

**INFORMATION DOCUMENT  
FOR THE ORDINARY GENERAL ASSEMBLY MEETING  
OF DEVA HOLDİNG ANONİM ŐİRKETİ  
TO BE HELD ON 10 APRIL 2026**

The Ordinary General Assembly Meeting for the year 2025 of our Company will be held on Friday, 10 April 2026 at 10:00 a.m. at the Company headquarters (Halkalı Merkez Mah. Basın Ekspres Cad. No:1 Küçükçekmece / İstanbul) in order to discuss and resolve the agenda items listed below.

Shareholders who will attend the General Assembly in person or appoint a proxy are not required to block their shares with the Central Securities Depository ("MKK").

Our shareholders may attend the Ordinary General Assembly Meeting in person or through their representatives, either physically or electronically. Participation in the meeting electronically is possible via secure electronic signatures of shareholders or their representatives. Therefore, shareholders or their representatives who will carry out transactions through the Electronic General Assembly System ("EGKS") must possess a secure electronic signature and must be registered with the "e-Investor: Investor Information Center" of the Central Securities Depository Inc. ("MKK").

In addition, shareholders or their representatives wishing to participate in the meeting electronically must fulfill their obligations in accordance with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395, and the "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396.

Shareholders who cannot attend the meeting in person either physically or electronically and who wish to appoint a proxy must have their powers of attorney (ANNEX-1) notarized and prepared in accordance with the provisions of the Capital Markets Board Communiqué No. II-30.1 on Proxy Voting and Collection of Proxies by Call, using the sample form provided below. The proxy form can also be obtained from the Company Headquarters or from the Company's website at [www.deva.com.tr](http://www.deva.com.tr). Shareholders who wish to attend the General Assembly physically in person will be able to exercise their rights regarding the shares registered in the "Shareholders List" within the Central Securities Depository (MKK) system, upon presentation of their identification.

Our shareholders who will attend the General Assembly electronically through the Electronic General Assembly System may obtain information about the procedures and principles regarding attendance, appointment of representatives, submission of proposals, expression of opinions, and voting from the Central Securities Depository's website at <https://www.mkk.com.tr>.

The Consolidated Financial Statements for 2025, the Board of Directors' Annual Activity Report including the Corporate Governance Compliance Report, the Independent Audit Report, the Sustainability Report prepared in compliance with the 2024 Türkiye Sustainability Reporting Standards (TSRS), the draft amendment to the Articles of Association, and the Board of Directors' profit distribution proposal will be made available for the examination of shareholders at least three weeks prior to the General Assembly Meeting at the Company headquarters and on the Investor Relations page of the Company's website at [www.deva.com.tr](http://www.deva.com.tr). In addition, together with the aforementioned documents, the information document containing the explanations required under the Capital Markets Board Communiqué No. II-17.1 on Corporate Governance will also be available on the Company website and on the Electronic General Assembly System (EGKS).

Pursuant to Article 29 of the Capital Markets Law and Article 8/b of the Internal Directive on the Working Principles and Procedures of the Deva Holding General Assembly, no separate invitation letter will be sent to shareholders for the invitation to the General Assembly Meeting.

Kindly submitted for the information of our esteemed shareholders.

(\* ) On the day of the meeting, a shuttle service will depart at 09:00 from in front of the Taksim Atatürk Cultural Center.

## ADDITIONAL EXPLANATIONS ON CAPITAL MARKETS BOARD REGULATIONS

The disclosures required under the Corporate Governance Communiqué (Series II, No: 17.1) are presented below for your information:

***a) Information regarding the total number of shares reflecting the shareholding structure of the Company, voting rights, and the nature of privileges as of 16.03.2026, the date of this disclosure:***

The shareholding structure and voting rights of our Company as of 16.03.2026 date are presented in the table below for your information.

Shareholder Name / Trade Name	Share Amount (TRY)	Share of Capital (%)	Voting Rights	Voting Rights Ratio (%)
Eastpharma Sarl	164,424,760.06	82.20	16,442,476,006	82.20
Eastpharma Sarl (Group A)	0.037		37	
Eastpharma Sarl (Group B)	0.036		36	
Other shareholders	35,594,527.62	17.80	3,559,452,762	17.80
Other shareholders (Group A)	0.013		13	
Other shareholders (Group B)	0.014		14	
<b>TOTAL</b>	<b>200,019,287.78</b>	<b>100.00</b>	<b>20,001,928,868</b>	<b>100.00</b>

Our Company, which was established in 1958 with a capital of TRY 500,000, is a publicly held company subject to the Capital Markets Law No. 6362, and our shares have been traded on the stock exchange since 1986. The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and transitioned to this system with the permission of the Capital Markets Board dated 18 March 1983 and numbered 68/19. The Company's registered capital ceiling is TRY 500,000,000 (Five Hundred Million), divided into 50,000,000,000 (Fifty Billion) shares, each with a nominal value of 1 (one) kuruş. The Company's issued capital consists of 20,001,928,778 shares, each with a nominal value of 1 (one) kuruş. Of these shares, 10 shares are registered shares, consisting of 5 shares in Group A and 5 shares in Group B, while 20,001,928,768 shares in Group C are bearer shares.

Each Group A and Group B privileged share carries ten times the voting rights of Group C shares, and Group A shares also have a privilege with respect to dividend distribution. In addition, two members of the Board of Directors are elected by the holders of Group A and Group B privileged shares from among the candidates nominated by the holders of Group A privileged shares.

***b) Information regarding changes in the management and operations of the Company and its subsidiaries during the previous financial year, or planned for the upcoming financial years, that may significantly affect the Company's activities, and the reasons for such changes:***

There are no changes in the management or operations that would significantly affect the Company's activities. On the other hand, the material event disclosures made by our Company within the scope of the relevant legislation can be accessed through the "Announcements" section on our website at <http://www.deva.com.tr/tr/yatirim-duyurular> and also at <http://www.kap.org.tr/>.

***c) If the agenda of the General Assembly meeting includes the dismissal, replacement, or election of members of the Board of Directors; information regarding the reasons for dismissal or replacement, and regarding the individuals whose candidacy for Board membership has been submitted to the Company, including their curricula vitae, positions held during the last ten years and reasons for leaving such positions, the nature and***

***significance of their relationship with the Company and its related parties, whether they qualify as independent members, and similar matters that may affect the Company's activities if they are elected as Board members:***

Under Item 6 of the agenda of the Ordinary General Assembly Meeting for the 2025 fiscal year, the approval of the member elected during the year to fill the vacancy on the Board of Directors and to serve for the remaining term of office will be submitted to the General Assembly.

***ç) Requests submitted in writing by the Company's shareholders to the Investor Relations Department for the inclusion of items on the agenda, and in cases where the Board of Directors has not accepted shareholders' agenda proposals, the rejected proposals and the reasons for such rejection:***

No such request has been submitted for the Ordinary General Assembly Meeting at which the activities for the year 2025 will be discussed.

***d) If there is an amendment to the Articles of Association on the agenda, the relevant Board of Directors' resolution together with the previous and amended versions of the Articles of Association:***

Pursuant to the Board of Directors' resolution dated 05 February 2026 regarding the amendment of Article 7 titled "Share Capital of the Company" and Article 14 titled "Board of Directors Meetings" of the Company's Articles of Association, the Draft Amendment to the Articles of Association will be submitted for the approval of the General Assembly.

The Draft Amendment to the Articles of Association containing the relevant approvals and permissions, together with the relevant Board of Directors' Resolution, are included in Annex-6 and Annex-7.

## **EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 10 APRIL 2026**

### **1. Opening and election of the Meeting Chairperson,**

In accordance with 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 Ministry of Trade of the Republic of Türkiye to Attend These Meetings ("Regulation"), and the General Assembly Internal Directive, a Chairperson of the Meeting who will preside over the General Assembly Meeting will be elected.

The Chairperson of the Meeting shall appoint at least one minute clerk and a sufficient number of vote collectors in accordance with the relevant legislation.

### **2. Reading and discussion of the Board of Directors' Annual Report for the 2025 financial year,**

Within the framework of the TCC, the Regulation and the Capital Markets Law ("CML") and related regulations, the Annual Report for 2025, which includes the Corporate Governance Compliance Report, and which has been made available for the review of our shareholders at least three weeks prior to the General Assembly Meeting at the Company Headquarters, the Central Securities Depository Electronic General Assembly Portal ("EGKS"), the Public Disclosure Platform (KAP), and the Company's corporate website at [www.deva.com.tr](http://www.deva.com.tr), will be presented for the information and discussion of the shareholders.

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

The Independent Audit Report, prepared in accordance with the TCC and the regulations of the Capital Markets Board, and made available for the review of shareholders at least three weeks prior to the General Assembly Meeting at the Company Headquarters, EGKS, KAP and the Company's corporate website (www.deva.com.tr), will be presented to the General Assembly for information.

**4. Reading, discussion and approval of the consolidated financial statements for the 2025 financial year,**

Within the framework of the TCC, the Regulation, the CML and related regulations, our Financial Reports, which have been made available to shareholders for review at least three weeks prior to the General Assembly Meeting at the Company Headquarters, EGKS, KAP and the Company's corporate website (www.deva.com.tr), will be presented for the review and approval of shareholders. (Annex-2)

**5. Reading, discussion and approval of the Sustainability Report compliant with the Türkiye Sustainability Reporting Standards (TSRS) for the 2024 financial year,**

Our Sustainability Report prepared in compliance with the TSRS for the year 2024, which has been made available for the review of shareholders at least three weeks prior to the General Assembly Meeting at the Company Headquarters, EGKS, KAP and the Company's corporate website (www.deva.com.tr), will be presented for the review and approval of shareholders. (Annex-3)

**6. Approval of the member elected during the year to fill the vacant Board membership for the remaining term,**

Due to the passing of Independent Board Member Sengül Soytaş, Mehmet Baş, who was elected by the Board of Directors' resolution dated 20.10.2025 and numbered 2025/35 pursuant to Article 363 of the Turkish Commercial Code, to fill the vacancy on the Board of Directors, will be submitted to the approval of the General Assembly. (Annex-4)

**7. Release of the members of the Board of Directors for the activities and transactions of the 2025 financial year**

Within the framework of the provisions of the TCC and the Regulation, the release (discharge) of the members of the Board of Directors for their activities, transactions and accounts for the year 2025 will be submitted for the approval of the General Assembly.

**8. Discussion and resolution of the Board of Directors' proposal regarding the profit/loss for the 2025 financial year,**

For the 2025 financial year of the Company:

- According to the consolidated financial statements prepared in accordance with the Turkish Accounting / Financial Reporting Standards (TAS/IFRS) within the framework of the Capital Markets Board Communiqué Series II-14.1, and audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the Company recorded a loss after tax of TRY 806,988,481 for the period 01.01.2025 – 31.12.2025.
- According to the individual financial statements of DEVA Holding A.Ş. prepared in accordance with the Turkish Commercial Code and the Tax Procedure Law No. 213, a profit of TRY 1,636,273,367.29 was recorded.

Since the financial statements prepared in accordance with Capital Markets legislation indicate that the financial year closed with a loss, no dividend distribution will be made for the 2025 financial year, and the proposal of the Board of Directors to offset the profit recorded in the statutory records against accumulated losses from previous years will be submitted for discussion and resolution.  
(Annex-5)

**9. Determination of the remuneration of the members of the Board of Directors,**

Within the scope of the Company's Remuneration Policy, the monthly gross remuneration of the members of the Board of Directors for the 2026 operating year will be determined by the shareholders.

**10. Discussion and resolution of the amendment to Articles 7 and 14 of the Articles of Association,**

The amendment to the Company's Articles of Association will be submitted for the approval of the General Assembly. The Draft Amendment to the Articles of Association, which has obtained the necessary approvals from the Capital Markets Board (CMB) and the Ministry of Trade of the Republic of Türkiye, is included in Annex-6.

**11. Discussion and resolution of the selection of the Independent Audit Firm for the 2026 financial year pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,**

The selection of the Independent Audit Firm, which will conduct the audit of the Company's financial reports for the 2026 financial year and carry out other activities within the scope of the relevant regulations, will be submitted for the approval of the General Assembly.

**12. Discussion and resolution of the selection of an authorized assurance provider in the field of sustainability for the mandatory assurance audit of the Sustainability Report for the 2026 operating year**

The selection of the Independent Audit Firm that will carry out the mandatory assurance audit of the Sustainability Report for the 2026 operating year will be submitted for the approval of the General Assembly.

**13. Informing the shareholders about the donations and contributions made in 2025**

Pursuant to Article 6 of the Capital Markets Board Dividend Communiqué No. II-19.1, donations made during the year must be submitted for the information of the General Assembly.

Accordingly, in 2025, donations and contributions amounting to TRY 1,269,792 (TRY 1,397,870 based on purchasing power as of 31.12.2025) were made to public institutions and various organizations and associations, and this information will be presented to the shareholders.

Furthermore, in accordance with the Donation and Contribution Policy, the donation amount to be determined by the Board of Directors, taking into account the revaluation coefficient, has been set at TRY 472,241 for the year 2026.

**14. Discussion and resolution of the donation limit for the period 01.01.2026 – 31.12.2026**

Pursuant to Article 19/5 of the Capital Markets Law No. 6362 and Article 6 of the Capital Markets Board Dividend Communiqué No. II-19.1, the limit for donations to be made in 2026 will be determined by the General Assembly.

**15. Discussion and resolution of granting permission to the members of the Board of Directors to perform the activities specified in Articles 395 and 396 of the Turkish Commercial Code**

Under Article 395 ("Prohibition of Transactions with the Company and Borrowing from the Company") and Article 396 ("Non-Competition") of the Turkish Commercial Code, members of the Board of Directors may carry out such transactions only with the approval of the General Assembly. The granting of such permission will therefore be submitted for the approval of the shareholders.

#### **16. Informing shareholders within the scope of Principle No. 1.3.6 of the CMB Corporate Governance Communiqué (II-17.1)**

Pursuant to Mandatory Corporate Governance Principle No. 1.3.6 of the Capital Markets Board, if controlling shareholders, members of the Board of Directors, executives with administrative responsibility, or their spouses and relatives up to the second degree by blood or marriage:

conduct a significant transaction that may cause a conflict of interest with the Company or its subsidiaries, and/or

conduct a commercial transaction within the scope of the Company's or its subsidiaries' field of activity on their own behalf or on behalf of another person, or

become an unlimited partner in another company engaged in similar commercial activities,

such transactions must be included as a separate agenda item at the General Assembly, detailed information must be provided, and the matter must be recorded in the minutes of the General Assembly.

Shareholders will be informed about any such transactions carried out during the year.

#### **17. Informing shareholders about guarantees, pledges, mortgages and sureties provided by the Company in favor of third parties in 2025 and the income or benefits obtained therefrom**

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

This matter is disclosed in Footnote No. 19 of our consolidated financial statements dated 31.12.2025.

#### **18. Closing**

#### **Annex-1: Power of Attorney Form.**

#### **ANNEX:1**

#### **PROXY LETTER DEVA HOLDING A.Ş.**

I hereby appoint ..... as my proxy, who is introduced in detail below, to represent me, vote, make proposals and sign the necessary documents on my behalf at the Ordinary General Assembly Meeting of DEVA Holding A.Ş., to be held on Friday, 10 April 2026 at 10:00 a.m. at the Company headquarters (Halkalı Merkez Mah. Basın Ekspres Cad. No:1 Küçükçekmece / Istanbul), in accordance with the views stated below.

Attorney's(\*);

Name Surname/Trade Title:

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

(\* )For attorneys of foreign nationality, it is obligatory for them to submit the aforementioned information of its equivalents, if any.

#### **A) SCOPE OF REPRESENTATION**

The scope of the representation authority must be determined by selecting one of the options (a), (b), or (c) for sections 1 and 2 below.

1. Regarding the matters included in the agenda of the General Assembly;

a) The proxy is authorized to vote in line with his/her own opinion.

b) The proxy is authorized to vote in line with the proposals of the Company management.

c) The proxy is authorized to vote in line with the instructions specified in the table below.

Instructions:

If option (c) is selected by the shareholder, instructions regarding each agenda item shall be given by marking one of the options (accept or reject) opposite the relevant agenda item, and if the reject option is selected, the dissenting opinion requested to be recorded in the minutes of the General Assembly shall also be specified.

2. Special instructions regarding other matters that may arise at the General Assembly meeting, particularly regarding the exercise of minority rights

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy is not authorized to represent in these matters.
- c) The proxy is authorized to vote in line with the special instructions below.

SPECIAL INSTRUCTIONS; if any, the special instructions to be given by the shareholder to the proxy shall be stated here.

B) The shareholder indicates the shares to be represented by the proxy by selecting one of the options below

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

- a) Series and class:\*
- b) Number / Group:\*\*
- c) Quantity – Nominal value:
- d) Whether it has voting privilege:
- e) Bearer or registered share:\*
- f) Ratio of the shares / voting rights held by the shareholder to the total shares:

\* These details are not required for dematerialized shares.

\*\* For dematerialized shares, group information, if any, will be provided instead of the share number.

Agenda Item (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Chairperson			
2. Reading and discussion of the Board of Directors' Annual Report for the 2025 financial year			
3. Reading of the Summary of the Independent Audit Report for the 2025 financial year			
4. Reading, discussion and approval of the consolidated financial statements for the 2025 financial year			
5. Reading, discussion and approval of the Sustainability Report compliant with the Türkiye Sustainability Reporting Standards (TSRS) for the 2024 financial year			
6. Approval of the member elected during the year to fill the vacant Board membership for the remaining term			
7. Discussion and resolution of the release of the Board members for their activities in 2025			
8. Discussion and resolution of the Board of Directors' proposal regarding the profit/loss for the 2025 financial year			
9. Determination of the remuneration of the members of the Board of Directors			
10. Discussion and resolution of the amendment of Articles 7 and 14 of the Company's Articles of Association			
11. Discussion and resolution of the selection of the Independent Audit Firm for the 2026 financial year			
12. Discussion and resolution of the selection of an authorized sustainability assurance audit firm for the 2026 Sustainability Report			

Agenda Item (*)	Accept	Reject	Dissenting Opinion
13. Informing shareholders about donations and contributions made in 2025			
14. Discussion and resolution of the donation limit for the 2026 financial year			
15. Discussion and resolution of granting permission to Board members pursuant to Articles 395 and 396 of the Turkish Commercial Code			
16. Informing shareholders within the scope of Principle 1.3.6 of the CMB Corporate Governance Communiqué			
17. Informing shareholders about guarantees, pledges, mortgages and sureties provided by the Company in favor of third parties in 2025			
18. Closing			

2. I approve the representation by the proxy of all my shares included in the list of shareholders entitled to attend the General Assembly prepared by the Central Securities Depository (MKG) one day prior to the General Assembly.

NAME SURNAME or TITLE OF THE SHAREHOLDER (\*)

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

Address:

(\*) For foreign shareholders, it is obligatory to submit the aforementioned information or its equivalents, if any.

#### **Annex-2: Consolidated Financial Statements**

Available at the following link:

[https://deva.com.tr/uploads/pdf\\_files/finansal\\_tablolar/YpGAcejmXhtYFhxlKjQ.pdf](https://deva.com.tr/uploads/pdf_files/finansal_tablolar/YpGAcejmXhtYFhxlKjQ.pdf)

#### **Annex-3: Sustainability Report Compliant with TSRS**

Available at the following link:

[https://deva.com.tr/uploads/pdf\\_files/NMrYPujzpbPCfxal5hJN.pdf](https://deva.com.tr/uploads/pdf_files/NMrYPujzpbPCfxal5hJN.pdf)

#### **Annex-4: Curriculum Vitae and Independence Declaration of the Independent Board Member Candidate**

Prof. Dr. Mehmet Bař is an academic specializing in marketing, brand management, and digital marketing. He completed his undergraduate, master's and doctoral studies at Gazi University, Department of Business Administration. He currently serves as a Professor in the Department of Business Administration at the Faculty of Economics and Administrative Sciences of Ankara Hacı Bayram Veli University.

Throughout his academic career, he has supervised numerous graduate theses and published articles in national and international peer-reviewed journals on brand management, digital marketing, consumer behavior and sustainability, as well as authored books and book chapters.

In addition to his academic work, he has held various administrative positions within his department, university and the Council of Higher Education (YÖK). He has also taken part as a researcher in several national and international projects, particularly European Union projects, and continues to provide training, consultancy and academic contributions to both the public and private sectors.

## DECLARATION OF INDEPENDENCE

As an Independent Member of the Board of Directors of Deva Holding A.Ş., I hereby accept, declare and undertake that I meet the conditions set forth in the principles below and that I will act in accordance with these principles within the scope of Articles 4.3.6 and 4.3.8 of the Corporate Governance Communiqué (II-17.1) issued by the Capital Markets Board, as stated in the principles section of the Communiqué.

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

b) I declare that within the last five years, I have not been a shareholder (5% or more), an executive in a position involving significant duties and responsibilities, or a member of the board of directors in companies from which the Company has purchased or to which it has sold significant services or products, particularly including companies providing audit (including tax audit, statutory audit and internal audit), rating or consultancy services, during the periods in which such services or products were purchased or sold.

c) I declare that I possess the professional education, knowledge and experience necessary to duly perform the duties I will undertake as an independent board member.

ç) Provided that it complies with the legislation to which I am subject, I declare that I will not work full-time in public institutions or organizations after being elected as a member, except for university faculty membership.

d) I declare that I am considered a resident in Türkiye pursuant to the Income Tax Law No. 193 dated 31/12/1960.

e) I declare that I possess 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 its shareholders, and make decisions freely by taking into consideration the rights of stakeholders.

f) I declare that I will be able to allocate sufficient time to Company matters to monitor the operations of the Company and to fully perform the requirements of the duties I undertake.

g) I declare that I have not served as a member of the Board of Directors of the Company for more than six years within the last ten years.

ğ) I declare that I do not serve as an independent board member in more than three companies where the Company or the shareholders controlling the Company have management control, and in more than five publicly traded companies in total.

h) I declare that I have not been registered and announced on behalf of a legal entity elected as a member of the Board of Directors.

Respectfully,

Mehmet Baş

## ANNEX: 5 – Dividend Distribution Table

### PROFIT DISTRIBUTION TABLE

DEVA HOLDING A.Ş.			
2025 Profit Distribution Table (TL)			
1	Issued Capital	200.019.287,78	
2	General Legal Reserve (based on legal records)	40.003.857,56	
If privilege exists in profit distribution in accordance with the Articles of Association, information on such privilege		<i>10% of the profit amount to be determined in accordance with the the Articles of Association is distributed to privileged shareholders of A group.</i>	
		Based on CMB	Based on Legal Records (LR)
3	Profit for the Period	-92.706.709,00	1.636.273.367,29
4	Taxes (-)	-714.281.772,00	0
5	<b>Net Profit for the Period</b>	<b>-806.988.481,00</b>	<b>1.636.273.367,29</b>
6	Losses from the Previous Periods (-)	0,00	-1.854.886.761,62
7	General Legal Reserve (-)	0,00	0,00
8	<b>Net Distributable Profit/Loss for the Period</b>	<b>-806.988.481,00</b>	<b>-218.613.394,33</b>
9	Donations made within the year (+)	1.397.869,96	
10	Net Distributable Profit for the Period with Donations added	-805.590.611,04	
11	First Profit to Shareholders	0,00	0,00
	-Cash	0,00	0,00
	-Without charge		
	-Total		
12	Profit distributed to Privileged Shareholders	0,00	0,00
13	Other Profit Distributed		
	- To the Members of the Board of Directors	0,00	0,00
	- To the Employees		
	- To persons other than Shareholders		
14	Profit distributed to Dividend Shareholders	0,00	0,00
15	Second Profit to Shareholders	0,00	0,00
16	General Legal Reserve	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 Foreseen to be Distributed		
	-Previous Years Profit		
	-Extraordinary Reserves		
	-Other Distributed in accordance with Law and Articles of Association		

### TABLE OF PROFIT RATES

#### DETAILS OF PROFIT PER SHARE

	GROUP	TOTAL PROFIT DISTRIBUTED		TOTAL PROFIT DISTRIBUTED/NET DISTRIBUTABLE PROFIT FOR THE PERIOD	PROFIT CORRESPONDING TO SHARE WITH NOMINAL VALUE OF TL 1	
		Cash (TL)	Free (TL)	Rate (%)	Amount (TL)	Rate (%)
<b>GROSS</b>	<b>A</b>	0	0	0	0	0
	<b>B</b>	0	0	0	0	0
	<b>C</b>	0	0	0	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>			

**ANNEX: 6 and 7 – Draft Amendment to the Articles of Association – Board of Directors Resolution**

**DEVA HOLDING A.Ş.  
AMENDMENT TO THE ARTICLES OF ASSOCIATION**

OLD TEXT	NEW TEXT
<p><b>COMPANY’S SHARE CAPITAL:</b> <b>Article 7 –</b></p> <p>The Company has adopted the <b>registered capital system</b> in accordance with the provisions of the <b>Capital Markets Law</b> and has switched to this system with the permission of the <b>Capital Markets Board dated 18.03.1983 and numbered 68/19</b>.</p> <p>The Company’s <b>registered capital ceiling</b> is <b>TRY 500,000,000 (Five Hundred Million)</b>. The Company’s current capital is <b>TRY 200,019,287.78</b>, fully paid and free of any collusion.</p> <p>The Company’s issued capital consists of <b>20,001,928,778 shares</b>, each with a <b>nominal value of 1 (one) kuruş</b>. Of these, <b>5 shares are Group A and 5 shares are Group B</b>, totaling <b>10 registered shares</b>, while <b>20,001,928,768 shares in Group C are bearer shares</b>.</p> <p>Within the framework of the registered capital ceiling granted by the Capital Markets Board, the Board of Directors is authorized to increase the issued capital when deemed necessary between <b>2023–2027 (5 years)</b>. If the permitted registered capital ceiling has not been reached by the end of <b>2027</b>, even if the Board of Directors has been authorized for the previous period, authorization must be obtained from the <b>General Assembly for a new period not exceeding 5 years</b> to enable the Board of Directors to adopt a capital increase decision after <b>2027</b>.</p> <p>If such authorization is not granted, no capital increase may be made by a Board of Directors resolution.</p> <p>The shares representing the capital are tracked <b>dematerialized</b> in accordance with the principles of dematerialization.</p> <p>The Board of Directors is authorized, in accordance with the provisions of the <b>Capital Markets Law</b>, to issue new shares above their nominal value when deemed necessary, to restrict shareholders’ pre-emptive rights, and to take decisions that restrict the right to purchase new shares. The authority to restrict pre-emptive rights cannot be used in a way that causes inequality among shareholders.</p> <p>The Company’s capital may be increased or decreased within the framework of the provisions of the <b>Turkish Commercial Code</b>, the <b>Capital Markets Law</b>, and the relevant legislation.</p>	<p><b>COMPANY’S SHARE CAPITAL:</b> <b>Article 7 –</b></p> <p>The Company has adopted the <b>registered capital system</b> in accordance with the provisions of the <b>Capital Markets Law</b> and has switched to this system with the permission of the <b>Capital Markets Board dated 18.03.1983 and numbered 68/19</b>.</p> <p>The Company’s <b>registered capital ceiling</b> is <b>TRY 500,000,000 (Five Hundred Million)</b>. The Company’s current capital is <b>TRY 200,019,287.78</b>, fully paid and free of any collusion.</p> <p>The Company’s issued capital consists of <b>20,001,928,778 shares</b>, each with a <b>nominal value of 1 (one) kuruş</b>. Of these, <b>5 shares are Group A and 5 shares are Group B</b>, totaling <b>10 registered shares</b>, while <b>20,001,928,768 shares in Group C are bearer shares</b>.</p> <p>Within the framework of the registered capital ceiling granted by the Capital Markets Board, the Board of Directors is authorized to increase the issued capital when deemed necessary between <b>2026–2030 (5 years)</b>. If the permitted registered capital ceiling has not been reached by the end of <b>2030</b>, even if the Board of Directors has been authorized for the previous period, authorization must be obtained from the <b>General Assembly for a new period not exceeding 5 years</b> to enable the Board of Directors to adopt a capital increase decision after <b>2030</b>.</p> <p>If such authorization is not granted, no capital increase may be made by a Board of Directors resolution.</p> <p>The shares representing the capital are tracked <b>dematerialized</b> in accordance with the principles of dematerialization.</p> <p>The Board of Directors is authorized, in accordance with the provisions of the <b>Capital Markets Law</b>, to issue new shares above their nominal value when deemed necessary, to restrict shareholders’ pre-emptive rights, and to take decisions that restrict the right to purchase new shares. The authority to restrict pre-emptive rights cannot be used in a way that causes inequality among shareholders.</p> <p>The Company’s capital may be increased or decreased within the framework of the provisions of the <b>Turkish Commercial Code</b>, the <b>Capital Markets Law</b>, and the relevant legislation.</p>

BOARD OF DIRECTORS MEETINGS <b>Article 14 –</b>	BOARD OF DIRECTORS MEETINGS <b>Article 14 –</b>
<p><b>1) Board of Directors Meetings:</b> The Board of Directors convenes whenever the Company’s business and transactions require. Board meetings are held at the Company’s headquarters or at another location to be decided.</p> <p><b>2) Meeting and Decision Quorum:</b> The meeting quorum of the Board of Directors is at least <b>four members</b>, and decisions are taken by the <b>majority of the members present at the meeting</b>. In matters not regulated herein, the provisions of the <b>Turkish Commercial Code, the Capital Markets Law and other relevant legislation</b> shall apply.</p>	<p><b>1) Board of Directors Meetings:</b> The Board of Directors convenes whenever the Company’s business and transactions require. Board meetings are held at the Company’s headquarters or at another location to be decided.</p> <p><b>2) Meeting and Decision Quorum:</b> The meeting and decision quorums of the Board of Directors are determined in accordance with the <b>provisions of the Turkish Commercial Code</b>. The regulations and quorums introduced by the <b>Capital Markets Law</b> shall also apply. <b>However, for the matters listed below, at least four (4) members must be present at the meeting and decisions shall be taken with the affirmative vote of four members:</b></p> <p><b>(i) Submitting any proposal to the General Assembly regarding capital increase or decrease, including amendments to the Articles of Association.</b></p> <p><b>(ii) Submitting a proposal to the General Assembly regarding dividend distribution.</b></p> <p><b>(iii) Submitting a proposal to the General Assembly for the appointment of an independent auditor.</b></p> <p><b>(iv) Approval and revision of the Company’s business plans and annual budget.</b></p> <p><b>(v) Decisions regarding the exercise of the powers of representation and binding authority of the Company, including the distribution of such authorities among Board members and the issuance of signature circulars and internal directives.</b></p> <p><b>(vi) Entering into any agreement regarding purchases and sales outside the Company’s daily commercial activities, joint ventures, consortiums or partnerships (excluding agreements made in the ordinary course of business), making investment decisions, acquiring or disposing of assets/services, assuming or giving commitments, or making arrangements regarding any agreement.</b></p> <p><b>(vii) Submitting proposals to the General Assembly regarding merger, demerger, spin-off or corporate financial restructuring, amendments to the Articles of Association, issuance of privileged shares, closing the balance sheet loss through capital decrease, imposing additional obligations on shareholders, restriction of share transfers, and termination or liquidation.</b></p> <p><b>(viii) Opening a new workplace in Türkiye or abroad.</b></p> <p><b>(ix) Obtaining, transferring or licensing intellectual property rights, including obtaining or transferring any license.</b></p>

3) Shareholders who have the right to attend the meetings of the Company's Board of Directors may attend such meetings electronically pursuant to Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the Communiqué on the General Assemblies of Joint Stock Companies to be Held Electronically Outside the General Assemblies of Joint Stock Companies, shareholders may attend the meetings electronically, express their opinions, and cast their votes electronically. For this purpose, the Company may establish its own Electronic Meeting System or procure services from systems created for this purpose. In meetings to be held, shareholders may exercise the rights specified in the relevant legislation through the system established pursuant to the provisions of the said Communiqué or through a system from which support services are obtained, within the framework specified in the Communiqué.

**(x) Proposal for the acquisition or repurchase of any immovable property.**  
**(xi) Establishing a pledge or mortgage on the Company's shares, releasing such pledge or mortgage, providing the shares as collateral, or placing any other encumbrance or restriction on the shares.**  
**Decisions taken contrary to the special matters listed above shall be invalid and shall not create any binding effect for the Board of Directors. Resolutions of the Board of Directors, provided that they comply with the above principles, may also be adopted without holding a meeting, unless any member requests that a meeting be held, in accordance with Article 390/4 of the Turkish Commercial Code.**  
3) Shareholders who have the right to attend the meetings of the Company's Board of Directors may attend such meetings electronically pursuant to Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the Communiqué on the General Assemblies of Joint Stock Companies to be Held Electronically Outside the General Assemblies of Joint Stock Companies, shareholders may attend the meetings electronically, express their opinions, and cast their votes electronically. For this purpose, the Company may establish its own Electronic Meeting System or procure services from systems created for this purpose. In meetings to be held, shareholders may exercise the rights specified in the relevant legislation through the system established pursuant to the provisions of the said Communiqué or through a system from which support services are obtained, within the framework specified in the Communiqué.

**BEŞİKTAŞ 27th NOTARY PUBLIC**

Sinanpaşa Mah. İhlamur Cad.  
No:23/2 Beşiktaş / İSTANBUL  
Tel: 0 212 327 75 95

**MEETING: 2026/2 No: 16156**

**MEETING DATE:** 05.02.2026

**PARTICIPANTS:** Philip Daniel Haas  
Ayşeçik Haas  
Cüneyt Demirgüres  
Tuncay Cem Akkuş  
Mehmet Baş

**AGENDA:** Amendment of Articles of Association Articles 7 and 14.

**RESOLUTION:**

In the Company's **five-member board structure**, in order to ensure that decisions can be taken **more quickly and effectively**, the existing **aggravated meeting and decision quorum** has been limited to the **special matters specified by this amendment**, and for matters outside these situations, in order to comply with the **regulations and quorums introduced by the Turkish Commercial Code and the Capital Markets Law**, it has been resolved that:

Within the framework of **Article 18 of the Capital Markets Law** and the **Capital Markets Board Communiqué No. II-18.1 on the Registered Capital System**, the **registered capital ceiling period shall be extended for a new five-year period covering 2026-2030**, and accordingly **Article 7 titled "Company's Capital" of the Company's Articles of Association shall be amended**, and **Article 14 titled "Board of Directors Meetings" shall be amended** in a manner reflecting this change.

Within the scope of this resolution, it has been **unanimously resolved by the participants of the meeting** to authorize the **Management** to carry out all kinds of transactions and procedures required for the amendment of the Articles of Association to be submitted for approval at the **Ordinary General Assembly Meeting for the 2025 financial year**, including obtaining the necessary approvals from the **Capital Markets Board and the relevant Ministry**.

Since there were **no other items to be discussed on the agenda**, the meeting was adjourned.

**Annex:** Draft Amendment to the Articles of Association

**Chairman of the Board**

Philip Daniel Haas

**Member**

Tuncay Cem Akkuş

**Member**

Ayşeçik Haas

**Member**

Cüneyt Demirgüres

**Member**

Mehmet Baş

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(Translation into English is just for informational purposes. In case of a discrepancy between the Turkish and the English versions, the Turkish version shall prevail.)