

VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ
INFORMATION NOTE REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025
INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 14 MAY 2026

The Ordinary General Assembly Meeting of our Company for the 2025 fiscal year will be held on Thursday, 14 May 2026 at 10:30 at Raffles İstanbul Zorlu Center Levazım Mahallesi Vadi Caddesi No: 2/170 34340 Beşiktaş/İstanbul to discuss and resolve the agenda items set forth below.

The Company's shareholders may attend the Ordinary General Assembly Meeting in person or via the electronic media, either by themselves or through their proxies. Attendance in the meeting in the electronic environment is only possible with the secure electronic signatures of shareholders or their proxies. Accordingly, the shareholders or their proxies, who will be using the Electronic General Meeting System ("e-GEM"), must have secure electronic signatures, and register on the "e-Investor: Investor Information Center" platform of the Central Securities Depository ("CSD").

Additionally, the shareholders or proxy holders who wish to attend the meeting electronically are required to fulfill their obligations stipulated by the "Regulation Regarding the Electronic General Assembly Meetings of 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 are unable to attend the meeting in person or electronically should issue their proxy statements by fulfilling the requirements stipulated in the "Communiqué (No: II-30.1) on Voting by Proxy and Proxy Solicitation" ("Communiqué") of the Capital Markets Board of Turkey, published in the Official Gazette dated December 24, 2013 and numbered 28861 by using the enclosed sample proxy statement form, either by having the signature on the proxy statement certified by a notary public or by attaching the statement of signature issued in front of a notary public to the signed proxy statement. A sample of the proxy statement may also be obtained from the Company headquarters or the Company website at <https://vestelinternational.com/tr/yatirimci-iliskileri>. Shareholders who wish to attend the General Meeting in person may exercise their rights arising from their shares registered in the "Shareholders List" in the Central Securities Depository's system upon presenting their IDs. Proxy statements that do not comply with the attached sample proxy statement required by the Communiqué will not be accepted.

Shareholders participating electronically via the Electronic General Assembly System can access information on participation, proxy appointment, proposal submission, expressing opinions, and voting procedures on the Central Securities Depository's website at <https://www.mkk.com.tr>

The Company's Consolidated Financial Statements and Independent Audit Report for the year 2025, the Sustainability Report for the year 2024 prepared in accordance with the Türkiye Sustainability Reporting Standards, the Board of Directors' Proposal for Non-Distribution of Profit, the Board of Directors' Annual Report, and the General Assembly Information Memorandum will be made available for review by the shareholders at the Company headquarters, on the Company's website at <https://vestelinternational.com/tr/yatirimci-iliskileri>, and on the Electronic General Assembly System of the Central Securities Depository at least three weeks prior to the date of the General Assembly meeting, within the statutory period.

We kindly submit for the information of our esteemed shareholders.
Respectfully,

VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ
Board of Directors

Company Address: Levent 199 Büyükdere Cad. No:199 34394 Şişli İstanbul
Trade Registry and Number: İstanbul – 193621-0
Mersis Number (Central Registration System): 0-9250-0026-5900019

VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ
AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE FISCAL YEAR 2025

1. Opening, the moment of silence and election of the Chairperson of the Meeting,
2. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2025,
3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2025,
4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2025,
5. Reading, discussion and resolution of the Sustainability Report for the fiscal year 2024, prepared in compliance with the Türkiye Sustainability Reporting Standard,
6. Discussion and resolution of the Board of Directors' proposal regarding informing the shareholders that no dividend distribution will be made for the fiscal year 2025 due to the occurrence of a loss,
7. Presentation to the General Assembly for approval of the election conducted by the Board of Directors under Article 363 of the Turkish Commercial Code, following the vacancy in the Board of Directors during the year,
8. Discussion and resolution on the discharge of the Board of Directors for their activities and transactions during the 2025 fiscal year of the Company,
9. Determination of the number and term of office of the members of the Board of Directors and election of the members of the Board of Directors, including independent members,
10. Discussion and resolution on the remuneration to be paid to the members of the Board of Directors,
11. Discussion and resolution on the proposal of the Board of Directors regarding the appointment of an Independent Audit Firm for the audit of the Company's accounts and transactions for the year 2026, in accordance with the Turkish Commercial Code and the Capital Markets Law,
12. Discussion and resolution on the Board of Directors' proposal regarding the selection of an Independent Audit Firm for the Sustainability Report prepared for the 2026 fiscal year in accordance with the Sustainability Audit Regulation issued by the Public Oversight, Accounting and Auditing Standards Authority of Republic of Türkiye,
13. Informing the General Assembly about the donations and grants made in 2025; discussing and resolving on the proposal of the Board of Directors regarding the upper limit of donations to be made in the 01.01.2026 - 31.12.2026 activity year,
14. Approval for transactions carried out in 2025 with shareholders holding management control, members of the Board of Directors, senior executives, and their spouses and relatives up to the second degree of blood or marriage, in accordance with Articles 395 and 396 of the Turkish Commercial Code, and providing information to the shareholders regarding these transactions in line with Principle 1.3.6 of the Capital Markets Board Corporate Governance Communiqué,
15. Providing information to the shareholders regarding the guarantees, pledges, mortgages and sureties granted by the Company in favor of third parties in 2025, and the income or benefits derived therefrom, in accordance with the regulations of the Capital Markets Board,
16. Closing.

ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

Among the additional disclosures, which was drawn up for compliance with the Capital Market Law No. 6362 and required under the Capital Markets Board's "Communique on Corporate Governance" numbered II-17.1 and published in the Official Gazette dated January 3, 2014 with the issue number 28871, those required in relation to the agenda items are given for each agenda item below, while other general statutory disclosure is presented here for the information of shareholders:

a) As of 16.04.2026, the total number of shares and voting rights reflecting the shareholding structure of our Company as of the date of this disclosure ;

Name/Trade Name of the Shareholder	Number of Shares and Voting Rights	Share Amount (TL)	Share in Capital (%)
Zorlu Holding AŞ	17.701.879.301	177.018.793,01	52,77
Other shareholders (Public)	15.843.748.199	158.437.481,99	47,23
Total	33.545.627.500	335.456.275	100,0

Founded on 04.03.1983 with a share capital of TL 2,000,000 at the currency value applicable at that time, Vestel Elektronik Sanayi ve Ticaret A.Ş. is a publicly held company subject to the Capital Markets Law No. 6362, and its shares are bearer shares. The Company transitioned to the registered capital system with the approval of the Capital Markets Board dated 22.11.1990 and numbered 877.

As of today, the Company's registered capital ceiling is 2,000,000,000 TL (two billion Turkish Lira), and its issued share capital is 335,456,275 TL (three hundred thirty-five million four hundred fifty-six thousand two hundred seventy-five Turkish Lira), consisting of 33,545,627,500 shares, each with a nominal value of 1 kuruş

There are no privileged shares in the Company's capital.

b) Information about the changes in the Company's management and operations that occurred in the previous accounting period or planned for the future accounting periods that will significantly affect the Company's operations and the reasons for these changes;

There have been no management or operational changes within the Company or its subsidiaries during the previous financial period, nor are there any planned for future financial periods that would materially affect their partnership activities. On the other hand, disclosures made by the Company in accordance with the relevant legislation are accessible at <https://vestelinternational.com/tr/yatirimci-iliskileri> and www.kap.org.tr.

c) Requests submitted in writing to the Investor Relations Department by the Company's shareholders for the inclusion of items on the agenda, and in cases where the Board of Directors does not accept the agenda proposals, the rejected proposals and the reasons for rejection;

For the 2025 Ordinary General Assembly meeting, there has been no request from the shareholders to add an item to the agenda.

ç) Where the agenda of the General Assembly includes the dismissal, replacement, or election of members of the Board of Directors, the reasons for such dismissal or replacement; the curricula vitae of the persons nominated for Board membership; their positions held during the last ten years and reasons for departure; the nature and materiality of their relationship with the Company and its related parties; whether they meet the independence criteria; and any other similar matters that may affect the Company's activities in the event they are elected as members of the Board of Directors;

Pursuant to Article 12.2 of the Company's Articles of Association, the Board of Directors shall consist of a minimum of 5 (five) and a maximum of 11 (eleven) members. The number of members, their election, and their terms of office shall be determined accordingly. Within the framework of Article 6, paragraph 1 of the Corporate Governance Communiqué and the classifications set out in the Capital Markets Board Bulletin No. 2024/6, our Company is classified in Group 1; therefore, at least one-third of the Board members

must consist of independent members, and no negative opinion must have been issued by the Capital Markets Board regarding the independent board member candidates.

d)) In case the agenda includes amendments to the Articles of Association, together with the relevant Board resolution, both the existing and proposed amended versions of the relevant provisions;

There are no amendments to the Articles of Association.

VESTEL ELEKTRONİK SANAYİ VE TİCARET AŞ
EXPLANATIONS REGARDING THE AGENDA ITEMS
OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 14 MAY 2026

1. Opening, the moment of silence, and the election of the Assembly Presidential Board,

The Assembly President, who will lead the Annual General Meeting will be elected and the Assembly Presidential Board will be established, pursuant to the provisions of the Turkish Commercial Code (“TCC”), the Articles of Association, the Regulation on the Procedures and Principles of the General Shareholders’ Meetings of Joint-stock Companies and the Ministry Representatives to Attend These Meetings (“Regulation”) and the General Meeting Internal Directive (“Internal Directive”).

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

The Annual Report of the Board of Directors for the year 2025, including the Corporate Governance Compliance Report and the Corporate Governance Information Form, which was made available for shareholders’ review at least three weeks prior to the Ordinary General Assembly Meeting at the Company’s headquarters, on the Company’s website at <https://vestelinternational.com/tr/yatirimci-iliskileri>, on the Public Disclosure Platform, and on the Central Registry Agency’s Electronic General Assembly System, within the framework of the Turkish Commercial Code, the Regulation, the Capital Markets Law, and the relevant legislation, shall be read at the Ordinary General Assembly Meeting and submitted to the shareholders for their consideration.

3. Reading of the Abstract of the Independent Auditor's Report for the fiscal year 2025,

In accordance with the Turkish Commercial Code, the Regulation, and the relevant provisions of the Capital Markets Law and related legislation, the summaries of the Independent Auditor’s Report for the 2025 financial year and the Independent Auditor’s Report Summary for the 2024 TSRS-compliant Sustainability Report, which have been made available for shareholders’ review at least three weeks prior to the Ordinary General Assembly Meeting at the Company’s headquarters, on the Company’s website at <https://vestelinternational.com/tr/yatirimci-iliskileri>, on the Public Disclosure Platform, and on the Central Registry Agency’s Electronic General Assembly System, shall be read at the Ordinary General Assembly Meeting and submitted to the shareholders’ consideration.

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

In accordance with the Turkish Commercial Code, the Regulation, and the relevant provisions of the Capital Markets Law and related legislation, the consolidated financial statements for the 2025 financial year, which have been made available for shareholders’ review at least three weeks prior to the Ordinary General Assembly Meeting at the Company’s headquarters, on the Company’s website at <https://vestelinternational.com/tr/yatirimci-iliskileri>, on the Public Disclosure Platform, and on the Central Registry Agency’s Electronic General Assembly System, shall be read at the Ordinary General Assembly Meeting and submitted to the shareholders’ consideration and approval.

5. Reading, discussion, and resolution of the Sustainability Report for the 2024 fiscal year prepared in compliance with the Türkiye Sustainability Reporting Standards,

The 2024 TSRS-compliant Sustainability Report, which has been made available for shareholders’ review for a period of three weeks prior to the General Assembly Meeting at the Company’s headquarters, on the Company’s website at <https://vestelinternational.com/tr/yatirimci-iliskileri>, on the Public Disclosure Platform, and on the Central Registry Agency’s Electronic General Assembly System, and which has been subject to mandatory sustainability assurance audit completed by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, shall be read at the General Assembly Meeting and submitted to the shareholders’ consideration and approval.

6. Discussion and resolution of the proposal of the Board of Directors to inform the shareholders that no dividend distribution can be made due to the loss incurred in the 2025 fiscal year,

The resolution of the Board of Directors dated 16.04.2026 and numbered 2026/31, regarding the non-distribution of dividends due to the absence of distributable profit in the financial statements of the Company prepared in accordance

with the Tax Procedure Law, shall be read at the Ordinary General Assembly Meeting and submitted to the shareholders for their approval (Annex: 1).

7. Submission to the General Assembly for approval of the Board of Directors' appointment made pursuant to Article 363 of the Turkish Commercial Code due to a vacancy occurring during the year,

Pursuant to Article 363 of the Turkish Commercial Code, the resolution of the Board of Directors dated 30 December 2025 regarding the appointment of Mr. Mehmet Emre Zorlu to the vacant position on the Board of Directors—arising from the resignation of Mr. Mümin Cengiz Ultav during the year upon his own request—to serve for the remaining term of the departing member and to be submitted for the approval of the first General Assembly, shall be presented for the approval of the shareholders.

8. Discussion and resolution on the discharge of the members of the Board of Directors in respect of the Company's activities and operations for the 2025 fiscal year,

In accordance with the Turkish Commercial Code and the relevant regulations in force, the discharge of the members of the Board of Directors in respect of the Company's activities, transactions, and accounts for the 2025 fiscal year during their term of office shall be submitted for the approval of the shareholders.

9. Determination of the number and term of office of the members of the Board of Directors, and election of the members of the Board of Directors, including independent members,

In accordance with the Capital Markets Board regulations, the Turkish Commercial Code, and the Regulation, and taking into consideration the principles regarding the election of Board members set forth in the Company's Articles of Association, new members shall be elected to replace those whose terms of office have expired. The number of Board members has been determined as 5, and within the framework of the criteria for Independent Board Membership set out in the annex to the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board, and based on the Evaluation Reports on the Independence of Independent Board Member Candidates prepared by the Corporate Governance Committee, Mr. Adnan Yıldırım and Mr. Emin Ataç—who meet all the criteria for Independent Board Membership and have submitted their independence declarations, curricula vitae, and letters of consent—have been nominated as independent Board member candidates; and Vestel Mobilite Sanayi ve Ticaret Anonim Şirketi, Vestel Ventures Arge Anonim Şirketi and Vestek Elektronik Araştırma Geliştirme Anonim Şirketi have been nominated as Board member candidates, to serve for a term of one (1) year. The Board of Directors' proposal dated 16.04.2026 and numbered 2026/30 regarding the appointment of the aforementioned candidates shall be discussed at the 2025 Ordinary General Assembly Meeting and submitted to the approval of the shareholders. The curricula vitae of the Board member candidates and the independence declarations of the independent members are presented in Annex-2. Furthermore, pursuant to Principle 4.3.7, such negative opinion is required not to be issued by the Capital Markets Board.

10. Discussion and resolution on the determination of the remuneration to be paid to the members of the Board of Directors,

The remuneration to be paid to the members of the Board of Directors shall be determined in accordance with the provisions of the Turkish Commercial Code and the Company's Articles of Association.

11. Discussion and resolution on the Board of Directors' proposal regarding the appointment of the independent audit firm for the audit of the Company's accounts and operations for the 2026 fiscal year, as required under the Turkish Commercial Code and the Capital Markets Law,

Considering the evaluation of the Audit Committee regarding the selection of the independent auditor dated 16/04/2026, the Board of Directors' proposal dated 16/04/2026 and numbered 2026/33 concerning the appointment of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi as the independent audit firm for the audit of the Company's consolidated financial statements for the accounting period 01.01.2026–31.12.2026, in accordance with the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and

the relevant legislation, and for the performance of other related activities, shall be discussed at the 2025 Ordinary General Assembly Meeting and submitted to the approval of the shareholders. (Annex:3)

12. Discussion and resolution on the Board of Directors’ proposal regarding the appointment of the independent assurance provider for the Sustainability Report for the 2026 fiscal year prepared in accordance with the Sustainability Assurance Regulation issued by the Public Oversight, Accounting and Auditing Standards Authority,

Considering the evaluation of the Audit Committee dated 16/04/2026, the Board of Directors’ proposal dated 16/04/2026 and numbered 2026/34 regarding the appointment of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi’nin to perform the mandatory sustainability assurance audit, under the Assurance Standards issued by the Public Oversight, Accounting and Auditing Standards Authority, of the sustainability reports for the 2026 financial period to be prepared in accordance with the Türkiye Sustainability Reporting Standards, which include information on the Company’s sustainability practices and performance and are complementary to the consolidated financial statements, shall be discussed at the 2025 Ordinary General Assembly Meeting and submitted to the approval of the shareholders. (Annex:4)

13. Information to the General Assembly regarding donations and grants made in 2025; and discussion and resolution on the Board of Directors’ proposal regarding the upper limit of donations to be made in the fiscal year 01.01.2026 – 31.12.2026,

In accordance with the Capital Markets Board regulations, the General Assembly shall be informed regarding the donations and grants made during the year 2025.

In addition, the Board of Directors’ resolution dated 16/04/2026 and numbered 2026/32 regarding the determination of the upper limit of donations to be made during the fiscal year 01.01.2026 – 31.12.2026 shall be submitted for the approval of the shareholders (Annex: 5).

14. Granting permission to shareholders holding management control, members of the Board of Directors, executive managers, and their spouses and relatives by blood or marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and informing the shareholders regarding transactions carried out within this scope in 2025 in accordance with Article 1.3.6 of the Corporate Governance Principles of the Capital Markets Board

Pursuant to Articles 395 “Prohibition of Transactions with the Company and Borrowing from the Company” and 396 “Non-Compete Obligation” of the Turkish Commercial Code, members of the Board of Directors may only engage in such transactions with the approval of the General Assembly. In order to fulfill this requirement, the granting of such authorisations shall be submitted for the approval of the shareholders at the Ordinary General Assembly Meeting. Furthermore, in accordance with the Corporate Governance Principles of the Capital Markets Board, the shareholders shall be informed regarding the transactions carried out within this scope during the year 2025.

15. Within the framework of the regulations of the Capital Markets Board, informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2025 and the income or benefits derived therefrom,

Pursuant to Article 12 of the Capital Markets Board’s Corporate Governance Communiqué No. II-17.1, shareholders shall be informed regarding the guarantees, pledges, mortgages, and sureties granted in favour of third parties by the Company, as well as any income or benefits derived therefrom.

16. Closing.

ANNEX -1: Proposal of the Board of Directors Regarding the Non-Distribution of Profits

ANNEX -2: Curriculum Vitae of Board Member Candidates and Declarations of Independence of Independent Board Member Candidates

ANNEX -3: Board of Directors' Resolution on the Proposal for Selection of Independent Auditor

ANNEX -4: Board of Directors' Resolution Regarding the Proposal for the Appointment of the Independent Auditor for TSRS Assurance Engagement

ANNEX -5: Board of Directors' Resolution on the Proposal for Donation Limit for 2026

ANNEX -6: Power of Attorney Sample

ANNEX -7: Annual Consolidated Financial Statements, Board of Directors' Annual Report and Independent Auditor's Report for the Fiscal Period 01.01.2025-31.12.2025

ANNEX-1

PROPOSAL OF THE BOARD OF DIRECTORS REGARDING THE NON-DISTRIBUTION OF PROFITS

The Board of Directors of Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi has adopted the following resolution:

In respect of the 2025 fiscal year of our Company, while a net loss for the period attributable to the equity holders of the parent amounting to 29,681,104,000 TL has been recorded in the consolidated financial statements prepared in compliance with the formats determined by the Public Oversight, Accounting and Auditing Standards Authority (“POA”) and the Capital Markets Board (“CMB”), based on the Turkish Financial Reporting Standards (“TFRS”) put into effect by POA pursuant to the CMB Communiqué No. II-14.1 on the “Principles of Financial Reporting in Capital Markets”, and audited by PwC Bağımsız Denetim ve Serbest Muhasebecilik Mali Müşavirlik A.Ş.; a net loss for the period amounting to 11,507,319,953 TL has been recorded in the individual financial statements prepared within the framework of the relevant provisions of the Tax Procedure Law No. 213 (“TPL”).

Based on the foregoing, the Board of Directors has resolved, by the unanimous vote of the members present at the meeting, to submit to the approval of the shareholders at the Ordinary General Assembly Meeting for the fiscal year 2025 the proposal not to distribute dividends, as there is no distributable profit for the period in the Company’s financial statements.

VESTEL ELEKTRONİK SANAYİ VE TİCARET AŞ
Dividend Distribution Table for 2025 (TL)

1. Paid-in/Issued Capital (*)		335.456.275	
2. Total Legal Reserves (as per statutory accounts) (**)		293.671.531	
If there are any privileges for profit distribution as per the Articles of Association, information related to such privilege		None	
		CMB Financials	Statutory Financials (Board of Directors)
3.	Profit for the Period	-29.639.929.000	-11.507.319.953
4.	Taxes (-)	41.175.000	0
5.	Net Profit for the Period (=)	-29.681.104.000	-11.507.319.953
6.	Previous year's losses (-)	0	0
7.	General Legal Reserves (-)	0	0
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	0	0
9.	Donations made during the year (+) (***)	31.189.848	0
10.	Net distributable profit for the period with donations added	0	0
11.	First Dividend to Shareholders	0	0
	-Cash	0	0
	-Non-cash	0	0
	-Total	0	0
12.	Dividends Distributed to Holders of Preferred Shares	0	0
13.	Other Dividends Distributed; Dividends Distributed to Board Members, Employees, Non-Shareholders	0	0
14.	Dividends Distributed to Beneficiary Certificate Holders	0	0
15.	Second Dividend to Shareholders	0	0
16.	General Legal Reserves	0	0
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	0	0
20.	Other Resources foreseen to be Distributed	0	0
	- Retained Earnings	0	0
	- Extraordinary Reserves	0	0
	- Other Reserves Distributable in accordance with the Law and Articles of Association	0	0

(*) Amount is the nominal registered share capital and inflation adjustment to share capital amounting to 31.192.652.560 TL is recognised in the records prepared in accordance with TPL.

(**) Amount is nominal general legal reserves and there is inflation adjustment difference amounting to 2.148.575.709 TL related to legal reserves in the records prepared in accordance with TPL after the application of inflation accounting.

(***) The amount of donations made during the year calculated according to the purchasing power at 31 December 2025 is stated.

DIVIDEND RATES TABLE					
	TOTAL AMOUNT OF DIVIDENDS TO BE DISTRIBUTED		TOTAL AMOUNT OF DIVIDENDS/NET DISTRIBUTABLE PROFIT	DIVIDEND PER SHARE WITH A NOMINAL VALUE OF 1 TL	
	Cash (TL)	Non-Cash (TL)	Ratio (%)	Amount (TL)	Ratio (%)
GROSS	-	-	-	-	-
NET	-	-	-	-	-

**CURRICULUM VITAE OF BOARD MEMBER CANDIDATES AND DECLARATIONS OF INDEPENDENCE OF
INDEPENDENT BOARD MEMBER CANDIDATES**

Adnan Yıldırım

Graduated from Ankara University, Faculty of Political Sciences, Department of Economics and Finance in 1981, Adnan Yıldırım completed his master's degree in Economic Development at Vanderbilt University. Mr. Yıldırım's professional life was started as a Tax Inspector at the Ministry of Finance, continued with his appointment as Head of Department at the General Directorate of Revenues, after his ten-year career at the Board of Tax Inspectors. Adnan Yıldırım worked as Financial Affairs Coordinator at EGS Group between 1996 and 2001. Being among the founders of Denizli and İpekyolu (Silk Road) Free Zones, Mr. Yıldırım took part in the management of the operating companies of the said regions. Adnan Yıldırım founded Pamukkale Consultancy and Batı Certified Public Accountant and Independent Audit firm. He has also provided consultancy services to leading institutions and organizations including the Aegean Exporters' Associations, Aegean Region Chamber of Industry, Izmir Chamber of Commerce, Izmir Commodity Exchange, Organized Industrial Zones and Free Zones in Izmir. Mr. Yıldırım served as Deputy Minister of Economy between 2014 and 2015, and as Chief Advisor at the Ministry of Economy from June 2016 to November 2016. Adnan Yıldırım also served as General Manager at Türk Eximbank between 2016 and 2019.

The candidate currently serves as an independent member of the Board of Directors of Vestel Elektronik Sanayi ve Ticaret A.Ş., Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş., Mistral Gayrimenkul Yatırım Ortaklığı A.Ş., Meditera Tıbbi Malzeme Sanayi ve Ticaret A.Ş., and Alkim Kağıt Sanayi ve Ticaret A.Ş., all of which are listed companies. The candidate also serves as a member of the Board of Directors of Disera Tıbbi Malzeme Lojistik Sanayi ve Ticaret A.Ş., which is not publicly listed.

Currently, the candidate serves as Chairman of the Board of Directors of Batı Yeminli Mali Müşavirlik ve Bağımsız Denetim A.Ş. and as a consultant at Pamukkale Danışmanlık Ltd. Şti.

The candidate, who is fluent in English, is married and has two children.

Explanatory Information Regarding the CV :

1. In how many listed companies and in how many companies within the same group does the candidate serve as an independent board member?
 - The candidate serves as an independent board member in 5 (five) listed companies.
 - Vestel Elektronik Sanayi ve Ticaret A.Ş. (29/05/2024 – present)
 - Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. (29/05/2024 – present)
 - Mistral Gayrimenkul Yatırım Ortaklığı A.Ş. (05/07/2019 – present)
 - Meditera Tıbbi Malzeme Sanayi ve Ticaret A.Ş. (12/04/2021 – present)
 - Alkim Kağıt Sanayi ve Ticaret A.Ş. (05/10/2023– present)
 - The candidate also serves as an independent board member in 2 (two) companies within the same group.
2. In which companies has the candidate served as a board member, and during which periods? What is the relationship of these companies with the Company?
 - Batı Yeminli Mali Müşavirlik ve Bağımsız Denetim A.Ş., Founder Partner and Chairman of the Board (2005 – present). There is no relationship with the Company.
 - Disera Tıbbi Malzeme Lojistik Sanayi ve Ticaret A.Ş. (12/04/2021 – present). There is no relationship with the Company.
3. In which companies and in what executive positions has the candidate served (covering the last ten years in chronological order) ?
 - Batı Yeminli Mali Müşavirlik ve Bağımsız Denetim A.Ş., Founder Partner (2005 – present)
 - Türk Eximbank General Manager (2016 – 2019)
4. Does the candidate hold any positions that may prevent impartiality in conflicts of interest between the Company and its shareholders? What is the relationship of these companies with the Company?

- The candidate is independent and does not hold any position that would prevent him from maintaining impartiality.
- 5.** What is the candidate's current occupation?
- The candidate serves as a Certified Public Accountant at Batı Yeminli Mali Müşavirlik ve Bağımsız Denetim A.Ş., where he is a founding partner.
 - The candidate provides consultancy services at Pamukkale Danışmanlık Ltd. Şti.
- 6.** Is the candidate currently a full-time public officer?
- No, the candidate is not currently a full-time public officer.

** The information covers a retrospective period of ten years and is presented in chronological order.*

Emin Ataç

Emin Ataç graduated from the Department of Mechanical Engineering at Middle East Technical University. He worked for 1 year at Arçelik, 2 years at Ford Otosan, and 10 years at Toyota, where he served as Purchasing Manager for Türkiye. In 2003, he was assigned to Toyota Motor Europe in Brussels. Managing purchasing and supplier strategy across various categories in Toyota's European projects, Mr. Ataç served, as of 2012, as Director responsible for all Parts and Components Procurement of Toyota's operations in Europe, Türkiye, and Russia. Returning to Türkiye in 2015, Mr. Ataç served as General Coordinator (CEO) at Coşkunöz Holding for 2.5 years, followed by 3 years of management consultancy for various companies operating in both automotive and non-automotive sectors in Türkiye. Since 2021, Mr. Ataç has been serving as Chief Executive Officer (CEO) of Farplas Otomotiv A.Ş. He currently also serves as an independent member of the Board of Directors of Vestel Elektronik Sanayi ve Ticaret A.Ş. and Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş., both listed companies. Known also as an angel investor and intrapreneur, Mr. Ataç is a member of the Arya Investment Platform, actively supporting initiatives related to angel investing, diversity, inclusion, gender equality, and mentorship activities.

Explanatory Information Regarding the CV

1. In how many listed companies and how many companies within the same group does the candidate serve as an independent board member?
 - The candidate serves as an independent board member in 2 (two) listed companies:
 - Vestel Elektronik Sanayi ve Ticaret A.Ş. (29/05/2024 – present)
 - Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. (29/05/2024 – present)
 - The candidate also serves as an independent board member in 2 (two) companies within the same group.
2. In which companies has the candidate served as a board member, and during which periods? What is the relationship of these companies with the Company?
 - Saykal Elektronik A.Ş., Board Member (2023 – 2026). There is no relationship with the Company.
3. In which companies and in what roles has the candidate held executive positions?
 - Farplas Otomotiv, CEO (2021 – present)
 - Independent Consultant (2018 – 2021)
 - Coşkunöz Holding General Coordinator (CEO), (2015 – 2018)
4. Does the candidate hold any positions that may prevent him/her from maintaining impartiality in conflicts of interest between the Company and its shareholders? What is the relationship of these companies with the Company?
 - The candidate is independent and does not hold any position that would prevent him from maintaining impartiality.
5. What is the candidate's current occupation?
 - Since 2021, the candidate has been serving as Chief Executive Officer (CEO) of Farplas Otomotiv A.Ş.
6. Is the candidate currently a full-time public officer?
 - No, the candidate is not currently a full-time public officer.

* The information covers a retrospective period of ten years and is presented in chronological order.

STATEMENT OF INDEPENDENCE

I declare that I am a candidate to serve as an “independent member” on the Board of Directors of Vestel Elektronik Sanayi ve Ticaret AŞ (the “**Company**”), in accordance with the applicable legislation, the Company’s Articles of Association, and the Capital Markets Board’s Corporate Governance Principles numbered II-17.1, and in this context,

- a) within the last five years, there has been no employment relationship in a managerial position involving significant responsibilities between myself, my spouse, my second-degree relatives by blood or marriage and the Company, its subsidiaries where the Company has managerial control or significant influence, or entities where significant influence is held over the Company’s management, or with partners holding significant influence over the Company and their entities with management control, and there is no ownership, either jointly or individually, of more than 5% of capital or voting rights, or significant commercial relationship established, of such companies or subsidiaries,
- b) Within the last five years, I confirm that I have not been a shareholder (holding 5% or more), held a managerial position involving significant responsibilities, or been a member of the Board of Directors at companies from which the Company has significantly purchased or sold services or products under agreements, including audits (tax audits, legal audits, including internal audits), ratings, and consultancy services for the Company,
- c) I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake as an independent member of the Board of Directors effectively,
- ç) In accordance with the applicable regulations, except for university lecturing positions, I will not engage in full-time employment at public institutions after being elected as a member,
- d) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,
- e) I possess strong ethical standards, professional reputation, and experience to make independent decisions while considering the rights of stakeholders, maintain impartiality in conflicts of interest between the Company and shareholders, and contribute positively to the Company’s activities,
- f) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,
- g) I did not act as a Board Member in the Board of Directors of the Company for longer than six years during the last ten years’ period,
- ğ) I have not served as an independent member of the Board of Directors in more than three companies controlled by the Company or its controlling shareholders, nor in more than five companies traded on the stock exchange, in total,
- h) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.

Adnan YILDIRIM

STATEMENT OF INDEPENDENCE

I declare that I am a candidate to serve as an “independent member” on the Board of Directors of Vestel Elektronik Sanayi ve Ticaret AŞ (the “**Company**”), in accordance with the applicable legislation, the Company’s Articles of Association, and the Capital Markets Board’s Corporate Governance Principles numbered II-17.1, and in this context,

a) within the last five years, there has been no employment relationship in a managerial position involving significant responsibilities between myself, my spouse, my second-degree relatives by blood or marriage and the Company, its subsidiaries where the Company has managerial control or significant influence, or entities where significant influence is held over the Company’s management, or with partners holding significant influence over the Company and their entities with management control, and there is no ownership, either jointly or individually, of more than 5% of capital or voting rights, or significant commercial relationship established, of such companies or subsidiaries,

b) Within the last five years, I confirm that I have not been a shareholder (holding 5% or more), held a managerial position involving significant responsibilities, or been a member of the Board of Directors at companies from which the Company has significantly purchased or sold services or products under agreements, including audits (tax audits, legal audits, including internal audits), ratings, and consultancy services for the Company,

c) I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake as an independent member of the Board of Directors effectively,

ç) In accordance with the applicable regulations, except for university lecturing positions, I will not engage in full-time employment at public institutions after being elected as a member,

d) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,

e) I possess strong ethical standards, professional reputation, and experience to make independent decisions while considering the rights of stakeholders, maintain impartiality in conflicts of interest between the Company and shareholders, and contribute positively to the Company’s activities,

f) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,

g) I did not act as a Board Member in the Board of Directors of the Company for longer than six years during the last ten years’ period,

ğ) I have not served as an independent member of the Board of Directors in more than three companies controlled by the Company or its controlling shareholders, nor in more than five companies traded on the stock exchange, in total,

h) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.

Emin ATAÇ

Annex-3

BOARD OF DIRECTORS' RESOLUTION ON THE PROPOSAL FOR SELECTION OF INDEPENDENT AUDITOR

The Board of Directors of Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi has adopted the following resolution :

Considering the assessment made by the Audit Committee dated 16/04/2026 regarding the selection of the independent auditor; it was unanimously resolved by the members present at the meeting that, in order to audit the consolidated financial reports of the Company for the fiscal year between 01.01.2026–31.12.2026 in accordance with the principles determined under the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and the relevant legislation, and to carry out other activities within the scope of these laws and related regulations, an independent audit services agreement shall be executed with PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, having its registered at Kılıçlı Paşa Mah. Meclis-i Mebusan Cad. No: 8 İç Kapı No: 301 Beyoğlu/İstanbul and registered with the Istanbul Trade Registry under number 201465-0, shall be elected as the independent audit firm, and that this matter shall be submitted to the approval of the shareholders at the 2025 Ordinary General Assembly Meeting.

This resolution has been adopted unanimously by the members of the Board of Directors present at the meeting.

Annex-4

BOARD OF DIRECTORS RESOLUTION REGARDING THE PROPOSAL FOR THE APPOINTMENT OF THE INDEPENDENT AUDITOR FOR TSRS ASSURANCE ENGAGEMENT

The Board of Directors of Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi has adopted the following resolution :

Upon consideration of the assessment of the Audit Committee of our Company dated 16/04/2026, it has been resolved unanimously by the members of the Board of Directors present at the meeting that, in order to perform the mandatory sustainability assurance audit of the sustainability reports to be prepared in accordance with the Türkiye Sustainability Reporting Standards for the 2026 fiscal year, which contain information regarding the Company's sustainability activities and performance and are complementary to its consolidated financial statements, within the scope of the Assurance Engagement Standards published by the Public Oversight, Accounting and Auditing Standards Authority, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, having its registered office at Kılıçali Paşa Mah. Meclis-i Mebusan Cad. No: 8 İç Kapı No: 301 Beyoğlu/İstanbul and registered with the Istanbul Trade Registry under number 201465-0, shall be elected as the independent audit firm, and that this matter shall be submitted to the approval of the shareholders at the 2025 Ordinary General Assembly Meeting.

BOARD OF DIRECTORS' RESOLUTION ON THE PROPOSAL FOR DONATION LIMIT FOR 2026

The Board of Directors of Vestel Elektronik Sanayi ve Ticaret Anonim Őirketi has adopted the following resolution :

Within the framework of the Capital Markets Legislation, the Company's Articles of Association, and the Donation Policy, it has been unanimously resolved by the members of the Board of Directors attending the meeting that the upper limit for donations to be made by our Company during the fiscal period between 01.01.2026 and 31.12.2026 shall be determined as 0.05% of the revenue calculated based on the Company's annual consolidated financial statements for the year 2025, which have been prepared in accordance with the regulations of the Capital Markets Board and publicly disclosed, and that this matter shall be proposed for submission to the approval of the shareholders at the Company's 2025 Ordinary General Assembly Meeting.

**SAMPLE POWER OF ATTORNEY FOR THE 2025 ORDINARY GENERAL ASSEMBLY MEETING
TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY OF
VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ**

I hereby appoint as my Proxy who is introduced in detail below, to represent me, to vote, to make proposals and to sign the required documents on my behalf at Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi's Ordinary General Assembly Meeting for the 2025 fiscal year to be held at 10:30 am on Thursday, 14 May 2026 at the address of Raffles İstanbul Zorlu Center Levazım Mahallesi Vadi Caddesi No: 2/170 34340 Beşiktaş/İstanbul in accordance with the following instructions:

Proxy's (*);

Name-Surname/Trade Name:

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

(* Foreign nationality proxies should submit the equivalent information mentioned above, if any.

A- Scope of the Authority to Represent

In the sections 1 and 2 below, please specify the scope of the authority to represent by selecting one of the options listed as (a), (b) or (c).

1. Regarding the matters on the General Assembly agenda;

- a) The proxy is authorized to vote based on his/her opinion.
- b) The proxy is authorized to vote in accordance with the proposals of the company management.
- c) The proxy is authorized to vote in accordance with the following instructions.

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should check the “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be included in the Minutes of the General Assembly, if any.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening, the moment of silence and election of the Chairperson of the Meeting,			
2. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2025,			
3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2025,			
4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2025,			
5. Reading, discussion and resolution of the Sustainability Report for the fiscal year 2024, prepared in compliance with the Türkiye Sustainability Reporting Standard,			
6. Discussion and resolution of the Board of Directors' proposal regarding informing the shareholders that no dividend distribution will be made for the fiscal year 2025 due to the occurrence of a loss,			
7. Presentation to the General Assembly for approval of the election conducted by the Board of Directors under Article 363			

of the Turkish Commercial Code, following the vacancy in the Board of Directors during the year,			
8. Discussion and resolution on the discharge of the Board of Directors for their activities and transactions during the 2025 fiscal year of the Company,			
9. Determination of the number and term of office of the members of the Board of Directors and election of the members of the Board of Directors, including independent members,			
10. Discussion and resolution on the remuneration to be paid to the members of the Board of Directors,			
11. Discussion and resolution on the proposal of the Board of Directors regarding the appointment of an Independent Audit Firm for the audit of the Company's accounts and transactions for the year 2026, in accordance with the Turkish Commercial Code and the Capital Markets Law,			
12. Discussion and resolution on the Board of Directors' proposal regarding the selection of an Independent Audit Firm for the Sustainability Report prepared for the 2026 fiscal year in accordance with the Sustainability Audit Regulation issued by the Public Oversight, Accounting and Auditing Standards Authority of Republic of Türkiye,			
13. Informing the General Assembly about the donations and grants made in 2025; discussing and resolving on the proposal of the Board of Directors regarding the upper limit of donations to be made in the 01.01.2026 - 31.12.2026 activity year,			
14. Approval for transactions carried out in 2025 with shareholders holding management control, members of the Board of Directors, senior executives, and their spouses and relatives up to the second degree of blood or marriage, in accordance with Articles 395 and 396 of the Turkish Commercial Code, and providing information to the shareholders regarding these transactions in line with Principle 1.3.6 of the Capital Markets Board Corporate Governance Communiqué,			
15. Providing information to the shareholders regarding the guarantees, pledges, mortgages and sureties granted by the Company in favor of third parties in 2025, and the income or benefits derived therefrom, in accordance with the regulations of the Capital Markets Board,			
16. Closing.			

(*) All the agenda items will be listed one by one in the above table. If the minority has another draft resolution, this is also separately indicated in the table to enable vote by proxy.

2. Special Instructions related to other issues that may come up during the General Assembly Meeting, in particular related to the exercise of minority rights:

- a) The proxy is authorized to vote based on his/her opinion.
- b) The proxy is not authorized to vote for these issues.

<input type="checkbox"/>
<input type="checkbox"/>

c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS; The special instructions (if there is any) to be given by the shareholder to the proxy are stated herein.

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

1. I hereby confirm that the Proxy represents the shares specified in detail as follows:

- a) Order and Serial*:
- b) Number/Group**:
- c) Number of Units-Nominal Value:
- d) Any Voting Privilege:
- e) Type (registered or bearer shares)*:
- f) Ratio to total shares/voting rights held by the shareholder:

* Not required for dematerialized shares

** If available, information regarding the Group shall be used instead of the No. for the dematerialized shares

2. I confirm and approve that all of my shares appearing on the list of shareholders entitled to attend the General Assembly, prepared by the Central Securities Depository one day before the General Assembly, shall be represented by my proxy.

NAME -SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

Address:

(*) Foreign nationality proxies are required to present the equivalents of the same information, if any.

SIGNATURE:

Annex -7

ANNUAL CONSOLIDATED FINANCIAL STATEMENTS, BOARD OF DIRECTORS' ACTIVITY REPORT AND INDEPENDENT AUDITOR'S REPORT FOR THE FISCAL PERIOD 01.01.2025-31.12.2025

The consolidated financial statements for the 01.01.2025-31.12.2025 accounting period and the independent auditor's report are available at [https://vestelinternational.com/Content/files/uploads/2081/SPK%20\(31.12.2025\).pdf](https://vestelinternational.com/Content/files/uploads/2081/SPK%20(31.12.2025).pdf), the annual report of the board of directors is available at <https://vestelinternational.com/Content/files/uploads/2232/Vestel%20Elektronik%202025%20Entegre%20Faaliyet%20Raporu.pdf>