

**HACI ÖMER SABANCI HOLDİNG A.Ş.
THE BOARD OF DIRECTORS' INVITATION
TO THE ORDINARY GENERAL ASSEMBLY MEETING**

Sabancı Holding's 2025 Ordinary General Assembly Meeting will be held to discuss the agenda below on **31 March 2026, Tuesday, at 14.00** at the address of the Company headquarters Sabancı Center, 4. Levent, Beşiktaş / İstanbul.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who are entitled to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature via the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders could authorize their representatives by using Electronics General Assembly System or by way of filling the below proxy form or the proxy form which is available at the Company headquarters and the Company's website (www.sabanci.com) and notarizing their signature in line with the Capital Markets Board's Communiqué numbered II-30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Registry Agency's website (www.mkk.com.tr).

Our shareholders and their representatives, who will be attending 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 as well as "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.

Financial statements and the Board of Directors' annual report for 2025, independent audit reports, TSRS-compliant sustainability report for 2024, Amendment Text for the Articles of Association, dividend distribution proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2025 are made available for the shareholders examination at least three weeks before the date of the meeting on the Electronic General Assembly System section of the Central Registry Agency website (www.mkk.com.tr), on the "Investors Relations" section of the Company's website (www.sabanci.com), and on Public Disclosure Platform (www.kap.org.tr), as well as at the below-mentioned address of the Company's headquarters.

Our shareholders are respectfully requested to honor the meeting on the day mentioned and time.

Hayri ÇULHACI
Hacı Ömer Sabancı Holding A.Ş.
Chairperson

Kıvanç ZAIMLER
Hacı Ömer Sabancı Holding A.Ş.
Member and CEO

Annex: 1) Agenda for the Ordinary General Assembly Meeting
2) Amendment Text for the Articles of Association
3) Proxy Form

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HACI ÖMER SABANCI HOLDİNG A.Ş.
AGENDA OF THE 2025 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 31 MARCH 2026, AT 14:00

1. Opening of the meeting and formation of the Meeting Bureau,
2. Reading and discussion of the 2025 annual report of the Board of Directors,
3. Reading the Auditor's reports,
4. Reading, discussion and approval of the Sustainability Report prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS) for the year 2024,
5. Reading, discussion and approval of the financial statements for the year 2025,
6. Submission to the approval of the General Assembly of the member elected to serve for the remaining term of office in the Board membership vacated during the period,
7. Release of the members of the Board of Directors regarding activities in 2025,
8. Discussion and resolution of the proposed amendments to Articles 10 and 35 of the Company's Articles of Association and the addition of Article 41 thereto,
9. Determination of the allocation of the Company's profit for the year 2025 and the ratios of profit and dividend distributions,
10. Election of the members of the Board of Directors and determination of their terms of office,
11. Determination of the remuneration of the Members of the Board of Directors and of their rights such as attendance fees, bonuses and premiums,
12. Election of the Auditor and Group Auditor,
13. Providing information on the transactions carried out under the expired share buy-back program,
14. Informing the General Assembly about the donations and contributions made in 2025,
15. Determination of the upper limit for donations to be made in 2026,
16. Granting permission to the Chairperson and Members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,
17. Wishes and remarks.

HACI ÖMER SABANCI HOLDİNG A.Ş.

AMENDMENT TEXT FOR THE ARTICLES OF ASSOCIATION

CURRENT ARTICLES	PROPOSED ARTICLES
<p>CAPITAL</p> <p>Article 10 - The Company has adopted registered capital system in accordance with the provisions of the Capital Market Law and has shifted to this system by virtue of permission No. 667 dated 08.05.1997 of the Capital Markets Board.</p> <p>Registered capital amount of the Company is 3,000,000,000 Turkish Liras, divided into 300,000,000,000 registered shares with a par value of 1 (One) Kurus each.</p> <p>The permission given by the Capital Markets Board for registered capital is applicable for 5 years, between 2024 and 2025. Even if registered capital amount is not reached at the end of year 2025, in order for the Board of Directors to hold a capital increase resolution after 2025, an authorization is required to be taken from the General Assembly for a new term of up to 5 years, with a prior permission of the Capital Markets Board for the previous upper limit or for a new upper limit amount. If such authorization is not taken, the Company cannot process a capital increase by a resolution of the Board of Directors. The Board of Directors has the right to increase the issued capital up to the upper limit amount by issuing registered shares in accordance with the provisions of the Capital Market Law, whenever it deems necessary.</p> <p>Issued capital of “SA” is 2,100,375,969.18 Turkish Liras, divided into 210,037,596,918 registered shares, each of which is fully paid-up with a par value of 1 (One) Kurus.</p> <p>The previous issued capital of “SA” with an amount of 2,040,403,931 Turkish Liras has been fully paid-up free of any collusion. Subsequently, additional shares with an amount of 59,972,038.18 Turkish Liras were issued due to a merger transaction with which all of the assets and liabilities of Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş. have been acquired by “SA”.</p> <p>The shares representing the capital are dematerialized within the framework of dematerialization principles.</p> <p>The Board of Directors shall not resolve to limit the preemptive rights of shareholders.</p>	<p>CAPITAL</p> <p>Article 10 - The Company has adopted registered capital system in accordance with the provisions of the Capital Market Law and has shifted to this system by virtue of permission No. 667 dated 08.05.1997 of the Capital Markets Board.</p> <p>Registered capital amount of the Company is <u>10,000,000,000</u> Turkish Liras, divided into <u>1,000,000,000,000</u> registered shares with a par value of 1 (One) Kurus each.</p> <p>The permission given by the Capital Markets Board for registered capital is applicable for 5 years, between <u>2026</u> and <u>2030</u>. Even if registered capital amount is not reached at the end of year <u>2030</u>, in order for the Board of Directors to hold a capital increase resolution after <u>2030</u>, an authorization is required to be taken from the General Assembly for a new term of up to 5 years, with a prior permission of the Capital Markets Board for the previous upper limit or for a new upper limit amount. If such authorization is not taken, the Company cannot process a capital increase by a resolution of the Board of Directors. The Board of Directors has the right to increase the issued capital up to the upper limit amount by issuing registered shares in accordance with the provisions of the Capital Market Law, whenever it deems necessary.</p> <p>Issued capital of “SA” is 2,100,375,969.18 Turkish Liras, divided into 210,037,596,918 registered shares, each of which is fully paid-up with a par value of 1 (One) Kurus.</p> <p>The previous issued capital of “SA” with an amount of 2,040,403,931 Turkish Liras has been fully paid-up free of any collusion. Subsequently, additional shares with an amount of 59,972,038.18 Turkish Liras were issued due to a merger transaction with which all of the assets and liabilities of Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş. have been acquired by “SA”.</p> <p>The shares representing the capital are dematerialized within the framework of dematerialization principles.</p> <p>The Board of Directors shall not resolve to limit the preemptive rights of shareholders.</p>
<p>DISTRIBUTION OF NET PROFIT</p> <p>Article 35 - The balance of net profit, calculated and determined according to balance sheet drawn up pursuant to the related provisions of the Turkish Commercial Code and other related regulations, as well as to this Articles of Association, after deduction of previous year losses (if any) and adding donations, is distributed respectively as shown;</p> <p>General Legal Reserves: a) 5% legal reserve fund shall be set aside.</p>	<p>DISTRIBUTION OF NET PROFIT</p> <p>Article 35 - The balance of net profit, calculated and determined according to balance sheet drawn up pursuant to the related provisions of the Turkish Commercial Code <u>and Capital Markets Code</u> with other related regulations, as well as to this Articles of Association, after deduction of previous year losses (if any) and adding donations, is distributed respectively as shown;</p> <p>General Legal Reserves: a) <u>Five percent of the profit shall be set aside as statutory reserve until it reaches twenty percent of the share capital.</u></p>

CURRENT ARTICLES	PROPOSED ARTICLES
<p>First Dividend: b) 5% of paid-in capital shall be set aside as first dividend.</p> <p>e) After deductions of the above amounts, 3% of the remaining amount shall be set aside for Hacı Ömer Sabancı Foundation.</p> <p>Second Dividend: d) General Assembly has the power to distribute partially or completely, the remaining amount after deduction of the amounts set out in clause (a), (b) and (e) as second dividend or General Assembly by its own will may decide to set aside such amount as reserve fund pursuant to the Article 521 of the Turkish Commercial Code.</p> <p>Unless all reserves required by the Turkish Commercial Code are set aside and the dividend determined for the shareholders as per the dividend policy or this Articles of Association are distributed, it cannot be resolved to set aside other reserve funds, to carry forward profit to the next year, and to distribute profit to the employees, foundations of various purposes and similar persons and/or entities, members of the Board of Directors, officers and other employees, and profit can not be distributed to these people unless the determined amount of dividend to the shareholders are paid in cash.</p> <p>Dividends are distributed equally to all of the existing shares as of the date of distribution, regardless of their dates of issue and time of acquisition.</p> <p>Method and timing of distribution of profit will be resolved by the General Assembly upon the proposal of the Board of Directors.</p> <p>The profit distribution decision of the General Assembly taken in accordance with the provisions of this Articles of Association cannot be revoked.</p>	<p>First Dividend: b) 5% of capital shall be set aside as first dividend.</p> <p>Second Dividend: c) General Assembly has the power to distribute partially or completely, the remaining amount after deduction of the amounts set out in clause (a) <u>and</u> (b) as second dividend or General Assembly by its own will may decide to set aside such amount as reserve fund pursuant to the Article 521 of the Turkish Commercial Code.</p> <p>Unless all reserves required by the Turkish Commercial Code are set aside and the dividend determined for the shareholders as per the dividend policy or this Articles of Association are distributed, it cannot be resolved to set aside other reserve funds, to carry forward profit to the next year, and to distribute profit to the employees, foundations of various purposes and similar persons and/or entities, members of the Board of Directors, officers and other employees, and profit can not be distributed to these people unless the determined amount of dividend to the shareholders are paid in cash.</p> <p>Dividends are distributed equally to all of the existing shares as of the date of distribution, regardless of their dates of issue and time of acquisition.</p> <p>Method and timing of distribution of profit will be resolved by the General Assembly upon the proposal of the Board of Directors.</p> <p>The profit distribution decision of the General Assembly taken in accordance with the provisions of this Articles of Association cannot be revoked.</p>
	<p><u>DONATIONS TO SABANCI UNIVERSITY AND HACI ÖMER SABANCI FOUNDATION</u> <u>Article 41 – After allocating the first dividend to shareholders from the last annual net distributable profit determined according to the statutory records (kept in accordance with the Tax Procedure Law), the Company shall donate 3% (three percent) of the remaining amount to Hacı Ömer Sabancı Foundation and/or Sabancı University.</u></p>

PROXY FORM
HACI ÖMER SABANCI HOLDİNG A.Ş.

I hereby appoint _____ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly Meeting of Hacı Ömer Sabancı Holding A.Ş. that will convene on March 31, 2026, Tuesday at 14:00 at the address of SABANCI CENTER, 4.LEVENT BEŞİKTAŞ / İSTANBUL.

The Attorney's (*);

Name Surname / Trade Name :

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number :

(*)Foreign shareholders should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATION

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly;

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening of the meeting and formation of the Meeting Bureau,			
2. Reading and discussion of the 2025 annual report of the Board of Directors,			
3. Reading the Auditor's reports,			
4. Reading, discussion and approval of the Sustainability Report prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS) for the year 2024,			
5. Reading, discussion and approval of the financial statements for the year 2025,			
6. Submission to the approval of the General Assembly of the member elected to serve for the remaining term of office in the Board membership vacated during the period,			
7. Release of the members of the Board of Directors regarding activities in 2025,			
8. Discussion and resolution of the proposed amendments to Articles 10 and 35 of the Company's Articles of Association and the addition of Article 41 thereto,			
9. Determination of the allocation of the Company's profit for the year 2025 and the ratios of profit and dividend distributions,			
10. Election of the members of the Board of Directors and determination of their terms of office,			
11. Determination of the remuneration of the Members of the Board of Directors and of their rights such as attendance fees, bonuses and premiums,			
12. Election of the Auditor and Group Auditor,			
13. Providing information on the transactions carried out under the expired share buy-back program,			
14. Informing the General Assembly about the donations and contributions made in 2025,			
15. Determination of the upper limit for donations to be made in 2026,			
16. Granting permission to the Chairperson and Members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,			
17. Wishes and remarks.			

(*) All items in the General Assembly Agenda should be listed. If the minority has a different draft resolution, the opinion for this draft resolution should also be indicated in the proxy form.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

Special Instruction; The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as below

- a)** Order and Serial (*):
- b)** Number/Group (**):
- c)** Amount-Nominal Value :
- ç)** Privilege on Vote or not:
- d)** Bearer- Registered (*):
- e)** Ratio of the total shares/voting rights of the shareholder:
 - (*) Such information is not required for dematerialized shares.
 - (**) For dematerialized shares, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

SHAREHOLDER'S (*);

Name Surname OR Tittle

TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number

Address

Signature

:
:
:
:

(*)Foreign shareholders should submit the equivalent information mentioned above.

SIGNATURE