

**KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.**  
**INFORMATION NOTE REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING FOR**  
**THE FISCAL YEAR 2025, TO BE HELD ON JUNE 4, 2026**

**I. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED JUNE 4, 2026**

Our Company's Ordinary General Assembly Meeting for the fiscal year January 1, 2025 – December 31, 2025 will be held on June 4, 2026 at 10:00 AM at Wyndham Grand Istanbul Levent Hotel, Esentepe Mahallesi Büyükdere Caddesi No:177-183 Şişli, 34394 Istanbul, in order to discuss and resolve the agenda items set out below.

The Board of Directors' Annual Consolidated Activity Report, Consolidated Financial Statements and Notes thereto, together the "Financial Report", the Opinion of the Independent Audit Firm, the Board of Directors' proposal regarding Profit Distribution, the Compliance Reports on Corporate Governance Principles, the Meeting Agenda, the General Assembly Information Document, the Attendance Procedure for the General Assembly Meeting and the Proxy Form, as well as the general assembly information notes containing additional explanations within the scope of the Capital Markets Board regulations, all relating to the fiscal year January 1, 2025 – December 31, 2025, will be made available for review by our shareholders at least three weeks prior to the General Assembly Meeting date, within the statutory period, at our Company's Headquarters, in the "Investor Relations" section of our Company's corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com), on the Public Disclosure Platform at [www.kap.org.tr](http://www.kap.org.tr), and on the Electronic General Assembly System ("e-GKS") of Merkezi Kayıt Kuruluşu A.Ş. ("MKK").

Our shareholders may attend the meeting physically pursuant to the provisions of Article 1527 of the Turkish Commercial Code No. 6102 ("TCC"), or may participate electronically and cast their votes through the Electronic General Assembly System ("e-GKS") of Merkezi Kayıt Kuruluşu A.Ş. ("MKK"). Shareholders or their representatives who wish to participate electronically in the Ordinary General Assembly Meeting must have an Electronic Signature Certificate.

Shareholders or their representatives who wish to participate electronically in the Ordinary General Assembly Meeting must fulfil their obligations in accordance with the provisions of the "Regulation on Electronic General Assemblies 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 in General Assemblies of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 and numbered 28396. Otherwise, they will not be able to participate in the meeting. Detailed information regarding the e-GKS may be accessed at [www.mkk.com.tr](http://www.mkk.com.tr).

Pursuant to Article 415/4 of the Turkish Commercial Code No. 6102 and Article 30/1 of the Capital Markets Law, the right to attend and vote at the general assembly is not subject to the condition of depositing share certificates. In this respect, shareholders are not required to block their shares in order to attend the General Assembly Meeting.

Shareholders whose names are included in the attendance list prepared by taking into account the "shareholders list" obtained from MKK may attend the Ordinary General Assembly Meeting. Whether the persons physically present in the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or representatives will be verified through the aforementioned list.

Shareholders who are unable to physically attend the Ordinary General Assembly Meeting may exercise their voting rights through a proxy, without prejudice to the rights and obligations of shareholders who will participate electronically, provided that they duly issue their powers of attorney and submit them to our Company with their signatures notarized, by fulfilling the other requirements set forth in the Capital Markets Board's Communiqué No. II-30.1 on "Proxy Voting and Proxy Solicitation", which entered into force upon its publication in the Official Gazette dated December 24, 2013 and numbered 28861. A sample Proxy Form may also be obtained from our Company's Headquarters or from our Company's corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com). If the authorization has been made through the e-GKS, the name and surname of the proxy / representative must be included in the list obtained from MKK. If the authorization has not been made through the e-GKS, a power of attorney issued in accordance with the legislation must be submitted. A proxy appointed electronically through the e-GKS is not required to submit a physical power of attorney.

Powers of attorney that do not comply with the sample proxy form set out below, which is mandatory pursuant to the Capital Markets Board's Communiqué No. II-30.1 on "Proxy Voting and Proxy Solicitation", will definitely not be accepted due to our legal liability.

At the Ordinary General Assembly Meeting, voting on the agenda items will be conducted by open voting through a show of hands, without prejudice to the provisions regarding electronic voting.

Pursuant to Article 29 of the Capital Markets Law, no separate notification by registered mail will be sent to our shareholders for the invitation to the General Assembly Meeting.

Respectfully submitted for the information of our esteemed shareholders.

**KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.**

Company Address: Huzur Mahallesi Ahmet Bayman Cad. No:2 İç Kapı No:2 Sarıyer/Istanbul

Istanbul Trade Registry Office - Trade Registry No: 652377

MERSIS No: 0576051151300001

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF KONTROLMATİK  
TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş. FOR THE YEAR 2025, TO BE HELD ON JUNE 4,  
2026**

1. Opening and election of the Meeting Chairmanship, granting authority to the Meeting Chairmanship to sign the General Assembly Meeting minutes and the attendance list,
2. Reading and discussion of the 2025 Annual Activity Report prepared by the Company's Board of Directors,
3. Reading of the Summary of the Independent Audit Report for the 2025 fiscal year,
4. Reading, discussion, and approval of the Financial Statements for the 2025 fiscal year,
5. Submission to the discussion and approval of the General Assembly of the Board members appointed to vacant memberships within the scope of Article 363 of the Turkish Commercial Code No. 6102,
6. Discharge of the members of the Board of Directors individually for their activities during the 2025 fiscal year,
7. Discussion and resolution of the Board of Directors' proposal regarding the distribution of profits for 2025,
8. Determination of the number and term of office of the Board of Directors' members and the election of Board members,
9. Determination, discussion and resolution of compensation, per diems, bonuses/premiums, or other benefits to be paid to the members of the Board of Directors during their terms,
10. Discussion and submission for approval of the Board of Directors' proposal regarding the selection of the auditor in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,
11. Giving shareholders information about the Company's donations made in 2025 and setting an upper limit for donations to be made in 2026,
12. Providing shareholders with information about guarantees, pledges, mortgages, and sureties provided in favor of third parties in 2025, as well as income or benefits obtained from these transactions,
13. Granting permission to the members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code,
14. Providing shareholders with information about transactions conducted in 2025 within the scope of Article 1.3.6 of the Corporate Governance Principles,
15. Wishes and suggestions.

## **II. ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE CAPITAL MARKETS BOARD REGULATIONS**

The additional explanations required to be made pursuant to Article 1.3.1 of the Corporate Governance Principles annexed to the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 regarding our Ordinary General Assembly Meeting for the year 2025 are presented below for your information.

### **1. Shareholding Structure and Voting Rights**

As of the date of announcement of this Information Document, our Company has an issued capital of TL 1,300,000,000 within the registered capital ceiling of TL 4,000,000,000, and the entire capital consists of publicly traded shares. The shares representing the Company's capital do not carry any privileges.

### **2. Information on Changes in the Management and Operations of the Company and its Significant Affiliates and Subsidiaries, which Occurred in the Previous Fiscal Year or are Planned for the Upcoming Fiscal Year and which May Significantly Affect the Company's Activities**

Information regarding changes in management and operations that occurred in 2025 and are planned for the 2026 fiscal year is disclosed to the public through material event disclosures and financial statement disclosures. Such disclosures may be accessed on the Public Disclosure Platform (KAP) at <https://www.kap.org.tr/tr/sirketbilgileri/ozet/5206-kontrolmatik-teknoloji-enerji-ve-muhendislik-a-s> and on our Company's website at <https://www.kontrolmatik.com/yatirimci-iliskileri>.

### **3. In the event that the removal, replacement or election of the members of the Board of Directors is included in the agenda, the grounds for removal and replacement, and information on the persons to be nominated for membership of the Board of Directors**

Pursuant to Article 363 of the TCC, Ethem Umut Beytorun was appointed by the Board of Directors' resolution dated January 22, 2026 to the membership vacated due to the resignation of Board Member Murat Tanrıöver, and subsequently, Cebrail Taşkın was appointed by the Board of Directors' resolution dated February 19, 2026 to the membership vacated due to the resignation of Ethem Umut Beytorun. These appointments will be submitted to the approval of the shareholders pursuant to Article 363 of the TCC. New members will be elected to replace the Board Members whose terms of office expired in April.

### **4. Requests of the shareholders, the Capital Markets Board (CMB) or other public institutions and organizations relevant to the Company regarding the addition of items to the agenda**

While preparing the agenda of the Ordinary General Assembly Meeting for the year 2025, to be held on June 4, 2026, there were no matters submitted in writing by the shareholders to the Company's Investor Relations Unit and requested to be included in the agenda. Likewise, there were no requests from the CMB and/or other public institutions and organizations relevant to the Company regarding the addition of any item to the agenda.

### **5. In the event that an amendment to the Articles of Association is included in the agenda, the old and new versions of the amendments to the Articles of Association, together with the relevant Board of Directors' resolution**

There is no amendment to the Articles of Association on the agenda.

### **III. INFORMATION ON THE AGENDA ITEMS OF THE 2025 ORDINARY GENERAL ASSEMBLY MEETING DATED JUNE 4, 2026**

#### **1. Opening and election of the Meeting Chairmanship, granting authority to the Meeting Chairmanship to sign the General Assembly Meeting minutes and the attendance list,**

The Meeting Chairman who will preside over the General Assembly meeting shall be elected within the framework of the provisions of the Turkish Commercial Code No. 6102 (“TCC”), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Republic of Türkiye Ministry of Trade to Attend Such Meetings (“Regulation” or “General Assembly Regulation”), and Article 7 of the Internal Directive on General Assembly. At least one Minutes Clerk shall be appointed by the Meeting Chairman in accordance with the Internal Directive on General Assembly. The Meeting Chairman may also appoint a sufficient number of vote collectors.

#### **2. Reading and discussion of the 2025 Annual Activity Report prepared by the Company’s Board of Directors,**

In accordance with the TCC, the Regulation, the Capital Markets Law and the relevant regulations, the 2025 Annual Activity Report has been made available for review by our shareholders for a period of three weeks prior to the General Assembly meeting at our Company’s Headquarters, on MKK’s Public Disclosure Platform and Electronic General Assembly portal, and also on our Company’s corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com). Shareholders will be informed about the 2025 Annual Activity Report, which also includes the compliance report on corporate governance principles, and the Activity Report will be submitted to the opinion and approval of our shareholders at the General Assembly.

#### **3. Reading of the Summary of the Independent Audit Report for the 2025 fiscal year,**

Shareholders will be informed at the General Assembly about the 2025 Independent Audit Report prepared pursuant to the TCC and the Capital Markets Board regulations, which has been made available for review by our shareholders for a period of three weeks prior to the General Assembly meeting at our Company’s Headquarters, on MKK’s Public Disclosure Platform and Electronic General Assembly portal, and also on our Company’s corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com).

#### **4. Reading, discussion, and approval of the Financial Statements for the 2025 fiscal year,**

In accordance with the TCC, the Regulation, the Capital Markets Law and the relevant regulations, shareholders will be informed about our financial statements and statutory financial statements for 2025, which have been made available for review by our shareholders for at least three weeks prior to the General Assembly meeting at our Company’s Headquarters, on MKK’s Public Disclosure Platform and Electronic General Assembly portal, and also on our Company’s corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com), and such statements will be submitted to the opinion and approval of our shareholders at the General Assembly.

#### **5. Submission to the discussion and approval of the General Assembly of the Board members appointed to vacant memberships within the scope of Article 363 of the Turkish Commercial Code No. 6102,**

Pursuant to Article 363 of the TCC, Ethem Umut Beytorun was appointed by the Board of Directors’ resolution dated January 22, 2026 to the membership vacated due to the resignation of Board Member Murat Tanrıöver, and subsequently, Cebrail Taşkın was appointed by the Board of Directors’ resolution dated February 19, 2026 to the membership vacated due to the resignation of Ethem Umut Beytorun. These appointments will be submitted to the approval of the shareholders pursuant to Article 363 of the TCC.

#### **6. Discharge of the members of the Board of Directors individually for their activities during the 2025 fiscal year,**

Within the framework of the provisions of the TCC and the Regulation, the discharge of each member of the Board of Directors individually for their activities, transactions and accounts during the 2025 fiscal year will be submitted to the approval of our shareholders at the General Assembly.

**7. Discussion and resolution of the Board of Directors’ proposal regarding the distribution of profits for 2025,**

According to our financial statements for the fiscal period January 1, 2025 - December 31, 2025, prepared by our Company in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law and in compliance with the Turkish Financial Reporting Standards, and audited by Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim A.Ş., a Net Loss for the Period attributable to the parent company in the amount of TL 730,196,565 was incurred in the 2025 fiscal year. Within the scope of the CMB regulations on profit distribution, the Profit Distribution Table prepared by the Company’s Board of Directors in accordance with the Dividend Communiqué No. II-19.1 and the Dividend Guide published pursuant to this Communiqué, and the profit distribution proposal for 2025 are provided in Appendix-1.

**8. Determination of the number and term of office of the Board of Directors’ members and the election of Board members,**

In accordance with the CMB regulations, the TCC and the Regulation, and by taking into consideration the principles regarding the election of board members set forth in our Articles of Association, new members will be elected to replace the Board members whose terms of office expired in April 2026 and will be submitted to the approval of the General Assembly.

A sample independence declaration obtained from the independent board member candidates is provided in Appendix/2.

**9. Determination, discussion and resolution of compensation, per diems, bonuses/premiums, or other benefits to be paid to the members of the Board of Directors during their terms,**

In accordance with the provisions of the TCC and the Regulation and within the framework of our Company’s Compensation Policy, the determination, discussion and resolution of compensation, per diems, bonuses and premiums and similar benefits to be paid to the members of the Board of Directors during their terms of office in the 2026 operating year will be submitted to the opinion and approval of our shareholders at the General Assembly.

**10. Discussion and submission for approval of the Board of Directors’ proposal regarding the selection of the auditor in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,**

In accordance with the Turkish Commercial Code and the Capital Markets Board regulations, the Company’s Board of Directors has resolved to select Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş. for the audit of the financial reports for the 2026 fiscal year and, provided that it is authorized by the Public Oversight, Accounting and Auditing Standards Authority (“KGK”) to perform independent audit activities in the field of sustainability, to carry out other activities within the scope of the relevant regulations, including but not limited to the mandatory limited assurance audit of the 2026 Sustainability Report to be prepared in accordance with the Turkish Sustainability Reporting Standards published by KGK, and this selection will be submitted to the approval of the General Assembly.

**11. Giving shareholders information about the Company’s donations made in 2025 and setting an upper limit for donations to be made in 2026,**

In accordance with the relevant article of the Capital Markets Board’s Dividend Communiqué No. II-19.1, information regarding the donations made in 2025 will be provided to the General Assembly, and pursuant to Article 19/5 of the Capital Markets Law No. 6362, the upper limit for donations to be made in 2026 will be determined by the General Assembly.

**12. Providing shareholders with information about guarantees, pledges, mortgages, and sureties provided in favor of third parties in 2025, as well as income or benefits obtained from these transactions,**

Pursuant to Article 12 of the Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1, guarantees, pledges, mortgages and sureties provided by our Company and its subsidiaries in favor of third parties, as well as the income or benefits obtained therefrom, must be included as a separate item on the agenda

of the Ordinary General Assembly Meeting, and the matter will be submitted to the information and opinion of our shareholders. Since this is an informative item, no separate voting will be held.

**13. Granting permission to the members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code,**

The members of our Board of Directors may carry out transactions within the framework of the first paragraph of Article 395 of the TCC, titled “Transactions with the Company, Prohibition on Borrowing from the Company,” and Article 396, titled “Non-competition,” only with the approval of the General Assembly. In this respect, the granting of the necessary permission to the members of the Board of Directors will be submitted to the approval of our esteemed shareholders at the General Assembly.

**14. Providing shareholders with information about transactions conducted in 2025 within the scope of Article 1.3.6 of the Corporate Governance Principles,**

Pursuant to the mandatory Corporate Governance Principle No. 1.3.6 of the CMB, in the event that the shareholders holding management control, the members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree conduct a significant transaction that may give rise to a conflict of interest with our Company or its subsidiaries and/or conduct, on their own behalf or on behalf of others, a transaction of the same type as the commercial activities falling within the scope of business of our Company or its subsidiaries, or become an unlimited liability partner in another company engaged in the same type of commercial activities, such transactions shall be included in the agenda of the General Assembly as a separate agenda item in order to provide detailed information thereon at the General Assembly and shall be recorded in the General Assembly minutes. Pursuant to these regulations, the granting of such permission will be submitted to the approval of our shareholders at the General Assembly; additionally, our shareholders will be informed as to whether any transaction was conducted in 2025 within the scope of Principle No. 1.3.6 of the Communiqué on Corporate Governance.

**15. Wishes and suggestions**

**Appendices:**

**Appendix-1:** The Board of Directors’ Profit Distribution Proposal and 2025 Profit Distribution Table

**Appendix-2:** Sample Declaration Obtained from the Independent Members of the Board of Directors

## Appendix-1

### The Board of Directors' Profit Distribution Proposal and 2025 Profit Distribution Table

At the meeting of the Company's Board of Directors dated 08.05.2026;

As a result of the review of our financial statements for the fiscal period 01.01.2025 - 31.12.2025, prepared by our Company in accordance with the Turkish Accounting Standards / Turkish Financial Reporting Standards (TAS/IFRS) within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Board's Communiqué Serial: II, No. 14.1, and our statutory financial statements prepared based on the records kept in accordance with the provisions of the Tax Procedure Law (TPL);

- It was determined that a "Net Loss for the Period" in the amount of Turkish Lira 730,196,565 was incurred according to the financial statements prepared in accordance with IFRS, and in the amount of Turkish Lira; 2.758.900.490,55 according to the records kept in accordance with the provisions of the Tax Procedure Law; and
- Within the scope of the CMB regulations on profit distribution, since there is a loss for the period, no profit distribution shall be made for the fiscal period 01.01.2025 - 31.12.2025,

it has been unanimously resolved.

<b>KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.</b>			
<b>2025 PROFIT DISTRIBUTION TABLE (TL)</b>			
1. Paid-in / Issued Capital		1.300.000.000	
2. General Statutory Reserves (According to Statutory Records)		65.238.924,66	
Information on any privilege in profit distribution pursuant to the Articles of Association, if any		No privileges.	
		According to CMB	According to Statutory Records (SR)
3.	Loss for the Period (-)	1.015.612.440	-2.758.900.490,55
4.	Taxes (-)	123.578.496	0,00
5.	Net Loss for the Period (-)	730.196.565	-2.758.900.490,55
6.	Prior Years' Profit (=)	1.984.373.995	551.996.004,12
7.	General Statutory Reserves (-)	0,00	0,00
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	0,00	0,00
9.	Donations Made During the Year (+)	0	0
10.	Net Distributable Profit for the Period with Donations Added	0,00	
11.	First Dividend to Shareholders	0,00	0,00
	- Cash	0,00	0,00
	- Bonus Shares	0,00	0,00
	- Total	0,00	0,00
12.	Dividend Distributed to Privileged Shareholders	0,00	0,00
13.	Other Dividend Distributed	0,00	0,00
	- To the Members of the Board of Directors		0,00
	- To Employees		0,00
	- To Persons Other than Shareholders		
14.	Dividend Distributed to Usufruct Certificate Holders	0,00	0,00
15.	Second Dividend to Shareholders	0,00	0,00
16.	General Statutory Reserves	0,00	0,00
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	0,00	0,00
20.	Other Resources Proposed to be Distributed	0,00	0,00
	- Prior Years' Profit	0,00	0,00
	- Extraordinary Reserves		
	- Other Reserves Distributable Pursuant to the Law and the Articles of Association		

## Appendix-2

### SAMPLE DECLARATION OBTAINED FROM THE INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. (the “**Company**”) within the framework of Corporate Governance Principle No. 4.3.6 annexed to the Capital Markets Board’s Communiqué on Corporate Governance (II-17.1), and in this respect;

a) There has been no employment relationship in a managerial position involving significant duties and responsibilities within the last five years between myself, my spouse and my relatives by blood or marriage up to the second degree, and the Company, the partnerships over which the Company has management control or significant influence, the shareholders who hold management control over the Company or have significant influence over the Company, and the legal entities over which such shareholders have management control; I have not, either individually or jointly, held more than 5% of the capital or voting rights or privileged shares; and no significant commercial relationship has been established,

b) Within the last five years, I have not been a shareholder of 5% or more, an employee in a managerial position involving significant duties and responsibilities, or a member of the board of directors, during the periods in which services or products were purchased or sold, in companies from which the Company purchased or to which the Company sold services or products to a significant extent under agreements made, particularly in relation to the Company’s audit, including tax audit, statutory audit and internal audit, rating and consultancy,

c) I have the professional education, knowledge and experience necessary to duly perform the duties I will assume due to my position as an independent member of the board of directors,

ç) Except for university teaching, I will not work full-time in public institutions and organizations after being elected as a member,

d) I am deemed to be resident in Türkiye pursuant to the Income Tax Law No. 193 dated 31/12/1960,

e) I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the Company’s activities, maintain my impartiality in conflicts of interest between the Company and the shareholders, and make decisions freely by taking into account the rights of stakeholders,

f) I will be able to allocate sufficient time to the Company’s affairs to follow the functioning of the Company’s activities and to fully fulfill the requirements of the duties I undertake,

g) I have not served as a member of the Company’s Board of Directors for more than six years within the last ten years,

ğ) I do not serve as an independent board member in more than three companies over which the Company or the shareholders holding management control of the Company have management control, and in more than five companies traded on the stock exchange in total,

h) I have not been registered and announced on behalf of a legal entity elected as a member of the board of directors, I hereby acknowledge, declare and undertake that I meet the independent member criteria stipulated under the TCC and the CMB legislation in line with the matters stated above.

In light of the information available to me, I submit for the information of the General Assembly, the Board of Directors, the shareholders of the Company and all other relevant persons, institutions and organizations that the above statements are true.

**Name-Surname** : Harun Nedim ALPA

## **SAMPLE DECLARATION OBTAINED FROM THE INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS**

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. (the “**Company**”) within the framework of Corporate Governance Principle No. 4.3.6 annexed to the Capital Markets Board’s Communiqué on Corporate Governance (II-17.1), and in this respect;

- a) There has been no employment relationship in a managerial position involving significant duties and responsibilities within the last five years between myself, my spouse and my relatives by blood or marriage up to the second degree, and the Company, the partnerships over which the Company has management control or significant influence, the shareholders who hold management control over the Company or have significant influence over the Company, and the legal entities over which such shareholders have management control; I have not, either individually or jointly, held more than 5% of the capital or voting rights or privileged shares; and no significant commercial relationship has been established,
- b) Within the last five years, I have not been a shareholder of 5% or more, an employee in a managerial position involving significant duties and responsibilities, or a member of the board of directors, during the periods in which services or products were purchased or sold, in companies from which the Company purchased or to which the Company sold services or products to a significant extent under agreements made, particularly in relation to the Company’s audit, including tax audit, statutory audit and internal audit, rating and consultancy,
- c) I have the professional education, knowledge and experience necessary to duly perform the duties I will assume due to my position as an independent member of the board of directors,
- ç) Except for university teaching, I will not work full-time in public institutions and organizations after being elected as a member,
- d) I am deemed to be resident in Türkiye pursuant to the Income Tax Law No. 193 dated 31/12/1960,
- e) I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the Company’s activities, maintain my impartiality in conflicts of interest between the Company and the shareholders, and make decisions freely by taking into account the rights of stakeholders,
- f) I will be able to allocate sufficient time to the Company’s affairs to follow the functioning of the Company’s activities and to fully fulfill the requirements of the duties I undertake,
- g) I have not served as a member of the Company’s Board of Directors for more than six years within the last ten years,
- ğ) I do not serve as an independent board member in more than three companies over which the Company or the shareholders holding management control of the Company have management control, and in more than five companies traded on the stock exchange in total,
- h) I have not been registered and announced on behalf of a legal entity elected as a member of the board of directors, I hereby acknowledge, declare and undertake that I meet the independent member criteria stipulated under the TCC and the CMB legislation in line with the matters stated above.

In light of the information available to me, I submit for the information of the General Assembly, the Board of Directors, the shareholders of the Company and all other relevant persons, institutions and organizations that the above statements are true.

**Name-Surname** : Erkan Baki ERDAL

## **Erkan Baki ERDAL**

Erkan Baki Erdal was born in Istanbul in 1965. He completed his secondary education at Galatasaray High School and his undergraduate studies at the Department of Economics of Boğaziçi University. He began his career in 1988 at the Istanbul office of PricewaterhouseCoopers (“PwC”) and was transferred in 1990 to the newly established PwC Hungary Budapest office, where he worked intermittently for nine years. Erkan Baki Erdal was admitted to partnership at PwC in 1998 and retired from his position at PwC in 2025 after working within PwC for 37 years. At PwC, as an auditor licensed by the Public Oversight, Accounting and Auditing Standards Authority (“KGK”) and the Capital Markets Board (“CMB”), he gained expertise in independent audit, regulatory compliance and risk management processes. He took part in the management of companies’ domestic and international public offering (“IPO”) processes, strategic preparation for capital markets and independent audit stages. In addition, he managed numerous special-purpose audit and review projects. He also served as the partner responsible for Human Resources (“HR”) within PwC and led HR structuring, corporate training and cultural transformation projects. As a “Responsible Partner” holding licenses from the Public Oversight Authority (KGK) and the Capital Markets Board (CMB), he provided audit and consultancy services to numerous national and international companies operating in various sectors. Erkan Baki Erdal is married and has two children. In addition to his native language Turkish, he speaks French, English, Hungarian and beginner-level Italian.

## **Harun Nedim ALPA**

Harun Nedim Alpa was born in Konya in 1977. He graduated from Galatasaray High School in 1997 and received his undergraduate degree from the Department of Business Administration in English at Istanbul University Faculty of Business Administration in 2003. He began his professional career in 2004 in the sales department of Doğa Barkod Etiket A.Ş. Between 2006 and 2010, he worked in the independent audit department of RSM Kapital Bağımsız Denetim ve YMM A.Ş.; he carried out independent audits of companies operating in various sectors, such as Albaraka Türk A.Ş., Vakıfbank, Güneş Sigorta A.Ş. and Polinas Plastik Sanayi A.Ş., within the framework of IAS and IFRS regulations. Between 2010 and 2011, he worked in the internal audit department of Yıldız Holding A.Ş., where he conducted audits of more than 65 group companies within the framework of a risk-based internal audit approach. Between 2011 and 2013, he worked as a senior analyst in the Corporate Finance Department of Bizim Menkul Değerler A.Ş., where he prepared company valuation reports in merger and acquisition projects and played an active role in public offering projects. Between 2013 and 2017, he provided project-based corporate finance and audit consultancy services at Yorum YMM ve Bağımsız Denetim A.Ş. and RSM Kapital Bağımsız Denetim ve YMM A.Ş. Between 2017 and 2018, he served as Internal Audit Manager at Bilfen Group of Companies, where he established the Internal Audit Department and conducted audits of group companies in accordance with the standards of a risk-based modern internal audit approach. Between 2020 and 2021, he served as Internal Audit Manager at Kızılay Yatırım A.Ş., where he established the Internal Audit Department, conducted audits of the companies within Kızılay Yatırım Holding and managed fraud investigation processes. Since 2021, he has been serving as Internal Audit Manager and Corporate Finance Consultant at Alte Tekstil Ltd. Şti. In addition to Turkish, he speaks English and French.