

2nd MEETING RECORD
FOR 2020-ORDINARY GENERAL ASSEMBLY OF
BERA HOLDING INC. HELD ON 17/06/2021

Because the quorum for the legal meeting was not met in the Ordinary General Assembly Meeting of Bera Holding Inc. for the year 2020 which was supposed to be held on 24/05/2021, the meeting was postponed; and the meeting was held on 17/06/2021 at 10:30 in Nişantaşı Mah. Dr. M. Hulusi Baybal Cad. No:9 Bera Hotel Selçuklu / Konya under the supervision of Mr. Haşmet YILMAZ and Mr. Fatih UZUN , the Ministry Representatives assigned with the letter of the Ministry of Commerce Provincial Directorate of Commerce dated 14/06/2021 and numbered 64706876.

Ms Gül ŞAHİN was present at the meeting representing the Independent Auditing Company Eren Independent Audit Joint Stock Company.

It is confirmed that agenda of the announced meeting to be held with the decision of the Managing Board dated 24/05/2021 and numbered 2021/24, Article 414 of the TCC regarding the determination of the reason for the postponement of the first meeting and the second meeting has been announced at the address of the Public Disclosure Platform www.kap.gov.tr, Central Registry Agency EGKS and our company's internet address www.beraholding.com.tr including the Agenda of Attorney of the meeting, which will be held with an announcement in accordance with the article and a Sample of Power, and at the 477-478 of the Turkish Trade Registry Gazette dated 26/05/2021 and numbered 10335; and that the Company has a total of 341.600.000 shares; and the Participation List was sent to the General Assembly from the Central Registry Agency on 17/06/2021 for the shareholders who have dematerialized their shares.

As a result of the examination of the list of attendees, it was determined that a total of 113,427.022 shares, of which 28,833,893 shares of the Company were represented PERSONALLY and 84,593,129 shares by PROXY, out of a total of 341,600,000 shares of the Company were represented at the meeting. It was understood that the quorum for the 2nd meeting stipulated in the 3rd paragraph of the article 29 of the Capital Markets Law and in the relevant article of the TCC's 418 and the company's articles of association was present.

With the opening speech of Erol KAYA, Deputy Chairman of the Managing Board, the agenda items were started to be discussed at 10:30.

AGENDA

Article 1- Erol KAYA, Deputy Chairman of the Managing Board, opened the meeting at 10.30. According to the article 10 of our Articles of Association and article 7 of our Internal Directive on Working Principles and Procedures of the General Assembly and the Presidency of the Meeting is carried out by the President of the Managing Board; in the absence of the Chairman of the Managing Board by one of the Deputy Chairman of the Managing Board and the Chairman appoints at least one record secretary and sufficient number of vote collectors, Erol KAYA, the deputy president of the Managing Board, will carry out the Presidency of the Meeting, and that he has appointed Mr. Mustafa Ulvi BEZİRCİ as the record secretary to take part in the council pursuant to Article 419 of the TCC; and stated that in accordance with Article 8 of our Internal Directive on Working Principles and Procedures of the General Assembly, the Presidency of the Meeting is authorized to sign the meeting minutes and other documents that form the basis for this record.

In accordance with the subparagraphs 5 and 6 of the Article 1527 of TCC 1527, the preparations for the Company's Electronic General Assembly were carried out in accordance with the legal regulations. Mr. Ahmet COŞKUNER who has the "Central Registry Agency Electronic General Assembly System Expertise Certificate " by the Meeting Presidency to use the Electronic General Assembly System, has been appointed, and the meeting will be opened simultaneously in the physical and electronic environment, and the other items of the agenda will be discussed. Erol KAYA took the floor and read the agenda items to the General Assembly.

In accordance with provision which reads about the way to vote taking place in the Article 12 of our Internal Directive on the Law, our Articles of Association and the Working Principles and Procedures of the General Assembly, provided that electronic vote counting regulations are reserved, the vote is used by raising hands or standing up or by saying acceptance or rejection separately or with ballot papers on which the name and surname of the shareholder, vote right and accepted or rejected writings; and it was informed to the General Assembly that electronic vote counting

arrangements will be made using the keypad system, which is the electronic version of the acceptance or rejection ballots distributed to the shareholders in the Attendee List.

Erol KAYA read the petitions submitted to the council regarding the dematerialization of 2 Kombassan Holding SA shares and the demand to vote and said that voting rights could be granted according to the list received from MKK.

Agenda items were read to the General Assembly. Pursuant to Article 11/3 of our Internal Directive on Working Principles and Procedures of the General Assembly, in order for the shareholders to take the floor on the agenda items that require negotiation, for the density of the agenda, the multitude of issues to be discussed, and for more shareholders to be given the right to speak;

it was put to the vote whether to limit or not to limit the speaking time, stating that separate voting would be made on whether to limit the speaking time and how long the speaking time would be.

Meeting President Erol KAYA stated that voting with the keypad system complies with the Internal Directives that can be used with acceptance or rejection ballot papers pursuant to paragraph 2 of the Article 12 of our Internal Directive on Working Principles and Procedures of the General Assembly of Bera Holding Inc. and the shareholders and their representatives who attend the General Assembly electronically reserve the electronic vote counting regulations pursuant to the article 1527 of the CMB and TCC.

As a result of the voting, it was accepted to limit the speaking time with 113,239,699 affirmative votes against 187.323 negative votes unanimously.

Since the limitation was accepted, the proposal to determine the speaking time of the Meeting Presidency as 5 minutes separately for each agenda item was submitted to the approval of the General Assembly.

As a result of the voting, with 113,266,411 affirmative votes against 160,611 negative votes and by majority vote, the limitation of speaking time was accepted and the speaking time was determined as 5 minutes for each shareholder in the agenda items requiring negotiation.

Article 2- Summary of the Managing Board's Activity Report for 2020 was read to the General Assembly by Sadık AY, the member of the Managing Board. Negotiations started on the Activity Report.

Deputy Attorney Kaan GÖK took the floor and asked if Kombassan Holding SA shares should be delivered to them and when they would be delivered. Erol KAYA said that the issue is not related to the agenda and that this issue should be discussed with the Holding management.

Shareholder Siyami AYDIN took the floor. He stated that the management said that there were no privileged shares and asked how the values of physical stocks were calculated as a result of dematerialization of the merger, on what basis the rights granted by the physical shares were abolished by the company, and therefore the dividend rights were restricted, and what were the removed privileges and on what basis it was abolished by the decision of the Managing Board. In response, Erol KAYA said that the privileged shares were abolished, and the companies were merged and dematerialized. Since there was no other speaker on the agenda item, the other item of the agenda was discussed.

Article 3- The Summary of the Independent Auditor's Report for the year 2020 was read to the General Assembly by the Auditor Ms. Gül ŞAHİN on behalf of Eren Independent Auditing Inc.

Article 4- The summary of the Independently Audited Consolidated Financial Statements for 2020 was read to the General Assembly by Ahmet YILMAZ and opened for discussion. Shareholder Siyami Aydın asked how the shareholders' share would be calculated, and how the values written on old shares were converted into new TL as a result of removing zero from TL. In response, Erol KAYA said that dematerialization was made according to the number of old shares.

The President of the Meeting asked if anyone would like to speak on the agenda item.

Since there were no other shareholders willing to speak on the agenda item, the 2020 Consolidated Financial Statements were put to vote.

In the voting, the Consolidated Financial Statements for 2020 were approved with 92,470,744 Acceptance votes against 20,956,278 negative votes unanimously.

Article 5- The release of the Members of the Managing Board due to their activities in 2020 was discussed.

The Chairman of the Meeting submitted the acquittal of the Members of the Managing Board to voting for their activities in 2020.

Members of the Managing Board did not use their voting rights arising from the shares they held in their release. Members of the Managing Board were acquitted for their activities in 2020, with 84.547.555 Acceptance votes unanimously against 28.879.467 negative votes of the other shareholders attending the meeting.

Article 6- The Managing Boards' Proposal regarding the use of the 2020 Term Profit was discussed and decided to be discussed.

President of meeting Erol KAYA stated that in accordance with the provisions of the Capital Markets Board's II 14-1 "Communiqué on the Principles of Financial Reporting in the Capital Markets", within the framework of the Turkish Accounting Standards / Turkish Financial Reporting Standards (TMS / TFRS) published by the Public Oversight, Accounting and Auditing Standards Authority and the CMB According to the Consolidated Financial Statements for the 01.01.2020-31.12.2020 accounting period, prepared in accordance with the formats determined by 352,292.988,00-TL profit for the period accrued to the Parent Company Share,

According to the Unconsolidated legal records arranged in accordance with the provisions of the TCC and TPL; TL 27.776.125,05 amount of "Period Loss" has occurred in the 01.01.2020-31.12.2020 accounting period.

In Article 7 of the Capital Markets Board's Dividend Guide, "The entire amount of dividends foreseen to be distributed can only be distributed as long as it can be met from the current net distributable profit in the legal records (in the records kept in accordance with the Tax Procedure Law) or from other sources. In other words, the upper limit for the amount of dividend to be distributed is the amount at which the relevant profit distribution resources in the legal records can be distributed, stating that in order to make profit distribution, there must be profit that can be distributed in the financial statements calculated according to the provisions of the Tax Law,

As it is known, the source of income and therefore profit of our Holding consists of profit shares from its subsidiaries and affiliates. Due to the pandemic measures, in the provisional article 13 of the Turkish Commercial Code No. 6102, it is stipulated that the 2019 profit distributions to be made in 2020 cannot exceed 25%, and the profits and reserves of the previous periods cannot be subject to distribution. In accordance with this regulation, a sufficient level of profit share could not be received from its subsidiaries and affiliates in 2020, and as a result of this situation, it is not legally possible to take a profit distribution decision due to the "Loss for the Period" amounting to TL 27,776.125,05- in the unconsolidated financial statements of the Holding.

In the voting held upon the request of Ministry Representative Haşmet YILMAZ, it was accepted that the 2020 Term Profit would not be distributed with 75,769,503 affirmative votes against 37,657,519 negative votes unanimously.

Article 7-- The number of members of the Managing Board and the election of members, the determination of their term of office, and the determination of Independent Board Members were discussed.

President of Meeting, Erol KAYA, stated that the election of the Managing Board will be carried out by voting on the lists of candidates formed as per the number of members to be elected according to the Article 9 of the Articles of Association, and asked whether there is a list of candidates and proposals for the Members of the Managing Board and Independent Memberships and to be submitted, if any.

Konya Kağıt Sanayi ve Ticaret Anonim Şirketi, Bera Turizm İnşaat Seyahat Ticaret Anonim Şirketi, Komyapı İnşaat Anonim Şirketi, Kompen Pvc Yapı İnşaat Anonim Şirketi, Divapan Entegre Ağaç Panel Sanayi Ticaret Anonim Şirketi legal entities are proposed as candidates for the Managing Board, and Abdulkadir BULUŞ, Cihat KIVRAK and Ömer SERDAR to be the Independent Members of the Managing Board as List 1 to work for 3 years by Partner Talat SEHER. Independent Member candidates submitted their Declaration of Independence to the General Assembly. With the list 2 submitted, Engin İsmail KÖSE, Burcu İLKİ, İnci ALFAR, Abdullah GÜLTEKİN, Ahmet KAYNAK as candidates for Managing Board Members, Ayşe Tanrıkulu YOZU, Burak ALKAN and Merve Koçyiğit TÜTÜNCÜOĞLU submitted their nominations as Independent Board Member candidates to the General Assembly. Voting was carried out by using "Accept" for each list separately.

In the Voting;

List 1 got 84,798,727 votes of acceptance,

List 2 got 24,489,806 votes of acceptance,

List 1 is the one received the most votes according to the voting result.

Konya Kağıt Sanayi ve Ticaret Anonim Şirketi, Bera Turizm İnşaat Seyahat Ticaret Anonim Şirketi, Komyapı İnşaat Anonim Şirketi, Kompen Pvc Yapı İnşaat Anonim Şirketi, Divapan Entegre Ağaç Panel Sanayi Ticaret Anonim Şirketi legal entities were elected as Managing Board Members; Abdulkadir BULUŞ , Cihat KIVRAK and Ömer SERDAR were elected as Independent Members of the Managing Board to serve for a period of 3 years.

Siyami AYDIN, who made a written proposal, stated that "The method of election of the members of the Board is written by raising their hands in the articles of association, that his right is not used as a partner under the articles of association and that it is not accepted by the Chairman of the Board and stated that he annotated the voting procedure.

Article 8- In order to carry out the activities within the scope of the relevant regulations of the TCC and CMB For the 01.01.2021 – 31.12.2021 accounting period, it was started to discuss the selection of the Independent Auditing Firm made by the Managing Board for the approval of the General Assembly.

As a result of the Evaluations of the Audit Committee within our Managing Board, Eren Independent Auditing Inc. was proposed to the Managing Board as the Independent Auditing Company for 2021 with the decision of our Managing Board dated 01/04/2021 and numbered 2021/10 and Eren Independent Auditing Inc. as the 01.01.2021 – 31.12.2021 accounting period Consolidated Independent Auditor was submitted to the approval of the General Assembly.

As a result of the voting, with 113,177,364 Acceptance votes against 249,858 Negative votes and a majority of votes, Eren Independent Auditing Inc., has been accepted to be elected to conduct the Independent Auditing of our Holding's Consolidated Financial Statements and Footnotes, Auditing of Financial Reports and other activities for the period 01.01.2021 - 31.12.2021.

Article 9- The item about giving information to the Shareholders for the Donations and Aids Made in 2020 was started to discuss.

The President of the Meeting stated that the Managing Board was granted an authority to make donations and aids of TL 750.000-TL for the year 2020 with the decision of the 2019 General Assembly dated 29.07.2020; and Consolidated donations and aids amounted to TL383,047.66- was realized for 2020 and TL240.000,00- out of this amount was stated to consist of donations made to the National Solidarity Campaign initiated by the Presidency.

Article 10- It was started to discuss the determination of the upper limit for donations to be made in 2021.

The Managing Board submitted its proposal to the General Assembly for an upper limit of TL1,000,000- for donations to be made in 2021.

With the second proposal, these donations should be made to help the partners living in Germany and who are in a difficult situation, and the upper limit of the donation is TL1,000,000,00 was requested to be determined.

Since there was no other proposal, voting was started.

1. As a result of the voting for the proposal, 81.293.820 Accepted votes against 30.099.534 negative votes.
2. As a result of the voting for the proposal, it received 26.186.495 Acceptance votes against 82.722.621 negative votes. The upper limit for donations of TL1,000,000-for the year 2021, which was written in the proposal, was accepted by majority vote.

Article 11- In accordance with the regulations of the Capital Markets Board, President of Meeting Erol KAYA stated that in there are no guarantees, pledges, mortgages and sureties about the guarantees, pledges, mortgages and sureties given by the Holding in 2020 given by the in favor of 3rd parties and the necessary information is available in the Note 25 of the Independent Audit Report for the year 2020.

Article 12- It was started to discuss the determination of the remuneration and attendance fees of the members of the Managing Board.

President of the Meeting asked if there were any offers regarding remuneration and attendance fees for the members of the Managing Board.

Telat SEHER proposed that the upper limit of Salary and Attendance fees for each Member of the Managing Board, valid for a period of 3 years, in Turkish Lira equivalent to a monthly net amount of USD 10.000 to be determined by the decision of the Managing Board, and to determine the TL equivalent of the upper limit, based on the exchange rate on the date of the Managing Boards' decision on wages in accordance with the Article 10 of the Articles of Association.

Since there was no other proposal, the proposal was voted on.

In the Voting, it received 84.314.903 Accepted votes against 28.845.697 Rejection votes.

According to the voting result, the determination of the decision that the upper limit of Salary and Attendance fees for each Member of the Managing Board valid for a period of 3 years, with a monthly net equivalent of USD 10,000 in Turkish Lira was accepted by the majority of the votes of the attendees.

Article 13- In accordance with Articles 395 and 396 of TCC and the Principle numbered 1.3.6, annexed to the II-17.1 Corporate Governance Communiqué published by the CMB, the Members of the Managing Board it is started to discuss whether special permission will be given to personally carry out the works that fall within the scope of the Company's business or not.

The Managing Board requested that the aforementioned permissions be granted.

As a result of the voting, special permission granted with 74.846.334 affirmative votes and majority votes against 38.580.688 rejection votes prescribed in the Article 1.3.6 of the Corporate Governance Principles annexed to the II-17.1 Corporate Governance Communiqué published by the CMB to the Members of the Managing Board and the articles 395 and 396 of the TCC.

Partner Serdar ERKOÇ sent counter statement against Article 13 in electronic form - (it is a substance open to abuse); Erdem ÜÇYILDIZ; (managing the company in accordance with the company's articles of association, TCC and secondary legislation within the framework of the obligations imposed by the law on a prudent trader) and Enver ÇEVİK; (in order to eliminate the possibility of the company's Managing Board members abusing the freedom to do whatever they wish in the management on their own behalf and to protect the investors).

Article 14 - Speaking in the Wishes and Requests part,

Partner Engin İsmail KÖSE took the floor and thanked the General Assembly, saying that he has been a stakeholder for many years and that he has been trying to make the company better.

Partner Ayhan ZENGİN, taking the floor, said that he is one of the founding partners, the proposals of the Managing board generally received around 80 million votes, he was surprised by this, he also found the attendance fees given to the members of the managing board high, that there were amounts collected from the courts and why some of them were not distributed to the shareholders as dividends. He said that the stocks rose and fell unevenly in the BIST and that the general assembly held was legal but not conscientious. President of Chairman Erol KAYA said that the voting was done electronically, and the votes were cast by the partners notified by MKK.

Mehmet SOYER took the floor, asked whether it is considered to increase the acceleration of existing companies with new investments; Erol KAYA said that the new management will decide that.

Siyami AYDIN took the floor and said that after the physical stocks are dematerialized, according to the provisions of the international information sharing and exchange agreement, the securities owned in Turkey by a partner in Germany are automatically reported to the German authorities, and this situation is a big problem for the partners. In response, Erol KAYA said that there was nothing that the Managing could do, in which the issue was implemented through international agreements.

President of Meeting Erol KAYA closed the meeting at 12.55.

PRESIDENT OF MEETING
Erol KAYA

RECORD SECRETARY
Mustafa Ulvi BEZIRCI

MINISTRY REPRESENTATIVES
Fatih UZUN **Hasmet YILMAZ**