

## TEKNOSA İÇ VE DIŞ TİCARET A.Ş

### 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,

- Natural person shareholders must submit their ID cards,
- Legal person shareholders must submit their representatives' ID cards and power of attorney,
- Natural 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, 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**

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**TEKNOSA İÇ VE DIŐ TİCARET ANONİM ŐİRKETİ**  
**AGENDA FOR THE 2023 ORDINARY GENERAL ASSEMBLY MEETING**  
**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.

**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;**

- a) The proxy is authorized to vote according to his/her opinion.
- b) The proxy is authorized to vote in line with the recommendations of the Company management.
- c) 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**