

Information on the Ordinary General Assembly Meeting

HACI ÖMER SABANCI HOLDİNG A.Ş. AGENDA OF THE 2025 ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 31 MARCH 2026, AT 14:00

1. Opening of the meeting and formation of the Meeting Bureau,
2. Reading and discussion of the 2025 Annual Report of the Board of Directors,
3. Reading the Auditor's reports,
4. Reading, discussion and approval of the Sustainability Report prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS) for the year 2024,
5. Reading, discussion and approval of the financial statements for the year 2025,
6. Submission to the approval of the General Assembly of the member elected to serve for the remaining term of office in the Board membership vacated during the period,
7. Release of the members of the Board of Directors regarding activities in 2025,
8. Discussion and resolution of the proposed amendments to Articles 10 and 35 of the Company's Articles of Association and the addition of Article 41 thereto,
9. Determination of the allocation of the Company's profit for the year 2025 and the ratios of profit and dividend distributions,
10. Election of the members of the Board of Directors and determination of their terms of office,
11. Determination of the remuneration of the Members of the Board of Directors and of their rights such as attendance fees, bonuses and premiums,
12. Election of the Auditor and Group Auditor,
13. Providing information on the transactions carried out under the expired share buy-back program,
14. Informing the General Assembly about the donations and contributions made in 2025,
15. Determination of the upper limit for donations to be made in 2026,
16. Granting permission to the Chairperson and Members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,
17. Wishes and remarks.

HACI ÖMER SABANCI HOLDİNG A.Ş. DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2025 (TRY)

1.	Paid-in Capital		2,100,375,969.18
2.	General Legal Reserves (As per Turkish GAAP)		420,075,193.84
Pursuant to Article 35 of the Articles of Association, after allocating 5% of the Net Profit as the General Legal Reserve and 5% of the Paid-in Capital as the First Dividend, 3% of the remaining amount shall be allocated to the Hacı Ömer Sabancı Foundation.			
		As per IFRS	As per Turkish GAAP
3.	Profit	29,590,769,000.00	10,088,741,316.84
4.	Taxes (-)	21,936,664,000.00	337,548,177.40
5.	Net Profit for the Period (=)	3,793,369,000.00	9,751,193,139.44
6.	Previous Years' Losses (-)	-	-
7.	General Legal Reserves (-)	-	-
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD	3,793,369,000.00	9,751,193,139.44
9.	Donations Granted During the Year (+)	8,303,791.00	-
10.	NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS	3,801,672,791.00	9,751,193,139.44
11.	First Category Dividend for Shareholders	105,018,798.46	105,018,798.46
	- Cash	105,018,798.46	105,018,798.46
	- Share	-	-
	- Total	105,018,798.46	105,018,798.46
12.	Dividends Distributed to the Privileged Shareholders	-	-
13.	Other Dividends Distributed	-	-
	- Members of the Board of Directors	-	-
	- Employees	-	-
	- Non-Shareholders	-	-
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	-	-
15.	Second Category Dividend for Shareholders	2,863,988,656.54	2,433,795,199.43
16.	General Legal Reserves	-	-
17.	Status Reserves	-	-
18.	Special Reserves (According to Article 5/1-e of Corporate Tax Law)	-	-
19.	Extraordinary Reserves	824,361,545.00	7,212,379,141.55
20.	Other Resource Planned for Distribution	-	430,193,457.11
	- Previous Years' Profit	-	-
	- Extraordinary Reserve	-	430,193,457.11
	- Other Distributable Reserves as per the Legislation and the Articles of Association	-	-

HACI ÖMER SABANCI HOLDİNG A.Ş. DIVIDEND RATES TABLE FOR THE YEAR 2025

	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	2,969,007,455.00	-	78.27	1.41356	141.35600
NET*	2,812,340,411.45	-	74.14	1.33897	133.89700

* Pursuant to Provisional Articles 61 and 62 of Income Tax Law No. 193, the withholding tax practice has differed from the general withholding tax implementation due to earnings subject to the investment incentive exemption. Of the gross amount of TRY 2,969,007,455 to be distributed, TRY 1,924,560,498.06 consists of earnings within the scope of the investment incentive exemption and is therefore not subject to withholding tax, while the remaining TRY 1,044,446,956.94 is subject to a 15% withholding tax rate.

INFORMATION ON FINANCIAL BENEFITS, DONATIONS, R&D EXPENSES AND INVESTMENT EXPENDITURES

Financial Benefits Provided to the Members of the Governing Body and Senior Executives

According to Article 19 of Articles of Association, remunerations, fees, bonuses and premiums are payable to members of the Board of Directors by the General Assembly resolution. In addition to that; According to the Article 17 of Articles of Association, remuneration payable to managing directors shall be decided by the Board of Directors. Key management personnel compensation is disclosed in our financial statements.

Note: Please refer to Note 37 in 2025 Consolidated Financial Statements available on Sabancı Holding's Investor Relations website.

Employee Benefits and Entitlements

Employees of Sabancı Holding are entitled to 12 monthly salaries and an additional 4-month bonus payment.

For the fiscal year 1 January – 31 December 2025, Sabancı Holding provided TL 90,268 thousand in allowances, travel, accommodation, representation expenses, and other in-kind and cash benefits. (1 January – 31 December 2024: TL 165,243 thousand)

Information on Donations Made During the Year

For the fiscal year 1 January – 31 December 2025, Sabancı Holding made donations amounting to TL 8,834 thousand.

Research and Development (R&D) Expenses

Sabancı Group companies actively carry out R&D activities to sustain their competitive position by keeping pace with the technological developments required by their respective sectors.

As of December 31, 2025, the consolidated R&D expenses of Sabancı Holding amounted to TL 335,804 thousand (31 December 2024: TL 409,247 thousand).

Capitalized development expenditures as of the same date amounted to TL 603,862 thousand (31 December 2024: TL 558,260 thousand).

Investment Expenditures

As of December 31, 2025, Sabancı Holding's combined investment expenditures were TL 105,349,978 thousand (31 December 2024: TL 89,129,303 thousand), while consolidated investment expenditures stood at TL 35,444,676 thousand (31 December 2024: TL 36,908,662 thousand).