

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF
TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ FOR 2025 HELD ON 27 MARCH 2026 AT 14:00**

The Ordinary General Assembly meeting of Teknosa İç ve Dış Anonim Şirketi for the year 2025 was held on 27 March 2026 at 14:00 at Sabancı Center, 4. Levent, 34330 Beşiktaş İstanbul under the supervision of Ministry Representative Demet BOZER, who was assigned by the letter of Istanbul Provincial Directorate of Commerce dated 26/03/2026 and numbered E-90726394-431-03-00120389211.

The call for the meeting was made in due time, by posting an announcement including the agenda, in the Turkish Trade Registry Gazette dated 04.03.2026 and numbered 11535, on the Company's website at www.teknosa.com, Public Disclosure Platform, and on the Electronic General Assembly System (e-GKS) of the Central Registry Agency as stipulated in the law and the articles of association.

The list of attendees showed that out of the total nominal value of the Company's shares amounting to TL 201,000,000.00; 10.050.793.544,10 shares with a total nominal value of TL 100.507.935,441 TL were represented at the meeting, including 10.079.985.126,80 shares with a total nominal value of TL 100.799.851,268 represented by proxy and 7.934 shares with a total nominal value of TL 793.400 represented in person. Thus, the quorum required by the law and the Articles of Association was present and the meeting was opened simultaneously online, with Board of Directors Chairman Gökhan EYİĞÜN, Board Member Kamuran UÇAR, and Koray ÖZTÜRK, representing the Company's auditor DRT Independent Audit and Certified Public Accountant Tax Advisory Corporation, in attendance.

- 1- Gökhan EYİĞÜN assumed the role of Chair of the Meeting in compliance with Article 30 of the Articles of Association and the Company's Internal Directive on the Working Principles and Procedures of the General Assembly. The Chair appointed Ümit KOCAGİL as the Minutes Clerk and Erdem ERDOĞAN as the Vote Collector and the Meeting Council was formed.

The Chair also assigned Company employee Sibel TURHAN, who has "Central Registry Agency Electronic General Assembly System Expert Certificate", to use the Electronic General Assembly system.

Since there was no request for changing the discussion order of the agenda items, the discussion on the agenda items continued as declared.

- 2- The motion submitted to the Meeting Council for the Board of Directors' annual report to be deemed as read was accepted by majority, with favorable votes amounting to TL 100.791.915,441 against unfavorable votes amounting to 7.935,827 and the Board of Directors' annual report was deemed as read, and then it was discussed.
- 3- The motion submitted to the Meeting Council for the reading of the opinion sections of the Auditors' Reports was accepted by majority, with favorable votes amounting to TL 100.791.915,441 against unfavorable votes amounting to TL 7.935,827 and the opinion sections of the Auditors' Reports were read.
- 4- Upon the adoption of the motion regarding the 2024 sustainability report compliant with the TSRS (Turkish Sustainability Reporting Standards) by majority, with favorable votes amounting to TL 100.799.849,441 against unfavorable votes amounting to TL 1,827, 2024 TSRS-Compliant Sustainability Report was deemed as read, and then it was discussed.

Following the voting, 2024 TSRS-compliant sustainability report was adopted and approved unanimously/by majority, with favorable votes amounting to TL 100.799.849,441 against unfavorable votes amounting to TL 1,827.

- 5- Upon the adoption of the motion regarding the financial statements for the year 2025 by majority, with favorable votes amounting to TL 100.799.849,441 against unfavorable votes amounting to TL 1,827, the financial statements were deemed as read, and then they were discussed.

Following the voting, the financial statements for the year 2025 were adopted and approved by majority, with favorable votes amounting to TL 100.799.849,441 against unfavorable votes amounting to TL 1,827.

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- 6- The Board membership of Gökhan EYİĞÜN, Mustafa Kerem TEZCAN, and Seçkin YELMEN, who were elected to serve for the remainder of the term following vacancies that arose during the period, was approved by majority, with favorable votes amounting to TL 100.799.849,441 against unfavorable votes amounting to TL 1,827.
- 7- The Chair of the Meeting stated that there were no Directors who were shareholders and as a result of the voting on this item of the agenda, the members of the Board of Directors were released with regard the activities of the year 2025 unanimously/by majority, with favorable votes amounting to TL 100.799.849,441 against unfavorable votes amounting to TL 1,827.
- 8- In line with the Board of Directors' proposal regarding the appropriation of period profit, a Net Period Loss of TL 2,250,985,000 has been recorded in the financial statements for the fiscal year between 01.01.2025 and 31.12.2025, and in compliance with the CMB's regulations regarding profit distribution, the decision not to distribute any profits for the 2025 fiscal year was adopted by majority, with favorable votes amounting to TL 100.799.849,441 against unfavorable votes amounting to TL 1,827.
- 9- Following a vote conducted in accordance with the motion submitted to the Meeting Council, the decision to elect Gökhan EYİĞÜN, Mustafa Kerem TEZCAN, Seçkin YELMEN, and Mehmet FIRAT as members of the Board of Directors and Nevgöl BİLSEL SAFKAN and Kamuran UÇAR's as Independent members of the Board of Directors to serve for a term of 1 year until the 2026 Annual General Meeting to be held in 2027, where the 2026 financial results will be discussed, was adopted by majority, with favorable votes amounting to TL 100.791.815,441 against unfavorable votes amounting to TL 8.035,827.
- 10- In line with the motion submitted to the Meeting Council, the decision to pay the Independent Board Members a gross monthly salary of TL 180,000. - for the duration of their terms, and not to pay any attendance fees to the other Board Members, following the 2025 ordinary general assembly meeting, was adopted by majority, with favorable votes amounting to TL.100.500.103,441 against unfavorable votes amounting to TL 299.747,827.
- 11- In line with the recommendation of the Audit Committee and the proposal of the Board of Directors; the decision to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (registered with the Istanbul Trade Registry Office under number 304099 and MERSIS number 0291001097600016) as the Auditor for a period of 1 year to audit the Company's financial statements and annual report for the 2026 fiscal year, to subject the Company's 2026 TSRS-compliant sustainability report to an assurance audit in accordance with sustainability regulations, and to carry out other activities required under applicable regulations, in compliance with the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, was adopted unanimously/by majority, with favorable votes amounting to TL100.799.849,441 against unfavorable votes amounting to TL 1,827.
- 12- The motion to deem the draft amendment to Article 10 of the Articles of Association as read was put to a vote. Following the voting, the motion was adopted unanimously/by majority, with favorable votes amounting to TL 100.791.915,441 TL against unfavorable votes amounting to TL7.935,827, and Draft Amendment Bill was deemed as read, then it was discussed.

The decision to amend Article 10 of the Articles of Association as written below and approved by the Capital Markets Board in its letter dated 16.01.2026 and numbered E-29833736-110.04.04-84588, and by the General Directorate of Internal Trade of the Ministry of Trade of the Republic of Turkey in its authorization letter dated 20.01.2026 and numbered E-50035491-431. 02-00118054540, was adopted unanimously/by majority, with favorable votes amounting to TL.100.791.915,441 against unfavorable votes amounting to TL 7.935,827.

FORMER TEXT	NEW TEXT
CAPITAL	CAPITAL
ARTICLE 10 - The Company has accepted the registered capital system in accordance with the Capital Markets Law and has switched to the registered capital system with the authorization of the Capital Markets Board dated 16.03.2012 and numbered 9/302.	ARTICLE 10 - The Company has accepted the registered capital system in accordance with the Capital Markets Law and has switched to the registered capital system with the authorization of the Capital Markets Board dated 16.03.2012 and numbered 9/302.

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The authorized capital of the Company is TL 300,000,000 (three hundred million) and it is divided into 30,000,000,000 (thirty billion) shares, each with a nominal value of 1 (one) Kurush.	The authorized capital of the Company is TL <u>2,000,000,000 (two billion)</u> and it is divided into <u>200,000,000,000 (two hundred billion)</u> shares, each with a nominal value of 1 (one) Kurush.
The authorization issued by the Capital Markets Board for the capital shall be valid for five (5) years between 2021-2025 . Even if by the end of 2025 the authorized capital has not been reached, in order for the Board of Directors to decide on a capital increase after 2025 , it is mandatory to obtain authorization from the General Meeting of Shareholders for a new period of time by obtaining authorization from the Capital Markets Board for the amount of the previously authorized capital ceiling or for a new amount. Unless the said authorization is obtained, no capital increase can be made by a decision of the Board of Directors.	The authorization issued by the Capital Markets Board for the capital shall be valid for five (5) years between <u>2026 and 2030</u> . Even if by the end of <u>2030</u> the authorized capital has not been reached, in order for the Board of Directors to decide on a capital increase after <u>2030</u> , it is mandatory to obtain authorization from the General Meeting of Shareholders for a new period of time by obtaining authorization from the Capital Markets Board for the amount of the previously authorized capital ceiling or for a new amount. Unless the said authorization is obtained, no capital increase can be made by a decision of the Board of Directors.
The issued capital of the Company is TL 201,000,000 (two hundred and one million) Turkish Liras and is divided into 20,100,000,000 (twenty billion and one hundred million) bearer shares with a nominal value of 1 (One) Kuruş each.	The issued capital of the Company is TL 201,000,000 (two hundred and one million) Turkish Liras and is divided into 20,100,000,000 (twenty billion and one hundred million) bearer shares with a nominal value of 1 (One) Kuruş each.
The issued capital of the Company has been fully paid without any collusion.	The issued capital of the Company has been fully paid without any collusion.
Shares representing the capital are monitored in dematerialized form in accordance with the dematerialization principles.	Shares representing the capital are monitored in dematerialized form in accordance with the dematerialization principles.
The capital of the Company can be increased or decreased in accordance with the Turkish Commercial Code and capital market legislation when necessary.	The capital of the Company can be increased or decreased in accordance with the Turkish Commercial Code and capital market legislation when necessary.
The Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the authorized capital threshold whenever it deems necessary in accordance with the Turkish Commercial Code and Capital Markets legislation, and to take decisions on restricting the rights of shareholders to acquire new shares and issuing shares at a premium. The power to restrict the right to acquire new shares cannot be used in any manner creating inequalities among the shareholders.	The Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the authorized capital threshold whenever it deems necessary in accordance with the Turkish Commercial Code and Capital Markets legislation, and to take decisions on restricting the rights of shareholders to acquire new shares and issuing shares at a premium. The power to restrict the right to acquire new shares cannot be used in any manner creating inequalities among the shareholders.

- 13-** In line with the motion submitted to the Meeting Council, and in compliance with Article 33 of the Company's Articles of Association and the Capital Markets Board's Dividend Circular No. II-19.1, the decision to authorize the Board of Directors to decide on the distribution of an interim dividend during the 2026 fiscal period, and if the Board of Directors decides to distribute an interim dividend during the year and sufficient profit is not generated or a loss is incurred at the end of the 2026 fiscal year, to offset the interim dividend to be distributed against other sources available for dividend distribution in the statement of financial position as of 31.12.2026, was adopted by majority, with favorable votes amounting to TL 100.799.849,441 against unfavorable votes amounting to TL 1,827.
- 14-** It was brought to the attention of the shareholders that donations and aid totaling TL 1,850,500 were made in 2025, that the total amount of donations remained within the donation limit approved at the 2024 Annual General Assembly Meeting, and that detailed information regarding the recipients of these donations was disclosed to the public in the General Assembly Information Document.

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- 15- In line with the motion submitted to the Meeting Council, the decision to limit the donations to be made by the Company in 2026 to TL 15,000,000 and/or 5% (five percent) of the net profit for 2026, was adopted by majority, with favorable votes amounting to TL100.791.915,441 against unfavorable votes amounting to TL 7.935,827.
- 16- The General Assembly was informed of proposed amendments to the Company's Donation and Aid Policy, which include provisions stating that donations may not be made for political purposes and that the Company will not engage in lobbying activities, with the aim of contributing to the Company's Environmental, Social, and Governance (ESG) score.

DONATION AND AID POLICY

Teknosa İç ve Dış Ticaret A.Ş. (Teknosa) can donate and aid to the people, non-governmental organizations, associations or foundations, universities, public institutions and organizations, which have been activating in the fields of education, culture, arts, environment and sport, within the principles stipulated in Capital Market Law and Regulations, with a corporate sense of social responsibility, without limited to those listed.

All donations and aids are carried out in accordance with the resolution of Teknosa; they are in compliance with vision, mission and policies of Teknosa and based on the ethical principles and values belonging to Teknosa. Donations and aids can be carried out in two ways; in cash and in kind.

Total limit of donations intended to make in the fiscal year is determined by the General Assembly. In line with the principles mentioned in Donation and Aid Policy and with the principles as stipulated by the regulations to which it is subjected, Teknosa submits all donations and aids realized in each fiscal period to the attention of the shareholders with a separate agenda item in the General Assembly Meeting of the relevant year. Teknosa does not make donations to political parties, political candidates, political office holders, or public administration representatives for political purposes, nor does it engage in lobbying activities.

A material disclosure is made, as required, if the donations and aids carried out by Teknosa within Capitals Market legislation is at least 1% and over of the total asset of the latest balance sheet announced to the public or if the sum of donations and aids lower than 1% reaches at least 1% of the total assets of the latest balance sheet announced to the public.

- 17- The shareholders were informed that the shareholders who control the management, members of the Board of Directors, executives with administrative responsibilities, and certain of their spouses and relatives by blood or marriage up to the second degree serve as board members in other Sabancı Group companies, including those engaged in similar business activities, and there were no material transactions in 2025 requiring disclosure under Principle No. 1.3.6 of the Corporate Governance Communiqué, and that the related-party transactions conducted are disclosed in Note 4 of the financial statements.
- 18- The decision to authorize the Chairperson and Members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code was adopted unanimously/by majority, with favorable votes amounting to TL 100.799.849,441 against unfavorable votes amounting to TL 1,827.
- 19- The floor has been opened for shareholders who wish to share their views and express their wishes and requests.

Shareholder Volkan Uzun took the floor and asked whether there was any rights issue (capital increase) on the agenda. The Chairman of the Board, Gökhan Eyigün, took the floor and stated that there is currently no decision regarding any capital increase.

Having no other agenda items to be discussed, the Meeting Chair closed the meeting by declaring that the meeting quorum has been sustained during the meeting.

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This Meeting Minutes with 5 pages was issued in two copies and signed at the meeting place following the end of meeting.

İstanbul, 27.03.2026, at Time: 14.37

Ministry Representative

DEMET BOZER

Chair of the Meeting

GÖKHAN EYİĞÜN

Minutes Clerk

ÜMİT KOCAGİL

Vote Collector

ERDEM ERDOĞAN