

**INFORMATION MEMORANDUM FOR THE ANNUAL GENERAL MEETING OF  
GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT ANONİM ŞİRKETİ FOR THE YEAR 2025**

**INVITATION FOR THE ANNUAL GENERAL MEETING DATED 2 JUNE 2026**

Gülermak Ağır Sanayi İnşaat ve Taahhüt AŞ's Annual General Meeting for the year 2025 will be held on 2 June 2026, Tuesday, at 14:00 pm at the address of Kronos Hotel Sahil Yolu Cad., Konya Yolu 363 No:2, 06830 Gölbaşı/Ankara, in order to discuss the agenda specified below.

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

Additionally, the shareholders or proxy holders who wish to attend the meeting electronically are required to fulfill their obligations stipulated by the "Regulation Regarding the Electronic General Assembly Meetings of Joint Stock Companies," published in the Official Gazette dated August 28, 2012 and numbered 28395, and the "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies," published in the Official Gazette dated August 29, 2012 and numbered 28396.

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

Shareholders who will electronically attend the Annual General Meeting via e-GEM may learn more about the procedures and principles regarding the attendance, the assignment of proxies, making suggestions, expressing opinions and voting on the website of CSD at <https://www.mkk.com.tr/en>.

The Company's Consolidated Financial Statements and the Independent Audit Report for the year 2025, the Board's Proposal for Profit Distribution, the Annual Report of the Board of Directors and the General Assembly Information Memorandum will be available for the review by shareholders at the Company headquarters, on the Company website at [www.gulermak.com.tr](http://www.gulermak.com.tr) and on the Electronic General Assembly System of the Central Securities Depository at least 3 weeks prior to the Annual General Meeting in line with the legal period.

We kindly submit for the information of our esteemed shareholders.

Respectfully,

**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT ANONİM ŞİRKETİ**  
**Board of Directors**

**Company's Address:** Bahçelievler Mahallesi Ankara Caddesi No:111 Gölbaşı, Ankara  
**Ankara Trade Registry and Registration No:** Ankara – 32151  
**Mersis (Central Registration System) No:** 419003123500021

**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT AŞ**  
**AGENDA OF THE 2025 ANNUAL GENERAL MEETING DATED 02.06.2026**

1. Opening, the election of the Assembly Presidential Board, and authorization of the Assembly Presidential Board for signing the minutes of the Annual General Meeting,
2. Reading, discussion and approval of the Annual Report of the Board of Directors for the fiscal year 2025,
3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2025,
4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2025 prepared in accordance with the Capital Markets legislation,
5. Acquittal of the members of the Board of Directors, separately, of their liabilities for the Company's activities and transactions in the fiscal year 2025,
6. Determination of the number and the term of office for the members of the Board of Directors, and election of the members of the Board of Directors and Independent Board Members,
7. Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the year 2026,
8. Discussion and resolution of the Board's proposal regarding the selection of the independent audit firm for auditing the Company's accounts and transactions for the fiscal year 2026 in accordance with the Capital Market Law and the Turkish Commercial Code,
9. Discussion and resolution of the Board's proposal for profit distribution for the fiscal year of 2025,
10. Giving information to the General Assembly about the donations and aids made in 2025; discussion and resolution of the Board's proposal regarding the upper limit for the donations to be made in the period of 1 January – 31 December 2026,
11. Giving information to the General Assembly regarding the payments made to the members of the Board of Directors and employees with administrative responsibility during the 2025 fiscal year,
12. Giving information to shareholders about the collaterals, pledges, mortgages and sureties granted in favor of third parties by the Company and its subsidiaries and the income and benefits generated therefrom in 2025 in accordance with the Capital Markets Board regulations,
13. Discussion and resolution of the authority to be granted to Board members for performing the transactions specified in the Articles 395 (prohibition on transactions with the company) and 396 (non-compete obligation) of the Turkish Commercial Code,
14. Giving information to the General Assembly regarding the transactions carried out by the shareholders who have management control, the members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree, within the scope of Corporate Governance Principle No. 1.3.6 set forth in the annex of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1,
15. Wishes and closing.

**ADDITIONAL DISCLOSURE UNDER THE APPLICABLE LEGISLATION OF  
THE CAPITAL MARKETS BOARD**

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

**a) Total number of shares and voting rights of the Company as of 04.05.2026, the date on which the disclosure is made:**

<b>Name/Trade Name of the Shareholder</b>	<b>Share in Capital (TL)</b>	<b>Share in Capital (%)</b>	<b>Voting Rights Ratio (%)</b>
Gülermak Emlak Yapı İnşaat Yatırım AŞ	149,247,147	46.26	60.50
Gülermak Turizm İşletme Yatırım AŞ	70,395,453	21.82	28.49
Diğer Ortaklar (Halka Açık)	102,957,400	31.91	11.02
<b>Toplam</b>	<b>322,600,000</b>	<b>100.00</b>	<b>100.00</b>

The Company has adopted the registered capital system in accordance with the provisions of Capital Markets Law No. 6362 and has transitioned to the registered capital system within the scope of Capital Market Legislation with the permission of the Capital Markets Board dated March 7, 2025, numbered 14/364.

Within the registered capital ceiling of TL 400,000,000 (four hundred million Turkish Lira), the Company's issued capital is TL 322,600,000 (three hundred and twenty-two million six hundred thousand Turkish Lira) and is divided into 322,600,000 shares, each with a nominal value of TL 1 (One Turkish Lira).

Of the shares representing the Company's capital, 153,000,000 shares with a total nominal value of TL 153,000,000 (one hundred and fifty-three million Turkish Lira) are registered and consist of Group (A) shares. The remaining 169,600,000 shares with a total nominal value of TL 169,600,000 (one hundred and sixty-nine million six hundred thousand Turkish Lira) are bearer and consist of Group (B) shares. Each (A) group share has five votes, and each (B) group share has one vote. Half of the Board of Directors will be elected from among candidates nominated by (A) Group shareholders. Group (B) shares have no privileges.

**b) Information on the changes occurred in the previous accounting period or planned for the upcoming accounting period in the management and operations of the Company and its affiliates, which would significantly affect the Company operations, and reasons of such changes:**

There was no change in the management and operations of the Company and its affiliates that took place in the previous accounting period or planned for the upcoming accounting period, which would significantly affect the operations of the Company. Material event disclosures made by the Company pursuant to the applicable legislation can be found at [www.gulermak.com.tr/en](http://www.gulermak.com.tr/en) and [www.kap.org.tr/en/](http://www.kap.org.tr/en/).

**c) Written requests submitted by the shareholders to the Investor Relations Department for the inclusion of additional items in the agenda, and in cases where an agenda request has not been accepted by the Board of Directors, explanation about such requests and reasons of rejection:**

No request was received from shareholders for the inclusion of additional topics in the agenda of the Annual General Meeting for the year 2025.

**d) Former and new texts of the Articles of Association, together with the related Board of Directors resolutions, if the agenda includes any item for the amendment of the Articles of Association:**

The agenda does not include any item with respect to an amendment in the Articles of Association.

**EXPLANATIONS ON THE AGENDA ITEMS OF THE ANNUAL GENERAL MEETING OF  
GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT AŞ DATED 2 JUNE 2026**

**1. Opening, the election of the Assembly Presidential Board, and authorization of the Assembly Presidential Board for signing the minutes of the Annual General Meeting,**

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

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

Within the framework of the Turkish Commercial Code, the Regulation, and the Capital Markets Law and related regulations, the Board of Directors’ Annual Report for the fiscal year 2025, which has been made available for review by shareholders at the Company’s headquarters, on the Company’s website ([www.gulermak.com.tr/en](http://www.gulermak.com.tr/en)), on the Public Disclosure Platform, and on the Electronic General Assembly System of the Central Securities Depository at least three weeks prior the General Assembly, will be read, discussed, and submitted for the approval of shareholders at the Annual General Meeting.

**3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2025,**

Within the framework of the Turkish Commercial Code, the Regulation, and the Capital Markets Law and related regulations, the summary of the Independent Auditor’s Report for the fiscal year 2025, which has been made available for review by shareholders at the Company’s headquarters, on the Company’s website ([www.gulermak.com.tr/en](http://www.gulermak.com.tr/en)), on the Public Disclosure Platform, and on the Electronic General Assembly System of the Central Securities Depository at least three weeks prior the General Assembly, will be read and submitted for the evaluation of shareholders at the Annual General Meeting.

**4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2025 prepared in accordance with the Capital Markets legislation,**

Within the framework of the Turkish Commercial Code, the Regulation, and the Capital Markets Law and related regulations, the Consolidated Financial Statements for the fiscal year 2025, which have been made available for review by shareholders at the Company’s headquarters, on the Company’s website ([www.gulermak.com.tr/en](http://www.gulermak.com.tr/en)), on the Public Disclosure Platform, and on the Electronic General Assembly System of the Central Securities Depository at least three weeks prior the General Assembly, will be read, discussed, and submitted for the approval of shareholders at the Annual General Meeting.

**5. Acquittal of the members of the Board of Directors, separately, of their liabilities for the Company’s activities and transactions in the fiscal year 2025,**

Acquittal of Board members, separately, for their activities, accounts and transactions in the fiscal year 2025 will be submitted for the approval of shareholders pursuant to the applicable provisions of the Turkish Commercial Code and the Regulation.

**6. Determination of the number and the term of office for the members of the Board of Directors, and election of the members of the Board of Directors and Independent Board Members,**

In accordance with the Capital Markets Board (CMB) regulations, the Turkish Commercial Code, and the Regulation, considering the principles in the Articles of Association regarding the election of Board members, new Board members will be elected to replace those whose term of office have expired. Within the framework of Article 9 of the Articles of Association, it will be proposed to set the number of Board members at six (6). In line with the criteria regarding Independent Board Membership set forth in subparagraph 4.3.6 of Article 4.3 titled “Structure of the Board of Directors” of the Corporate Governance Principles annexed to the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board; Mr. Güray Çargallı and Mr. Murat Öztapak, who fulfil all of the independent Board membership criteria and have submitted their statements of independence, resumes and letters of consent, shall be nominated as independent Board member candidates; and due to the expiry of the terms of office of the current Board members, Mr. Kemal Tahir Gülerüz, Mr. Necdet Demir, Mr. Mustafa Tuncer and Mr. Umut Postlu shall be nominated as Board member candidates, and the election of all aforementioned candidates to serve until June 30, 2027 within the scope of the Board of Directors’ proposal dated May 4, 2026 and numbered 2026/12, shall be submitted to the approval of the shareholders at the Ordinary General Assembly Meeting for the year 2025. The resumes of the Board member candidates and the statements of independence of the independent Board member candidates are presented in Annex-2. Within the scope of the application made to the Capital Markets Board pursuant to principle 4.3.7 regarding the independent Board member candidates, the CMB, in its letter dated 18.03.2026, has not expressed any negative opinion.

**7. Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the year 2026,**

The remuneration to be paid to Board members for the year 2026 will be determined pursuant to the Turkish Commercial Code and the applicable provisions of the Regulation and the Company's Articles of Association.

**8. Discussion and resolution of the Board's proposal regarding the selection of the independent audit firm for auditing the Company's accounts and transactions for the fiscal year 2026 in accordance with the Capital Market Law and the Turkish Commercial Code,**

The Board's proposal for the appointment of the independent audit firm for auditing the financial statements of the Company for the fiscal year 2026 in accordance with the principles stipulated by the Turkish Commercial Code No. 6102, the Capital Market Law No. 6362 and other applicable legislation and to carry out other duties specified in the relevant arrangements of the same laws will be submitted for the approval of shareholders at the Annual General Meeting.

**9. Discussion and resolution of the Board's proposal for profit distribution for the fiscal year of 2025,**

Considering the current economic and sectoral conditions, the Company's long term strategies and its investment, cash flow and financing policies and in order to support the growth of the Company's operations, to strengthen its balance sheet and prevent new financing needs, the Board's proposal dated May 4, 2026 and numbered 2026/11 for making no profit distribution for the fiscal year 2025 will be read and submitted to the approval of shareholders at the Annual General Meeting.

**10. Giving information to the General Assembly about the donations and aids made in 2025; discussion and resolution of the Board's proposal regarding the upper limit for the donations to be made in the period of 1 January – 31 December 2026,**

Based on the CMB regulations, the General Assembly will be informed about the donations made in 2025.

The Board's proposal for the determination of the upper limit for the donations to be made in the period between 1 January 2026 and 31 December 2026 will be submitted for the approval of shareholders at the Annual General Meeting.

**11. Giving information to the General Assembly regarding the "payments made to the members of the Board of Directors and employees with administrative responsibility during the 2025 fiscal year,**

The payments made to Board members and employees with administrative responsibility during 2025 will be presented to shareholders for information.

**12. Giving information to shareholders about the collaterals, pledges, mortgages and sureties granted in favor of third parties by the Company and its subsidiaries and the income and benefits generated therefrom in 2025 in accordance with the Capital Markets Board regulations,**

Shareholders will be informed about the collaterals, pledges, mortgages, and sureties granted by the Company and its subsidiaries on behalf of third parties and the income and benefits generated therefrom in accordance with the Article 12 of the CMB's Communiqué on Corporate Governance No. II-17.1. The related information is given in the Note 20 of the Company's consolidated financial statements for the fiscal period 01.01.2025–31.12.2025.

**13. Discussion and resolution of the authority to be granted to Board members for performing the transactions specified in the Articles 395 (prohibition on transactions with the company) and 396 (non-compete obligation) of the Turkish Commercial Code,**

Board members may perform the transactions specified in the Article 395, "Prohibition on Conducting Transaction with the Company and Borrowing from the Company", and Article 396, "Prohibition of Competition", of the Turkish Commercial Code only upon the approval of the General Assembly. In order to fulfil the requirements of these provisions, the granting of the necessary authorizations to Board members will be submitted for the approval of shareholders at the Annual General Meeting.

**14. Giving information to the General Assembly regarding the transactions carried out by the shareholders who have management control, the members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree, within the scope of Corporate Governance Principle No. 1.3.6 set forth in the annex of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1,**

Information will be provided to shareholders regarding the transactions carried out in 2025 within the scope of Article 1.3.6 of the CMB's Communiqué on Corporate Governance.

**15. Wishes and closing.**

**ANNEX-1**  
**SAMPLE PROXY STATEMENT FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2025**  
**TO THE GENERAL ASSEMBLY PRESIDENCY OF**  
**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT ANONİM ŞİRKETİ**

I hereby appoint ..... as my Proxy who is introduced in detail below, to represent me, to vote, to make proposals and to sign the required documents on my behalf at Gülermak Ağır Sanayi İnşaat ve Taahhüt Anonim Şirketi's 2025 Annual General Meeting scheduled to be held on 2 June 2026, Tuesday, at 14:00 pm at the address of Kronos Hotel Sahil Yolu Cad., Konya Yolu 363 No:2, 06830 Gölbaşı/Ankara in accordance with the following instructions.

Proxy's (\*);

Name-Surname/Trade Name:

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

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

**A) Scope of the Authority to Represent**

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

**1. Regarding the agenda items:**

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

**Instructions:**

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

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening, the election of the Assembly Presidential Board, and authorization of the Assembly Presidential Board for signing the minutes of the Annual General Meeting			
2. Reading, discussion and approval of the Annual Report of the Board of Directors for the fiscal year 2025			
3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2025			
4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2025 prepared in accordance with the Capital Markets legislation			
5. Acquittal of the members of the Board of Directors, separately, of their liabilities for the Company's activities and transactions in the fiscal year 2025			

6. Determination of the number and the term of office for the members of the Board of Directors, and election of the members of the Board of Directors and Independent Board Members			
7. Discussion and resolution of the remuneration to be paid to the members of the Board of Directors for the year 2026			
8. Discussion and resolution of the Board's proposal regarding the selection of the independent audit firm for auditing the Company's accounts and transactions for the fiscal year 2026 in accordance with the Capital Market Law and the Turkish Commercial Code			
9. Discussion and resolution of the Board's proposal for profit distribution for the fiscal year of 2025			
10. Giving information to the General Assembly about the donations and aids made in 2025; discussion and resolution of the Board's proposal regarding the upper limit for the donations to be made in the period of 1 January – 31 December 2026			
11. Giving information to the General Assembly regarding the payments made to the members of the Board of Directors and employees with administrative responsibility during the 2025 fiscal year			
12. Giving information to shareholders about the collaterals, pledges, mortgages and sureties granted in favor of third parties by the Company and its subsidiaries and the income and benefits generated therefrom in 2025 in accordance with the Capital Markets Board regulations			
13. Discussion and resolution of the authority to be granted to Board members for performing the transactions specified in the Articles 395 (prohibition on transactions with the company) and 396 (non-compete obligation) of the Turkish Commercial Code			
14. Giving information to the General Assembly regarding the transactions carried out by the shareholders who have management control, the members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree, within the scope of Corporate Governance Principle No. 1.3.6 set forth in the annex of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1			
15. Wishes and closing			

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

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

- a) The proxy is authorized to vote based on his/her opinion.
- b) The proxy is not authorized to vote for these issues.
- c) The proxy is authorized to vote in accordance with the following special instructions.

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

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

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

- a) Order and Serial\*:
- b) No./Group\*\*:
- c) Number of Units-Nominal Value:
- d) Any Voting Privilege:
- e) Type (registered or bearer shares)\*:
- f) Ratio to total shares/voting rights held by the shareholder:

\* Not required for dematerialized shares

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

**2. I hereby confirm that the Proxy represents all my shares on the list prepared by CSD (Central Securities Depository) regarding the shareholders who could attend the General Assembly the day before the Annual General Meeting.**

**NAME –SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

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

Address:

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

SIGNATURE:

## ANNEX-2

### RESUMES OF THE BOARD MEMBER CANDIDATES AND STATEMENTS OF INDEPENDENCE OF THE INDEPENDENT BOARD MEMBER CANDIDATES

#### **Kemal Tahir Güleriyüz**

Kemal Tahir Güleriyüz graduated from Stanford University, Department of Mechanical Engineering. He speaks English, French, German, Russian, and Italian. For more than 30 years, he has held senior leadership roles in the Company's international projects. As Chairman of the Board, his knowledge, experience, and strategic vision play a key role in shaping the Company's long-term objectives and driving its growth and expansion.

#### **Necdet Demir**

Necdet Demir graduated from Middle East Technical University, Department of Mechanical Engineering. He speaks English. He has been with Gülermak for over 45 years and held senior management positions in both domestic and international projects. With extensive experience in multidisciplinary industrial, superstructure, and infrastructure projects in Türkiye, Poland, Sweden, the Middle East, and the Far East, he has made significant contributions to the Company's growth and expansion leveraging his engineering and management skills.

#### **Mustafa Tuncer**

Mustafa Tuncer graduated from Middle East Technical University, Department of Civil Engineering. He speaks English. With over 35 years of industry experience, including over 25 years at Gülermak, he possesses strong expertise and extensive management experience in multidisciplinary industrial, superstructure, and infrastructure projects across Türkiye, Poland, Sweden, the Middle East, and the Far East. He currently serves as Chairman of the Executive Committee, playing a key role in the Company's European market expansion.

#### **Umut Postlu**

Umut Postlu graduated from Başkent University Faculty of Law and completed postgraduate studies in International Trade Law abroad. He speaks English. With over 20 years of expertise in corporate, energy and banking law, as well as capital markets, project finance, mergers and acquisitions, public-private partnerships, construction contracts, arbitration, and dispute resolution, he has extensive knowledge and experience in contract management and implementation of large-scale multinational turnkey projects.

#### **Murat Öztabak**

Murat Öztabak graduated from Middle East Technical University, Department of Civil Engineering, and later earned an MBA from Santa Clara University. He began his career at Pawa Complex Int'l Co. and later held various positions at Eko İnşaat ve Ticaret Ltd. Şti., GMR Group India, and Eser Taahhüt ve Sanayi AŞ. He currently serves as General Manager of Özar Elektrik Makine Tesisat İthalat İhracat ve Ticaret Ltd. He speaks English.

#### **Güray Çargallı**

Güray Çargallı graduated from Dokuz Eylül University, Faculty of Economics and Administrative Sciences, Department of Econometrics. After holding various roles at G-Mak Proje İnşaat Ltd., he specialized in project budgeting, coordination, supervision, and investment consultancy in several companies. Leveraging his cross-sector experience, he has also led projects in strategic planning, process management, and organizational development. He currently serves as an investment and project consultant at AE Erdil İnşaat Turizm Sanayi ve Ticaret Ltd. He speaks English.

## Statement of Independence

I hereby declare that I am a candidate for assuming the role of an “Independent Member” on the Board of Directors of Gülermak Ađır Sanayi İnřaat ve Taahhüt A.ř. within the scope of the criteria stipulated in the legislation, the Company’s Articles of Association, and the Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1, and in that regard;

**a)** Within the last five years, no employment relationship has been established between me, my spouse and my relatives by blood or marriage up to second degree and the Company, the affiliated companies which the Company controls the management of or has material influence over, shareholders who control the management of or have material influence over the Company and legal entities which these shareholders control the management of, in an executive position with important duties and responsibilities, nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,

**b)** Within the last five years, I have not been a shareholder (5% and more), or held an executive position with significant duties and responsibilities, or served as a Board member in any company from or to which the Company purchases or sells a significant quantity of products or services based on the agreements made during the periods these products or services were sold or purchased including particularly those companies which provide auditing (including tax audit, legal audit and internal audit), rating and consultancy services to the Company,

**c)** I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent Board member,

**d)** I will not be working as a full time employee at any public institution or organization after being elected as a Board member with the exception of working as a faculty member at a university provided that this is in compliance with the relevant legislation,

**e)** I am deemed to be a resident in Turkey according to the Income Tax Law dated 31 December 1960 and numbered 193,

**f)** I have strong ethical standards, professional reputation and experience which will allow me to make positive contributions to the activities of the Company, to protect my neutrality in case of conflicts of interest between the Company and the shareholders and to decide independently by taking into consideration the rights of the stakeholders,

**g)** I will be able to dedicate a sufficient amount of time to the affairs of the Company in a manner to follow up the conduct of the Company activities and to duly perform the duties I shall assume,

**h)** I have not served as a Board member at the Company’s Board of Directors for more than 6 years within the last ten years,

**i)** I am not serving as an independent board member at more than three companies whose management is controlled by the shareholders controlling the Company and Company management and at more than five companies which are traded on the stock exchange,

**j)** I am not registered and declared on behalf of the legal entity which is elected as a board member.

**Murat Öztapak**

## Statement of Independence

I hereby declare that I am a candidate for assuming the role of an “Independent Member” on the Board of Directors of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. within the scope of the criteria stipulated in the legislation, the Company’s Articles of Association, and the Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1, and in that regard;

**a)** Within the last five years, no employment relationship has been established between me, my spouse and my relatives by blood or marriage up to second degree and the Company, the affiliated companies which the Company controls the management of or has material influence over, shareholders who control the management of or have material influence over the Company and legal entities which these shareholders control the management of, in an executive position with important duties and responsibilities, nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,

**b)** Within the last five years, I have not been a shareholder (5% and more), or held an executive position with significant duties and responsibilities, or served as a Board member in any company from or to which the Company purchases or sells a significant quantity of products or services based on the agreements made during the periods these products or services were sold or purchased including particularly those companies which provide auditing (including tax audit, legal audit and internal audit), rating and consultancy services to the Company,

**c)** I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent Board member,

**d)** I will not be working as a full time employee at any public institution or organization after being elected as a Board member with the exception of working as a faculty member at a university provided that this is in compliance with the relevant legislation,

**e)** I am deemed to be a resident in Turkey according to the Income Tax Law dated 31 December 1960 and numbered 193,

**f)** I have strong ethical standards, professional reputation and experience which will allow me to make positive contributions to the activities of the Company, to protect my neutrality in case of conflicts of interest between the Company and the shareholders and to decide independently by taking into consideration the rights of the stakeholders,

**g)** I will be able to dedicate a sufficient amount of time to the affairs of the Company in a manner to follow up the conduct of the Company activities and to duly perform the duties I shall assume,

**h)** I have not served as a Board member at the Company’s Board of Directors for more than 6 years within the last ten years,

**i)** I am not serving as an independent board member at more than three companies whose management is controlled by the shareholders controlling the Company and Company management and at more than five companies which are traded on the stock exchange,

**j)** I am not registered and declared on behalf of the legal entity which is elected as a board member.

**Güray Çargallı**

**ANNEX-3**  
**DIVIDEND DISTRIBUTION TABLE AND DIVIDEND PAY OUT RATIOS TABLE**

<b>GÜLERMAK AĞIR SANAYİ İNŞAAT VE SANAYİ AŞ</b>			
<b>Dividend Distribution Table for the Year 2025 (TL)</b>			
<b>1. Paid-in/Issued Capital</b>		<b>300,000,000</b>	
<b>2. Total Legal Reserves (as per statutory accounts)</b>		<b>29,980,687</b>	
<b>If there are any privileges for profit distribution as per the Articles of Association, information related to such privilege</b>			
		<b>CMB Financials</b>	<b>Statutory Financials</b>
<b>3.</b>	<b>Profit Before Tax</b>	6,131,974,406	636,359,409
<b>4.</b>	<b>Taxes (-)</b>	1,849,774,317	44,755,931
<b>5.</b>	<b>Net Profit for the Year (=)</b>	4,279,432,663	591,603,478
<b>6.</b>	<b>Accumulated Losses (-)</b>	-	432,016,130
<b>7.</b>	<b>First Legal Reserves (-)</b>	7,979,367	7,979,367
<b>8.</b>	<b>NET DISTRIBUTABLE PROFIT FOR THE YEAR (=)</b>	4,279,432,663	151,607,981
<b>9.</b>	Donations made during the year (+)	-	-
<b>10.</b>	<b>Donations added Net Profit for the Year to be used in the calculation of first dividend</b>	4,279,432,663	151,607,981
<b>11.</b>	First Dividend to Shareholders	-	-
	- Cash	-	-
	- Non-cash	-	-
	- Total	-	-
<b>12.</b>	Dividends Distributed to Owners of Preferred Stock	-	-
<b>13.</b>	Other Dividends Distributed		
	- Dividends to Board Members	-	-
	- Dividends to Employees	-	-
	- Dividends to Persons other than Shareholders	-	-
<b>14.</b>	Dividends Distributed to Redeemed Shareholders	-	-
<b>15.</b>	Second Dividend to Shareholders	-	-
<b>16.</b>	Second Legal Reserves	-	-
<b>17.</b>	Statutory Reserves	-	-
<b>18.</b>	Special Reserves	-	-
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	4,279,432,663	151,607,981
<b>20.</b>	<b>Other sources available for distribution</b>		
	- Profit of the Previous Period		
	- Extraordinary Reserves		
	- Other Distributable Reserves as per the Law and Articles of Association		

<b>DIVIDEND PAY OUT RATIOS</b>						
		<b>TOTAL AMOUNT OF DIVIDENDS TO BE DISTRIBUTED</b>		<b>TOTAL AMOUNT OF DIVIDENDS/NET DISTRIBUTABLE PROFIT</b>	<b>DIVIDEND PER SHARE WITH A NOMINAL VALUE OF TL 1</b>	
		<b>CASH (TL)</b>	<b>NON-CASH (TL)</b>	<b>RATIO (%)</b>	<b>AMOUNT (TL)</b>	<b>RATIO (%)</b>
<b>NET</b>	A	-	-	-	-	-
	B	-	-	-	-	-