

ATLANTIS INVESTMENT HOLDING INC.

2024 ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

TO BE HELD ON SEPTEMBER 25, 2025

INTRODUCTION

INVITATION TO THE 2024 ORDINARY GENERAL ASSEMBLY MEETING

The 2024 Ordinary General Assembly Meeting, where the activities of our Company for the year 2024 and the matters listed in the agenda below will be discussed, will be held on **Thursday, September 25, 2025 at 14:00** at the address: **Bostancı Mah. Bağdat Cad. Çatalçeşme Palas B Blok No:478, İç Kapı No:16, Kadıköy – ISTANBUL.**

The financial statements for the 2024 fiscal year, the annual activity report of the Board of Directors, the independent audit report and its opinion, the profit distribution proposal of the Board of Directors, the articles of association, and other information and documents required to be disclosed pursuant to legislation, along with the detailed **Information Document** containing the necessary disclosures for compliance with the regulations of the Capital Markets Board, will be made available for the examination of our esteemed shareholders at the Company Headquarters, on the corporate website at **www.atlantisholding.com.tr**, and on the Electronic General Assembly system of the Central Registry Agency at least three weeks prior to the meeting, within the legal period.

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 is not subject to the requirement of depositing share certificates. Accordingly, our shareholders who wish to attend the General Assembly Meeting are not required to block their shares. However, shareholders who do not request the disclosure of their identity and shareholding information to our Company and whose relevant information is thus not visible to us must apply to the intermediary institutions where their accounts are held and remove the "restriction" that prevents such disclosure **by 16:30 at the latest one day prior to the General Assembly Meeting** in order to attend the meeting.

Real person shareholders may attend the meeting by presenting their ID cards, while legal entity shareholders must present the identity documents of the authorized representatives and the relevant authorization documents.

Shareholders who will attend the General Assembly via proxy are required to issue their proxy statements in accordance with the attached sample or obtain a sample proxy form from the Company headquarters or the Company's website at **www.atlantisholding.com.tr**, and comply with the relevant requirements set out in the **Capital Markets Board's Communiqué on Proxy Voting and the Collection of Proxies by Call (II-30.1)** published in the Official Gazette dated 24.12.2013 and numbered 28861. In this regard, they must submit the notarized proxy form bearing the signature or a proxy form signed together with a

notarized signature declaration and valid identification documents. Proxies appointed electronically through the Electronic General Assembly System (EGKS) are not required to submit a physical proxy document. Proxy statements that do not comply with the mandatory sample included in the Communiqué will not be accepted due to our legal responsibilities.

In accordance with Article 1527/5 of the Turkish Commercial Code No. 6102 and relevant legislation, shareholders of companies whose shares are traded on the stock exchange may participate in the General Assembly meeting, vote, or appoint proxies electronically via the **Electronic General Assembly System (EGKS)**. Participation in the General Assembly via electronic means is only possible with a secure electronic signature. Therefore, shareholders who wish to use the EGKS must first register with the **e-MKK Information Portal of the Central Registry Agency (MKK)** and obtain a secure electronic signature.

In addition, shareholders or their representatives who wish to attend the meeting electronically must fulfill their obligations in accordance with the **Regulation on General Assemblies of Joint Stock Companies Held Electronically** and the **Communiqué on the Electronic General Assembly System to be Applied in Joint Stock Companies**. Shareholders or their representatives who will attend the meeting electronically must notify their participation preference via the Electronic General Assembly System **no later than one day before the meeting**.

Except for the provisions regarding electronic voting, voting on the agenda items at the Ordinary General Assembly will be conducted by **open vote through a show of hands**. Pursuant to the Capital Markets Law, no separate registered letters will be sent to shareholders holding registered shares that are traded on the stock exchange.

We kindly request our esteemed shareholders or their representatives to attend the meeting **on the specified date, time, and location**, along with their ID cards and, if necessary, the other documents stated above.

Sincerely,
BOARD OF DIRECTORS
ATLANTİS YATIRIM HOLDİNG A.Ş.

Meeting Venue:

Bostancı Mah. Bağdat Cad. Çatalçeşme Palas B Blok No:478, İç Kapı No:16
Kadıköy – İSTANBUL

Trade Registry and Number: Istanbul - 12893-8

MERSIS No: 0102004246600016

1- Disclosures Made Under Corporate Governance Principles Article 1.3.1

a) As of the date of the disclosure, information on the total number of shares and voting rights reflecting the shareholding structure of the company, and if there are privileged shares in the company capital, the number of shares and voting rights represented by each group of privileged shares and the nature of the privileges:

SHAREHOLDER GROUP	NUMBER OF SHARES HELD	CAPITAL SHARE (%)	VOTING RIGHTS	PRIVILEGES HELD
Necdet Deniz (Group A)	45.00	0.00%	45	Privilege to nominate candidates for the Board of Directors
Bayram Tosun (Group A)	45.00	0.00%	45	Privilege to nominate candidates for the Board of Directors
Fatma Karagözlü (Group A)	10.00	0.00%	10	Privilege to nominate candidates for the Board of Directors
Publicly Held Shares (Group B)	7,999,900.00	100.00%	7,999,900	None
TOTAL	8,000,000.00	100.00%	8,000,000	

Privileges: Group (A) shares have privileges regarding the nomination of candidates to the Board of Directors. Group (B) shares do not carry any privileges. 3 out of the 6 members of the Board of Directors are elected from among the candidates nominated by the holders of Group A shares.

b) Information regarding any changes in the management and operations of the partnership and its subsidiaries that occurred in the previous fiscal year or are planned for the upcoming fiscal period, which may significantly affect company activities, along with the reasons for such changes:

None.

c) If the agenda of the general assembly includes dismissal, replacement, or election of board members, the reasons for dismissal or replacement and information about candidates nominated for board membership:

None.

d) Requests by shareholders to include items on the agenda, as well as requests by the Capital Markets Board (CMB) and/or other relevant public institutions and organizations regarding agenda items:

None.

e) In case there is an amendment to the Articles of Association on the agenda, the relevant board of directors resolution along with the old and new versions of the proposed amendments:

There are no proposed amendments to the Articles of Association on the agenda.

ATLANTİS YATIRIM HOLDİNG A.Ş.
AGENDA OF THE 2024 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON SEPTEMBER 25, 2025
AND EXPLANATIONS REGARDING THE AGENDA ITEMS

1. Opening and Election of the Chairmanship of the Meeting

In accordance with the provisions of the Turkish Commercial Code (TCC) and the "Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Attendance of the Ministry Representatives in These Meetings" (the "Regulation"), the Chairmanship of the Meeting, which will manage the General Assembly, shall be elected.

2. Authorization of the Chairmanship of the Meeting to Sign the Minutes of the Meeting

Pursuant to the TCC and the Regulation, the General Assembly shall authorize the Chairmanship of the Meeting to sign the minutes in which the resolutions adopted at the General Assembly will be recorded.

3. Reading, Discussion and Approval of the Board of Directors' Annual Activity Report for the 01.01.2024–31.12.2024 Accounting Period

In accordance with the TCC and Capital Markets Board (CMB) regulations, the Board of Directors' Activity Report for the 01.01.2024–31.12.2024 fiscal year will be read, discussed, and submitted for approval at the General Assembly.

4. Reading and Discussion of the Independent Auditor's Report for the 01.01.2024–31.12.2024 Accounting Period

In accordance with the TCC and CMB regulations, the Independent Auditor's Report and its opinion regarding the 01.01.2024–31.12.2024 fiscal year will be read, discussed, and evaluated at the General Assembly.

5. Reading, Discussion, and Approval of the Financial Statements for the 01.01.2024–31.12.2024 Accounting Period

In accordance with the TCC and CMB regulations, the financial statements for the 2024 fiscal year will be read, discussed, and submitted for the approval of the General Assembly.

6. Release of the Members of the Board of Directors for their Activities and Accounts Pertaining to the 2024 Fiscal Year

Pursuant to the provisions of the TCC, the release of the members of the Board of Directors who served during the 01.01.2024–31.12.2024 accounting period from their activities, transactions, and accounts related to the 2024 fiscal year will be submitted for approval of the General Assembly.

7. Reading of the Board of Directors' Proposal on the Distribution of Profit for the Fiscal Year 01.01.2024–31.12.2024 and Discussion of the Profit Distribution (or Non-Distribution)

The Board of Directors' profit distribution proposal, prepared based on the profit amounts stated in the financial statements in accordance with TFRS and statutory accounts, will be read, discussed, and submitted to the approval of the shareholders.

According to the consolidated financial statements for the fiscal year 01.01.2024–31.12.2024, which were prepared in compliance with the Turkish Commercial Code (TCC), Capital Markets Law (CML), and Turkish Financial Reporting Standards (TFRS), and independently audited by TTK Bağımsız Denetim ve Yeminli Mali Müşavirlik A.Ş., the Company recorded a net profit of **TRY 3,026,377.50**. However, according to the statutory financial records (prepared in accordance with the TCC and the Tax Procedure Law No. 213), the net profit was **TRY 53,172.50**.

Since previous years' losses in the consolidated statements amount to **TRY 125,054,975**, there remains **no distributable profit**. Accordingly, it was decided to submit the **non-distribution of profit** to the approval of the General Assembly.

8. Election of the Independent Auditor

In accordance with the TCC and CML, and based on the opinion of the Audit Committee, the Board of Directors resolved on **August 13, 2025 (Resolution No. 08)** to appoint **TTK Bağımsız Denetim ve Yeminli Mali Müşavirlik A.Ş.** as the independent audit firm to audit the Company's consolidated financial statements and activity reports for the fiscal year 01.01.2025–31.12.2025 and to carry out other related activities. This appointment will be submitted to the General Assembly for approval.

9. Informing the Shareholders Regarding Guarantees, Pledges, Mortgages (GPMs) and Sureties Given in Favor of Third Parties, and the Income or Benefits Obtained

As per Article 12, Paragraph 4 of the CMB's Communiqué No. II-17.1, shareholders will be informed under a separate agenda item regarding any guarantees, pledges, mortgages, and sureties provided in favor of third parties and the income or benefits derived therefrom.

10. Informing Shareholders About Donations and Grants Made in 2024 and Determining the Upper Limit for Donations and Grants for 2025

Pursuant to CMB Corporate Governance Principle 1.3.10, the Company's Donations and Grants Policy, which was approved at the General Assembly on **June 17, 2013**, is disclosed at **www.atlantisholding.com.tr**. Information regarding donations and grants made in 2024, including their amounts and beneficiaries, as well as any changes to the policy, will be presented to the shareholders. The upper limit for donations and grants to be made in 2025 will be determined and approved by the General Assembly.

11. Informing the General Assembly on the Remuneration Policy for Board Members and Senior Executives, and the Payments Made Under This Policy

In accordance with CMB Corporate Governance Principle 4.6.2, the General Assembly will be informed about the Remuneration Policy and payments made to Board Members and Senior Executives.

12. Determining the Remuneration and Attendance Fees of the Board Members

Pursuant to the TCC and the provisions of the Company's Articles of Association, the remuneration and attendance fees of the Board Members will be determined by the General Assembly.

13. Informing the General Assembly on Significant Transactions Conducted in 2024 Between the Company and Related Parties

In line with CMB Corporate Governance Principle 1.3.6, the General Assembly will be informed of any significant transactions conducted in 2024 between the Company or its subsidiaries and shareholders controlling management, Board Members, senior executives, or their spouses and relatives up to second degree by blood or affinity, which may result in conflicts of interest.

14. Granting Authorization to Board Members Pursuant to Articles 395 and 396 of the Turkish Commercial Code

Authorization will be sought from the General Assembly for Board Members to carry out transactions under the scope of Articles 395 and 396 of the Turkish Commercial Code, such as engaging in transactions with the Company or its subsidiaries that may create conflicts of interest, conducting business within the Company's line of activity on their own or on behalf of others, or becoming partners with unlimited liability in competing companies.

15. Granting Authority to the Board of Directors to Evaluate Strategic Investment Opportunities in Different Sectors in Line with the Holding Structure of the Company

Approval will be sought from the General Assembly to authorize the Board of Directors to conduct preliminary negotiations, explore collaborations, perform feasibility studies, and plan necessary investments in line with the Company's holding structure and potential strategic investments in various sectors.

16. Discussion and Resolution of the Proposal to Change the Company's Trade Name, Amendment of the Relevant Article of the Articles of Association, Obtaining Legal Approvals and Granting Authority to the Board of Directors

The proposal to change the Company's trade name will be discussed and resolved. Necessary amendments to the Articles of Association will be made, relevant legal approvals will be obtained, and authorization will be granted to the Board of Directors to complete all required legal procedures.

17. Discussion of the Amendment to the Articles of Association for Transition to the Registered Capital System and Setting the Registered Capital Ceiling at TRY 200,000,000

Authorization will be requested from the General Assembly to apply to the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye to amend the Articles of Association for transition to the registered capital system and to set the capital ceiling at **TRY 200,000,000**, as well as to complete all required legal procedures.

18. Discussion and Resolution of the Proposal to Acquire All Shares Representing the Capital of Balkanlı Optik İç ve Dış Ticaret A.Ş. and Authorization of the Board of Directors to Carry Out All Related Legal, Financial, and Operational Transactions

The acquisition of all shares of **Balkanlı Optik İç ve Dış Ticaret A.Ş.** representing its entire capital will be discussed, and the necessary authorization will be granted to the Board of Directors to carry out the legal, financial, and operational processes.

19. Authorization of the Board of Directors to Issue Debt Instruments up to TRY 200,000,000 to be Sold to Qualified Investors Without Public Offering in Türkiye in Line with CMB Regulations

In line with CMB regulations and in order to meet the Company's financing needs, authorization will be requested from the General Assembly to issue **debt instruments in Turkish Lira up to TRY 200,000,000**, to be sold domestically without public offering, to qualified investors. The Board of Directors will be authorized to make all necessary applications to the Capital Markets Board and other relevant authorities, obtain necessary approvals, sign related agreements and documents, and carry out the issuance process.

20. Wishes, Suggestions, and Closing

PROXY STATEMENT

ATLANTİS YATIRIM HOLDİNG A.Ş.

I hereby appoint, whose detailed information is provided below, as my proxy authorized to represent me, vote, make proposals, and sign necessary documents in line with my views at the Ordinary General Assembly of **ATLANTİS YATIRIM HOLDİNG A.Ş.**, to be held on at o'clock, at the address of

Details of the Proxy (*):

- Full Name / Trade Title:
 - ID Number / Tax ID, Trade Registry Number, and MERSIS Number:
(*) For foreign proxies, it is mandatory to provide the equivalents of the requested information, if available.
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A) SCOPE OF REPRESENTATION AUTHORITY

For the sections numbered 1 and 2 below, one of the options (a), (b), or (c) must be selected to determine the scope of authority.

1. Regarding the Items on the General Assembly Agenda:

- ☐ (a) The proxy is authorized to vote in line with their own opinion.
- ☐ (b) The proxy is authorized to vote in line with the proposals of the company's management.
- ☐ (c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

Instructions:

If the shareholder selects option (c), they must indicate their instructions for each agenda item by

marking one of the options (accept or reject) for each item below. If the "reject" option is selected, any dissenting opinion requested to be recorded in the minutes must also be stated.

No	Agenda Item	Accept	Reject	Dissenting Opinion (if any)
1	Opening and election of the Meeting Chairmanship	☐	☐	
2	Authorization of the Meeting Chairmanship to sign the minutes of the meeting	☐	☐	
3	Reading, discussion, and approval of the Board of Directors' Annual Report for 01.01.2024–31.12.2024	☐	☐	
4	Reading and discussion of the Independent Auditor's Report for 01.01.2024–31.12.2024	☐	☐	
5	Reading, discussion, and approval of the financial statements for 01.01.2024–31.12.2024	☐	☐	
6	Release of the Board Members for their activities during the 2024 fiscal year	☐	☐	
7	Discussion and resolution on the proposal of the Board of Directors regarding profit distribution for 2024	☐	☐	
8	Appointment of the Independent Audit Firm	☐	☐	
9	Informing shareholders on guarantees, pledges, mortgages (GPM) and sureties given in favor of third parties	☐	☐	
10	Informing shareholders on donations and aids made in 2024 and determination of the upper limit for 2025	☐	☐	
11	Informing shareholders on the "Remuneration Policy" for Board Members and senior executives and related payments	☐	☐	
12	Determination of honorarium and remuneration of Board Members	☐	☐	
13	Informing on related party transactions and conflicts of interest involving major shareholders, Board Members, and relatives	☐	☐	
14	Authorization of Board Members pursuant to Articles 395 and 396 of the Turkish Commercial Code	☐	☐	
15	Authorization of the Board to explore and act on strategic investment opportunities in different sectors	☐	☐	

No Agenda Item**Accept Reject****Dissenting
Opinion (if any)**

16	Discussion and resolution on the change of the company title, and authorization of the Board to complete necessary procedures	☐	☐	
17	Transition to registered capital system; setting the ceiling at 200,000,000 TL and authorization of the Board	☐	☐	
18	Approval of the acquisition of shares of Balkanlı Optik İç ve Dış Ticaret A.Ş. and authorization of the Board	☐	☐	
19	Authorization of the Board to issue debt instruments up to 200,000,000 TL without public offering	☐	☐	
20	Wishes, Suggestions, and Closure	☐	☐	

(*) Each item on the General Assembly agenda is listed individually. If the minority has a separate draft resolution, it should also be specified to enable voting by proxy.

2. Special instructions regarding other matters that may arise during the General Assembly meeting and particularly the exercise of minority rights:

- a) The proxy is authorized to vote according to their own discretion.
- b) The proxy is not authorized to represent in these matters.
- c) The proxy is authorized to vote in accordance with the special instructions provided below.

SPECIAL INSTRUCTIONS: If any, special instructions to be given by the shareholder to the proxy are specified here.

B) The shareholder selects one of the following options to indicate the shares to be represented by the proxy.

1. I approve the representation of my shares detailed below by the proxy.

- a) Series and class:*
- b) Number/Group:**
- c) Quantity - Nominal value:
- ç) Whether they carry voting privileges:
- d) Bearer or Registered:*
- e) The ratio of the shareholder's total shares/voting rights:

* These details are not required for shares tracked in dematerialized form.

** For shares tracked in dematerialized form, if available, information regarding the group will be provided instead of the number.

2. I approve the representation by the proxy of all of my shares listed in the list of shareholders eligible to attend the General Assembly, as prepared by the Central Securities Depository (MKK) one day prior to the General Assembly date.

**NAME-SURNAME or COMPANY TITLE OF THE SHAREHOLDER(*)
ID Number / Tax Number, Trade Registry Number and MERSIS Number:
Address:**

(*) For foreign shareholders, it is mandatory to provide equivalent information if available.

SIGNATURE: