Member of the Board of Directors, Mehmet Murat Emirdağ, and the Independent Auditor's report was read and discussed by the independent auditor's representative and approved by the majority of the votes, with affirmative votes representing the shares 860.868.701.

4. It was informed that the financial statements for the 2021 accounting period were announced to the public at the Company headquarters and on the Company's website at <https://investors.hepsiburada.com/en/governance/annual-general-assembly> on May 23, 2022 and made available for the examination of the shareholders.

As stated in the Regulation, the financial statements for the 2021 accounting period were read, discussed and approved by the majority of the votes, with affirmative votes representing the shares 860.866.117.

5. It was, by the majority of the votes, resolved to release the members of the Board of Directors for the activities carried out in 2021, as stated in the Regulation, with affirmative votes representing the shares 182.456.020. Members of the Board of Directors did not vote in their own release.
6. As stated in the Regulation, it was by the majority of the votes resolved to consider Article 7 of the agenda since there was no need to take a decision regarding dividend distribution, seeing that the Company did not make a profit in the 2021 accounting period, with affirmative votes representing the shares 860.866.261.
7. As stated in the Regulation, Article 394 of the Turkish Commercial Code within the scope of Article 394 of the Turkish Commercial Code and Article 15 of the Company's Articles of Association, it was unanimously/by the majority of the votes resolved to pay USD 100,000 per annum to the independent members of the Board of Directors for their service on the Board; in addition to this payment, it was by the majority of the votes resolved to pay the independent members of the Board of Directors serving in the committees USD 10,000 per annum for each committee of which they are a member and USD 20,000 per annum for each committee of which they are the chairperson and to pay no remuneration to the non-independent members of the Board of Directors, with affirmative votes representing the shares 860.810.472 .
8. It was by the majority of the votes resolved

To approve the appointment of Halil Cem Karakaş, who was appointed by the Board of Directors pursuant to Article 363 of the Turkish Commercial Code, as an independent member of the Board of Directors to the vacant Board of Directors membership position upon the resignation of Mehmet Erol Çamur, a member of the Board of Directors, from his position as a member of the Board of Directors,

To approve the appointment of Ahmet Fadıl Ashaboğlu, who was appointed by the Board of Directors pursuant to Article 363 of the Turkish Commercial Code, as an independent member of the Board of Directors, to the empty place on the Board of Directors upon the resignation of Halil Korhan Öz, a member of the Board of Directors,

To approve the appointment of Tayfun Bayazıt, who was appointed by the Board of Directors pursuant to Article 363 of the Turkish Commercial Code, as an independent member of the Board of Directors, to the Board of Directors' seat vacated by the resignation of Mustafa Aydemir, a member of the Board of Directors,

with affirmative votes representing the shares 858.736.187.

9. As stated in the Regulation, in accordance with the provisions of Article 399 et seq. of the TCC, it was by the majority of the votes resolved to appoint GÜNEY BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK ANONİM ŞİRKETİ in line with the proposal of the Audit Committee of the Company, registered with the Istanbul Chamber of Commerce with the registration number 479920 and with the tax number 4350303260 to the Bosphorus Institutions Tax Office Tax Office with Central Registration System Number 0435030326000017 at the address of Maslak Mahallesi Eski Büyükdere Cad., Maslak Mahallesi Eski Büyükdere Cad., No: 27/57-Sarıyer/İstanbul, as an independent auditor to serve until the General Assembly where the accounts and activities of the year 2022 will be discussed, with affirmative votes representing the shares 861.005.287.
10. It was by the majority of the votes resolved to authorize the members of the Board of Directors of the Company to carry out a commercial business transaction that falls within the scope of the Company's field of activity, as specified in Article 396 of the Turkish Commercial Code, on their own account or on behalf of others, and to become a partner with unlimited liability in a company engaged in the same type of commercial business, with affirmative votes representing the shares 860.810.961.
11. The Board of Directors has approved the indemnification of all losses that may arise due to the responsibilities of the Members of the Board of Directors and the Members of the Executive Board

arising from their duties by our Company to the extent permitted by law, and the signing of indemnification agreements between the Company and the Members of the Board of Directors and the Members of the Executive Board within this scope, and it has been by the majority of the votes resolved to approve this matter, with affirmative votes representing the shares 860.812.697.

12. It was by the majority of the votes resolved to set the upper limit for donations and grants to be made until the next Ordinary General Assembly meeting as 2 per thousand of the Company's total assets and to authorize the Board of Directors in this context, with affirmative votes representing the shares 860.950.469.
13. As there were no further items on the agenda, the meeting was closed by the Chairperson of the Council.

The minutes of the meeting were signed by the Meeting Chairperson at the meeting venue. 24/06/2022

Meeting Chairperson

Tolga Babalı

Minutes Secretary

Elvan Cumhuri

PROPOSAL REGARDING THE 1st ITEM IN THE AGENDA

Regarding the 1st item of the Agenda; We hereby request and propose the election of Tolga Babalı as the meeting chairperson and Elvan Cumhuri as the minutes secretary. 24.06.2022

MUSTAFA AYDEMİR
Representative of TurkCommerce B.V.