

**POLİSAN HOLDİNG ANONİM ŞİRKETİ**  
**INFORMATION DOCUMENT REGARDING THE 2025 ANNUAL GENERAL MEETING**  
**TO BE HELD ON 30 APRIL 2026**

**Commercial Registry No: 5769 (Gebze Commercial Registry Office)**

The Ordinary General Assembly Meeting of our Company for the 2025 fiscal year will be held at the Company's headquarters located at Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Caddesi No:7 Dilovası-KOCAELİ on Thursday, April 30, 2026 at 16:00, in order to discuss and resolve the agenda items set forth below.

The Financial Statements and Notes for the 2025 financial year, prepared in accordance with Capital Markets Board ("CMB") regulations, along with the Independent Audit Report; the Board of Directors' proposal for the distribution of profits for the 2025 financial year; the Board of Directors' Activity Report and the Corporate Governance Compliance Report attached thereto; the audited TSRS-compliant Sustainability Reports (Turkish Sustainability Reporting Standards), the agenda items, and the information notes containing the necessary disclosures regarding compliance with Corporate Governance Principles, will be made available, as from three (3) weeks prior to the date of the General Assembly Meeting, at the Company's headquarters located at Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Caddesi No:7 Dilovası-Kocaeli, on the Company's corporate website at [www.polisanholding.com.tr](http://www.polisanholding.com.tr), on the Central Securities Depository's Electronic General Assembly System ("EGKS"), and on the Public Disclosure Platform (KAP), for the examination of the Shareholders.

Shareholders entitled to attend general meetings may attend the general meeting to be held at the address specified above in person or through their representatives, or, if they so wish, may participate in the general meeting electronically via the Electronic General Assembly System ("EGKS") provided by the Central Securities Depository ("MKK"), using their secure electronic signatures, either in person or through their representatives.

Shareholders may authorise their representatives either by using the Electronic General Assembly System (EGKS) or, in accordance with the provisions of the Capital Markets Board Communiqué No. II-30.1, by completing the proxy form obtainable from the Company's registered office or from the Company's website at [www.polisanholding.com.tr](http://www.polisanholding.com.tr), having their signatures notarised, or by attaching a notarised specimen signature to the proxy form bearing their signature. Representation by proxy at the general meeting is possible by using the attached proxy form. A proxy document need not be presented by a proxy appointed electronically via the Electronic General Assembly System.

Proxies that do not comply with the proxy form example provided in the annex, as required by the relevant Communiqué, will under no circumstances be accepted due to our legal liability.

Shareholders attending the General Meeting in person;

- Individual shareholders must present their identification,
- Corporate shareholders must present the identity documents of the persons authorised to represent and bind the corporate entity, together with their authorisation documents,
- Representatives of both natural and legal persons must present their identity documents and authorisation documents,
- and representatives authorised by EGKS must present their identification, and sign the attendance list.

Shareholders intending to participate in the general meeting electronically via the EGKS may obtain information regarding the procedures and principles for participation, appointment of representatives, making proposals, expressing opinions and voting from the MKK's website at [www.mkk.com.tr](http://www.mkk.com.tr).

**Polisan Holding AŞ**

**Genel Müdürlük • Headquarters**

İçerenköy Mah. Ali Nihat Tarlan Cad.

No: 86 34752 Ataşehir/İSTANBUL

T: +90 216 578 56 00 • F: +90 216 573 77 95

[www.polisanholding.com.tr](http://www.polisanholding.com.tr)

**Fabrika • Factory**

Dilovası Organize Sanayi Bölgesi

1. Kısım Liman Cad. No: 7 Dilovası/KOCAELİ

T: +90 262 679 71 00 • F: +90 262 754 74 34

Uluçınar VD: 732 020 6873

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Shareholders or their representatives wishing to participate in the meeting via electronic means must fulfil their obligations in accordance with the provisions of the “Regulation on General Meetings of Joint Stock Companies to be held Electronically”, published in the Official Gazette dated 28 August 2012 and numbered 28395, and the “Communiqué on the Electronic General Assembly System to Be Applied in General Assemblies of Joint Stock Companies”, published in the Official Gazette dated 29 August 2012 and numbered 28396.

Pursuant to the fourth paragraph of Article 415 of the Turkish Commercial Code No. 6102 and the first paragraph of Article 30 of the Capital Markets Law No. 6362, the right to attend and vote at a general meeting may not be made conditional upon the deposit of share certificates. In this context, shareholders wishing to attend the General Meeting are not required to have their shares blocked. Shareholders attending the General Meeting in person are required to present their identification at the meeting; this shall be sufficient.

The “list of shareholders” regarding the rights holders and their representatives attending the meeting is obtained from the Electronic General Assembly System (EGKS) prior to the commencement of the meeting. The “list of shareholders” is used to compile the list of attendees.

The verification of whether individuals physically present in the meeting room to attend the Ordinary General Meeting are shareholders or their representatives will be carried out using the aforementioned list.

Subject to the provisions regarding electronic voting on agenda items at the General Meeting, open voting by show of hands will be applied.

We respectfully request that our esteemed shareholders attend the meeting at the time, date and venue specified above.

This is submitted for the information of our Shareholders.

**Board of Directors Polisan Holding A.Ş.**

## **POLİSAN HOLDİNG A.Ş.**

### **AGENDA FOR THE ORDINARY GENERAL MEETING FOR THE 2025 FINANCIAL YEAR**

1. Opening and formation of the Chairmanship of the Meeting
2. Reading and discussion of the Board of Directors’ Activity Report for the 2025 financial year
3. Reading of the summary of the Independent Audit Report for the 2025 financial year
4. Reading, discussion and approval of the consolidated financial statements for the 2025 financial year
5. Reading, discussion and resolution on the Sustainability Report compliant with the Turkish Sustainability Reporting Standards for the 2024 financial year
6. Discussion and resolution regarding the discharge of the members of the Board of Directors in respect of their activities and transactions for the 2025 financial year
7. Discussion and resolution of the Board of Directors’ proposal regarding the distribution of profits for the 2025 financial year
8. Determination of the number of members of the Board of Directors, and discussion and resolution on the election of Board members and the determination of their terms of office
9. Discussion and resolution regarding the remuneration of the members of the Board of Directors

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10. Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent audit firm for the audit of the accounts and transactions for the 2026 financial year in accordance with the Turkish Commercial Code and the Capital Markets Law
11. Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent audit firm for the Sustainability Report prepared in accordance with the Sustainability Audit Regulation published by the Public Oversight, Accounting and Auditing Standards Authority for the 2026 financial year
12. Providing information on donations and contributions made during the 2025 financial year and discussion and resolution on the upper limit for donations for the 2026 financial year (1 January 2026 – 31 December 2026)
13. Granting permission to shareholders exercising control over the management, members of the Board of Directors, senior executives, and their spouses and relatives by blood or marriage up to the second degree, pursuant to Articles 395 and 396 of the Turkish Commercial Code, and providing shareholders with information, in accordance with Principle No. 1.3.6 of the Capital Markets Board's Corporate Governance Communiqué, regarding transactions carried out within this scope during the 2025 financial year
14. Providing shareholders with information regarding transactions conducted with Related Parties in the 2025 financial year in accordance with the regulations of the Capital Markets Board
15. Providing information to the General Meeting regarding guarantees, pledges, mortgages and sureties granted by the Company in favour of third parties, as well as any income or benefits derived therefrom, in accordance with the regulations of the Capital Markets Board
16. Closing

#### ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

The additional disclosures required under Corporate Governance Principle No. 1.3.1 set out in the Capital Markets Board's Corporate Governance Communiqué No. II-17.1 are as follows:

1. **Information regarding the total number of shares and voting rights reflecting the Company's shareholding structure as at the date of this disclosure, and, if there are privileged shares in the Company's capital, the number of shares and voting rights representing each class of privileged shares, together with details of the nature of such privileges:**

The Company's issued share capital amounts to TRY 758,500,000, and is divided into 758,500,000 shares, each with a nominal value of TRY 1 (one Turkish Lira). The Company's issued share capital of TRY 758,500,000 has been fully paid-up.

There are no privileged shares or voting privileges in the share capital of Polisan Holding A.Ş. As of the date of this disclosure, the shareholding structure is as follows:

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Shareholder's Name and Surname	Shareholding (TRY)	Shareholding (%)	Voting Rights Ratio (%)
Ahmet Ertuğrul Bitlis	172,354,454.73	22.72	22.72
Mehmet Emin Bitlis	172,354,215.70	22.72	22.72
Ayşe Melike Bitlis Bush	69,316,769.13	9.14	9.14
Fatma Nilgün Kasrat	63,768,769.18	8.41	8.41
Ahmet Faik Bitlis	59,368,769.23	7.83	7.83
Other	221,337,022.03	29.18	29.18
<b>TOTAL</b>	<b>758,500,000.00</b>	<b>100.00</b>	<b>100.00</b>

**2. Changes in the management and operations of the Company and its subsidiaries that have occurred in the previous financial period or are planned for future financial periods, and which will significantly affect the Company's operations, together with the reasons for such changes:**

In order to restructure its subsidiaries operating in the paint sector, the transfer of Polisan Holding's shareholdings in Rohm and Haas and Polisan Kansai Boya to Marmara Holding A.Ş., a newly established company, under a share transfer model among shareholders has been carried out. In addition, taking into account the contraction in demand in the European PET market, increasing energy costs and the rising competitiveness of Far East-origin products, and with the aim of limiting the adverse impact on the consolidated financial statements, the sale of Polisan Hellas—whose operations had been suspended—has been completed, thereby terminating the subsidiary relationship. Other than the above, there have been no management or operational changes within the Company or its subsidiaries in the previous financial period, nor are there any planned changes in the upcoming financial periods that would have a material impact on the Company's operations. The share sale process of the Company's controlling shareholders, as publicly disclosed, is ongoing.

Special circumstance disclosures made by the Company in accordance with the relevant legislation can be accessed at [www.kap.org.tr](http://www.kap.org.tr).

**3. If the agenda of the General Meeting includes the dismissal, replacement or election of members of the Board of Directors; the grounds for dismissal and replacement, the CVs of individuals who have submitted their candidacy for membership of the Board of Directors to the Company; the positions they have held over the past ten years and the reasons for their departure, the nature and significance of their relationship with the Company and its related parties, whether they possess the requisite independence, and information regarding similar matters that could affect the Company's operations should these individuals be elected as members of the Board of Directors:**

In accordance with Article 10 of the Company's Articles of Association, the Board of Directors consists of a minimum of five (5) and a maximum of nine (9) members. Subject to the decision to be taken at the General Meeting, it is expected that the Board of Directors will consist of six (6) members in the new term. In accordance with Article 6 (1) of the Corporate Governance Communiqué and the groups outlined in CMB Bulletin No. 2024/6, the Company falls within Group 1. Accordingly, one-third of the members of the Board of Directors must be independent, and two (2) members must meet the independence criteria defined in the

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Corporate Governance Principles. Furthermore, applications have been submitted to the Capital Markets Board (CMB) regarding the candidates for independent members in accordance with Articles 4.3.6 and 4.3.7 of Annex 4 to the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, and it has been notified that no adverse opinions have been received.

Subject to the decision to be taken at the General Meeting, as the Board of Directors is expected to consist of six (6) members in the new term, it is mandatory for two (2) members to meet the independence criteria defined in the Corporate Governance Principles.

In accordance with the Articles of Association, the term of office of the members of the Board of Directors shall not exceed three (3) years; the General Meeting shall also determine the term of office of the members of the Board of Directors.

**4. Requests submitted in writing by shareholders to the Investor Relations Department regarding the inclusion of items on the agenda, and, where the Board of Directors has not accepted such agenda proposals, the rejected proposals and the reasons for rejection:**

None.

**5. Information regarding requests from shareholders, the Capital Markets Board or other public institutions and organisations concerning the inclusion of items on the agenda:**

No requests have been made by shareholders, the Capital Markets Board or other public authorities regarding the inclusion of additional items on the agenda for the Ordinary General Meeting to be held to discuss the 2025 financial year.

**6. In the event that an amendment to the Articles of Association is included on the agenda, the relevant resolution of the Board of Directors, together with the former and amended versions of the Articles of Association:**

There are no amendments to the Articles of Association.

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## EXPLANATIONS REGARDING THE AGENDA ITEMS FOR THE ORDINARY GENERAL MEETING TO BE HELD ON 30 APRIL 2026

### 1- Opening and the formation of the Chairmanship of the Meeting

In accordance with the provisions of the Turkish Commercial Code (“TCC”), the Regulation on the Procedures and Principles of General Meetings of Joint-Stock Companies and the Ministry Representatives to Be Present at Such Meetings (“Regulation”), and the Company’s Internal Directive on General Meetings, a Chairperson to preside over the General Meeting will be elected, and the Chairmanship of the Meeting.

### 2- Reading and discussion of the Board of Directors’ activity report for the 2025 financial year

The Board of Directors’ Activity Report, prepared in accordance with the relevant legislation of the Capital Markets Board and the Ministry of Trade of the Republic of Turkey, and made available for review by our shareholders within the statutory period, at least three weeks (21 days) prior to the date of the General Assembly Meeting at the Company’s headquarters, on the electronic general meeting portal of the Central Securities Depository (“MKK”), on the Public Disclosure Platform (KAP), and on the Company’s corporate website at [www.polisanholding.com.tr](http://www.polisanholding.com.tr), will be opened for discussion and submitted for approval.

### 3- Reading of the summary of the Independent Audit Report for the 2025 financial year

For a period of three (3) weeks prior to the General Meeting, at the Company’s headquarters, on the Central Securities Depository’s (MKK) Electronic General Assembly System (EGKS), on the Public Disclosure Platform (KAP), and on the Company’s corporate website at [www.polisanholding.com.tr](http://www.polisanholding.com.tr), information regarding the Independent Audit Reports prepared in accordance with the regulations of the Capital Markets Board for the 2025 financial year will be provided to the General Meeting, and the relevant reports will be submitted for the review of the shareholders.

### 4- Reading, discussion and approval of the consolidated financial statements for the 2025 financial year

In accordance with the relevant provisions of the Capital Markets Board, the Turkish Commercial Code and the Regulation, and excluding the dates of the announcement and the meeting, within the statutory period, at least three (3) weeks prior to the date of the General Assembly Meeting, the financial statements made available for review by shareholders at the Company’s headquarters, on the MKK’s Electronic General Assembly System (EGKS), on the Public Disclosure Platform (KAP), and on the Company’s corporate website at [www.polisanholding.com.tr](http://www.polisanholding.com.tr), will be presented to the General Meeting, and shall be submitted to the shareholders for discussion and approval.

### 5- Reading, discussing and adopting the Sustainability Report compliant with the Turkish Sustainability Reporting Standards for the 2024 financial year,

In accordance with the announcement of the Public Oversight, Accounting and Auditing Standards Authority of Turkey dated 25 June 2025 and numbered 2025-43 regarding the Selection of a Sustainability Auditor and the Submission of the Sustainability Report to the General Meeting, the TSRS-compliant sustainability reports for the 2024 financial year, which have been subject to mandatory sustainability assurance audit by KPMG Bağımsız

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Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., will be submitted to the General Assembly together with the financial statements and in the same manner.

#### **6- Discussion and resolution regarding the discharge of the members of the Board of Directors in respect of their activities and transactions for the 2025 financial year**

In accordance with the provisions of the Turkish Commercial Code (“TCC”), the Regulation, the Company’s General Meeting Internal Directive and the Capital Markets Law (“CML”), the discharge of the members of the Board of Directors in respect of the Company’s activities and transactions for the 2025 financial year will be submitted to the General Meeting for approval.

#### **7- Discussion and resolution of the Board of Directors’ proposal regarding the distribution of profits for the 2025 financial year**

In accordance with the relevant provisions of the Capital Markets Board’s legislation, the Turkish Commercial Code and the Regulation, the Board of Directors’ Profit Distribution Proposal, which has been made available for review by the shareholders at the Company’s headquarters, on the Central Securities Depository’s Electronic General Assembly System (EGKS), on the Public Disclosure Platform (KAP), and on the Company’s corporate website at [www.polisanholding.com.tr](http://www.polisanholding.com.tr), will be submitted to the shareholders for discussion and approval. The profit distribution table is set out in **Annex 4**.

#### **8- Discussion and resolution regarding the determination of the number of members of the Board of Directors, the election of the members of the Board of Directors, and the determination of their terms of office**

In accordance with the Capital Markets Board regulations, the Turkish Commercial Code (“TCC”) and the Regulation on General Meetings, the number of members of the Board of Directors and their terms of office will be determined by taking into account the principles regarding the election of Board members set out in the Company’s Articles of Association. Pursuant to Article 10 of the Articles of Association, the number of members of the Board of Directors may be determined as a minimum of five (5) and a maximum of nine (9). In accordance with the Articles of Association, the term of office of the members of the Board of Directors shall not exceed three (3) years, and the number of members of the Board of Directors and their terms of office will be determined by the General Meeting.

In this context, the members of the Board of Directors will be elected in accordance with the provisions of the Capital Markets Board regulations, the Turkish Commercial Code and the Regulation on General Meetings, taking into account the principles regarding the election of Board members set out in the Articles of Association. Furthermore, the election of independent members will be conducted in order to ensure compliance with the Capital Markets Board’s Corporate Governance Communiqué No. II-17.1. In accordance with Article 6(1) of the Corporate Governance Communiqué and the groups announced in CMB Bulletin No. 2025/3, the Company falls within Group 1. Accordingly, one-third of the members of the Board of Directors must be independent.

Subject to the decision to be taken at the General Meeting, as the Board of Directors is expected to consist of six (6) members in the new term, two (2) members must meet the independence criteria set out in the Corporate Governance Principles.

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Pursuant to the resolution of the Board of Directors and in accordance with the Nomination Report of the Corporate Governance Committee, the current Board members Hamit Sedat Eratarlar and Onur Kipri have been nominated as Independent Members of the Board of Directors, and the required approvals have been obtained from the Capital Markets Board. The independence declarations of the Board member candidates are set out in **Annex 2**, and their CVs are included in **Annex 3**.

#### **9- Discussion and resolution regarding the remuneration of the members of the Board of Directors**

In accordance with the relevant provisions of the Capital Markets Board regulations, the Turkish Commercial Code, and the principles set out in the Company's Articles of Association and remuneration policy, the monthly remuneration of the members of the Board of Directors for the 2026 financial year will be determined as of the date of election and submitted to the shareholders for approval.

#### **10- Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent audit firm for the audit of the accounts and transactions for the 2026 financial year, in accordance with the Turkish Commercial Code and the Capital Markets Law**

In accordance with the provisions of the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, the selection of the independent audit firm, to be carried out upon the recommendation of the Audit Committee, for the audit of the financial statements for the 2026 financial year and for the performance of other activities within the scope of the relevant legislation, will be submitted to the General Meeting for approval.

#### **11- Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent audit firm for the Sustainability Report prepared in accordance with the Sustainability Audit Regulation published by the Public Oversight, Accounting and Auditing Standards Authority for the 2026 financial year**

In accordance with the Public Oversight, Accounting and Auditing Standards Authority's Announcement No. 2025 43 dated 25 June 2025 regarding the Selection of a Sustainability Auditor and the Submission of the Sustainability Report to the General Assembly, the selection of the sustainability audit firm for the 2026 financial year will be carried out.

#### **12- Provision of information regarding donations and contributions made during the 2025 financial year and discussion and resolution on the donation limit for the period from 1 January 2026 to 31 December 2026**

Pursuant to Article 6 of the Capital Markets Board's Communiqué No. II 19.1 on Dividend Distribution, the upper limit for donations must be determined by the General Meeting in cases not specified in the Articles of Association, and donations made during the year must be submitted to the General Meeting for information. At the Company's Ordinary General Meeting held on 28 April 2025, the upper limit for donations to be made by the Company in 2025 was set at TRY 21,000,000. The total amount of donations and aid made by Polisan Holding in 2025, based on nominal values, is TRY 2,965,710 (the total amount calculated according to purchasing power as at 31 December 2025 is TRY 3,358,010). This amount consists primarily of donations made to educational institutions and organisations engaged in educational support activities. The upper limit for donations to be made in 2026 will be determined by the General Assembly.

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**13- Granting permission to shareholders exercising control over the management, members of the Board of Directors, senior executives, and their spouses and relatives by blood or marriage up to the second degree, pursuant to Articles 395 and 396 of the Turkish Commercial Code, and providing shareholders with information, in accordance with Principle No. 1.3.6 of the Capital Markets Board’s Corporate Governance Communiqué, regarding transactions carried out within this scope during the 2025 financial year**

Members of the Company’s Board of Directors may carry out transactions within the scope of Article 395(1) of the Turkish Commercial Code, titled “Prohibition on Transactions with the Company and Borrowing from the Company”, and Article 396, titled “Prohibition on Competition”, only with the approval of the General Meeting. In order to comply with these provisions, the granting of the aforementioned permission for the 2026 financial year will be submitted to the shareholders for approval at the General Meeting.

If shareholders exercising control over the management, members of the Board of Directors, managers with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree carry out any significant transaction with the Company or its subsidiaries that may give rise to a conflict of interest, and/or conduct any commercial transaction falling within the scope of the Company’s or its subsidiaries’ business activities on their own behalf or on behalf of another party, or participate as an unlimited liability partner in another company engaged in the same type of commercial activities, such transactions shall be included as a separate agenda item at the General Meeting, with detailed information provided thereon, and shall be recorded in the minutes of the General Meeting. Shareholders will be informed that no transactions took place within the scope of Principle No. 1.3.6 of the Capital Markets Board’s Corporate Governance Communiqué during 2025.

**14- Provision of information to shareholders regarding transactions with Related Parties in the 2025 financial year pursuant to Capital Markets Board regulations**

In accordance with Article 12 of the Capital Markets Board’s Corporate Governance Communiqué No. II 17.1, information regarding transactions with Related Parties carried out in 2025 will be provided to shareholders.

**15- Provision of information to the General Meeting regarding guarantees, pledges, mortgages and sureties granted by the Company in favour of third parties, as well as any income or benefits derived therefrom, pursuant to Capital Markets Board regulations**

In accordance with paragraph (4) of Article 12 of the Capital Markets Board’s Corporate Governance Communiqué No. II 17.1, information regarding guarantees, pledges, mortgages and sureties granted in favour of third parties, and any income or benefits derived therefrom, shall be included as a separate agenda item at the Ordinary General Meeting, and shareholders shall be informed accordingly. Information regarding the TRIs granted by the Company is included in Note 16 to the financial statements as at 31 December 2025.

**16- Closing**

The meeting will be closed after receiving and recording the requests and wishes of the shareholders.

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**ATTACHMENTS:**

1. Proxy Form
2. Independence Declarations of Candidates for Independent Members of the Board of Directors
3. Curricula Vitae of Candidates for Independent Members of the Board of Directors
4. Profit Distribution Table

**Polisan Holding AŞ****Genel M¼d¼rl¼k • Headquarters**

İçerenk¼y Mah. Ali Nihat Tarlan Cad.

No: 86 34752 Ataşehir/İSTANBUL

**T:** +90 216 578 56 00 • **F:** +90 216 573 77 95

[www.polisanholding.com.tr](http://www.polisanholding.com.tr)

**Fabrika • Factory**

Dilovası Organize Sanayi Bölgesi

1. Kısım Liman Cad. No: 7 Dilovası/KOCAELİ

**T:** +90 262 679 71 00 • **F:** +90 262 754 74 34

Uluçınar VD: 732 020 6873

Ticaret Sicil No: 5769

Mersis No: 0-7320-2068-7300019

[polisanholding@hs03.kep.tr](mailto:polisanholding@hs03.kep.tr)

**APPENDIX 1****POWER OF ATTORNEY  
POLİSAN HOLDİNG ANONİM ŞİRKETİ  
TO THE CHAIRMAN OF THE GENERAL ASSEMBLY**

At the Ordinary General Meeting of Polisan Holding Joint Stock Company to be held on Thursday, 30 April 2026, at 16:00, at the address: Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Caddesi No:7 Dilovası-KOCAELİ, I hereby appoint Mr/Ms \_\_\_\_\_, whose details are set out below, as my proxy, authorising him/her to represent me, cast votes, make proposals and sign the necessary documents in accordance with the views set out below.

**Proxy's(\*);****Name Surname/Trade Name:****Turkish ID No/Tax No, Commercial Registry and Registration Number, and MERSIS number:**

(\*) Where applicable, equivalent information must be provided for foreign proxies.

**A. SCOPE OF REPRESENTATIVE AUTHORITY**

For sections 1 and 2 below, the scope of the power of representation must be determined by selecting one of the options (a), (b) or (c).

**1. Regarding matters 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 accordance with the proposals of the Company's management.
- c) The proxy is authorised to vote in accordance with the instructions set out in the table below.

**Instructions:**

If the shareholder selects option (c), instructions regarding a specific agenda item shall be provided by ticking one of the options (approve or reject) opposite the relevant General Assembly agenda item and, if the "reject" option is selected, by specifying any dissenting opinion requested to be recorded in the minutes of the General Assembly, where applicable.

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No	Agenda Items (*)	Accept	Reject	Statement of Dissent
1.	Opening and formation of the Chairmanship of the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Reading and discussion of the Board of Directors' Activity Report for the 2025 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Reading of the summary of the Independent Audit Report for the 2025 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Reading, discussion and approval of the consolidated financial statements for the 2025 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Reading, discussion and resolution on the Sustainability Report compliant with the Turkish Sustainability Reporting Standards for the 2024 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Discussion and resolution regarding the discharge of the members of the Board of Directors in respect of their activities and transactions for the 2025 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Discussion and resolution of the Board of Directors' proposal regarding the distribution of profits for the 2025 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Determination of the number of members of the Board of Directors, election of the members of the Board of Directors, and determination of their terms of Office.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Discussion and resolution regarding the remuneration of the members of the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent audit firm for the audit of the accounts and transactions for the 2026 financial year in accordance with the Turkish Commercial Code and the Capital Markets Law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent audit firm for the Sustainability Report prepared in accordance with the	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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	Sustainability Audit Regulation published by the Public Oversight, Accounting and Auditing Standards Authority for the 2026 financial year.			
12.	Providing information on donations and contributions made during the 2025 financial year and discussion and resolution on the upper limit for donations for the period 01.01.2026 – 31.12.2026.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Granting permission to shareholders exercising control over the management, members of the Board of Directors, senior executives, and their spouses and relatives up to the second degree by blood or marriage, and providing shareholders with information regarding transactions carried out within this scope during the 2025 financial year in accordance with Principle No. 1.3.6 of the Capital Markets Board's Corporate Governance Communiqué.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Providing shareholders with information regarding transactions conducted with Related Parties in the 2025 financial year in accordance with the regulations of the Capital Markets Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	Providing information to the General Assembly regarding guarantees, pledges, mortgages and sureties granted by the Company in favour of third parties, as well as any income or benefits derived therefrom, in accordance with the regulations of the Capital Markets Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	Closing.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(\*) No voting is conducted on information items. If the minority shareholders have a separate draft resolution, this shall also be specified in order to enable voting by proxy.

2. Special instructions regarding other matters that may arise at the General Assembly and, in particular, the exercise of minority rights:

a) The proxy is authorised to vote in accordance with his/her own opinion.	<input type="checkbox"/>
b) The proxy is authorised to vote in accordance with the proposals of the Company's management.	<input type="checkbox"/>
c) The proxy is authorised to vote in accordance with the instructions set out in the table below.	<input type="checkbox"/>

#### Polisan Holding AŞ

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**SPECIAL INSTRUCTIONS:** Any special instructions to be given by the shareholder to the proxy shall be specified here.

**B. The shareholder specifies the shares that the proxy is authorised to represent by selecting one of the options below.**

1. I hereby authorise the proxy to represent my shares as detailed below.

a) Class and series: (\*)

b) Number/Group: (\*\*)

c) Quantity/Nominal value:

d) Whether there is a voting privilege:

e) Bearer or registered: (\*)

f) Ratio of the shareholder's total shares and voting rights:

(\*) This information is not required for registered shares.

(\*\*) For registered shares, information regarding the group (if applicable) will be provided instead of the number.

2. I hereby authorise the proxy to represent all of my shares included in the list of shareholders entitled to attend the General Assembly, prepared by the Central Securities Depository (CSD) one (1) day prior to the General Assembly.

**SHAREHOLDER'S NAME AND SURNAME OR TRADE NAME: (\*)**

**Turkish ID No / Tax No, Commercial Registry and Registration Number, and MERSIS Number:**

**Address:**

(\*) For foreign shareholders, equivalent information shall be provided, where available.

**Signature**

**Polisan Holding AŞ**

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**APPENDIX 2****TO THE CORPORATE GOVERNANCE COMMITTEE OF POLİSAN HOLDİNG A.Ş.  
İSTANBUL**

I hereby declare that I am a candidate to serve as an “Independent Member” of the Board of Directors of Polisan Holding A.Ş. (“**the Company**”), in accordance with the criteria set out in the relevant legislation, the Articles of Association and the Corporate Governance Principles published by the Capital Markets Board, and that, in this context, I meet all of the following criteria set out in Article 4.3.6 of the Corporate Governance Principles:

- a) Between the Company, its subsidiaries over which it exercises management control or significant influence, partners who hold management control over the Company or exercise significant influence within it, and legal entities over which such partners exercise management control, and myself, my spouse and relatives by blood or marriage up to the second degree, there has been no employment relationship in a managerial position involving significant duties and responsibilities within the last five (5) years; nor do I hold, either jointly or individually, more than five per cent (5%) of the capital, voting rights or privileged shares, nor has any significant commercial relationship been established,
- b) Within the last five (5) years, in companies from which the Company has purchased or sold services or products to a significant extent under the terms of agreements, particularly with respect to the Company’s audit (including tax audit, statutory audit and internal audit), rating and consultancy activities, during the periods when such services or products were purchased or sold, I have not been a partner (holding five per cent (5%) or more), nor have I held a managerial position involving significant duties and responsibilities or served as a member of the board of directors,
- c) I possess the professional training, knowledge and experience necessary to properly perform the duties that I will undertake as an independent member of the board of directors,
- d) In accordance with the legislation, except for university teaching positions, I will not work full-time in public institutions and organisations after being elected as a member of the board of directors,
- e) I am deemed to be resident in Türkiye under Income Tax Law No. 193 dated 31 December 1960,
- f) I possess strong ethical standards, professional reputation and experience that enable me to make positive contributions to the Company’s activities, maintain impartiality in conflicts of interest between the Company and its shareholders, and make decisions freely while taking into account the rights of stakeholders,
- g) I am able to devote sufficient time to the Company’s affairs to monitor the conduct of the Company’s operations and fully discharge the duties of the office I have assumed,
- h) I have not served as a member of the board of directors of the Company for more than six (6) years within the last ten (10) years,
- i) I am not serving as an independent member of the board of directors in more than three (3) companies in which the Company or partners holding management control of the Company exercise management control, nor in more than five (5) publicly traded companies in total,
- j) I have not been registered or announced on behalf of a legal entity elected as a member of the board of directors.

**Hamit Sedat Eratalar**

**Polisan Holding AŞ****Genel Müdürlük • Headquarters**

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**TO THE CORPORATE GOVERNANCE COMMITTEE OF POLİSAN HOLDİNG A.Ş.**  
**İSTANBUL**

I hereby declare that I am a candidate to serve as an “Independent Member” of the Board of Directors of Polisan Holding A.Ş. (“**the Company**”) in accordance with the criteria set out in the relevant legislation, the Articles of Association and the Corporate Governance Principles published by the Capital Markets Board; and in this context, I declare that I meet all of the following criteria set out in Article 4.3.6 of the Corporate Governance Principles:

- a) There is no employment relationship involving significant duties or responsibilities within the past five years between the Company and myself, my spouse and relatives by blood or marriage up to the second degree; there has been no employment relationship in a managerial position involving significant duties and responsibilities within the last five years, nor do I hold, either jointly or individually, more than five per cent (5%) of the capital, voting rights or privileged shares, nor have any significant commercial relationships been established,
- b) Within the last five years, in companies from which the Company has purchased or sold services or products to a significant extent under the terms of agreements, particularly regarding the Company’s audit (including tax audit, statutory audit and internal audit), rating and consultancy, during the periods when such services or products were purchased or sold, I have not been a partner (holding five per cent (5%) or more), nor have I held a managerial position involving significant duties and responsibilities or served as a board member,
- c) I possess the professional training, knowledge and experience necessary to perform the duties I will undertake as an independent member of the board of directors,
- d) In accordance with the legislation, I will not work full-time in public institutions and organisations after being elected as a member, with the exception of university teaching positions,
- e) I am deemed to be resident in Türkiye under the Income Tax Law No. 193 dated 31 December 1960 (G.V.K.),
- f) I possess strong ethical standards, professional reputation and experience that enable me to make positive contributions to the Company’s activities, maintain impartiality in conflicts of interest between the Company and its shareholders, and make decisions freely while taking into account the rights of stakeholders,
- g) I am able to devote sufficient time to the Company’s affairs to monitor the conduct of the Company’s operations and fully discharge the duties of the office I have assumed,
- h) I have not served as a board member on the Company’s board of directors for more than six (6) years within the last ten (10) years,
- i) I am not serving as an independent board member in more than three (3) companies in which the Company or partners holding management control of the Company hold management control, nor in more than five (5) listed companies in total,
- j) I have not been registered or announced on behalf of a legal entity elected as a board member.

**Onur Kipri**

**Polisan Holding AŞ****Genel Müdürlük • Headquarters**

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## APPENDIX 3

### Hamit Sedat Eratalar

Born in Bolu in 1952, H. Sedat Eratalar graduated from the Department of Economics and Finance of the Faculty of Political Sciences at Ankara University and began his professional career at the Ministry of Finance; three years later, he was appointed as a financial inspector, where he worked on matters relating to value-added tax and public economic enterprises. In 1981, he joined Arthur Andersen Ltd. as a manager in the Tax Department; in 1988, he became an international partner at Arthur Andersen & Co., and by the end of 1990, he became a founding partner of Erdikler-Eratalar YMM A.Ş., a firm established as a member of Arthur Andersen. Between 1997 and 2001, he served as Head of the Tax Department for Arthur Andersen's offices in Türkiye, Romania and Bulgaria, and participated in the firm's various domestic and international training programmes, as well as local and international conferences. He established H. Sedat Eratalar Management Consultancy Ltd., which provides tax consultancy services to local and foreign firms operating in the banking, manufacturing, construction, tourism and trade sectors, and also offers management consultancy services under various headings. Tax, management and financial consultancy in connection with mergers and acquisitions are among these services. In 2012, Eratalar underwent a restructuring, bringing a new dimension to its operations at its new address, and the company's trade name was changed. Eratalar has served as an Independent Board Member at Marmara Holding A.Ş. since 10 September 2025. He has served as an Independent Board Member at Polisan Holding A.Ş. since 26 April 2024.

### Onur KİPRI

Born in Adana in 1964, Onur Kipri graduated from the Faculty of Business Administration at Boğaziçi University in 1986, following his education at Tarsus American College. Onur Kipri began his professional career in 1986 as Assistant Sales Coordinator at Çukurova Import Export. Between 1988 and 1989, he served as Manager of the Metal Trading Department at TASK International Trade Inc. Between 1989 and 1990, he worked as MIS Project Coordinator at Doğan Kumaş&Tekstil, and between 1991 and 2013, he held various positions at Organik Kimya, including Sales Manager, Department Manager and Commercial Director. Kipri joined Akkim Kimya in 2014 as General Manager and Member of the Board of Directors, a role he held until July 2025. Since 10 September 2025, he has served as an Independent Board Member at Marmara Holding A.Ş. Onur Kipri has served as an Independent Board Member at Polisan Holding since 26 April 2024. Kipri is married and has two children.

## Polisan Holding AŞ

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**APPENDIX 4 - Dividend Distribution Table**
**2025 PROFIT DISTRIBUTION TABLE (TRY)**

1	Paid-in / Issued Capital		758,500,000.00
2	General Legal Reserves (According to Statutory Records)		57,515,504.03
	<i>If there is any privilege in profit distribution pursuant to the Articles of Association, information on such privilege</i>		-
		<i>According to CMB</i>	<i>According to Statutory Records</i>
3	Profit for the Period	-1,232,449,275	-280,137,827.73
4	Taxes (-)	-210,965,282	0.00
5	Net Profit for the Period	-1,443,414,557	-280,137,827.73
6	Prior Years' Losses (-)	0	0
7	General Legal Reserves (-)	0	0
8	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	-1,443,414,557	-280,137,827.73
9	Donations Made During the Year (+)	3,358,010	
10	Distributable Profit for the Period After Donations	-1,440,056,547	
11	First Dividend Distributed to Shareholders		
	– Cash		
	– Bonus Shares		
	– Total		
12	Dividends Distributed to Privileged Shares		
13	Dividends Distributed to Members of the Board of Directors, Employees, etc.		
14	Dividends Distributed to Holders of Profit-Sharing Certificates		
15	Second Dividend Distributed to Shareholders		
16	General Legal Reserves		
17	Statutory Reserves		
18	Other Reserves		
19	<b>EXTRAORDINARY RESERVES</b>		
20	Other Sources of Distributable Profit		
	– Prior Years' Profit		
	– Extraordinary Reserves		
	– Other Distributable Reserves Pursuant to the Law and Articles of Association		

**INFORMATION ON THE DIVIDEND DISTRIBUTION RATIO  
DIVIDEND PER SHARE INFORMATION**

Group	Total Dividend Amount (TRY)	Dividend Per Share with TRY 1 Nominal Value (TRY)	Ratio (%)
Gross	0.00	0.000000	0.000000
Net	0.00	0.000000	0.000000

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