

HACI ÖMER SABANCI HOLDİNG A.Ş.
INFORMATION DOCUMENT
FOR THE 2025 ORDINARY GENERAL ASSEMBLY MEETING
DATED 31 MARCH 2026

Sabancı Holding’s 2025 Ordinary General Assembly Meeting will be held to discuss the agenda below on **31 March 2026, Tuesday, at 14.00** at the address of the Company headquarters Sabancı Center, 4. Levent, Beşiktaş / İstanbul.

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) and notarizing their signature in line with 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).

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.

Financial statements and the Board of Directors’ annual report for 2025, independent audit reports, dividend distribution proposal of the Board of Directors, TSRS-compliant sustainability report for 2024, Amendment Text for the Articles of Association, and Information Document Regarding General Assembly Meeting for the year 2025 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), on the “Investors Relations” section of the Company’s website (www.sabanci.com), and on Public Disclosure Platform (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 the day mentioned and time.

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

HQ: Sabancı Center, 4. Levent 34330 İstanbul
Phone: (0212) 385 80 80 **Faks:** (0212) 385 88 88 **Web:** sabanci.com

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.

ADDITIONAL INFORMATION AS PER CORPORATE GOVERNANCE PRINCIPLES

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, total share capital of Sabancı Holding amounting to TRY 2,100,375,969.18 is divided into 210,037,596,918 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	
	Amount (TRY)	Ratio (%)
Sakıp Sabancı Holding A.Ş.	291.901.132,83	13,90
Serra Sabancı	147.370.881,70	7,02
Suzan Sabancı Sabancı	143.672.720,64	6,84
Çiğdem Sabancı	143.672.720,64	6,84
Other	1.373.758.513,37	65,40
TOTAL	2.100.375.969,18	100,00

2. Information regarding material changes affecting the activities

There has not been any material change that took place in 2025, 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, material event disclosures made within the framework of the relevant legislation regarding the developments in the management and activities of Sabancı Holding are published on the “Investor Relations” section of the Company website (www.sabanci.com) and on Public Disclosure Platform (www.kap.org.tr) for the review of our stakeholders.

3. Information Regarding Requests for Placing Agenda Item

There has not been any written request for placing an agenda item to be discussed on the 2025 Ordinary General Assembly of Sabancı Holding, neither from shareholders nor Capital Markets Board and other public institutions and authorities.

- 4. If the dismissal, replacement, or election of members of the Board of Directors is included in the agenda of the General Assembly meeting; information on the grounds for dismissal or replacement, and regarding the persons whose candidacy for Board membership has been submitted to the Company, their résumés, the positions they have held during the last ten years and the reasons for leaving such positions, the nature and materiality level of their relationship with the Company and the Company's related parties, whether they meet the independence criteria, and, if elected as Board members, any similar matters that may affect the Company's activities.**

There is an item on the agenda regarding the election of members of the Board of Directors. The election of the Board members will be resolved by the General Assembly.

Pursuant to the resolution of the Board of Directors adopted in line with the report of the Corporate Governance Committee, Hüseyin Geliş, Tayfun Bayazıt and Mehmet Kahya have been nominated as independent member candidates. No adverse opinion has been issued by the Capital Markets Board regarding the independent member candidates.

The résumés, independence declarations, and the positions held by the independent member candidates during the last ten years are presented in Annex-1.

- 5. If there is an amendment to the Articles of Association on the agenda, the relevant Board of Directors' resolution together with the former and amended versions of the Articles of Association.**

Amendments to the Articles of Association will be submitted to the approval of the General Assembly as follows:

- In Article 10, to increase the registered capital ceiling to TRY 10.000.000.000 and to extend the validity period of the ceiling until the end of 2030;
- To repeal the provision set out in Article 35 regarding the payment made to the Hacı Ömer Sabancı Foundation, and to add Article 41 to the Articles of Association in order to determine the principles for calculating the donation to be made to the Hacı Ömer Sabancı Foundation/Sabancı University.

The amendment text is presented in Annex-2.

EXPLANATIONS REGARDING AGENDA ITEMS OF THE 2025 ORDINARY GENERAL ASSEMBLY MEETING

1. Opening of the meeting and formation of the Meeting Bureau

The Chairperson of the Meeting and the Meeting Bureau to preside over the General Assembly meeting shall be formed in accordance with the Turkish Commercial Code (TCC), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend Such Meetings (the Regulation), the Articles of Association, and the Internal Directive of the General Assembly.

2. Reading and discussion of the 2025 annual report of the Board of Directors

In accordance with the provisions of the Turkish Commercial Code (TCC), the Regulation, and our Internal Directive of the General Assembly, the Board of Directors' Annual Report for 2025, which has been made available for the review of our shareholders for a period of three weeks prior to the General Assembly meeting at our Company's headquarters, on the Electronic General Assembly System of the Central Securities Depository (MKK), on the Public Disclosure Platform (KAP), and on our corporate website (www.sabanci.com), will be read at the General Assembly and submitted for the consideration of our shareholders.

3. Reading the Auditor's reports

In accordance with the provisions of the Turkish Commercial Code (TCC), the Regulation, and our Internal Directive of the General Assembly, the auditor's reports relating to the financial statements and the 2024 Sustainability Report prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS), which have been made available for the review of our shareholders for a period of three weeks prior to the General Assembly meeting at our Company's headquarters, on the Electronic General Assembly System of the Central Securities Depository (MKK), on the Public Disclosure Platform (KAP), and on our corporate website (www.sabanci.com), will be read at the General Assembly and submitted for the information of our shareholders.

4. Reading, discussion and approval of the Sustainability Report prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS) for the year 2024

In accordance with the provisions of the Turkish Commercial Code (TCC), the Regulation, and our Internal Directive of the General Assembly, the 2024 Sustainability Report prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS), which has been made available for the review of our shareholders for a period of three weeks prior to the General Assembly meeting at the Company's headquarters, on the Electronic General Assembly System of the Central Securities Depository (MKK), on the Public Disclosure Platform (KAP), and on our corporate website (www.sabanci.com), will be read at the General Assembly and submitted for the consideration and approval of our shareholders.

5. Reading, discussion and approval of the financial statements for the year 2025

In accordance with the provisions of the Turkish Commercial Code (TCC), the Regulation, and our Internal Directive of the General Assembly, the financial statements for the year 2025, which have been made available for the review of our shareholders for a period of three weeks prior to the General Assembly meeting at the Company's headquarters, on the Electronic General Assembly System of the Central Securities Depository (MKK), on the Public Disclosure Platform (KAP), and on our corporate website (www.sabanci.com), will be read at the General Assembly and submitted for the consideration and approval of our shareholders.

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

At the meeting of the Board of Directors dated 29 May 2025, Mr. Kıvanç Zaimler was appointed, effective as of 1 June 2025, to the Board membership vacated due to resignation. This appointment will be submitted to the approval of the General Assembly.

7. Release of the members of the Board of Directors regarding activities in 2025

The release of the members of the Board of Directors regarding the 2025 activities and accounts will be presented for approval by our shareholders in accordance with the provisions of the Turkish Commercial Code, the Regulation, and the Internal Directive of the General Assembly.

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

Amendments to the Articles of Association will be submitted to the approval of the General Assembly as follows:

- In Article 10, to increase the registered capital ceiling to TRY 10.000.000.000 and to extend the validity period of the ceiling until the end of 2030;
- To repeal the provision set out in Article 35 regarding the payment made to the Hacı Ömer Sabancı Foundation, and to add Article 41 to the Articles of Association in order to determine the principles for calculating the donation to be made to the Hacı Ömer Sabancı Foundation/Sabancı University.

The amendment text is presented in Annex-2.

9. Determination of the allocation of the Company's profit for the year 2025 and the ratios of profit and dividend distributions

According to the financial statements for the accounting period between 01.01.2025 and 31.12.2025 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 DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.; **Consolidated Net Profit Attributed to Equity Holders of the Parent** for the period is **TRY 3.793.369.000,00**. The Dividend Distribution Proposal of the Board of Directors (**Annex-3**), prepared in line with our long-term strategy, capital requirements, investment and financing policies, as well as the profitability and cash position of the Company and its subsidiaries and affiliates, will be submitted for the opinion and approval of the General Assembly.

10. 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 the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 at the General Assembly. **Mr. Tayfun Bayazit, Mr. Mehmet Kahya and Mr. Hüseyin Gelis** are proposed as the nominees for independent membership seats 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 has not given a negative opinion on these independent member nominees.

The resumes and statements of independence of nominees for independent members are presented in **Annex-1**.

11. Determination of the remuneration of the Members of the Board of Directors and of their rights such as attendance fees, bonuses and premiums

Monthly gross salaries to be paid to the members of the Board of Directors will be determined by the General Assembly.

12. Election of the Auditor and Group Auditor

Upon the recommendations of the Audit Committee, the Board of Directors has resolved, in line with the regulations of the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, to submit the election of **DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.** for one-year period as the independent auditor for the financial reports of 2026 accounting period, as the Group Auditor, implement assurance audits for the Company's TSRS-compliant sustainability reports for the year 2026 within the framework of sustainability regulations and to carry out related activities in accordance with the applicable laws and regulations. This proposal will be presented for approval by the General Assembly.

13. Providing information on the transactions carried out under the expired share buy-back program

The Company's share buyback program has expired as it reached the maximum period stipulated under the applicable legislation. Detailed information regarding the expired share buyback program was disclosed to the public through the announcement dated 18 December 2025 published on the Public Disclosure Platform.

Under the program, including the shares that were subsequently disposed of, a total of shares with a nominal value of TRY 106.229.265 were repurchased. A significant portion of these repurchased shares was sold to institutional investors through block sales. Accordingly:

- On 12 December 2022, shares with a nominal value of TRY 40.801.463 (with a unit cost of TRY 15,62) were sold at a price of TRY 36,60 per share;
- On 19 September 2023, shares with a nominal value of TRY 60.577.802 (with a unit cost of TRY 31,15) were sold at a price of TRY 52,46 per share.

In total, shares with a nominal value of TRY 101.379.265 were sold.

When both transactions are evaluated together, the average sale price per lot amounted to TRY 46,07, generating total proceeds of TRY 4.670.957.052 and a total profit of TRY 2.146.797.893,79 (excluding transaction costs).

Throughout the buyback program, an average of TRY 26,39 per lot was paid, with a maximum payment of TRY 59,06 per lot. The repurchases carried out during the program corresponded to 5,06% of the Company's share capital, and a total of TRY 2.802.751.032,91 was paid for shares with a nominal value of TRY 106.229.265.

Following the sales, shares with a nominal value of TRY 4.850.000 (representing 0,23% of the share capital) remain in the Holding's portfolio, with an average repurchase cost of TRY 57,44 per share.

14. Informing the General Assembly about the donations and contributions made in 2025

Pursuant to Article 6 of the Capital Markets Board's Communiqué on Dividends (II-19.1) and Article 1.3.10 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué (II-17.1), donations made during the year must be submitted to the information of the General Assembly.

In 2025, the total amount of donations granted to various foundations, voluntary associations and other institutions was **TRY 8.303.791**; of which the beneficiaries are given in the table below.

Beneficiary	Amount (TRY)
Sabancı Üniversitesi	4.000.000
Avrupa Birliği Koleji Bursu	1.417.691
Sevda Cenap And Müzik Vakfı	1.393.500
OGEM	742.000
Kolektif Etki Programı Derneği	300.000
Kapsayıcı ve Erişebilir Yaşam Derneği	300.000
Türk Eğitim Vakfı	150.600
TOTAL	8.303.791

The total amount of donations and grants made was realized within the limit determined at the Ordinary General Assembly Meeting for the year 2024.

15. Determination of the upper limit for donations to be made in 2026

The upper limit of the donations to be made in 2026 will be determined by the shareholders at the General Assembly.

16. 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.

17. Wishes and remarks

As the last agenda item of the General Assembly meeting, shareholders who wish to express their wishes and remarks, if any, will be listened.

ANNEX-1

INDEPENDENT BOARD MEMBER NOMINEES STATEMENTS OF INDEPENDENCE AND RESUMES

Tayfun BAYAZIT (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.

Tayfun BAYAZIT

December 2, 2025

Tayfun BAYAZIT (Resume)

After completing his undergraduate studies in Mechanical Engineering at Southern Illinois University, Mr. Bayazıt received his MBA degree (1983) from Columbia University, with concentrations in Finance and International Relations. He began his banking career at Citibank.

He subsequently held senior executive positions for 13 years within the Çukurova Group, serving as Executive Vice President at Yapı Kredi, General Manager at Interbank, and CEO of Banque de Commerce et de Placement S.A. in Switzerland. In 1999, he was appointed Vice Chairman of the Board of Doğan Holding and Executive Director of Dışbank, and in 2001 he assumed the role of CEO of Dışbank within the same group.

Elected Chairman of the Board in 2003, Mr. Bayazıt was appointed CEO of Fortis Turkey and a member of the Fortis Global Executive Committee following Fortis' acquisition of a majority stake in Dışbank in July 2005. At the General Assembly held in 2006, he assumed the position of Chairman of the Board of Fortis Turkey.

In 2007, he returned to Yapı Kredi Bank as Executive Director and General Manager, and in 2009 he became Chairman of the Board of the bank.

Mr. Bayazıt left his position at Yapı Kredi Bank in August 2011 to establish his own management and consultancy company. In addition to his membership in the TÜSİAD High Advisory Council, he actively serves in various non-governmental organizations.

Duties Within The Last 10 Years

Start Year	End Year	Company/Institution Name	Position	Reason for Departure
2025	-	Hacı Ömer Sabancı Holding A.Ş.	Independent Board Member	Ongoing
2023	-	Polisan Holding A.Ş.	Board Chair	Ongoing
2023	-	Polisan Kansai Boya A.Ş.	Board Member	Ongoing
2023	-	Polisan Yapıkim Yapı Kimyasalları A.Ş.	Board Chair	Ongoing
2023	-	Polisan Kimya San. ve Tic. A.Ş.	Board Chair	Ongoing
2012	-	Marsh Sigorta ve Restürans Brokerliği A.Ş.	Board Chair	Ongoing
2018	-	Boyner Holding A.Ş.	Board Member	Ongoing
2014	-	Aura Portföy Yönetimi A.Ş.	Board Chair	Ongoing
2019	-	B4YO Yönetim Danışmanlığı A.Ş.	Board Chair	Ongoing
2011	-	Bayazıt Yönetim ve Danışmanlık Limited Şirketi	Founding Partner – Manager	Ongoing
2021	-	D-Market Elektronik Hizmetler ve Tic. A.Ş.	Independent Board Member	Ongoing
2023	-	Adel Kalemçilik Tic. ve San. A.Ş.	Independent Board Member	Ongoing
2024	-	Borusan Birleşik Boru Fabrikaları San. ve Tic. A.Ş.	Independent Board Member	Ongoing
2012	2018	Doğan Holding A.Ş.	Independent Board Member	End of Term
2012	2018	Tav Havalimanları Holding A.Ş.	Independent Board Member	End of Term
2012	2018	Migros Ticaret A.Ş.	Independent Board Member	End of Term
2018	2024	Coca Cola İçecek A.Ş.	Independent Board Member	End of Term
2018	2024	MLP Sağlık Hizmetleri A.Ş.	Independent Board Member	End of Term
2022	2024	Zorlu Holding A.Ş.	Board Member	Resign

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.

Mehmet KAHYA

December 2, 2025

Mehmet KAHYA (Resume)

Mehmet Kahya, who completed his undergraduate education at Yale University with a double major BS degree in chemical engineering and economics (1973), received his MBA degree in finance, marketing and operations research at the Kellogg School of Management (1975).

He started his working life in Sabancı Holding at Sasa A.Ş. as the Chief of Management Services (1975-1980) and later served as the President of MKM International (Netherlands, 1980-1984) and Siberetik Sistemler (1984-1986), of both of which he was the founder. Mehmet Kahya served as Vice President and President of Temsa (1986-1990), Founding Vice President of Toyotasa (1990-1994) as well as a member of the Sabancı Holding Planning and Steering Council and a Board Member of Temsa, Toyotasa, Susa and Sapeksa.

Mehmet Kahya was Managing Director and Deputy Chairman of the Board of Directors of CarnaudMetalbox between 1994-1998 and then President of Uzel Makine and Executive Board Member of Uzel Holding (1998-2001), General Manager of DYO and Vice President of Yaşar Holding Paint Group (2001-2002), Executive Board Member of Sarten Ambalaj (2002-2003), Vice Chairman of the Board of Gierlings Velpor (Portugal, 2003-2005) and President of Assan Aluminum (2004-2006).

Mehmet Kahya was an Independent Member of Çimsa, Yünsa, Sasa, Yaşar Holding, Altinyunus, DYO, Viking Kağıt Board of Directors and continues to contribute as a consultant for strategy, restructuring, profitability transformation, growth, acquisition and merger projects through Kronus, of which he is the founder. At the same time, he works as an Independent Board Member at Sabancı Holding, as a Board Member at Electrosalus and as a shareholder consultant at various companies.

Duties Within the Last 10 Years

Start Year	End Year	Company/Institution Name	Position	Reason for Departure
2021	-	Hacı Ömer Sabancı Holding A.Ş.	Independent Board Member	Ongoing
2016	-	Electrosalus Biyomedikal A.Ş.	Board Member	Ongoing
2006	-	Kronus Kurumsal Finans Dan. A.Ş.	Board Membe	Ongoing
2020	2022	Temsa	Board Member	End of term
2018	2022	Brisa	Independent Board Member	End of term
2016	2021	CarrefourSA	Independent Board Member	End of term
2018	2021	Teknosa	Independent Board Member	End of term
2012	2016	Sasa	Independent Board Member	End of term
2012	2018	Çimsa	Independent Board Member	End of term
2012	2018	Yünsa	Independent Board Member	End of term
2009	2015	Yaşar Holding	Independent Board Member	End of term
2010	2014	Altinyunus	Independent Board Member	End of term
2010	2016	DYO	Independent Board Member	End of term
2010	2016	Viking Kağıt	Independent Board Member	End of term

Hüseyin GELİS (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.

Hüseyin GELİS

December 2, 2025

Hüseyin GELİS (Resume)

Starting his career in 1976 at the Siemens manufacturing facility focusing on telecommunication, Gelis 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 Gelis 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 Gelis 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 Gelis was also a Board Member of YASED between 2017-2023 and the Vice Chairman between 2019-2023. Hüseyin Gelis 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.

Gelis 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

Start Year	End Year	Company/Institution Name	Position	Reason for Departure
2023	-	Hacı Ömer Sabancı Holding A.Ş.	Independent Board Member	Ongoing
2007	-	Siemens Sanayi ve Ticaret A.Ş.	Board Chair and CEO	Ongoing
2008	-	Siemens Sanayi ve Ticaret A.Ş. Emekli ve Yardım Sandığı Vakfı	Chair	Ongoing
2017	-	Siemens Mobility Ulaşım Sistemleri A.Ş.	Board Member	Ongoing
2019	-	Siemens Healthcare Sağlık A.Ş.	Board Member	Ongoing
2020	-	İzmir Yüksek Teknoloji Enstitüsü	Advisory Board Member	Ongoing
2021	-	Türk-Alman Üniversitesi	Advisory Board Member	Ongoing
2022	-	Hacettepe Üniversitesi	Advisory Board Member	Ongoing
2022	-	Siemens Finansal Kiralama A.Ş.	Board Vice-Chair	Ongoing
2015	2023	TÜSİAD Germany Working Group	Chair	End of Term
2015	-	TÜSİAD Berlin Bosphorus Initiative	Chair	Ongoing
2017	2023	YASED	Vice Chair	End of Term
2007	2022	Siemens Finanssal Kiralama A.Ş.	Board Chair	End of Term

ANNEX-2

HACI ÖMER SABANCI HOLDİNG A.Ş.
AMENDMENT TEXT FOR THE ARTICLES OF ASSOCIATION

CURRENT ARTICLES	PROPOSED ARTICLES
<p>CAPITAL</p> <p>Article 10 - The Company has adopted registered capital system in accordance with the provisions of the Capital Market Law and has shifted to this system by virtue of permission No. 667 dated 08.05.1997 of the Capital Markets Board.</p> <p>Registered capital amount of the Company is 3,000,000,000 Turkish Liras, divided into 300,000,000,000 registered shares with a par value of 1 (One) Kurus each.</p> <p>The permission given by the Capital Markets Board for registered capital is applicable for 5 years, between 2021 and 2025. Even if registered capital amount is not reached at the end of year 2025, in order for the Board of Directors to hold a capital increase resolution after 2025, an authorization is required to be taken from the General Assembly for a new term of up to 5 years, with a prior permission of the Capital Markets Board for the previous upper limit or for a new upper limit amount. If such authorization is not taken, the Company cannot process a capital increase by a resolution of the Board of Directors. The Board of Directors has the right to increase the issued capital up to the upper limit amount by issuing registered shares in accordance with the provisions of the Capital Market Law, whenever it deems necessary.</p> <p>Issued capital of “SA” is 2,100,375,969.18 Turkish Liras, divided into 210,037,596,918 registered shares, each of which is fully paid-up with a par value of 1 (One) Kurus.</p> <p>The previous issued capital of “SA” with an amount of 2,040,403,931 Turkish Liras has been fully paid-up free of any collusion. Subsequently, additional shares with an amount of 59,972,038.18 Turkish Liras were issued due to a merger transaction with which all of the assets and liabilities of Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş. have been acquired by “SA”.</p> <p>The shares representing the capital are dematerialized within the framework of dematerialization principles.</p> <p>The Board of Directors shall not resolve to limit the preemptive rights of shareholders.</p>	<p>CAPITAL</p> <p>Article 10 - The Company has adopted registered capital system in accordance with the provisions of the Capital Market Law and has shifted to this system by virtue of permission No. 667 dated 08.05.1997 of the Capital Markets Board.</p> <p>Registered capital amount of the Company is <u>10,000,000,000</u> Turkish Liras, divided into <u>1,000,000,000,000</u> registered shares with a par value of 1 (One) Kurus each.</p> <p>The permission given by the Capital Markets Board for registered capital is applicable for 5 years, between <u>2026</u> and <u>2030</u>. Even if registered capital amount is not reached at the end of year <u>2030</u>, in order for the Board of Directors to hold a capital increase resolution after <u>2030</u>, an authorization is required to be taken from the General Assembly for a new term of up to 5 years, with a prior permission of the Capital Markets Board for the previous upper limit or for a new upper limit amount. If such authorization is not taken, the Company cannot process a capital increase by a resolution of the Board of Directors. The Board of Directors has the right to increase the issued capital up to the upper limit amount by issuing registered shares in accordance with the provisions of the Capital Market Law, whenever it deems necessary.</p> <p>Issued capital of “SA” is 2,100,375,969.18 Turkish Liras, divided into 210,037,596,918 registered shares, each of which is fully paid-up with a par value of 1 (One) Kurus.</p> <p>The previous issued capital of “SA” with an amount of 2,040,403,931 Turkish Liras has been fully paid-up free of any collusion. Subsequently, additional shares with an amount of 59,972,038.18 Turkish Liras were issued due to a merger transaction with which all of the assets and liabilities of Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş. have been acquired by “SA”.</p> <p>The shares representing the capital are dematerialized within the framework of dematerialization principles.</p> <p>The Board of Directors shall not resolve to limit the preemptive rights of shareholders.</p>
<p>DISTRIBUTION OF NET PROFIT</p> <p>Article 35 - The balance of net profit, calculated and determined according to balance sheet drawn up pursuant to the related provisions of the Turkish Commercial Code and other related regulations, as well as to this Articles of</p>	<p>DISTRIBUTION OF NET PROFIT</p> <p>Article 35 - The balance of net profit, calculated and determined according to balance sheet drawn up pursuant to the related provisions of the Turkish Commercial Code <u>and Capital Markets Code</u> with other related regulations, as well as to this Articles of Association, after deduction of</p>

CURRENT ARTICLES	PROPOSED ARTICLES
<p>Association, after deduction of previous year losses (if any) and adding donations, is distributed respectively as shown;</p> <p>General Legal Reserves: a) 5% legal reserve fund shall be set aside.</p> <p>First Dividend: b) 5% of paid-in capital shall be set aside as first dividend.</p> <p>e) After deductions of the above amounts, 3% of the remaining amount shall be set aside for Hacı Ömer Sabancı Foundation.</p> <p>Second Dividend: d) General Assembly has the power to distribute partially or completely, the remaining amount after deduction of the amounts set out in clause (a), (b) and (c) as second dividend or General Assembly by its own will may decide to set aside such amount as reserve fund pursuant to the Article 521 of the Turkish Commercial Code.</p> <p>Unless all reserves required by the Turkish Commercial Code are set aside and the dividend determined for the shareholders as per the dividend policy or this Articles of Association are distributed, it cannot be resolved to set aside other reserve funds, to carry forward profit to the next year, and to distribute profit to the employees, foundations of various purposes and similar persons and/or entities, members of the Board of Directors, officers and other employees, and profit can not be distributed to these people unless the determined amount of dividend to the shareholders are paid in cash.</p> <p>Dividends are distributed equally to all of the existing shares as of the date of distribution, regardless of their dates of issue and time of acquisition.</p> <p>Method and timing of distribution of profit will be resolved by the General Assembly upon the proposal of the Board of Directors.</p> <p>The profit distribution decision of the General Assembly taken in accordance with the provisions of this Articles of Association cannot be revoked.</p>	<p>previous year losses (if any) and adding donations, is distributed respectively as shown;</p> <p>General Legal Reserves: a) <u>Five percent of the profit shall be set aside as statutory reserve until it reaches twenty percent of the share capital.</u></p> <p>First Dividend: b) 5% of capital shall be set aside as first dividend.</p> <p>Second Dividend: <u>c)</u> General Assembly has the power to distribute partially or completely, the remaining amount after deduction of the amounts set out in clause (a) <u>and</u> (b) as second dividend or General Assembly by its own will may decide to set aside such amount as reserve fund pursuant to the Article 521 of the Turkish Commercial Code.</p> <p>Unless all reserves required by the Turkish Commercial Code are set aside and the dividend determined for the shareholders as per the dividend policy or this Articles of Association are distributed, it cannot be resolved to set aside other reserve funds, to carry forward profit to the next year, and to distribute profit to the employees, foundations of various purposes and similar persons and/or entities, members of the Board of Directors, officers and other employees, and profit can not be distributed to these people unless the determined amount of dividend to the shareholders are paid in cash.</p> <p>Dividends are distributed equally to all of the existing shares as of the date of distribution, regardless of their dates of issue and time of acquisition.</p> <p>Method and timing of distribution of profit will be resolved by the General Assembly upon the proposal of the Board of Directors.</p> <p>The profit distribution decision of the General Assembly taken in accordance with the provisions of this Articles of Association cannot be revoked.</p>
	<p><u>DONATIONS TO SABANCI UNIVERSITY AND HACI ÖMER SABANCI FOUNDATION</u> <u>Article 41 – After allocating the first dividend to shareholders from the last annual net distributable profit determined according to the statutory records (kept in accordance with the Tax Procedure Law), the Company shall donate 3% (three percent) of the remaining amount to Hacı Ömer Sabancı Foundation and/or Sabancı University.</u></p>

ANNEX-3

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.