

TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ
INFORMATION DOCUMENT FOR THE 2023 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 19 APRIL 2024

INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING
FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

The 2023 Ordinary General Assembly Meeting will be held at SABANCI CENTER, 4.LEVENT 34330 BEŞİKTAŞ ISTANBUL on **Friday, 19 April 2024 at 13:30** to discuss the agenda items below, pursuant to the decision of the Board of Directors dated 22.03.2024 and numbered 2239 and Article 25 of the Company's Articles of Association.

Shareholders, whose shares are monitored in dematerialized form by the Central Registry Agency and are entitled to attend the general assembly meetings, may attend the meeting at the address mentioned above in person or by proxy or, if they wish, they may also attend the meeting electronically in person or by proxy through the Electronic General Assembly system provided by the Central Registry Agency by using their secure electronic signatures.

Shareholders may authorize their proxies via the Electronic General Assembly System, or they may have their proxies represent them at the meeting by filling out the proxy form given below, or the proxy form that can be obtained from the Company's head office or downloaded from <http://www.teknosa.com> and have their signatures notarized or attach their notarized list of authorized signatures to the proxy form bearing their signatures, in compliance with the CMB Communiqué No. II-30.1.

In order to attend the General Assembly Meeting to be held physically,

- Real person shareholders must submit their ID cards,
- Legal person shareholders must submit their representatives' ID cards and power of attorney,
- Real and legal person's proxies must submit their ID cards and proxy forms,
- Proxies authorized via the Electronic General Assembly System must submit their ID cards, and the list of attendees must be signed.

Shareholders who will attend the General Assembly meeting electronically via the Electronic General Assembly System may learn about the procedures and principles regarding attendance, the appointment of proxies, making proposals, expressing their opinions, and voting by visiting the Central Registry Agency's website at <http://www.mkk.com.tr>

Shareholders and their proxies, who will be attending the meeting electronically are required to fulfill their obligations under the "Regulation on the Electronic General Assembly of the Joint-Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395 as well as "Communiqué on the Electronic General Assembly System to be applied in the General Assembly Meeting of the Joint-Stock Companies" published on the Official Gazette dated 29 August 2012 and numbered 28396.

2023 Financial Statements of the Company, Board of Directors' and Independent Auditors' Reports, and General Assembly Information Document will be available at least twenty-one days before the date of the meeting on the Electronic General Assembly System page of the Central Registry Agency's website, on the "Investor Relations" page of the Company's website <http://www.teknosa.com>, and will also be made available at the Company's head office at the above address.

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

**CHAIRMAN OF THE BOARD OF
DIRECTORS
MAX ROGER SPEUR**

Head Office:

CarrefourSA Plaza, Cevizli Mahallesi Tugay Yolu Caddesi No:67
Blok: B 34846 Maltepe / İstanbul

Tel: 0216 468 36 36

**AGENDA FOR THE 2023 ORDINARY GENERAL ASSEMBLY MEETING OF TEKNOSA İÇ
VE DIŐ TİCARET ANONİM ŐRKETİ TO BE HELD ON 19 APRIL 2024**

1. Opening and formation of the Meeting Council.
2. Reading and discussion of the 2023 Annual Report of the Board of Directors.
3. Reading the summary of the 2023 Auditor's Reports.
4. Reading, discussion, and approval of the 2023 Financial Statements.
5. Submission for the approval of the General Assembly the members elected to serve temporarily for the memberships of the Board of Directors that became vacant during the fiscal year.
6. Release of the members of the Board of Directors with regard to the activities in 2023.
7. Determining of how the 2023 profit/loss will be used.
8. Election of the members of the Board of Directors and determination of their terms of office.
9. Deciding on the remuneration of the members of the Board of Directors.
10. Election of the Auditor.
11. Submitting the amendment to the Dividend Distribution Policy for the approval of the General Assembly.
12. Discussing and approving the authorization of the Board of Directors to distribute advance dividends for the fiscal year 2024.
13. Informing the General Assembly regarding the donations and grants made by the Company in 2023.
14. Determination of the upper limit for donations to be made by the Company in 2024.
15. Granting permission to the Chairman and the Members of the Board of Directors to perform the transactions under the Articles 395 and 396 of the Turkish Commercial Code.
16. Petitions and Requests.

ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

Regarding the additional disclosures required under the Corporate Governance Principle no. 1.3.1. in the CMB's Communiqué No: II-17.1 on Corporate Governance, agenda items are explained below, and general disclosures are presented herewith for your information:

I.Shareholding Structure and Voting Rights

Hacı Ömer Sabancı Holding Anonim Şirketi controls the management of the Company by holding shares representing the majority of the Company's share capital and voting rights.

Natural and Legal Persons Directly Holding 5% or more of the Share Capital or Voting Rights

Shareholding Structure

Company Title / Name and Surname	Interest (TL)	Interest (%)
Hacı Ömer Sabancı Holding A.Ş.	100,500,001.44	50.00000072
Other	100,499,998.56	49.99999928
TOTAL	201,000,000.00	100.00

There are no privileged shares.

II. Changes In The Management And Activities Of The Corporation And Subsidiaries Thereof That Took Place In The Past Accounting Period Or That Are Planned For Future Accounting Periods, Which May Affect The Activities Of The Corporation Significantly, And Information On The Reasons For Such Changes

There has not been any material change that took place in 2023, and no material change is contemplated for the forthcoming periods with regard to the management and activities.

The Company had no subsidiaries and affiliates in 2023.

III. Written Requests Of Shareholders Submitted To The Investor Relations Department For Inclusion Of An Item Into The Agenda, And If The Board Of Directors Does Not Accept The Proposals, Such Proposals Which Have Not Been Accepted And Grounds For Their Refusal.

There is no request under clause (ç) of Article 1.3.1 of the Corporate Governance Principles attached to the CMB's Communiqué No. II-17.1 on Corporate Governance.

EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING OF APRIL 19, 2024

1) Opening and formation of the Meeting Council.

Meeting Council consisting of the Chairperson, Vote Collector and Minutes Clerk who will manage the General Assembly meeting under the Turkish Commercial Code No. 6102 ("TCC"), the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Commerce to be present at these Meetings" ("Regulation" or "General Assembly Regulation") and the Company's "Internal Directive on the Working Principles and Procedures of the General Assembly" will be formed.

2) Reading and discussion of the 2023 Annual Report of the Board of Directors.

The Board of Directors' Annual Report, made available for the review of the shareholders at the Company Head Office, on the Electronic General Assembly portal of the Central Registry Agency ("CRA") and the Company's website www.teknosa.com for three weeks before the General Assembly meeting will be read, and submitted for the opinion of the shareholders in compliance with the Turkish Commercial Code, the Regulation and the Capital Markets Law and applicable regulations.

2) Reading the summary of the 2023 Auditor's Reports.

The Independent Audit Report drafted by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, which was selected to audit the financial reports of the Company for the fiscal year 2023 in compliance with the principles set forth in the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, and to carry out other activities under the applicable regulations of these laws and made available for the review of the shareholders at the Company's Head Office, on the Electronic General Assembly portal of the CRA and the Company's website www.teknosa.com for three weeks before the General Assembly meeting will be submitted for the information and opinion of the shareholders at the General Assembly meeting.

4) Reading, Discussing, and Approval of the 2023 Financial Statements.

The financial statements, made available for the review of the shareholders at the Company's Head Office, on the Electronic General Assembly portal of the CRA, and on the Company's website www.teknosa.com three weeks before the General Assembly meeting will be submitted for the opinion and approval of the shareholders in compliance with the Turkish Commercial Code, the Capital Markets Law, and applicable regulations and communicate.

5) Submission for the approval of the General Assembly the members elected to serve temporarily for the memberships of the Board of Directors that became vacant during the fiscal year.

The appointment of Mr. Max Roger SPEUR as a Director because of a vacancy in the Board of Directors, arising from the resignation of Mr. Hakan TİMUR on 27.03.2023, and the appointment of Mr. Mehmet FIRAT as a Director because of a vacancy in the Board of Directors, arising from the resignation of Mrs. Özlem KALKAN on 13.10.2023, and to serve until the end of the term of office of their predecessors, will be submitted for the approval of the General Assembly.

6) Release of the members of the Board of Directors with regard to the activities in 2023.

Release of the members of the Board of Directors concerning the 2023 activities, transactions, and accounts will be submitted for the approval of the General Assembly under the Turkish Commercial Code and the applicable regulations.

7) Determining of how the 2023 profit/loss will be used

A "Net Profit for the Period" of TL 747,501,740.27 was achieved according to the financial statements of the Company for the fiscal period between 01.01.2023-31.12.2023 that were prepared in compliance with the Capital Markets Board's "Communiqué on the Principles of Financial Reporting in Capital Markets" numbered II-14.1 and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

The net distributable profit for the period, which is calculated by deducting the losses of previous years from the net profit for the period in question in accordance with the legal regulations and which is recognized in the legal records, is TL 583,747,298.58 and it is decided by the Board of Director's on 22.03.2024 that;

"Since the Company is still in the investment period, no cash dividend distribution will be made to maintain healthy cash flow and protect the balance sheet structure that has improved in recent years,

The net profit for the period amounting to TL 563,300,771.06 remaining after setting aside TL 20,446,527.52 as General Legal Reserves in accordance with Article 519 of the Turkish Commercial Code will be set aside as Extraordinary Reserves"

The Company's dividend distribution table is attached as **Appendix-2**. Shareholders will be informed and their approval will be sought on how 2023 Profit/Loss will be used.

8) Election of the members of the Board of Directors and determination of their terms of office.

Our Company shall be administered and represented by a Board of Directors consisting of minimum of 6 members for a maximum of 3 years to be elected at General Assembly, according to the Article 12 of the Articles of Association. The Board of Directors has 2 independent members appointed in accordance with the capital markets legislation.

Article 12 of Teknosa's Articles of Association will be complied with in the election of the members of the Board of Directors. Two members of the Board of Directors are required to meet the independence criteria defined in the Corporate Governance Principles of the CMB.

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. Upon the evaluation and recommendation of the Corporate Governance Committee, by the decision of the Board of Directors, Mrs. Nevgöl Bilsel Safkan and Mrs. Kamuran Uçar were nominated as independent member candidates. 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 **Appendix-3**.

Within this context, new members of the Board of Directors whose terms of office have expired, will be elected by taking into account the principles regarding the election of Board members in the Turkish Commercial Code and our Articles of Association. The terms of office of the Board Member Candidates and the Board members to be elected will be determined by the General Assembly.

9) Deciding on the remuneration of the members of the Board of Directors

The remuneration of the members of the Board of Directors who will serve in 2024 will be determined and it will be submitted for the approval of the General Assembly that each of the Independent Board Members will be paid a monthly gross remuneration of TL 90,000 (Ninety thousand Turkish Liras) until the end of their term of office.

10) Election of the Auditor.

In the Board of Directors meeting of 18.03.2024, upon the proposal of the Audit Committee, it was decided to propose DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi to the General Assembly to audit the financial reports of the Company for the fiscal year 2024 in compliance with the principles set forth in the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, and to carry out other activities under the applicable regulations of these laws.

11) Submitting the amendment to the Dividend Distribution Policy for the approval of the General Assembly.

The amended Dividend Distribution Policy (**Appendix-4**) prepared by the Board of Directors will be submitted to the General Assembly for the information and approval. The change in the Dividend Distribution Policy is related to Article 33 of the Articles of Association, dividend advance payments.

12) Discussing and approving the authorization of the Board of Directors to distribute advance dividends for the fiscal year 2024.

In accordance with the Article 33 of Company's Articles of Association and the Capital Markets Board's Dividend Communiqué No. II-19.1, the issue of authorizing the Board of Directors to decide on the distribution of dividend advances limited to the fiscal year 2024, will be submitted to the approval of the shareholders at the General Assembly.

13) Informing the General Assembly regarding the donations and grants made by the Company in 2023.

In accordance with the CMB Communiqué No. II-17.1 on Corporate Governance, donations made during the year amounted to TL 3,773,491.74. This agenda item is only for information purposes and the approval of the General Assembly will not be sought.

DONATIONS AND GRANTS	3.773.491,74
DARÜŞŞAFAKA CEMİYETİ	41.240,78
DEPREM NEDENİYLE YAPILAN BAĞIŞLAR	2.244.615,17
HAYAL ORTAKLARI DERNEĞİ	169.635,00
TÜRK ÜNİVERSİTELİ KADINLAR DERNEĞİ	145.602,00
KIRMIZI ÇOCUKLAR DERNEĞİ	31.251,97
EGE ORMAN VAKFI	42.000,00
TÜRK EĞİTİM VAKFI	78.237,33
HUZUREVLERİ KURMA VE YAŞATMA DERNEĞİ	55.086,33
ODTÜ GELİŞTİRME VAKFI	5.000,00
KORUNCUK-TÜRKİYE KORUNMAYA MUHTAÇ ÇOCUKLAR VAKFI	81.296,33
LÖSEV LÖSEMİLİ ÇOCUKLAR VAKFI	110.422,33
DOĞAL HAYATI KORUMA VAKFI	108.740,78
SEREBRAL PALSİLİ ÇOCUKLAR DERNEĞİ(SERÇEV)	16.240,78
ÇAĞDAŞ YAŞAMI DESTEKLEME DERNEĞİ	17.605,33
TEMA VAKFI	17.605,33
TOPLUM GÖNÜLLÜLERİ VAKFI	23.151,00
FİZİKSEL ENGELLİLER VAKFI	25.350,00
AÇEV-ANNE VE ÇOCUK EĞİTİMİ VAKFI	25.351,00
TOHUM TÜRKİYE OTİZM ERKEN TANI VE EĞİ.VAKFI	107.658,00

OGEM VAKFI	42.000,00
KÖPRÜLÜ MÜKERREM AKHANLI YATILI BÖLGE ORTAOKULU	55.115,28
HACI ÖMER SABANCI VAKFI	255.287,00
YENİDENBİZ DERNEĞİ	75.000,00

14) Determination of the upper limit for donations to be made by the Company in 2024.

The upper limit for donations to be made in 2024 will be determined by the General Assembly under the fifth paragraph of Article 19 of the Capital Markets Law No. 6362.

15) Granting permission to the Chairman and the Members of the Board of Directors to perform the transactions under the Articles 395 and 396 of the Turkish Commercial Code.

Members of the Board of Directors may perform transactions under Article 395 (*Transactions with the Company, Prohibition of Borrowing Money from the Company*) and Article 396 (*Non-Competition*) of the Turkish Commercial Code only with the approval of the General Assembly, and therefore the said authorization will be submitted for the approval of the shareholders at the General Assembly meeting.

16) Petitions and Requests.

Appendices;

Appendix-1: Proxy Form

Appendix-2: 2023 Profit Distribution Table

Appendix-3: Statement of Independence and Resumes of Independent Board Members

Appendix-4: Dividend Distribution Policy

Appendix-1

PROXY FORM CHAIR OF THE BOARD OF DIRECTORS TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ

I hereby appoint, whose details are given below, as my proxy authorized to represent me, to vote, to make proposals, and to sign the required papers in line with the views I express below at the Ordinary General Assembly Meeting of Teknosa İç ve Dış Ticaret A.Ş.. that will convene on 19 April 2024, Friday at 13:30 at İstanbul, Beşiktaş, 4. Levent, Sabancı Center.

Details of the Proxy (*);

Name Surname / Trade Name:

National ID Number/ Tax ID Number, Trade Registry and Registration Number, and MERSİS Number:

(* Foreign shareholders must submit the equivalent information mentioned above.

A) THE SCOPE OF THE POWER OF REPRESENTATION

The scope of the power of representation should be determined by selecting (a), (b), or (c) for sections 1 and 2 below.

1. Regarding the Matters on the Agenda of the General Assembly;

- The proxy is authorized to vote according to his/her opinion.
- The proxy is authorized to vote in line with the recommendations of the Company management.
- The proxy is authorized to vote in compliance with the instructions given in the table below.

Instructions: If the shareholder chooses option (c), he/she should mark the “Accept” or “Reject” box and if he/she marks the “Reject” box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Order No	Agenda Items	Accept	Reject	Dissenting Opinion
1	Opening and formation of the Meeting Council.			
2	Reading and discussion of the 2023 Annual Report of the Board of Directors.			
3	Reading the summary of the 2023 Auditor's Reports.			
4	Reading, discussion, and approval of the 2023 Financial Statements.			
5	Submission for the approval of the General Assembly the members elected to serve temporarily for the memberships of the Board of Directors that became vacant during the fiscal year.			
6	Release of the members of the Board of Directors with regard to the activities in 2023.			
7	Determining of how the 2023 profit/loss will be used.			
8	Election of the members of the Board of Directors and determination of their terms of office.			
9	Deciding on the remuneration of the members of the Board of Directors.			
10	Election of the Auditor.			
11	Submitting the amendment to the Dividend Distribution Policy for the approval of the General Assembly.			
12	Discussing and approving the authorization of the Board of Directors to distribute advance dividends for the fiscal year 2024.			

13	Informing the General Assembly regarding the donations and grants made by the Company in 2023.			
14	Determination of the upper limit for donations to be made by the Company in 2024.			
15	Granting permission to the Chairman and the Members of the Board of Directors to perform the transactions under the Articles 395 and 396 of the Turkish Commercial Code.			
16	Petitions and Requests.			

(*) All items in the General Assembly Agenda should be listed. If the minority has a different draft decision, the opinion for this draft decision should also be indicated in the proxy form.

2. Special instruction related to other issues that may come up during General Assembly meetings and the exercise of minority rights:

- a) The proxy is authorized to vote according to his/her opinion.
- b) The proxy is not authorized to vote on these matters.
- c) The proxy is authorized to vote for the items in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: Any special instruction to be given by the shareholder to the proxy shall be stated herein.

B) The shareholder specifies the shares to be represented by the proxy by choosing one of the following.

1. I hereby confirm that the proxy represents the shares specified in detail below

- a) Order and Serial (*):
- b) Number/Class:**
- c) Amount-Nominal Value :
- ç) Whether there are any Voting Privileges:
- d) Bearer- Registered: *
- e) Ratio of the total shares/voting rights of the shareholder:

(*) Such information is not required for dematerialized shares.

(**) For dematerialized shares, information related to the class will be given instead of number.

2. I hereby confirm that the proxy represents all my shares on the list, prepared by the CRA the day before the Meeting, concerning the shareholders entitled to attend the General Assembly Meeting.

FULL NAME or TITLE OF SHAREHOLDER (*):

National ID Number/ Tax ID Number, Trade Registry and Registration Number, and MERSİS Number:

Address:

.....

(*) Foreign shareholders should submit the equivalent information mentioned above.

SIGNATURE

Appendix-2:

TEKNOSA İÇ VE DIŞ TİCARET A.Ş.			
2023 DIVIDEND DISTRIBUTION TABLE (TL)			
PAID-IN/ISSUED CAPITAL			201.000.000,00
2. General Legal Reserves (As per Legal Records)			19.753.472,48
If there is any privilege in dividend distribution under the articles of association, information on such privilege			None
		According to CMB	According to Legal Records
3.	Profit for the Period	1.052.974.128,17	883.835.496,78
4.	Taxes (-)	305.472.387,90	219.561.912,18
5.	Net Profit For the Period (=)	747.501.740,27	664.273.584,60
6.	Previous Year Losses (-)	-163.754.441,69	0
7.	General Legal Reserve Fund (-)	20.446.527,52	20.446.527,52
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	563.300.771,06	643.827.057,08
9.	Donations Granted During The Year (+)	3.773.491,74	3.773.491,74
10.	Net Distributable Profit for the Period Including Donations	567.074.262,80	
11.	First Category Dividends For Shareholders	0	
	- Cash	0	
	- Bonus Shares	0	
	- Total	0	
12.	Dividends Distributed to the Privileged Shareholders	0	
13.	Other Dividends Distributed	0	
	- Members of the Board of Directors	0	
	- Employees	0	
	- Non-Shareholders	0	
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	0	
15.	Second Category Dividends For Shareholders	0	
16.	General Legal Reserve	0	
17.	Statutory Reserves	0	
18.	Special Reserves	0	
19.	EXTRAORDINARY RESERVES	563.300.771,06	643.827.057,08
20.	Other Resources Planned to be Distributed	0	0
	- Retained Earnings		
	- Extraordinary Reserves		
	- Other Distributable Reserves As Per The Legislation and the Articles Of Association		

DIVIDEND RATIOS

	TOTAL DISTRIBUTED DIVIDENDS		TOTAL DISTRIBUTED DIVIDENDS/NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO A SHARE WITH A NOMINAL VALUE OF TL 1	
	CASH (TL)	BONUS SHARES (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS	0.00	-	0.00	0.000000	0.0000
NET	0.00	-	0.00	0.000000	0.0000

Appendix-3:

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of **TEKNOSA İÇ VE DIŞ TİCARET 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.

NEVGÜL BİLSEN SAFKAN

08/01/2024

RESUME

Nevgül Bilsel Safkan

After graduating from Austrian High School in Istanbul in 1989, Nevgül Bilsel Safkan went on to study Business Administration at Istanbul University. She later graduated from the Executive MBA program at Bosphorus University in 2003.

In 1993, she began her professional career as an auditor for Arthur Andersen and later held many different positions in financial management of leading firms in their rapid growth process. Nevgül Bilsel Safkan, who served as the CFO of Superonline from 1999 to 2004, joined the Sabancı Group in 2005. In 11 years with the Sabancı Group, she first worked as the CFO of Marsa and from 2006 to 2013, she served as the CFO for Teknosa where she managed investor relations and public offerings. In 2013, she was promoted to the position of General Manager of Kliksa.com, the e-commerce company within the Teknosa Group and held the post until 2016. In the years that followed (2016-2018), she served as General Manager for Hotelspro and Dyson/Hakman.

Nevgül Bilsel Safkan, who returned to Sabancı Group as the General Manager of Sabancı Foundation in September 2018, has also been serving as the Deputy Chairperson of Third Sector Foundation of Turkey (TÜSEV) since 2019 and as a member of the Board of Education Reform Initiative (ERG) since 2020. Since 2020, Nevgül Bilsel Safkan has been a member of the Advisory Board of Sabancı University Gender and Women's Studies Excellence Center (SUGENDER).

In 2021, she was awarded the title of Zero Project Ambassador by Essl Foundation, an Austria-based organization working in the field of disability rights, for a duration of four years. In 2023, she has been selected as a member of the Advisory Board of the European Philanthropy Association (Philea) for a duration of three years.

Nevgül Bilsel Safkan is married with one child.

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of **TEKNOSA İÇ VE DIŞ TİCARET 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.

KAMURAN UÇAR

15/02/2024

RESUME

KAMURAN UÇAR

Uçar started her career in TUBITAK Defence Industry Research and Development after having graduated from Middle East Technical University with a master's degree in Chemical Engineering in 1996.

Then starting her career at Unilever in 1999, Kamuran Uçar was appointed in chronological as the Brand Product Manager of Omo, the Category Vice President in the Home Cleaning and Laundry Categories responsible for the regions of Africa, Middle East and Turkey and she led the category teams in South Africa, Turkey and Dubai. During this period, she took part in the Unilever Global Home Care Category Board team at the same time. Uçar continued her duty as Unilever Turkey, Russia, Middle East, North Africa, Central Asia and Caucasus Assistant and Unilever Turkey Board Member in the Home and Personal Care Category between 2016 and 2018. During this period, she took part in Global Executive Projects in the Sustainability and Diversity Development group of the company. In 2019, she was appointed as the General Manager of Unilever Iran, Caucasus and Central Asia Region, and continued her duty as a Board Member of Unilever Turkey, Iran, Caucasus, Central Asia.

As of January 2022, Kamuran Uçar left her position at Unilever in order to start her own business in the field of technology and currently she is taking role as the Founder & CEO of her own company. At the same time, she is a member of the Advisory Board of the Advertisers Association and a Dream Partner of Young Guru, which is a non-governmental organization and works as an Investor-Mentor in various start-ups.

Kamuran Uçar is married and has 2 children.

Appendix-4

DIVIDEND DISTRIBUTION POLICY

The dividend policy of Teknosa İç ve Dış Ticaret A.Ş. ("TEKNOSA") is determined according to the Turkish Commercial Code, the regulations of the Capital Markets Law regarding the dividend distribution and other related regulations and the Articles of Association of TEKNOSA. While determining the dividend policy, TEKNOSA also takes into account its medium and long-term strategies, investment and financial plans and strives to reach a balance between TEKNOSA's needs and the expectations of the shareholders, while also taking into consideration the current states of the Turkish Economy and the sector.

As a principle, TEKNOSA aims to distribute 100% of its distributable profits to its shareholders, while the final decision is taken during the General Assembly taking into consideration the aforementioned factors. Provided that it is authorized by the General Assembly, the Board of Directors may distribute cash dividend advances to shareholders within the framework of capital markets legislation and relevant regulations, pursuant to Article 33 of the Articles of Association.

Dividends shall be distributed equally to all of the current shares regardless of their dates of issue and/or acquisition at the shortest time, after being approved by the General Assembly, and at the date determined by the General Assembly.

The General Assembly may decide to transfer a portion or the whole amount of the net profits to excess reserves. If the Board of Directors advice the General Assembly not to distribute the profit, the reasoning behind this situation and the planned use of the undistributed profits is explained to the shareholders during the General Assembly. Likewise, the same information is also shared with the public in the Annual Report and at TEKNOSA's website.

The Dividend Distribution Policy is submitted to the approval of the shareholders during the General Assembly. The Dividend Policy is reviewed by the Board of Directors each year, taking into consideration if there are negative factors in the local and global state of the economy, the projects undertaken by TEKNOSA and the current state of the funds.

Any changes made in this policy is submitted to the approval of the shareholders at the first General Assembly to be held following the decisions are made and shared with the public at the Company's website.