

DOĞANLAR MOBİLYA GRUBU İMALAT SANAYİ VE TİCARET A.Ş.

INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING DATED 13 MAY 2025

To discuss and resolve the following agenda, the Ordinary General Assembly will be convened on Tuesday May 13, 2025, at 10:30 a.m. at İdealtepe Mahallesi Rifkî Tongsir Caddesi No:107 Maltepe/İstanbul.

The Board of Directors Annual Report for the 2024 accounting period, Corporate Governance Principles Compliance Report, Corporate Governance Information Form, Sustainability Compliance Report, Financial Statements, Independent Audit Report, Proposal on Dividend Distribution, General Assembly Information Document, Power of Attorney Form and other relevant documents pertaining to our Company that must be submitted to the inspection of the shareholders prior to the general assembly as per the legislation will be available for review by our Shareholders within the legal three-week period prior to the meeting, excluding the meeting and announcement days at the Company address in İdealtepe Mahallesi Rifkî Tongsir Caddesi No:107 Maltepe/İstanbul, on our company's website www.doganlarmobilyagrubu.com and the Electronic General Meeting System ("**e-GKS**") system.

Shareholders who will not attend the meeting in person, to be able to use their voting rights through a proxy, must submit their notarized proxy form to our company in accordance with the sample attached and the regulations of the Communiqué on Voting by Proxy and Proxy Solicitation (II-30.1) of the Capital Markets Board. You can obtain a proxy form from our company headquarters or website www.doganlarmobilyagrubu.com. A proxy appointed via the Electronic General Meeting System ("**e-GKS**") can attend the General Meeting both in person or via the e-GKS without submitting any other proxy document. A proxy who wishes to attend the meeting in person, regardless of whether they have been appointed by a notarized proxy form or authorized via the e-GKS, must present an ID card to be able participate in the meeting

The Ordinary General Assembly Meeting will be open to stakeholders and the public without the right to speak. To electronically attend the Ordinary General Assembly, our shareholders or their representatives must fulfil the relevant obligations as per the "Communiqué on the Electronic General Assemblies of Joint Stock Companies" published in Official Gazette No. 28395 on August 28, 2012, and the "Communiqué on the Use of Electronic General Assembly System to be Implemented at the General Assemblies of Joint Stock Companies" published in Official Gazette No. 28396 on August 29, 2012. For more information on the regulations, please contact the Central Registry Agency ("**MKK**") or visit www.mkk.com.tr

As per the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, shareholders who want to participate in the Ordinary General Assembly are not required to deposit their shares in an institution. To attend to the General Assembly, our shareholders must fulfil the procedures publicly disclosed by the MKK. Only the shareholders whose names are in the list of attendees, which is based on the "list of shareholders" provided by the MKK, can attend the General Assembly. The list of attendees will be used to verify the shareholders or proxies coming to the conference hall to participate in the Ordinary General Assembly.

Respectfully submitted to our esteemed shareholder.

ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

Of the additional explanations required under the “Corporate Governance Communiqué” numbered II-17.1 of the Capital Market Board (“CMB”), those related to the agenda items are provided in the relevant item below, and other mandatory general explanations are presented for your information in this section:

1. Shareholding Structure and Voting Rights:

In the Company Articles of Association, there is no privilege for the exercise of voting rights. Each share equals one voting right. The total number of shares and votes reflecting the shareholding structure of our Company as of the announcement of this information document is presented below:

Doğanlar Mobilya Grubu İmalat Sanayi ve Ticaret Anonim Şirketi Shareholding Structure (17.04.2025)

Shareholder	Share amount (TRY)	Share Percentage (%)	Voting Rights (TRY)	Voting Right Percentage (%)
Doğanlar Yatırım Holding A.Ş.	174.569.552,79	49,88	174.569.552,79	49,88
Other Shareholders	175.430.447,21	50,12	175.430.447,21	50,12
Total Issued Capital	350.000.000,00	100,00	350.000.000,00	100,00

2. Information on the Changes in the Management and Activities of Our Company and Affiliates that have taken place in the previous accounting period or planned in the future accounting periods that will significantly affect the partnership activities and the Reasons for these Changes.

There are no management or operational changes of the company or its critical subsidiaries that took place in the previous accounting period or are planned for the subsequent accounting period, which may materially affect the company's operations. Such matters are disclosed to the public through material disclosures, and these are available at www.kap.org.tr or the Investor Relations tab at www.doganlarmobilyagrubu.com

3. Information about the Requests of Shareholders, Capital Markets Board and Other Public Bodies to Add Items to the Agenda:

Shareholders, the Capital Market Board and other Public Institutions and Organizations have not requested any article to be added to the agenda.

4. Information about Discharge, Replacement or Election of Board Members:

Information regarding the acceptance of the resignation of Mr. Salih Tuncer Mutlucan and submission of the appointment of Mr. Adnan Doğan to the General Assembly for the approval of the General Assembly with the Board of Directors' resolution dated 04.02.2025 pursuant to Article 363 of the Turkish Commercial Code No. 6102, is provided in the “General Assembly Agenda and Explanations Regarding the Agenda” section. Since the terms of office of the members of the Board of Directors expire on 16.05.2025, new members of

the Board of Directors will be elected in accordance with the CMB regulations, the Turkish Commercial Code and the Regulation and within the framework of the principles regarding the election of members of the Board of Directors specified in the Articles of Association of our Company. In addition, independent members will be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1. Information on the election of the members of the board of directors is provided in the section titled "General Assembly Agenda and Explanations Regarding the Agenda" section.

5. The Board Resolution on the Amendments to the Articles of Association, Former and Current Forms of the Amendments:

The General Assembly agenda does not include any amendments to the Articles of Association.

EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING HELD ON 13 MAY 2025

1. Opening and election of the Meeting Chairperson,

In accordance with the provisions of the Turkish Commercial Code No. 6102 ("TCC") and the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to be Present at these Meetings ("Regulation"), the Meeting Chair will be established to preside over the General Assembly meeting.

2. Reading, discussion, and approval of the Board of Directors' Annual Report for the 2024 operating period,

The General Assembly will be informed on the Board of Directors' Annual Report for the 2024 operating period made available for the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at www.doganlarmobilyagrubu.com for three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the report will be presented for the opinion and approval of the General Assembly.

3. Reading and discussion of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2024 operating period and informing the General Assembly about the measures to be taken pursuant to Article 403 of the Turkish Commercial Code since the Independent Audit Report contains a Conditional Opinion,

The General Assembly will be informed on the Independent Auditor's Report for the 2024 operating period made available for the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at www.doganlarmobilyagrubu.com for three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the report will be presented for the opinion and approval of the General Assembly.

Pursuant to Article 403, Paragraph 5 of the Turkish Commercial Code, the General Assembly will be informed about the measures and corrections to be taken due to the fact that the Independent Audit Report contains a Conditional Opinion, and the said measures and corrections will be submitted to the approval of the General Assembly.

4. Reading, discussion, and submitting for approval of the Financial Statements for the 2024 operating period,

The General Assembly will be informed on the Financial Statements for the 2024 operating period made available for the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at www.doganlarmobilyagrubu.com three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the financial statements will be presented for the opinion and approval of the General Assembly.

5. Making a resolution on release of the members of the Board of Directors on an individual basis for their activities and transactions for 2024,

Within the framework of the provisions of the TCC and the Regulation, the release of the members of the Board of Directors on an individual basis for their activities, transactions and accounts for the year 2024 will be submitted to the approval of the General Assembly. The members of the Board of Directors will not be able to vote for their own release.

6. Discussing and resolving on the proposal of the Board of Directors regarding the profit/loss for 2024, prepared within the framework of the Company's profit distribution policy,

In accordance with the provisions of the Turkish Commercial Code and the Regulation, information will be given about the Board of Directors' proposal for dividend distribution for the fiscal year 2024, which is submitted to the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at www.doganlarmobilyagrubu.com for three weeks prior to the General Assembly Meeting, and will be submitted to the General Assembly for its opinion and approval.

7. Submitting of the changes made in the membership of the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code to the approval of the General Assembly,

The resignation letter of Mr. Salih Tuncer Mutlucan, a member of the Board of Directors, received by our Company, was accepted with the Board of Directors' resolution dated 04.02.2025 and the appointment of Mr. Adnan Doğan as a member of the Board of Directors to serve as a member of the Board of Directors until 16.05.2025, which is the term of office of the current Board of Directors, in accordance with Article 363 of the Turkish Commercial Code, will be submitted to the approval of the General Assembly.

The resume of Mr. Adnan Doğan is included in **ANNEX-1**.

8. Determination of the number of members of the Board of Directors, election of the members of the Board of Directors and determination of their terms of office,

Since the term of office of the Members of the Board of Directors ends on 16.05.2025, in accordance with the Articles of Association of our Company, the number of members of the Board of Directors will be determined and the election of the members of the Board of Directors and independent members within the framework of the provisions of the Corporate Governance Communiqué will be made.

Ms. Zeynep Yalım Uzun, Ms. Berna Akyüz Öğüt and Mr. Muhterem Şenel were nominated as independent board member candidates. The Corporate Governance Committee of our Company, which also fulfils the duties of the nomination committee, prepared the nomination report regarding the independent board memberships of Ms. Zeynep Yalım Uzun, Ms. Berna Akyüz Öğüt and Mr. Muhterem Şenel and submitted it to the Board of Directors of our Company. Subsequently, our Company's Board of Directors, with its decision dated 14.03.2025 and numbered 89/26, decided to apply to the Capital Markets Board to obtain its positive opinion on the independent board memberships of Ms. Zeynep Yalım Uzun, Ms. Berna Akyüz Öğüt and Mr. Muhterem Şenel based on the report; subsequently, the relevant application was made to the Capital Markets Board. It was resolved by the Capital Markets Board at the Board's meeting dated 20.03.2025 and numbered

17/541 not to express any negative opinion on the independent member candidates for the board of directors.

The declarations of independence of Ms. Zeynep Yalım Uzun, Ms. Berna Akyüz Öğüt and Mr. Muhterem Şenel regarding their fulfilment of the conditions set out in principle 4.3.6 of the Corporate Governance Principles and their resumes are given in **ANNEX- 2**.

9. Submitting the amendments made by the Board of Directors decision dated 17.04.2025 to the 'Remuneration Policy' prepared by the Board of Directors in order to comply with the Capital Markets Board's Corporate Governance Communiqué II-17.1 for the information of the General Assembly and obtaining their opinions,

The amendments made by the Board of Directors on 17.04.2025 in the Remuneration Policy of the Company prepared in accordance with the Corporate Governance Communiqué (II-17.1), considering the public disclosure practices of our company and the current regulations of the Capital Markets Board on the subject, will be presented to the General Assembly and their opinions will be taken. Policy is included in **ANNEX-3**.

10. Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles and discussing and approving the fees to be paid to the Members of the Board of Directors in 2025,

Information regarding the payments made to the Board of Directors and senior executives during the 2024 fiscal period, in accordance with our company's Remuneration Policy will be provided to the General Assembly.

In accordance with the provisions of the Turkish Commercial Code, the relevant legislation, the Company's Articles of Association and the Remuneration Policy, the attendance fees to be paid to the members of the Board of Directors and the Independent Members of the Board of Directors will be determined in the operating period of 2025.

11. Submitting of the independent audit firm determined by the Board of Directors for 2025 to the approval of the General Assembly,

In accordance with the principles set out in the Turkish Commercial Code No. 6102, Capital Markets Law No. 6362, Decree Law No. 660 and the secondary legislation in force within this scope, the selection of the independent audit firm that will take part in the independent audit of the financial reports of our Company for the accounting period of 2025 and the fulfilment of other related activities will be made.

12. Submitting the audit firm authorised in the field of sustainability determined by the Board of Directors for the years 2024 and 2025 for the approval of the General Assembly,

Pursuant to the Board Decision on Making Assurance Audits for Sustainability Reports Mandatory, published by the Public Oversight, Accounting and Auditing Standards Authority ('POA') in the Official Gazette dated 05.09.2024 and numbered 32653, the selection of the sustainability auditor to be proposed by the Board of Directors to carry out assurance audits and other activities for sustainability reports for the years 2024 and 2025 will be submitted to the approval of the General Assembly.

13. Informing the General Assembly about the share buy-back transactions carried out pursuant to the resolution of the Board of Directors of our Company dated 23.05.2018 and the share buy-back transactions carried out pursuant to the resolution of the Board of Directors of our Company dated 23.05.2018 and the share buy-back transactions initiated with the resolutions of the Board of Directors dated 17.02.2023, 07.08.2023 and 31.10.2023 within the framework of the announcement made by the Capital Markets Board ("CMB") on 14.02.2023,

Within the framework of the Capital Markets Board's Communiqué on Repurchased Shares numbered II-22.1 and the announcement made by the Capital Markets Board on 14.02.2023, the General Assembly will be informed about the share buy-back transactions carried out in accordance with the decision of our Company's Board of Directors dated 23.05.2018 and the share buy-back transactions carried out in 2024 within the scope of the share buy-back transactions initiated with the decisions of the Board of Directors dated 07.08.2023 and 31.10.2023 within the framework of the announcement made by the Capital Markets Board on 14.02.2023.

With the Resolution of the Capital Markets Board dated 01.08.2024, the announcement dated 14.02.2023 has been repealed. According to the new Resolution, the buy-back programs initiated by the board of directors of listed companies or their subsidiaries and in force will be valid until the first general assembly meeting of the companies. For this reason, the General Assembly will be informed that the share buy-back transactions, initiated by the Board of Directors decision dated 14.02.2023, will be terminated.

14. Informing the General Assembly on related party transactions performed in 2024,

The General Assembly will be informed on the related party transactions realized in 2024 within the framework of the Capital Markets Law No. 6362 ("**CMB Law**"), Turkish Commercial Code No. 6102 ("**TCC**"), Corporate Governance Communiqué (II-17.1) and other relevant capital markets legislation, Turkish Accounting Standards Communiqué (TAS 24) (No. 8) and other legislation and regulations regarding the performance of related party transactions.

15. Informing the General Assembly Within the Scope of Principle No. 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 Corporate Governance,

Pursuant to the Capital Markets Board's Communiqué No. II-17.1 on Corporate Governance, the General Assembly will be informed on whether the controlling shareholders, members of the Board of Directors, executives with administrative functions, and their spouses and relatives by blood or marriage up to the second degree have made any significant transaction that may cause a conflict of interest with the partnership or its subsidiaries and/or whether they have carried out any commercial transaction on their own behalf or on behalf of others or otherwise participated in another partnership engaged in the same type of commercial business as a partner with unlimited liability in 2024.

16. Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2024 in accordance with the Capital Markets Board regulations,

In accordance with the Capital Markets Board's Communiqué No. II-17.1 on Corporate Governance, the General Assembly will be informed on the guarantees, pledges, mortgages and sureties given by our Company in favor of third parties in 2024.

17. Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2024 and setting an upper limit for donations to be made in 2025 in accordance with the Capital Markets Board regulations,

Pursuant to the Capital Markets Board's Communiqué No. II-171.1 on Corporate Governance, the General Assembly will be informed on the donations and aids made by the Company for social relief purposes in 2024.

Pursuant to Article 19/5 of the Capital Markets Law No. 6362, the limit of donations to be made by the Company in 2025 will be determined by the General Assembly.

18. Authorizing the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code and informing the General Assembly about the transactions carried out within this scope in 2024 in line with the Corporate Governance Principles,

The approval of the General Assembly is required for the members of the Board of Directors to carry out transactions within the framework of Article 395 titled 'Prohibition of Transactions with the Company and Borrowing from the Company' and Article 396 titled 'Prohibition of Competition' of the TCC.

The General Assembly will be informed about the transactions of the members of the Board of Directors within the scope of the aforementioned articles in 2024.

19. Wishes and adjournment.

ANNEX

ANNEX/1: The Resume of Mr. Adnan Dođan

ANNEX/2: The Resumes and Declaration of Independence's of Independent Board Member Nominees

ANNEX/3: The Remuneration Policy

ANNEX/4: Power of Attorney

ANNEX/5: Dividend Distribution Table

ANNEX/1

THE RESUME OF MR. ADNAN DOĐAN

Born in 1963 in the Biga district of Çanakkale, Adnan Dođan completed his primary and secondary education in Biga and then studied at the Commercial High School. In 1987, he founded Dođtař A.ř. with his brothers. He currently serves as Deputy Chairman of the Board of Directors of Dođanlar Holding, Chairman of the Board of Directors of Dođanlar Furniture Group. A member of the Biga Industrial Businessmen's Association, Adnan Dođan is married and has one child.

ANNEX/2: THE RESUMES AND DECLARATION OF INDEPENDENCE'S OF INDEPENDENT BOARD MEMBER NOMINEES

ZEYNEP YALIM UZUN

After graduating from Robert College, Zeynep Yalim Uzun studied Economics and Psychology at Agnes Scott College in the USA. Over the past 15 years, Uzun has held C-level positions, gaining extensive experience in global brand, marketing, and business management. During her more than 25-year career at Unilever, one of the world's largest fastmoving consumer goods companies, Uzun worked in Poland, Türkiye, and the UK, managing global and regional operations for various Unilever brands. She served as Vice President of Omo, Unilever's second-largest brand, which operates in 80 countries and is based in London. Zeynep Yalim Uzun, also serves as a Board Member and Advisor at Şölen and she is on the Advisory Board of Women on Boards Adria, which works on gender equality in the business world. She serves as the Vice Chair of the Futurists Association of Türkiye, is a member of the Northwestern University Family Council, and acts as a trustee of the Koruncuk Foundation.

DECLARATION OF INDEPENDENCE

I hereby announce my nomination for the board as an "Independent Member" of Doğanlar Mobilya Grubu İmalat Sanayi ve Ticaret Anonim Şirketi ("Company") Board of Directors, in accordance with the criteria outlined in the Company's Articles of Association and the Corporate Governance Communiqué No. II-17.1 issued by the Capital Markets Board (CMB). In this context:

- a) In the past five years, I, my spouse, or my first- and second-degree relatives by blood or marriage have not had an employment relationship in a managerial position involving significant duties and responsibilities; have not owned, individually or jointly, more than 5 percent of any capital, voting rights, or privileged shares; and have not established any significant commercial relationships with the Company, the partnerships under the control or significant influence of the Company, the partners holding managerial control of or exerting significant influence in the Company, or legal entities over which these partners have managerial control;
- b) In the past five years, I have not been a partner holding 5 percent or more, have not held a managerial position involving significant duties and responsibilities, and have not served as a board member at any company from which the Company has procured or to which it has sold products or services, particularly in areas such as auditing, including tax, legal, and internal audits, rating, or consultancy, during the periods in which such transactions took place;
- c) I have the professional education, knowledge, and experience required to fulfil the duties I will undertake as an Independent Board Member.
- d) In compliance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except as a faculty member.
- e) I am a resident of Türkiye pursuant to Income Tax Law No. 139, dated December 31, 1960, and December 19, 1960.
- f) I have strong ethical standards, a professional reputation, and the experience required to contribute to the Company's activities, remain impartial in conflicts of interest between the Company and shareholders, and make decisions freely while considering the rights of stakeholders.

g) I can devote sufficient time to company affairs to monitor the Company's activities and fulfill the duties I have undertaken.

h) I have not been a member of the Company's Board of Directors for more than six years within the last 10 years.

i) I do not serve as an Independent Board Member at more than three companies in which the Company or the partners holding management control of the Company have managerial control, and at more than five companies listed on the stock exchange.

j) I am not registered or announced in the name of a legal person elected as a Board Member.

ZEYNEP YALIM UZUN

(There is a signature on the original copy)

* This declaration has been translated into English for informational purposes. In case of a discrepancy between the Turkish and English versions of this disclosure statement, the Turkish version shall prevail.

BERNA AKYÜZ ÖĞÜT

Berna Akyüz Öğüt graduated from Boğaziçi University's Department of Business Administration in 1996 and went on to complete her master's degree at the same institution. In her nearly 30-year professional career, she has held senior leadership roles and gained strategic experience across various industries, including telecommunications, FMCG, and retail, both in Türkiye and global markets. For the past four years, she has ranked among the top three in Ekonomist Magazine's annual survey of Türkiye's 50 Most Powerful Women CEOs. She is currently the General Manager and a Board Member of LC WAIKIKI Mağazacılık. Berna Akyüz Öğüt is married and has a daughter.

DECLARATION OF INDEPENDENCE

I hereby announce my nomination for the board as an "Independent Member" of Doğanlar Mobilya Grubu İmalat Sanayi ve Ticaret Anonim Şirketi ("Company") Board of Directors, in accordance with the criteria outlined in the Company's Articles of Association and the Corporate Governance Communiqué No. II-17.1 issued by the Capital Markets Board (CMB). In this context:

a) In the past five years, I, my spouse, or my first- and second-degree relatives by blood or marriage have not had an employment relationship in a managerial position involving significant duties and responsibilities; have not owned, individually or jointly, more than 5 percent of any capital, voting rights, or privileged shares; and have not established any significant commercial relationships with the Company, the partnerships under the control or significant influence of the Company, the partners holding managerial control of or exerting significant influence in the Company, or legal entities over which these partners have managerial control;

b) In the past five years, I have not been a partner holding 5 percent or more, have not held a managerial position involving significant duties and responsibilities, and have not served as a board member at any company from which the Company has procured or to which it has sold products or services, particularly in areas such as auditing, including tax, legal, and internal audits, rating, or consultancy, during the periods in which such transactions took place;

c) I have the professional education, knowledge, and experience required to fulfil the duties I will undertake as an Independent Board Member.

d) In compliance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except as a faculty member.

e) I am a resident of Türkiye pursuant to Income Tax Law No. 139, dated December 31, 1960, and December 19, 1960.

f) I have strong ethical standards, a professional reputation, and the experience required to contribute to the Company's activities, remain impartial in conflicts of interest between the Company and shareholders, and make decisions freely while considering the rights of stakeholders.

g) I can devote sufficient time to company affairs to monitor the Company's activities and fulfil the duties I have undertaken.

h) I have not been a member of the Company's Board of Directors for more than six years within the last 10 years.

i) I do not serve as an Independent Board Member at more than three companies in which the Company or the partners holding management control of the Company have managerial control, and at more than five companies listed on the stock exchange.

j) I am not registered or announced in the name of a legal person elected as a Board Member.

BERNA AKYÜZ ÖĞÜT

(There is a signature on the original copy)

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MUHTEREM ŞENEL

Muhterem Şenel is the Director in charge of Investments at Alkima Partners, one of Turkey's leading private equity funds investing growth capital in mid-sized companies in Turkey and is also the Senior Manager in charge of Investments at Taksim Capital. Prior to joining Capital in 2015, he worked as an expert at Ünlü&Co, Turkey's leading M&A advisory services provider, where he provided M&A advisory services in various sectors ranging from retail, consumer products, infrastructure to financial services. In 2008, Muhterem Şenel graduated from Boğaziçi University, Department of Electrical and Electronics Engineering and holds a master's degree in MBA from the University of Michigan in the USA. Muhterem Şenel started his career as a Project Manager at Ericsson Telekom in 2009.

DECLARATION OF INDEPENDENCE

I hereby announce my nomination for the board as an "Independent Member" of Doğanlar Mobilya Grubu İmalat Sanayi ve Ticaret Anonim Şirketi ("Company") Board of Directors, in accordance with the criteria outlined in the Company's Articles of Association and the Corporate Governance Communiqué No. II-17.1 issued by the Capital Markets Board (CMB). In this context:

- a) In the past five years, I, my spouse, or my first- and second-degree relatives by blood or marriage have not had an employment relationship in a managerial position involving significant duties and responsibilities; have not owned, individually or jointly, more than 5 percent of any capital, voting rights, or privileged shares; and have not established any significant commercial relationships with the Company, the partnerships under the control or significant influence of the Company, the partners holding managerial control of or exerting significant influence in the Company, or legal entities over which these partners have managerial control;
- b) In the past five years, I have not been a partner holding 5 percent or more, have not held a managerial position involving significant duties and responsibilities, and have not served as a board member at any company from which the Company has procured or to which it has sold products or services, particularly in areas such as auditing, including tax, legal, and internal audits, rating, or consultancy, during the periods in which such transactions took place;
- c) I have the professional education, knowledge, and experience required to fulfil the duties I will undertake as an Independent Board Member.
- d) In compliance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except as a faculty member.
- e) I am a resident of Türkiye pursuant to Income Tax Law No. 139, dated December 31, 1960, and December 19, 1960.
- f) I have strong ethical standards, a professional reputation, and the experience required to contribute to the Company's activities, remain impartial in conflicts of interest between the Company and shareholders, and make decisions freely while considering the rights of stakeholders.
- g) I can devote sufficient time to company affairs to monitor the Company's activities and fulfil the duties I have undertaken.

h) I have not been a member of the Company's Board of Directors for more than six years within the last 10 years.

i) I do not serve as an Independent Board Member at more than three companies in which the Company or the partners holding management control of the Company have managerial control, and at more than five companies listed on the stock exchange.

j) I am not registered or announced in the name of a legal person elected as a Board Member.

MUHTEREM ŐENEL

(There is a signature on the original copy)

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ANNEX/3: THE REMUNERATION POLICY

INFORMATION PURPOSES ONLY

REMUNERATION POLICY

1. Purpose

The purpose of the remuneration policy is to determine the remuneration principles for the members of the board of directors and officers in compliance with the applicable legislation and Articles of Association of the Doğanlar Mobilya Grubu İmalat Sanayi ve Ticaret Anonim Şirketi (“**Company**”), taking into account the long-term objectives of the Company.

The Company complies with the “**CML**”, “**TCC**”, capital markets legislation and other applicable legislation and regulations in relation to remuneration. The Company pays utmost care to maintain compliance with Corporate Governance Principles included in the Corporate Governance Communiqué issued by the **CMB** as amended from time to time.

The Remuneration Policy of the Company is developed in compliance with the CMB Corporate Governance Communiqué (II.7.1) and announced to all stakeholders, notably to shareholders on the Company website (www.doganlarmobilyagrubu.com).

2. Definitions and Abbreviations

CEO: Chief Executive Officer

CMB: Capital Markets Board

CML: Capital Markets Law No. 6362

Company: Doğanlar Mobilya Grubu İmalat Sanayi ve Ticaret Anonim Şirketi

ESG: Environmental, Social and Governance

KPIs: Key Performance Indicator

LTIPs: Long-Term Incentive Plans

Officers: All senior managers of the issuer, including members of the board of directors or individuals who are not board members but have the authority to make administrative decisions that directly or indirectly have regular access to the issuer’s insider information and affect the issuer’s future development and commercial objectives

TCC: Turkish Commercial Code No. 6102

3. Powers and Responsibilities

Remuneration Policy has been developed by the Board of Directors in compliance with the CMB Corporate Governance Communiqué and submitted to the approval of shareholders as a separate item in the agenda of the general assembly meeting of the Company. The Board of Directors is authorized and responsible for monitoring, supervising, developing and updating the remuneration policy. Amendments to be made to the remuneration policy are first approved by the board of directors and submitted for the approval of the shareholders at the general assembly meeting and published on the Company website (www.doganlarmobilyagrubu.com).

4. Remuneration Principles

The Remuneration Committee, and if there is no such committee, the corporate governance committee submits to the board of directors its proposals on remuneration of directors and officers.

The Board of Directors is responsible for the Company's achievement of the operational and financial performance targets set and disclosed to the public. The assessment of whether the Company has achieved the operational and financial performance targets disclosed to the public and the reasons for failure to achieve these targets are disclosed in the annual report. The Board of Directors criticises and evaluates the performance of both the Board, members and managers with administrative responsibilities. Remuneration of the members of the Board of Directors and managers with administrative responsibilities are determined by taking these evaluations into consideration. After the remuneration of the members of the Board of Directors and executives with administrative responsibilities is determined by the General Assembly, the Remuneration Committee, or in the absence of this committee, the Corporate Governance Committee, oversees whether it becomes necessary to increase the remuneration of the members of the Board of Directors and executives with administrative responsibilities due to economic developments, including changes in inflation, occurring within the same fiscal year. The Corporate Governance Committee is responsible for proposing to the Board of Directors the remuneration of directors and managers with administrative responsibility, taking into account the degree of achievement of the criteria used in remuneration (including climate-related ("KPIs")). The Committee is authorized to invite to its meetings and to receive information from Company employees or representatives, internal and external auditors of the Company, group companies and related persons and organizations, and individuals specialized in their fields, and to receive external legal and professional consultancy, when needed. The Committee also consults independent experts on issues it deems necessary regarding those activities.

If the Board of Directors evaluates this proposal and concludes that it would be appropriate to make a change in the remuneration of the members of the Board of Directors and managers with administrative responsibilities, it shall take a decision on this matter and submit it to the approval of the General Assembly to decide on the remuneration change, if necessary.

The Board of Directors is responsible for the Company's achievement of the operational (including ESG and climate-related) and financial performance targets that are disclosed to the public. The evaluation of whether the Company has achieved the operational and financial performance targets announced to the public, and the reasons for not achieving these targets are disclosed in the annual report. The Board of Directors makes self-criticism and performance assessment for the directors and officers. The remuneration of the directors and officers are determined taking these assessments into account.

4.1. Rights provided to members of the Board of Directors in our Company:

In our Company, a fixed monthly fee/attendance fee may be paid to the chairman and members of the board of directors for the services they perform in these positions. The amount to be paid is determined at the general assembly meeting. In any case, a certain amount is paid to independent members of the board of directors to maintain their independence, and dividends, share options or payment plans based on the Company's performance are not used in the remuneration of independent board members. The fees paid to the members of the Board of Directors and directors and all other benefits provided are announced to the public in the annual report. It is essential to make a disclosure on an individual basis.

4.2. Rights provided to senior managers in our Company:

These rights are determined depending on the market and/or industry conditions, inflation rate, the position, level, qualifications and individual performance of the manager, and monthly wages are paid for the term of the employment contract. The monthly wage is reviewed once a year, in line with the determined principles, taking into account the criteria that are the basis for determining the wages, unless there is a change in market conditions.

The company's Remuneration Policy aims to attract, motivate, and retain high-calibre executives critical to achieving our strategic goals. Compensation for the CEO, executive directors and other senior management aligns with market standards and legal obligations and tied to individual and company performance. This approach ensures that the Company remains competitive in retaining the leadership talent essential for long-term success.

Information on the conditions in the market and/or sector, remuneration of managers working at the same level in similar countries in the sector of the Company, the progress in achieving their targets and the future are also taken into account. When determining the individual performance level, the approach, business conduct, and behaviour of the manager, as well as the annual targets that the manager has set with her/his own manager are taken into account at predetermined ratios.

Gratification: Our Company does not pay any bonuses.

Bonuses: Bonuses are determined according to the performance of the Company in a calendar year, and the individual performance of the employee, provided that a certain threshold defined according to various weights approved by the Board of Directors for that relevant calendar year is exceeded. The Company's bonus schemes are specifically tailored for job descriptions and areas of competence and are conditional on no major risk events occurring in respective jobs and areas (including climate-related risks). Various bonus calculation methods, which may include both financial and non-financial performance parameters, may be used when deemed necessary by the Board of Directors. The bonus payments may be made in cash and/or other benefits at the discretion of the Board of Directors (including but not limited to the employee stock ownership plans or deferred bonus plans etc). Our Company does not currently have regular practice for paying bonuses to senior managers.

LTIPs: The stock-based compensation plan or other long-term performance management tools that may be adopted will require shareholder approval at the annual general meeting. This ensures transparency and alignment with best practices, meeting expectations for shareholder involvement in decisions regarding stock-based compensation plans or LTIPs.

ANNEX/4: POWER OF ATTORNEY

POWER OF ATTORNEY

TO THE CHAIRMAN OF THE BOARD OF DIRECTORS OF DOĞANLAR MOBİLYA GRUBU İMALAT SANAYİ VE TİCARET ANONİM ŞİRKETİ

I hereby appoint ----- introduced as detailed 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 of Doğanlar Mobilya Grubu İmalat Sanayi Ve Ticaret Anonim Şirketi A.Ş. that will convene on May 13, 2025, Tuesday at 10:30 a.m at the address of İdealtepe Mahallesi Rifki Tongsir Caddesi No:107 Maltepe/İstanbul.

The Attorney's (*):

Name Surname / Trade Name:

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number:

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

A) Scope Of Representation

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly;

- a. The attorney is authorized to vote according to his/her opinion.
- b. The attorney is authorized to vote on proposals of the attorney partnership management.
- c. The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Chairperson			
2. Reading, discussion, and approval of the Board of Directors' Annual Report for the 2024 operating period,			
3. Reading and discussion of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2024 operating period and informing the General Assembly about the measures to be taken pursuant to Article 403 of the Turkish Commercial Code since the Independent Audit Report contains a Conditional Opinion,			
4. Reading, discussion, and submitting for approval of the Financial Statements for the 2024 operating period,			
5. Making a resolution on release of the members of the Board of Directors on an individual basis for their activities and transactions for 2024,			
6. Discussing and resolving on the proposal of the Board of Directors regarding the profit/loss for 2024, prepared within the framework of the Company's profit distribution policy,			
7. Submitting of the changes made in the membership of the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code to the approval of the General Assembly,			
8. Determination of the number of members of the Board of Directors, election of the members of the Board of Directors and determination of their terms of office,			
9. Submitting the amendments made by the Board of Directors decision dated 17.04.2025 to the 'Remuneration Policy' prepared by the Board of Directors in order to comply with the Capital Markets Board's Corporate Governance Communiqué II-17.1 for the information of the General Assembly and obtaining their opinions,			
10. Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles and discussing and approving the fees to be paid to the Members of the Board of Directors in 2025,			
11. Submitting of the independent audit firm determined by the Board of Directors for 2025 to the approval of the General Assembly,			

<p>12. Submitting the audit firm authorised in the field of sustainability determined by the Board of Directors for the years 2024 and 2025 for the approval of the General Assembly,</p>			
<p>13. Informing the General Assembly about the share buy-back transactions carried out pursuant to the resolution of the Board of Directors of our Company dated 23.05.2018 and the share buy-back transactions carried out pursuant to the resolution of the Board of Directors of our Company dated 23.05.2018 and the share buy-back transactions initiated with the resolutions of the Board of Directors dated 17.02.2023, 07.08.2023 and 31.10.2023 within the framework of the announcement made by the Capital Markets Board ("CMB") on 14.02.2023,</p>			
<p>14. Informing the General Assembly on related party transactions performed in 2024,</p>			
<p>15. Informing the General Assembly Within the Scope of Principle No. 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 Corporate Governance,</p>			
<p>16. Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2024 in accordance with the Capital Markets Board regulations,</p>			
<p>17. Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2024 and setting an upper limit for donations to be made in 2025 in accordance with the Capital Markets Board regulations,</p>			
<p>18. Authorizing the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code and informing the General Assembly about the transactions carried out within this scope in 2024 in line with the Corporate Governance Principles,</p>			
<p>19. Wishes and adjournment.</p>			

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

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

Special Instruction: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

A) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

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

- a) Order and Serial: *
- b) Number/Group: **
- c) Amount-Nominal Value:
- ç) Privilege on Vote or not:
- 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 group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

SHAREHOLDER'S (*)

Name Surname OR Tittle:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number:

Address:

Signature:

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

ANNEX/5: DIVIDEND DISTRIBUTION TABLE

DOĞANLAR MOBİLYA GRUBU İMALAT SANAYİ VE TİCARET ANONİM ŞİRKETİ			
2024 Period Dividend Payment Table (TL)			
1. Paid-In / Issued Capital		350.000.000	
2. Total Legal Reserves (According to Legal Records)		58.594.976,76	
Information concerning preferred shares, if, as per the company Articles of Association, there are any privileges for preferred shares in distribution of dividend			No
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	(453.520.324)	(326.705.032,73)
4.	Taxes Payable (-)	-	-
5.	Net Current Period Profit	(453.520.324)	(326.705.032,73)
6.	Losses in Previous Years (-)	0	(274.262.244,45)
7	Primary Legal Reserve (-)	0	0
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT	0	0
9.	Donations Made During The Year (+)		
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated		
11.	First Dividend to Shareholders		
	- Cash		
	- Stock		
	- Total		
12.	Dividend Distributed to Owners of Privileged Shares		
13.	Other Dividend Distributed		
	- To the Members of the Board of Directors,		
	- To the Employees,		
	- To Non-Shareholders		
14.	Dividend to Owners of Redeemed Shares		
15.	Second Dividend to Shareholders		
16.	Secondary Legal Reserves		
17.	Statutory Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES		
20.	Other Distributable Resources		

DIVIDEND PAYMENT RATES TABLE					
	SHAE GROUP INFO	TOTAL DIVIDEND DISTRIBUTED		TOTAL DIVIDEND DISTRIBUTED/ NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL
		CASH (TL)	STOCK (TL)	RATIO (%)	RATIO (%)
NET	A				0
	B				0
	TOTAL				