

**VAKKO TEKSTİL VE HAZIR GİYİM SANAYİ İŞLETMELERİ ANONİM ŞİRKETİ**  
**INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF**  
**2025 HELD ON 09.04.2026**

The Ordinary General Assembly Meeting of our Company for the year 2025 will be held on Thursday, 09 April 2026 at 14.00 at Istanbul, Üsküdar, Altunizade Mahallesi, Kuşbakışı Caddesi, No:35 to discuss the following agenda items.

The Financial Statements and Footnotes and Independent Audit Report for the fiscal year 2025 prepared in accordance with the CMB regulations, the proposal of the Board of Directors regarding the dividend distribution for the fiscal year 2025, the Annual Report of the Board of Directors and the attached Corporate Governance Principles Compliance Report, as well as the agenda items and the information notes containing the necessary explanations for compliance with the Corporate Governance Principles, will be made available for the review of Dear Shareholders, as of three weeks prior to the General Assembly meeting date, at the Company Headquarters located at Istanbul, Üsküdar, Altunizade Mahallesi, Kuşbakışı Caddesi, No:35, on the Company website at [www.vakko.com.tr](http://www.vakko.com.tr) and on the Electronic General Assembly System of the Central Registry Agency.

Our shareholders who wish to attend the Ordinary General Assembly Meeting are required to fulfil the procedures announced to the public by the Central Registry Agency. The "list of shareholders" regarding the right holders and their representatives attending the meeting is obtained from the Electronic General Assembly System before the meeting starts. The "list of shareholders" is used to create the list of those present. The verification of whether the persons who physically attend the meeting venue to participate in the Ordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

Our shareholders who will not be able to attend the meeting in person, provided that the rights and obligations of the shareholders who will participate electronically through the Electronic General Assembly System are reserved, should arrange their proxies in accordance with the attached sample or obtain the sample proxy form from our Company Headquarters or our corporate website at [www.vaako.com.tr](http://www.vaako.com.tr) and, accordingly, are required to submit their notarised power of attorney (Annex/1) to the Company by fulfilling the requirements stipulated in the "Communiqué on Voting by Proxy and Proxy Solicitation by Invitation" numbered II-30.1, which entered into force upon publication in the Official Gazette dated 24.12.2013 and numbered 28861. The proxy appointed electronically through the Electronic General Assembly System is not required to submit a proxy document. Powers of attorney that are not in accordance with the power of attorney sample attached and required by the Communiqué will not be accepted due to our legal liability.

Our Shareholders who will vote via the Electronic General Assembly System are kindly requested to obtain information from the Central Registry Agency or Vakko Investor Relations in order to fulfil their obligations under the Ministry of Trade's "Regulation on General Assemblies to be held in Electronic Environment in Joint Stock Companies" published in the Official Gazette dated 28.08.2012 and numbered 28395.

Pursuant to Article 415, Paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, Paragraph 1 of the Capital Markets Law No. 6362, the right to participate in the general assembly and to vote cannot be conditional upon the deposit of share certificates. In this context, our shareholders who wish to attend the General Assembly Meeting are not required to block their shares. It is necessary and sufficient for our shareholders who will attend the General Assembly Meeting in person to present their identification at the meeting.

In the General Assembly Meeting, open voting method by raising hands shall be used for voting on the agenda items, without prejudice to the provisions on voting in electronic environment.

It is submitted for the information of the Honourable Shareholders.

**Company Head Office Address:**

Altunizade Mahallesi, Kuşbakışı Caddesi, No:35

Üsküdar / İSTANBUL

**Tel:** 0216 554 07 00

**Fax:** 0216 474 40 15

**Web:** [www.vakko.com.tr](http://www.vakko.com.tr)

**Production and Logistics Warehouses (Vakko Production Centre):**

Sanayi Mah. 1673 Sok. No:25

Esenyurt / İSTANBUL

**Tel:** 0212 622 55 00

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**VAKKO TEKSTİL VE HAZIR GİYİM SANAYİ İŞLETMELERİ  
ANONİM ŞİRKETİ 2025 ORDINARY GENERAL ASSEMBLY  
AGENDA TO BE HELD ON 09.04.2026**

1. Opening and establishment of the Meeting Chairmanship.
2. Reading and discussion of the 2025 Board of Directors' Annual Report.
3. Reading of the Independent Auditor's Report regarding the 2025 fiscal year.
4. Reading, discussion and approval of the Financial Statements prepared in accordance with CMB regulations for the 2025 fiscal year.
5. Reading, discussion and approval of the Sustainability Report for the year 2024, prepared in compliance with TSRS (Türkiye Sustainability Reporting Standards).
6. Release of each member of the Board of Directors separately for their activities in the 2025 fiscal year.
7. Reading, discussion and approval of the Board of Directors' proposal for dividend distribution for the 2025 accounting period.
8. Providing information about the donations made by the Company in 2025 within the framework of CMB legislation.
9. Submission of the donation and aid policy for the approval of the General Assembly and determination of the upper limit for donations to be made in 2026 within the framework of CMB legislation.
10. Determination of the number and term of office of the members of the Board of Directors.
11. Election of the members of the Board of Directors.
12. Determination of the monthly salaries of the Members of the Board of Directors and Independent Board Members.
13. Submission to the approval of the General Assembly of the Independent Audit Firm determined by the Board of Directors and its term of office in accordance with the Turkish Commercial Code No. 6102, Capital Markets Law No. 6362, Decree Law No. 660 and the secondary legislation in force within this scope and other relevant regulations.
14. Submission to the approval of the General Assembly of the change of the Independent Audit Firm selected for the assurance audit of the 2025 Sustainability Report, and submission to the approval of the General Assembly of the Board of Directors' proposal regarding the selection of the Independent Audit Firm for the assurance audit of the 2026 Sustainability Report.
15. Pursuant to Articles 395 and 396 of the Turkish Commercial Code, resolution to authorise the members of the Board of Directors to carry out business with the Company on their own behalf and on behalf of others, to carry out a commercial business that falls within the scope of the Company's field of activity on their own behalf or on behalf of others, and to become an unlimited partner with unlimited liability in a company engaged in the same type of commercial business as the Company.
16. Informing the shareholders about the transactions within the scope of the principle numbered 1.3.6 of the CMB Corporate Governance Communiqué II-17.1.
17. Informing the shareholders about the guarantees, pledges, mortgages (GPM) given by the Company in favour of third parties and the income and benefits obtained in 2025.
18. Authorising the Board of Directors to distribute advance dividend for the year 2026 and resolving on the matters that may arise.
19. Wishes and Closing.

## ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS

CMB's Serial: II, No:17.1 Communiqué on the "Determination and Implementation of Corporate Governance Principles," among the additional disclosures required to be made, those related to the agenda items have been included under the relevant agenda items below, and general disclosures are also presented in this section for the information of our shareholders:

### 1. Total number of shares and voting rights reflecting the shareholding structure of the Company as of the date of disclosure; if there are privileged shares in the Company's capital, the number of shares and voting rights representing each privileged share group and information on the nature of such privileges:

The capital of the Company is TRY 160,000,000.00 (One hundred and sixty million Turkish Liras) and is divided into 16,000,000,000 shares, each with a nominal value of 1 Kr (One Kuruş).

The Company's capital of TRY 160,000,000.00 (One hundred and sixty million Turkish Liras) has been fully paid.

The shareholding structure of the Company is presented below.

### Vakko Textile Shareholding Structure

Trade Name / Surname of the Partner	Share in Capital (TL)	Number of Shares	Share in Capital (%)
Vakko Holding A.Ş.	135.254.482,11	13.525.448.211	84,53
Other	24.745.517,89	2.474.551.789	15,47
<b>Total</b>	<b>160.000.000,00</b>	<b>16.000.000.000</b>	<b>100,00</b>

Pursuant to Article 21 of the Vakko Tekstil Articles of Association, shareholders exercise their voting rights at the General Assembly in proportion to the total nominal value of their shares in accordance with Article 434 of the Turkish Commercial Code. There are no privileged voting rights in the Company's Articles of Association.

### 2. Information on Changes in the Management and Operations of the Company and its Subsidiaries that Occurred in the Previous Accounting Period or are Planned for the Upcoming Accounting Periods, which may Significantly Affect the Company's Activities, and the Reasons for such Changes

Pursuant to subparagraph (b) of Article 1.3.1 of the Corporate Governance Principles, compliance with which is mandatory, "Information on the changes in the management and activities of the Company and its subsidiaries that took place in the previous accounting period or are planned for the upcoming accounting periods, which may significantly affect the activities of the Company, and the reasons for such changes" is announced to the shareholders.

The Company has 1 subsidiary. Trent Hazır Giyim Sanayi ve Ticaret A.Ş., a subsidiary of Vakko Tekstil with a 99.9% shareholding, was incorporated with the Istanbul Trade Registry Office under registration number 771599-0, and its paid-in capital amounts to TL 2,000,000.00.

There are no changes in the management and activities of our Company and its subsidiary that have taken place in the 2025 accounting period or are planned for the upcoming accounting periods that may significantly affect the activities of our Company.

### **3. Information on the Persons to be Nominated for Membership of the Board of Directors of the Company**

Pursuant to subparagraph (c) of Article 1.3.1 of the Corporate Governance Principles, compliance with which is mandatory, **“If the agenda of the General Assembly Meeting includes the dismissal, replacement or election of the members of the Board of Directors; the grounds for dismissal and replacement, the resumes of the persons who have submitted their candidacy for membership of the Board of Directors to the Company, the duties they have performed in the last ten years and the reasons for leaving, the nature and significance level of their relationship with the Company and its related parties, whether they have the quality of independence or not, and information on similar matters that may affect the Company’s activities in the event that these persons are elected as Board members”** are announced to the shareholders.

Within the framework of Articles 9 and 10 of the agenda of the Ordinary General Assembly Meeting, the determination of the number of members of the Board of Directors and their election are in question.

According to Article 11 of our Articles of Association, the Board of Directors shall consist of at least 5 and at most 10 members. In accordance with the Articles of Association, the maximum term of office of the members of the Board of Directors is three years. Within this framework, the number of members of the Board of Directors and their term of office will be determined at the General Assembly.

As announced in the CMB Bulletin No. 2026/4, our Company has been included in Group 1 companies. Accordingly, our Company is required to submit its independent board member nominees to the Capital Markets Board at least 60 days prior to the General Assembly Meeting, together with the report of the relevant nomination committee and the resolution of the Board of Directors.

Within the scope of the evaluation report prepared by the Corporate Governance Committee in its nomination function, our Company’s Board of Directors has prepared the list of independent board member nominees and applied to the Capital Markets Board for approval. With the letter of the Capital Markets Board dated 26/02/2026 and numbered E-29833736-110.07.07-87012, the candidacies of our independent board members have been deemed appropriate.

In this context, information regarding the persons to be nominated as independent members of the Board of Directors is provided in **Annex/2**.

### **4. Requests of the Company’s Shareholders submitted in writing to the Investor Relations Department for the inclusion of items on the agenda, and, in cases where the Board of Directors does not accept the shareholders’ agenda proposals, the rejected proposals and the reasons for rejection:**

Pursuant to subparagraph (ç) of Article 1.3.1 of the Corporate Governance Principles, compliance with which is mandatory, **“The requests of the Company’s shareholders submitted in writing to the Investor Relations Department regarding the inclusion of items on the agenda, and, in cases where the Board of Directors does not accept the shareholders’ agenda proposals, the rejected proposals and the reasons for rejection”** are announced to the shareholders.

No requests have been submitted for the inclusion of any items on the agenda of the Ordinary General Assembly Meeting, where the activities of our Company for the accounting period of 01.01.2025–31.12.2025 will be discussed.

### **5. Information on the Requests of the Shareholders, the Capital Markets Board, or Other Public Institutions and Organizations Regarding the Inclusion of Items on the Agenda:**

No requests have been made by the shareholders, the Capital Markets Board, or other public authorities for the inclusion of additional items on the agenda of the Ordinary General Assembly Meeting where the activities of the year 2025 will be discussed.

**6. In case of any amendment to the Articles of Association on the agenda, the old and new versions of the amendments to the Articles of Association together with the resolution of the Board of Directors:**

There is no amendment to the Articles of Association on the agenda.

**AGENDA ITEMS FOR THE ORDINARY GENERAL ASSEMBLY MEETING  
RELATED DISCLOSURES**

**Agenda Item 1 - Opening and constitution of the Meeting Chairmanship,**

In accordance with the provisions of the Turkish Commercial Code No. 6102 (“TCC”), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Trade to be Present at These Meetings (“General Assembly Regulation”), and Article 7 of the Company’s General Assembly Internal Directive, voting will be conducted on the election of the Meeting Chair to preside over the General Assembly meeting and on authorizing the General Assembly to empower the Meeting Chair to record and sign the resolutions adopted at the General Assembly meeting.

In accordance with the General Assembly Internal Directive, at least one minute clerk and, if deemed necessary, a sufficient number of vote collectors shall be appointed by the Meeting Chair.

**Agenda Item 2 – Reading and discussion of the Board of Directors’ Annual Report for 2025,**

Within the framework of the Turkish Commercial Code, the General Assembly Regulation, and the Capital Markets Law and related regulations, the Board of Directors’ Annual Report for the year 2025, including the Corporate Governance Compliance Report, which has been made available for shareholders’ review at the Company headquarters, on the Public Disclosure Platform (KAP), on the Central Securities Depository’s Electronic General Assembly System (“e-GEM”), and on the Company’s website (<http://www.vakko.com.tr>) for three weeks prior to the General Assembly meeting, will be presented for the information and consideration of the shareholders.

**Agenda Item 3 – Reading of the Independent Audit Report for the 2025 fiscal year,**

The General Assembly will be informed regarding the Independent Audit Reports for the 2025 accounting period, prepared in accordance with the regulations of the Capital Markets Board, which have been made available for shareholders’ review at the Company headquarters, on the Public Disclosure Platform (KAP), on the e-GEM system, and on the Company’s website (<http://www.vakko.com.tr>) for three weeks prior to the General Assembly meeting. The relevant reports will be submitted to the shareholders’ consideration.

**Agenda Item 4- Reading, discussion, and resolution of the Financial Statements prepared in accordance with CMB regulations for the year 2025,**

Within the framework of the Turkish Commercial Code, the General Assembly Regulation, and the Capital Markets Law and related regulations, the financial statements for the year 2025 prepared in accordance with CMB regulations, which have been made available for shareholders’ review at the Company headquarters, on the Public Disclosure Platform (KAP), on the e-GEM system, and on the Company’s website (<http://www.vakko.com.tr>) for three weeks prior to the General Assembly meeting, will be presented for the information, discussion, and approval of the shareholders.

**Agenda Item 5 – Reading, discussion, and resolution of the 2024 Sustainability Report prepared in accordance with TSRS,**

The Sustainability Report for the 2024 financial year, prepared in compliance with the Türkiye

Sustainability Reporting Standards (TSRS), will be submitted to the approval of the General Assembly

**Agenda Item 6-** Separate discharge of the Members of the Board of Directors for the 2025 activity year,

Within the framework of the Turkish Commercial Code, the Regulation, the General Assembly Internal Directive, and the Capital Markets Law and related regulations, the discharge of the Members of the Board of Directors for their activities in 2025 will be submitted to the approval of the General Assembly.

**Agenda Item 7-** Reading, discussion, and approval of the Board of Directors' proposal regarding the distribution of profit for the 2025 accounting period,

At the Board of Directors meeting dated 13.03.2026 and numbered 2026/13, it was unanimously resolved to submit the distribution of the 2025 profit to the approval of the Ordinary General Assembly, and this resolution was disclosed to the Public Disclosure Platform (KAP) on 13.03.2026 (**Annex/3**). The proposal will be submitted to the General Assembly for approval.

**Agenda Item 8-** Information regarding donations made by the Company in 2025 in accordance with CMB legislation,

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, the upper limit of donations shall be determined by the General Assembly where not specified in the Articles of Association, and donations made during the year must be submitted to the information of the General Assembly.

At the Ordinary General Assembly held on 09.04.2025, the upper limit of donations to be made by the Company in 2025 was determined as 5% of pre-tax commercial profit. In 2025, a total of 3,790,937 in donations and grants were made by the Company, which remains below the approved upper limit.

The details of donations and grants are as follows:

Explanation	Tutar
Municipalities	3.272.141
Foundations and Associations	401.795
Other	117.001
<b>Total</b>	<b>3.790.937</b>

**Agenda Item 9-** Submission of the Donation and Grant Policy for approval by the General Assembly and determination of the upper limit for donations to be made in 2026 within the framework of CMB legislation,

The Company's Donation and Grant Policy has been established as set out below and will be submitted to the approval of the General Assembly

## **DONATION AND GRANT POLICY**

Our Company aims to contribute to social development in line with its corporate social responsibility approach. In this context, and without being limited thereto, donations and grants may be made to individuals, foundations, associations, non-governmental organizations, universities, public institutions and organizations operating in the fields of education, culture, arts, environment, health, and sports, within the framework of corporate social responsibility principles.

All donations and grants made by resolution of the Company's management are carried out in consideration of the Company's vision, mission, ethical principles and values, and policies.

Donations and grants may be made in cash or in kind.

Donations and grants are carried out in accordance with the Turkish Commercial Code, Capital Markets legislation, the Company's Articles of Association, and other relevant regulations. The upper limit of donations and grants that may be made by the Company during each fiscal period is determined by the General Assembly.

However, provided that the upper limit determined by the General Assembly for the relevant period is not exceeded, any donation amount not utilized in the calculation of the upper limit for the following period, and provided that it is submitted to the information of the first Ordinary General Assembly, the Board of Directors is authorized to make donations during the interim period between the beginning of the new period and the date of the first Ordinary General Assembly of that period.

Information regarding donations and grants made during the period is separately submitted to the General Assembly under a dedicated agenda item.

Donations made by the Company during the relevant fiscal year are added back to distributable profit. Information regarding the total amount and beneficiaries of donations and grants is disclosed in the annual report and publicly announced in accordance with applicable legislation.

Any amendments proposed by the Board of Directors to the Donation and Grant Policy are also submitted to shareholders at the General Assembly and enter into force upon General Assembly resolution.

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, the limit of donations shall be determined by the General Assembly where not specified in the Articles of Association, and donations made during the year must be submitted to the information of the General Assembly.

The upper limit of donations and grants to be made by our Company in 2026 shall be determined by the General Assembly.

**Agenda Item 10-** Determination of the number of members of the Board of Directors and their terms of office.

In accordance with the CMB regulations, the Turkish Commercial Code and the General Assembly Regulation, the number of members of the Board of Directors and their terms of office will be determined by taking into consideration the principles regarding the election of the members of the Board of Directors set forth in our Articles of Association.

Within the framework of Article 11 of our Articles of Association titled "Board of Directors"; the number of members of the Board of Directors may be determined to be minimum five and maximum ten.

In accordance with the Articles of Association, the term of office of the members of the Board of Directors may not exceed three years, and the number of members of the Board of Directors and their terms of office will be determined at the General Assembly.

**Agenda Item 11-** Election of the members of the Board of Directors.

In accordance with the CMB regulations, the Turkish Commercial Code and the General Assembly Regulation, the members of the Board of Directors will be elected by taking into consideration the principles regarding the election of the members of the Board of Directors set forth in our Articles of Association. In addition, independent members will be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1.

As announced in the CMB Bulletin No. 2026/4, although our Company does not meet the conditions of the 1st group according to the data of 2025, it will continue to be included in the 1st group in accordance with the third paragraph of Article 5 of the Corporate Governance Communiqué numbered II-17.1.

The Company is required to submit the nominees for independent board membership to the CMB at least 60 days prior to the general shareholders' meeting, together with the report of the relevant nomination committee and the resolution of the board of directors.

Within this framework, the Board of Directors of our Company has prepared the list of independent member candidates within the scope of the evaluation report regarding independent member candidates prepared by the Corporate Governance Committee within the framework of its nomination function, and applied for the approval of the Capital Markets Board. The nominations of our independent members were approved by the CMB's letter dated 26/02/2026 and numbered E-29833736-110.07.07-87012.

With the decision of our Board of Directors dated 13/03/2026 and numbered 2026/11, in line with the Corporate Governance Committee's Report dated 28/01/2026 and numbered 2026/01, Lale Develiođlu, Esel Yıldız Çekin and Uđur Bayar were nominated as Independent Board Members.

The curriculum vitae of the candidates for Independent Board Membership are provided in Annex 2.

**Agenda Item 12-** Determination of the monthly remuneration of the Members of the Board of Directors and Independent Board Members,

Within the scope of our Company's Remuneration Policy, the monthly remuneration of the Members of the Board of Directors and Independent Board Members will be determined.

**Agenda Item 13-** Submission of the Independent Audit Firm determined by the Board of Directors and its term of office to the approval of the General Assembly in accordance with the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362, the Decree Law No. 660, the secondary legislation in force within this scope and other relevant regulations,

Pursuant to the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, upon the proposal of the Audit Committee, the Independent Audit Firm to audit the financial reports for the fiscal year 2026 and to carry out other activities within the scope of the relevant regulations set forth in these laws will be determined, and such selection will subsequently be submitted to the approval of our shareholders at the General Assembly.

**Agenda Item 14-** Submission of the change of the Independent Audit Firm selected for the assurance audit of the Sustainability Report for the fiscal year 2025 to the approval of the General Assembly, and submission of the proposal of the Board of Directors regarding the selection of the Independent Audit Firm for the assurance audit of the Sustainability Report for the fiscal year 2026 to the approval of the General Assembly.

As Denge İstanbul Bađımsız Denetim ve SMMM A.Ş., which was appointed as the sustainability auditor for the year 2025 at the General Assembly dated 10.04.2025, has been terminated by mutual agreement through the execution of a termination protocol, and taking into account the Public Oversight Authority's announcement dated 25.06.2025 and numbered 2025-43, it was unanimously resolved by the Board of Directors' resolution dated 30.12.2025 and numbered 54 to appoint DRT Bađımsız Denetim ve Serbest Muhasebeci Mali Műşavirlik A.Ş. as the Sustainability Independent Auditor for the year 2025 in order to conduct the assurance audit of the sustainability reports and to carry out other activities within the scope of the relevant regulations, and to submit such appointment to the approval of the first Ordinary General Assembly, and this matter will be submitted to the approval of the General Assembly. The proposal of the Board of Directors regarding the selection of the Independent Audit Firm

for the assurance audit of the Sustainability Report for the fiscal year 2026 will be submitted to the approval of the General Assembly.

**Agenda Item 15-** Adoption of a resolution, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to grant permission to the members of the Board of Directors to engage in transactions with the Company both on their own behalf and on behalf of others, to perform commercial transactions falling within the Company's scope of business on their own account or on behalf of others, and to become partners with unlimited liability in a company engaged in the same type of commercial activities as our Company.

Pursuant to Article 395, paragraph one of the Turkish Commercial Code titled "Prohibition of Transactions with the Company and Incurring Debt to the Company" and Article 396 titled "Non-Compete," the members of the Board of Directors of our Company may engage in such transactions only with the approval of the General Assembly. In order to comply with these provisions, the granting of such permission will be submitted to the approval of our shareholders at the General Assembly.

**Agenda Item 16-** Providing information to shareholders regarding the transactions within the scope of Principle 1.3.6 of the CMB Corporate Governance Communiqué No. II-17.1.

In the event that the shareholders who control the management, members of the Board of Directors, managers with administrative responsibility, and their spouses and relatives by blood or marriage up to second degree carry out a significant transaction that may give rise to a conflict of interest with the Company or its subsidiaries, and/or perform a transaction on their own behalf or on behalf of others within the scope of the Company's or its subsidiaries' field of activity, or become a partner with unlimited liability in another company engaged in the same type of commercial business; such transactions shall be included in the agenda of the General Assembly as a separate agenda item in order to provide detailed information on the matter and shall be recorded in the minutes of the General Assembly. Our shareholders will be informed that no transactions were carried out within the scope of Principle 1.3.6 of the CMB Corporate Governance Communiqué during the year 2025.

**Agenda Item 17-** Providing information to shareholders regarding the guarantees, pledges and mortgages (GPM) provided by the Company in favor of third parties in 2025, as well as the income and benefits obtained therefrom.

Within the framework of Article 12, paragraph 4 of the CMB Corporate Governance Communiqué No. II-17.1; guarantees, pledges, mortgages and sureties provided in favor of third parties, as well as the income or benefits obtained therefrom, will be included as a separate agenda item at the ordinary General Assembly meeting and our shareholders will be informed accordingly. Information regarding the guarantees, pledges and mortgages (GPM) provided by the Company is disclosed in footnote no. 14 of our financial statements dated 31.12.2025.

**Agenda Item 18-** Granting authorization to the Board of Directors for the distribution of dividend advances for the fiscal year 2026 and adoption of a resolution regarding potential circumstances that may arise,

Pursuant to the applicable legislation, the authorization of the Board of Directors regarding the distribution of dividend advances during the fiscal year 2026 will be resolved by the General Assembly.

**Agenda Item 19-** Wishes and Closing

**APPENDICES:**

ANNEX1: Power of Attorney Sample

ANNEX2: Declarations and resumes of Independent Board Members

ANNEX3: Profit Distribution Table

**POWER OF ATTORNEY  
VAKKO TEKSTİL VE HAZIR GİYİM SANAYİ İŞLETMELERİ ANONİM ŞİRKETİ**

I hereby appoint....., whose identity details are provided below, as my proxy to represent me, vote, make proposals, and sign the necessary documents in accordance with the views I have stated below at the 2025 Ordinary General Assembly Meeting of Vakko Tekstil Ve Hazır Giyim Sanayi İşletmeleri A.Ş., to be held on Thursday, April 09, 2026, at 14:00 at the address of No:35, Kuşbakışı Street, Altunizade Neighborhood, Üsküdar, İstanbul.

Proxy's (\*):

Name Surname / Trade Name:

T.R Identity No / Tax No, Trade Registry and Number and Mersis Number :

(\* ) For foreign proxies, the equivalent of the aforementioned information, if any, must be submitted.

**A) SCOPE OF AUTHORISATION OF REPRESENTATION**

**For sections 1 and 2 below, one of the options (a), (b), or (c) should be selected to determine the scope of the authorisation of representation.**

1. About the Issues on the General Assembly Agenda;

- a) The proxy is authorised to vote in accordance with his/her own opinion.
- b) The proxy is authorised to vote in line with the opinion of the partnership.
- c) The proxy is authorised to vote in accordance with the instructions below.

**Instructions: In the event that option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by ticking one of the options (acceptance or rejection) given opposite the relevant general assembly agenda item and, if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the general assembly meeting.**

	Agenda Items	Accepted	Rejected	Dissenting Opinion
1.	Opening and establishment of the Meeting Chairmanship			
2.	Reading and discussion of the 2025 Board of Directors' Annual Report			
3.	Reading of the Independent Auditor's Report regarding the 2025 fiscal year			
4.	Reading, discussion and approval of the Financial Statements prepared in accordance with CMB regulations for the 2025 fiscal year			
5.	Reading, discussion and approval of the Sustainability Report for the year 2024, prepared in compliance with TSRS (Türkiye Sustainability Reporting Standards)			
6.	Release of each member of the Board of Directors separately for their activities in the 2025 fiscal year			
7.	Reading, discussion and approval of the Board of Directors' proposal for dividend distribution for the 2025 accounting period			
8.	Providing information about the donations made by the Company in 2025 within the framework of CMB legislation			
9.	Submission of the donation and aid policy for the approval of the General Assembly and determination of the upper limit for donations to be made in 2026 within the framework of CMB legislation			
10.	Determination of the number and term of office of the members of the Board of Directors			
11.	Election of the members of the Board of Directors			
12.	Determination of the monthly salaries of the Members of the Board of Directors and Independent Board Members			
13.	Submission to the approval of the General Assembly of the Independent Audit Firm determined by the Board of Directors and its term of office in accordance with the Turkish Commercial Code No 6102, Capital Markets Law No 6362, Decree Law No 660 and the secondary legislation in force within this scope and other relevant regulations			
14.	Submission to the approval of the General Assembly of the change of the Independent Audit Firm selected for the assurance audit of the 2025 Sustainability Report, and submission to the approval of the General Assembly of the Board of Directors' proposal regarding the selection of the Independent Audit Firm for the assurance audit of the 2026 Sustainability Report			
15.	Pursuant to Articles 395 and 396 of the Turkish Commercial Code, resolution to authorise the members of the Board of Directors to carry out business with the Company on their own behalf and on behalf of others, to carry out a commercial business that falls within the scope of the Company's field of activity on their own behalf or on behalf of others, and to become an unlimited partner with unlimited liability in a company engaged in the same type of commercial business as the Company			
16.	Informing the shareholders about the transactions within the scope of the principle numbered 136 of the CMB Corporate Governance Communiqué II-171			
17.	Informing the shareholders about the guarantees, pledges, mortgages (GPM) given by the Company in favour of third parties and the income and benefits obtained in 2025			
18.	Authorising the Board of Directors to distribute advance dividend for the year 2026 and resolving on the matters that may arise			
19.	Wishes and Closing			

**2. Special instruction on other issues that may arise at the General Assembly meeting and in particular on the exercise of minority rights:**

- a) The proxy is authorised to vote in accordance with his/her own opinion.
- b) It is not authorised to represent in these matters.
- c) The proxy is authorised to vote in accordance with the following special instructions.

**SPECIAL INSTRUCTIONS:** Special instructions to be given to the proxy by the shareholder, if any, are stated here.

**B) The shareholder chooses one of the following options and specifies the shares he/she wants the proxy to represent.**

**1. I authorise the representation of my shares detailed below by proxy.**

- a) Order and Series : \*
- b) Number/Group :\*\*
- c) Quantity-Nominal Value :
- d) Whether Voting Rights Are Privileged:
- d) Whether Registered or Bearer:\*
- e) Proportion of total shares/voting rights held by the shareholder :

\* This information is not requested for dematerialised shares.

\*\* For dematerialised shares, information regarding the group, if any, will be given instead of the number.

**2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the General Assembly prepared by CRA one day before the General Assembly.**

**FULL NAME or TITLE OF SHAREHOLDER (\*):**

T.R Identity No / Tax No, Trade Registry and Number and Mersis Number :

Address: .....

.....

(\* ) For foreign shareholders, the equivalent of the aforementioned information, if any, must be submitted.

**LALE DEVELİOĞLU (INDEPENDENT CANDIDATE)**

Born in Istanbul in 1968, Ms. Lale Develioğlu graduated from the Department of Industrial Engineering at Boğaziçi University and received her master's degree from Rensselaer Polytechnic University. She started her professional career at Unilever in 1992 and served as Marketing Director at the same company between 1998 and 2003.

At the end of 2003, Ms. Develioğlu joined Turkcell, where she served as Executive Vice President responsible for Individual Customers and Marketing between 2006 and 2011, and as Executive Vice President responsible for Group Companies and International Operations between 2011 and 2014.

In 2015, Ms. Develioğlu joined Yıldız Holding and served as Global Chief Marketing Officer of pladis, Yıldız Holding's UK-based global snacking company, until 2018. She has served as a member of the Board of Directors of various companies operating in telecommunications, technology, fast-moving consumer goods, food, durable consumer goods and retail sectors across Türkiye, the Middle East, CIS countries and Europe.

She currently serves as an Independent Member of the Board of Directors at Akso Akrilik, Coca-Cola İçecek, Anadolu Efes and Anadolu Isuzu, and as a Board Advisor at Nobel İlaç. She also provides support to companies as a strategic advisor and mentor.

Ms. Develioğlu was named Turkey's Best Marketing Executive in 2009, received the "Women to Watch" award in 2014, and was included in the "Top 25 CMO" list of the Global Creativepool Annual in 2018. She served as a member of the Board of Directors of the Advertisers Association and the Advertising Self-Regulatory Board for six years. She is currently the Chair of the Qualified Risk Directors Governance Council. She is also the author of a business and memoir book titled *Karar Verdim*.

**DECLARATION OF INDEPENDENCE**

I hereby declare that I am a candidate to serve as an "independent member" within the scope of the criteria set forth in the relevant legislation, the Articles of Association and Article 4.3.6 of the Corporate Governance Principles included in the annex of the Corporate Governance Communiqué (II-17.1) published by the Capital Markets Board, and within this framework;

- That neither I, nor my spouse, nor my relatives by blood or marriage up to the second degree have had, in the past five years, any employment relationship in executive positions with significant duties and responsibilities with the Company, with the partnerships over which the Company has control or significant influence, or with the shareholders who control the Company or have significant influence over the Company, or with legal entities under their control; nor do I (individually or jointly) own more than 5% of their share capital, voting rights or privileged shares, nor have I had a significant commercial relationship with them,
- That within the past five years, I have not been a partner (holding 5% or more), a board member, or an employee in a managerial position with significant duties and responsibilities in any company from which the Company has procured or to which it has provided significant products or services under agreements, particularly in areas such as auditing (including tax audit, statutory audit and internal audit), rating and consultancy, during the periods when such services were rendered,
- That I possess the professional education, knowledge and experience required to duly perform the duties I will undertake as an independent board member,
- That, provided that it is in compliance with the applicable legislation, except for university faculty membership, I am not currently employed full-time in any public institution or organization, nor will I be after being elected as a member,
- That I am deemed to be resident in Türkiye pursuant to the Income Tax Law No. 193 dated 31.12.1960,
- That I possess high ethical standards, professional reputation and experience that would enable me to contribute positively to the Company's activities, to maintain my impartiality in conflicts of interest between the Company and its shareholders, and to make independent decisions by taking into account the rights of stakeholders,
- That I will allocate sufficient time to follow the Company's operations and to fully perform the duties I undertake,
- That I have not served as a member of the Board of Directors of the Company for more than six years within the last ten years,
- That I am not serving as an independent board member in more than three companies controlled by the Company or its controlling shareholders, nor in more than five publicly listed companies in total,
- That I have not been registered or announced as a representative of a legal entity elected as a member of the Board of Directors,

I hereby declare.

Lale Develioğlu

**UĞUR BAYAR (INDEPENDENT CANDIDATE)**

Uğur Bayar graduated from the Department of Mathematics and Statistics at the State University of New York with a Bachelor of Science degree. He began his career at Citibank Türkiye in 1987 and held various positions in the bank's treasury department until 1992, when he transitioned to public service.

Between 1992 and 1997, Bayar served as Vice Chairman of the Prime Ministry Public Partnership Administration, and between 1997 and 2002, he served as Chairman of the Privatization Administration of the Prime Ministry. During this period, he also held positions as Chairman of the Board of Directors of Erdemir and Petrol Ofisi, and as a member of the Board of Directors of Turkish Airlines and Türk Telekom.

Bayar joined Credit Suisse in 2004, where he served as CEO of Türkiye and Head of Investment Banking until 2017.

Between 2018 and 2024, he served as an Independent Member of the Board of Directors at Anadolu Efes Biracılık ve Malt San. A.Ş., Anadolu Grubu Holding A.Ş. and Coca-Cola İçecek A.Ş., and between 2019 and 2025, he served as Chairman of the Board of Directors at Tekfen Teknoloji Yatırım ve Ticaret A.Ş.

Bayar currently serves as an Independent Member of the Board of Directors at Migros Ticaret A.Ş. and Adel Kalemcilik A.Ş.

Having served as Chairman of the Board of Directors of WWF Türkiye (World Wide Fund for Nature) between 2010 and 2022, Bayar is currently a member of the Board of Directors of the Marine Life Conservation Society and a member of the High Advisory Board of TÜYİD, the Investor Relations Association.

**DECLARATION OF INDEPENDENCE**

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- That I have not been registered or announced as a representative of a legal entity elected as a member of the Board of Directors,

I hereby declare.

Uğur Bayar

**ESEL YILDIZ ÇEKİN (BAĞIMSIZ ADAY)**

Esel Çekin is a member of the Board of Directors and the Corporate Governance, Risk and Sustainability Committees at Migros Ticaret A.Ş.; a member of the Board of Directors and the Corporate Governance Committee at Coca-Cola Satış ve Dağıtım A.Ş.; and serves as an independent member of the Board of Directors at Fiba Retail Group. She also serves on the MENA Advisory Board of Harvard Business School (HBS). Between 2013 and 2023, she served as the Founding Executive Director of the HBS MENA Research Center, where she led HBS's research activities across Türkiye, the Middle East, North Africa and Central Asia.

Çekin completed her undergraduate studies in Economics at Boğaziçi University and received her PhD in the same field from the Graduate School of the City University of New York. She also completed the Advanced Management Program at HBS. She began her career as a consultant at Bain & Co. and joined Boyner Holding in 1999 as Vice President responsible for Strategy and Business Development. Between 2004 and 2009, she served as Chief Executive Officer (CEO) of Beymen. Prior to her role at the HBS MENA Research Center, she served as Executive Director at Koç University Graduate School of Business. Between 2010 and 2020, she lectured on Retail Management and Product Management at Koç University.

Married with two daughters, Çekin is currently pursuing a master's degree in Artificial Intelligence and Digital Transformation at IMD.

**DECLARATION OF INDEPENDENCE**

I hereby declare that I am a candidate to serve as an "independent member" within the scope of the criteria set forth in the relevant legislation, the Articles of Association and Article 4.3.6 of the Corporate Governance Principles included in the annex of the Corporate Governance Communiqué (II-17.1) published by the Capital Markets Board, and within this framework;

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- That within the past five years, I have not been a partner (holding 5% or more), a board member, or an employee in a managerial position with significant duties and responsibilities in any company from which the Company has procured or to which it has provided significant products or services under agreements, particularly in areas such as auditing (including tax audit, statutory audit and internal audit), rating and consultancy, during the periods when such services were rendered,
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- That I am not serving as an independent board member in more than three companies controlled by the Company or its controlling shareholders, nor in more than five publicly listed companies in total,
- That I have not been registered or announced as a representative of a legal entity elected as a member of the Board of Directors,

I hereby declare.

Esel Yıldız Çekin

## ANNEX/3

VAKKO TEKSTİL VE HAZIR GİYİM SANAYİ İŞLETMELERİ A.Ş	
DIVIDEND DISTRIBUTION TABLE FOR 2025 (TL)	

<b>1. PAID-IN/ISSUED CAPITAL</b>		<b>160.000.000</b>
<b>2. General Legal Reserves (According to Legal Records)</b>		<b>206.466.116</b>
<b>If there is a privilege in dividend distribution in accordance with the articles of association, information on such privilege</b>		NONE
	<b>According to CMB</b>	<b>According to Legal Record (RO)</b>
<b>3.Profit for the Period</b>	<b>394.224.389</b>	<b>2.525.376.408</b>
<b>4.Taxes (-)</b>	<b>-337.238.766</b>	<b>-580.315.997</b>
<b>5.Net Profit for the Period (=)</b>	<b>56.985.623</b>	<b>1.945.060.411</b>
<b>6.Prior Years' Losses (-)</b>	<b>0</b>	<b>0</b>
<b>7.General Legal Reserves (-)</b>	<b>0</b>	<b>0</b>
<b>8.NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>	<b>56.985.623</b>	<b>1.945.060.411</b>
9.Donations made during the year (+)	<b>3.790.937</b>	<b>3.790.937</b>
<b>10.Net Distributable Profit for the Period Adding Donations</b>	<b>60.776.560</b>	<b>1.948.851.348</b>
<b>11.First Dividend to Shareholders</b>	<b>8.000.000</b>	<b>8.000.000</b>
-Cash	8.000.000	8.000.000
-Free of charge		
- Total	8.000.000	8.000.000
12.Dividends Distributed to Preferred Shareholders		
<b>13.Other Dividends Distributed</b>		
- To Members of the Board of Directors,		
- To Employees,		
- To Persons Other Than Shareholders,		
14.Dividends Distributed to Beneficial Shareholders		
15.Second Dividend to Shareholders	<b>44.000.000</b>	<b>992.000.000</b>
16.General Legal Reserves	<b>4.400.000</b>	<b>99.200.000</b>
17.Status Reserves		
18.Special Reserves		
<b>19.EXTRAORDINARY RESERVE</b>	<b>585.623</b>	<b>845.860.411</b>
<b>20.Other Resources Proposed to be Distributed</b>		
- Retained Earnings	<b>948.000.000</b>	
- Extraordinary Reserves		
- Other Reserves Distributable in accordance with the Law and Articles of Association		
<b>21.Legal Reserves Allocated for Other Resources to be Distributed</b>		
- Retained Earnings	<b>94.800.000</b>	
- Extraordinary Reserves		
- Other Reserves Distributable in accordance with the Law and Articles of Association		

	TOTAL DIVIDENDS DISTRIBUTED		TOTAL DIVIDENDS DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO 1 TL NOMINAL VALUE SHARE	
	CASH (TL)	FREE OF CHARGE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
<b>GROSS</b>	<b>1.000.000.000</b>	-	1.754,83	6,25	625,00
<b>NET</b>	<b>850.000.000</b>	-	1.491,60	5,3125	531,25

(\* In the event that the gross dividend of TRY 1,000,000,000 distributed is paid to persons falling within the scope of Articles 94/6-b-i and ii of the Income Tax Law (excluding full taxpayer real persons, non-resident real persons, and non-resident corporations earning dividend income through a workplace or permanent representative in Türkiye), a withholding tax at the rate of 15% shall be applied over the gross amount (double taxation avoidance agreements should also be considered separately). In the calculation of the net amount, it has been assumed that all shares are subject to withholding tax.