

KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ

INFORMATION DOCUMENT FOR THE GENERAL ASSEMBLY MEETING

1- INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING

The Ordinary General Assembly Meeting of our Company for the fiscal year **2025** will be held on **Thursday, June 18, 2026, at 10:00** at the address *Sinpaş Plaza, Dikilitaş Mahallesi, Yenidoğan Sokak, No: 36, Beşiktaş, İstanbul*, in order to discuss and resolve the agenda items disclosed.

Pursuant to Article 415, paragraph 4 of the Turkish Commercial Code No. 6102 (“TCC”), the right to attend and vote at the General Assembly may not be conditional upon the deposit of share certificates. Accordingly, our shareholders are not required to block their shares with the Central Securities Depository (Merkezi Kayıt Kuruluşu - “MKK”) in order to participate in the General Assembly.

Shareholders who will attend the meeting physically are required to present valid identification. Shareholders who wish to attend the meeting via proxy must submit a notarized proxy statement, a sample of which is provided below, to the Company headquarters prior to the meeting date or register the proxy’s identification details via the Electronic General Assembly System (“e-GEM”) no later than one (1) day prior to the meeting. A proxy appointed through e-GEM is not required to present a physical power of attorney and may attend the General Assembly physically or electronically. In either case, whether appointed via notary or through e-GEM, the proxy is required to present valid identification at the meeting.

In accordance with Article 1527, paragraph 4 of the TCC, shareholders may also attend the General Assembly Meeting electronically in person or through their representatives. Shareholders intending to participate in the meeting electronically must declare their preference through the e-GEM platform, provided by MKK, no later than one (1) day prior to the meeting date. In order to participate in the General Assembly or to appoint a proxy via e-GEM, shareholders must be registered with the e-MKK Information Portal and must hold a secure electronic signature. Similarly, proxies who will attend via e-GEM must also possess a secure electronic signature. Pursuant to Article 1526 of the TCC, notifications made via e-GEM on behalf of legal entity shareholders must be signed with a secure electronic signature issued in the name of the signatory authorized to represent the legal entity.

An Explanatory Information Document concerning the agenda items will be made available for our shareholders’ review three weeks prior to the meeting, within the legally prescribed timeframe, at the Company’s headquarters, on the corporate website at <https://www.kizilbukgyo.com/> on the Public Disclosure Platform (KAP), and via the Electronic General Assembly System (e-GEM) of the Central Securities Depository (MKK).

Respectfully submitted to the information of our esteemed shareholders.

Sincerely,

KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

BOARD OF DIRECTORS

2- AGENDA OF THE ORDINARY GENERAL ASSEMBLY FOR 2025

Thursday, June 18, 2026 – 10:00

- 1.** Opening of the meeting, formation of the Chairmanship of the Meeting, and granting authorization to the Chairmanship to sign the minutes of the meeting on behalf of the General Assembly,
- 2.** Reading and discussion of the Board of Directors' Annual Activity Report for the 2025 fiscal year,
- 3.** Reading and discussion of the Independent Auditor's Report for the 2025 fiscal year,
- 4.** Reading, discussion, and submission for approval of the Financial Statements for the 2025 fiscal year,
- 5.** Discussion and submission for approval of the Board of Directors' proposal regarding the distribution of profit,
- 6.** Submission for approval of the release of each member of the Board of Directors from liability for their activities in the 2025 fiscal year,
- 7.** Discussion of the changes in the Board of Directors memberships during the year and submission of the member temporarily appointed to the vacant Board membership for the approval of the General Assembly,
- 8.** Determination of the remuneration for the members of the Board of Directors,
- 9.** Submission for approval of granting authorization to the members of the Board of Directors for the transactions falling within the scope of Articles 395 and 396 of the Turkish Commercial Code,
- 10.** Informing the shareholders about the donations made during the year 2025 and determination of an upper limit for donations to be made in 2026,
- 11.** Informing the General Assembly regarding the transactions specified in Article 1.3.6 of the Corporate Governance Principles, which are annexed to the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board,
- 12.** Informing the General Assembly regarding the matters set forth in Article 12, paragraph 4 of the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board,
- 13.** Submission for approval of the Independent Audit Firm proposed by the Board of Directors for a one-year term,
- 14.** Wishes and closing remarks.

3- ADDITIONAL DISCLOSURES PURSUANT TO CAPITAL MARKETS BOARD REGULATIONS

In accordance with the **Corporate Governance Principle No. 1.3.1** set forth in the **Capital Markets Board's Communiqué on Corporate Governance No. II-17.1**, the additional disclosures required to be made with respect to the agenda items have been provided under the relevant agenda items below, while the other mandatory general disclosures are presented in this section for your information.

3.1. SHAREHOLDER STRUCTURE OF KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI A. Ş.

Name and Surname / Trade Name of the Shareholder	Share in Capital		
	Group (*)	Nominal Value (₺)	Percentage (%)
SİNPAŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.	A	16,666,666.67	0.42
SİNPAŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.	B	2,591,333,309.74	64.78
SİNPAŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.	Total	2,607,999,976.41	65.20
Others (Free Float)		1,392,000,023.59	34.80
TOTAL		4,000,000,000.00	100

(*) Each share entitles its holder to one vote at the General Assembly of the Company.

(*) Group A shares grant the privilege to nominate four candidates for the Board of Directors.

(*) Group B shares grant the privilege to nominate two independent candidates for the Board of Directors.

(*) Group C shares do not carry any privileges.

3.2 Information regarding any changes in the management or operations of the Company and its material subsidiaries and affiliates that occurred in the previous fiscal period or are planned for future periods, which may significantly affect the Company's business activities, as well as the reasons for such changes.

There have been no changes in the management or operations of the Company and its subsidiaries during the 2025 fiscal year, nor are there any such changes planned for upcoming periods, that would significantly affect the Company's business activities.

3.3 In the event that the agenda of the General Assembly meeting includes the dismissal, replacement, or election of members of the Board of Directors, information shall be provided regarding the reasons for such dismissal or replacement, as well as the following details concerning individuals whose candidacies for Board membership have been submitted to the Company: their résumés, positions held over the past ten years and reasons for leaving those positions, the nature and materiality of their relationship with the Company and its related parties, whether they qualify as independent board members, and any other matters that may have an impact on the Company's activities should they be elected as members of the Board of Directors.

Our Company notified the Capital Markets Board ("Board") of the name of Mr. Mehmet Lütfi Arslan as the candidate for the vacant independent Board membership position resulting from the resignation of Kamil Özkan from our Company's Board of Directors, pursuant to Corporate Governance Principle No. 4.3.7. In accordance with the said principle, provided that the Board does not issue an adverse opinion, Mr. Mehmet Lütfi Arslan will be temporarily appointed as a member of the Board of Directors, and such appointment will be submitted for the approval of the shareholders at the General Assembly meeting pursuant to Article 363 of the Turkish Commercial Code.

The curriculum vitae and independence declaration of the independent Board member candidate are presented in the attachment for the information of our investors.

3.4 Information regarding the requests submitted in writing by the Company's shareholders to the Investor Relations Department for the inclusion of items on the General Assembly agenda.

No such requests have been received by our Company.

4- POWER OF ATTORNEY

I appoint..... , who has been introduced below in detail, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the required documents, in line with the views I have stated below, at the **Ordinary General Assembly Meeting 2025** of **KIZILBÜK Gayrimenkul Yatırım Ortaklığı A.Ş.** to be held on **Thursday, June 18 2026**, at the address of Dikilitaş Mahallesi, Yenidoğan Sokak, No: 36 Sinpaş Plaza, Beşiktaş, İstanbul.

Of the Proxy (*);

Name & Surname / Trade Name:

T.R. ID No/Tax No, Trade Registry and Number and CRS number:

(*) For proxies of foreign nationality, it is obligatory to submit the equivalents, if any, of the aforementioned information.

A-) SCOPE OF AUTHORITY TO REPRESENT

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

1. About the Matters in the Agenda of the General Assembly;

- The proxy is authorized to vote in line with his/her own opinion.
- The proxy is authorized to vote in line with the suggestions of the partnership management.
- The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case the option (c) is chosen by the shareholder, instructions specific to the agenda item are given by marking one of the options (accept or reject) opposite the relevant general assembly agenda item, and by stating the dissenting opinion, if any, that is requested to be written in the minutes of the general assembly if the reject option is selected.

Agenda Items (*), (**)	Accept	Reject	Dissenting Opinion
1. Opening of the meeting, formation of the Chairmanship of the Meeting, and granting authorization to the Chairmanship to sign the minutes of the meeting on behalf of the General Assembly,			
2. Reading and discussion of the Board of Directors' Annual Activity Report for the 2025 fiscal year,			
3. Reading and discussion of the Independent Auditor's Report for the 2025 fiscal year,			
4. Reading, discussion, and submission for approval of the Financial Statements for the 2025 fiscal year,			

5. Discussion and submission for approval of the Board of Directors' proposal regarding the distribution of profit,			
6. Submission for approval of the release of each member of the Board of Directors from liability for their activities in the 2025 fiscal year,			
7. Discussion of the changes in the Board of Directors memberships during the year and submission of the member temporarily appointed to the vacant Board membership for the approval of the General Assembly,			
8. Determination of the remuneration for the members of the Board of Directors,			
9. Submission for approval of granting authorization to the members of the Board of Directors for the transactions falling within the scope of Articles 395 and 396 of the Turkish Commercial Code,			
10. Informing the shareholders about the donations made during the year 2025 and determination of an upper limit for donations to be made in 2026,			
11. Informing the General Assembly regarding the transactions specified in Article 1.3.6 of the Corporate Governance Principles, which are annexed to the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board,			
12. Informing the General Assembly regarding the matters set forth in Article 12, paragraph 4 of the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board,			
13. Submission for approval of the Independent Audit Firm proposed by the Board of Directors for a one-year term,			
14. Wishes and closing remarks.			

(*) Matters included in the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also indicated separately for voting by proxy.

(**) Voting is not done on information items.

2. Special instruction on other issues that may arise at the General Assembly meeting and especially on the use of minority rights:

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

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the proxy are specified here.

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

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

- a) Disposition and series: *
- b) Number/Group: **
- c) Quantity-Nominal value:
- ç) Whether there is a voting privilege:
- d) Whether it is a bearer share/registered share: *
- e) Ratio of shareholder's total shares/voting rights:

* This information is not requested for the dematerialized shares.

** For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. I approve the representation by the proxy of all of my shares in the list of shareholders who can attend the general assembly prepared by CRA the day before the general assembly day.

NAME SURNAME or TITLE OF THE SHAREHOLDER (*)

T.R. ID No / Tax No, Trade Registry and Number and CRS number:

Address:

(*) For proxies of foreign nationality, it is obligatory to submit the equivalents, if any, of the aforementioned information.

SIGNATURE

5- EXPLANATORY NOTES ON THE AGENDA ITEMS OF THE GENERAL ASSEMBLY MEETING

1. Opening of the meeting, formation of the Chairmanship of the Meeting, and granting authorization to the Chairmanship to sign the minutes of the meeting on behalf of the General Assembly,

The meeting will be opened, and elections will be held for the Chairmanship of the Meeting, the Minutes Clerk, and the Vote Collector. The authorization of the Chairmanship to sign the meeting minutes will be submitted for approval.

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

The Annual Report for the year 2025 was published on **March 11, 2026**, on the Public Disclosure Platform at www.kap.gov.tr and on the Company's website at <https://www.kizilbukgyo.com/>. It has been made available for the review of our shareholders through these platforms. The report will be read and discussed during the General Assembly meeting.

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

The independent audit reports for the year ended 2025 were published on **March 11, 2026**, on the Public Disclosure Platform at www.kap.gov.tr and on the Company's website at [https:// www.kizilbukgyo.com/](https://www.kizilbukgyo.com/) They have been made available for the review of our shareholders through these platforms. The reports will be read and discussed during the General Assembly meeting.

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

The financial statements for the year ended 2025 were disclosed on **March 11, 2026**, via the Public Disclosure Platform (www.kap.gov.tr) and the Company's corporate website (<https://www.kizilbukgyo.com/>), and have been made available for the examination of shareholders through these platforms. The financial statements will be read, discussed, and submitted for approval at the General Assembly meeting.

5. Discussion and submission for approval of the Board of Directors' proposal regarding the distribution of profit,

The Board of Directors' proposal regarding the distribution of profit for the 2025 fiscal year was disclosed on **21.05.2026**, via the Public Disclosure Platform at www.kap.gov.tr. The proposal of the Board of Directors will be discussed and resolved during the General Assembly meeting.

6. Submission for approval of the release of each member of the Board of Directors from liability for their activities in the 2025 fiscal year,

The release of each member of the Board of Directors from liability for their activities in the 2025 fiscal year will be submitted to the approval of the General Assembly, separately for each member.

7. Discussion of the changes in the Board of Directors memberships during the year and submission of the member temporarily appointed to the vacant Board membership for the approval of the General Assembly,

Pursuant to Corporate Governance Principle No. 4.3.7, the name of Mr. Mehmet Lütfi Arslan has been submitted to the Capital Markets Board ("Board") as a candidate for the vacant independent Board membership position arising from the resignation of Kamil Özkan from the Company's Board of Directors.

In accordance with the aforementioned principle, provided that the Board does not issue an adverse opinion, **Mr. Mehmet Lütfi Arslan** will be temporarily appointed as a member of the Board of Directors, and such appointment will be submitted for the approval of the shareholders at the General Assembly meeting pursuant to Article 363 of the Turkish Commercial Code.

8. Determination of the remuneration for the members of the Board of Directors,

The remuneration of the members of the Board of Directors will be determined.

9. Submission for approval of granting authorization to the members of the Board of Directors for the transactions falling within the scope of Articles 395 and 396 of the Turkish Commercial Code,

In accordance with Articles 395 and 396 of the Turkish Commercial Code, the General Assembly will be requested to grant authorization for the members of the Board of Directors to carry out, on their own behalf or on behalf of third parties, transactions falling within the Company's scope of activity, and to become shareholders in companies engaged in similar business activities.

Articles 395 and 396 of the Turkish Commercial Code are as follows:

VI – Prohibition of Transactions with the Company and Borrowing from the Company

ARTICLE 395:

(1) A member of the board of directors cannot engage in any transactions with the company, personally or on behalf of someone else, without the approval of the general assembly; otherwise, the company may claim that the transaction is invalid. The other party cannot make such a claim.

(2) (Amended: 26/6/2012-6335/17 art.) Non-shareholding members of the board of directors and their relatives specified in article 393 cannot borrow cash from the company. The company cannot provide surety, guarantee, or security for these individuals, assume liability, or take over their debts. Otherwise, creditors of the company may directly pursue these individuals for the amount borrowed from the company, in the same amount as the company's liability.

(3) Provided that the provision of article 202 remains reserved, companies within a corporate group may provide surety and guarantee for each other.

(4) The special provisions of the Banking Law are reserved.

VII – Prohibition of Competition

ARTICLE 396:

(1) A member of the board of directors cannot engage in any commercial transactions covered by the company's business scope, either on their own behalf or on behalf of someone else, without the approval of the general assembly. The company may demand compensation or, instead of compensation, may consider the transaction as conducted on behalf of the company and claim the benefits arising from contracts made for third parties for the company.

(2) The selection of these rights is up to the other members of the board of directors, not including the member in breach of the first paragraph.

(3) These rights expire within three months from the date the other members learn of the commercial transactions or the board member's entry into another company, and in any case, within one year from the occurrence of these events.

(4) Provisions related to the liabilities of board members remain reserved.

Permission for the above-mentioned activities will be submitted for approval by the General Assembly.

10. Informing the shareholders about the donations made during the year 2025 and determination of an upper limit for donations to be made in 2026,

Information regarding the total amount of donations made in 2025 will be presented to the shareholders at the General Assembly. The upper limit for donations to be made in 2026 will be determined by the General Assembly.

11. Informing the General Assembly regarding the transactions specified in Article 1.3.6 of the Corporate Governance Principles, which are annexed to the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board,

Corporate Governance Principle 1.3.6 is as follows:

“In the event that shareholders who hold management control, members of the board of directors, executives with administrative responsibilities, or their spouses and relatives by blood or marriage up to the second degree, perform a significant transaction that may cause a conflict of interest with the partnership or its subsidiaries, and/or conduct a commercial transaction falling within the scope of activity of the partnership or its subsidiaries, on their own behalf or on behalf of another person, or become an unlimited liability partner in another company engaged in the same type of commercial business, such transactions must be included as a separate agenda item in the general assembly meeting to provide detailed information, and must be recorded in the minutes of the general assembly.”

Information regarding the transactions falling within the scope described above will be presented to the General Assembly.

12. Informing the General Assembly regarding the matters set forth in Article 12, paragraph 4 of the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board,

Pursuant to **Article 12, paragraph 4** of the **Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1**, information will be provided to the General Assembly regarding guarantees, pledges, mortgages, and sureties granted in favor of third parties, as well as the income or benefits derived therefrom. This disclosure will be made within the scope of Article 12 of the aforementioned Communiqué titled “Guarantees, Pledges, Mortgages and Sureties,” based on **Note 14** to the financial statements for the year 2025, which were prepared in accordance with the provisions of the Communiqué on Principles of Financial Reporting in Capital Markets (No. II-14.1) and audited by Arsen Bağımsız Denetim Hizmetleri A.Ş.

13. Submission for approval of the Independent Audit Firm proposed by the Board of Directors for a one-year term,

The independent audit firm proposed by the Board of Directors for the year 2025 will be submitted to the approval of the General Assembly.

14. Wishes and closing remarks.

Wishes and suggestions will be discussed.

KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ DIVIDEND DISTRIBUTION POLICY

General Principles

Kızılıbük Gayrimenkul Yatırım Ortaklığı Anonim Şirketi (“Company”) has established its dividend distribution policy in accordance with the provisions of the Turkish Commercial Code No. 6102 (“TCC”), the Capital Markets Law No. 6362 (“CML”), the Dividend Communiqué (II-19.1) of the Capital Markets Board (“CMB”), other applicable capital markets legislation, and the provisions of the Company’s articles of association. This policy is based on the Company’s goal of establishing a sustainable dividend distribution practice.

Dividend Distribution Principles

At the end of each fiscal period, in order to benefit from the corporate tax exemption set forth under subparagraph (d) of paragraph 1 of Article 5 of the Corporate Tax Law No. 5520, the Company shall distribute at least 50% of the income derived from its real estate holdings as dividends, no later than the end of the second month following the month in which the corporate tax return for the relevant accounting period must be submitted. The provisions and restrictions of the capital markets legislation regarding dividend distribution remain reserved. If the net distributable profit calculated in accordance with capital markets legislation for the relevant accounting period is less than the amount that must be distributed pursuant to tax legislation in order to benefit from the corporate tax exemption, the shortfall shall, to the extent possible, be covered by other distributable internal resources and included in the distribution.

Dividends shall be distributed equally to all existing shares, regardless of their issuance or acquisition dates, on the date determined by the General Assembly and within the legal periods. The date and method of the annual dividend distribution (provided that it does not exceed the end of the second month following the month in which the corporate tax return must be submitted for the relevant fiscal period) shall be determined by the General Assembly upon the proposal of the Board of Directors, in accordance with the applicable CMB regulations. Dividends that are distributed in compliance with the articles of association cannot be reclaimed or returned. The General Assembly may resolve to distribute advance dividends to shareholders in accordance with the CMB regulations and other applicable legislation; the calculation and distribution of such advances shall be conducted in compliance with the applicable legislation in force.

If the Board of Directors proposes to distribute dividends below the aforementioned rate or not to distribute any dividends at all, the rationale for such proposal shall be disclosed to the shareholders.

KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
Dividend Distribution Table for the Period 01.01.2025 – 31.12.2025 (TRY)

KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. 01.01.2025 / 31.12.2025 Period Dividend Payment Table (TRY)			
1. Paid-In / Issued Capital		4,000,000,000.00	
2. Total Legal Reserves (According to Legal Records)		225,716,721.45	
Information on privileges in dividend distribution, if any, in the Articles of Association:		There is no profit distribution privilege	
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit / Loss	853,378,320.00	(992,114,095.81)
4.	Taxes Payable (-)	0,00	0,00
5.	Net Current Period Profit / Loss (=)	853,378,320.00	(992,114,095.81)
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	0,00	0,00
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT / LOSS (=)	853,378,320.00	(992,114,095.81)
9.	Donations Made During The Year (+)	5,068,046.81	
10.	Donation-Added Net Distributable Current Period Profit / Loss (-) on which First Dividend is Calculated	858,446,366.81	
11.	First Dividend to Shareholders	0,00	
	- Cash	0,00	
	- Stock	0,00	
	- Total	0,00	
12.	Dividend Distributed to Owners of Privileged Shares	0,00	
13.	Other Dividend Distributed: - To the Members of the Board of Directors - To the Employees - To Persons Other than Shareholders	0,00	
14.	Dividend to Owners of Redeemed Shares	0,00	
15.	Second Dividends to Shareholders	0,00	
16.	General Legal Reserves	0,00	0,00
17.	Statutory Reserves	0,00	
18.	Special Reserves	0,00	
19.	EXTRAORDINARY RESERVES	853,378,320.00	(992,114,095.81)
20.	Other Distributable Resources	0,00	0,00

DIVIDEND RATE TABLE EXPLANATIONS OF KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. IN YEAR 2025

	SHARE GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT/ NET DISTRIBUTABLE CURRENT PERIOD PROFIT	DIVIDEND CORRESPONDING TO SHARE WITH A NOMINAL VALUE OF 1 TL	
		CASH (TL)	STOCK (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	0,00	0,00	0,00%	0,00	0,0%
	B	0,00	0,00	0,00%	0,00	0,0%
	TOTAL	0,00	0,00	0,00%	0,00	0,00%

DECLARATIONS OF INDEPENDENCE OF INDEPENDENT MEMBER CANDIDATES
DECLARATION OF INDEPENDENCY

I hereby declare that I am a candidate to serve as an "independent member" within the Board of Directors of **KIZILBÜK Gayrimenkul Yatırım Ortaklığı Anonim Şirketi** (the "Company") in accordance with the criteria set forth in the legislation, the articles of association, and Article 4.3.6. of the Annex to the Corporate Governance Communiqué No. II-17.1 issued by the Capital Markets Board. In that regard I also confirm that;

- ✓ I am not bankrupt, have not declared concordat, and there is no decision to postpone bankruptcy against me.
- ✓ I am not one of the persons responsible for incidents that necessitated the revocation of one of the activity permits by the Board.
- ✓ I have not been convicted of any offenses stipulated in the Capital Markets Law.
- ✓ No liquidation decision has been rendered against myself or the entities of which I am a partner, in accordance with the Decree Law No. 35 on Transactions of Bankers in Financial Difficulty dated January 14, 1982, and its annexes.
- ✓ Although the periods specified in Article 53 of the Turkish Penal Code No. 5237 dated September 26, 2004, have elapsed, I have not been sentenced to imprisonment for five years or more for an intentional crime, nor have I been convicted of crimes against the security of the state, crimes against the constitutional order and its functioning, embezzlement, extortion, bribery, theft, fraud, forgery, abuse of trust, fraudulent bankruptcy, rigging of a tender, rigging of the fulfillment of an obligation, hindering the functioning of the information system, destruction or alteration of data, misuse of bank or credit cards, laundering of assets derived from crime, smuggling, tax evasion, or unjust enrichment.
- ✓ I do not have any overdue tax liabilities.
- ✓ I have not been convicted of crimes regulated under the Law No. 6415 on the Prevention of Financing of Terrorism dated February 7, 2013.
- ✓ I am not subject to a trading prohibition pursuant to the first paragraph (a) of Article 101 of the Capital Markets Law.

Additionally,

- ✓ There has been no employment relationship, where I or my spouse and relatives up to the second degree of consanguinity and affinity, have held significant managerial positions with important duties and responsibilities, with the Company, the partnerships in which the Company has management control or significant influence, or the shareholders who have management control over the Company or significant influence, and the legal entities in which these shareholders have management control, within the last five years. Furthermore, I do not hold or have not held alone or together with others more than 5% of the capital or voting rights or privileged shares, or have had significant commercial relations.
- ✓ Within the last five years, I have not been a partner (with a share of 5% or more), an employee in a significant managerial position with important duties and responsibilities, or a member of the board of directors, in any company from which the Company has significantly purchased or sold products or services (particularly including the Company's auditing, rating, and consultancy firms) under agreements made during the periods of such purchases or sales.
- ✓ I have the professional education, knowledge, and experience to duly perform the duties that I will undertake as an independent board member.
- ✓ Provided that it complies with the legislation to which they are subject, I will not work full-time in public institutions and organizations after being elected as a member, except for university teaching.
- ✓ According to the Income Tax Law No. 193 dated December 31, 1960, I am considered a resident of Turkey.
- ✓ I possess strong ethical standards, professional reputation, and experience that will allow me to make positive contributions to the Company's activities, maintain my impartiality in conflicts of interest between the Company and shareholders, and freely decide by considering the rights of stakeholders.
- ✓ I can allocate time to the Company's affairs to follow the conduct of Company activities and fulfill the requirements of the duties I undertake.
- ✓ I have not been a board member for more than six years within the last ten years at the Company.
- ✓ I do not serve as an independent board member in more than three companies where the Company or the shareholders holding the management control of the Company have management control and in more than five companies in total that are traded on the stock exchange.
- ✓ I have not been registered and announced on behalf of a legal entity elected as a board member.

Mehmet Lütfi Arslan

(originals signed)

CURRICULA VITAE OF THE MEMBERS OF THE BOARD OF DIRECTORS

Prof. Dr. Mehmet Lütfi ARSLAN, Board Member Nominee

Born in Vezirköprü in 1972, Mehmet Lütfi Arslan graduated from Merzifon Imam Hatip High School in 1990 and from the English Business Administration Department of Marmara University in 1995. He received his master's degree in Human Resources Management and Development and his Ph.D. degree in Economic History from the Institute of Social Sciences of the same university. Between 2000 and 2002, he resided in the United States and completed a master's degree at Georgetown University in the Department of Communication, Culture and Technology.

After working in the private sector for approximately 15 years in the fields of media and human resources, Arslan was appointed as an Assistant Professor to the Management and Organization Division of the Department of Business Administration at the Faculty of Political Sciences of Istanbul Medeniyet University ("IMU") in 2011. In 2012, he became the Head of the Department of Business Administration. Appointed as the Secretary General of the University in 2014, Arslan served in this position until 2018. Having obtained the title of Associate Professor in the field of Management and Strategy in 2015, he became a Professor at the Management and Organization Division of the Department of Business Administration at the Faculty of Political Sciences of IMU in 2021.

Between February 2021 and May 2021, Arslan served as an advisor at the Presidency Human Resources Office, and between May 2021 and May 2022, he served as the Head of the Human Resources and Career Planning Department of the same office. Returning to the university on 1 May 2022, Arslan currently serves as the Head of the Department of Non-Governmental Organizations Management at the Graduate Education Institute of IMU, the President of the Social Cooperation Region Application and Research Center (SOSYOPARK), and a Member of the Board of Directors of the Technopark.

As of December 2025, Arslan has been serving as the Türkiye Volunteering Expert in the IPA CARE Project funded by the European Union to enhance the disaster response, volunteer management and institutional capacity of the Disaster and Emergency Management Presidency (AFAD).

Arslan was the founding president of the International GENÇ Association established in 2008, and under the umbrella of this association, he took part in the development and implementation of various projects relating to youth mobility, career goals, disadvantaged groups and social media in cooperation with the Presidency for Turks Abroad and Related Communities, the Turkish Cooperation and Coordination Agency (TIKA), the Ministry of Youth and Sports, the Directorate of Associations, the Istanbul Development Agency and local governments. Arslan, who currently serves as the President of the Istanbul Center for Idea and Society Research (İFTAM), which conducts activities and studies aimed at enhancing youth qualifications, continues his civil society activities at this institution as both an executive and trainer.

In addition to his scientific articles on human resources management, human capital, leadership, reputation management, feasibility, volunteering and volunteer management, Arslan is the sole or co-author of academic books titled Human Resources Management, Fundamentals of Business Administration, Negotiation, Interview, How the USA Developed and Digital Business. Apart from these, Arslan has authored twenty books, mostly aimed at young people, two of which were published under the pseudonym Mehmet Köprülü. He is fluent in English and Arabic, married and the father of three children.