

KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.
BOARD OF DIRECTORS:
INFORMATION TEXT FOR THE ORDINARY GENERAL ASSEMBLY
MEETING FOR 2022

Istanbul Trade Registry Office - Trade Registry No: 652377

INTRODUCTION and GENERAL INFORMATION

The Ordinary General Assembly Meeting of our Company for the period between January 1, 2022, and December 31, 2022, shall be held on April 25, 2023, Tuesday at 11:00 AM in "Wyndham Grand Istanbul Levent Hotel, Esentepe Mahallesi Büyükdere Caddesi No:177-183 Şişli 34394 İstanbul" address to discuss and decide on the items on agenda.

The Board of Directors' Consolidated Annual Report, Consolidated Financial Statements and Notes (collectively "Financial Report"), Opinion of the Independent Auditor, proposal of the Board of Directors on Dividend Distribution, Corporate Governance Principles Compliance Reports, Agenda of the Meeting, General Assembly Information Document, Participation Procedure for the General Assembly Meeting and the General assembly information notes consisting of additional disclosures within the scope of the Power of Attorney Form and the regulations of the Capital Markets Board, all relating to the period between January 1, 2022, and December 31, 2022, shall be made ready to be examined by our shareholders within at least three weeks before the general assembly meeting date, at your Headquarters, in the "Investor Relations" section of our Corporate Website at www.kontrolmatik.com, on the Public Disclosure Platform (www.kap.org.tr) and in the Electronic General Assembly System ("e-GKS") of the Central Registry Agency ("MKK").

PARTICIPATION PROCEDURE FOR THE GENERAL ASSEMBLY

Our shareholders can participate in the meeting physically pursuant to Articles 1527 of the Turkish Commercial Code ("TTK") no. 6102 or can cast their votes electronically via the Electronic General Assembly System ("e-GKS") of the Central Registry Agency ("MKK"). The shareholders or their representatives who prefer to participate in the Ordinary General Assembly Meeting electronically must possess an Electronic Signature Certificate.

The shareholders with "electronic signatures" who prefer to participate in the Ordinary General Assembly Meeting electronically, should complete their transactions in line with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint-Stock Companies" published in the Official Gazette dated August 28, 2012, and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be Applied Implemented in General Assemblies of Joint-Stock Companies" published in the Official Gazette dated August 29, 2012, and numbered 28396. Otherwise, they shall not be able to participate in the Ordinary General Assembly Meeting electronically. Our shareholders can access necessary information regarding participation in the general assembly meeting electronically via MKK and/or the website of MKK at www.mkk.com.tr.

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code no. 6102 and paragraph 1 of Article 30 of the Capital Markets Law no 6362, the right to participate in and cast votes in the General Assembly cannot be made conditional on the storage of share certificates. In this framework, our shareholders are not obliged to block their shares in the event they want to participate in the General Assembly Meeting.

However, in the event our shareholders who do not want their identities and details about their shares to be reported to our Company and thus, such information cannot be viewed by our Company, request to participate in the General Assembly Meeting, such shareholders should apply to the intermediary firms where their accounts are held and ensure that the restrictions that prevent the disclosure of their identities and the shares in their accounts to our Company until 16:30, a day before the General Assembly Meeting at

the latest.

The shareholders who are listed in the participants list prepared by taking into account the "shareholders list" provided by MKK may attend the Ordinary General Assembly Meeting. The check of whether those present in the meeting

hall to participate in the Ordinary General Assembly Meeting are shareholders or representatives shall be carried out from the said list.

In order for our shareholders who cannot be physically present in the Ordinary General Assembly Meeting to cast their votes via a proxy, provided that the rights and obligations of the shareholders who shall participate electronically are reserved, such shareholders should duly arrange their power of attorney documents, carry out other issues stipulated in the CMB's "Communiqué on Voting by Proxy and Proxy Solicitation" no. II-30.1, published in the Official Gazette dated December 24, 2013, and numbered 28861 and submitted to our Company by notarizing the signatures on the document. A sample of the Proxy Form can be found on our Headquarters or our Corporate Website at www.kontrolmatik.com.

If the authorization was made via e-GKS, the full name of the proxy (representative) should be present in the list received from MKK. If the authorization was not made via e-GKS, a power of attorney in compliance with the legislation should be submitted. Submitting the power of attorney document of a proxy, who was assigned electronically via e-GKS, is not obligatory. Power of attorney documents that are obligatory as per the CMB's "Communiqué on Voting by Proxy and Proxy Solicitation" no. II-30.1 and are not in compliance with the power of attorney sample attached, shall not be accepted due to our legal responsibility.

Provided that the provisions regarding electronic voting in the Ordinary General Assembly meeting are reserved, the voting shall be held in an open manner and by raising hands.

According to the Capital Markets Law, shareholders shall not be notified by registered mail for registered shares traded on the stock exchange.

Respectfully submitted for the information of the shareholders.

KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.
BOARD OF DIRECTORS

Headquarters: Oruçreis Mahallesi Tekstilkent Cad. NO: 12B/154 Esenler – İstanbul
Mersis No: 0576051151300001

KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.
AGENDA OF THE ORDINARY GENERAL ASSEMBLY FOR
2022
TO BE HELD ON 25.04.2022

1. Introduction and the selection of the Chairman of the Meeting, authorization of the Chairman of the Meeting regarding the signing of the General Assembly Meeting minutes and the list of participants,
2. Reading, negotiation and approval of the 2022 Annual Report prepared by the Board of Directors,
3. Reading of the Independent Auditors' Report Summary for the 2022 accounting period,
4. Reading, negotiation and approval of the Financial Statements for the 2022 accounting period,
5. Release of the members of the Board of Directors separately from the activities of the Company in 2022,
6. Reading, discussion and submittal for approval of the proposal of the Board of Directors on the profit distribution for the year 2022.
7. Determination of the number of Board Members and their terms of office, selection in line with the number of members, selection of the Independent Members of the Board of Directors
8. Determination of rights such as remuneration/attendance fees, bonus/premium to be paid to the Board Members during their terms of office and approval of such by discussion.
9. Informing the shareholders on the share repurchase transactions carried out in line with the decision taken by the Board of Directors
10. Discussion of the proposal of the Board of Directors regarding the selection of the Independent Audit Firm and submitting the firm for approval in line with the Turkish Commercial Code and the regulations of the Capital Markets Board.
11. Informing the shareholders on the donations made by the Company within 2022 and the determination of the donation limit for 2023,
12. Informing the shareholders on the income or benefits obtained from collaterals, pledges, mortgages and sureties given in favor of third parties within 2022 by the Company and its subsidiaries pursuant to the regulations of the Capital Markets Board,
13. Providing information on the transactions carried out in 2022 in line with the permission within the framework of Articles 395 and 396 of the Turkish Commercial Code and with the Corporate Governance Communiqué of the Capital Markets Board to the shareholders with control over management, Board Members, executives and their spouses as well as their relatives by blood or marriage,
14. Wishes and Expectations, Closure.

**POWER OF
ATTORNEY
KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.**

At the ordinary general assembly meeting for the year 2022 of Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. to be held on 25.04.2023 Tuesday at 11:00 AM in Wyndham Grand Istanbul Levent Hotel, Esentepe Mahallesi Büyükdere Caddesi No: 177-183 Şişli 34394 Istanbul address, to be authorized to represent me, cast votes, make proposals and sign the necessary documents in line with the views I have stated below; I hereby assign, whose is introduced in detail below, as a proxy.

Details of the Proxy(*);

Full Name/Trade Name:

TR ID No./Tax ID No., Trade Registry and Number and MERSIS number:

(*)For foreign proxies, it is obligatory to submit the aforementioned details along with their equivalents (if any).

A) SCOPE OF THE POWER OF ATTORNEY

For sections 1 and 2 below, the scope of the power of proxy should be determined by selecting one of the options (a), (b) or (c).

1.Regarding the Issues in the General Assembly Agenda;

- a) The proxy is authorized to cast votes in his/her own opinion.
- b) The proxy is authorized to cast votes according to the recommendations of the partner ip management.
- c) The proxy is authorized to cast votes within the scope of the instructions specified in the table below.

Instructions:

In the event option (c) is selected by the shareholder, instructions regarding a specific agenda item are given by marking one of the options (accept or reject) opposite the general assembly agenda item in question and by indicating the dissenting opinion, if any, which shall be written in the general assembly minutes, in the event the option of rejection is selected.

Item No.	Agenda Items	Accept	Reject	Dissenting Opinion
1.	Introduction and the selection of the Chairman of the Meeting, authorization of the Chairman of the Meeting regarding the signing of the General Assembly Meeting minutes and the list of participants,			
2.	Reading, negotiation and approval of the 2022 Annual Report prepared by the Board of Directors,			
3.	Reading of the Independent Auditors' Report Summary for the 2022 accounting period,			
4.	Reading, negotiation and approval of the Financial Statements for the 2022 accounting period,			
5.	Release of the members of the Board of Directors separately from the activities of the Company in 2022			
6.	Reading, discussion and submittal for approval of the proposal of the Board of Directors on the profit distribution for the year 2022.			
7.	Determination of the number of Board Members and their terms of office, selection in line with the number of members, selection of the Independent Members of the Board of Directors			
8.	Determination of rights such as remuneration/attendance fees, bonus/premium to be paid to the Board Members during their terms of			
9.	Informing the shareholders on the share repurchase transactions carried out in line with the decision taken by the Board of Directors,			

10.	Discussion of the proposal of the Board of Directors regarding the selection of the Independent Audit Firm and submitting the firm for approval in line with the Turkish Commercial Code and the regulations			
11.	Informing the shareholders on the donations made by the Company within 2022			
12.	Informing the shareholders on the income or benefits obtained from collaterals, pledges, mortgages and sureties given in favor of third parties within 2022 by the Company and its subsidiaries pursuant to the regulations of the Capital Markets Board,			
13.	Providing information on the transactions carried out in 2022 in line with the permission within the framework of Articles 395 and 396 of the Turkish Commercial Code and with the Corporate Governance Communiqué of the Capital Markets Board to the shareholders with control over management, Board Members, executives and their spouses as well as their relatives by blood or marriage,			
14.	Wishes and Expectations, Closure.			

- There is no voting on the informative articles.

2. Special instruction regarding other issues that may come forth during the General Assembly meeting and especially, the usage of minority share rights:

- The proxy is authorized to cast votes in his/her own opinion.
- He/she shall not be authorized for these issues.
- The proxy is authorized to cast votes within the scope of the special instructions below.

SPECIAL INSTRUCTIONS: If any, the special instructions to be provided to the proxy by the shareholder shall be specified here.

B) By selecting one of the following options, the shareholder specifies the shares that her/she wishes the proxy to represent.

1. I hereby approve the representation of my shares detailed below by the proxy.

a) Arrangement and Series: *

b) Number/Group:**

c) Number/Nominal Value of Shares:

ç) Whether the share has a privilege in the voting:

d) Whether the share is a bearer share/registered share:*

e) The ratio of shareholder's total shares/voting rights:

* This information is not requested for dematerialized shares.

** For dematerialized shares, information regarding the group, if any, shall be provided instead of a number.

2. I hereby approve that all my shares specified in the list of shareholders who can participate in the General Assembly, prepared by the Merkezi Kayıt Kuruluşu A.Ş. one day before the General Assembly date be represented by the proxy.

FULL NAME or TITLE of the SHAREHOLDER (*):

TR ID No./Tax ID No., Trade Registry and Number and MERSIS number:

Address:

(*) For foreign shareholders, it is obligatory to submit the aforementioned details along with their equivalents (if any).

SIGNATURE:

ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF THE REGULATIONS OF THE CAPITAL MARKETS BOARD

Additional disclosures regarding our 2022 Ordinary General Assembly meeting, which is required to be held in accordance with Article (1.3.1) of the Corporate Governance Principles attached to the "Corporate Governance Communiqué" of the Capital Markets Board No. II-17.1. are specified below.

1. Total Number of Shares and Voting Rights Representing the Shareholding Structure of the Company; If there are Privileged Shares in the Company's Capital

Number of Shares and Voting Rights Representing Each Privileged Share Group:

Full Names/Trade Names of Partners	Capital Share (TRY)	Capital Share (%)	Voting Right	Voting Right Percentage
Sami Aslanhan	58,181,444.3	29.09	58,181,444.3	29.09
Ömer Ünsalan	58,181,444.3	29.09	58,181,444.3	29.09
Other (Free-float)	83,637,111.4	41.82	83,637,111.4	41.82
Total Paid-In Capital	200,000,000.00	100.00	200,000,000.00	100.00

The company's issued capital is TRY 200,000,000 and has been divided into 200,000,000

share

s,

each share has 1 (one) voting right. There are no privileged shares or share groups.

On 08.06.2022, the company decided to increase its capital to TRY 200,000,000 from TRY 38,062,500, fully covered by internal resources. With the resolution of the Board of Directors dated 18.07.2022, the application of the Capital Markets Board to increase the capital to TRY 200,000,000 through bonus issues from internal resources has been approved as of 25.08.2022. On 06.09.2022, the new capital of the Company has been registered as TRY 200,000,000.

2. Information on the Actual or Planned Changes in Management and Operations of the Company and Major Affiliates and Subsidiaries of the Company that Will Significantly Affect the Company's Activities:

Information on the changes in the management and operations carried out in 2022 or planned to be carried out in the 2023 accounting period are disclosed to the public along with material disclosures and financial statement disclosures.

The relevant disclosures can be accessed via the Public Disclosure Platform (KAP) <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/5206-kontrolmatik-teknoloji-enerji-ve-muhendislik-a-s> and our corporate website <https://www.kontrolmatik.com/yatirimci-iliskileri> address.

3. Requests of Shareholders, Capital Markets Board (CMB) or Other Public Institutions and Organizations related to the Company to Add an Item to the Agenda:

While the agenda of the Ordinary General Assembly meeting to be held on April 25, 2023, for the year 2022 is prepared, there have been no issues that the shareholders requested in writing from the Investor Relations Unit of the Company to be included in the agenda. Likewise, CMB and/or other public institutions and organizations related to the Company have not made a request to include an item on the agenda.

**OUR EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY
GENERAL ASSEMBLY MEETING DATED 25.04.2023**

- 1. Introduction and the selection of the Chairman of the Meeting, authorization of the Chairman of the Meeting regarding the signing of the General Assembly Meeting minutes and the list of participants,**
Within the scope of "Turkish Commercial Code No. 6102" (TTK), "Procedures and Principles of General Assembly Meetings of Joint-Stock Companies and the Regulation on Ministry of Customs and Commerce Representatives to Attend These Meetings" ("Regulation" or "General Assembly Regulation") and Article 7 of the General Assembly Internal Directive, the Chairman of the Meeting to chair the General Assembly meeting is elected. At least one Minute Clerk shall be appointed by the Chairman in accordance with the General Assembly Internal Directive. The chairman may select an adequate number of vote collectors.
- 2. Reading, negotiation and approval of the 2022 Annual Report prepared by the Board of Directors,**
Within the scope of the TTK, Regulation and the regulations related to the Capital Markets Law, information shall be provided on the 2022 Annual Report, which also includes the corporate governance principles compliance report submitted to our shareholders for review, in our Headquarters, MKK's Public Disclosure Platform and the Electronic General Assembly portal as well as our corporate website at www.kontrolmatik.com address for three weeks before the General Assembly. The Annual Report shall be submitted for the opinion and approval of our shareholders at the General Assembly.
- 3. Reading of the Independent Auditors' Report Summary for the 2022 accounting period,**
The summary section of the 2022 Annual Report prepared within the scope of the TTK, Regulation and the regulations related to the Capital Markets Law and submitted to our shareholders for review in our Headquarters, MKK's Public Disclosure Platform and the Electronic General Assembly portal as well as our corporate website at www.kontrolmatik.com address for three weeks before the General Assembly shall be submitted to the opinion of the General Assembly.
- 4. Reading, negotiation and approval of the Financial Statements for the 2022 accounting period,**
Within the scope of the TTK, Regulation and the regulations related to the Capital Markets Law, information shall be provided on the 2022 financial statements and financial tables submitted to our shareholders for review in our Headquarters, MKK's Public Disclosure Platform and the Electronic General Assembly portal as well as our corporate website at www.kontrolmatik.com address for three weeks before the General Assembly. The documents in question shall be submitted for the opinion and approval of our shareholders at the General Assembly.
- 5. Release of the members of the Board of Directors separately from the activities of the Company in 2022,**
Release of the members of the Board of Directors separately for their activities, transactions and accounts in 2022 in line with the provisions of the TTK and the Regulation shall be submitted for the approval of our shareholders at the General Assembly.
- 6. Reading, discussion and submittal for approval of the proposal of the Board of Directors on the profit distribution for the year 2022.** According to our financial statements for the accounting period between 01.01.2022 and 31.12.2022, prepared by our Company within the framework of the provisions of the TTK and the Capital Markets Law in line with Turkish Financial Reporting Standards and audited by Ser&Berker Bağımsız Denetim A.Ş., Net Profit for the Period of TRY 469,060,654 has been made in 2022. The table showing our profit distribution proposal for 2022 was prepared taking into consideration our Dividends Policy, long-term strategy, investment and financing policies, profitability and cash status, and as per the format of the Dividend Distribution Table in the Dividend Guide announced in accordance with the Dividend Communiqué numbered II-19.1 is in **Annex/1**.

7. Determination of the number of Board Members and their terms of office, selection in line with the number of members, selection of the Independent Members of the Board of Directors,

In line with the principles regarding the selection of Board members in our articles of association pursuant to the CMB regulations, TTK and the Regulation, new members shall be appointed in place of the members of the Board of Directors whose terms have expired. Additionally, to comply with the Corporate Governance Communiqué of the CMB No. II-17.1, independent members shall be selected.

According to Article 7 of our Articles of Association, the affairs and management of the Company are executed by the Board of Directors formed of at least 5 members to be assigned for a maximum of 3 years by the General Assembly in line with the provisions of the capital market legislation and the Turkish Commercial Code. In this context, 2 of the Board Members to be selected need to possess the independence criteria specified in the Corporate Management Principles.

In this context, a re-election shall be held for the Board Members whose terms of office have expired. The Board Member Candidates and the terms of office of the Board Members shall be determined by the General Assembly. Upon the recommendation of our Corporate Governance Committee, which assesses the candidates notified to it, Mr. Bıkm Kanık and Mr. Burhanettin Koray Tunçalp have been elected as Independent Board Member candidates and our company has been informed that it has been decided not to express any reservations regarding their nominations by the CMB at its meeting dated 02.03.2023 and numbered 12/258.

CVs and independence statements of the independent board member candidates are in **Annex/2**.

8. Determination of rights such as remuneration and attendance fees, bonuses and premiums to be paid to the Board Members during their terms of office and approval of such by discussion.

Determination of rights such as remuneration and attendance fees, bonuses and premiums to be paid to the Board Members in 2022 during their terms of office and approval of such by discussion shall be submitted for the opinion and approval of our shareholders at the General Assembly within the framework of the provisions of the TTK and the Regulation as well as our company's Remuneration Policy.

9. Informing the shareholders on the share repurchase transactions carried out in line with the decision taken by the Board of Directors

Initiated with the decision taken by the Company Management on December 6, 2022, in order to be used to eliminate the negative effects that the price movements of the Company's shares traded at Borsa Istanbul A.Ş ("Borsa Istanbul") may cause in the short term on investors, protecting the values of investments by all shareholders, supporting the price stability of the Company shares and for stock acquisition plans of employees when deemed appropriate and necessary by the company management, shareholders shall be informed on the transactions carried out in 2022 and the current situation within the scope of the share buyback program launched in line with the Repurchased Stocks Communiqué of the Capital Markets Board ("Board") No. II-22.1 and its statements dated July 21, 2016, and July 25, 2016, at the General Assembly.

10. Discussion of the proposal of the Board of Directors regarding the selection of the Independent Audit Firm and submitting the firm for approval in line with the Turkish Commercial Code and the regulations of the Capital Markets Board.

In accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board, during our Board Meeting dated 29.03.2022, it was decided to appoint GÜRELİ YEMİNLİ MALİ MÜŞAVİRLİK VE BAĞIMSIZ DENETİM HİZMETLERİ A.Ş., by taking the opinion of the Audit Committee, for the audit of financial reports of our company for 2023 and the execution of other activities within the scope of the relevant regulations in these laws; and the appointment shall be submitted to the approval of the General Assembly.

11. Informing the shareholders on the donations made by the Company within 2022 and the determination of the donation limit for 2023,

According to the relevant article of the Dividend Communiqué No. II-19.1 of the CMB, the General Assembly shall be informed on the donations made in 2022. Pursuant to paragraph 5 of Article 19 of the Capital Markets Law No. 6362, the limit of donations to be made in 2023 shall be determined by the General Assembly.

12. Informing the shareholders on the income or benefits obtained from collaterals, pledges, mortgages and sureties given in favor of third parties within 2022 by the Company and its subsidiaries pursuant to the regulations of the Capital Markets Board,

Pursuant to Article 12 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, the income or benefits obtained from collaterals, pledges, mortgages and sureties given in favor of third parties by the Company and its subsidiaries should be included in the General Assembly meeting agenda as a separate item, and this issue shall be submitted to the information and opinion of our shareholders. Since it is an informative article, no voting shall be carried out.

13. Providing information on the transactions carried out in 2022 in line with the permission within the framework of Articles 395 and 396 of the Turkish Commercial Code and with the Corporate Governance Communiqué of the Capital Markets Board to the shareholders with control over management, Board Members, executives and their spouses as well as their relatives by blood or marriage

The Board Members' operations within the framework of paragraph 1 of Article 395 titled "Prohibition of Transactions with the Company" and "Borrowing to the Company" and within the framework of Article 396 titled "Prohibition of Competition" shall be submitted for approval. According to the mandatory Corporate Governance Principle No. 1.3.6 of the CMB, in the event the shareholders with control over management, board members, managers with administrative responsibility and their spouses as well as their relatives by blood or marriage carry out a major transaction that may cause a conflict of interest with our Company or its subsidiaries and/or carry out a commercial business transaction that is included in the scope of operation of our Company or its subsidiaries on their own or someone else's account or enter into another partnership operating in the same type of commercial business as a partner with unlimited liability, those operations are included in the agenda of the general assembly as a separate agenda item in order to provide detailed information on the matter at the General Assembly and is recorded in the minutes of the general assembly. Pursuant to these regulations, the granting of the permission in question shall be submitted in the General Assembly for the approval of our shareholders and additionally, within 2022, our shareholders shall be informed whether there is a transaction within the scope of the principle No. 1.3.6 of the Corporate Governance Communiqué.

14. Wishes and Expectations, Closure.

ANNEXES:

Annex 1 Dividend Distribution Table

Annex 2 CVs of Board Member Candidates and Independence Statements of the Independent Board Member Candidates

Annex 1 Dividend Distribution Table

KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş. DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2022 (TRY)			
1. Paid-in / Issued Capital		200,000,000.00	
2. General Legal Reserve (According to Legal Documents)		11,129,389.00	
As per the articles of association, information on whether there is a privilege in dividend distribution:		There is no privilege.	
		According to	According to Legal Documents
3	Profit for the Period	422,380,112.00	418,204,616.95
4	Taxes to be Paid (-)	61,412,336.00	90,412,773.43
5	Net Profit for the Period (*) (=)	469,060,654.00	327,791,843.52
6	Accumulated Losses (-)	0.00	0.00
7	General Legal Reserve (-)	16,389,592.18	16,389,592.18
8	DISTRIBUTABLE NET PROFIT FOR THE PERIOD (=)	452,671,061.82	311,402,251.34
9	Donations Made During the Year (+)	303,375.00	303,375.00
10	Distributable Net Profit for the Period Including	452,974,436.82	311,705,626.34
11	First Dividend to Shareholders	30,000,000.00	0.00
	- Cash	30,000,000.00	0.00
	- Bonus	0.00	0.00
	- Total	30,000,000.00	0.00
12	Dividends Distributed to Privileged Shareholders	0.00	0.00
13	Other Distributed Dividends -To Board Members, -To Employees,	0.00	0.00
14	Dividends Distributed to Dividend Shareholders	0.00	0.00
15	Second Dividend to Shareholders	0.00	0.00
16	General Legal Reserve	2,000,000.00	0.00
17	Statutory Reserves	0.00	0.00
18	Special Reserves	0.00	0.00
19	EXTRAORDINARY RESERVES	420,671,061.82	279,402,251.34
20	Other Resources Available for Distribution	0.00	0.00
	- Retained Profits		
	- Extraordinary Reserves		
	- Other Reserves Available for Distribution As Per the Law and		

(*) The net profit for the period of the partnership is TRY 483,792,448. Since TRY 14,731,794 of this amount falls to shares without control power, the net profit for the period of TRY 469,060,654 of the parent company has been taken into account.

Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. 2022 Dividend Ratios Table						
	GROUP **	TOTAL DISTRIBUTED DIVIDENDS (TRY)		TOTAL DISTRIBUTED DIVIDENDS / DISTRIBUTABLE NET PROFIT FOR THE PERIOD ***	DIVIDEND FOR A SHARE WITH TRY 1 NOMINAL VALUE (NET)	
		CASH (TRY)	BONUS (TRY)	RATIO (%)	AMOUNT	RATIO (%)
GROSS	-	30,000,000.00	0.00	6.62	0.1500000	15.0000
NET****	-	27,000,000.00	0.00	5.96	0.1350000	13.5000

(**) Group distribution has not been specified since there is no privileged dividend group (***) Ratio of Dividend Distributed to Distributable Net Profit for the Period Including Donations (****) Net calculation has been made assuming that there will be 10% income tax withholding

**INDEPENDENCE
STATEMENTS**

I hereby accept, represent and undertake that: I am a candidate to carry out duties as an "independent member" of the Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. ("**Company**") Board of Directors within the framework of the criteria specified in the relevant legislation, Company's Articles of Association and the Corporate Governance Principles attached to the Corporate Governance Communiqué (II-17.1) published by the Capital Markets Board, and in this context:

- a) There are no employment relations between myself, my spouse, and my second-degree relatives by blood and marriage with the Company, partnerships in which the Company has control over management or material impact, shareholders of the Company with control over management or shareholders with material impact on the Company and legal entities which these partners have control over their management within the last five years in a managerial position assuming essential duties and responsibilities, that these parties do not hold more than 5% of voting rights or privileged shares individually or collectively or entered into any material commercial relations;
 - b) I have not been a shareholder (5% and above) or an executive or board member assuming essential duties and responsibilities for the past five years including auditing (including tax audit, legal audit, internal audit), rating and consultancy of the Company, in companies which the Company purchases or sells significant services or products in line with agreements executed, during the periods in which these services or products were purchased or sold;
 - c) I possess the professional education, knowledge and experience to carry out the duties I shall assume as an independent member of the board of directors,
 - ç) I shall not work full-time for public institutions and organizations (except working as a university lecturer) after being appointed as a member;
 - d) I am a resident of Türkiye according to the Income Tax Law (G.V.K.) dated 31/12/1960 and no. 193.;
 - e) I possess strong ethics, a professional reputation and experience with which I can make positive contributions to the company's operations, maintain my impartiality in conflicts of interest between the Company and its shareholders, and make decisions freely in consideration of the rights of the stakeholders;
 - f) I can devote time to Company affairs to ensure that I can follow the Company operations and fulfill the requirements of the duties I have assumed in a complete manner;
 - g) I have not been a member of the Board of Directors of the Company for more than six years in the last ten years;
 - ğ) I am not an independent board member in more than three companies in which the Company or the shareholders with control over management of the Company have control over management and more than five companies listed on the stock exchange;
 - h) I have not been registered and announced on behalf of a legal entity appointed as a board member;
- I possess the independent board member conditions specified in the TTK and the CMB legislation in line with the matters I have mentioned above.

I declare to the General Assembly, the Board of Directors, the Company's shareholders and all other stakeholders that my aforementioned statements are correct to the best of my knowledge.

Date : 14/02/2023

Full Name: Bikem KANIK

INDEPENDENCE STATEMENTS

I hereby accept, represent and undertake that: I am a candidate to carry out duties as an "independent member" of the Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. ("**Company**") Board of Directors within the framework of the criteria specified in the relevant legislation, Company's Articles of Association and the Corporate Governance Principles attached to the Corporate Governance Communiqué (II-17.1) published by the Capital Markets Board, and in this context:

- a) There are no employment relations between myself, my spouse, and my second-degree relatives by blood and marriage with the Company, partnerships in which the Company has control over management or material impact, shareholders of the Company with control over management or shareholders with material impact on the Company and legal entities which these partners have control over their management within the last five years in a managerial position assuming essential duties and responsibilities, that these parties do not hold more than 5% of voting rights or privileged shares individually or collectively or entered into any material commercial relations;
 - b) I have not been a shareholder (5% and above) or an executive or board member assuming essential duties and responsibilities for the past five years including auditing (including tax audit, legal audit, internal audit), rating and consultancy of the Company, in companies which the Company purchases or sells significant services or products in line with agreements executed, during the periods in which these services or products were purchased or sold;
 - c) I possess the professional education, knowledge and experience to carry out the duties I shall assume as an independent member of the board of directors,
 - ç) I shall not work full-time for public institutions and organizations (except working as a university lecturer) after being appointed as a member;
 - d) I am a resident of Türkiye according to the Income Tax Law (G.V.K.) dated 31/12/1960 and no. 193.;
 - e) I possess strong ethics, a professional reputation and experience with which I can make positive contributions to the company's operations, maintain my impartiality in conflicts of interest between the Company and its shareholders, and make decisions freely in consideration of the rights of the stakeholders;
 - f) I can devote time to Company affairs to ensure that I can follow the Company operations and fulfill the requirements of the duties I have assumed in a complete manner;
 - g) I have not been a member of the Board of Directors of the Company for more than six years in the last ten years;
 - ğ) I am not an independent board member in more than three companies in which the Company or the shareholders with control over management of the Company have control over management and more than five companies listed on the stock exchange;
 - h) I have not been registered and announced on behalf of a legal entity appointed as a board member;
- I possess the independent board member conditions specified in the TTK and the CMB legislation in line with the matters I have mentioned above.

I declare to the General Assembly, the Board of Directors, the Company's shareholders and all other stakeholders that my aforementioned statements are correct to the best of my knowledge.

Date : 14/02/2023

Full Name: Burhanettin Koray TUNÇALP

Sami Aslanhan Chairman of the Board of Directors

Born in Pütürge/Malatya in 1982, Sami Aslanhan graduated from Marmara University Electronics and Communication Teaching Department in 2007. He attended the MBA Essentials program at the London School of Economics in 2017; however, he had to leave the program due to his intensive workload. He worked in companies such as Mercedes Benz Türk, TEAK, Formel and REED. Between 2000 and 2007, he worked as a Project Engineer and Project Manager in power plants, refineries, natural gas pipelines, smart cities, etc. projects in Türkiye and abroad in sectors such as electricity, industry, etc. He has studies in the fields of algorithm development, embedded systems, power systems engineering and fuel cells. In 2008, he became one of the founding partners of Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. He has been the Chairman of the Board of Directors since 2008

Ömer Ünsalan Vice Chairman of the Board of Directors (Executive Board Member)

Born in Pütürge/Malatya in 1981, Ömer Ünsalan graduated from high school in Istanbul. He worked in the sales department of Ün Yapı company, a company belonging to Ünsalan family, between 1999-2007. With the experience he has gained, he started his managerial career as the head of the sales and business development department. In 2008, he became one of the founding partners of the office and panel manufacturing workshop by establishing Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. to achieve his ideals. He is responsible for interdisciplinary coordination and internal audit activities at Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. He led the integration process of the ERP system, which holds an important place in the company's development. He makes sure that budget planning, budget control and financial disciplines are provided and projections for the coming years are prepared and supervised.

Murat Tanrıöver Non-Executive Board Member

Graduating from Marmara University Department of Business Administration (English), Murat Tanrıöver received his master's degree in finance at Louisiana State University. Starting his career as an Analyst at Türk Boston Bank, Tanrıöver worked as a Specialist at Türkiye Sınai Kalkınma Bankası A.Ş., Assistant Manager at Yapı Kredi Yatırım Menkul Değerler A.Ş., Capital Markets Coordinator at Doğan Yayın Holding A.Ş. and Deputy General Manager at Yatırım Finansman Menkul Değerler A.Ş. and Garanti Yatırım Menkul Değerler A.Ş. respectively. Between 2013 and 2020, Tanrıöver assumed the duty of Deputy General Manager of Investment Banking at Gedik Yatırım Menkul Değerler A.Ş., and General Manager at Gedik Yatırım Holding A.Ş. During this period, he has been a Board Member at Gedik Girişim Sermayesi Yatırım Ortaklığı A.Ş., Orya Organik Yaşam Gıda Tekstil Turizm Sanayi ve Ticaret A.Ş. and Gedik Yatırım Holding A.Ş., and has been the Chairman of the Board of Directors at Marbaş Menkul Değerler A.Ş. and HUB Girişim Sermayesi Yatırım Ortaklığı A.Ş., which are all affiliates of the group. Acting as an independent member of the Board of Directors in various companies since 2010, Tanrıöver is still an independent member of the Board at Özyaşar Tel ve Galvenizleme Sanayi A.Ş. since 2017 and at Mobiliz Bilgi ve İletişim Teknolojileri A.Ş. since 2020 . Murat Tanrıöver is a Board Member of İfo Yatırım Menkul Değerler A.Ş. since November 5, 2020, Hedef Girişim Sermayesi Yatırım Ort. A.Ş. since November 16, 2020, Zen Girişim Sermayesi Yatırım Ortaklığı A.Ş. since March 11, 2022 and of Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. since April 28, 2022. As of September 14, 2021, he is also the General Manager of Hedef Holding A.Ş. .

Prof. Dr. Burhanettin Koray TUNÇALP – Independent Board Member

He graduated from Marmara University Electrical Teaching Program in 1984 and from Gabrovo Technical University Department of Power Engineering and Electrical Systems. He received his PhD in Electrical Education in 1999.

He worked in the Marmara University Faculty of Technical Education between 1985 and 2014, which is now named the Faculty of Technology.

He worked as a Vice-Dean and Electrical and Mechatronics Education Department Head. For educational purposes, he enrolled at Purdue and Indiana Universities in the U.S., Kaunas Technical University and Panevezys Mechatronics Center in Lithuania and received electrical, mechatronics, robotic and vibration training at the Brüel & Kjaer Acoustic Company's Training Center in Denmark.

Working at Haliç University since 2015, Tunçalp still assumes the duty of the Director of Vocational High School. Having one published book and three article awards, one of which is international, Burhanettin Koray Tunçalp has given 38 different associate, undergraduate and postgraduate courses and advised 4 doctorate and 17 graduate thesis. Having worked as an executive, coordinator and researcher in eight international and domestic projects, Tunçalp gave lessons in Bahçeşehir University Vocational High School as well. He published journals named Technological Education and Vocational Education between 2003 and 2013.

For a short period in 2018, he gave lessons within the scope of the Erasmus Academic Exchange Program at the Linnaeus University in Sweden and has sixty-six international and domestic articles and papers. He specializes in instrumentation, smart grids, mechatronic systems, electrical energy measurement and vocational and technical education.

Bikem KANIK Independent Board Member

Bikem Kanik gained experience in various fields as an economist and finance professional in his career of more than thirty years.

Graduated from Galatasaray High School and Istanbul University Faculty of Economics (English) respectively, he earned his MBA in finance from San Diego National University. In 2021, he received a bachelor's degree in Sociology from Istanbul University.

Starting his career in the banking industry, he assumed roles in the fields of Treasury and Corporate Finance. He took part in many firsts of our financial markets in his investment banking career and specialized in financial restructuring, company mergers and venture capital. He worked as a Product Development Manager and Business Development Director at international risk management consultancy companies.

He served as Securities Investment Advisor, Portfolio Manager, Treasury Manager and Corporate Finance Manager throughout his career in the field of banking and finance. He worked as a Product Development Manager and Business Development Director at international risk management consultancy companies.

He took part in many firsts of our financial markets in his investment banking career of around twelve years and specialized in financial restructuring, company mergers and venture capital.

He worked as a Finance Director in various groups operating in the real sector. Realizing the need for differentiated services in risk management and sustainability in Türkiye, he started his own consultancy company at the beginning of 2014.

He provided consultancy services to domestic and foreign companies operating in numerous sectors in the fields of Corporate Risk Management, Business Continuity Management, Sustainability Management, Institutionalization Management, Organizational Structuring and Process Management. With board memberships, consultancy services and memberships in audit boards, he had the chance to experience both sides of the business world. For four terms, he had been a Board Member of Galatasaray Sports Club and Galatasaray Sportif A.Ş. Between 2021 and 2022, he assumed the roles of Galatasaray Sports Club Vice President of Financial Affairs and Galatasaray Sportif A.Ş. Deputy President. He has been on the board of directors of the Galatasaray Alumni Association and the audit board of the Turkish-French Trade Association. He also served as a Member of the Advisory Board at Paribu, which is a company providing a digital asset transaction platform.

Bikem Kanik still assumes the duty of a Member of the Executive Board at Orbit Consulting, which provides sustainability consultancy for the textile industry.