

Dividend Distribution Table

HACI ÖMER SABANCI HOLDİNG A.Ş.			
DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2023 (TRY)			
1. Paid-in Capital			2,100,375,969.18
2. General Legal Reserves (As per Turkish GAAP)			408,080,786.20
According to Article 35 of the Articles of Association, 3% of the remainder after reserving (i) 5% of the Net Profit for General Legal Reserves and (ii) 5% of Paid-in Capital for First Category Dividend will be reserved for Hacı Ömer Sabancı Foundation.			
		As per IFRS	As per Turkish GAAP
3. Profit		47,952,859,000.00	10,429,592,258.86
4. Taxes (-)		28,103,428,000.00	505,894,931.33
5. Net Profit for the Period (=)		15,427,320,000.00	9,923,697,327.53
6. Previous Years' Losses (-)		0.00	0.00
7. General Legal Reserves (-)		11,994,407.64	11,994,407.64
8. NET DISTRIBUTABLE PROFIT FOR THE PERIOD		15,415,325,592.36	9,911,702,919.90
9. Donations Granted During the Year (+)		15,826,862.95	
10. NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS		15,431,152,455.31	
11. First Category Dividend for Shareholders		105,018,798.46	
- Cash		105,018,798.46	
- Share		0.00	
- Total		105,018,798.46	
12. Dividends Distributed to the Privileged Shareholders		0.00	
13. Other Dividends Distributed		294,200,523.64	
- Members of the Board of Directors		0.00	
- Employees		0.00	
- Non Shareholders		294,200,523.64	
14. Dividends Distributed to the Holders of Usufruct Right Certificates		0.00	
15. Second Category Dividend for Shareholders		6,076,387,678.84	
16. General Legal Reserves		0.00	
17. Status Reserves		0.00	0.00
18. Special Reserves (According to the Article 5/1-e of Corporate Tax Law)		0.00	462,915,200.31
19. Extraordinary Reserves		8,939,718,591.42	2,973,180,718.64
20. Other Resource Planned for Distribution		0.00	0.00
- Previous Years' Profit		0.00	0.00
- Extraordinary Reserve		0.00	0.00
- Other Distributable Reserves as per the Legislation and the Articles of Association		0.00	0.00

HACI ÖMER SABANCI HOLDİNG A.Ş.					
DIVIDEND RATES TABLE FOR THE YEAR 2023					
	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE OF TRY 1 NOMINAL VALUE	
	CASH (TRY)	SHARES (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
GROSS	6,181,406,477.30	-	40.10	2.943	294.30
NET (*)	5,563,265,829.57	-	36.09	2.649	264.87

(*) Net amount is calculated by assuming 10% withholding tax will apply.

Events After the Balance Sheet Period

In line with the resolution of the Board of Directors of Sabancı Holding dated May 24, 2023, the merger transaction where all of the assets and liabilities of Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş. (Exsa), a subsidiary of Sabancı Holding, be acquired as a whole by Sabancı Holding, has been completed upon registration of the merger on January 15, 2024. With the registration, Exsa has been dissolved without liquidation and the merger transaction has become legally valid as of the registration date. Therefore, the financial assets of Exsa along with 50% of shares in Temsa Skoda Sabancı Ulaşım Araçları A.Ş., 100% of shares in Temsa Motorlu Araçlar Pazarlama ve Dağıtım A.Ş. and 100% of shares in Exsa Gayrimenkul Proje Geliştirme A.Ş. have been transferred to Sabancı Holding's possession. As a result of the merger, a capital increase of TRY 59,972 nominal value has been made by Sabancı Holding, and the respective shares issued will be allocated to the other shareholders of Exsa except for Sabancı Holding upon completion of the necessary legal procedures before the Capital Markets Board.

On March 28, 2024, a project finance facilities amounting to USD 243 million has been signed by Sabancı Renewables Inc., a wholly-owned indirect subsidiary of Sabancı Holding through Sabancı İklim Teknolojileri A.Ş., with the equal participation of MUFG Bank Ltd., ING Bank LLC and NORD LB (Norddeutsche Landesbank Girozentrale) for the Oriana Solar Project, which consists of a 232 MW solar power plant investment that is expected to reach commercial operation in the second quarter of 2025.

In addition, Sabancı Renewables Inc.'s investments on 272 MW Cutlass II Solar Project, which was previously announced to be completed in the second quarter of 2024, is currently at commissioning stage. Sabancı Renewables Inc. will reach a total renewable energy portfolio of 504 MW in the USA, upon completion of both Cutlass II and Oriana Solar Projects.

As a result of a review in the organizational structure in line with our strategic priorities to focus on expanding core businesses and investing in new growth platforms; a decision has been made to restructure the Industrials and the Building Materials strategic business units as the Material Technologies and the Mobility Solutions to further strengthen our focus in material technologies and leadership in mobility solutions. After this change, Mr. Burak Orhun, current Building Materials Group President, will be appointed as the Material Technologies Group President; while Mr. Cevdet Alemdar, current Industrials Group President, will be appointed as the Mobility Solutions Group President, both effective from April 19, 2024. Together with these appointments, Akçansa, Çimsa and Kordsa will continue their operations under the Material Technologies Group while Brisa, Temsa Ulaşım and Temsa Motorlu Araçlar will operate under the Mobility Solutions Group.

Independent Auditor's Report on the Annual Report



4. Board of Director's Responsibility for the Annual Report

Group management's responsibilities related to the annual report according to Articles 514 and 516 of Turkish Commercial Code ("TCC") No. 6102 and Capital Markets Board's ("CMB") Communiqué Serial II, No:14.1, "Principles of Financial Reporting in Capital Markets" (the "Communiqué") are as follows:

- to prepare the annual report within the first three months following the balance sheet date and present it to the general assembly;
- to prepare the annual report to reflect the Group's operations in that year and the financial position in a true, complete, straightforward, fair and proper manner in all respects. In this report financial position is assessed in accordance with the financial statements. Also in the report, developments and possible risks which the Group may encounter are clearly indicated. The assessments of the Board of Directors in regards to these matters are also included in the report.
- to include the matters below in the annual report:
 - events of particular importance that occurred in the Company after the operating year,
 - the Group's research and development activities,
 - financial benefits such as salaries, bonuses, premiums and allowances, travel, accommodation and representation expenses, benefits in cash and in kind, insurance and similar guarantees paid to members of the Board of Directors and senior management.

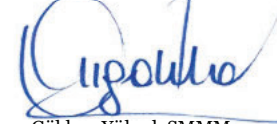
When preparing the annual report, the Board of Directors considers secondary legislation arrangements enacted by the Ministry of Trade and other relevant institutions.

5. Independent Auditor's Responsibility in the Audit of the Annual Report

Our aim is to express an opinion and issue a report comprising our opinion within the framework of TCC and Communiqué provisions regarding whether or not the financial information and the analysis made by the Board of Directors by using the information included in the audited financial statements in the annual report are consistent and presented fairly with the audited consolidated financial statements of the Group and with the information we obtained in the course of independent audit.

Our audit was conducted in accordance with the TSAs. These standards require that ethical requirements are complied with and that the independent audit is planned and performed in a way to obtain reasonable assurance of whether or not the financial information and the analysis made by the Board of Directors by using the information included in the audited financial statements in the annual report are consistent and presented fairly with the audited[consolidated] financial statements and with the information obtained in the course of audit.

PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.


Gökhan Yüksel, SMMM

Independent Auditor

Istanbul, 2 April 2024



CONVENIENCE TRANSLATION INTO ENGLISH OF INDEPENDENT AUDITOR'S REPORT ON THE BOARD OF DIRECTORS' ANNUAL REPORT ORIGINALLY ISSUED IN TURKISH

To the General Assembly of Hacı Ömer Sabancı Holding A.Ş.

1. Opinion

We have audited the annual report of Hacı Ömer Sabancı Holding A.Ş. (the "Company") and its subsidiaries (collectively referred to as the "Group") for the 1 January 2023 - 31 December 2023 period.

In our opinion, the financial information and the analysis made by the Board of Directors by using the information included in the audited financial statements regarding the Group's position in the Board of Directors' Annual Report are consistent and presented fairly, in all material respects, with the audited full set consolidated financial statements and with the information obtained in the course of independent audit.

2. Basis for Opinion

Our independent audit was conducted in accordance with the Independent Standards on Auditing that are part of the Turkish Standards on Auditing (the "TSA") adopted within the framework of the regulations of the Capital Markets Board and issued by the Public Oversight Accounting and Auditing Standards Authority ("POA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities in the Audit of the Board of Directors' Annual Report section of our report. We hereby declare that we are independent of the Group in accordance with the Ethical Rules for Independent Auditors (including Independence Standards) (the "Ethical Rules") and the ethical requirements regarding independent audit in regulations issued by POA and the regulations of the Capital Markets Board and other relevant legislation that are relevant to our audit of the financial statements. We have also fulfilled our other ethical responsibilities in accordance with the Ethical Rules and regulations. We believe that the audit evidence we have obtained during the independent audit provides a sufficient and appropriate basis for our opinion.

3. Our Audit Opinion on the Full Set Consolidated Financial Statements

We expressed an unqualified opinion in the auditor's report dated 2 April 2024 on the full set consolidated financial statements for the 1 January 2023 - 31 December 2023 period.

PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
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