

TURCAS HOLDİNG A.Ş.
EXTRAORDINARY ASSEMBLY GENERAL MEETING
16 OCT 2025
INFORMATION DOCUMENT

1) INVITATION TO THE EXTRAORDINARY ASSEMBLY GENERAL MEETING DATED 16 OCT 2025

Extraordinary General Assembly Meeting of our Company shall be held publicly on Thursday, Oct 16, 2025, at 10:00 a.m. at Maslak Mah. AOS 55. Sok. 42 Maslak A Blok No:2/7 Sarıyer/Istanbul to discuss and resolve on the following agenda.

The shareholders may attend the Company's Extraordinary General Assembly Meeting physically or electronically in person or through their representatives. Electronic participation in the General Assembly Meeting is possible with the secure electronic signatures of the shareholders or their representatives. For this reason, shareholders who will make transactions in the Electronic General Assembly System (EGAS) must first register with the Central Registry Agency ("CRA") e- CRA Information Portal and register their contact information and also have a secure electronic signature. Shareholders or their representatives who do not register with the e- CRA Information Portal and do not have secure electronic signatures cannot participate in the General Assembly electronically.

In addition, shareholders or their representatives who want to attend to the meeting electronically are required to fulfill their obligations in accordance with provisions of "Communiqué on Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies issued at Official Gazette no. 28396 and dated 29 August 2012 and "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" issued at Official Gazette no. 28395 and dated 28 August 2012.

Our shareholders who wish to attend the General Assembly in person will be able to exercise their rights as to their shares registered in the "Shareholders List" specified in the CRA system by presenting their ID cards.

It is required for shareholders who can not participate in the meeting personally in physical or electronic media to arrange their powers of attorney in compliance with the following sample or to provide the sample form from our Company Headquarter or website www.turcas.com.tr and to fulfill matters foreseen in "Voting by Proxy and Proxy Solicitation" Communiqué II-30-1 of Capital Markets Board published in the Official Gazette dated 24 December 2013, no.28861 and to submit their notarized

powers of attorney by attaching it to Power of Attorney Form bearing their own signatures. Proxy holders who have been electronically appointed via Electronic General Assembly System don't have to submit a notarized power of attorney.

Open ballot system shall be used by the procedure of raising hand provided that voting provisions for electronic media are reserved as to approval of Agenda items at General Meeting.

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 shall not be conditional upon the deposit of share certificates. Within this framework, there is no need for our shareholders to block their shares if they wish to attend the General Assembly Meeting. However, our shareholders who do not want their identities and information as to shares in their accounts to be communicated to our Company and therefore information of whom can not be seen by our Company are required to apply to intermediary agencies where their accounts are available and to remove "limitation" that block their identities and information as to shares in their accounts to be informed to our Company until 16.30 one day before the General meeting (15.10.2025) at the latest in case they want to attend to General Meeting.

Further information can be obtained from "Investor Relations Department" at the Head Office of our Company.

In accordance with related legislation of Turkish Commercial Code, Capital Markets Board and Ministry of Trade, Profit Distribution Proposal and detailed Information Document including requirements of Corporate Governance Principles will be made available for the review of shareholders latest 21 days prior to the General Meeting at the Company's corporate web-site, www.turcas.com.tr and Electronic General Assembly System.

It is announced to our esteemed shareholders respectfully.

TURCAS HOLDİNG A.Ş.

1) OUR FURTHER EXPLANATION ON AGENDA ITEMS OF THE EXTRAORDINARY ASSEMBLY GENERAL MEETING DATED 16 OCT 2025

1. Opening and Constitution of Meeting Council,

Pursuant to the provisions of the “Turkish Commercial Code” (TCC) and the “Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Commerce to be present at these Meetings” (“Regulation”) and Article 7 of the Internal Directive on the Working Principles and Procedures of the General Assembly of the Company, the election of the Chairman and the Presidency Council to conduct the General Assembly meeting will be held.

2. Authorization of Meeting Council to sign the General Meeting Minutes,

Pursuant to the provisions of “Turkish Commercial Code” (TCC) and Article 13 of Internal Directive on Working Principles of General Assembly of the Company, authorization of Meeting Council to sign the Annual General Meeting Minutes shall be submitted to the approval of our shareholders.

3. Discussion and approval of profit distribution proposal by the Board of Directors for the fiscal year 2024,

As it has been submitted for public information with the resolution of the Board of Directors of the Company dated 18.09.2025 and numbered 2025/18 the proposal to distribute the remaining distributable profit of 2024, prepared based on the financial statements dated December 31, 2024, kept in accordance with the Turkish Commercial Code and the Tax Procedure Law, and the non-consolidated financial statements dated December 31, 2024, prepared in accordance with the regulations of the Capital Markets Board and audited by an independent auditor, after deducting all amounts required to be set aside in accordance with the legislation, following the distribution of an advance dividend of 145,000,000 TL in December 2024 and a dividend of 200,000,000 TL in June 2025, the remaining distributable profit for the year 2024, amounting to 171,021,272.29 TRY , after all necessary deductions have been made, be distributed as a profit share to be paid in full in cash starting from 17 October 2025, will be submitted to the General Assembly for approval. Details of the Profit Distribution Table are given in Annex-1.

4. Discussing and resolving on the issue of authorization of the Board of Directors to decide on the distribution of Advance Dividend in the event of profitability during the 2025 accounting period as per Article 41 of our Company's Articles of Association titled Dividend and Advance Dividend Distribution and the

Capital Markets Board's Dividend Communiqué dated January 23, 2014 and numbered II-19.1,

In accordance with Article 41 of our Company's Articles of Association titled Dividend and Advance Dividend Distribution and the Capital Markets Board's Dividend Communiqué dated January 23, 2014 and numbered II-19.1, It shall be submitted to the approval of our shareholders that; the Board of Directors will be authorized to decide on the distribution of Advance Dividend in the event of profitability during the 2025 accounting period.

5. Discussing and resolving on the issue that if no sufficient profit is generated or if there is a loss at the end of the 2025 fiscal period, the advance dividend to be distributed can be offset against the resources that can be subject to dividend distribution in the annual statement of financial position for the 2025 fiscal period,

It shall be submitted to the approval of our shareholders that; if no sufficient profit is generated or if there is a loss at the end of the 2025 fiscal period, the advance dividend to be distributed within the scope of Agenda Item 4 can be offset against the resources that can be subject to dividend distribution in the annual statement of financial position for the 2025 fiscal period.

6. Answering the questions raised by the Shareholders

Necessary explanations shall be made by the authorities if there are questions asked by the Shareholders.

2) OUR ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKETS BOARD

A-) Shareholding structure of our Company/Voting Rights/ Privilege at Voting

Turcas Holding A.Ş. Shareholding Structure *

Commercial Title/Name Surname	Share in Capital (TL)	Share in Capital (%)	Voting Right	Share in Voting Right (%)
Aksoy Girişimcilik Enerji ve Turizm A.Ş.	139.175.892	54,45	139.175.892	54,45
Traded at BIST	91.370.403	35,75	91.370.403	35,75
Turcas Holding A.Ş. (Traded at BIST)	71.336	0,03	71.336	0,03
Other Real Persons and Legal Entities	24.982.370	9,77	25.982.370	9,77
TOPLAM	255.600.000	100,00	255.600.000	100,00

*As of August 18, 2025

Information as to Shares Representing the Capital

Group	Registered/to the Bearer	Nominal Value of Each Share (TL)	Total Nominal Value (TL)	Share in Capital (%)	Privilege Type	Whether or Not Traded at Stock Exchange
A	REGISTERED	1,00	230.617.592,70	90,23	NO PRIVILEGE	TRADED
A	REGISTERED	1,00	24.982.257,30	9,77	NO PRIVILEGE	NOT TRADED
B	REGISTERED	1,00	112,50	0,00	PRIVILEGED	NOT TRADED
C	REGISTERED	1,00	37,50	0,00	PRIVILEGED	NOT TRADED
		TOTAL	255.600.000,00	100,00		

The majority of Group A shares are held by Aksoy Girişimcilik Enerji ve Turizm A.Ş. In addition, all of the Group C shares also belong to Aksoy Girişimcilik Enerji ve Turizm A.Ş.

In accordance with Article 29 of the Company's Articles of Association, each shareholder attending the General Meeting has the right to cast one vote for each share as per Article 434 of the Turkish Commercial Code.

Scope of Privilege:

Pursuant to Article 13 of the Company's Articles of Association, Group B and Group C shareholders have the privilege to nominate Board Members.

Pursuant to Article 15 of the Company's Articles of Association, the meeting quorum of the Board of Directors is formed by the attendance of a total of five members. Each member of the Board of Directors has one voting right. Decisions are resolved by the majority of the members present. Only in important decisions specified in Article 15 of the Company's Articles of Association, at least one member of the Board of Directors nominated by the holders of Group C shares must cast an affirmative vote.

B-) Changes in management and activities that significantly affect/may affect the activities of our Company and our Subsidiaries in the fiscal year 2024 or in the next fiscal year:

In 2024, our Company collected USD 8 million Preferred Dividends, USD 7.6 million Balancing Payment Agreement (BPA) Revenue, and TL 300 million Ordinary Dividends from Shell & Turcas Petrol A.Ş., its subsidiary with 30% shareholding. As of the date of preparation of this document, and within the year 2025, our Company has collected an additional USD 8 million Preferred Dividends and TL 150 million Ordinary Dividends from Shell & Turcas Petrol A.Ş., while making a payment of USD 2.4 million under the BPA.

No cash inflow was received from our subsidiary with 30% shareholding, RWE & Turcas Güney Elektrik Üretim A.Ş. ("RWE & Turcas"), during the year 2024. However, a cash capital reduction in the amount of TL 400,000,000 was approved by RWE & Turcas in 2024 and subsequently approved at the General Assembly meeting held in February 2025. This transaction was completed in 2025, and our Company received TL 120,000,000 — its corresponding share from the capital reduction — in May.

Additionally, within our subsidiary RWE & Turcas, the permitting processes for a 20 MW hybrid solar power plant (SPP) investment — intended to meet the internal consumption needs of our power plant — were completed in 2024. The Electricity Generation License of RWE & Turcas was amended by the Energy Market Regulatory

Authority (EMRA) in June 2024 to include the 20 MW Hybrid SPP. A final investment decision for this project has not yet been made. Feasibility studies and negotiations with banks for investment financing and also business development activities are ongoing.

As of September 30, 2024, Turcas Holding has fully repaid all of its consolidated loan balances and currently has no outstanding debt, maintaining a Net Cash position.

C-) Requests of shareholders, Capital Markets Board and other public authorities to add items to the agenda:

NONE.

ANNEX-1 Profit Distribution Table

TURCAS HOLDİNG A.Ş. 2024 Dividend Distribution Table (TL)						
1. Paid-in Capital			255.600.000,00		255.600.000,00	
2. Legal Reserves (According to Statutory Books)					39.311.954,06	
Info on privileges regarding dividends, if there is any as per Articles of Association					None	
			According to CMB Financials		According to Statutory Financials	
3.	Profit Before Tax		906.388.002,00		722.107.628,11	
4.	Tax Expense (-)		-8.348.404,00		0,00	
5.	Net Profit (=)		898.039.598,00		722.107.628,11	
6.	Prior Years' Losses (-)		0,00		-130.915.230,46	
7.	General Legal Reserves (-)		- 24.846.998,13		- 24.846.998,13	
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)		873.192.599,87		566.345.399,52	
	Distributed Advance Dividend (-)		345.000.000,00		345.000.000,00	
	Advance Dividend Deducted Net Distributable Current Period Profit/Loss		528.192.599,87		221.345.399,52	
9.	Donations Made During the Year (+)		1.570.994,00			
10.	Net Distributable Profit For The Period Including Donations		529.763.593,87		221.345.399,52	
11.	First Dividend to Shareholders		12.780.000,00		12.780.000,00	
	- Cash		12.780.000,00		12.780.000,00	
	- Bonus Shares		0,00		0,00	
	- Total		12.780.000,00		12.780.000,00	
12.	Dividends Distributed to Preferred Shareholders		0,00		0,00	
13.	Other Dividends Distributed		0,00		0,00	
	- to members of the Board of Directors,					
	- to employees,		0,00		0,00	
	- to people other than shareholders					
14.	Dividends Distributed to Redeemed Shareholders		0,00		0,00	
15.	Second Dividend To Shareholders		503.241.272,29		503.241.272,29	
16.	General Legal Reserve		50.324.127,23		50.324.127,23	
17.	Statutory Reserves		0,00		0,00	
18.	Special Reserves		0,00		0,00	
19.	EXTRAORDINARY RESERVES		0,00		0,00	
20.	Other Sources Provided For Distribution -Retained Earnings		0,00		0,00	

Notlar :

* The total amount to be distributed by the company in this profit distribution is TRY 171,021,272.29. In the profit distribution table, the amounts of TRY 145,000,000 distributed in 2024 (advance) and TRY 200,000,000 distributed in June 2025 are also shown as distributed advance dividends, and the profit distribution table has been prepared on a cumulative basis. Similarly, the Second Legal Reserve to be set aside in this distribution amounts to TRY 17,102,127.23.

** Since there is no separate line for dividends previously distributed during the year in the profit distribution table, the amount of TRY 200,000,000 distributed during the year has been included under the item "Distributed Advance Dividends."

*** After this profit distribution, the company will have distributed all the distributable profit amounts from prior to 2024 as well as for the year 2024, reducing the balance to zero.

DIVIDEND PAYOUT RATIO							
	GROUP	TOTAL DIVIDEND AMOUNT (TL) NET		THE RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE INCOME(TL)		DIVIDEND PER SHARE WITH 1 TL NOMINAL VALUE (TL) NET	
		CASH (TL)	BONUS SHARES (TL)	RATIO (%)		AMOUNT (TL)	RATIO (%)
NET	A ⁽¹⁾	171.021.171,93	0,00	30,20	0,00	0,5687327	56,87327
	B	75,27	0,00	0,00	0,00	0,5687327	56,87327
	C	25,09	0,00	0,00	0,00	0,5687327	56,87327
	TOTAL	171.021.272,29	0,00	30,20	0,00	0,5687327	56,87327

(1) Consists of free float and remaining other shares (not publicly traded). As these shareholders' identities (real/legal person) are unknown, net dividend amounts were calculated with the "real person" assumption.