

**INFORMATION NOTE REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING OF  
KONTROLMATİK TECHNOLOGY ENERGY AND ENGINEERING INC. FOR THE FISCAL  
YEAR 2024, HELD ON APRIL 21, 2025**

**I. INVITATION TO THE GENERAL ASSEMBLY MEETING DATED APRIL 21, 2025**

Our company's Annual General Assembly Meeting for the fiscal year 1 January 2024 – 31 December 2024 will be held on 21 April 2024 at 11:00 AM at the following address: "Wyndham Grand Istanbul Levent Hotel, Esentepe Mahallesi Büyükdere Caddesi No:177-183 Şişli 34394 İstanbul." The agenda is as follows to discuss and resolve:

For the fiscal year 1 January 2024 - 31 December 2024, the following items will be discussed and resolved at the Annual General Assembly Meeting: Board of Directors' Annual Consolidated Activity Report, Consolidated Financial Statements and Notes ("Financial Report"), Opinion of the Independent Audit Firm, Proposal of the Board of Directors regarding Profit Distribution, Compliance Report on Corporate Governance Principles, Meeting Agenda, General Assembly Information Document, General Assembly Attendance Procedure and Proxy Form, General Assembly information notes including additional explanations within the scope of Capital Markets Board regulations. These documents, including the Financial Report, Independent Audit Firm's Opinion, Compliance Report on Corporate Governance Principles, Meeting Agenda, General Assembly Information Document, General Assembly Attendance Procedure and Proxy Form, and additional disclosures as per the Capital Markets Board regulations, will be made available for inspection by our shareholders at least three weeks before the general assembly meeting date, within the legal timeframe, at our Company Headquarters, in the "Investor Relations" section of our corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com), on the Public Disclosure Platform (KAP) at [www.kap.org.tr](http://www.kap.org.tr), and through the Electronic General Assembly System (e-GKS) of Central Securities Depository of Turkey (MKK).

Our shareholders may attend the Annual General Assembly Meeting physically by Article 1527 of the Turkish Commercial Code No. 6102 ("TCC"), or they may participate electronically via the MKK's e-GKS and cast their votes. Shareholders or their representatives who wish to participate electronically in the Annual General Assembly Meeting must have an Electronic Signature Certificate.

Shareholders or their representatives who wish to participate electronically in the Annual General Assembly Meeting must comply with the provisions of the Regulation on Electronic General Assemblies in Joint Stock Companies, and the Communiqué on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies. Failure to comply with these regulations will prevent them from participating in the meeting. Detailed information regarding the e-GKS can be accessed at [www.mkk.com.tr](http://www.mkk.com.tr).

According to Article 415/4 of the Turkish Commercial Code No. 6102 and Article 30/1 of the Capital Markets Law, the right to attend and vote at the general assembly is not subject to the condition of depositing share certificates. In this context, shareholders do not need to block their shares to attend the General Assembly Meeting.

Shareholders whose names are included in the attendance list prepared based on the "shareholders list" obtained from the Central Securities Depository of Turkey (MKK) are eligible to attend the Annual General Assembly Meeting. This list will be used to verify whether individuals physically present in the meeting room are shareholders or their representatives.

Shareholders who are unable to attend the Annual General Assembly Meeting physically may authorize a proxy to exercise their voting rights, subject to the rights and obligations of shareholders participating electronically. To do so, they must prepare their power of attorney appropriately, which should be notarized and submitted to our Company in accordance with the provisions of the Capital Markets Board's Communiqué II-30.1 on "Proxy Voting and Collection of Proxies by Proxy Solicitation", and other relevant regulations. Otherwise, power of attorneys that do not comply with the Power of Attorney sample will definitely not be accepted due to our legal liability. A sample Power of Attorney form is included in this invitation and can also be obtained from our Company Headquarters or the "Investor Relations" section of our corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com). If an authorization was made through the e-GKS (Electronic General Assembly System), the proxy's (representative's) name and surname must be listed in the document obtained from the Central Securities Depository of Turkey (MKK). If authorization was not made through the e-GKS, a power of attorney compliant with the regulations must be presented.

At the Annual General Assembly Meeting, voting on agenda items will be conducted using the open voting method with a show of hands, subject to the provisions allowing electronic voting.

In accordance with Article 29 of the Capital Markets Law, shareholders will not receive separate notification by registered mail for the Annual General Assembly Meeting.

Respectfully presented to our esteemed shareholders:

**KONTROLMATİK TECHNOLOGY ENERGY AND ENGINEERING INC. BOARD OF DIRECTORS**

Company Name: KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.

Company Address: Huzur Mahallesi Ahmet Bayman Cad. No:2 İç Kapı No:2, Sarıyer/İstanbul

Istanbul Trade Registry Office - Trade Registry No: 652377

MERSIS No: 0576051151300001

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF KONTROLMATİK  
TECHNOLOGY ENERGY AND ENGINEERING INC. FOR THE YEAR 2024, TO BE HELD ON  
APRIL 21, 2025**

1. Election of the Chairman of the Meeting, granting authority to the Chairman to sign the General Assembly Meeting minutes and the attendance list
2. Reading and discussion of the 2024 Annual Activity Report prepared by the Company's Board of Directors.
3. Reading and discussion of the Independent Audit Report for the 2024 fiscal year.
4. Reading, discussion, and approval of the Financial Statements for the 2024 fiscal year.
5. Discharge of the members of the Board of Directors individually for their activities during the 2024 fiscal year.
6. Review and approval of the Board of Directors' proposal regarding the distribution of profits for 2024.
7. Determination of the number and term of office of the Board of Directors' members and the election of Board members.
8. Determination and discussion of compensation, per diems, bonuses, or other benefits to be paid to the members of the Board of Directors during their terms.
9. Discussion and submission for approval of the Board of Directors' proposal regarding the selection of the auditor in accordance with the Turkish Commercial Code and the Capital Markets Board regulations.
10. Giving shareholders information about the company's donations made in 2024 and setting an upper limit for donations to be made in 2025.
11. Providing shareholders with information about guarantees, pledges, mortgages, and sureties provided by the Company and its subsidiaries to third parties, as well as income or benefits obtained from these transactions in 2024,
12. Granting permission to the members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code,
13. Providing shareholders with information about transactions conducted in 2024 within the scope of Article 1.3.6 of the Corporate Governance Principles,
14. Wishes and suggestions.

## II. ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE CAPITAL MARKETS LEGISLATIONS

According to Article (1.3.1) of the Corporate Governance Principles included in the Appendix of the Capital Markets Board's II-17.1 Communiqué on Corporate Governance, additional explanations regarding our 2024 Ordinary General Assembly meeting are provided below for your information

### 1. Total Number of Shares and Voting Rights Reflecting the Company's Share Structure, and if the Company has Preferred Shares, Number of Shares and Voting Rights Representing Each Preferred Share Group:

| Ortağın Adı<br>Soyadı/Ticaret Unvanı                       | Sermayedeki Payı (TL) | Sermayedeki<br>Payı (%) | Oy Hakkı<br>(Adet) | Oy Hakkı<br>Oranı (%) |
|------------------------------------------------------------|-----------------------|-------------------------|--------------------|-----------------------|
| Ömer Ünsalan                                               | 120.754.320,72        | 18,58                   | 120.754.320,72     | 18,58                 |
| Sami Aslanhan                                              | 120.214.979,97        | 18,49                   | 120.214.979,97     | 18,49                 |
| KMT Teknolojik ve<br>Finansal Yatırımlar<br>Anonim Şirketi | 34.204.847            | 5,26                    | 34.204.847         | 5,26                  |
| Diğer (Publicly traded<br>portion))                        | 374.825.852,31        | 57,67                   | 374.825.852,31     | 57,67                 |
| <b>Toplam</b>                                              | <b>650.000.000</b>    | <b>100,00</b>           | <b>650.000.000</b> | <b>100,00</b>         |

### 2. Information About Disclosures on Management and Activities of the Company and its Planning Significant Subsidiaries and Subsidiaries That Significantly Affect the Company's Activities Realized in the Past Accounting Period or Planned in the Future Accounting Period:

The information regarding significant changes in management and operations that have occurred during the past fiscal year and those planned for the 2025 fiscal year, which could significantly impact the company's activities, is communicated through special disclosures and financial statement disclosures. These announcements are made publicly available on the Public Disclosure Platform (KAP) at <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/5206-kontrolmatik-teknoloji-enerji-ve-muhendislik-a-s> and on our company website at <https://www.kontrolmatik.com/yatirimci-iliskileri>.

### 3. In case there is a proposal regarding the removal, alteration, or selection of board members on the agenda for the general assembly meeting, the required clarifications

New members will be elected to succeed the Board of Directors whose terms expire in April 2025. The resumes and independence declarations of the Board member candidates are provided in Appendix-2.

### 4. Requests of Shareholders Regarding Addition of Agenda Items by the Capital Markets Board (CMB) or Other Relevant Public Institutions and Organizations Concerning the Company

The agenda for the Ordinary General Assembly Meeting for the year 2024, scheduled for April 21, 2025, has been prepared without any specific items requested in writing by shareholders to the Company's Investor Relations Unit to be included in the agenda. Similarly, no requests from the Capital Markets Board (SPK) or other relevant public institutions and organizations have been made related to adding agenda items.

### 5. Information on the Old and New Forms of the Articles of Association along with the Relevant Board of Directors Decision on the Status of the Articles of Association on the Agenda:

There are no amendments to the Company's articles of association on the agenda.

### **III. INFORMATION ON THE AGENDA ITEMS FOR THE 2024 ANNUAL GENERAL ASSEMBLY MEETING DATED APRIL 21, 2025**

#### **1. Election of the Chairman of the Meeting, granting authority to the Chairman to sign the General Assembly Meeting minutes and the attendance list,**

The election of the Chairman of the Meeting, who will preside over the General Assembly meeting in accordance with the provisions of the Turkish Commercial Code No. 6102 (TCC), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade ('Regulation' or 'General Assembly Regulation'), and Article 7 of the Internal Regulations of the General Assembly. The Chairman of the Meeting appoints at least one Minutes Clerk in accordance with the Internal Regulations of the General Assembly. The Chairman of the Meeting may also appoint a sufficient number of ballot collectors.

#### **2. Reading and discussion of the 2024 Annual Activity Report prepared by the Company's Board of Directors,**

According to the regulations of the Turkish Commercial Code (TTK), the Regulation, and the Capital Markets Law, the 2024 Annual Activity Report, including the compliance report on corporate governance principles, has been made available for examination by our shareholders for a period of three weeks before the General Assembly meeting, and shareholders will be informed about the Annual Report for the year 2024. This information is accessible at our company headquarters, on the Public Disclosure Platform (KAP) of the Central Securities Depository Institution (MKK), the Electronic General Assembly portal, and our corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com).

#### **3. Reading and discussion of the Independent Audit Report for the 2024 fiscal year.**

Prior to the General Assembly meeting, for a period of three weeks, the summary of the 2024 Independent Audit Report prepared in accordance with the Turkish Commercial Code and Capital Markets Board regulations has been made available for review by our shareholders at our company headquarters, the Public Disclosure Platform of the Capital Markets Board (MKK), the Electronic General Assembly portal, and also on our corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com).

#### **4. Reading, discussion, and approval of the Financial Statements for the 2024 fiscal year.**

According to the regulations of the Turkish Commercial Code (TTK), related regulations, and the Capital Markets Law, the financial statements and reports for the year 2024 of our company, available for review at our company headquarters, the Public Disclosure Platform of the Capital Markets Board (MKK), the Electronic General Assembly portal, and our corporate website [www.kontrolmatik.com](http://www.kontrolmatik.com) for at least three weeks prior to the General Assembly meeting, will be presented for discussion and approval by our shareholders during the General Assembly

#### **5. Discharge of the members of the Board of Directors individually for their activities during the 2024 fiscal year.**

Following the provisions of the Turkish Commercial Code (TTK) and related regulations, the discharge (ibra) of each member of the Board of Directors for their activities, transactions, and accounts for the year 2024 will be presented to the approval of the shareholders at the General Assembly

#### **6. Review and approval of the Board of Directors' proposal regarding the distribution of profits for 2024.**

Our company, in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law, has prepared financial statements compliant with Turkish Financial Reporting Standards for the fiscal period from January 1, 2024, to December 31, 2024. These financial statements were audited by Güreli Sworn-in Certified Public Accountancy and Independent Audit Inc. During the 2024 fiscal year, the main company achieved a net profit of 273.914.218 TL. Taking into account our Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability, and cash position, and in accordance with the Dividend Distribution Regulation numbered II-19.1 and the Dividend Distribution Guide published under this regulation, our proposed dividend distribution table for the year 2024 is included in Appendix/1.

**7. Determination of the number and term of office of the Board of Directors' members and the election of Board members.**

In accordance with the Capital Markets Board (CMB) regulations, the Turkish Commercial Code (TCC), and the relevant regulations, as well as the principles governing the election of board members set forth in our Articles of Association, new members will be elected in April 2025 to replace the Board of Directors whose terms will expire.

Within this scope, upon the evaluation of the applicants by the Nomination and Remuneration Committee and based on its recommendation, the Board of Directors resolved to nominate Mr. Burhanettin Koray Tunçalp, Ms. Bikem Kanık, and Mr. Erdal Yavuz as Independent Board Member candidates. Pursuant to Article 4.3.7 of the Corporate Governance Principles annexed to the Communiqué on Corporate Governance (II-17.1), their nominations were submitted for the opinion of the Capital Markets Board (CMB). We have been informed that the CMB decided not to express any negative opinion regarding the aforementioned independent board member candidates.

The resumes and independence declarations of the independent board member candidates are provided in Appendix/2

**8. Determination and discussion of compensation, per diems, bonuses, or other benefits to be paid to the members of the Board of Directors during their terms.**

In accordance with the provisions of the Turkish Commercial Code and the Regulation, and within the framework of our company's Compensation Policy, the determination and discussion of remuneration, per diems, bonuses, and incentives to be paid to Board Members during their tenure for the 2025 financial year will be presented to the General Assembly for the opinion and approval of our shareholders.

**9. Discussion and submission for approval of the Board of Directors' proposal regarding the selection of the auditor in accordance with the Turkish Commercial Code and the Capital Markets Board regulations.**

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, by the Board of Directors, with the opinion of the Audit Committee, it has been resolved to elect Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim A.Ş. to audit the financial reports of our Company for the fiscal year 2025 and to carry out other activities within the scope of the relevant regulations, including but not limited to the mandatory sustainability assurance audit of the reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority, and this election will be submitted to the approval of the General Assembly.

**10. Giving shareholders information about the company's donations made in 2024 and setting an upper limit for donations to be made in 2025.**

In accordance with the relevant article of the Capital Markets Board's Communiqué II-19.1 on Dividend Distribution, information regarding the donations made in 2024 will be provided to the General Assembly. Pursuant to Article 19(5) of Law No. 6362 on Capital Markets, the upper limit for donations to be made in 2025 will be determined by the General Assembly.

**11. Providing shareholders with information about guarantees, pledges, mortgages, and sureties provided by the Company and its subsidiaries to third parties, as well as income or benefits obtained from these transactions in 2024.**

In accordance with Article 12 of the Capital Markets Board's Corporate Governance Communiqué II-17.1, guarantees, pledges, mortgages, and guarantees provided by our Company and its subsidiaries to third parties, as well as the income or benefits obtained from them, must be included as a separate item on the agenda of the Ordinary General Assembly meeting. This matter will be presented for our shareholders' information and views. As it is an informative item, no separate vote will be conducted.

**12. Granting permission to the members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code,**

According to Article 395, paragraph 1, titled 'Transactions with the Company, Prohibition on Borrowing from the Company' and Article 396, titled 'Non-competition Clause' of the Turkish Commercial Code, transactions by our Board Members are permissible only with the approval of the General Assembly. Therefore, the granting of necessary permissions to Board Members will be submitted for approval to our esteemed shareholders at the General Assembly.

### **13. Providing shareholders with information about transactions conducted in 2024 within the scope of Article 1.3.6 of the Corporate Governance Principles,**

Following the Capital Markets Board's Mandatory Corporate Governance Principle No. 1.3.6, if controlling shareholders, board members, executives with administrative responsibilities, and their spouses and second-degree relatives by blood or marriage engage in a significant transaction that may cause a conflict of interest with our Company or its subsidiaries, or conduct a transaction of the same commercial type as our Company or its subsidiaries on their own behalf or for others, or become an unlimited liability partner in another entity engaged in the same type of commercial activities, such transactions shall be included as a separate agenda item in the General Assembly for detailed information and recorded in the General Assembly minutes. As per these regulations, the granting of such permissions will be presented to our shareholders for approval at the General Assembly. Additionally, shareholders will be informed whether there has been any transaction within the scope of Principle 1.3.6 of the Corporate Governance Communiqué during 2024.

### **14. Wishes and suggestions.**

#### **Appendix:**

**Appendix -1:** The Board of Director's Dividend Proposal and 2024 Profit Distribution Statement

**Appendix -2:** Resumes of Independence Declaration of Independent Board Member Candidate

## **Appendix -1**

### **The Board of Director's Dividend Proposal and 2024 Profit Distribution Statement**

During the Company's Board of Directors meeting on 24 March, 2025;

Our Company's Board of Directors convened at the Company headquarters on the above-mentioned date to discuss the following matters. Following the review of our financial statements for the fiscal year 01.01.2024-31.12.2024, prepared in accordance with the Turkish Accounting/Financial Reporting Standards (TMS/TFRS) as per the provisions of the Turkish Commercial Code and the Capital Markets Board's Communiqué No: II, 14.1, and our financial statements prepared in accordance with the records kept under the Tax Procedure Law (VUK).

1) According to the financial statements prepared in accordance with TFRS, the net profit for the period attributable to the parent company is TL 273.914.218, and according to the VUK records, the current year's profit is TL 171.878.262,41.

a) According to the financial statements prepared in accordance with TFRS, after allocating the statutory reserve of TL 5.562.425,51 as required by Article 519 of the Turkish Commercial Code from the net profit for the period attributable to the parent company amounting to TL 273.914.218, the net distributable profit for the period amounts to TL 268.351.792,49. After adding the donations made during the relevant period, the net distributable profit, including donations, is found to be TL 268.856.967,49 Accordingly;

b) Regarding the distribution of profits for the year 2024, in accordance with the Turkish Commercial Code (TCC), Capital Markets Legislation, Capital Markets Law (CML), Capital Markets Board (CMB) Regulations/Decisions, Corporate Income Tax Law, Income Tax Law, Tax Procedure Law (TPL), and other relevant legal provisions, as well as the applicable provisions of our Company's Articles of Association and Profit Distribution Policy; considering our Company's long-term strategies, investment and financing policies, profitability, and cash position;

- Distributing a gross amount of TL 20.000.000,00 to the shareholders in cash,

- Withholding income tax at a rate of 15%, depending on the legal status of our shareholders,
- Allocating the legal reserves, if any, required to be allocated pursuant to the laws, communiqués, articles of association and other legislation,
- Allocating the remaining amount as Extraordinary Reserves,
- Commencing the eligibility for cash dividend payments starting 8 July, 2025.

2) Presenting our Board of Directors' proposal for the distribution of dividends to our General Assembly for approval,

3) Through a majority vote it has been decided to publicly disclose our decision regarding this dividend distribution proposal and the 2024 dividend distribution table prepared in accordance with Capital Markets Board regulations is attached with this decision.

DECISION WAS MADE UNANIMOUSLY.

| KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.                                                                    |                                                                                       |                            |                     |                                                |                                         |             |
|----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|----------------------------|---------------------|------------------------------------------------|-----------------------------------------|-------------|
| 2024 PROFIT DISTRIBUTION (TL)                                                                                        |                                                                                       |                            |                     |                                                |                                         |             |
| Paid/Issued Capital                                                                                                  |                                                                                       |                            |                     |                                                | 650.000.000                             |             |
| General Legal Reserves (According to the Statutory Records)                                                          |                                                                                       |                            |                     |                                                | 49.867.723,08                           |             |
| Information on any privileges on dividend distribution provided for in the Company’s articles of association, if any |                                                                                       |                            |                     |                                                | No privileges                           |             |
|                                                                                                                      |                                                                                       |                            |                     | SPK’ya Göre                                    | Yasal Kayıtlara (YK) Göre               |             |
|                                                                                                                      | Profit / (Loss) for the Period                                                        |                            |                     | 436.802.831,00                                 | 171.878.262,41                          |             |
|                                                                                                                      | Taxes (-)                                                                             |                            |                     | 245.423.928,00                                 | 60.629.752,16                           |             |
|                                                                                                                      | Net Profit /(Loss) for the Period (=)                                                 |                            |                     | 273.914.218,00                                 | 111.248.510,25                          |             |
|                                                                                                                      | Previous Years' Losses (-)                                                            |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | General Statutory Reserves (-)                                                        |                            |                     | 5.562.425,51                                   | 5.562.425,51                            |             |
|                                                                                                                      | NET DISTRIBUTABLE PROFIT / (LOSS) FOR THE PERIOD (=)                                  |                            |                     | 268.351.792,49                                 | 105.686.084,74                          |             |
|                                                                                                                      | Donations made in the Period (+)                                                      |                            |                     | 505.175,00                                     | 505.175,00                              |             |
|                                                                                                                      | Net Distributable Profit / (Loss) for the Period with Donations Included              |                            |                     | 268.856.967,49                                 | 105.686.084,74                          |             |
|                                                                                                                      | First Dividend Payment to the Shareholders                                            |                            |                     | 20.000.000,00                                  | 20.000.000,00                           |             |
|                                                                                                                      | - Cash                                                                                |                            |                     | 20.000.000,00                                  | 20.000.000,00                           |             |
|                                                                                                                      | - Bonus Shares                                                                        |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | - Total                                                                               |                            |                     | 20.000.000,00                                  | 20.000.000,00                           |             |
|                                                                                                                      | Dividend Payment to Privileged Shareholders                                           |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | Other Dividend Payments                                                               |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | - to the Directors,                                                                   |                            |                     |                                                |                                         |             |
|                                                                                                                      | - to the Employees,                                                                   |                            |                     |                                                |                                         |             |
|                                                                                                                      | - to non-Shareholders                                                                 |                            |                     |                                                |                                         |             |
|                                                                                                                      | Dividend Payments to Usufruct Certificate Holders                                     |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | Second Dividend Payment to the Shareholders                                           |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | General Statutory Reserves                                                            |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | Other Statutory Reserves                                                              |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | Special Reserves                                                                      |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | EXTRAORDINARY RESERVES                                                                |                            |                     | 248.856.967,49                                 | 85.686.084,74                           |             |
|                                                                                                                      | Other Resources Available for Distribution                                            |                            |                     | 0,00                                           | 0,00                                    |             |
|                                                                                                                      | - Previous Year Profit                                                                |                            |                     |                                                |                                         |             |
|                                                                                                                      | - Extraordinary Reserves                                                              |                            |                     |                                                |                                         |             |
|                                                                                                                      | - Other Reserves Distributable in accordance with the Law and Articles of Association |                            |                     |                                                |                                         |             |
| Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. Dividend Ratios Table for the 2024                                 |                                                                                       |                            |                     |                                                |                                         |             |
|                                                                                                                      | GROUP **                                                                              | TOTAL DIVIDENT AMOUNT (TL) |                     | TOTAL DIVIDENT/<br>DISTRIBUTABLE<br>PROFIT *** | DIVIDENT FOR EACH 1 TL NOMINAL<br>SHARE |             |
|                                                                                                                      |                                                                                       | CASH (TL)                  | BONUS SHARE<br>(TL) |                                                | RATIO (%)                               | AMOUNT (TL) |
| GROSS                                                                                                                |                                                                                       | 20.000.000,00              | 0,00                | 7,45                                           | 0,0307692                               | 3,08        |
| NET                                                                                                                  |                                                                                       | 17.000.000,00              | 0,00                | 6,33                                           | 0,0261538                               | 2,62        |

(\*)The net profit for the period of the Company is TL 191,378,903 and since TL (82,535,315).-TL of this amount is attributable to non-controlling interests, the net profit for the period attributable to the parent company amounting to TL 273,914,218 is taken as basis. (\*\*) Since there is no privileged share group in the profit, no group breakdown is included. (\*\*\*) Ratio of Dividend Distributed to Net Distributable Profit for the Period

**Sami Aslanhan**  
Yönetim Kurulu Başkanı

**Ömer Ünsalan**  
Yönetim Kurulu Başkan Vekili

**Murat Tanrıöver**  
Yönetim Kurulu Üyesi

**Bikem Kanık**  
Bağımsız Yönetim Kurulu Üyesi

**Burhanettin Koray Tunçalp**  
Bağımsız Yönetim Kurulu Üyesi

**Erdal Yavuz**  
Bağımsız Yönetim Kurulu Üyesi

## Appendix-2

### Resumes and Declaration of Independence of Independent Board Member Candidate

#### INDEPENDENCE DECLARATION

I, undersigned, hereby declare and undertake that I am a candidate to serve as an "independent member" on the Board of Directors of Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. ("Company"), in accordance with the relevant legislation, the Company's Articles of Association, and the Corporate Governance Principles included in the Corporate Governance Communiqué (II-17.1) published by the Capital Markets Board, under the following criteria:

a) There has been no employment relationship in the last five years in a managerial position involving significant duties and responsibilities between myself, my spouse, and second-degree relatives through blood or marriage, and the Company, its subsidiaries where the Company holds management control or significant influence, or legal entities where shareholders holding management control of the Company have significant influence, nor do I individually or jointly hold more than 5% of the capital or voting rights, or privileged shares, nor has there been any significant commercial relationship established.

b) In the last five years, I have not been employed as a manager or board member holding significant duties and responsibilities in companies where the Company has significantly purchased or sold services or products, especially in audits (tax audits, statutory audits, including internal audits), ratings, and consultancy services. c) Due to my role as an independent board member, I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake.

ç) Except for university teaching, I will not work full-time in public institutions after being elected as a member.

d) As per Income Tax Law No. 193 dated 31/12/1960, I am considered a resident in Turkey.

e) I have strong ethical standards, a professional reputation, and experience that allow me to contribute positively to the Company's activities, maintain neutrality in conflicts of interest between the Company and its shareholders, and freely make decisions while considering the rights of stakeholders.

f) I can dedicate sufficient time to follow the Company's operations and fulfill the requirements of the tasks I undertake.

g) I have not served on the board of directors for more than six years in the last ten years.

ğ) I do not serve as an independent board member in more than three of the companies where the Company or the shareholders holding management control of the Company have management control, and in total, in more than five companies traded on the stock exchange.

h) I have not been registered or announced as representing a legal entity elected as a member of the board of directors. In light of the information I possess,

I acknowledge, declare, and undertake that I meet the independent member criteria stipulated in the Turkish Commercial Code and Capital Markets legislation. I present the above statements as accurate to the General Assembly, Board of Directors, shareholders of the Company, and all other stakeholders.

**Name Surname:** Burhanettin Koray Tunçalp

**Date:** 19/02/2025

### INDEPENDENCE DECLARATION

I, undersigned, hereby declare and undertake that I am a candidate to serve as an "independent member" on the Board of Directors of Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. ("Company"), in accordance with the relevant legislation, the Company's Articles of Association, and the Corporate Governance Principles included in the Corporate Governance Communiqué (II-17.1) published by the Capital Markets Board, under the following criteria:

a) There has been no employment relationship in the last five years in a managerial position involving significant duties and responsibilities between myself, my spouse, and second-degree relatives through blood or marriage, and the Company, its subsidiaries where the Company holds management control or significant influence, or legal entities where shareholders holding management control of the Company have significant influence, nor do I individually or jointly hold more than 5% of the capital or voting rights, or privileged shares, nor has there been any significant commercial relationship established.

b) In the last five years, I have not been employed as a manager or board member holding significant duties and responsibilities in companies where the Company has significantly purchased or sold services or products, especially in audits (tax audits, statutory audits, including internal audits), ratings, and consultancy services. c) Due to my role as an independent board member, I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake.

ç) Except for university teaching, I will not work full-time in public institutions after being elected as a member.

d) As per Income Tax Law No. 193 dated 31/12/1960, I am considered a resident in Turkey.

e) I have strong ethical standards, a professional reputation, and experience that allow me to contribute positively to the Company's activities, maintain neutrality in conflicts of interest between the Company and its shareholders, and freely make decisions while considering the rights of stakeholders.

f) I can dedicate sufficient time to follow the Company's operations and fulfill the requirements of the tasks I undertake.

g) I have not served on the board of directors for more than six years in the last ten years.

ğ) I do not serve as an independent board member in more than three of the companies where the Company or the shareholders holding management control of the Company have management control, and in total, in more than five companies traded on the stock exchange.

h) I have not been registered or announced as representing a legal entity elected as a member of the board of directors. In light of the information I possess,

I acknowledge, declare, and undertake that I meet the independent member criteria stipulated in the Turkish Commercial Code and Capital Markets legislation. I present the above statements as accurate to the General Assembly, Board of Directors, shareholders of the Company, and all other stakeholders.

**Name Surname:** Bıkem Kanık

**Date:** 19/02/2025

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**Name Surname:** ERDAL YAVUZ

**Date:** 19/02/2025

### **Prof. Dr. Burhanettin Koray TUNÇALP**

Burhanettin Koray TUNÇALP graduated from Marmara University, Department of Electrical Technical Education in 1984, and from Gabrovo Technical University, Department of Power Engineering and Electrical Systems in 2014. The doctoral degree was completed at Marmara University in 1999. Between 1985 and 2014, academic duties were carried out at the Faculty of Technical Education (TEF), which was transformed into the Faculty of Technology in 2010.

In addition to chairing various university commissions, roles such as Vice Dean of TEF and Head of the Departments of Electrical Education and Mechatronics Education were undertaken. Professional experience also includes assignments in the United States at Purdue University and Indiana University, in Lithuania at Kaunas Technical University and Panevezys Mechatronics Center, and in Denmark at the Brüel & Kjaer Acoustic Company Training Center, focusing on electrical, mechatronics, robotics, and vibration fields.

Since 2015, academic work has continued at Haliç University, where responsibilities have included serving as Director of the Vocational School of Higher Education for 7 years, Head of the Department of Electrical and Electronics Engineering for 2 years, and Deputy Director of the Institute of Science and Technology for 1 year. Consultancy services were also provided for 5 years at METGEM (Vocational and Technical Education Research Center) of Bahçeşehir University and for 3 years at Alce Electric Measurement Instruments as a technical consultant.

Authorship includes 2 books, and lectures have been delivered in 42 different subjects across associate, undergraduate, and postgraduate levels. Supervision was provided for 4 doctoral dissertations and 17 master's theses. Contributions to 9 international and national projects were made as a coordinator, principal investigator, researcher, reviewer, or observer. Teaching activities were also carried out at Bahçeşehir University Vocational School. Between 2003 and 2013, editorial work was conducted for journals titled "Technological Education" and "Vocational Technical Education." In 2018, lectures were delivered at Linnaeus University in Sweden under the Erasmus Academic Exchange Program. A total of 68 international and national articles and papers have been published.

Areas of expertise include instrumentation, vocational and technical education, smart grids, electrical energy measurement, and mechatronic systems.

### **Bikem KANIK**

Throughout a career spanning over 25 years, Bikem Kanik has gained extensive experience in various fields as an economist and finance professional. Following graduation from Galatasaray High School, undergraduate studies were completed at Istanbul University, Faculty of Economics, Department of Economics (English). A Master's degree in Business Administration with a focus on finance was earned from San Diego National University. In 2021, an additional bachelor's degree in Sociology was completed at Istanbul University.

Professional life began in the banking sector, with responsibilities undertaken in Treasury and Corporate Finance. During an investment banking career of nearly 12 years, specialization was developed in financial restructuring, mergers and acquisitions, and venture capital. Executive roles were also held in international risk management consulting firms as Director of Product Development and Business Development.

Experience includes participation on both sides of the business world through memberships in Boards of Directors, Executive Committees, and Supervisory Boards. Kanik currently serves as a member of the Executive Board at Orbit Consulting, which provides sustainability consultancy services for the textile industry.

### **Erdal Yavuz**

Erdal Yavuz, who completed his undergraduate studies in Industrial Engineering at Boğaziçi University and his MBA studies at Bayes Business School in the UK, began his career in 1995 at Türkiye Sınai Kalkınma Bankası A.Ş., where he progressively took on increasing responsibilities in treasury & fund management, corporate finance, and financial restructuring over approximately 9 years.

Between 2004 and 2010, Yavuz worked as a senior finance and general management executive at Vodafone Group in Turkey and international organizations. Upon joining Turkish Airlines in 2010, he led the

establishment of the Subsidiaries Group Presidency, managing corporate governance of subsidiary companies, coordinating strategic partnerships, and overseeing organic and inorganic investments. Additionally, he held senior positions as a board member in subsidiary portfolio companies.

From 2017 to 2023, Yavuz held senior responsibilities in investment, business development, and strategy at Ciner Group, concurrently serving as a board member in group companies.

Erdal Yavuz has not held any other positions in Kontrolmatik Technology Energy and Engineering Inc. or its subsidiaries in the last five years. He has no relationships with senior executives of Kontrolmatik Technology Energy and Engineering Inc., does not hold directly or indirectly more than 5% of the company's capital, is not an employee representative, and has no commercial relationships with Kontrolmatik Technology Energy and Engineering Inc.