

ADEL KALEMCİLİK TİCARET VE SANAYİ A.Ş
ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT

Our Company's 2025 Shareholders General Assembly Meeting will be held to discuss and decide on the agenda items specified below on April 15, 2026, Wednesday at 10:30 am at the address of "Fatih Sultan Mehmet Mahallesi, Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul".

Meeting agenda along with General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices, at the address of Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul, our website at www.adel.com.tr, at Public Disclosure Platform, Electronic General Assembly System and E-Company Platform, 21 days prior to the meeting.

Shareholders may attend the General Assembly Meeting in person or electronically, by themselves or by proxy. Since having a secure e-signature is a prerequisite for electronic attendance to the General Meeting, the shareholders or their representatives who will attend the meeting electronically through the Electronic General Assembly System ("EGKS") should have a secure e-signature and also be registered with the "e-Yatırımcı: Yatırımcı Bilgi Merkezi" of Merkezi Kayıt İstanbul A.S. The shareholders or their representatives who do not have secure e-signature or are not registered with the "e-Yatırımcı: Yatırımcı Bilgi Merkezi", will not be able to attend the meeting electronically through EGKS.

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The shareholders attending the General Meeting in person, are requested to present their ID cards or Passports at the venue.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template that is attached (APPENDIX-1) or published at our Company's website addressed www.adel.com.tr or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the "Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué.

Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Istanbul, <http://www.mkk.com.tr>, in order for them to perform their obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies.

Pursuant to paragraph 4 Article 415 of Turkish Commercial Code number 6102 and paragraph 1 Article 30 of Capital Market Law the right to participate and cast votes in general assemblies is not subject to the condition of depositing share certificates. Accordingly, shareholders are not required to block their shares to attend the General Assembly.

Respectfully submitted to the attention of the Shareholders.

ADDITIONAL EXPLANATIONS UNDER CAPITAL MARKETS BOARD (CMB) REGULATIONS

The notifications and explanations required by the “Communiqué on Principles for Corporate Governance” No: II-17.1 of the Capital Market Board regarding the agenda items are specified under the related agenda item. Other general explanations are also presented in this document for the attention of shareholders:

1. Capital Structure and Voting Rights

There is not any preference granted to the shareholders according to our Articles of Association in connection with the voting rights.

Shareholders of Adel Kalemçilik Ticaret ve Sanayi A.Ş. are provided with the following table:

Shareholding Structure	Share in Capital (TL)	Share in Capital (%)	Voting Right	Voting Right (%)
AG ANADOLU GRUBU HOLDİNG A.Ş.	147.831.322,98	56,89	147.831.322,98	56,89
FABER -CASTELL AKTIENGESELLSCHAFT	40.017.353,41	15,40	40.017.353,41	15,40
HALKA ARZ	72.026.323,61	27,71	72.026.323,61	27,71
	259.875.000	100,00	259.875.000	100,00

2. Information about significant managerial and operational changes that affected our Company’s operations in the past fiscal period and the changes that are planned in the following fiscal periods and the reasons behind these changes:

There are no significant managerial or operational changes that have affected the Company’s operations in the previous fiscal period or planned for the upcoming fiscal periods.

3. Information on Requests by Shareholders to Include Items on the Agenda:

There was no request received from shareholders to add an additional item to the 2025 agenda of General Assembly.

ANNUAL ORDINARY GENERAL ASSEMBLY AGENDA ITEMS AND RELATED EXPLANATIONS

1. Opening and the establishment of the meeting chairmanship;

The board of the Assembly will be established pursuant to the regulations of the Turkish Commercial Code (TCC) and the Regulation regarding General Assembly Meetings of Capital Companies and the Commissioner of the Ministry of Industry and Commerce (“Regulation”).

2. Reading and discussion of the reports of the Board of Directors (Annual Report) for 2025;

Pursuant to the relevant regulations, Annual Report of Board of Directors for fiscal year 2025 will be read, discussed and submitted to the approval of our shareholders. The above mentioned report has been made available for reviews of our shareholders at the Company Head Office and our website at www.adel.com.tr.

3. Reading the Independent Audit Report for the fiscal year 2025,

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2025 will be read out in the General Assembly Meeting. The report has been made available for review of our shareholders at the Company Head Office and our website at www.adel.com.tr.

4. Reading, discussing and approval of the Financial Statements for the year 2025 prepared in accordance with the Capital Market Legislation,

Pursuant to the relevant regulations, 2025 Financial Statements will be read, discussed in the General Assembly Meeting and submitted to approval of our shareholders. The documents have been made available for review of our shareholders at the Company Head Office and our website at www.adel.com.tr.

5. “Discussion and approval of the 2024 Sustainability Report compliant with the TSRS (Turkish Sustainability Reporting Standards)”,

Our Company’s 2024 Sustainability Report, which presents our environmental, social, and governance (ESG) performance and has been prepared in full compliance with the Türkiye Sustainability Reporting Standards (TSRS) published by the Public Oversight, Accounting and Auditing Standards Authority, has been made available for the review of our shareholders on the Company’s website at www.adel.com.tr. The report will be presented to our shareholders for their information, opinions, and approval.

6. The separate consideration and approval of the discharge of the Board of Directors members for their activities in 2025,

Pursuant to the provisions of the TCC and the Regulation, the acquittal 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.

7. Discussion, acceptance, acceptance with amendments, or rejection of the Board of Directors' proposal regarding dividend distribution,

In accordance with the principles set forth in the Capital Markets Board's (CMB) Dividend Communiqué (II-19.1), the provisions of our Company's Articles of Association, and our publicly disclosed dividend distribution policy; since our Company has a net loss for the period in its 2025 financial statements prepared in line with the Turkish Commercial Code and CMB regulations, the proposal not to distribute dividends for the 2025 financial year will be submitted for the approval of the Ordinary General Assembly for the year 2025.

8. Re-election of Board Members to replace those whose terms have expired, and determination of their terms of office and remuneration,

The election of the Board of Directors will be carried out, including the selection of four independent members, in accordance with the provisions of the CMB Corporate Governance Communiqué (II-17.1), together with the appointment of the new Board members.

As recommended at the Corporate Governance Committee meeting dated 04.02.2026 and approved by the Board of Directors' resolution dated 20.02.2026, Uğur Bayar, Tayfun Bayazıt, İzzet Karaca, and Eyüp Mehmet Cemil Yükselen have been determined as independent board member nominees.

The Corporate Governance Committee evaluated the nominations for independent membership, including those proposed by management and shareholders, by taking into account whether the candidates meet the independence criteria, and submitted its assessment to the Board of Directors for approval through its report dated 04.02.2026. The independent board member nominees have also provided their written declarations of independence to the Corporate Governance Committee at the time of their nomination, in accordance with the applicable legislation, the Articles of Association, and the criteria set forth in the Communiqué.

In line with the report of the Corporate Governance Committee, the Board of Directors submitted its resolution dated 20.02.2026 regarding the nomination of Uğur Bayar, Tayfun Bayazıt, İzzet Karaca, and Eyüp Mehmet Cemil Yükselen as independent board member candidates to the CMB on 20.02.2026 for its opinion. By its letter dated 11.03.2026, the CMB informed our Company that it had no adverse opinion regarding the candidates serving as independent members of the Board of Directors.

The curricula vitae and independence declarations of the Board member nominees are provided in Annex 1.

Under this agenda item, a resolution will also be adopted regarding the remuneration of the members of the Board of Directors in accordance with the relevant provisions of the Turkish Commercial Code and the CMB Corporate Governance Principles.

9. Approval of the selection of the Independent Auditing Firm by the Board of Directors, in accordance with the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority Regulations,

In accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board, and the Public Oversight, Accounting and Auditing Standards Authority, and pursuant to the resolution of our Board of Directors dated 24.03.2026, upon obtaining the opinion of the Audit Committee, it has been resolved to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the audit of our Company’s financial reports for the 2026 fiscal period, as well as to carry out other activities within the scope of the relevant regulations—including, but not limited to, the mandatory sustainability assurance audit of disclosures to be prepared in accordance with the Türkiye Sustainability Reporting Standards (TSRS) published by the Public Oversight, Accounting and Auditing Standards Authority (“KGK”)—and to perform the assurance audit of sustainability reports for the 2026 fiscal period, provided that the firm is authorized by the KGK to conduct independent audit activities in the field of sustainability. This appointment will be submitted for the approval of the General Assembly.

PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was authorized by the KGK, with its decision dated 18.02.2025, to carry out independent audit activities in the field of sustainability.

10. Informing the General Assembly about donations made in 2025 within the framework of Capital Market Board regulations,

Pursuant to Article 6 of the CMB Dividend Communiqué (II-19.1), donations made during the year must be submitted for the information of the General Assembly. The total amount of donations made to foundations and associations in 2025, adjusted to 2025 purchasing power, is TRY 85,375. This agenda item is not subject to the approval of the General Assembly and is presented solely for informational purposes.

11. Providing the General Meeting with information regarding guarantees, pledges, mortgages, and sureties granted by the Company in favor of third parties in 2025, as well as the income or benefits derived by the Company within the framework of the regulations of the Capital Markets Board,

Pursuant to Article 12.(4) of Corporate Governance Communiqué (II-17.1), guarantees, pledges, mortgages and suretyship granted and established in favor of third persons as well as revenues or interests obtained have to be included as a separate item on the agenda of the ordinary general assembly meeting. Our Company did not grant or establish any surety, guarantee, pledge or mortgage in favor of any third parties.

12. Providing information to the General Assembly if there is a transaction that took place during the 2025 fiscal year in accordance with Principle 1.3.6 of the Capital Markets Board’s Corporate Governance Communiqué No. II-17.1,

Pursuant to Principle 1.3.6 of the CMB Corporate Governance Communiqué (II-17.1): “If shareholders holding management control, members of the board of directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree carry out a significant transaction that may cause a conflict of interest with the company or its subsidiaries, and/or engage, on their own behalf or on behalf of others, in a commercial transaction falling within the scope of the company’s or its subsidiaries’ field of activity, or become a partner with unlimited liability in another

company engaged in the same type of commercial activities, such transactions shall be included as a separate agenda item in the general assembly agenda in order to provide detailed information to the general assembly, and shall be recorded in the minutes of the general assembly.” The General Assembly will be informed that no such transaction occurred in 2025.

13. Discussion of granting permission to the Board of Directors regarding transactions and activities falling under Articles 395 and 396 of the Turkish Commercial Code

Performance of any of the transactions described in Articles 395 (Prohibition to Transact with and Incur Indebtedness to the Company) and 396 (Non-Competition) of the TCC by members of the Board of Directors is subject to the approval of the General Assembly. Therefore, permitting members to perform such transactions shall be submitted to the approval of the General Assembly.

14. Requests, Comments, and Closing Remarks.

ANNEX

ANNEX/1 Resume Of Candidate Members Of The Board Of Directors And Independent Board Member
Candidates Statement Of Independent Status

ANNEX/ 2 : Dividend Distribution Table

ANNEX/1 RESUME OF CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENT BOARD MEMBER CANDIDATES STATEMENT OF INDEPENDENT STATUS

KAMILHAN SÜLEYMAN YAZICI

Kamil Yazıcı graduated from New York Military Academy (1996), holds a BA degree in Marketing from Emory University Goizueta Business School (2000), an MBA degree from American Institute of Business and Economics (2005) and has completed the GMP program at the Harvard Business School (2017). Yazıcı started his Anadolu Group career in year 2000 in the Finance Presidency as Assistant Finance Specialist and resumed his career in Anadolu Efes Russia Beer operations during 2002-2011 where he held multiple roles as Marketing Manager, Logistics Manager, Supply Chain Director, Business Development Director and finally led a pan-Russian effort to re-structure the sales organization for greater efficiency and effectiveness. In 2011, he was appointed as General Manager of Efes Vitanta in Moldova and continued this role until 2014. In 2014, he was appointed as Market Development Director responsible for all international markets where the group did not operate locally and held this position until 2017. Between 2017- 2025, Kamil Yazıcı served as Vice- Chairman on Anadolu Group holding and subsidiary Boards. In April 2025, he became the Chairman of Anadolu Group holding and group companies. In addition, he serves as Board Member for TAİK (Turkish-American Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School's Alumni Board) and is the Vice-Chairman of KYYDAS (the Kamil Yazıcı Family Trust). He is also a member of TÜSİAD (Turkish Industry & Business Association).

TUĞBAN İZZET AKSOY

Tuğban İzzet Aksoy graduated from the Management and International Finance Departments of the University of Ogleshorpe in the USA, following his education at the Austrian High School. He began his professional career as an Assistant Expert in the Financial Affairs Directorate at Anadolu Endüstri Holding, in 1996. In December 1998 he was appointed as a Senior Broker at the Alternatifbank Treasury Department. Following five years in this role, Aksoy took on the role of Corporate Finance and Risk Manager at the Treasury and Risk Management Department of Anadolu Endüstri Holding A.Ş. in June 2003. In April 2008, he became Assistant Coordinator at Business Development Directorate, and between 2009-April 2019, he worked as Anadolu Group Energy Sector Coordinator. He continues to serve as Vice-Chairman on Anadolu Group Holding and Anadolu Group Companies. Aksoy, who has participated in professional training and seminars in his field, is member of energy groups of TÜSİAD and TOBB. Aksoy has been serving as an honorary consul of Georgia since 2016 and also holds Georgian Government Medal of Honor.

İBRAHİM İZZET ÖZILHAN

İ. İzzet Özilhan was born in İstanbul in 1982. He received his undergraduate degree from Hofstra University Banking and Finance Department in 2006 in USA. Özilhan, began his career as a Brand Representative at Coca Cola A.Ş in 2006 and served as Sales Representative in Coca-Cola Hellenic A.Ş. In 2009, he started working at Efes Russia and took up duties as Finance Manager and Brand Distribution Representative. In 2011, he started in Anadolu Efes Türkiye as Market Development Supervisor and continued as Horeca Manager, Modern Trade Sales Director and On-Trade Directorate respectively. In 2024, he became a board member at several Anadolu Group companies. Özilhan was chosen as Board Member of TÜSİAD in 2024 and also acts as the Leader of its Food, Beverage and Agriculture Roundtable. He also acts as a Board Member at TÜRKONFED.

MELTEM METİN

Born in 1969, she graduated Robert College in 1987 and studied Business Administration and Finance at Istanbul University. After a total 4 years of experience in marketing and financial control at Beymen and Pamukbank, she moved on with her career as a Financial Controller in Anadolu Holding in 1996. From 1998 onwards, she held Financial and General Management roles at Efes Invest and Coca-Cola Operations in Central Asia. She continued her role as General Manager of Coca-Cola Kazakhstan and Coca-Cola Kyrgyzstan after the merger of Efes Invest and Coca-Cola İçecek (CCI) in 2006. After an FMCG focused expat career of 9 years, she was appointed as the Strategy and Business Development Director at CCI HQ in 2009. She held the role while being a member of the Executive Committee of CCI until February 2021. She attended various executive programs at IMD and Harvard Business School. As a founding partner at Inova Grubu and Startme, she was active in the Turkey startup ecosystem providing end-to-end solutions to startups and startup investors after she left CCI in 2021.

MEHMET HURŞİT ZORLU

Hurşit Zorlu holds a BCs degree in Economics from Istanbul University. Before joining the Anadolu Group as a Marketing Specialist at Efes Beverage Group in 1984, he held various positions in Toz Metal and Turkish Airlines. During his career at Efes Beverage Group, he assigned various positions including Assistant Marketing Manager, Assistant Project Development Manager, Project Development Manager and Business Development & Investor Relations Director respectively. Zorlu worked as Chief Financial Officer (CFO) at Anadolu Efes between 2000-2008 and CFO at Anadolu Group between 2008- 2013. Zorlu served as Deputy CEO at Anadolu Group between 2013-2017. Hurşit Zorlu, who has been serving as the Chief Executive Officer of Anadolu Group since February 2017, retired as of April 1, 2024 from this position. Currently Hurşit Zorlu, is a Board Member of all Anadolu Group companies. Zorlu also served as the chair person of Anadolu Group Sustainability Committee of the Group. Hurşit Zorlu is a High Advisory Council Member of the Turkish Investor Relations Society (TÜYİD) and served as the 8th term Chairperson of the Corporate Governance Association of Türkiye (TKYD) between 2015-2017.

BURAK BAŞARIR

Burak Başarır holds a BA in Business Administration and a minor in Computer Sciences from American River College. He studied management at California State University of Sacramento and received a BSc degree in business administration from Middle East Technical University in 1995. Başarır joined Anadolu Group in 1998 with his first post at Coca Cola İçecek (CCI) and assumed increasing managerial responsibilities in finance and commercial functions. He was assigned as Coca-Cola İçecek CFO in 2005 and has played a significant role during CCI's IPO process and effectively managed the financial integration of Efes Invest with CCI. Başarır led the largest operation of CCI in terms of volume and sales as the Türkiye Region President between 2010 and 2013. Başarır was appointed as Coca-Cola İçecek CEO in January 2014. He served as Anadolu Group Soft Drinks Group President and Coca-Cola İçecek CEO between 2014 -2023. Başarır was appointed as Anadolu Group Deputy CEO in September 2023 and has been serving as Anadolu Group CEO since April 1st, 2024. Başarır is the Chairman of Anadolu Group Sustainability Committee and a member of the Turkish Industry & Business Association (TÜSİAD).

İBRAHİM TAMER HAŞİMOĞLU

He completed his secondary education at German High School and continued his higher education in Istanbul Technical University, Mechanical Engineering, and then he earned a Master's degree in International Business from Istanbul University, Institute of Business Administration and Economics. After starting his career in 1989 at Koç Holding as a Management Trainee in the Planning Coordination Department, he assumed the duties of Specialist, Manager and Coordinator. He continued his career as Strategic Planning President at Koç Holding between 2004-2011. During this period, he took an important role in determining the strategies of the group companies while ensuring Koç Group's main strategies and portfolio structures are built. He carried out very important M&A projects. These include the acquisitions of Tüpraş, Yapı Kredi and sales of Migros, Koç Allianz, Demir Döküm, Döktaş and İzocam. He served as the President of Tourism, Food and Retailing Group at Koç Holding from April 2011 to April 2022. In this role, he assumed the management responsibility of a total of 12 companies, including Koçtaş, Tat Gıda, Düzey Pazarlama, Divan, Setur, Setur Marinas, Koç Sistem, KoçDigital, Ram and Inventram. Tamer Haşimoğlu serves as a Board Member of some Koç Group, KYYADAŞ and Anadolu Group companies. In addition to these duties, he is a Board Member of TÜSİAD and Hisar Educational Foundation (HEV). He also served as a Board Member of YASED, as a member of the Turkish Tourism Investors Association and as a Board Member of the İMEAK Chamber of Shipping.

CONSTANTIN NEUBECK

Born in Würzburg, Germany, in 1977, Constantin Neubeck is a seasoned executive with an extensive background in finance and corporate management. After having completed an apprenticeship at bank located in Nuremberg, Germany, he earned the degree of Bachelor of Business Administration from AKAD Stuttgart and ADG Montabaur. Further specializing his expertise, he also earned an LL.M. from the Frankfurt School of Finance & Management, focusing on Bank Management and Mergers & Acquisitions.

Constantin Neubeck joined Faber-Castell Group in 2013, initially as the Commercial Director for Europe at Faber-Castell Vertrieb GmbH. In 2020 he assumed the role of Managing Director of the company before being appointed Chief Financial Officer (CFO) of Faber-Castell AG in April 2021. At the same time, he holds positions as Managing Director, Board Member, and Supervisory Board Member in numerous group companies of the Faber-Castell Group.

İZZET KARACA (Independent Board Member)

İzzet Karaca graduated from Boğaziçi University Industrial Engineering Department in 1977. Having started his professional career in 1977 at Koç Research and Development Centre, he held Industrial Engineer and IT Manager position until 1985. Between 1985-1988, Karaca worked as Systems and Organization Director at Ford Otosan. Since 1988, he held several positions at Unilever in Germany, Türkiye and Baltic States including Internal Audit Group Manager, Logistics Manager, Commercial Director and Managing Director. In addition, between 2011- 2013, İzzet Karaca served as the Chairperson at YASED (International Investors Association). After serving as Executive Chairman at Unilever Türkiye and Unilever NAMET RUB (North Africa, Middle East, Russia, Ukraine and Belarus) and being a member of the Unilever CEO Forum, Karaca retired at December 2013. In 2015, he published his first book called "The New CEO is... You".

İzzet Karaca has been serving as an Independent Member of the Board of Directors of Adel Kalemçilik Ticaret ve Sanayi A.Ş. since April 13, 2023. He also serves as an Independent Member of the Board of Directors at AG Anadolu Grubu Holding A.Ş. and as a Board Member and Advisor at DeFacto.

İzzet Karaca complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

TAYFUN BAYAZIT (Independent Board Member)

Born in 1957, Tayfun Bayazıt got his bachelor’s degree in mechanical engineering from the Southern Illinois University, followed by a master’s degree (MBA) from Columbia University. Having started his career at Citibank in 1983, Bayazıt assumed Executive Vice President and Senior Executive Vice President positions at Yapı Kredi Bank from 1986 until 1995. He was President and CEO at Interbank from 1995 to 1996, and at Banque de Commerce et de Placements from 1996 to 1999. Having served as Vice Chairman at Doğan Holding from 1999 until 2001, Bayazıt was later appointed as CEO and Board member at Dışbank (2001-2005), Fortis Bank (2005-2007), and Yapı Kredi Bank (2007-2009), where he consequently served as Chairman from 2009 to 2011.

Tayfun Bayazıt has been serving as an Independent Member of the Board of Directors of Adel Kalemçilik Ticaret ve Sanayi A.Ş. since April 13, 2023. He also serves as an Independent Member of the Board of Directors at Hacı Ömer Sabancı Holding A.Ş., D-Market Elektronik Hizmetler ve Ticaret A.Ş., and Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş..

Tayfun Bayazıt is the Founding Partner of Bayazıt Yönetim Danışmanlık Hizmetleri Ltd. Şti. and serves as Chairman of the Board at Polisan Holding A.Ş., Marmara Holding A.Ş., Polisan Yapıkim Yapı Kimyasalları A.Ş., Polisan Kimya Sanayi ve Ticaret A.Ş., Marsh Sigorta Brokerliği A.Ş., Aura Portföy Yönetimi A.Ş., B4YO Yönetim Danışmanlığı A.Ş., and Polisan Kansai Boya A.Ş., and is also a Board Member at Boyner Holding A.Ş..

UĞUR BAYAR (Independent Board Member)

Uğur Bayar graduated from New York State University, Department of Mathematics & Statistics with a BSc. degree. Bayar started his career at Citibank Türkiye in 1987 and served in various roles in the treasury department until he started public service in 1992. He served as the Vice President in Public Partnership Administration between 1992-1997 and President at Prime Ministry Privatization Administration of Türkiye between 1997-2002. During this time, he also assumed the Chairmanships of the Board at Erdemir and Petrol Ofisi, and the Board Memberships at Turkish Airlines and Turk Telekom. He joined Credit Suisse Türkiye in 2004 and served as the country CEO and Head of Investment Banking until 2017. He also served as Chairman of the Board of Tekfen Technology Investment Company and the World Wide Fund for Nature (WWF Turkey). Between 2018 and 2024, he held independent board member positions at Anadolu Group, Anadolu Efes, and Coca-Cola İçecek.

Uğur Bayar has been serving as an Independent Member of the Board of Directors of Adel Kalemçilik Ticaret ve Sanayi A.Ş. since April 16, 2024. He also serves as an Independent Member of the Board of Directors at Migros Ticaret A.Ş..

Uğur Bayar currently serves as a Member of the High Advisory Council of TÜYİD - Yatırımcı İlişkileri Derneği, a Member of the Board of Trustees of Doğal Hayatı Koruma Vakfı, and a Board Member of Deniz Yaşamını Koruma Derneği.

Mr. Bayar meets all the criteria for independent board membership set forth in the Corporate Governance Principles of the Capital Markets Board (CMB).

EYÜP MEHMET CEMİL YÜKSELEN (Independent Board Member)

Mehmet Yükselen is graduated from Electronic Engineering from Boğaziçi University in 1991 and his MBA from Carnegie Mellon University. In 1993, Mr. Yükselen started his career as an expert consultant at The Boston Consulting Group and worked as an Assistant Manager at Mckinsey Company in 2000-2001, Istanbul Office Manager and Co-Founder at The Boston Consulting Group in 2001-2004, Strategy and Business Development Director at Sabancı Holding between 2004-2007, Accessturkey Capital Group Partner between 2007-2008, and Founding Partner at 2M Enerji ve Elektrik Üretim A.Ş. between 2005-2018.

Eyüp Mehmet Cemil Yükselen has been serving as an Independent Member of the Board of Directors of Adel Kalemcilik Ticaret ve Sanayi A.Ş. since April 16, 2024.

Since 2018, he has been continuing to work as a Founding Partner at MY Investment, MY Enerjisolar and MY Enerji, which are companies within the MY Group.

Mr. Yükselen meets all the criteria for independent board membership set forth in the Corporate Governance Principles of the Capital Markets Board (CMB).

INDEPENDENT BOARD MEMBER CANDIDATES' STATEMENT OF INDEPENDENT STATUS

Below is the convenience translation of the Statement of Independent Status and signed versions are provided in the Information Document prepared in Turkish.

I hereby declare that, with respect to Adel Kalemcilik Ticaret ve Sanayi A.S. ;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 05.03.2026

Name – Surname: İzzet KARACA

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I hereby declare that, with respect to Adel Kalemcilik Ticaret ve Sanayi A.Ş. ;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 05.03.2026

Name – Surname: Tayfun BAYAZIT

INDEPENDENT BOARD MEMBER CANDIDATES' STATEMENT OF INDEPENDENT STATUS

Below is the convenience translation of the Statement of Independent Status and signed versions are provided in the Information Document prepared in Turkish.

I hereby declare that, with respect to Adel Kalemcilik Ticaret ve Sanayi A.Ş. ;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 05.03.2026

Name – Surname: Uğur BAYAR

INDEPENDENT BOARD MEMBER CANDIDATES' STATEMENT OF INDEPENDENT STATUS

Below is the convenience translation of the Statement of Independent Status and signed versions are provided in the Information Document prepared in Turkish.

I hereby declare that, with respect to Adel Kalemcilik Ticaret ve Sanayi A.Ş. ;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 05.03.2026

Name – Surname: Eyüp Mehmet Cemil YÜKSELEN

ANNEX/2

ADEL KALEMCİLİK TİC. VE SAN.A.Ş. 2025 Dividend Paymnet Table (TL)		
1.Paid-In / Issued Capital		259.875.000,00
2. Total Legal Reserves (According to Legal Records)		43.289.615,51
Information on privileges in dividend distribution, if any, in the Articles of Association:		NONE
	Based on CMB Regulations	Based on Legal Records
3. Current Period Profit	-502.366.000,00	-662.317.069,81
4. Taxes Payable (-)	0,00	0,00
5. Net Current Period Profit	-502.366.000,00	-662.317.069,81
6. Losses in Previous Years (-)	0,00	0,00
7. Primary Legal Reserve (-)	0,00	0,00
8. Net Distributable Current Period Profit	-502.366.000,00	-662.317.069,81
Dividend Advance Distributed (-)	0,00	0,00
Dividend Advance Less Net Distributable Current Period Profit	0,00	0,00
9. Donations Made During The Year (+)	85.375,00	0,00
10. Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	-502.280.625,00	0,00
11. First Dividend to Shareholders	0,00	0,00
* Cash	0,00	0,00
* Stock	0,00	0,00
12. Dividend Distributed to Owners of Privileged Shares	-	0,00
13. Other Dividend Distributed	-	0,00
* To the Employees	0,00	0,00
* To the Members of the Board of Directors	0,00	0,00
* To Non-Shareholders	0,00	0,00
14. Dividend to Owners of Redeemed Shares	-	0,00
15. Second Dividend to Shareholders	0,00	0,00
16. Secondary Legal Reserves	0,00	0,00
17. Statutory Reserves	-	0,00
18. Special Reserves	-	0,00
19. Extraordinary Reserves	0,00	0,00
20. Other Distributable Resources	0,00	0,00

DIVIDEND RATIOS						
	Share Group	TOTAL DIVIDEND (TL)		TOTAL DIVIDEND/NET DISTRIBUTABLE PROFIT	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
		CASH DIVIDEND (TL)	BONUS ISSUE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
GROSS	-	-	-	-	-	-
NET	-	-	-	-	-	-