

VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ
INFORMATION NOTE REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2024
INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 22.05.2025

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,

VESTEL ELEKTRONİK SANAYİ VE TİCARET ANONİM ŞİRKETİ

Board of Directors

Company Address : Levent 199 Büyükdere Cad. No:199 34394 Şişli, İstanbul

Trade Registry and Number: İstanbul – 193621

Mersis (Central Registration System) No: 0-9250-0026-5900019

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.

ADDITIONAL DISCLOSURE UNDER THE APPLICABLE LEGISLATION OF THE CAPITAL MARKETS BOARD

Among the additional disclosures, which was drawn up for compliance with the Capital Market Law No. 6362 and required under the Capital Markets Board's "Communique on Corporate Governance" ("CMB") numbered II-17.1 and published in the Official Gazette dated January 3, 2014 with the issue number 28871, those required in relation to the agenda items are given for each agenda item below, while other general statutory disclosure is presented here for the information of shareholders:

a) Total number of shares and voting rights reflecting the shareholding structure of our Company as of 25.04.2025;

Pay Sahibinin Adı/Unvanı	Pay Sayısı ve Oy Hakkı (Adet)	Pay Tutarı (TL)	Sermayedeki Payı (%)
Zorlu Holding AŞ	17.701.879.200	177.018.792	52,77
Diğer Ortaklar (Halka Açık)	15.843.748.300	158.437.483	47,23
Toplam	33.545.627.500	335.456.275	100,0

Vestel Elektronik Sanayi ve Ticaret A.Ş. was established on 04.03.1983 with a capital of 2,000,000 TL, in the currency valid at that time. The Company is a publicly held corporation subject to the Capital Markets Law No. 6362, and its shares are issued in bearer form. With the permission of the Capital Markets Board dated 22.11.1990 and numbered 877, the Company adopted the registered capital system.

As of today, the Company has a registered capital ceiling of TRY 2,000,000,000 (two billion Turkish Lira) and an issued capital of TRY 335,456,275 (three hundred thirty-five million four hundred fifty-six thousand two hundred seventy-five Turkish Lira), consisting of 33,545,627,500 shares, each with a nominal value of 1 kuruş.

There are no privileged shares in the Company's capital.

b) Information on changes in the management and operations of the Company and its subsidiaries that occurred in the previous accounting period or planned in the future accounting periods that will significantly affect the Company's operations and the reasons for these changes;

There are no changes in the management and operations of the Company and its subsidiaries that have taken place in the previous accounting period or are planned for the future accounting periods that will significantly affect the Company's operations. On the other hand, material event disclosures made by the Company within the scope of the relevant legislation can be accessed at <https://vestelinternational.com/tr/yatirimci-iliskileri> and www.kap.org.tr.

c) Requests submitted in writing to the Investor Relations Department by the Company's shareholders for the inclusion of items on the agenda, and in cases where the Board of Directors does not accept the agenda proposals, the rejected proposals and the reasons for rejection;

For the 2024 Ordinary General Assembly meeting, there has been no request from the shareholders to add an item to the agenda.

d) In case there is an amendment to the Articles of Association on the agenda, the old and new versions of the amendments to the Articles of Association together with the relevant Board of Directors resolution;

In the Board of Directors' resolution of our Company dated 28/03/2025 and numbered 2025/14;

It has been resolved, with respect to our Company's Articles of Association, to amend Articles 4 titled "Head Office and Branches", 5 titled "Duration of the Company", 6 titled "Company's Capital and Type of Share Certificates", 11 titled "Issuance of Debt Instruments", 12 titled "Board of Directors", 16 titled "Organization of the Board of Directors, Meeting Order and Quorums", 17 titled "Main Duties of the Board of Directors", 19 titled "Audit and Independent Audit Institution", 21 titled "Ordinary and Extraordinary General Assemblies and Decision Quorum", 25 titled "Fiscal Year", 28 titled "Distribution of the Net Profit", 30 titled "Amendments of the Articles of Association" and 31 titled "Announcements"; to abolish and remove Articles 13, 18, 22, 23, 24, 32 and 35; and within the framework of Article 6 of the Capital Markets Law and the Communiqué on the Registered Capital System No. II-18.1 of the Capital Markets Board, to extend the validity period of the registered capital ceiling for a new five-year term covering 2025–2029, and accordingly, to amend Article 6 as attached. The legal approvals of the Capital Markets Board and the Ministry of Trade have been duly obtained. (Annex: 1)

VESTEL ELEKTRONİK SANAYİ VE TİCARET AŞ
EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING
DATED 22.05.2025

1. Opening, the moment of silence, and the election of the Assembly Presidential Board

The Assembly President, who will lead the Annual General Meeting will be elected and the Assembly Presidential Board will be established, pursuant to the provisions of the Turkish Commercial Code (“TCC”), the Articles of Association, the Regulation on the Procedures and Principles of the General Shareholders’ Meetings of Joint-stock Companies and the Ministry Representatives to Attend These Meetings (“Regulation”) and the General Meeting Internal Directive (“Internal Directive”).

2. Reading and discussion of the Board of Directors’ Annual Report for the fiscal year 2024

The Annual Report of the Board of Directors for the year 2024, including the Corporate Governance Compliance Report and Corporate Governance Information Form, which is made available for the review of the shareholders at our Company’s headquarters, on the Company’s website at <https://vestelinternational.com/tr/yatirimci-iliskileri> on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency, at least 3 weeks prior to the Ordinary General Assembly Meeting, within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and the relevant regulations, will be read at the Ordinary General Assembly Meeting and submitted to the shareholders’ opinion.

3. Reading of the Abstract of the Independent Auditor’s Report for the fiscal year 2024,

Within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and the relevant regulations, the Abstract of the Independent Auditor’s Report for the fiscal year 2024, which is made available for the review of the shareholders at the Company headquarters, on the Company’s website at <https://vestelinternational.com/tr/yatirimci-iliskileri> on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency at least three weeks prior to the Ordinary General Assembly Meeting, will be read at the Ordinary General Assembly Meeting and submitted to the shareholders’ opinion.

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

The Consolidated Financial Statements for the fiscal year 2024, which are made available for the review of the shareholders at our Company’s headquarters, on the Company’s website at <https://vestelinternational.com/tr/yatirimci-iliskileri> on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency, at least 3 weeks prior to the Ordinary General Assembly Meeting, within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and the relevant regulations, will be read at the Ordinary General Assembly Meeting and submitted to the shareholders for their opinion and approval.

5. Release of the members of the Board of Directors for the activities and transactions of the Company for the year 2024

In accordance with the provisions of the TCC and the relevant Regulation in force, the release of the members of the Board of Directors for the activities, transactions and accounts for the year 2024 will be submitted to the approval of the shareholders

6. Determination of the Number and Term of Office of the Board Members, and Election of Board Members including Independent Members

Pursuant to the regulations of the Capital Markets Board (CMB), the Turkish Commercial Code (TCC), and the applicable Regulation, new members will be elected in place of the members of the Board of Directors whose terms of office have expired, taking into account the principles regarding the election of members of the Board of Directors set forth in the Articles of Association. Within the framework of the determination of the number of Board Members as seven (7) and the criteria for Independent Board Membership as set forth in the annex of the Capital Markets Board's Corporate Governance Communiqué (II-17.1); and within the scope of the Evaluation Reports on the Independence of Independent Board Member Candidates prepared by the Corporate Governance Committee, the proposal of the Board of Directors dated 25.04.2025 and numbered 2025/19 regarding the nomination of Ms. Ayşe Botan BERKER, Mr. Adnan YILDIRIM, and Mr. Emin ATAÇ — each of whom meets all of the criteria for Independent Board Membership and has submitted their declaration of independence, curriculum vitae, and letter of consent — as Independent Board Member candidates, and the election of Board Member candidates Mr. Ahmet Nazif ZORLU, Mr. Olgun ZORLU, Mr. Bekir Cem KÖKSAL, and Mr. Mümin Cengiz ULTAV, to serve for a one (1) year term of office, will be discussed at the 2024 Ordinary General Assembly Meeting and submitted to the approval of the shareholders. The resumes of the candidates for the Board of Directors and the declarations of independence of the independent members are presented in Annex-2, and the Capital Markets Board has not expressed any negative opinion for the independent board member candidates in its letter dated 21.04.2025 in accordance with principle no. 4.3.7.

7. Discussing and resolving on the membership fee to be paid to the members of the Board of Directors for the fiscal year 2025,

The membership fees to be paid to the members of the Board of Directors for the year 2025 will be determined by taking into consideration the provisions of the Turkish Commercial Code and the relevant Regulations and the provisions of the Company's Articles of Association.

8. Discussing and resolution of the Board's proposal for no profit distribution for the fiscal year of 2024,

The resolution of the Board of Directors dated 25.04.2025 and numbered 2025/20 regarding the non-distribution of dividends since there is no distributable profit for the period in the financial statements of the Company prepared in accordance with the principles of the Tax Procedure Law will be read at the Ordinary General Assembly Meeting and submitted to the approval of the shareholders (Annex: 3).

9. Discussion and resolution on granting permission to the members of the Board of Directors to carry out the transactions and operations stipulated in Articles 395 and 396 of the Turkish Commercial Code

It is only possible for the members of the Board of Directors to carry out transactions within the framework of Articles 395 titled "Prohibition of Transactions with the Company and Borrowing Money from the Company" and 396 titled "Prohibition of Competition" of the Turkish Commercial Code with the approval of the General Assembly. In order to fulfill the requirements of these regulations, the issue of granting the said permissions will be submitted to the approval of the shareholders at the Ordinary General Assembly Meeting.

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

The proposal of the Board of Directors regarding the selection of the Independent Audit Firm(s), upon obtaining the opinion of the Audit Committee, to audit the consolidated financial statements of the Company for the fiscal period between 01.01.2025 and 31.12.2025 in accordance with the principles determined under the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, to carry out other related activities within the scope of the relevant regulations of said laws, and to perform the mandatory sustainability assurance audit under the Assurance Engagement Standards published by the Public Oversight, Accounting and Auditing Standards Authority for the sustainability reports to be prepared in accordance with the Türkiye Sustainability Reporting Standards for the fiscal periods between 01.01.2024 – 31.12.2024 and 01.01.2025 – 31.12.2025, which are complementary to the consolidated financial statements, shall be discussed and submitted for the approval of the shareholders at the Ordinary General Assembly Meeting of 2024.

11. Informing the General Assembly about the donations and grants made in 2024; discussing and resolving on the Board of Directors' proposal regarding the upper limit of donations to be made in the 01.01.2025 - 31.12.2025 activity year,

Within the scope of this article, the General Assembly will be informed about the donations made in 2024 in accordance with the regulations of the Capital Markets Board.

In addition, the resolution of the Board of Directors dated April 25, 2025 and numbered 2025/21 for the determination of the upper limit of donations to be made in the activity year 01.01.2025 - 31.12.2025 will be submitted to the approval of the shareholders (Annex: 4).

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,

Pursuant to Article 12 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, shareholders will be informed about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties and the income or benefits derived therefrom. This issue is included in footnote 18 of the Company's financial report for the accounting period 01.01.2024-31.12.2024.

13. Discussing and resolving on the amendment to the Articles of Association,

The matter regarding the amendment of the Articles of Association of our Company by revising the following articles: 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 "Amendments to the Articles of Association," and Article 31 titled "Announcements"; and by abolishing Articles 13, 18, 22, 23, 24, 32, and 35, shall be submitted for the approval of the shareholders. (Annex-1) The legal approvals of the Capital Markets Board and the Ministry of Trade have been duly obtained.

14. Closing.

Annex:

ANNEX-1: Text of Amendment

ANNEX-2: Curriculum Vitae of Board Member Candidates and Declarations of Independence of Independent Board Member Candidates

ANNEX-3: The Proposal of The Board of Directors For No Dividend Distribution for The Year 2024

ANNEX-4: Board of Directors' Resolution on the Proposal for Donation Limit for 2025

ANNEX-5: Power of Attorney Sample

ANNEX-6: Annual Consolidated Financial Statements, Board of Directors' Annual Report and Independent Auditor's Report for the Fiscal Period 01.01.2024-31.12.2024

Annex -1
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.</p> <p>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.</p> <p>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) Kuruş.</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) Kuruş, 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</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) Kuruş.</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) Kuruş, 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</p>

<p>reached at the end of 2025, 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 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>Assembly for a new period 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 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><u>12.1 Duties and Authorities</u> <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</u></p>

Majority of the members of the Board of Directors consists of non-executive members.

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.

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 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

	<p><u>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.</u></p> <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</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>

<p>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 present. Regulations imposed by the Corporate Governance Principles of the Capital Markets Board are preserved.</p> <p>In case of equality of the votes, article 390 of the Turkish Commercial Code shall apply.</p> <p>Justifications of the independent members who cast dissenting votes at the Board meetings shall be announced to public.</p> <p>Board members do not have privileged votes. Each member has one vote.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>	
<p>Article 17 Main Duties of the Board of Directors</p>	<p>Article 17 COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES</p>
<p>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.</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 important 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>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>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 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</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>

the provisions of the Turkish Commercial Code, Capital Market Law and Capital Markets Legislation.

Operation of the meeting of the general assembly shall be governed by internal directive. The meetings of the General 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.

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.

The procedure of the General Assembly meeting is regulated by an internal directive. The General Assembly meeting is 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

<p>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.</p>	<p><u>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.</u></p> <p><u>The Capital Markets Board's regulations regarding voting by proxy shall be complied with.</u></p> <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.</p> <p>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>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.</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)</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</p>

<p>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 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>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 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</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</u></p>

<p>which they are announced upon being duly certified and registered with the Trade Registry.</p>	<p><u>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>

**CURRICULUM VITAE OF BOARD MEMBER CANDIDATES AND DECLARATIONS OF INDEPENDENCE OF
INDEPENDENT BOARD MEMBER CANDIDATES**

Ahmet Nazif Zorlu

Ahmet Nazif Zorlu began his professional career at the family-owned textile business in Babadağ, Denizli. He opened his first textile store in Trabzon. In 1970, Zorlu moved the Company's headquarters to Istanbul where he laid the foundations of Zorlu Holding with his brother, Zeki Zorlu. Ahmet Zorlu set up his first company, Korteks, in 1976 and consolidated all the group companies under the umbrella of Zorlu Holding in 1990. After acquiring Vestel in 1994, Ahmet Zorlu opened the door to new lines of business for Zorlu Holding. Zorlu's entrepreneurialism, which began with the textile sector, later manifested in more companies operating in a wide range of industries such as household appliances, consumer electronics, energy, real-estate development, metallurgy, and defense. Ahmet Zorlu is the Chairman or Vice Chairman of the Board of Directors of several Zorlu Group companies operating in different sectors, including Vestel Elektronik and Vestel Beyaz Eşya. Ahmet Zorlu, who is also closely involved in non-governmental organizations, is a member of the Board of Directors of the Foreign Economic Relations Board (DEİK), the Turkish Industry and Business Association (TÜSİAD), the Education and Culture Foundation of the People of Denizli (DENSİR), the Babadağ Industry and Business Association (BASİAD) and the Turkish Home Textile Industrialists' Association (TETSİAD).

Olgun Zorlu

Following the completion of his higher education in textile and business administration in the United Kingdom, Olgun Zorlu began his professional career in 1986 and, starting in 1988, assumed managerial positions within companies affiliated with Zorlu Holding, managing the international market research and new application development activities of the companies he worked for. In 1998, Olgun Zorlu became a member of the Board of Directors of Zorlu Holding. In addition to his position as Chairman of the Board of Directors at Meta Nickel, Mr. Zorlu also serves as a Board Member at various Zorlu Holding companies such as Vestel Beyaz Eşya, Vestel Elektronik, and Zorlu Enerji. As of 2022, Mr. Olgun Zorlu has also assumed the position of Deputy Chairman of the Board of Directors of Zorlu Holding. Mr. Zorlu is a member of the Turkish Industry and Business Association (TÜSİAD) and the Turkish Home Textile Industrialists and Businessmen's Association (TETSİAD)

Bekir Cem Köksal

Cem Köksal graduated from the Mechanical Engineering Department of Boğaziçi University in 1988 and obtained his master's degree at Bilkent University in 1990. After serving in the banking industry between 1990 and 2001, Cem Köksal was named Deputy General Manager of Denizbank in 1997. Mr. Köksal joined Vestel as the Chief Financial Officer in 2002. Cem Köksal currently serves as an Executive Committee Member at Vestel Group of Companies and is the Chief Financial Officer and the Chairman of the Sustainability Committee at Zorlu Holding. Mr. Köksal has been serving as a Board Member at Zorlu Enerji. He is also a member of the Board of Directors of UN Global Compact Turkey and a substitute member of the Board of Directors of the Association for Business and Sustainable Development (SKD). Cem Köksal assumed the position of Deputy CEO of Zorlu Holding as of March 1, 2024.

Mümin Cengiz Ultav

Completed his undergraduate and graduate studies in Electronic Engineering at Middle East Technical University, Cengiz Ultav continued his education at Philips International Institute in the Netherlands. Subsequently, he worked in the IT and R&D departments of various electronics companies in Turkey and abroad. During the periods when he served as Deputy General Manager at NCR and General Manager at Sun Microsystemler AŞ, Cengiz Ultav, who also provides consultancy services to Koç, Sabancı and Eczacıbaşı Groups, joined Vestel in 1997 as the Chief Technology Officer and served as the Executive Board Member responsible for Strategic Planning and Technology at Vestel, and subsequently continued his duty as a Board Member of Vestel Elektronik Sanayi ve Ticaret AŞ. Mr. Ultav, who is the Chairman of the Board of Directors of TTGV (Turkish Technology Development Foundation), worked as a consultant for the United

Nations Development Program (UNDP) in Vietnam and carried out a study to develop the local electronics industry. Mr. Cengiz Ultav, who is among Microsoft's certified consultants in the Solution Development Discipline, is a founding member of the Turkish Informatics Foundation and Unix Users Association and was awarded the "Lifetime Service Award" by TÜBİSAD.

Adnan Yıldırım

Graduated from Ankara University, Faculty of Political Sciences, Department of Economics and Finance in 1981, Adnan Yıldırım completed his master's degree in Economic Development at Vanderbilt University. Mr. Yıldırım's professional life was started as a Tax Inspector at the Ministry of Finance, continued with his appointment as Head of Department at the General Directorate of Revenues, after his ten-year career at the Board of Tax Inspectors. Adnan Yıldırım worked as Financial Affairs Coordinator at EGS Group between 1996 and 2001. Being among the founders of Denizli and İpekyolu (Silk Road) Free Zones, Mr. Yıldırım took part in the management of the operating companies of the said regions. Adnan Yıldırım founded Pamukkale Consultancy and Batı Certified Public Accountant and Independent Audit firm. He has also provided consultancy services to leading institutions and organizations including the Aegean Exporters' Associations, Aegean Region Chamber of Industry, Izmir Chamber of Commerce, Izmir Commodity Exchange, Organized Industrial Zones and Free Zones in Izmir. Mr. Yıldırım served as Deputy Minister of Economy between 2014 and 2015, and as Chief Advisor at the Ministry of Economy from June 2016 to November 2016. Adnan Yıldırım also served as General Manager at Türk Eximbank between 2016 and 2019.

Emin Ataç

Graduated from Middle East Technical University, Department of Mechanical Engineering; Emin Ataç served as Turkey Purchasing Manager at Arçelik for 1 year, Ford Otosan for 2 years and Toyota for 10 years. He worked at Toyota Motor Europe Brussels in 2003. Managing the purchasing and sub-industry strategies of various categories in Toyota's European projects, Emin Ataç has served as the Director Responsible for all Parts and Components Purchasing of Toyota's Europe, Turkey and Russia Operations since 2012. Returning to Turkey in 2015, Mr. Ataç served as the General Coordinator (CEO) of Coşkunöz Holding for 2.5 years and then served as a Board Member/Management Consultant in various companies in the automotive and non-automotive sectors in Turkey for 3 years. Emin Ataç has been serving as the CEO of Farplas Automotive Company since 2021. Standing out with his angel investor and intrapreneur identity, Mr. Ataç is a member of the Arya Investment platform and provides intensive support to the association's angel investment, diversity, inclusion, gender equality and mentoring activities.

Ayşe Botan Berker

Dr. Ayşe Botan Berker completed her secondary education at TED Ankara College. After studying business administration at Middle East Technical University, she earned a master's degree in economics from the University of Delaware in the United States and completed her doctorate in banking and finance at Marmara University. Berker began her career in 1978 at the Central Bank of the Republic of Türkiye as a foreign debt specialist, where she held important positions such as Assistant Manager responsible for the Balance of Payments Department and Manager of the International Institutions Department, which carried out the Central Bank's borrowings from international markets. Between 1994 and 1996, she served as the Central Bank's London Representative, and in 1999, she left her position as Deputy Director General of Foreign Relations to establish the Türkiye office of Fitch, the international credit rating agency. Between 1999 and 2012, Berker served as General Manager and Board Member at Fitch Ratings Türkiye. In 2012, she founded Merit Risk Management and Consultancy Services Ltd. and became the Managing Partner of the company. Berker specializes in financial risk management, credit rating, balance of payments, external debt management, capital markets, and foreign exchange regulations. Between 2012 and 2018, she served as an Independent Board Member and Chair of the Risk Committee, as well as a member of the Audit Committee at Turcas Petrol A.Ş.; during the same period, she also served as an Independent Board Member and Chair of the Risk Committee at Rhea Girişim A.Ş. and Dubai Sigorta A.Ş. From 2010 to 2020, she lectured part-time in the fields of risk management

and finance at Bahçeşehir and Marmara Universities. Between 2018 and 2024, she served as an Independent Board Member, Chair of the Risk Committee, and Member of the Audit Committee at İş Finansal Kiralama A.Ş. She currently serves as an Independent Board Member and Chair of the Risk Committee at Odea Bank, and as an Independent Board Member and Chair of the Audit Committee at Ulusal Faktoring. Berker is a member of the Board of Trustees of the Turkish Education Foundation and a member of the Global Relations Forum.

STATEMENT OF INDEPENDENCE

I declare that I am a candidate to serve as an “independent member” on the Board of Directors of Vestel Elektronik Sanayi ve Ticaret AŞ (the “Company”), in accordance with the applicable legislation, the Company’s Articles of Association, and the Capital Markets Board’s Corporate Governance Principles numbered II-17.1, and in this context,

a) within the last five years, there has been no employment relationship in a managerial position involving significant responsibilities between myself, my spouse, my second-degree relatives by blood or marriage and the Company, its subsidiaries where the Company has managerial control or significant influence, or entities where significant influence is held over the Company’s management, or with partners holding significant influence over the Company and their entities with management control, and there is no ownership, either jointly or individually, of more than 5% of capital or voting rights, or significant commercial relationship established, of such companies or subsidiaries,

b) Within the last five years, I confirm that I have not been a shareholder (holding 5% or more), held a managerial position involving significant responsibilities, or been a member of the Board of Directors at companies from which the Company has significantly purchased or sold services or products under agreements, including audits (tax audits, legal audits, including internal audits), ratings, and consultancy services for the Company,

c) I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake as an independent member of the Board of Directors effectively,

ç) In accordance with the applicable regulations, except for university lecturing positions, I will not engage in full-time employment at public institutions after being elected as a member,

d) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,

e) I possess strong ethical standards, professional reputation, and experience to make independent decisions while considering the rights of stakeholders, maintain impartiality in conflicts of interest between the Company and shareholders, and contribute positively to the Company’s activities,

f) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,

g) I did not act as a Board Member in the Board of Directors of the Company for longer than six years during the last ten years’ period,

ğ) I have not served as an independent member of the Board of Directors in more than three companies controlled by the Company or its controlling shareholders, nor in more than five companies traded on the stock exchange, in total,

h) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.

Adnan YILDIRIM

STATEMENT OF INDEPENDENCE

I declare that I am a candidate to serve as an “independent member” on the Board of Directors of Vestel Elektronik Sanayi ve Ticaret AŞ (the “Company”), in accordance with the applicable legislation, the Company’s Articles of Association, and the Capital Markets Board’s Corporate Governance Principles numbered II-17.1, and in this context,

- a) within the last five years, there has been no employment relationship in a managerial position involving significant responsibilities between myself, my spouse, my second-degree relatives by blood or marriage and the Company, its subsidiaries where the Company has managerial control or significant influence, or entities where significant influence is held over the Company’s management, or with partners holding significant influence over the Company and their entities with management control, and there is no ownership, either jointly or individually, of more than 5% of capital or voting rights, or significant commercial relationship establishe, of such companies or subsidiaries,
- b) Within the last five years, I confirm that I have not been a shareholder (holding 5% or more), held a managerial position involving significant responsibilities, or been a member of the Board of Directors at companies from which the Company has significantly purchased or sold services or products under agreements, including audits (tax audits, legal audits, including internal audits), ratings, and consultancy services for the Company,
- c) I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake as an independent member of the Board of Directors effectively,
- ç) In accordance with the applicable regulations, except for university lecturing positions, I will not engage in full-time employment at public institutions after being elected as a member,
- d) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,
- e) I possess strong ethical standards, professional reputation, and experience to make independent decisions while considering the rights of stakeholders, maintain impartiality in conflicts of interest between the Company and shareholders, and contribute positively to the Company’s activities,
- f) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,
- g) I did not act as a Board Member in the Board of Directors of the Company for longer that six years during the last ten years’ period,
- ğ) I have not served as an independent member of the Board of Directors in more than three companies controlled by the Company or its controlling shareholders, nor in more than five companies traded on the stock exchange, in total,
- h) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.

Ayşe Botan BERKER

STATEMENT OF INDEPENDENCE

I declare that I am a candidate to serve as an “independent member” on the Board of Directors of Vestel Elektronik Sanayi ve Ticaret AŞ (the “Company”), in accordance with the applicable legislation, the Company’s Articles of Association, and the Capital Markets Board’s Corporate Governance Principles numbered II-17.1, and in this context,

a) within the last five years, there has been no employment relationship in a managerial position involving significant responsibilities between myself, my spouse, my second-degree relatives by blood or marriage and the Company, its subsidiaries where the Company has managerial control or significant influence, or entities where significant influence is held over the Company’s management, or with partners holding significant influence over the Company and their entities with management control, and there is no ownership, either jointly or individually, of more than 5% of capital or voting rights, or significant commercial relationship established, of such companies or subsidiaries,

b) Within the last five years, I confirm that I have not been a shareholder (holding 5% or more), held a managerial position involving significant responsibilities, or been a member of the Board of Directors at companies from which the Company has significantly purchased or sold services or products under agreements, including audits (tax audits, legal audits, including internal audits), ratings, and consultancy services for the Company,

c) I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake as an independent member of the Board of Directors effectively,

ç) In accordance with the applicable regulations, except for university lecturing positions, I will not engage in full-time employment at public institutions after being elected as a member,

d) I am based in Turkey as of the meaning given in the Income Tax Law (ITL) number 193, dated 31 December 1960,

e) I possess strong ethical standards, professional reputation, and experience to make independent decisions while considering the rights of stakeholders, maintain impartiality in conflicts of interest between the Company and shareholders, and contribute positively to the Company’s activities,

f) I will be able to dedicate sufficient time to follow the Company’s operations and fulfill the requirements of the responsibilities I undertake,

g) I did not act as a Board Member in the Board of Directors of the Company for longer than six years during the last ten years’ period,

ğ) I have not served as an independent member of the Board of Directors in more than three companies controlled by the Company or its controlling shareholders, nor in more than five companies traded on the stock exchange, in total,

h) I have not been registered and announced in name of a legal entity elected as a Board Member of the Company.

Emin ATAÇ

Annex -3

THE PROPOSAL OF THE BOARD OF DIRECTORS FOR NO DIVIDEND DISTRIBUTION FOR THE YEAR 2024

Board of Directors of Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi made the following resolution :

In the 2024 fiscal year of our Company, according to the consolidated financial statements prepared in compliance with the formats determined by the Public Oversight, Accounting and Auditing Standards Authority (“POA”) and the Capital Markets Board (“CMB”), based on the Turkish Financial Reporting Standards enacted by POA in accordance with the CMB Communiqué No. II-14.1 on “Principles of Financial Reporting in Capital Markets”, and audited by PwC Bağımsız Denetim ve Serbest Muhasebecilik Mali Müşavirlik A.Ş., has generated a net loss attributable to the parent company in the amount of TL 11,020,692,000, and a net loss for the period of TL 2,851,403,383 according to the individual financial statements prepared within the framework of the relevant provisions of the Tax Procedure Law No. 213 (“TPL”).

Within the framework of the information explained above, our Board of Directors has unanimously resolved to submit for the approval of the shareholders at the 2024 Ordinary General Assembly Meeting the matter that no dividend distribution shall be made due to the absence of distributable profit for the period in the Company’s financial statements.

This resolution has been adopted unanimously by the members of the Board of Directors present at the meeting.

VESTEL ELEKTRONİK SANAYİ VE TİCARET AŞ
Dividend Distribution Table for 2024 (TL)

1. Paid-in/Issued Capital (*)		335.456.275	
2. Total Legal Reserves (as per statutory accounts) (**)		293.671.531	
If there are any privileges for profit distribution as per the Articles of Association, information related to such privilege		None	
		CMB Financials	Statutory Financials
3.	Profit for the Period	-10.238.839.000	-2.851.403.383
4.	Taxes (-)	781.853.000	0
5.	Net Profit for the Period (=)	-11.020.692.000	-2.851.403.383
6.	Retained Earnings (-)	0	0
7.	General Legal Reserves (-)	0	0
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	0	0
9.	Donations made during the year (+) (***)	22.795.481	0
10.	Net distributable profit for the period with donations added	0	0
11.	First Dividend to Shareholders	0	0
	-Cash	0	0
	-Non-cash	0	0
	-Total	0	0
12.	Dividends Distributed to Holders of Preferred Shares	0	0
13.	Other Dividends Distributed; Dividends Distributed to Board Members, Employees, Non-Shareholders	0	0
14.	Dividends Distributed to Shareholders	0	0
15.	Second Dividend to Shareholders	0	0
16.	General Legal Reserves	0	0
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	0	0
20.	Other Resources foreseen to be Distributed	0	0
	- Retained Earnings	0	0
	- Extraordinary Reserves	0	0
	- Other Reserves Distributable in accordance with the Law and Articles of Association	0	0

(*) Amount is the nominal registered share capital and the inflation adjustment to share capital amounting to TL 31.192.652.560 is included in the records prepared in accordance with TPL.

(**) Amount is nominal general legal reserves and there is inflation adjustment difference amounting to TL 2.148.575.709 related to legal reserves in the records prepared in accordance with TPL after the application of inflation accounting.

(***) The amount of consolidated donations made during the year calculated according to the purchasing power at 31 December 2024 is stated.

DIVIDEND RATES TABLE

	TOTAL AMOUNT OF DIVIDENDS TO BE DISTRIBUTED		TOTAL AMOUNT OF DIVIDENDS/NET DISTRIBUTABLE PROFIT	DIVIDEND PER SHARE WITH A NOMINAL VALUE OF TL 1	
	Cash (TL)	Non-Cash (TL)	Ratio (%)	Amount (TL)	Ratio (%)
GROSS	-	-	-	-	-
NET	-	-	-	-	-

BOARD OF DIRECTORS RESOLUTION REGARDING THE PROPOSAL ON THE DONATION LIMIT FOR 2025

The Board of Directors of Vestel Elektronik Sanayi ve Ticaret Anonim Őirketi has adopted the following resolution:

Within the framework of the Capital Markets Legislation, the Company's Articles of Association, and the Donation Policy; it has been unanimously resolved by the attending members of the Board of Directors that, for the fiscal period between 01.01.2025 and 31.12.2025, the upper limit for donations to be made by our Company shall be determined as 1.20% of the earnings before interest, taxes, depreciation, and amortization (EBITDA) calculated based on the Company's Consolidated financial statements for the year 2024, which were prepared in accordance with the Capital Markets Board regulations and publicly disclosed; and that this matter shall be proposed for submission to the approval of the shareholders at the 2024 Ordinary General Assembly Meeting.

Annex - 5

**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
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.			

(*) 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:

Annex-6

01.01.2024-31.12.2024 ANNUAL CONSOLIDATED FINANCIAL STATEMENTS, ANNUAL REPORT OF THE BOARD OF DIRECTORS AND INDEPENDENT AUDITOR'S REPORT

The consolidated financial statements for the 01.01.2024-31.12.2024 accounting period, the annual report of the board of directors and the independent auditor's report are available at https://vestelinternational.com/Content/files/uploads/2232/Vestel-elektronik-entegre-faaliyet-raporu_2024.pdf