

Istanbul Trade Registry Directorate
Registration No.: 1243-4

KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET ANONİM ŞİRKETİ

Registered Address: Ayazağa Mah. Maslak Ayazağa Cad. No: 3, İç Kapı No: 5, Sarıyer /
Istanbul

Call for the Ordinary General Assembly Meeting for the Financial Year 2025;

Pursuant to the resolution of the Board of Directors of our Company dated 10/04/2026 and numbered 2026/13, the Company's Ordinary General Assembly Meeting for the Financial Year 2025 will be held on 13 May 2026, at 9:30 at the address of DoubleTree by Hilton Cihangir Mah. No: 289 Avcılar, Istanbul, under the agenda items outlined below.

Our shareholders may attend the Ordinary General Assembly Meeting either physically or electronically in accordance with Article 1527 of the Turkish Commercial Code numbered 6102, either in person or through their representatives. Shareholders wishing to participate in the Ordinary General Assembly Meeting electronically, either personally or through their representatives, must notify their preference via the Electronic General Assembly System ("**EGKS**") provided by Merkezi Kayıt Kuruluşu Anonim Şirketi ("**MKK**"). Participation in the Ordinary General Assembly Meeting electronically is only possible through secure electronic signature/mobile signature for shareholders and their representatives (proxies) who have secure electronic signature/mobile signature and access to the EGKS by using their secure electronic signature/mobile signature. In addition, shareholders and their representatives wishing to carry out transactions on EGKS must register with the MKK e-Investor Information Center and provide their contact information. Shareholders or representatives who are not registered with the e-Investor Information Center or do not have secure electronic signatures/mobile signatures cannot participate in the General Assembly electronically. In accordance with Article 1526 of the Turkish Commercial Code numbered 6102, notifications to be made via EGKS on behalf of legal entity shareholders must be signed with the secure electronic signature/mobile signature produced on behalf of the company by the legal entity's authorized signatory.

Our Company's financial statements for the Financial Year 2025, consolidated financial statements, the independent audit report issued by the independent audit firm, the Board of Directors' annual activity report, the Board of Directors' proposal regarding the distribution of profits, and the Information Document containing the necessary explanations of our Company in line with the regulations of the Capital Markets Board will be made available for the review of our shareholders at our Company's headquarters at Ayazağa Mah. Maslak Ayazağa Cad. No: 3 İç Kapı No: 5 Sarıyer / Istanbul, and in our branches, at least three weeks before the meeting date, within the legal period. Together with the Information Document, a sample power of attorney will also be available for review from the same date on our Company's website www.koton.com, the Public Disclosure Platform ("**KAP**"), and EGKS. The agenda of the General Assembly and the sample power of attorney will also be announced in the Turkish Trade Registry Gazette.

Shareholders who are unable to attend the meeting in person are required to issue their powers of attorney in accordance with the sample set out below or obtain the power of attorney form from our Company's headquarters or our website at www.koton.com, and, in compliance with the matters set out in the Capital Markets Board's Communiqué on Voting by Proxy and Proxy Solicitation (II-30.1), submit their powers of attorney prior to the meeting by attaching either a notarized power of attorney or a signed power of attorney together with a signature declaration executed before a notary public or otherwise appoint a

proxy electronically in accordance with the EGKS. **Powers of attorney that do not conform to the sample form mandated under the said Communiqué and attached to the "Invitation Announcement for the Ordinary General Assembly Meeting" shall, due to our legal liability, under no circumstances be accepted.** A proxy appointed through EGKS is not required to submit a separate physical power of attorney. A proxy appointed through EGKS may attend the Ordinary General Assembly Meeting either in person or through EGKS without the need to present any additional power of attorney. Any proxy attending the meeting physically on behalf of a shareholder, whether appointed by a notarized power of attorney or through EGKS, is required to present identification at the meeting. Our shareholders are hereby informed that shareholders who fail to comply with this procedure shall not be legally entitled to attend the meeting.

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code numbered 6102 and paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the general assembly and to vote may not be made conditional upon the deposit of share certificates. In this context, it is hereby brought to the attention of our shareholders that there is no need to block their shares if they wish to attend the Ordinary General Assembly Meeting.

Our shareholders who will vote via EGKS, are hereby advised to obtain information from MKK and/or the MKK's website at www.mkk.com.tr, in order to fulfill their obligations under the "Regulation on General Assembly Meetings of Joint Stock Companies to Be Held Electronically" and the "Communiqué on the Electronic General Assembly System to Be Applied at the General Assembly Meetings of Joint Stock Companies".

Our shareholders are hereby informed that, without prejudice to the provisions regarding the casting of votes by electronic means on the agenda items at the Ordinary General Assembly Meeting, the open voting method by show of hand will be used.

In accordance with Article 29 of the Capital Markets Law numbered 6362, no separate registered letter will be sent to shareholders for registered shares traded on the stock exchange.

This is submitted for the information of our shareholders.

KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET ANONİM ŞİRKETİ
BOARD OF DIRECTORS

Registered Address: Ayazağa Mah. Maslak Ayazağa Cad. No: 3, İç Kapı No: 5, Sarıyer / İstanbul

Trade Registry and Registration number: İstanbul/1243-4

ADDITIONAL EXPLANATIONS REGARDING THE GENERAL ASSEMBLY MEETING WITHIN THE FRAMEWORK OF CORPORATE GOVERNANCE PRINCIPLES

The additional explanations required pursuant to the Corporate Governance Principle No. 1.3.1 set forth in the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 are as follows:

- a) Information regarding the total number of shares and voting rights reflecting the Company's shareholding structure as of the date of this explanation, as well as the number of shares and voting rights representing each class of preferred shares (if any) and the nature of such preferences:**

The Company's issued share capital is TRY 829,650,000, and such capital has been fully paid in, free from collusion. This capital is divided into a total of 829,650,000 shares, consisting of 198,875,000 Class A registered shares and 630,775,000 Class B registered shares, each with a nominal value of TRY 1.

Each share entitles its holder to one vote at the general assembly meetings. However, at the general assembly, each Class A share carries 5 (five) voting rights in (i) the election of board members other than the independent board members, and (ii) the election of the meeting chairperson and the formation of the meeting presidency. Each Class B share carries 1 (one) voting right.

The privileges granted to the Class A Shares shall remain in effect for so long as the proportion of the Class A Shares held by the Class A shareholders to the aggregate of the Class A Shares and the Class B Shares are at least 20% (inclusive). Should this ratio fall below 20%, these privileges shall cease to apply as of the moment such a decrease occurs.

In addition, for the following matters to be resolved at the general assembly, the affirmative votes of the majority of Class A shares are required: (i) capital increases and decreases except those carried out under the registered capital system, liquidation, dissolution, termination, or change of legal form of the Company, (ii) bankruptcy, concordat, or application for financial restructuring, (iii) transfer of all or part of the Company's commercial enterprise, merger, demerger, (iv) removal or amendment of privileges granted to Class A shares under the articles of association, (v) changes to the structure of the board of directors and the quorum requirements for board and committee meetings, and (vi) approval of the annual activity report, profit/loss statements, balance sheets, and discharge of board members.

Class B shares do not carry any privileges.

As of the date of this explanation, the shareholding structure is as follows:

Shareholder	Share Value (TRY)	Share Percentage (%)	Voting Percentage
NEMO APPAREL B.V.	328,508,456	39.6	20.21
YILMAZ YILMAZ	195,902,787	23.61	36.53
ŞÜKRİYE GÜLDEN YILMAZ	195,902,787	23.61	36.53
OTHER	109,335,970	13.18	6.73
TOTAL	829,650,000	100	100

- b) Changes in the Company's and its subsidiaries' management and operations that occurred during the previous fiscal period or are planned for future fiscal**

periods and that will significantly affect their business activities, along with the reasons for such changes:

None.

- c) If the agenda of the General Assembly meeting includes the dismissal, replacement or election of members of the Board of Directors, information regarding the grounds for such dismissal and replacement; the resumes of the persons whose candidacies for membership of the Board of Directors have been submitted to the Company; the duties performed by such persons during the preceding ten years and the reasons for their departure therefrom; the nature and materiality level of their relationship with the Company and the Company's related parties; whether they satisfy the independence criteria; and, in the event that such persons are elected as members of the Board of Directors, any similar matters that may affect the Company's operations:**

The election of Board members and independent Board members will be conducted in accordance with the provisions of the Turkish Commercial Code, Capital Markets Board regulations, and the Company's Articles of Association regarding the election of Board members.

The resumes of the candidates are included in Schedule C, and the declarations of independency of the independent candidates are presented in Schedule D.

- d) Requests submitted in writing to the Investor Relations Department by shareholders regarding the inclusion of items on the agenda, along with the reasons for rejection in cases where the Board of Directors did not accept the shareholders' agenda proposals:**

None.

- e) If an amendment to the Articles of Association is on the agenda, the relevant Board of Directors resolution, along with the old and new versions of the amendments:**

There are no amendments to the Articles of Association.

**EXPLANATIONS REGARDING THE AGENDA OF THE 2025 FINANCIAL YEAR
ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 13 MAY 2026**

1. Opening and formation of the meeting presidency

A meeting presidency, composed of the chairperson who will preside over the General Assembly Meeting, the vote collector and the clerk, shall be constituted.

2. Authorization of meeting presidency for signing the minutes of the General Assembly meeting by meeting presidency

Authorization of the meeting presidency for signing the minutes of the General Assembly will be submitted for the approval of the General Assembly.

3. Reading and discussion of the Activity Report for the Financial Year 2025 prepared by the Company's Board of Directors and submission for approval

In accordance with the Turkish Commercial Code, the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry of Customs and Trade Representatives to Attend Such Meetings, and the relevant provisions of the Capital Markets Law, the Board of Directors' 2025 Financial Year Activity Report, which has been made available for the review of our shareholders for a period of three weeks prior to the General Assembly meeting at the Company's headquarters, on the EGKS and on the Company's corporate website at www.koton.com, shall be read and submitted for the approval of the General Assembly.

4. Reading the summary of the Independent Audit Report for the Financial Year 2025

The General Assembly will be informed of the summary of the Independent Audit Report prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, which has been made available for the review of our shareholders for a period of three weeks prior to the General Assembly meeting at the Company's headquarters, on the EGKS and on the Company's corporate website at www.koton.com.

5. Reading and discussion of the Financial Statements for the Financial Year 2025 and submission for approval

Our financial statements, which have been made available for the review of our shareholders for a period of three weeks prior to the General Assembly meeting at the Company's headquarters, on the EGKS and on the Company's corporate website at www.koton.com, will be presented to the General Assembly with the relevant explanations and submitted for their approval.

6. Discussion and decision on the release of the members of the Board of Directors separately for the activities of the Financial Year 2025

The separate release of the members of the Board of Directors for their activities in the Financial Year 2025 will be submitted to the General Assembly for approval.

7. Discussing and deciding on the profit distribution proposal prepared by the Board of Directors within the framework of the Company's profit distribution policy

According to our financial statements for the 01.01.2025 - 31.12.2025 accounting period, prepared by our Company in compliance with the Turkish Commercial Code and the Capital Markets Law and in accordance with Turkish Financial Reporting Standards, and audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali

Müşavirlik Anonim Şirketi, the Company incurred a “net loss” attributable to the parent company amounting to TRY 963,673,931. The table regarding our dividend distribution proposal, established by the Company’s Board of Directors resolution dated 16/04/2026 and prepared in accordance with the format of the Dividend Distribution Table set forth in the Capital Markets Board’s Dividend Distribution Circular No. II-19.1 and the Dividend Distribution Guide published pursuant to said Circular, is included in Schedule F. The dividend distribution proposal will be submitted to the General Assembly for approval.

8. Determination of duty terms of the members of the Board of Directors, election of the members of the Board of Directors and Independent Board Members to serve for the period to be determined

The members of the Board of Directors will be elected in accordance with the provisions regarding the election of Board members set forth in our Articles of Association, taking into account the regulations of the Capital Markets Board, the Turkish Commercial Code No. 6102, and relevant regulations. Additionally, the election of independent members of the Board of Directors will be conducted to comply with the Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1.

9. Determination of the remuneration to be paid to the members of the Board of Directors and informing the Shareholders regarding the payments made to the Members of the Board of Directors and Senior Executives within the scope of the “Remuneration Policy” in accordance with the Corporate Governance Principles in the Financial Year 2025

In accordance with the relevant provisions of the Capital Markets Board’s regulations, the Turkish Commercial Code, and the principles set forth in our Articles of Association and Remuneration Policy, our shareholders will be informed regarding the payments made to the members of the Board of Directors and senior executives under the Company’s Remuneration Policy during the Financial Year 2025. Additionally, the monthly remuneration of the members of the Board of Directors for the Financial Year 2026 will be determined and submitted to the General Assembly for approval.

10. Approval of the election of the Independent Audit Firm for the Financial Year 2026, selected by the Board of Directors in accordance with the Capital Markets Board regulations and relevant legislation

In accordance with the Turkish Commercial Code, the regulations of the Capital Markets Board, and the Public Oversight, Accounting, and Auditing Standards Authority (“KGK”), and following consultation with the Audit Committee, our Board of Directors, by its resolution dated 16/04/2026, the proposal to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi to conduct the audit of the Company’s financial statements for the Financial Year 2026 will be submitted to the General Assembly for approval.

11. Discussion and decision on the approval of our Company’s sustainability report for the Financial Year 2025

The sustainability report for the Financial Year 2025, prepared in accordance with KGK regulations and the Turkish Sustainability Reporting Standards and which are made available for the review of our shareholders on the Company’s corporate website at www.koton.com, will be submitted to the General Assembly for approval.

12. Discussion and resolution on the approval of the independent audit firm selected by the Board of Directors for the purpose of conducting the assurance audit of the Company's sustainability report for the Financial Year 2026 and carrying out other activities within the scope of the relevant regulations

In accordance with our Board of Directors' resolution dated 16/04/2026 relating to the selection of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi in order to conduct the mandatory sustainability assurance audit of our Company's sustainability report pertaining the Financial Year 2026 in accordance with the Turkish Sustainability Reporting Standards published by the KGK and to carry out other activities within the framework of relevant regulations, will be submitted to the General Assembly for approval.

13. Within the scope of the Company's Donation and Aid Policy, submitting the donations and aids made in the Financial Year 2025 for the information of the General Assembly and determining the annual donation upper limit for the Financial Year 2026

Pursuant to Article 6 of the Capital Markets Board Communiqué on Dividends (II-19.1), the donations and charitable contributions made by the Company during the Financial Year 2025 will be submitted to the information of the General Assembly. In addition, an upper limit will be determined for the donations and charitable contributions to be made by the Company during the Financial Year 2026.

14. Granting permissions to the members of the Board of Directors as stipulated in Article 395 of the Turkish Commercial Code regarding the prohibition of transactions with the company and Article 396 regarding the prohibition of competition, and informing the shareholders about the transactions conducted within this scope in Financial Year 2025

Pursuant to the first paragraph of Article 395 titled "Prohibition on Transactions with the Company and Borrowing from the Company" and Article 396 titled "Non-Compete Obligation" of the Turkish Commercial Code, the members of the Board of Directors may engage in transactions within the scope of these provisions only upon the approval of the General Assembly. In order to comply with these statutory requirements, the granting of such permissions will be submitted to the General Assembly for approval. In addition, the shareholders will be informed about the transactions carried out within this scope during the Financial Year 2025.

15. In accordance with the Capital Markets Board regulations, informing the shareholders about the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained in 2025

Pursuant to Article 12 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, the guarantees, pledges, mortgages and sureties provided by our Company and its subsidiaries in favor of third parties, as well as any income or benefits derived therefrom, are required to be included as a separate item on the agenda of the ordinary general assembly meeting, and our shareholders will be informed accordingly.

16. In accordance with the Capital Markets Board regulations, informing the shareholders about the related party transactions carried out during the Financial Year 2025

Pursuant to the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, the shareholders will be informed of the Board of Directors' resolution

regarding the related party transactions carried out between our Company and its related parties in relation to the Financial Year 2025, as well as the relevant disclosure made on KAP, both of which have been published on KAP and on our Company's corporate website at www.koton.com.

17. Informing the shareholders regarding the Internal Directive on the Working Principles of the Board of Directors

Shareholders will be informed about the Internal Directive on the Working Principles of the Board of Directors, which was prepared in accordance with the Board of Directors' resolution dated 31/03/2026 and numbered 2026/10, and published on KAP and the Company's corporate website at www.koton.com.

18. Wishes and requests, closure

SCHEDULES:

- SCHEDULE A:** Agenda Items for the Ordinary General Assembly Meeting
- SCHEDULE B:** Sample Power of Attorney
- SCHEDULE C:** Resumes of Candidate Members of the Board of Directors
- SCHEDULE D:** Declarations of Independency of Candidate Independent Members of the Board of Directors
- SCHEDULE E:** Financial Statements for the Financial Year 2025, Board of Directors' Activity Report, and Independent Audit Report can be accessed via the following link: <https://kurumsal.koton.com.tr/yatirimci-iliskileri/raporlar/faaliyet-raporlari/>
- SCHEDULE F:** Board of Directors' Proposal Regarding the Distribution of Profits Pertaining to the Year 2025 and the Proposed Profit Distribution Table
- SCHEDULE G:** Board of Directors' Proposal Regarding the Donation Upper Limit
- SCHEDULE H:** Board of Directors' Proposal Regarding the Selection of the Independent Auditor and the Sustainability Assurance Auditor
- SCHEDULE I:** Board of Directors' Proposal Regarding the Selection of Independent Members of the Board of Directors
- SCHEDULE J:** KAP Disclosure Dated 01/04/2026 About Related Party Transactions Pertaining to the Year 2025 can be accessed via the following link: <https://www.kap.org.tr/tr/Bildirim/1582495>
- SCHEDULE K:** Internal Directive on the Working Principles of the Board of Directors can be accessed via the following link: <https://kap.org.tr/tr/Bildirim/1557776>

SCHEDULE A: Agenda Items for the Ordinary General Assembly Meeting

- 1.** Opening and formation of the meeting presidency;
- 2.** Authorization of meeting presidency for signing the minutes of the General Assembly meeting by meeting presidency;
- 3.** Reading and discussion of the Activity Report for the Financial Year 2025 prepared by the Company's Board of Directors and submission for approval;
- 4.** Reading the summary of the Independent Audit Report for the Financial Year 2025;
- 5.** Reading and discussion of the Financial Statements for the Financial Year 2025 and submission for approval;
- 6.** Discussion and decision on the release of the members of the Board of Directors separately for the activities of the Financial Year 2025;
- 7.** Discussing and deciding on the profit distribution proposal prepared by the Board of Directors within the framework of the Company's profit distribution policy;
- 8.** Determination of duty terms of the members of the Board of Directors, election of the members of the Board of Directors and Independent Board Members to serve for the period to be determined;
- 9.** Determination of the remuneration to be paid to the members of the Board of Directors and informing the Shareholders regarding the payments made to the Members of the Board of Directors and Senior Executives within the scope of the "Remuneration Policy" in accordance with the Corporate Governance Principles in the Financial Year 2025;
- 10.** Approval of the election of the Independent Audit Firm for the Financial Year 2026, selected by the Board of Directors in accordance with the Capital Markets Board regulations and relevant legislation;
- 11.** Discussion and decision on the approval of our Company's sustainability report for the Financial Year 2025;
- 12.** Discussion and resolution on the approval of the independent audit firm selected by the Board of Directors for the purpose of conducting the assurance audit of the Company's sustainability report for the financial year 2026 and carrying out other activities within the scope of the relevant regulations;
- 13.** Within the scope of the Company's Donation and Aid Policy, submitting the donations and aids made in the Financial Year 2025 for the information of the General Assembly and determining the annual donation upper limit for the Financial Year 2026;
- 14.** Granting permissions to the members of the Board of Directors as stipulated in Article 395 of the Turkish Commercial Code regarding the prohibition of transactions with the company and Article 396 regarding the prohibition of competition, and informing the shareholders about the transactions conducted within this scope in Financial Year 2025;
- 15.** In accordance with the Capital Markets Board regulations, informing the shareholders about the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained in 2025;
- 16.** In accordance with the Capital Markets Board regulations, informing the shareholders about the related party transactions carried out during the Financial Year 2025;

- 17.** Informing the shareholders regarding the Internal Directive on the Working Principles of the Board of Directors; and
- 18.** Wishes and requests, closure.

SCHEDULE B: Sample Power of Attorney

POWER OF ATTORNEY

KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET ANONİM ŞİRKETİ

I hereby appoint as my proxy whose details are given below, in order to represent me, to vote and make proposals on my behalf in line with the views I express herein below and sign the required papers at Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi's Ordinary General Assembly Meeting pertaining to 2025 Financial Year to be held on 13 May 2026, at 09:30 at the address of DoubleTree by Hilton Cihangir Mah. No: 289 Avcılar, İstanbul.

The Proxy's*;

Name Surname/Corporate Title:

ID Number/Tax ID Number:

Trade Registry and Number and MERSIS Number:

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

A) SCOPE OF REPRESENTATIVE POWER

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

1. About the Items on the Agenda of the General Assembly:

- a) The proxy is authorized to vote according to his/her opinion.
- b) The proxy is authorized to vote in accordance with the company management's propositions.
- c) The Proxy is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses option (c), the shareholder should mark "accept" or "reject" options with respect to the relevant General Assembly agenda item and if the shareholder marks the "reject" option, then the shareholder should write the dissenting opinion, if any, to be noted down in the minutes of the general assembly.

Agenda Items(*)	Accept	Reject	Dissenting Opinion
1. Opening and formation of meeting presidency			
2. Authorization of meeting presidency for signing the minutes of the General Assembly meeting by meeting presidency			
3. Reading and discussion of the Activity Report for the Financial Year 2025 prepared by the Company's Board of Directors and			

submission for approval			
4. Reading the summary of the Independent Audit Report for the Financial Year 2025			
5. Reading and discussion of the Financial Statements for the Financial Year 2025 and submission for approval			
6. Discussion and decision on the release of the members of the Board of Directors separately for the activities of the Financial Year 2025			
7. Discussing and deciding on the profit distribution proposal prepared by the Board of Directors within the framework of the Company's profit distribution policy			
8. Determination of duty terms of the members of the Board of Directors, election of the members of the Board of Directors and Independent Board Members to serve for the period to be determined			
9. Determination of the remuneration to be paid to the members of the Board of Directors and informing the Shareholders regarding the payments made to the Members of the Board of Directors and Senior Executives within the scope of the "Remuneration Policy" in accordance with the Corporate Governance Principles in the Financial Year 2025			
10. Approval of the election of the Independent Audit Firm for the Financial Year 2026, selected by the Board of Directors in accordance with the Capital Markets Board regulations and relevant legislation			

11. Discussion and decision on the approval of our Company's sustainability report for the Financial Year 2025			
12. Discussion and resolution on the approval of the independent audit firm selected by the Board of Directors for the purpose of conducting the assurance audit of the Company's sustainability report for the financial year 2026 and carrying out other activities within the scope of the relevant regulations			
13. Within the scope of the Company's Donation and Aid Policy, submitting the donations and aids made in the Financial Year 2025 for the information of the General Assembly and determining the annual donation upper limit for the Financial Year 2026			
14. Granting permissions to the members of the Board of Directors as stipulated in Article 395 of the Turkish Commercial Code regarding the prohibition of transactions with the company and Article 396 regarding the prohibition of competition, and informing the shareholders about the transactions conducted within this scope in Financial Year 2025			
15. In accordance with the Capital Markets Board regulations, informing the shareholders about the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained in 2025			
16. In accordance with the Capital Markets Board regulations, informing the shareholders about the related party transactions carried out during the Financial Year 2025			

17. Informing the shareholders regarding the Internal Directive on the Working Principles of the Board of Directors			
18. Wishes and requests, closure			

(*) All items in the agenda of the General Assembly are listed. If the minority shareholder has a separate draft resolution, such resolution shall also be indicated to enable them to vote by proxy.

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

- a) The proxy is authorized to vote according to his/her opinion.
- b) The proxy is not authorized to vote in these matters.
- c) The proxy is authorized to vote for agenda items in accordance with the following instructions.

SPECIAL INSTRUCTIONS; Special instructions (if any) to be given by the shareholder to the proxy shall be 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) Amount-Nominal Value:
- d) Share with privileged voting rights or not: *
- e) Bearer-Registered Shares: *
- f) Ratio of the total shares/voting rights of the shareholder:

* Such information is not required for the shares which are dematerialized.

** For the dematerialized shares, information related to the group (if any) will be given instead of number.

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

NAME SURNAME OR CORPORATE TITLE OF THE SHAREHOLDER*

Turkish ID Number/Tax ID Number, Trade Registry Office and Number and MERSIS Number:

Address:

(*) Foreign shareholders shall submit the equivalent information (if any) mentioned above.

SIGNATURE

SCHEDULE C: Resumes of Candidate Members of the Board of Directors

Yılmaz Yılmaz

Yılmaz Yılmaz was born in Adapazarı in 1962. He graduated from the Turkish Naval Academy in 1984 with the rank of Naval Lieutenant. After serving as SAS Team Commander with the rank of First Lieutenant at the Turkish Naval Forces Command, he left the service in 1991 to join the management of the Koton brand.

Yılmaz has been actively involved in sector-representative associations such as the Istanbul Textile and Apparel Exporters' Association (ITKIB), the Federation of All Shopping Centers and Retailers (TAMPF), the Turkish Clothing Manufacturers' Association (TGSD), and the United Brands Association (BMD), as well as the Yanındayız Association. He served as President of the United Brands Association (BMD) between 2010 and 2013.

Elected as a member of the TÜSİAD Board of Directors at the General Assembly held in 2024, Yılmaz served until 2026, concurrently holding the position of Chairman of the TÜSİAD Social Development Roundtable.

Şükriye Gülden Yılmaz

Şükriye Gülden Yılmaz graduated from the Department of Guidance and Psychological Counseling at Marmara University. She began her career as an educational specialist at Private Dost High School. In 1988, she founded the Koton brand. Yılmaz has served as Vice Chairman of the TOBB Young Entrepreneurs Board since 2009 and also held the position of Chair of the G3 Forum Platform between 2011 and 2018. A founding member of the Turkish Businesswomen Association (TİKAD), Yılmaz served as a Board Member of the Turkish Clothing Manufacturers' Association (TGSD) from 2009 to 2015. Şükriye Gülden Yılmaz currently serves as a Member of the Company's Board of Directors.

Ege Yılmaz

Ege Yılmaz is a gameplay programmer with experience in developing scalable systems using Unity and Unreal Engine. He focuses on developing efficient gameplay architectures, tools, and systems that support collaboration between designers and engineers.

He is currently serving as Lead Gameplay Programmer at Creative Mod Studios, where he develops core gameplay systems and tools for cross-functional teams. Previously, he worked at Somasim as a Game Development Intern and worked on Rise of Industry 2, a large-scale simulation game, contributing to automation tools, console development processes, and C#-based gameplay mechanics.

In addition to his professional experience, he has led independent projects, including a CRPG, a special rendering engine, and an artificial intelligence steering framework, thereby demonstrating his expertise in the fields of graphics programming and systems development.

He completed his high school education at Hisar Schools and holds a Bachelor of Science degree in Computer Science from Northwestern University.

Gurgle B.V. (represented by individual representative Eleonora Barbara van Geloven)

Eleonora Barbara van Geloven holds a bachelor's degree in Spanish and European History from the University of Amsterdam. Since 2003, she has participated in various projects as a producer. She has served as a consultant on advertising campaigns for leading global companies, including airlines and global telecommunications firms.

Since 2017, she has independently managed and produced global advertising campaigns for major brands (such as Adidas, Tesla, Twitter, Nikon, IKEA, Google, KLM, Samsung, Emirates,

and T-Mobile) across various platforms including print/digital media, television, and social media. Eleonora Barbara van Geloven represents Gurgle B.V. on the Koton Board of Directors.

Ömer Faruk Işık

Ömer Faruk Işık graduated from the Department of Business Administration at Boğaziçi University in 1987 and from the Department of History at Istanbul University in 2017. He began his professional career in 1987 at Arthur Andersen & Co., where he held audit and consulting roles in both domestic and international offices. He has held senior management positions at various banks and companies and later served as CEO for many years at institutions such as Ata Holding, Galatasaray Sports Club, and Unit International. Işık founded Merrill Lynch (Bank of America) Investment Bank in Türkiye in 2006 and served as Chairman of the Board until 2010. Together with his partners, he co-founded Fokus Holding and, as a Managing Partner, has made investments across various sectors. With his expertise in banking and capital markets, Faruk Işık has organized seminars as an educator both in Türkiye and abroad.

Ayşe Ufuk Ağar

Dr. Ayşe Ufuk Ağar graduated from the Departments of Electrical and Electronics Engineering and Mathematics at Boğaziçi University in 1992. She went to the United States on a Fulbright Scholarship and earned her master's and doctoral degrees in Electrical and Computer Engineering from Purdue University in 1995 and 1999, respectively. In 2002, she obtained a graduate certificate in Management Science and Engineering from Stanford University, and in 2003 she earned an Executive MBA from Koç University.

Dr. Ağar began her career in 1999 as a Research and Development Engineer at Hewlett Packard Laboratories in Silicon Valley, where she was granted three patents for the innovative technologies she developed. After returning to Türkiye, she served as an Assistant Professor in the Department of Electrical and Electronics Engineering at Işık University. She subsequently played critical roles in digital transformation projects as a Senior Strategy Specialist at Garanti Technology and as Director of Technology Strategy at Oger Telecom. In 2007, Dr. Ağar played an active role in the restructuring of TTNNet following its separation from Türk Telekom, serving first as Deputy General Manager of Product Development & Strategy and later as Deputy General Manager of Marketing until 2009. Between 2009 and 2012, she served as Director at Vodafone Türkiye across broadband, online services, and fixed communications, managed the commercial integration of KoçNet and Borusan Telekom, and led the establishment of VodafoneNet. Since 2013, she has served as Senior Vice President of Business Development and Strategy at Digiturk.

SCHEDULE D: Declarations of Independency of Candidate Independent Members of the Board of Directors

DECLARATION OF INDEPENDENCY

Pursuant to Article 4.3.6 of the Corporate Governance Principles annexed to the Capital Markets Board Communiqué on Corporate Governance No. II-17.1, I hereby declare that I am a candidate to serve as an "independent member" of the Board of Directors of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi ("Company") within the framework of the criteria set forth in the applicable legislation, the articles of association and the Communiqué on Corporate Governance announced by the Capital Markets Board, and in this context, I hereby declare that:

- a. Within the last five years, neither I, nor my spouse, nor my relatives by blood or by marriage up to the second degree, have had any employment relationship in an executive position to assume significant duties and responsibilities, nor have I, either alone or jointly, held more than 5% of the capital or voting rights or privileged shares, nor established a relationship of significant commercial nature, with the Company, its subsidiaries in which the Company has management control or significant influence, or the shareholders who hold management control of the Company or have significant influence over the Company, or the legal entities controlled by such shareholders,
- b. Within the last five years, I have not been a shareholder (5% or more), nor worked in an executive position to assume significant duties and responsibilities, nor been a member of the board of directors, in the companies from which the Company has purchased or to which the Company has sold significant services or products under the agreements executed, including but not limited to the Company's audit (including tax audit, statutory audit and internal audit), rating and consultancy, during the periods in which such services or products were purchased or sold,
- c. I possess the professional education, knowledge and experience required to duly perform the duties I will undertake due to my position as an independent member of the Board of Directors,
- ç. In compliance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except for university professorship,
- d. I am deemed to be resident in Türkiye according to the Income Tax Law (G.V.K.) No. 193 dated 31/12/1960,
- e. I have strong ethical standards, professional reputation and experience that will enable me to make decisions freely by considering the rights of stakeholders, maintain my impartiality in conflicts of interest between the Company and its shareholders, and make positive contributions to the Company's activities,
- f. I am able to devote sufficient time to the Company's affairs to follow the functioning of the Company's operations and to fully perform the duties I have undertaken,
- g. I have not served as a member of the Company's Board of Directors for more than six years within the last ten years,
- h. I do not serve as an independent member of the board of directors in more than three companies in which the same person, the Company or the shareholders holding control of the Company exercise management control, nor in more than five publicly traded companies in total,
- i. I have not been registered and announced on behalf of a legal entity elected as a member of the Board of Directors.

Ömer Faruk Işık

06.04.2026

DECLARATION OF INDEPENDENCY

Pursuant to Article 4.3.6 of the Corporate Governance Principles annexed to the Capital Markets Board Communiqué on Corporate Governance No. II-17.1, I hereby declare that I am a candidate to serve as an "independent member" of the Board of Directors of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi ("Company") within the framework of the criteria set forth in the applicable legislation, the articles of association and the Communiqué on Corporate Governance announced by the Capital Markets Board, and in this context, I hereby declare that:

- a. Within the last five years, neither I, nor my spouse, nor my relatives by blood or by marriage up to the second degree, have had any employment relationship in an executive position to assume significant duties and responsibilities, nor have I, either alone or jointly, held more than 5% of the capital or voting rights or privileged shares, nor established a relationship of significant commercial nature, with the Company, its subsidiaries in which the Company has management control or significant influence, or the shareholders who hold management control of the Company or have significant influence over the Company, or the legal entities controlled by such shareholders,
- b. Within the last five years, I have not been a shareholder (5% or more), nor worked in an executive position to assume significant duties and responsibilities, nor been a member of the board of directors, in the companies from which the Company has purchased or to which the Company has sold significant services or products under the agreements executed, including but not limited to the Company's audit (including tax audit, statutory audit and internal audit), rating and consultancy, during the periods in which such services or products were purchased or sold,
- c. I possess the professional education, knowledge and experience required to duly perform the duties I will undertake due to my position as an independent member of the Board of Directors,
- ç. In compliance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except for university professorship,
- d. I am deemed to be resident in Türkiye according to the Income Tax Law (G.V.K.) No. 193 dated 31/12/1960,
- e. I have strong ethical standards, professional reputation and experience that will enable me to make decisions freely by considering the rights of stakeholders, maintain my impartiality in conflicts of interest between the Company and its shareholders, and make positive contributions to the Company's activities,
- f. I am able to devote sufficient time to the Company's affairs to follow the functioning of the Company's operations and to fully perform the duties I have undertaken,
- g. I have not served as a member of the Company's Board of Directors for more than six years within the last ten years,
- h. I do not serve as an independent member of the board of directors in more than three companies in which the same person, the Company or the shareholders holding control of the Company exercise management control, nor in more than five publicly traded companies in total,
- i. I have not been registered and announced on behalf of a legal entity elected as a member of the Board of Directors.

Ayşe Ufuk Ağar

06.04.2026

SCHEDULE E: Financial Statements for the Financial Year 2025, Board of Directors' Activity Report, and Independent Audit Report can be accessed via the following link:
<https://kurumsal.koton.com.tr/yatirimci-iliskileri/raporlar/faaliyet-raporlari/>

SCHEDULE F: Board of Directors' Proposal Regarding the Distribution of Profits Pertaining to the Year 2025 and the Proposed Profit Distribution Table

KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET ANONİM ŞİRKETİ

BOARD OF DIRECTORS RESOLUTION

RESOLUTION NO : 2026/14

RESOLUTION DATE : 16/04/2026

AGENDA : Proposal for Distribution of Dividends for 2025

The Board of Directors of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi ("**Company**") has adopted the following resolution with the unanimous vote of the attendees:

Taking into consideration that a net period loss has been incurred from the Company's activities for the year 2025, it has been resolved to submit for the approval of the shareholders at the next General Assembly Meeting the proposal that no dividend distribution be made and that the relevant losses be transferred to the previous years' losses account, within the framework of the provisions of the applicable legislation, our Articles of Association and our Dividend Distribution Policy.

YILMAZ YILMAZ
CHAIRMAN OF THE
BOARD OF DIRECTORS

Eleonora Barbara van
Geloven
on behalf of **GURGLE B.V.**

ŞÜKRİYE GÜLDEN
YILMAZ
BOARD MEMBER

VICE CHAIRMAN OF THE
BOARD OF DIRECTORS

DENİZ YILMAZ
BOARD MEMBER

ÖMER FARUK IŞIK
INDEPENDENT BOARD
MEMBER

AYŞE UFUK AĞAR
INDEPENDENT BOARD
MEMBER

**KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET A.Ş. PROFIT DISTRIBUTION PROPOSAL FOR
THE ACCOUNTING PERIOD 01.01.2025 – 31.12.2025**

Koton Mağazacılık Tekstil Sanayi ve Ticaret A.Ş. 2025 Profit Distribution Table (TRY)			
1. Paid-in/Issued Capital		829,650,000	
2. Legal Reserves (According to Statutory Records)		263,025,793.85	
If there is any privilege regarding profit distribution under the articles of association, information relating to such privilege		-	
		According to the CMB	According to Legal Records (LR)
3.	Period Profit	-1,060,675,033.00	-884,381,458.38
4.	Taxes (-)	97,001,102.00	0
5.	Net Period Profit (=)	-963,673,931.00	-884,381,458.38
6.	Losses from Previous Years (-)	-	5,196,577,289.26
7.	Legal Reserves (-)	-	-
8.	Net Distributable Profit for the Period (=)	-963,673,931.00	-6,080,958,747.64
9.	Donations Made During the Year (+)	5,133,000.00	-
10.	Net Distributable Profit for the Period, Including Donations	-958,540,931.00	-6,080,958,747.64
11.	First Dividend to Shareholders	0	0
	- Cash	0	0
	- Bonus	0	0
	- Total	0	0
12.	Dividends Distributed to Shareholders Holding Preferred Shares	0	0
13.	Other Dividends Distributed		
	- To Members of the Board of Directors,	0	0
	- To Employees,		
	- To Persons Other Than Shareholders		
14.	Dividends Distributed to Dividend Right Certificate Holders	0	0
15.	Second Dividend to Shareholders	0	0
16.	Legal Reserves	0	0
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	0	0
20.	Other Sources Proposed to be Distributed	0	0

Koton Mağazacılık Tekstil Sanayi ve Ticaret A.Ş. 2025 Dividend Rates Table						
	GROUP	TOTAL DIVIDEND DISTRIBUTED		TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE WITH A NOMINAL VALUE OF TRY 1	
		CASH (TRY)	BONUS (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
NET	A	0	0	0	0	0
	B	0	0	0	0	0
	TOTAL	0	0	0	0	0

SCHEDULE G: Board of Directors' Proposal Regarding the Donation Upper Limit

KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET ANONİM ŞİRKETİ

BOARD OF DIRECTORS RESOLUTION

RESOLUTION NO : 2026/16

RESOLUTION DATE : 17/04/2026

AGENDA : Proposal for the Upper Limit of Donations

The Board of Directors of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi ("**Company**") has adopted the following resolution with the unanimous vote of the attendees:

It has been decided by our Company to set the upper limit for donations and aid for 01.01.2026 - 31.12.2026 financial term as 0.3% of earnings before interest, tax, depreciation and amortization (EBITDA) calculated from the publicly disclosed consolidated financial statements for 2025 and to submit this proposal for the approval of shareholders at the upcoming General Assembly Meeting, and it has further been resolved to inform the General Assembly that the total amount of the detailed accounts relating to donations made by the Company in the income statement for the period 01.01.2025 - 31.12.2025 is TRY 5,133,000.

YILMAZ YILMAZ
CHAIRMAN OF THE
BOARD OF DIRECTORS

Eleonora Barbara van
Geloven
on behalf of **GURGLE B.V.**

ŞÜKRİYE GÜLDEN
YILMAZ
BOARD MEMBER

VICE CHAIRMAN OF THE
BOARD OF DIRECTORS

DENİZ YILMAZ
BOARD MEMBER

ÖMER FARUK IŞIK
INDEPENDENT BOARD
MEMBER

AYŞE UFUK AĞAR
INDEPENDENT BOARD
MEMBER

SCHEDULE H: Board of Directors' Proposal Regarding the Selection of the Independent Auditor and the Sustainability Assurance Auditor

**KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET ANONİM ŞİRKETİ
BOARD OF DIRECTORS RESOLUTION**

RESOLUTION NO : 2026/15
RESOLUTION DATE : 16/04/2026
AGENDA : **Proposal for the Independent Auditor and the Sustainability Report Assurance Auditor for the 2026 Financial Year**

Board of Directors of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi ("**Company**") adopted the following resolution with the unanimous votes of the attendees:

Board of Directors has resolved to choose DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, a company registered with the Istanbul Trade Registry under registration number 304099-0 and having MERSIS number 0291001097600016, having its registered office at the address of Eski Büyükdere Cad. Maslak Mah. No:1 Maslak No1 Plaza Maslak 34485 Sarıyer / Istanbul and registered with Boğaziçi Corporate Tax Office under tax identification number 2910010976, for the purpose of conducting the audit of our Company's financial reports for the 2026 Financial Year, and of carrying out, including but not limited to, the mandatory assurance audit in respect of the sustainability reports for the 2026 fiscal period to be prepared in compliance with the Türkiye Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority, as well as any other activities falling within the scope of the relevant regulations, in accordance with Turkish Commercial Code, the regulations of the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority and by obtaining the opinion of the Audit Committee (**Schedule-1**),

Schedule-1: Opinion of the Audit Committee in Relation to the Proposal of the Independent Auditor and the Sustainability Report Assurance Auditor

YILMAZ YILMAZ
CHAIRMAN OF THE BOARD
OF DIRECTORS

Eleonora Barbara van
Geloven
on behalf of **GURGLE B.V.**

ŞÜKRİYE GÜLDEN
YILMAZ
BOARD MEMBER

VICE CHAIRMAN OF THE
BOARD OF DIRECTORS

DENİZ YILMAZ
BOARD MEMBER

ÖMER FARUK IŞIK
INDEPENDENT BOARD
MEMBER

AYŞE UFUK AĞAR
INDEPENDENT BOARD
MEMBER

KOTON MAĞAZACILIK TEKSTİL SAN. VE TİC. A.Ş.
MEETING MINUTES OF THE AUDIT COMMITTEE

Meeting Date: 06.04.2026

Meeting No: 2026-2

Agenda: Proposal of the Independent Audit Firm and the Sustainability Assurance Audit Firm for the Year 2026

At the meeting where the proposal of the independent assurance auditor was considered, to be submitted to the Ordinary General Assembly to be held in 2026 in relation to the 2025 financial year, for the purpose of carrying out, in compliance with the Turkish Commercial Code, the regulations of the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority, the audit of the financial reports for the 2026 accounting period, as well as, for the 2026 accounting period, the mandatory sustainability assurance audit of the disclosures to be prepared in accordance with the Turkish Sustainability Reporting Standards issued by the Public Oversight, Accounting and Auditing Standards Authority ("KGK"), including but not limited to other activities falling within the scope of the relevant regulations; it has been resolved to nominate and submit to the Board of Directors:

- DRT Bağımsız Denetim ve Serbest Serbest Muhasebeci Mali Müşavirlik A.Ş., for the purpose of carrying out the independent audit activities comprising the audit of the financial reports for the 2026 accounting period, the 2026 Annual Activity Report, and the assessment and audit of the systems for the Early Identification of Risk,

- DRT Bağımsız Denetim ve Serbest Serbest Muhasebeci Mali Müşavirlik A.Ş., for the purpose of conducting the mandatory sustainability assurance audit of the disclosures to be prepared for the 2026 accounting period in accordance with the Turkish Sustainability Reporting Standards.

Chairman of the Audit Committee
Ömer Faruk Işık

Member of the Audit Committee
Ayşe Ufuk Ağar

SCHEDULE I: Board of Directors' Proposal Regarding the Selection of Independent Members of the Board of Directors

KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET ANONİM ŞİRKETİ
BOARD OF DIRECTORS RESOLUTION

RESOLUTION NO. : 2026/17

RESOLUTION DATE : 17/04/2026

AGENDA : Proposal Regarding Independent Board Membership

The Board of Directors of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi ("**Company**") has adopted the following resolution by unanimous vote of the attendees:

Following the evaluations conducted in respect of the nominations of **Ömer Faruk Işık**, a Turkish citizen holding Turkish ID Number 179*****0, and **Ayşe Ufuk Ağar**, a Turkish citizen holding Turkish ID Number 271*****2 ("**Candidates**"), who have been nominated to serve as "Independent Members" in our Company's Board of Directors, and in respect of whether the aforementioned Candidates satisfy the independence criteria set forth in the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 and the Corporate Governance Principles, and since no separate Nomination Committee has been established within our Company, by taking into consideration the opinion of the Corporate Governance Committee, it has been determined that the Candidates satisfy the independence criteria stipulated under Article 4.3.6 of the Corporate Governance Principles annexed to the Communiqué, have submitted to our Board of Directors the declarations of independency attached hereto, and that there exists no impediment to their serving as Independent Members of the Board of Directors of our Company; accordingly, it has been resolved that the proposal regarding the election of the Candidates as "Independent Members" be submitted for the approval of the shareholders at the first General Assembly meeting to be held.

Schedule 1: Declarations of Independency of the Candidates

Schedule 2: Evaluation Report of the Corporate Governance Committee

YILMAZ YILMAZ
CHAIRMAN OF THE BOARD OF
DIRECTORS

Eleonora Barbara van Geloven
on behalf of **GURGLE B.V.**

VICE CHAIRMAN OF THE BOARD OF
DIRECTORS

ŞÜKRİYE GÜLDEN YILMAZ
BOARD MEMBER

DENİZ YILMAZ
BOARD MEMBER

Schedule 1

DECLARATION OF INDEPENDENCY

Pursuant to Article 4.3.6 of the Corporate Governance Principles annexed to the Capital Markets Board Communiqué on Corporate Governance No. II-17.1, I hereby declare that I am a candidate to serve as an "independent member" of the Board of Directors of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi ("Company") within the framework of the criteria set forth in the applicable legislation, the articles of association and the Communiqué on Corporate Governance announced by the Capital Markets Board, and in this context, I hereby declare that:

- a. Within the last five years, neither I, nor my spouse, nor my relatives by blood or by marriage up to the second degree, have had any employment relationship in an executive position to assume significant duties and responsibilities, nor have I, either alone or jointly, held more than 5% of the capital or voting rights or privileged shares, nor established a relationship of significant commercial nature, with the Company, its subsidiaries in which the Company has management control or significant influence, or the shareholders who hold management control of the Company or have significant influence over the Company, or the legal entities controlled by such shareholders,
- b. Within the last five years, I have not been a shareholder (5% or more), nor worked in an executive position to assume significant duties and responsibilities, nor been a member of the board of directors, in the companies from which the Company has purchased or to which the Company has sold significant services or products under the agreements executed, including but not limited to the Company's audit (including tax audit, statutory audit and internal audit), rating and consultancy, during the periods in which such services or products were purchased or sold,
- c. I possess the professional education, knowledge and experience required to duly perform the duties I will undertake due to my position as an independent member of the Board of Directors,
- ç. In compliance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except for university professorship,
- d. I am deemed to be resident in Türkiye according to the Income Tax Law (G.V.K.) No. 193 dated 31/12/1960,
- e. I have strong ethical standards, professional reputation and experience that will enable me to make decisions freely by considering the rights of stakeholders, maintain my impartiality in conflicts of interest between the Company and its shareholders, and make positive contributions to the Company's activities,
- f. I am able to devote sufficient time to the Company's affairs to follow the functioning of the Company's operations and to fully perform the duties I have undertaken,
- g. I have not served as a member of the Company's Board of Directors for more than six years within the last ten years,
- h. I do not serve as an independent member of the board of directors in more than three companies in which the same person, the Company or the shareholders holding control of the Company exercise management control, nor in more than five publicly traded companies in total,
- i. I have not been registered and announced on behalf of a legal entity elected as a member of the Board of Directors.

Ömer Faruk Işık

06.04.2026

Schedule 1

DECLARATION OF INDEPENDENCY

Pursuant to Article 4.3.6 of the Corporate Governance Principles annexed to the Capital Markets Board Communiqué on Corporate Governance No. II-17.1, I hereby declare that I am a candidate to serve as an "independent member" of the Board of Directors of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi ("Company") within the framework of the criteria set forth in the applicable legislation, the articles of association and the Communiqué on Corporate Governance announced by the Capital Markets Board, and in this context, I hereby declare that:

- a. Within the last five years, neither I, nor my spouse, nor my relatives by blood or by marriage up to the second degree, have had any employment relationship in an executive position to assume significant duties and responsibilities, nor have I, either alone or jointly, held more than 5% of the capital or voting rights or privileged shares, nor established a relationship of significant commercial nature, with the Company, its subsidiaries in which the Company has management control or significant influence, or the shareholders who hold management control of the Company or have significant influence over the Company, or the legal entities controlled by such shareholders,
- b. Within the last five years, I have not been a shareholder (5% or more), nor worked in an executive position to assume significant duties and responsibilities, nor been a member of the board of directors, in the companies from which the Company has purchased or to which the Company has sold significant services or products under the agreements executed, including but not limited to the Company's audit (including tax audit, statutory audit and internal audit), rating and consultancy, during the periods in which such services or products were purchased or sold,
- c. I possess the professional education, knowledge and experience required to duly perform the duties I will undertake due to my position as an independent member of the Board of Directors,
- ç. In compliance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except for university professorship,
- d. I am deemed to be resident in Türkiye according to the Income Tax Law (G.V.K.) No. 193 dated 31/12/1960,
- e. I have strong ethical standards, professional reputation and experience that will enable me to make decisions freely by considering the rights of stakeholders, maintain my impartiality in conflicts of interest between the Company and its shareholders, and make positive contributions to the Company's activities,
- f. I am able to devote sufficient time to the Company's affairs to follow the functioning of the Company's operations and to fully perform the duties I have undertaken,
- g. I have not served as a member of the Company's Board of Directors for more than six years within the last ten years,
- h. I do not serve as an independent member of the board of directors in more than three companies in which the same person, the Company or the shareholders holding control of the Company exercise management control, nor in more than five publicly traded companies in total,
- i. I have not been registered and announced on behalf of a legal entity elected as a member of the Board of Directors.

Ayşe Ufuk Açar

06.04.2026

Schedule 2

KOTON MAĞAZACILIK TEKSTİL SAN. VE TİC. A.Ş. MEETING MINUTES OF THE CORPORATE GOVERNANCE COMMITTEE

Meeting Date: 06.04.2026

Meeting No: 2026-1

Agenda: Review of the Independence Criteria of the Independent Board Member Candidates by the Corporate Governance Committee Acting in the Capacity of the Nomination Committee

At the meeting held to assess, for discussion under the agenda item concerning the election of the members of the Board of Directors at the Ordinary General Assembly to be convened in 2026 in respect of the 2025 financial year, whether Ayşe Ufuk Ağar and Ömer Faruk Işık, whose candidacies were submitted to our Committee pursuant to the provisions of the Capital Markets Board's (SPK) Communiqué on Corporate Governance No. II-17.1, satisfy the independence criteria set forth under Article 4.3.6 of the SPK Corporate Governance Principles, or whether any circumstance has arisen that would cause them to lose their independence;

It has been resolved that no circumstance exists which would cause Ayşe Ufuk Ağar and Ömer Faruk Işık, who are the current independent members of the Board of Directors, to lose their independence, and accordingly, that they be proposed to the Board of Directors for submission to the approval of the General Assembly as independent board member nominees at the Ordinary General Assembly Meeting to be held in respect of the 2025 financial year.

Ayşe Ufuk Ağar

Chairman of the Committee
Independent Board Member

Ömer Faruk Işık

Member of the Committee
Independent Board Member

Yılmaz Yılmaz

Member of the
Committee
Chairman of the Board
of Directors

Şükriye Gülden Yılmaz

Member of the Committee
Board Member

Eda Çanga Belber

Member of the Committee
Manager of the Investor Relations
Department

SCHEDULE J: KAP Disclosure Dated 01/04/2026 About Related Party Transactions Pertaining to the Year 2025 can be accessed via the following link:
<https://www.kap.org.tr/tr/Bildirim/1582495>

SCHEDULE K: Internal Directive on the Working Principles of the Board of Directors can be accessed via the following link: <https://kap.org.tr/tr/Bildirim/1557776>