

**HACI ÖMER SABANCI HOLDİNG A.Ş.**  
**THE 2022 ORDINARY GENERAL ASSEMBLY MEETING**  
**INFORMATION DOCUMENT**

Sabancı Holding’s 2022 Ordinary General Assembly Meeting will be held to discuss the agenda below on **30 March 2023, Thursday, at 2.00 PM** at the address of the Company headquarters Sabancı Center, 4. Levent 34330 İstanbul, Türkiye.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who are entitled to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature via the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders could authorize their representatives by using Electronics General Assembly System or by way of filling the proxy form attached to invitation or the proxy form which is available at the Company headquarters and our Company’s website ([www.sabanci.com](http://www.sabanci.com)) and notarizing their signature in line with the provisions of the Capital Markets Board’s Communiqué numbered II- 30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives’ ID cards and authorization documents,
- Real and legal person’s representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Registry Agency’s website ([www.mkk.com.tr](http://www.mkk.com.tr)).

Our shareholders and their representatives, who will be attending the meeting electronically are required to fulfill their obligations in accordance with the provisions of “Regulation Regarding the Electronic General Assembly of the Joint-Stock Company” published on the Official Gazette dated 28 August 2012 and numbered 28395 as well as “Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint-Stock Company” published on the Official Gazette dated 29 August 2012 and numbered 28396.

The Financial Statements, The Board of Directors’ Annual Report, Independent Audit Reports, Profit Distribution Proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2022 are made available for the shareholders examination at least three weeks before the date of the meeting on the Electronic General Assembly System section of the Central Registry Agency website ([www.mkk.com.tr](http://www.mkk.com.tr)), on the “Investors Relations” section of our Company’s website ([www.sabanci.com](http://www.sabanci.com)), and on Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)), as well as at the above-mentioned address of the Company’s headquarters.

Our shareholders are respectfully requested to honor the meeting on mentioned day and time.

**HACI ÖMER SABANCI HOLDİNG A.Ş.**  
**CHAIR OF THE BOARD**

**HACI ÖMER SABANCI HOLDİNG A.Ş.**  
**AGENDA FOR THE 2022 ORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON 30 MARCH 2023, AT 2.00 P.M.**

1. Opening and formation of the Meeting Council,
2. Reading and discussion of the 2022 Annual Report of the Board of Directors,
3. Reading the 2022 Auditor's Reports,
4. Reading, discussion and approval of the 2022 Financial Statements,
5. Release of the members of the Board of Directors with regard to the 2022 activities,
6. Determining the use of the 2022 profit and rate of dividend to be distributed,
7. Election of the members of the Board of Directors and determination of their terms of office,
8. Determination of monthly gross salaries payable to the members of the Board of Directors,
9. Election of the Auditor and Group Auditor,
10. Informing the General Assembly regarding the donations and grants made by the Company in 2022,
11. Determination of the upper limit for donations to be made in 2023,
12. Submission to the information and approval of the General Assembly the share buy-back program in effect,
13. Granting permission to the Chairperson and the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code.

**ADDITIONAL INFORMATION AS PER  
CORPORATE GOVERNANCE PRINCIPLES OF  
THE CAPITAL MARKETS BOARD OF TÜRKİYE**

General statutory information pursuant to the Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1 and attached Corporate Governance Principles is provided in this section, whereas the information concerning the agenda items are presented under the relevant agenda item below.

**1. Information Regarding Shareholding Structure and Shares Representing Capital**

According to Article 10 of the Articles of Association, paid-in share capital of Sabancı Holding amounting TRY 2.040.403.931 is divided into 204,040,393,100 registered shares, each of which is fully paid-up with a par value of TRY 0,01 (1 Kurus), within the authorized capital of TRY 3.000.000.000. No share groups were created amongst the shares representing share capital. Therefore, there is no privileged shares; and one share, one vote principle applies.

The shareholding structure of Sabancı Holding is represented in the table below.

Title / Name-Surname	Share in Capital	
	(TRY)	(%)
Sakıp Sabancı Holding A.Ş.	287,100,000.56	14.07
Serra Sabancı	147,370,880.80	7.22
Suzan Sabancı Dinçer	141,566,960.87	6.94
Çiğdem Sabancı Bilen	141,566,960.87	6.94
Other	1,322,799,127.90	64.83
<b>TOTAL</b>	<b>2,040,403,931.00</b>	<b>100.00</b>

**2. Information Regarding Material Changes Affecting the Activities**

There has not been any material change that took place in 2022, and no material change is contemplated for the forthcoming periods with regard to the management and activities of Sabancı Holding and its subsidiaries.

On the other hand, in the year 2022:

- As part of Sabancı Group’s strategies for new economy-oriented growth, reinforcing the global footprint and developing the technologies of the future, a new company named **Sabancı İklim Teknolojileri A.Ş.** was incorporated, of which Sabancı Holding is the sole and founding shareholder, to invest in renewable energy and climate technologies abroad.
- With the aim of creating a global player in the digital world by focusing on business models based on next generation technologies at Sabancı Group, a new company named **Dx Technology Services and Investment BV** was founded in the Netherlands, of which Sabancı Holding is the sole and founding shareholder.

### **3. Information Regarding Requests for Placing Agenda Item**

There has not been any request for placing an agenda item to be discussed on the 2022 Ordinary General Assembly of Sabancı Holding, neither from shareholders nor Capital Markets Board and other public institutions and authorities.

## **THE 2022 ORDINARY GENERAL ASSEMBLY MEETING EXPLANATIONS REGARDING AGENDA ITEMS**

### **1. Opening and Formation of the Meeting Council**

A Chairperson that governs the General Assembly meeting shall be elected within the framework of the provisions of Turkish Commercial Code No. 6102, the Regulation of the Ministry of Customs and Commerce Regarding Principles and Procedures of General Assembly Meetings of Joint-Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings (Regulation), the Articles of Association, and Internal Directive of the General Assembly of the Company.

### **2. Reading and Discussion of the 2022 Annual Report of the Board of Directors**

The Board of Directors' 2022 Annual Report, which is available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and the Company website ([www.sabanci.com](http://www.sabanci.com)) three weeks before the General Assembly meeting will be read and presented to the opinions of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

### **3. Reading the 2022 Auditor's Reports**

The Auditor's Reports for the year 2022, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and the Company website ([www.sabanci.com](http://www.sabanci.com)) three weeks before the General Assembly meeting will be read and presented to the opinions of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

### **4. Reading, Discussion and Approval of the 2022 Financial Statements**

The Financial Statements for the year 2022, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and the Company website ([www.sabanci.com](http://www.sabanci.com)) three weeks before the General Assembly meeting will be read and presented to the opinions and approvals of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

### **5. Release of the Members of the Board of Directors with regard to the 2022 Activities**

Release of the members of the Board of Directors with regard to the 2022 activities and accounts will be presented to the approval of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

## 6. Determining the Use of the 2022 Profit and Rate of Dividend to be Distributed

According to the financial statements for the accounting period between 01.01.2022 and 31.12.2022 that was prepared in compliance with the Turkish Financial Reporting Standards and Capital Markets Board's Communiqué on Principles of Financial Reporting in Capital Markets No. II-14.1, and that was audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.; **Consolidated Net Profit Attributed to Equity Holders of the Parent** for the period is **TRY 43,828,379,000**. The Profit Distribution Proposal of the Board of Directors (**Annex/1**) which was prepared according to our long-term strategy, capital requirements, investment and financing policies, profitability and cash position of our Company, its subsidiaries and affiliates will be presented to the opinions and approvals of the General Assembly.

## 7. Election of the Members of the Board of Directors and Determination of Their Terms of Office

Sabancı Holding shall be administered and represented by a Board of Directors consisting of minimum of 7 and maximum of 15 members to be elected at General Assembly, according to the Article 15 of the Articles of Association. Candidates agreed upon by the majority of shareholders or their proxies present at the General Assembly shall be compiled in a single list and such list shall be put out to vote by Council Chairperson of General Assembly and, thus, members shall be elected in a single list.

In this context, an election will be made for the Members of the Board of Directors whose terms have expired. The General Assembly will determine the nominees and the terms of office for the elected members of the Board of Directors.

Additionally, there will be an election for the independent members as per Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 at the General Assembly. **Mr. Hayri Çulhacı, Mr. Mehmet Kahya and Mr. Hüseyin Geliş** are proposed as the nominees for independent memberships by a resolution of the Board of Directors, based on the assessment and recommendation of the Corporate Governance, Nomination and Remuneration Committee. The Capital Markets Board have not given a negative opinion for these independent member nominees.

The resumes and statements of independence of nominees for independent Board members are presented in **Annex/2**.

## 8. Determination of Monthly Gross Salaries Payable to the Members of the Board of Directors

Monthly gross salaries to be paid to the members of the Board of Directors will be determined in accordance with the provisions of the Turkish Commercial Code, the Regulation and the Articles of Association of the Company.

In this context, upon the recommendation of the Corporate Governance, Nomination and Remuneration Committee, payment of a **monthly gross salary of TRY 100,000** to each of the member of the Board of Directors during their term of office will be submitted to the approval of the General Assembly.

## 9. Election of the Auditor and Group Auditor

Upon the recommendations of the Audit Committee, the Board of Directors have resolved, in line with the regulations of the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, to submit the election of **PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.** as the independent auditor for Financial Reports of 2023 accounting period, as the Group Auditor, and for carrying out related activities in accordance with the regulations in the related laws. This proposal will be presented to the approval of the General Assembly.

## 10. Informing the General Assembly regarding the Donations and Grants Made by the Company in 2022

The information regarding the donations made during the year must be submitted to the General Assembly in accordance with the Article 6 of the Capital Markets Board's Communiqué on Dividends No. II-19.1 and the Article 1.3.10. of the Corporate Governance Principles as attached to the Communiqué on Corporate Governance No II-17.1.

In 2022, the amount of donations granted to the foundations and voluntary associations was **TRY 864,417**; of which the beneficiaries are given in the table below.

<b>Beneficiary</b>	<b>Amount (TRY)</b>
General Directorate of Forestry	683,000.00
Business Council for Sustainable Development Türkiye	7,000.00
Association for Supporting Contemporary Life	1,000.00
Spastic Children's Foundation of Türkiye	30,000.00
Tema Foundation	7,367.00
Turkish Educational Foundation	8,450.00
Mother Child Education Foundation	100.00
Bilim Kahramanları Derneği	35,000.00
Hayat Sende Youth Academy Association	9,500.00
Darüşşafaka Society	13,000.00
Mediterranean Conservation Society	35,000.00
Women Solidarity Foundation of Esenyalı İstanbul	35,000.00
<b>TOTAL</b>	<b>864,417.00</b>

This agenda item is for the purposes of informing the General Assembly only, and not subject to approval.

## 11. Determination of the Upper Limit for Donations to be Made in 2023

The upper limit of the donations to be made in 2023 will be determined by the shareholders at the General Assembly.

## 12. Submission to the Information and Approval of the General Assembly the Share Buy-Back Program in Effect

For the purposes of supporting price performance of SAHOL shares in the equity market, and hence reducing the net asset value discount by bringing SAHOL shares closer to its fair value, and providing shareholders with a more attractive long-term investment opportunity; the Board of Directors of Sabancı Holding have resolved, in its meeting dated 09.11.2021, to initiate share buy-back and to submit the transaction to the information and approval of the shareholders at

the first following general assembly meeting. The aforementioned share buy-back transaction was approved by the shareholders during the 2021 Ordinary General Assembly Meeting that was held on 30.03.2022.

Subsequently, the Board of Directors of Sabancı Holding have further resolved in its meeting dated 16.12.2022 to increase total maximum funds allocated for share buy-back transactions to TRY 3,250,000,000 taking into account that the TRY 1,750,000,000 funds that were previously allocated for buy-back have been used at 85.4%, within the scope of the share buyback program initiated with the decision of the Board of Directors dated 09.11.2021 pursuant to the Capital Markets Board's Communiqué on Share Buy-Back No. II-22.1 and the related announcements dated 21.07.2016 and 25.07.2016.

In this context;

- Total maximum funds allocated for share buy-back which was originally determined as TRY 1,750,000,000 have been further raised up to TRY 3,250,000,000 while the maximum number of shares to be repurchased have been kept as up to 10,200,000,000 with a nominal value of TRY 102,000,000 (excluding shares sold) representing approximately 5% of Sabancı Holding's issued share capital;
- As of 28.02.2023, shares with a total of TRY 87,707,522 nominal value representing 4.29% of the share capital were repurchased through transactions made during a total of 143 trading days since the inception of the program. The total cost of these transactions is TRY 1,973,281,859 which means that 60.72% of the budget allocated for share buy-back has been used.
- On the other hand, out of repurchased shares, a portion with TRY 40,801,463 nominal value that represent circa 2% of the share capital were sold to institutional investors on 12.12.2022 at a price of TRY 36.60 per share through block sale method executed on Istanbul Stock Exchange, generating total proceeds of TRY 1,493,333,546.
- As of 28.02.2023, total nominal value of repurchased shares are TRY 46,906,059 which represent 2.30% of the share capital, excluding the shares that were previously sold. The weighted average purchase price for such shares is TRY 28.48 per share.

The share buy-back transaction, which were initiated with the Board of Director's resolution dated 09.11.2021 and extended with its another resolution dated 16.12.2022, will be submitted to the information and approval of the General Assembly.

### **13. Granting Permission to the Chairperson and the Members of the Board of Directors for the Activities Under the Articles 395 and 396 of the Turkish Commercial Code**

The members of our Board of Directors may do business as stipulated in the first subsection of Article 395 titled "Ban to Enter into Business with the Company and Borrowing" and Article 396 titled "Competition Ban" of the Turkish Commercial Code, provided that the permission of the General Assembly is obtained. In order to fulfill the necessities of the regulation, the granting of the permission shall be presented to our shareholders' approval at the General Assembly meeting and the information shall be given for this kind of transactions that have been realized during the year.



**ANNEX/1**

<b>HACI ÖMER SABANCI HOLDİNG A.Ş. DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2022 (TRY)</b>			
1.	Paid-in Capital		2.040.403.931,00
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.		
		<b>As per IFRS</b>	<b>As per Turkish GAAP</b>
3.	Profit	102.751.493.000,00	8.676.961.117,87
4.	Taxes (-)	20.362.002.000,00	845.380.674,32
5.	Net Profit For the Period (=)	43.828.379.000,00	7.831.580.443,55
6.	Previous Years' Losses (-)	0,00	0,00
7.	General Legal Reserves (-)	0,00	0,00
8.	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>43.828.379.000,00</b>	<b>7.831.580.443,55</b>
9.	Donations Granted During The Year (+)	864.417,00	
10.	<b>NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS</b>	<b>43.829.243.417,00</b>	
11.	First Category Dividend For Shareholders	102.020.196,55	
	- Cash	102.020.196,55	
	- Share	0,00	
	- Total	102.020.196,55	
12.	Dividends Distributed to the Privileged Shareholders	0,00	
13.	Other Dividends Distributed	231.886.807,41	
	- Members of the Board of Directors	0,00	
	- Employees	0,00	
	- Non Shareholders	231.886.807,41	
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	0,00	
15.	Second Category Dividend For Shareholders	3.468.686.682,70	
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	2.235.818.825,87
19.	Extraordinary Reserves	40.025.785.313,34	1.793.167.931,02
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

<b>HACI ÖMER SABANCI HOLDİNG A.Ş. DIVIDEND RATES TABLE FOR THE YEAR 2022</b>					
	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	3.570.706.879,25	-	8,15	1,750	175,00
NET (*)	3.213.636.191,33	-	7,33	1,575	157,50

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

## ANNEX/2

### INDEPENDENT BOARD MEMBER NOMINEES STATEMENTS OF INDEPENDENCE AND RESUMES

#### Hayri ÇULHACI (Statement of Independence)

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Hacı Ömer Sabancı Holding A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

**a)** In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,

**b)** In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,

**c)** I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,

**d)** I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,

**e)** I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,

**f)** I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,

**g)** I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,

**h)** I have not served as a member of the Board of the Company for more than six years within last ten years,

**i)** I am not registered in the name of any legal entity elected as a Board member,

**j)** I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

(Signature)

**Hayri ÇULHACI**

21.12.2022

## Hayri ÇULHACI (Resume)

Having graduated from Ankara University Faculty of Political Sciences in 1978, Çulhacı obtained his MBA degree from Northeastern University, USA in 1986.

Between 1979 and 1990, he assumed various audit and management positions at the Ministry of Finance.

Having joined Akbank as Executive Vice President in 1990, Çulhacı became an Executive Director in 2009 also served as the Vice President of the Executive Board, Chairmen of the Audit Committee, Corporate Management Committee and High Level Risk Committee from 2010 on. He was retired in 2020.

Hayri Çulhacı was also a member of the Board's of Aksigorta A.Ş. and AvivaSA Emeklilik ve Hayat A.Ş., and Chairman of the Board's of Ak Yatırım Menkul Değerler A.Ş. and Ak Portföy Yönetimi A.Ş. He is still the Vice Chairman and a member of the Board of Trustees of Sabancı Foundation.

### Duties Within the Last 10 Years

Company/Institution Name	Duration	Position
Sabancı Vakfı	1998-Continue	Board Member
Hacı Ömer Sabancı Holding A.Ş.	2021-Continue	Board Member
Akbank T.A.Ş.	2009-2020	Board Member
Sabancı Üniversitesi	2010-2014	Board Member
Akbank T.A.Ş. Mensupları Tekaüt Sandığı Vakfı	2010-2020	Chairman
Ak Yatırım Menkul Değerler A.Ş.	2010-2011	Chairman
Ak Portföy Yönetimi A.Ş.	2010-2011	Chairman
Aksigorta A.Ş.	2012-2020	Board Member
AvivaSA Emeklilik Hayat A.Ş.	2013-2020	Board Member

### **Mehmet KAHYA (Statement of Independence)**

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Hacı Ömer Sabancı Holding A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

**a)** In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,

**b)** In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,

**c)** I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,

**d)** I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,

**e)** I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,

**f)** I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,

**g)** I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,

**h)** I have not served as a member of the Board of the Company for more than six years within last ten years,

**i)** I am not registered in the name of any legal entity elected as a Board member,

**j)** I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

(Signature)

**Mehmet KAHYA**

21.12.2022

### **Mehmet KAHYA (Resume)**

Mehmet Kahya received his double major BS degree in Chemical Engineering and Economics from Yale University and his MBA with majors in Finance, Marketing and Quantitative Methods from Kellogg Graduate School of Management.

He started his career as Management Services Manager at Sasa (1975-1980), and later was Founder and Managing Director of MKM BV (Holland, 1980-1984) and of Siberetik Sistemler (1984-1986). Mehmet rejoined Sabancı Group in 1986 as Automotive Group Vice President and was EVP/President of Temsa (1986-1990) and Member of the Presidency of ToyotaSA (1990-1994) while serving as the member of the Management and Planning Council of Sabancı Holding and as member of the Board's of Temsa, ToyotaSA, Susa and Sapeksa.

In the period 1994-2006, various positions held by Mehmet was Managing Director and Vice Chairman of the Board of CarnaudMetalbox, President of Uzel Makine, and Member of the Executive Committee of Uzel Holding, General Manager and Group Vice President of DYO, Member of the Executive Committee of Sarten Ambalaj, shareholder and Vice Chairman of the Board of Gierlings Velpor (Portugal) and President of Assan Aluminum.

Since 2006, he is advising boards/shareholders as the Founder and Principal of Kronus and serving as an independent member of the Boards' of listed/unlisted companies. Currently, he serves as an independent member of the Board of Directors' of Brisa, member of the Board of Temsa and Electrosalus Biyomedikal; as shareholder advisor at Dağbaşı Yatırım, Audio, Enerjeo Kemaliye and Enerjeo Gediz.

### **Duties Within the Last 10 Years**

<b>Company/Institution Name</b>	<b>Duration</b>	<b>Position</b>
Kronus Kurumsal Finans Dan. A.Ş.	2006-Continue	Founder
Brisa	2018-Continue	Independent Board Member
Temsa	2020-Continue	Board Member
Hacı Ömer Sabancı Holding A.Ş.	2021-Continue	Independent Board Member
CarrefourSA	2016-2021	Independent Board Member
Teknosa	2018-2021	Independent Board Member
Sasa	2012-2016	Independent Board Member
Çimsa	2012-2018	Independent Board Member
Yünsa	2012-2018	Independent Board Member
Yaşar Holding	2009-2015	Independent Board Member
Altinyunus	2010-2014	Independent Board Member
DYO	2010-2016	Independent Board Member
Viking Kağıt	2010-2016	Independent Board Member

## **Hüseyin GELİŞ (Statement of Independence)**

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Hacı Ömer Sabancı Holding A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

**a)** In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,

**b)** In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,

**c)** I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,

**d)** I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,

**e)** I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,

**f)** I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,

**g)** I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,

**h)** I have not served as a member of the Board of the Company for more than six years within last ten years,

**i)** I am not registered in the name of any legal entity elected as a Board member,

**j)** I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

(Signature)

**Hüseyin GELİŞ**

21.12.2022

## Hüseyin GELİŞ (Resume)

Starting his career in 1976 at the Siemens manufacturing facility focusing on telecommunication, Geliş worked in R&D, production, PBX systems, planning, logistics organization, and strategic purchasing groups successively. Assigned to Siemens India as CFO and Vice President in 2000, Hüseyin Geliş was selected one of the “Top 10 CFOs” within the Fortune 500 companies in Business Today’s list of 2005. He was assigned as the CEO and President of Siemens Türkiye on October 1, 2007. As Chief Executive Officer, Hüseyin Geliş is responsible for overall strategic management and leadership for all Siemens activities in Türkiye.

In 2015, he took over the Presidency of TÜSİAD’s Germany Network and became a member to the G20/B20 Turkey Digitalization Task Force. Hüseyin Geliş is also a Board Member of YASED since 2017 and the Vice Chairman as of February 2019. Hüseyin Geliş signed PWN’s CEO Manifesto in Support of Social Gender Equality in 2018 and became an Equality Ambassador. He also acts as a Member of High Advisory Board of Darüşşafaka Society.

Geliş was rewarded the Order of Merit by the German President for his contributions to building economic, political and cultural bonds between Türkiye and Germany.

### Duties Within the Last 10 Years

Company/Institution Name	Duration	Position
Siemens Sanayi ve Ticaret A.Ş.	2007-Continue	CEO
Siemens Sanayi ve Ticaret A.Ş. Emekli ve Yardım Sandığı Vakfi	2008-Continue	President
Darüşşafaka Society	2009-Continue	High Advisory Board Member
TÜSİAD	2015-Continue	President of German Network
YASED	2017-Continue	Vice Chair of the Board
Siemens Mobility Ulaşım Sistemleri A.Ş.	2017-Continue	Board Member
Siemens Healthcare Sağlık A.Ş.	2019-Continue	Board Member
İzmir Institute of Technology	2020-Continue	Advisory Board Member
Turkish-German University	2021-Continue	Advisory Board Member
Hacettepe University	2022-Continue	Advisory Board Member
Siemens Finansal Kiralama A.Ş.	2022-Continue	Vice Chair of the Board
Siemens Finansal Kiralama A.Ş.	2007-2022	Chair of the Board