

**TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ**  
**INFORMATION DOCUMENT FOR THE 2024 ORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON 20 MARCH 2025**

The 2024 Ordinary General Assembly Meeting will be held at SABANCI CENTER, 4.LEVENT 34330 BEŞİKTAŞ ISTANBUL on **Thursday, 20 March 2025 at 14:00** to discuss the agenda items below, pursuant to the decision of the Board of Directors dated 24.02.2025 and numbered 2271 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.

2024 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**  
**MAX ROGER SPEUR**

**DEPUTY CHAIRMAN OF THE BOARD**  
**BURAK TURGUT ORHUN**

**Company Head Office:**

CarrefourSA Plaza, Cevizli Mahallesi Tugay Yolu Caddesi No:67

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**AGENDA FOR THE 2024 ORDINARY GENERAL ASSEMBLY MEETING OF TEKNOSA İÇ  
VE DIŐ TİCARET ANONİM ŐİRKETİ TO BE HELD ON 20 MARCH 2025**

1. Opening and formation of the Meeting Council.
2. Reading and discussing the 2024 Annual Report of the Board of Directors.
3. Reading the 2024 Auditor's Reports.
4. Reading, discussion, and approval of the 2024 Financial Statements.
5. Releasing the members of the Board of Directors with regard to the activities in 2024.
6. Determining how the 2024 Profit/Loss will be used.
7. Deciding on the remuneration of the members of the Board of Directors.
8. Election of the Auditor.
9. Discussing and approving the authorization of the Board of Directors to distribute advance dividends for the fiscal year 2025.
10. Informing the General Assembly regarding the donations and grants made by the Company in 2024.
11. Determination of the upper limit for donations to be made by the Company in 2025.
12. 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.
13. 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	50,00
Ferhat Chassemi	16.533.650,00	8,23
Other	83.966.348,56	41,77
<b>TOTAL</b>	<b>201.000.000,00</b>	<b>100,00</b>

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 2024, 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 2024.

### 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 MARCH 20, 2025**

### **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 discussing the 2024 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](http://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.

### **3) Reading the 2024 Auditor's Reports.**

The Independent Audit Report drafted by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., which was selected 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 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](http://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, Discussion, and Approval of the 2024 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](http://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 communique.

### **5) Release of the members of the Board of Directors with regard to the activities in 2024.**

Release of the members of the Board of Directors concerning the 2024 activities, transactions, and accounts will be submitted for the approval of the General Assembly under the Turkish Commercial Code and the applicable regulations.

### **6) Determining how the 2024 profit/loss will be used**

A "Net Loss for the Period" of TL 1,419,871,000 was recorded according to the financial statements of the Company for the fiscal period between 01.01.2024-31.12.2024 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 DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

The Company's dividend distribution table is attached as **Appendix-2**. Shareholders will be informed and their approval will be sought on how 2024 Profit/Loss will be used.

### **7) 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 2025 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 135,000 (One hundred thirty five thousand Turkish Liras) until the end of their term of office.

#### 8) Election of the Auditor.

Upon the proposal of the Audit Committee, it was unanimously decided by the attendees to submit DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Auditor for the approval of the General Assembly at its next meeting; to audit the financial reports of the Company for the fiscal year 2025 in compliance with the principles set forth in the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, and to conduct assurance audits of the Company's sustainability reports for the 2024 and 2025 fiscal periods in accordance with sustainability legislation, and to carry out other activities under the applicable regulations of these laws.

#### 9) Discussing and approving the authorization of the Board of Directors to distribute advance dividends for the fiscal year 2025.

In accordance with the Article 33 of 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 2025, will be submitted to the approval of the shareholders at the General Assembly.

#### 10) Informing the General Assembly regarding the donations and grants made by the Company in 2024.

In accordance with the CMB Communiqué No. II-17.1 on Corporate Governance, donations made during the year amounted to TL **1,220,440.01**. This agenda item is only for information purposes and the approval of the General Assembly will not be sought.

<b>DONATION AND GRANTS</b>	<b>1,220,440.01</b>
ASKIDA NE VAR DERNEĞİ	208.000,00
YENİDEN BİZ DERNEĞİ	200.000,00
WELLBEING VE BÜTÜNSEL SAĞLIK DERNEĞİ	160.895,00
EGE ORMAN VAKFI	104.510,00
HABITAT DERNEĞİ	93.900,00
OĞEM VAKFI	60.000,00
İSTANBUL VALİLİĞİ AİLE VE SOSYAL HİZMETLER İL MÜDÜRLÜĞÜ / ŞEYH ZAYED ÇOCUK EVLERİ SİTESİ MÜDÜRLÜĞÜ	34.648,01
TEKNOLOJİDE KADIN DERNEĞİ	28.000,00
TÜRKİYE EĞİTİM GÖNÜLLÜLERİ VAKFI	26.508,00
TÜRKİYE KORUNMAYA MUHTAÇ ÇOCUKLAR VAKFI	26.507,00
DARÜŞŞAFKA CEMİYETİ	26.163,00
ÇOCUK VE GENÇLİK RUH SAĞLIĞI DERNEĞİ	26.162,00
TEMA VAKFI	25.807,00
DOĞAL HAYATI KORUMA VAKFI	25.467,00
ANNE VE ÇOCUK EĞİTİM VAKFI (AÇEV)	25.389,00
EGE ÇAĞDAŞ EĞİTİM VAKFI (EÇEV)	25.389,00
İTÜ MADEN FAKÜLTESİ VAKFI	20.000,00
İTÜ SAĞLIK KÜLTÜR VE SPOR DAİRE BAŞKANLIĞI	20.000,00
KÖY OKULLARI DEĞİŞİM AĞI DERNEĞİ	20.000,00
ÜSKÜDAR AMERİKAN LİSESİ	20.000,00
FİZİKSEL ENGELLİLER VAKFI	19.548,00
HUZUR EVLERİ KURMA VE YAŞATMA DERNEĞİ	19.547,00
TÜRK EĞİTİM VAKFI	2.500,00
ÇAĞDAŞ YAŞAMI DESTEKLEME DERNEĞİ İZMİR ŞUBESİ	1.500,00

### **11) Determination of the upper limit for donations to be made by the Company in 2025.**

The upper limit for donations to be made in 2025 will be determined by the General Assembly under the fifth paragraph of Article 19 of the Capital Markets Law No. 6362.

### **12) 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.

### **13) Petitions and Requests.**

#### **Appendices;**

Appendix-1: Proxy Form

Appendix-2: 2024 Profit Distribution Table

## 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 20 March 2025, Thursday at 14:00 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 discussing the 2024 Annual Report of the Board of Directors.			
3	Reading the 2024 Auditor's Reports.			
4	Reading, discussion, and approval of the 2024 Financial Statements.			
5	Releasing the members of the Board of Directors with regard to the activities in 2024.			
6	Determining how the 2024 Profit/Loss will be used.			
7	Deciding on the remuneration of the members of the Board of Directors.			
8	Election of the Auditor.			
9	Discussing and approving the authorization of the Board of Directors to distribute advance dividends for the fiscal year 2025.			
10	Informing the General Assembly regarding the donations and grants made by the Company in 2024.			
11	Determination of the upper limit for donations to be made by the Company in 2025.			
12	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.			
13	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**



**TEKNOSA İÇ VE DIŞ TİCARET A.Ş.**  
**2024 DIVIDEND DISTRIBUTION TABLE (TL)**

<b>PAID-IN/ISSUED CAPITAL</b>		<b>201.000.000,00</b>	
<b>2. General Legal Reserves (As per Legal Records)</b>		<b>40.200.000,00</b>	
If there is any privilege in dividend distribution under the articles of association, information on such privilege		None	
		<b>According to CMB</b>	<b>According to Legal Records</b>
<b>3.</b>	<b>Profit for the Period</b>	<b>-1.684.894.000,00</b>	<b>-1.477.234.468,98</b>
<b>4.</b>	<b>Taxes (-)</b>	<b>265.023.000,00</b>	<b>0,00</b>
<b>5.</b>	<b>Net Profit For the Period (=)</b>	<b>-1.419.871.000,00</b>	<b>-1.477.234.468,98</b>
<b>6.</b>	<b>Previous Year Losses (-)</b>	<b>0,00</b>	<b>-5.368.345.990,75</b>
<b>7.</b>	<b>General Legal Reserve Fund (-)</b>	<b>0,00</b>	<b>0,00</b>
<b>8.</b>	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>	<b>-1.419.871.000,00</b>	<b>-6.845.580.459,73</b>
<b>9.</b>	Donations Granted During The Year (+)	1.220.440,01	-
<b>10.</b>	<b>Net Distributable Profit for the Period Including Donations</b>	<b>-1.418.650.559,99</b>	-
<b>11.</b>	<b>First Category Dividends For Shareholders</b>	-	-
	- Cash	-	-
	- Bonus Shares	-	-
	- Total	-	-
<b>12.</b>	Dividends Distributed to the Privileged Shareholders	-	-
<b>13.</b>	<b>Other Dividends Distributed</b>	-	-
	- Members of the Board of Directors	-	-
	- Employees	-	-
	- Non-Shareholders	-	-
<b>14.</b>	Dividends Distributed to the Holders of Usufruct Right Certificates	-	-
<b>15.</b>	Second Category Dividends For Shareholders	-	-
<b>16.</b>	General Legal Reserve	-	-
<b>17.</b>	Statutory Reserves	-	-
<b>18.</b>	Special Reserves	-	-
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	-	-
<b>20.</b>	<b>Other Resources Planned to be Distributed</b>	-	-
	- Retained Earnings	-	-
	- Extraordinary Reserves	-	-
	- Other Distributable Reserves As Per The Legislation and the Articles Of Association	-	-
		-	-

**TEKNOSA İÇ VE DIŞ TİCARET A.Ş.****2024 DIVIDEND RATIOS TABLE**

	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 (%)
<b>GROSS</b>	-	-	-	-	-
<b>NET</b>	-	-	-	-	-