

ANNOUNCEMENT FROM VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ CHAIRMAN OF THE BOARD OF DIRECTORS INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING OF 2024

İstanbul Trade Registry Directorate – Trade Registration Number: 193621

The Ordinary General Assembly Meeting of our Company for the year 2024 will be held on Thursday, May 22, 2025 at 10:30 at Raffles İstanbul Zorlu Center Levazım Mahallesi Vadi Caddesi No: 2/170 34340 Beşiktaş/İstanbul to discuss and decide on the agenda specified below

The Company's shareholders may attend the Annual General Meeting in person or via the electronic media, either by themselves or through their proxies. Attendance in the meeting in the electronic environment is only possible with the secure electronic signatures of shareholders or their proxies. Accordingly, the shareholders or their proxies, who will be using the Electronic General Meeting System ("e-GEM"), must have secure electronic signatures, and register on the "e-Investor: Investor Information Center" platform of the Central Securities Depository ("CSD").

Additionally, the shareholders or proxy holders who wish to attend the meeting electronically are required to fulfill their obligations stipulated by the "Regulation Regarding the Electronic General Assembly Meetings of Joint Stock Companies," published in the Official Gazette dated August 28, 2012 and numbered 28395, and the "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies," published in the Official Gazette dated August 29, 2012 and numbered 28396

Shareholders who are unable to attend the meeting in person or electronically should issue their proxy statements by fulfilling the requirements stipulated in the "Communiqué (No: II-30.1) on Voting by Proxy and Proxy Solicitation" ("Communiqué") of the Capital Markets Board of Turkey, published in the Official Gazette dated December 24, 2013 and numbered 28861 by using the enclosed sample proxy statement form, either by having the signature on the proxy statement certified by a notary public or by attaching the statement of signature issued in front of a notary public to the signed proxy statement. A sample of the proxy statement may also be obtained from the Company headquarters or the Company website at <https://vestelinternational.com/tr/yatirimci-iliskileri>. Shareholders who wish to attend the Annual General Meeting in person may exercise their rights arising from their shares registered in the "Shareholders List" in the Central Securities Depository's system upon presenting their IDs. Proxy statements that do not comply with the attached sample proxy statement required by the Communiqué will not be accepted.

Shareholders who will electronically attend the Annual General Meeting via e-GEM may learn more about the procedures and principles regarding attendance, the assignment of proxies, making suggestions, expressing opinions and voting on the website of CSD at <https://www.mkk.com.tr>.

The Company's Annual Report of the Board of Directors, Consolidated Financial Statements and the Independent Audit Report for the year 2024, the Board's Proposal for Profit Distribution and the General Assembly Information Memorandum will be available for the review by shareholders at the Company headquarters, on <https://vestelinternational.com/tr/yatirimci-iliskileri> and on the Electronic General Assembly System of the Central Securities Depository at least 3 weeks prior to the Annual General Meeting in line with the legal period.

We kindly submit for the information of our esteemed shareholders.

Respectfully,

Annexes

- Agenda
- Text of Amendment
- Power of Attorney Sample

**VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ
AGENDA OF THE 2024 ANNUAL GENERAL MEETING**

1. Opening, the moment of silence and election of the Assembly Presidential Board,
2. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2024,
3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2024,
4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2024,
5. To release the members of the Board of Directors for the activities and transactions of the Company for the year 2024,
6. Determination of the number and term of office of the members of the Board of Directors and election of the members of the Board of Directors, including independent members,
7. Discussing and resolving on the membership fee to be paid to the members of the Board of Directors for the fiscal year 2025,
8. Discussing and resolution of the Board's proposal for no profit distribution for the fiscal year of 2024,
9. Discussing and resolving on granting permission to the members of the Board of Directors to carry out the transactions and operations specified in Articles 395 and 396 of the Turkish Commercial Code
10. Discussing and resolving on the Board of Directors' proposal regarding the selection of an independent audit firm in accordance with the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority regulations,
11. Informing the General Assembly about the donations and grants made in 2024; discussing and resolving on the proposal of the Board of Directors regarding the upper limit of donations to be made in the 01.01.2025 - 31.12.2025 activity year
12. Within the framework of the regulations of the Capital Markets Board, informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income or benefits derived therefrom,
13. Discussion and resolution of the amendment of the Articles of Association of our Company by revising the following articles as attached: Article 4 titled "Head Office and Branches of the Company," Article 5 titled "Duration of the Company," Article 6 titled "Company's Capital and Type of Share Certificates," Article 11 titled "Issuance of Debt Instruments," Article 12 titled "Board of Directors," Article 16 titled "Organization of the Board of Directors, Meeting Order and Quorums," Article 17 titled "Main Duties of the Board of Directors," Article 19 titled "Audit and Independent Audit Institution," Article 21 titled "Ordinary and Extraordinary General Assemblies and Decision Quorum," Article 25 titled "Fiscal Year," Article 28 titled "Distribution of the Net Profit," Article 30 titled "Amendment of the Articles of Association," and Article 31 titled "Announcements"; and by repealing and removing Articles 13, 18, 22, 23, 24, 32, and 35 from the Articles of Association, all in accordance with the version attached.
14. Closing.

ANNEX: TEXT of AMENDMENT

OLD FORM	NEW FORM
<p>Article 4 Head Office and Branches of the Company</p> <p>The head office of the Company is situated in Şişli district in İstanbul. Company's address is Levent 199 Büyükdere Cad. No:199 34394 Şişli/İSTANBUL</p> <p>In case of a change of address, the new address shall be registered with the Trade Registry and announced in the Turkish Trade Registry Gazette. Notifications served to the registered and announced address shall be deemed as duly given to the Company. Failure to register the new address despite leaving the registered and announced address constitutes a ground for termination for the Company</p> <p>The Company may open branches and representative offices within the Türkiye and abroad as per the resolution of the Board of Directors, provided that such opening will be notified to the Ministry of Customs and Trade and the Capital Markets Board.</p>	<p>Article 4 Head Office of the Company</p> <p>The head office of the Company is situated in Şişli district in İstanbul. Company's address is Levent 199 Büyükdere Cad. No:199 34394 Şişli/İSTANBUL</p> <p>In case of a change of address, the new address shall be registered with the Trade Registry and announced in the Turkish Trade Registry Gazette. Notifications served to the registered and announced address shall be deemed as duly given to the Company</p> <p>The Company may open branches in Türkiye and abroad. If the Company opens branches, such branches shall be registered with the Trade Registry and announced in the Turkish Trade Registry Gazette.</p>
<p>Article 5 Duration of the Company</p> <p>The term of the legal existence of the Company is not subject to any limitation.</p>	<p>Article 5 Duration</p> <p>The duration of the Company is unlimited as of its establishment. This period may be extended or shortened by amending the Articles of Association of the Company.</p>
<p>Article 6 Company's Capital and Type of Share Certificates</p> <p>The company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and switched to this system with the permission of the Capital Markets Board dated 22/11/1990 and numbered 877.</p> <p>The Registered Capital ceiling of the Company is 2,000,000,000 (Two Billion) Turkish Liras, divided into 200,000,000,000 (Two Hundred Billion) bearer shares, each with a nominal value of 1 (One) Kurus.</p> <p>The issued capital of the company is 335,456,275.00 (three hundred and thirty-five million, four hundred and fifty-six thousand, two hundred and seventy-five) Turkish Liras, divided into 33,545,627,500 bearer shares, each with a nominal value of 1.00 (One) Kurus, and all of it has been paid free of collusion.</p> <p>The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2021-2025 (5 years). Even if the permitted registered capital ceiling is not reached at the end of 2025, it is mandatory to obtain authorization from the General Assembly for a new period</p>	<p>Article 6 CAPITAL</p> <p>The company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and switched to this system with the permission of the Capital Markets Board dated 22/11/1990 and numbered 877.</p> <p>The Registered Capital ceiling of the Company is 2,000,000,000 (Two Billion) Turkish Liras, divided into 200,000,000,000 (Two Hundred Billion) bearer shares, each with a nominal value of 1 (One) Kurus.</p> <p>The issued capital of the company is 335,456,275.00 (three hundred and thirty-five million, four hundred and fifty-six thousand, two hundred and seventy-five) Turkish Liras, divided into 33,545,627,500 bearer shares, each with a nominal value of 1.00 (One) Kurus, and all of it has been paid free of collusion.</p> <p>The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2025-2029 (5 years). Even if the permitted registered capital ceiling is not reached at the end of 2029, it is mandatory to obtain authorization from the General Assembly for a new period not to exceed 5 years, by obtaining permission from the Capital Markets Board for the previously</p>

<p>not to exceed 5 years, by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount so that the Board of Directors is able to decide on any capital increase after 2025, In the event that the said authorization is not obtained, the capital of the company can not be increased merely by the resolution of the board of directors.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the registered capital ceiling, when necessary, in accordance with the provisions of the Capital Markets Law between 2021 and 2025, to issue shares above their nominal value, to limit the shareholders' right to purchase new shares, and to take decisions on the issue of shares below their nominal value. The authority to purchase new shares cannot be used in a way that would cause inequality among shareholders.</p> <p>New shares cannot be issued unless the issued shares are completely sold and paid for or the unsold shares are cancelled.</p> <p>The shares of the company can be transferred freely, always subject to the provisions of the Turkish Commercial Code, Capital Markets legislation and this articles of association.</p>	<p>permitted ceiling or a new ceiling amount so that the Board of Directors is able to decide on any capital increase after 2029, In the event that the said authorization is not obtained, the capital of the company can not be increased merely by the resolution of the board of directors.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the registered capital ceiling, when necessary, in accordance with the provisions of the Capital Markets Law between 2025-2029, to issue shares above their nominal value, to limit the shareholders' right to purchase new shares, and to take decisions on the issue of shares below their nominal value. The authority to purchase new shares cannot be used in a way that would cause inequality among shareholders. New shares cannot be issued unless the issued shares are completely sold and paid for or the unsold shares are cancelled.</p> <p><u>The capital of the Company may be increased or decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and Capital Markets Legislation.</u></p> <p>The shares of the company can be transferred freely, always subject to the provisions of the Turkish Commercial Code, Capital Markets legislation and this articles of association.</p>
<p>Article 11 Issuance of Debt Instruments</p>	<p>Article 11 ISSUANCE OF CAPITAL MARKET INSTRUMENTS</p>
<p>In accordance with the provisions of the Turkish Commercial Code, Capital Markets Law and the communiqués of the Capital Markets Board, the Company may issue all kinds of debt instruments with a decision of the board of directors, within the limits to be determined by the Council of Ministers.</p>	<p><u>The Company may issue debt instruments and all other types of Capital Market instruments regulated in the Capital Market legislation -including those accepted by the Capital Markets Board as debt instruments- to be sold domestically and/or abroad within the framework of the Capital Market legislation.</u></p> <p><u>The Board of Directors is authorized indefinitely for the Company to issue all types of bonds, financing bills and other Capital Market instruments qualified as debt instruments in accordance with the provisions of the Capital Markets Law and relevant legislation.</u></p> <p><u>In the issuances to be made, the limits and provisions stipulated within the framework of the Capital Markets Law and relevant legislation shall be complied with.</u></p>
<p>Article 12 Board of Directors</p>	<p>Article 12 Board of Directors</p>
<p>The Company is managed, represented and bound by a Board of Directors composed of a minimum of five and maximum of eleven members to be elected by the General Assembly.</p> <p>Majority of the members of the Board of Directors consists of non-executive members.</p>	<p><u>12.1 Duties and Authorities</u></p> <p><u>The Board of Directors is authorized to make decisions on all kinds of works and transactions it deems necessary, including those listed in the Articles of Association, for the realization of the Company's business subject, except for those left to the authority of the General Assembly in accordance with the law and the Articles of Association regarding the management of</u></p>

Board Members are elected from amongst individuals, who have knowledge and experience about the field of operation and the sector of the Company, preferably with higher education, with skills to read and analyze financial statements and reports and basic information regarding the legal regulations applicable to the Company's daily and long-term transactions and dispositions, and who have the opportunity and determination to attend all of the anticipated meetings of the Board of Directors for the relevant budget year.

Number and qualifications of the independent members who shall serve in the Board of Directors shall be determined in accordance with the Capital Markets Legislations and the regulations concerning corporate governance of the Capital Markets Board.

Chairperson or vice-chairperson of the Board of Directors shall be elected from amongst the independent members.

the Company's business and all kinds of assets and the Company's business subject.

The duties and authorities specified in Article 375 of the Turkish Commercial Code are carried out by the Board of Directors.

The right of the Chairman and members of the Board of Directors to conduct transactions and compete with the Company, as specified in Articles 395 and 396 of the Turkish Commercial Code, is possible with the approval of the shareholders present at the Company's General Assembly. The regulations of the Corporate Governance Principles of the Capital Markets Board are reserved.

12.2 Board of Directors Formation

The Company's business and management are carried out by a Board of Directors consisting of at least 5 (five) and at most 11 (eleven) members, within the scope of the provisions of the Turkish Commercial Code and Capital Markets legislation, by the General Assembly. Board members may also be elected from among non-shareholders.

The majority of the Board Members are non-executive members.

The Board Members are selected from among qualified individuals who are knowledgeable, experienced and preferably have higher education in the Company's field of activity and management and the sector, have the ability to read and analyze financial statements and reports, have basic knowledge of the legal regulations that the Company is subject to in its daily and long-term transactions and dispositions, and have the ability and determination to attend all of the Board of Directors' meetings foreseen for the relevant budget year.

Board Members are elected for a maximum of 3 (three) years. Board Members whose term of office has expired may be re-elected. In the event that a Board Membership becomes vacant for any reason or an independent Board Member loses his/her independence, an appointment is made in accordance with the provisions of the Turkish Commercial Code and the Capital Markets legislation and submitted to the approval of the first General Assembly. The member whose election is approved by the General Assembly completes the remaining term of office of the member he/she was elected to replace.

12.3 Election of Chairman and Vice Chairman

The Board of Directors elects a chairman and at least one vice chairman from among its members at its first meeting. The

duties of Chairman and Chief Executive Officer (CEO) are performed by different persons.

12.4 Board of Directors Meetings

The Board of Directors meets when the Company's business and transactions require it. However, the Board of Directors is required to meet at least four times a year. The Board of Directors meets at the Company's headquarters or at another location to be determined.

Those who have the right to attend the Board of Directors meeting of the Company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that will allow the right holders to attend and vote in these meetings electronically in accordance with the provisions of the Communiqué on Assemblies to be Held Electronically in Commercial Companies Other Than General Assemblies of Joint-Stock Companies, or may purchase services from systems established for this purpose. In the meetings to be held, the right holders are ensured to exercise their rights specified in the relevant legislation within the framework specified in the Communiqué provisions through the system established in accordance with this provision of the Company's Articles of Association or through the system from which support services will be received.

12.5 Meeting and Decision Quorum

The Board of Directors convenes with the majority of the total number of members and makes decisions with the majority of those present at the meeting. The regulations introduced by the Corporate Governance Principles of the Capital Markets Board are reserved.

In the event of a tie in votes, the provision of Article 390 of the Turkish Commercial Code shall apply.

The decisions of the Board of Directors may also be taken by signing the decision text by hand or by fax without holding a meeting. The provision of Article 390/4 of the Turkish Commercial Code is reserved.

12.6 Committees

The provisions of the relevant legislation shall apply to the formation, duties and working principles of the committees that the Board of Directors is obliged to establish within the scope of the capital market legislation and the Turkish Commercial Code, and their relations with the Board of Directors.

12.7 Salaries

The members of the Board of Directors may be paid a monthly and annual salary in an amount to be determined by the decision of the General Assembly.

	<p><u>The relevant regulations of the Capital Markets Board shall be complied with in determining the salaries of the Independent Board of Directors members. Payment plans based on Company performance cannot be used in the remuneration of the Independent Board of Directors members.</u></p>
<p>Article 13 Office term of the Board Members and Vacancy in the Board of Directors</p>	<p>Article 13</p>
<p>Board members shall serve for a maximum of three balance sheet years. It is permitted for them to be re-elected at the end of the third year.</p> <p>The General Assembly may replace any member of the Board of Directors at any time.</p> <p>In the event of a vacancy in the Board of Directors, the appointment to the vacant membership by the Board of Directors in accordance with this Articles of Association and the relevant articles of the Turkish Commercial Code. If the vacant membership is an independent Board of Directors membership, the member shall be appointed in accordance with the Capital Markets Board regulations. The approval of the shareholders shall be obtained for such new board member at the first General Assembly. The board member approved by the General Assembly shall complete the term of his/her predecessor.</p>	<p>ABOLISHED.</p>
<p>Article 16 Organization of the Board of Directors, Meeting Order and Quorums</p>	<p>Article 16 MINORITY RIGHTS</p>
<p>Regardless of the term of management and representation, in the first Board meeting following the ordinary General Assembly, Board of Directors shall elect a chairperson and a vice-chairperson, who shall substitute the chairperson in his absence, from amongst its members. Re-election of the chairperson and vice-chairperson whose term has expired is permissible. Board meetings shall be made at the Company's head office, when deemed necessary and at least once a month. Chairperson and in his absence, the vice-chairperson, shall invite the Board of Directors to convene a meeting. Apart from this, any member may request the Board Chairperson to invite the Board to convene. Shareholders and beneficiaries holding at least 1/20 of the Company's share capital may invite the Board of Directors to a meeting. Requests for invitation shall be made to the Chairperson. Should the Chairperson come to the conclusion that there is no need to convene a meeting immediately, he may open the topic concerning the invitation to discussion at the following meeting of the Board of Directors.</p> <p>The Board convenes with the absolute majority of the total number of members and resolves with the majority of those</p>	<p><u>The minority rights of the shareholders constituting one twentieth of the capital, as regulated in articles 411, 420, 439, 486, 531, 559 of the TCC and other articles of the TCC, capital market legislation, CMB regulations and other relevant legislation, and the exercise of these rights cannot be restricted or prevented.</u></p>

present. Regulations imposed by the Corporate Governance Principles of the Capital Markets Board are preserved. In case of equality of the votes, article 390 of the Turkish Commercial Code shall apply.

Justifications of the independent members who cast dissenting votes at the Board meetings shall be announced to public.

Board members do not have privileged votes. Each member has one vote.

For the purpose of providing explanations on the matters concerning the agenda and better informing the members on the subject, apart from the members, the senior and mid-level managers may also be invited to attend the Board meetings.

Invitations to the meetings shall be made at least 7 days before the date of the meeting. The agenda and documents and information concerning the agenda shall be submitted to the Board members in writing, together with the invitation.

Board members who do not attend to 3 (three) consecutive meetings for any reason and excuse whatsoever without getting permission from the Board of Directors shall be deemed as having resigned from his/her office.

Members of Board cannot attend a Board meeting that concerns the interests of themselves, their spouses and relatives by blood and marriage up to third degree.

For the purpose of regular keeping of the documents related to the meetings of the Board of Directors, a secretariat shall be established, under the Board Chairperson, which shall serve to all Board members. The secretariat shall deliver the documents and information concerning the matters contained in the agenda of the meeting of the Board of Directors, to the Board members at least seven days before the meeting. Board members are entitled to obtain information from the company's management through the secretariat at any time.

Article 17
Main Duties of the Board of Directors

Board of Directors is authorized on matters that concern all affairs of the Company, except for those that are left to the exclusive authority of the General Assembly under the Turkish Commercial Code, Capital Markets law and these Articles of Association.

Regulations on Corporate Governance Principles of the Capital Markets Legislation and Capital Markets Board shall be complied with in regards to transactions that are deemed important in terms of the application of Corporate Governance Principles and important related party

Article 17
COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

The Company shall comply with the Corporate Governance Principles that are required to be complied with by Capital Markets Board. Transactions performed and resolutions passed by the board of directors without respect to the mandatory

<p>transactions of the Company as well as transactions concerning the granting of collaterals, pledges and mortgages in favor of third parties.</p> <p>The Board Chairperson's and Board members' right to transact and compete with the Company as set forth in article 395 and 396 of the Turkish Commercial Code is possible with the approval of the shareholders who are present at the Company's general assembly. Regulations concerning Corporate Governance Principles of the Capital Markets Board are preserved.</p>	<p>principles are deemed invalid and in breach of the articles of association.</p> <p>Regulations on Corporate Governance Principles of the Capital Markets Legislation and Capital Markets Board shall be complied with in regards to transactions that are deemed important in terms of the application of Corporate Governance Principles and in all related party transactions of the Company as well as transactions concerning the granting of collaterals, pledges and mortgages in favor of third parties.</p> <p><u>The number and qualifications of the independent members who will serve on the Board of Directors are determined in accordance with the Capital Markets Legislation and the Capital Markets Board's regulations regarding corporate governance.</u></p>
<p>Article 18 Remuneration of the Board of Directors</p>	<p>Article 18</p>
<p>Board members shall be paid a monthly or annual fee to be determined by the General Assembly.</p> <p>The remunerations and other benefits to be given to the members who bear the independence criteria shall be at such a level that would not affect their independency.</p>	<p>ABOLISHED</p>
<p>Article 19 Audit and Independent Audit Institution</p>	<p>Article 19 Audit and Independent Audit Institution</p>
<p>In relation to the auditing of the Company and other matters stipulated under the legislations, relevant articles of the Turkish Commercial Code and the Capital Markets legislations shall apply.</p>	<p><u>The relevant provisions of the Capital Markets Law and the Turkish Commercial Code are applied in the audit of the Company's financial statements and matters stipulated in other legislation.</u></p>
<p>Article 21 Ordinary and Extraordinary General Assemblies and Decision Quorum</p>	<p>Article 21 General Assembly</p>
<p>Company's general assembly shall convene ordinarily and extraordinarily.</p> <p>Ordinary general assembly shall convene within three months as of the end of the Company's fiscal year and at least once a year. Extraordinary general assembly shall convene and pass resolutions at any time as the Company's affairs may require, in accordance with the provision of the laws and these articles of association.</p> <p>Meetings of the general assembly and the quorum for resolutions at the meetings shall proceed in accordance with the provisions of the Turkish Commercial Code, Capital Market Law and Capital Markets Legislation.</p> <p>Operation of the meeting of the general assembly shall be governed by internal directive. The meetings of the General</p>	<p><u>The following principles apply to General Assembly meetings:</u></p> <p><u>21.1 Invitation Method: General Assemblies are held as ordinary and extraordinary. In this meeting, the agenda items prepared by the Board of Directors, taking into account the relevant provisions of the Turkish Commercial Code, are discussed and decided. The Extraordinary General Assembly meets when the Company's business requires and makes the necessary decisions.</u></p> <p><u>The relevant provisions of the Turkish Commercial Code and the Capital Markets Law apply to the invitation to these meetings. Article 29/1 of the Capital Markets Law is reserved regarding the invitation to the General Assembly meeting.</u></p> <p><u>The procedure of the General Assembly meeting is regulated by an internal directive. The General Assembly meeting is</u></p>

Assembly are held in accordance with the Turkish Commercial Code provisions and internal directive.

General Assembly shall convene at the Company's head office. If the Board finds it necessary, General Assembly may convene at another convenient place within the city where the company's head office is located. Such information shall be explained in the invitation letters and announcements.

Announcements regarding the General Assembly meeting shall be made in accordance with the provisions of article 31 of these articles of association.

The website of the company includes notifications and explanations that the company is required to make as per the applicable legislations along with the announcement for the general assembly meeting.

The meeting agenda, the latest version of the company's articles of association, financial statements and their footnotes, proposal for profit distribution, annual report and other agenda information are made available at the company's headquarters and branches in addition to the announcement for the general assembly meeting.

Documents related to the meeting shall be published on the Company's website.

The relevant ministry may invite the general assembly to convene a meeting when it deems necessary.

Persons who are nominated for the board of directors, board members, auditors and persons who had responsibility in the preparation of the financial statements shall attend the General Assembly meetings. Excuses for absence of those who were not able to attend the meeting shall be announced.

Beneficiaries who are entitled to attend the general assembly meetings of the company may also attend such meetings through electronic media pursuant to article 1527 of the Turkish Commercial Code. As per the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies", the company may install the electronic general assembly system that will enable the right holders to attend general assembly meetings, express opinions, submit proposals and cast votes therein or may procure services from systems established for such purpose. Pursuant to this provision of the articles of association, in all general assembly meetings to be held, right holders and their representatives shall be given the opportunity to exercise their rights specified in the provisions of the abovementioned regulation through the established system.

conducted in accordance with the provisions of the Turkish Commercial Code and the internal directive.

21.2 Participation in the General Assembly Meeting via Electronic Media: The shareholders who have the right to attend the General Assembly meetings of the Company may also attend these meetings via electronic media in accordance with Article 1527 of the Turkish Commercial Code.

The Company may establish an electronic general assembly system that will allow right holders to participate in the General Assembly meetings electronically, express their opinions, make suggestions and vote in accordance with the provisions of the Regulation on General Assemblies to be Held in Electronic Environment in Joint-Stock Companies, or may purchase services from systems established for this purpose. In all General Assembly meetings to be held, it shall be ensured that right holders and their representatives can exercise their rights specified in the provisions of the said Regulation through the established system in accordance with this provision of the Articles of Association.

21.3 Meeting Time: The Ordinary General Assembly shall convene once a year and within three months from the end of the Company's accounting year, while the Extraordinary General Assembly shall convene when and where the Company's business requires.

21.4 Meeting Venue: The meeting place of the General Assembly shall be determined by the Board of Directors as the location of the Company's headquarters or branches or a convenient location in the city where the Company's headquarters is located.

21.5 Voting and Appointment of Proxy: Shareholders or their proxies present at the General Assembly meeting shall exercise their voting rights in proportion to the total nominal value of their shares. Shareholders have 1 (one) vote for each share they own. While voting, the provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation shall be complied with.

At the General Assembly meetings, shareholders may have themselves represented by proxy appointed from among other shareholders or from outside. Proxies who are shareholders in the Company are authorized to use the votes of the shareholders they represent, in addition to the votes arising from their own shares.

The Capital Markets Board's regulations regarding voting by proxy shall be complied with.

	<p><u>Each share is an indivisible whole against the Company and if there is more than one owner of a share, these persons may exercise their rights only by appointing a common representative. The provisions of Articles 432 and 477 of the Turkish Commercial Code shall apply in this regard. The right to vote in shares on which a usufruct right to vote has been established belongs to the usufruct owner. The right to vote in shares on which a pledge is made belongs to the owners.</u></p> <p><u>21.6 Voting Method: Votes are cast openly and by raising hands at the General Assembly meetings. However, upon the request of shareholders representing one tenth of the shares present at the meetings, secret voting may be resorted to. The regulations of the Capital Markets Board shall be complied with in this regard.</u></p> <p><u>21.7 Meeting and Decision Quorum: The provisions of the Turkish Commercial Code and the Capital Markets Law and the regulations regarding the Corporate Governance principles of the Capital Markets Board shall be complied with regarding the meeting and decision quorums in General Assemblies.</u></p> <p><u>21.8 Presence of a Ministry Representative: It is mandatory for the Representative of the Ministry of Trade of the Republic of Turkey to be present at both ordinary and extraordinary General Assembly meetings and to sign the minutes of the meeting together with the relevant parties. Decisions taken at the General Assembly meetings held in the absence of the Ministry Representative and meeting minutes not bearing the signature of the Ministry Representative are not valid.</u></p>
<p>Article 22 Presence of the Representative of the Ministry of Customs and Trade at the Meetings</p>	<p>Article 22</p>
<p>Provisions of the relevant legislations concerning the presence of a Representative of the Ministry of Customs and Trade at ordinary and extraordinary meetings of the General Assembly shall be complied with.</p>	<p>ABOLISHED</p>
<p>Article 23 Invitation to the Meetings</p>	<p>Article 23</p>
<p>The Turkish Commercial Code and the Capital Markets Law and the relevant legislation shall be complied with in calling the General Assembly for a meeting. Board of Directors is entitled to invite the general assembly to an ordinary or extraordinary meeting.</p>	<p>ABOLISHED</p>
<p>Article 24 Voting Right</p>	<p>Article 24</p>

<p>Shareholders and their representatives who are present at the Ordinary or Extraordinary General Assembly meetings shall exercise their votes pro-rata to the total nominal value of their shares. Each share has one vote.</p> <p>The exercise of a vote can be delegated to a proxy from amongst or outside the shareholders. Regulations of the Capital Markets Board concerning the form of proxy and voting by proxy shall be complied with. Voting rights stemming from the bearer share certificates shall be exercised by the holder of such certificate.</p>	<p>ABOLISHED</p>
<p>Article 25 Fiscal Year</p>	<p>Article 25 ACCOUNTING PERIOD</p>
<p>Company's fiscal year is one calendar year. However, the first fiscal year differs and begins on the date of its official establishment, ending at the end of December of that same year.</p>	<p><u>The accounting period of the Company starts on the first day of January and ends on the last day of December of the same year.</u></p>
<p>Article 28 Distribution of the Net Profit</p>	<p>Article 28 Distribution of the Net Profit</p>
<p>Period profit remaining after the deduction of amounts required to be paid and set aside by the Company such as the Company's overheads and miscellaneous amortization and taxes that must be paid by the Company's legal entity from the income determined at the end of Company's activity period, and registered under the balance sheet, shall be distributed in the order written below, after deducting the previous year's loss, if any:</p> <p>General Legal Reserves:</p> <p>a) Pursuant to article 519 of the Turkish Commercial Code, 5% is set aside as general legal reserves.</p> <p>First Dividend:</p> <p>b) A dividend is allocated from the remaining amount to be found by adding the amount of donations made during the year, if any, in the ratio determined by the General Assembly in accordance with the Turkish Commercial Code and the Capital Markets Legislations.</p> <p>c) After making the aforementioned deductions, the General Assembly is entitled to decide to distribute the dividend to the members of the board of directors as well as officers, personnel and employees, funds established for various purposes and persons and entities of similar nature.</p> <p>Second Dividend:</p> <p>d) General Assembly is entitled to distribute the portion remaining after the amounts in paragraphs (a), (b) and (c) are set out from the net profit for the period, as second dividend in whole or in part or voluntarily set aside such amount as legal reserves as per article 521 of the Turkish Commercial Code.</p> <p>General Legal Reserves:</p> <p>e) Pursuant to subparagraph (c) of paragraph 2 of article 519 of the Turkish Commercial Code, one tenth of the amount remaining after the deduction of 5% of the paid-up</p>	<p>Period profit remaining after the deduction of amounts required to be paid and set aside by the Company such as the Company's overheads and miscellaneous amortization and taxes that must be paid by the Company's legal entity from the income determined at the end of Company's activity period, and registered under the balance sheet, shall be distributed in the order written below, after deducting the previous year's loss, if any:</p> <p>General Legal Reserves:</p> <p>a) Pursuant to article 519 of the Turkish Commercial Code, 5% is set aside as general legal reserves.</p> <p>First Dividend:</p> <p>b) A dividend is allocated from the remaining amount to be found by adding the amount of donations made during the year, if any, in the ratio determined by the General Assembly in accordance with the Turkish Commercial Code and the Capital Markets Legislations.</p> <p>c) After making the aforementioned deductions, the General Assembly is entitled to decide to distribute the dividend to the members of the board of directors as well as officers, personnel and employees, funds established for various purposes and persons and entities of similar nature.</p> <p>Second Dividend:</p> <p>d) General Assembly is entitled to distribute the portion remaining after the amounts in paragraphs (a), (b) and (c) are set out from the net profit for the period, as second dividend in whole or in part or voluntarily set aside such amount as legal reserves as per article 521 of the Turkish Commercial Code.</p> <p>General Legal Reserves:</p>

<p>capital as dividend and other legal reserves from the portion agreed to be distributed to the shareholders and those participating in the profit, is added to the general legal reserves.</p> <p>Unless and until the legal reserves that are required to be set aside under statutory provisions are set aside and unless the dividends determined for the shareholders under the articles of association are distributed in cash and/or as share certificates; the company cannot decide to set aside other reserve funds, to transfer profit to the subsequent year and to distribute the dividend to the members of the board of directors as well as officers, personnel and employees, foundations established for various purposes and persons and entities of similar nature.</p> <p>The date of dividend distribution is decided by the General Assembly upon the proposal of the Board of Directors, taking into account the communiqués of the Capital Markets Board.</p> <p>The Company may distribute advance dividends in accordance with the Capital Markets Legislations.</p> <p>Dividends shall be distributed equally to all existing shares as of the distribution date, regardless of their dates of issue and acquisition.</p> <p>Dividend given by the general assembly in accordance with these articles of association cannot be taken back.</p>	<p>e) Pursuant to subparagraph (c) of paragraph 2 of article 519 of the Turkish Commercial Code, one tenth of the amount remaining after the deduction of 5% of the paid-up capital as dividend and other legal reserves from the portion agreed to be distributed to the shareholders and those participating in the profit, is added to the general legal reserves.</p> <p><u>Unless the reserve funds required to be set aside according to the Turkish Commercial Code and the dividend determined for shareholders in the Articles of Association or the dividend distribution policy are set aside; no other reserve funds can be set aside, no profit can be transferred to the following year, no dividends can be distributed to members of the Board of Directors, employees of the partnership and persons other than shareholders, and no dividends can be distributed to these persons unless the dividend determined for shareholders is paid in cash.</u></p> <p><u>The method and time of distribution of the profit decided to be distributed are decided by the General Assembly upon the proposal of the Board of Directors on this matter.</u></p> <p><u>The Company may distribute advance dividends in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law. In this case, the General Assembly must authorize the Board of Directors to distribute advance dividends, provided that it is limited to the relevant financial accounting period.</u></p> <p>Dividends shall be distributed equally to all existing shares as of the distribution date, regardless of their dates of issue and acquisition.</p> <p>Dividend given by the general assembly in accordance with these articles of association cannot be taken back.</p>
<p>Article 30 Amendments of the Articles of Association</p>	<p>Article 30 Amendments of the Articles of Association</p>
<p>Consummation and implementation of all kinds of amendments to the Articles of Association are subject to the permission of the Capital Markets Board and the Ministry of Trade. Such amendments shall be valid as of the date on which they are announced upon being duly certified and registered with the Trade Registry.</p>	<p><u>The amendment of the Company's Articles of Association shall be decided upon in the General Assembly to be invited in accordance with the provisions of the Law and the Articles of Association, after obtaining permission from the Ministry of Trade of the Republic of Turkey with the approval of the Capital Markets Board, within the framework of the provisions of the Law, capital market legislation and the Articles of Association. Amendments to the Articles of Association shall be effective against third parties after registration.</u></p>

<p>Article 31 Announcements</p>	<p>Article 31 Announcements</p>
<p>Provided that the provisions of the Turkish Commercial Code are preserved, announcements concerning the Company shall be made in a newspaper published at the place where the Company's head office is located.</p> <p>In relation to General Assembly meetings, announcement periods and principles set forth in the pertinent Turkish Commercial Code, Capital Markets Legislations and the Corporate Governance Principles of the Capital Markets Board shall apply. In addition to the procedures stipulated in the legislations, announcements for the meetings of the General Assembly shall be made at least three weeks prior to the date of the General Assembly meeting, in a newspaper published nationwide in Türkiye as well as any and all means of communication including electronic communication, that enables access to the highest number of shareholders possible.</p> <p>For announcements pertaining to the decrease of capital and liquidation, relevant provisions of the Turkish Commercial Code in force shall apply.</p>	<p><u>Announcements belonging to the Company are made in accordance with the regulations and periods specified in the Turkish Commercial Code and Capital Markets Legislation.</u></p> <p><u>Special situation announcements to be made in accordance with the regulations of the Capital Markets Board and all kinds of announcements to be foreseen by the Board are made in a timely manner in accordance with the relevant legislation.</u></p>
<p>Article 32 Delivery of the Articles of Association</p>	<p>Article 32</p>
<p>The Company shall print out these articles of association and deliver to the founders and new shareholders that will be participating in the capital increases and send a copy thereof to the Capital Markets Board and two copies thereof to the Ministry of Trade.</p>	<p>ABOLISHED</p>
<p>Article 35 Committees</p>	<p>Article 35</p>
<p>Provisions of the relevant legislations shall apply to the establishment, duties and rules of procedure of the committees that the Board of Directors is required to establish under the Capital Markets legislation and applicable legislations.</p>	<p>ABOLISHED</p>

**SAMPLE POWER OF ATTORNEY FOR 2024 ORDINARY GENERAL ASSEMBLY MEETING VESTEL ELEKTRONİK
SANAYİ VE TİCARET ANONİM ŞİRKETİ GENERAL ASSEMBLY PRESIDENCY**

I hereby appoint as my Proxy who is introduced in detail below, to represent me, to vote, to make proposals and to sign the required documents on my behalf at Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi's Ordinary General Assembly Meeting to be held at 10:30 am on Thursday, 22 May, 2025 at the address of Raffles İstanbul Zorlu Center Levazım Mahallesi Vadi Caddesi No: 2/170 34340 Beşiktaş/İstanbul in accordance with the following instructions:

Proxy's (*);

Name-Surname/Trade Name:

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

(* Foreign nationality proxies should submit the equivalent information mentioned above, if any.

A- Scope of the Authority to Represent

In the sections 1 and 2 below, please specify the scope of the authority to represent by selecting one of the options listed as (a), (b) or (c).

1. Regarding the agenda items;

- a) The proxy is authorized to vote based on his/her opinion.
- b) The proxy is authorized to vote in accordance with the proposals of the company management.
- c) The proxy is authorized to vote in accordance with the following instructions.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should check the “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be included in the Minutes of the General Assembly, if any.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
<ol style="list-style-type: none"> 1. Opening, the moment of silence and election of the Assembly Presidential Board, 2. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2024, 3. Reading the Summary Statement of the Independent Audit Report for the fiscal year 2024, 4. Reading, discussion and approval of the Consolidated Financial Statements for the fiscal year 2024, 5. To release the members of the Board of Directors for the activities and transactions of the Company for the year 2024, 6. Determination of the number and term of office of the members of the Board of Directors and election of the members of the Board of Directors, including independent members, 7. Discussing and resolving on the membership fee to be paid to the members of the Board of Directors for the fiscal year 2025, 8. Discussing and resolution of the Board’s proposal for no profit distribution for the fiscal year of 2024, 9. Discussing and resolving on granting permission to the members of the Board of Directors to carry out the transactions and operations specified in Articles 395 and 396 of the Turkish Commercial Code 10. Discussing and resolving on the Board of Directors' proposal regarding the selection of an independent audit firm in accordance with the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority regulations, 11. Informing the General Assembly about the donations and grants made in 2024; discussing and resolving on the proposal of the Board of Directors regarding the upper limit of donations to be made in the 01.01.2025 - 31.12.2025 activity year 12. Within the framework of the regulations of the Capital Markets Board, informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income or benefits derived therefrom, 			

<p>13. Discussion and resolution of the amendment of the Articles of Association of our Company by revising the following articles as attached: Article 4 titled “Head Office and Branches of the Company,” Article 5 titled “Duration of the Company,” Article 6 titled “Company’s Capital and Type of Share Certificates,” Article 11 titled “Issuance of Debt Instruments,” Article 12 titled “Board of Directors,” Article 16 titled “Organization of the Board of Directors, Meeting Order and Quorums,” Article 17 titled “Main Duties of the Board of Directors,” Article 19 titled “Audit and Independent Audit Institution,” Article 21 titled “Ordinary and Extraordinary General Assemblies and Decision Quorum,” Article 25 titled “Fiscal Year,” Article 28 titled “Distribution of the Net Profit,” Article 30 titled “Amendment of the Articles of Association,” and Article 31 titled “Announcements”; and by repealing and removing Articles 13, 18, 22, 23, 24, 32, and 35 from the Articles of Association, all in accordance with the version attached.</p>			
<p>14. Closing.</p>			

(*) All the agenda items will be listed one by one in the above table. If the minority has another draft resolution, this is also separately indicated in the table to enable vote by proxy.

2. Special Instructions related to other issues that may come up during the General Assembly Meeting, in particular related to the exercise of minority rights:

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

SPECIAL INSTRUCTIONS

The special instructions (if there is any) to be given by the shareholder to the proxy are stated herein.

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

1. I hereby confirm that the Proxy represents the shares specified in detail as follows:

- a) Order and Serial*:
- b) No./Group**:
- c) Number of Units-Nominal Value:
- d) Any Voting Privilege:
- e) Type (registered or bearer shares)*:
- f) Ratio to total shares/voting rights held by the shareholder:

* Not required for dematerialized shares

** If available, information regarding the Group shall be used instead of the No. for the dematerialized shares

2. I hereby confirm that the Proxy represents all my shares on the list prepared by CSD (Central Securities Depository) regarding the shareholders who could attend the General Assembly the day before the Annual General Meeting.

NAME –SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Registry and Number and Mersis (Central Registration System) Number:

Address:

(*) Foreign nationality proxies are required to present the equivalents of the same information, if any.

SIGNATURE:

