

HACI ÖMER SABANCI HOLDİNG A.Ş.
THE 2024 ORDINARY GENERAL ASSEMBLY MEETING
INFORMATION DOCUMENT

Sabancı Holding's 2024 Ordinary General Assembly Meeting will be held to discuss the agenda below on **27 March 2025, Thursday, at 14.00** at the address of the Company headquarters Sabancı Center, 4. Levent 34330 İstanbul, Türkiye.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who are entitled to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature via the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders could authorize their representatives by using Electronics General Assembly System or by way of filling the proxy form attached to invitation or the proxy form which is available at the Company headquarters and our Company's website (www.sabanci.com) and notarizing their signature in line with the provisions of the Capital Markets Board's Communiqué numbered II- 30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Registry Agency's website (www.mkk.com.tr).

Our shareholders and their representatives, who will be attending the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint-Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 as well as "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint-Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The Financial Statements, The Board of Directors' Annual Report, Independent Audit Reports, Dividend Distribution Proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2024 are made available for the shareholders examination at least three weeks before the date of the meeting on the Electronic General Assembly System section of the Central Registry Agency website (www.mkk.com.tr), on the "Investors Relations" section of our Company's website (www.sabanci.com), and on Public Disclosure Platform (www.kap.org.tr), as well as at the above-mentioned address of the Company's headquarters.

Our shareholders are respectfully requested to honor the meeting on mentioned day and time.

HACI ÖMER SABANCI HOLDİNG A.Ş.
CHAIR OF THE BOARD

HQ: Sabancı Center, 4. Levent 34330 İstanbul
Phone: (0212) 385 80 80 **Faks:** (0212) 385 88 88 **Web:** sabanci.com

HACI ÖMER SABANCI HOLDİNG A.Ş.
AGENDA FOR THE 2024 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 27 MARCH 2025, AT 14:00

1. Opening and formation of the Meeting Council,
2. Reading and discussion of the 2024 Annual Report of the Board of Directors,
3. Reading the 2024 Auditor's Reports,
4. Reading, discussion and approval of the 2024 Financial Statements,
5. Release of the members of the Board of Directors with regard to the 2024 activities,
6. Resolution on the Board of Directors' proposal on dividend distribution,
7. Election of the members of the Board of Directors and determination of their terms of office,
8. Determination of monthly gross salaries payable to the members of the Board of Directors,
9. Election of the Auditor and Group Auditor,
10. Briefing of the transactions carried out during the period within the scope of the share buy-back program in effect,
11. Approval and briefing of the donations and grants made by the Company in 2024,
12. Determination of the upper limit for donations to be made in 2025,
13. Granting permission to the Chairperson and the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code.
14. Wishes and remarks.

ADDITIONAL INFORMATION AS PER CORPORATE GOVERNANCE PRINCIPLES OF THE CAPITAL MARKETS BOARD OF TÜRKİYE

General statutory information pursuant to the Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1 and attached Corporate Governance Principles is provided in this section, whereas the information concerning the agenda items are presented under the relevant agenda item below.

1. Information Regarding Shareholding Structure and Shares Representing Capital

According to Article 10 of the Articles of Association, total share capital of Sabancı Holding amounting to TRY 2,100,375,969.18 is divided into 210,037,596,918 registered shares, each of which is fully paid-up with a par value of TRY 0,01 (1 Kurus), within the authorized capital of TRY 3,000,000,000. No share groups were created amongst the shares representing share capital. Therefore, there is no privileged shares; and one share, one vote principle applies.

The shareholding structure of Sabancı Holding is represented in the table below.

Title / Name-Surname	Share in Capital	
	Amount (TRY)	Ratio (%)
Sakıp Sabancı Holding A.Ş.	291,901,132.83	13.90
Serra Sabancı	147,370,881.70	7.02
Suzan Sabancı Sabancı	143,672,720.64	6.84
Çiğdem Sabancı Bilen	143,672,720.64	6.84
Other	1.373,758,513.37	65.40
TOTAL	2,100,375,969.18	100.00

2. Information Regarding Material Changes Affecting the Activities

There has not been any material change that took place in 2024, and no material change is contemplated for the forthcoming periods with regard to the management and activities of Sabancı Holding and its subsidiaries.

On the other hand, material event disclosures made within the framework of the relevant legislation regarding the developments in the management and activities of Sabancı Holding are published on the “Investor Relations” section of the Company website (www.sabanci.com) and on Public Disclosure Platform (www.kap.org.tr) for the review of our stakeholders.

3. Information Regarding Requests for Placing Agenda Item

There has not been any request for placing an agenda item to be discussed on the 2024 Ordinary General Assembly of Sabancı Holding, neither from shareholders nor Capital Markets Board and other public institutions and authorities.

THE 2024 ORDINARY GENERAL ASSEMBLY MEETING EXPLANATIONS REGARDING AGENDA ITEMS

1. Opening and Formation of the Meeting Council

A Chairperson that governs the General Assembly meeting shall be elected within the framework of the provisions of Turkish Commercial Code No. 6102, the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Presence of Ministry Representatives at These Meetings (Regulation), the Articles of Association, and Internal Directive of the General Assembly of the Company.

2. Reading and Discussion of the 2024 Annual Report of the Board of Directors

The Board of Directors' 2024 Annual Report, which is available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and the Company website (www.sabanci.com) three weeks before the General Assembly meeting will be read and presented to the opinions of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

3. Reading the 2024 Auditor's Reports

The Auditor's Reports for the year 2024, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and the Company website (www.sabanci.com) three weeks before the General Assembly meeting will be read and presented to the opinions of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

4. Reading, Discussion and Approval of the 2024 Financial Statements

The Financial Statements for the year 2024, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and the Company website (www.sabanci.com) three weeks before the General Assembly meeting will be read and presented to the opinions and approvals of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

5. Release of the Members of the Board of Directors with regard to the 2024 Activities

Release of the members of the Board of Directors with regard to the 2024 activities and accounts will be presented to the approval of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

6. Resolution on the Board of Directors' Proposal on Dividend Distribution

According to the financial statements for the accounting period between 01.01.2024 and 31.12.2024 that was prepared in compliance with the Turkish Financial Reporting Standards and Capital Markets Board's Communiqué on Principles of Financial Reporting in Capital Markets No. II-14.1, and that was audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.; **Consolidated Net Loss Attributed to Equity Holders of the Parent** for the period is **TRY 15,474,560,000.00** The Dividend Distribution Proposal of the Board of Directors (**Annex/1**), prepared in line with our long-term strategy, capital requirements, investment and financing policies, as well as the profitability and cash position of the Company and its subsidiaries and affiliates, will be submitted for the opinion and approval of the General Assembly.

7. Election of the Members of the Board of Directors and Determination of Their Terms of Office

Sabancı Holding shall be administered and represented by a Board of Directors consisting of minimum of 7 and maximum of 15 members to be elected at General Assembly, according to the Article 15 of the Articles of Association. Candidates agreed upon by the majority of shareholders or their proxies present at the General Assembly shall be compiled in a single list and such list shall be put out to vote by Council Chairperson of General Assembly and, thus, members shall be elected in a single list.

In this context, an election will be made for the members of the Board of Directors whose terms have expired. The General Assembly will determine the nominees and the terms of office for the elected members of the Board of Directors.

Additionally, there will be an election for the independent members as per Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 at the General Assembly. **Mr. Tayfun Bayazit, Mr. Mehmet Kahya and Mr. Hüseyin Gelis** are proposed as the nominees for independent memberships by a resolution of the Board of Directors, based on the assessment and recommendation of the Corporate Governance, Nomination and Remuneration Committee. The Capital Markets Board has not given a negative opinion for these independent member nominees.

The resumes and statements of independence of nominees for independent Board members are presented in **Annex/2**.

8. Determination of Monthly Gross Salaries Payable to the Members of the Board of Directors

Monthly gross salaries to be paid to the members of the Board of Directors will be determined in accordance with the provisions of the Turkish Commercial Code, the Regulation and the Articles of Association of the Company.

9. Election of the Auditor and Group Auditor

Upon the recommendations of the Audit Committee, the Board of Directors has resolved, in line with the regulations of the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, to submit the election of **DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.** as the independent auditor for the financial reports of 2025 accounting period, as the Group Auditor, implement assurance audits for the Company's sustainability reports for

the years 2024 and 2025 within the framework of sustainability regulations and to carry out related activities in accordance with the applicable laws and regulations. This proposal will be presented to the approval of the General Assembly.

10. Briefing of the Transactions Carried Out During the Period Within the Scope of the Share Buy-Back Program in Effect

Info related to the share buyback program initiated by the Sabancı Holding Board of Directors on 09.11.2021 and extended by another decision dated 16.12.2022, is given below:

- Since the beginning of the program, a total of 106,229,265 TL nominal value shares, representing 5.06% of the Company's current capital, have been repurchased. The total cost of these transactions is 2,802,741,437 TL, thus 86.24% of the allocated budget for the share buyback program has been utilized.
- Furthermore, as of the transaction date, 40,801,463 TL nominal value of the repurchased shares, representing approximately 2.00% of the Company's capital, were sold to institutional investors on Borsa İstanbul through block sales at a price of 36.60 TL per share on 12.12.2022. Additionally, 60,577,802 TL nominal value of the repurchased shares, representing approximately 2.97% of the Company's capital, were sold at a price of 52.46 TL per share on 19.09.2023. These transactions generated a total revenue of 4,670,957,052 TL.
- After deducting the sold shares, the total nominal value of the remaining repurchased shares is 4,850,000 TL, which represents 0.24% of the capital, and the average repurchase cost of these shares is 57.44 TL.
- In accordance with the Capital Markets Board's Principle Decision No. 41/1198 dated 1 August 2024, the current share buyback program initiated by the Board of Directors will remain valid until the General Assembly meeting.

This item is not subject to approval by the General Assembly and is intended solely for informational purposes.

11. Approval and Briefing of the Donations and Grants Made by the Company in 2024

The information regarding the donations made during the year must be submitted to the General Assembly in accordance with the Article 6 of the Capital Markets Board's Communiqué on Dividends No. II-19.1 and the Article 1.3.10. of the Corporate Governance Principles as attached to the Communiqué on Corporate Governance No II-17.1.

In 2024, total amount of donations granted to various foundations, voluntary associations and other institutions was **TRY 4,871,020.90**; of which the beneficiaries are given in the table below.

Beneficiary	Amount (TRY)
Public Institutions	2,810,399.60
European Union College Scholarship	979,449.30
General Directorate of Forestry	530,000.00
Sabancı University	180,000.00
Turkish Education Volunteers Association	100,000.00
Turkish Education Foundation (TEV)	72,829.00
Women's Labor Association	70,000.00
Advertisers Association	50,000.00

Beneficiary	Amount (TRY)
Darüşşafaka	50,000.00
Cancer-Free Life Association	24,200.00
TEMA	3,643.00
Turkish Education Association	500.00
TOTAL	4,871,020.90

12. Determination of the Upper Limit for Donations to be Made in 2025

The upper limit of the donations to be made in 2025 will be determined by the shareholders at the General Assembly.

13. Granting Permission to the Chairperson and the Members of the Board of Directors for the Activities Under the Articles 395 and 396 of the Turkish Commercial Code

The members of our Board of Directors may do business as stipulated in the first subsection of Article 395 titled “Ban to Enter into Business with the Company and Borrowing” and Article 396 titled “Competition Ban” of the Turkish Commercial Code, provided that the permission of the General Assembly is obtained. In order to fulfill the necessities of the regulation, the granting of the permission shall be presented to our shareholders’ approval at the General Assembly meeting and the information shall be given for this kind of transactions that have been realized during the year.

14. Wishes and Remarks

As the last agenda item of the General Assembly meeting, shareholders who wish to express their wishes and remarks, if any, will be listened.

ANNEX/1

HACI ÖMER SABANCI HOLDİNG A.Ş. DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2024 (TRY)			
1.	Paid-in Capital		2,100,375,969.18
2.	General Legal Reserves (As per Turkish GAAP)		420,075,193.84
	Pursuant to Article 35 of the Articles of Association, after allocating 5% of the Net Profit as the General Legal Reserve and 5% of the Paid-in Capital as the First Dividend, 3% of the remaining amount shall be allocated to the Hacı Ömer Sabancı Foundation.		
		As per IFRS	As per Turkish GAAP
3.	Profit	-15,749,920,000.00	9,929,563,246.16
4.	Taxes (-)	14,969,845,000.00	0.00
5.	Net Profit For the Period (=)	-15,474,560,000.00	9,929,563,246.16
6.	Previous Years' Losses (-)	0.00	0.00
7.	General Legal Reserves (-)	0.00	0.00
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD	0.00	9,929,563,246.16
9.	Donations Granted During The Year (+)	4,871,020.90	0.00
10.	NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS	-15,469,688,979.10	0.00
11.	First Category Dividend For Shareholders	0.00	105,018,798.46
	- Cash	0.00	105,018,798.46
	- Share	0.00	0.00
	- Total	0.00	105,018,798.46
12.	Dividends Distributed to the Privileged Shareholders	0.00	0.00
13.	Other Dividends Distributed	294,736,333.43	294,736,333.43
	- Members of the Board of Directors	0.00	0.00
	- Employees	0.00	0.00
	- Non Shareholders	294,736,333.43	294,736,333.43
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	0.00	0.00
15.	Second Category Dividend For Shareholders	0.00	6,196,109,109.08
16.	General Legal Reserves	0.00	0.00
17.	Status Reserves	0.00	0.00
18.	Special Reserves (According to the Article 5/1-e of Corporate Tax Law)	0.00	289,117,644.19
19.	Extraordinary Reserves	0.00	3,044,581,361.00
20.	Other Resource Planned for Distribution	6,301,127,907.54	0.00
	- Previous Years' Profit	6,301,127,907.54	0.00
	- Extraordinary Reserve	0.00	0.00
	- Other Distributable Reserves As Per The Legislation and the Articles Of Association	0.00	0.00

HACI ÖMER SABANCI HOLDİNG A.Ş. DIVIDEND RATES TABLE FOR THE YEAR 2024					
	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE OF TRY 1 NOMINAL VALUE	
	CASH (TRY)	SHARES (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
GROSS	6,301,127,907.54	-	-	3.00	300.00
NET (*)	5,355,958,721.41	-	-	2.55	255.00

(*) Net amount is calculated by assuming 15% withholding tax will apply.

ANNEX/2

INDEPENDENT BOARD MEMBER NOMINEES STATEMENTS OF INDEPENDENCE AND RESUMES

Tayfun BAYAZIT (Statement of Independence)

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Hacı Ömer Sabancı Holding A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

- a)** In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,
- b)** In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c)** I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,
- d)** I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e)** I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,
- f)** I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g)** I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- h)** I have not served as a member of the Board of the Company for more than six years within last ten years,
- i)** I am not registered in the name of any legal entity elected as a Board member,
- j)** I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

(Signature)

Tayfun BAYAZIT

December 25, 2024

Tayfun BAYAZIT (Resume)

After obtaining a bachelor's degree in mechanical engineering from S. Illinois University and a master's degree in finance and international relations (MBA-1983) from Columbia University, Bayazıt began his banking career at Citibank.

He then spent 13 years in high-level executive roles within the Çukurova Group, including Deputy General Manager at Yapı Kredi, General Manager at Interbank, and CEO at Banque de Commerce et de Placement S.A. in Switzerland. In 1999, he was appointed Vice Chairman of the Board of Directors at Doğan Holding and an Executive Director of Dışbank, before assuming the role of CEO at Dışbank in 2001 within the same group. In July 2005, following the majority acquisition of Dışbank's shares by Fortis, he was appointed as the CEO of Fortis Türkiye and became a member of Fortis' Global Management Committee. In 2006, he took on the role of Chairman of the Board at Fortis Turkey.

In 2007, he returned to Yapı Kredi (a UniCredit - Koç partnership) as an Executive Board Member and General Manager and was appointed Chairman of the Board in 2009.

Bayazıt left his position at Yapı Kredi in August 2011 to start his own business, "Bayazıt Consulting Services". Bayazıt holds a position in the TÜSİAD High Advisory Council and is active in various non-governmental organizations.

Duties Within The Last 10 Years

Company/Institution Name	Duration	Position
Polisan Holding A.Ş.	2023-Continue	Chairperson
Polisan Kansai Boya A.Ş.	2023-Continue	Board Member
Polisan Yapıkim Yapı Kimyasalları A.Ş.	2023-Continue	Chairperson
Polisan Kimya San. ve Tic. A.Ş.	2023-Continue	Chairperson
Marsh Sigorta Brokerliği A.Ş.	2012-Continue	Chairperson
Boyner Holding A.Ş.	2018-Continue	Board Member
Aura Portföy Yönetimi A.Ş.	2014-Continue	Chairperson
B4YO Yönetim Danışmanlığı A.Ş.	2019-Continue	Chairperson
Bayazıt Yönetim ve Danışmanlık Ltd.	2011-Continue	Founding Partner
D-Market Elektronik Hizmetler ve Tic. A.Ş.	2021-Continue	Independent Board Member
Adel Kalemcilik Tic. ve San. A.Ş.	2023-Continue	Independent Board Member
Borusan Birleşik Boru Fabrikaları San. ve Tic. A.Ş.	2024-Continue	Independent Board Member
Doğan Holding A.Ş.	2012-2018	Independent Board Member
Tac Havalimanları Holding A.Ş.	2012-2018	Independent Board Member
Migros Ticaret A.Ş.	2012-2018	Independent Board Member
Coca Cola İçecek A.Ş.	2018-2024	Independent Board Member
MLP Sağlık Hizmetleri A.Ş.	2018-2024	Independent Board Member
Zorlu Holding A.Ş.	2022-2024	Board Member

Mehmet KAHYA (Statement of Independence)

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Hacı Ömer Sabancı Holding A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,

b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,

c) I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,

d) I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,

e) I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,

f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,

g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,

h) I have not served as a member of the Board of the Company for more than six years within last ten years,

i) I am not registered in the name of any legal entity elected as a Board member,

j) I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

(Signature)

Mehmet KAHYA

November 25, 2024

Mehmet KAHYA (Resume)

Mehmet Kahya, who completed his undergraduate education at Yale University with a double major BS degree in chemical engineering and economics (1973), received his MBA degree in finance, marketing and operations research at the Kellogg School of Management (1975).

He started his working life in Sabancı Holding at Sasa A.Ş. as the Chief of Management Services (1975-1980) and later served as the President of MKM International (Netherlands, 1980-1984) and Siberetik Sistemler (1984-1986), of both of which he was the founder. Mehmet Kahya served as Vice President and President of Temsa (1986-1990), Founding Vice President of Toyotasa (1990-1994) as well as a member of the Sabancı Holding Planning and Steering Council and a Board Member of Temsa, Toyotasa, Susa and Sapeksa.

Mehmet Kahya was Managing Director and Deputy Chairman of the Board of Directors of CarnaudMetalbox between 1994-1998 and then President of Uzel Makine and Executive Board Member of Uzel Holding (1998-2001), General Manager of DYO and Vice President of Yaşar Holding Paint Group (2001-2002), Executive Board Member of Sarten Ambalaj (2002-2003), Vice Chairman of the Board of Gierlings Velpor (Portugal, 2003-2005) and President of Assan Aluminum (2004-2006).

Mehmet Kahya was an Independent Member of Çimsa, Yünsa, Sasa, Yaşar Holding, Altinyunus, DYO, Viking Kağıt Board of Directors and continues to contribute as a consultant for strategy, restructuring, profitability transformation, growth, acquisition and merger projects through Kronus, of which he is the founder. At the same time, he works as an Independent Board Member at Sabancı Holding, as a Board Member at Electrosalus and as a shareholder consultant at various companies.

Duties Within the Last 10 Years

Company/Institution Name	Duration	Position
Hacı Ömer Sabancı Holding A.Ş.	2021-Continue	Independent Board Member
Electrosalus Biyomedikal A.Ş.	2016-Continue	Board Member
Kronus Kurumsal Finans Dan. A.Ş.	2006-Continue	Founder
Temsa	2020-2022	Board Member
Brisa	2018-2022	Independent Board Member
CarrefourSA	2016-2021	Independent Board Member
Teknosa	2018-2021	Independent Board Member
Sasa	2012-2016	Independent Board Member
Çimsa	2012-2018	Independent Board Member
Yünsa	2012-2018	Independent Board Member
Yaşar Holding	2009-2015	Independent Board Member
Altinyunus	2010-2014	Independent Board Member
DYO	2010-2016	Independent Board Member
Viking Kağıt	2010-2016	Independent Board Member

Hüseyin GELİS (Statement of Independence)

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Hacı Ömer Sabancı Holding A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

- a)** In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,
- b)** In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c)** I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,
- d)** I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e)** I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,
- f)** I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g)** I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- h)** I have not served as a member of the Board of the Company for more than six years within last ten years,
- i)** I am not registered in the name of any legal entity elected as a Board member,
- j)** I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

(Signature)

Hüseyin GELİS

November 25, 2024

Hüseyin GELİS (Resume)

Starting his career in 1976 at the Siemens manufacturing facility focusing on telecommunication, Gelis worked in R&D, production, PBX systems, planning, logistics organization, and strategic purchasing groups successively. Assigned to Siemens India as CFO and Vice President in 2000, Hüseyin Gelis was selected one of the “Top 10 CFOs” within the Fortune 500 companies in Business Today’s list of 2005. He was assigned as the CEO and President of Siemens Türkiye on October 1, 2007. As Chief Executive Officer, Hüseyin Gelis is responsible for overall strategic management and leadership for all Siemens activities in Türkiye.

In 2015, he took over the Presidency of TÜSİAD’s Germany Network and became a member to the G20/B20 Turkey Digitalization Task Force. Hüseyin Gelis was also a Board Member of YASED between 2017-2023 and the Vice Chairman between 2019-2023. Hüseyin Gelis signed PWN’s CEO Manifesto in Support of Social Gender Equality in 2018 and became an Equality Ambassador. He also acts as a Member of High Advisory Board of Darüşşafaka Society.

Gelis was rewarded the Order of Merit by the German President for his contributions to building economic, political and cultural bonds between Türkiye and Germany.

Duties Within the Last 10 Years

Company/Institution Name	Duration	Position
Hacı Ömer Sabancı Holding A.Ş.	2023-Continue	Independent Board Member
Siemens Sanayi ve Ticaret A.Ş.	2007-Continue	President & CEO
Siemens Sanayi ve Ticaret A.Ş. Emekli ve Yardım Sandığı Vakfı	2008-Continue	President
Siemens Mobility Ulaşım Sistemleri A.Ş.	2017-Continue	Board Member
Siemens Healthcare Sağlık A.Ş.	2019-Continue	Board Member
İzmir Institute of Technology	2020-Continue	Advisory Board Member
Turkish-German University	2021-Continue	Advisory Board Member
Hacettepe University	2022-Continue	Advisory Board Member
Siemens Finansal Kiralama A.Ş.	2022-Continue	Vice Chair of the Board
TÜSİAD	2015-2023	President of German Network
YASED	2017-2023	Vice Chair of the Board
Siemens Finansal Kiralama A.Ş.	2007-2022	Chair of the Board