

POLİSAN HOLDİNG ANONİM ŞİRKETİ
BOARD OF DIRECTORS' INVITATION TO EXTRAORDINARY GENERAL ASSEMBLY
MEETING DATED 29.08.2025

Trade Registry No: 5769 (Gebze Trade Registry Office)

In accordance with the resolution of our Board of Directors dated July 25, 2025 and numbered 2025/34, the Extraordinary General Assembly Meeting of our Company will be held on Friday, August 29, 2025, at 11:00 a.m., at the Company headquarters located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ, to discuss and resolve the agenda items outlined below.

The Capital Markets Board approved announcement text, the Spin-off Plan, the Spin-off Report, the audited financial statements for the last three years and their independent audit reports, the Expert Institution Report, the projected opening balance sheets of the companies involved in the spin-off, the draft amendment to Article 7 of the Articles of Association titled "Capital," and the General Assembly Information Document containing the necessary disclosures for compliance with corporate governance principles will be made available to our esteemed shareholders, for review as of 30 days prior to the General Assembly Meeting date (excluding the announcement and meeting dates), at the Company headquarters located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ, on the Company's corporate website (www.polisanholding.com.tr), on the Electronic General Assembly Portal (EGKS) of the Central Registry Agency (MKK), and on the Public Disclosure Platform (KAP).

Shareholders entitled to attend the General Assembly may participate either in person or by proxy at the meeting venue or electronically in person or by proxy via the Electronic General Assembly Portal (EGKS) using their secure electronic signatures provided by the Central Registry Agency (MKK).

Proxies may be appointed through the EGKS platform or by completing the proxy form available at the Company headquarters and on our website (www.polisanholding.com.tr), in accordance with the provisions of the Capital Markets Board's Communiqué No. II-30.1. Shareholders may authorize their proxies by notarizing their signatures or by appending a notarized signature circular to a signed proxy form. Representation by proxy at the General Assembly Meeting is only valid through the use of the attached proxy form. For proxies appointed electronically via the EGKS system, submission of a physical proxy form is not required.

Proxy forms that do not comply with the format attached and mandated by the relevant Communiqué will not be accepted due to our legal obligations.

Those who will attend the General Assembly Meeting in person must present the following documents:

- Individual shareholders: valid identification,
- Legal entity shareholders: valid identification of the authorized representatives together with their authorization documents,
- Representatives of individuals or legal entities: valid identification and proxy documentation,
- Proxies appointed via EGKS: valid identification.

Participants may attend the meeting by signing the list of attendees upon presenting the required documents.

Shareholders who wish to participate electronically may obtain detailed information on participation, proxy appointment, submitting proposals, expressing opinions, and voting via the MKK website at www.mkk.com.tr.

Shareholders or their representatives who wish to attend the meeting electronically must fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies Held Electronically" published in the Official Gazette dated August 28, 2012 (No. 28395), and the "Communiqué on the Electronic General Assembly System Applicable to General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 (No. 28396).

Polisan Holding AŞ

Genel Müdürlük • Headquarters

İçerenköy Mah. Ali Nihat Tarlan Cad.

No: 86 34752 Ataşehir/İSTANBUL

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Fabrika • Factory

Dilovası Organize Sanayi Bölgesi

1. Kısım Liman Cad. No: 7 Dilovası/KOCAELİ

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Uluçınar VD: 732 020 6873

Ticaret Sicil No: 5769

Mersis No: 0-7320-2068-7300019

polisanholding@hs03.kep.tr

Pursuant to Article 415, paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, paragraph 1 of the Capital Markets Law No. 6362, the right to attend and vote at the General Assembly cannot be made conditional upon the deposit of share certificates. Accordingly, our shareholders who wish to attend the General Assembly Meeting are not required to block their shares. It is necessary and sufficient for shareholders attending the General Assembly Meeting in person to present identification at the meeting.

The “list of shareholders” regarding the rights holders and their representatives attending the meeting will be obtained from the Electronic General Assembly System before the meeting starts. This list will be used to prepare the list of attendees.

For participation in the Ordinary General Assembly Meeting, the verification of whether individuals physically present in the meeting hall are shareholders or representatives will be conducted based on this list.

Without prejudice to the provisions regarding electronic voting during the General Assembly Meeting, the open voting method by show of hands will be used for voting on the agenda items.

We respectfully invite our esteemed shareholders to attend the General Assembly Meeting at the specified date, time, and location.

Respectfully submitted to the attention of our esteemed shareholders.

Polisan Holding A.Ş. Board of Directors

AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 29.08.2025

1- Opening and formation of the Meeting Chairmanship

2- In relation to the spin-off transaction to be discussed under agenda item 4, shareholders will be informed about the Notice of the Right to Review, the Spin-Off Report, the Spin-Off Plan, the Expert Institution Report, and the financial statements, all prepared within the scope of the Turkish Commercial Code No. 6102.

3- Within the scope of the spin-off to be discussed under agenda item 4, shareholders will be informed that no right of exit (dissenting shareholder right) has arisen pursuant to the Capital Markets Board’s Communiqué No. II-23.3 on "Common Principles Regarding Significant Transactions and the Right of Exit."

4- Reading, discussion, and resolution of the Board of Directors’ proposal regarding the spin-off transaction to be carried out in accordance with the provisions of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other applicable legislation, whereby Polisan Holding A.Ş.’s shares in Rohm and Haas Kimyasal Ürünler Üretim Dağıtım ve Ticaret A.Ş. and Polisan Kansai Boya Sanayi ve Ticaret A.Ş. shall be transferred to a newly established company, Marmara Holding A.Ş., under a share distribution model to the shareholders; along with the Spin-Off Plan and the Spin-Off Report, both dated July 18, 2025.

5- Provided that the necessary legal approvals have been obtained, discussion and resolution of the Board of Directors’ resolution dated July 16, 2025, regarding the reduction of the Company’s issued capital from TRY 3,774,776,170 to TRY 758,500,000 due to the spin-off, and the amendment of Article 7 of the Company’s Articles of Association titled “Capital” in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, as set forth in the annex.

6- Closing

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Annex 1**POWER OF ATTORNEY
TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY OF
POLİSAN HOLDİNG ANONİM ŞİRKETİ**

I hereby appoint, whose details are provided below, as my proxy to represent me/us, vote, make proposals, and sign the necessary documents on my/our behalf in line with the opinions stated below at the Extraordinary General Assembly Meeting of Polisan Holding Anonim Şirketi to be held on Friday, August 29, 2025, at 11:00 a.m. at the address of Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ.

Proxy Information (*):**Name Surname/Title of Trade:****T.R. Identity No/Tax No, Trade Registry and Number and MERSIS number:**

(*) For foreign proxies, it is mandatory to submit the equivalent of the aforementioned information, if any.

A. SCOPE OF THE AUTHORIZATION OF REPRESENTATION

The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.

1. About the matters on the agenda of the General Assembly;

a) The proxy is authorized to vote in line with his/her own opinion.

b) The proxy is authorized to vote in line with the recommendations of the partnership management.

c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

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☐**Instructions:**

In the event that option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options (acceptance or rejection) given opposite the relevant General Assembly agenda item and, if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the General Assembly meeting.

No	Agenda Items (*)	Affirmative	Dissentive	Dissenting Opinion
1.	Opening and formation of the Meeting Chairmanship.	☐	☐	☐
2.	In connection with the spin-off transaction to be discussed under agenda item 4, shareholders will be informed—within the scope of the Turkish Commercial Code No. 6102—about the Notice of the Right to Review, the Announcement Text approved by the Capital Markets Board, the Spin-Off Report, the Spin-Off Plan, the Expert Institution Report, and the financial statements.	☐	☐	☐

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3.	Within the scope of the spin-off to be discussed under agenda item 4, shareholders will be informed that no right of exit has arisen pursuant to the Capital Markets Board's Communiqué No. II-23.3 on "Common Principles Regarding Significant Transactions and the Right of Exit."	☐	☐	☐
4.	Reading, discussion, and resolution of the Board of Directors' proposal regarding the spin-off transaction to be carried out in accordance with the provisions of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other applicable legislation, whereby Polisan Holding A.Ş.'s shares in Rohm and Haas Kimyasal Ürünler Üretim Dağıtım ve Ticaret A.Ş. and Polisan Kansai Boya Sanayi ve Ticaret A.Ş. shall be transferred to a newly established company, Marmara Holding A.Ş., under a share transfer model to the shareholders; together with the Spin-Off Plan and Spin-Off Report dated July 18, 2025.	☐	☐	☐
5.	Provided that the necessary legal approvals have been obtained, discussion and resolution of the Board of Directors' resolution dated July 16, 2025, regarding the reduction of the Company's issued capital from TRY 3,774,776,170 to TRY 758,500,000 due to the spin-off, and the amendment of Article 7 of the Company's Articles of Association titled "Capital" in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, as set forth in the annex.			
6.	Closing	☐	☐	☐

(*) No voting is conducted on informational agenda items. If the minority has submitted a separate draft resolution, this must also be specifically indicated to enable voting by proxy.

2. Special instructions on other matters that may arise at the General Assembly meeting and in particular on the exercise of minority rights:

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy is authorized to vote in line with the recommendations of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

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SPECIAL INSTRUCTIONS; Special instructions to be given by the shareholder to the proxy, if any, shall be stated here..

B. The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.

1. I approve the representation of my shares detailed below by proxy.
- a) Issue and series: (*)
- b) No/Group: (**)
- c) Quantity-Nominal value:
- d) Whether there are voting privileges:

☐

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- e) Whether it is bearer or registered: (*)
f) Proportion of total shares/voting rights held by the shareholder1:

(*) This information is not requested for dematerialized shares.

(**) For dematerialized shares, information on the group, if any, will be given instead of the number.

2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the general assembly prepared by MKK one day before the date of the General Assembly

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NAME SURNAME or TITLE OF SHAREHOLDER: (*)

TT.R. Identity No/Tax No, Trade Registry Name and Number and MERSIS number:

Address:

(*) For foreign shareholders, it is mandatory to submit the equivalent of the aforementioned information, if any.

SIGNATURE

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