

HACI ÖMER SABANCI HOLDİNG A.Ş.
THE 2023 ORDINARY GENERAL ASSEMBLY MEETING
INFORMATION DOCUMENT

Sabancı Holding's 2023 Ordinary General Assembly Meeting will be held to discuss the agenda below on **29 April 2024, Monday, at 11.00 AM** 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, Profit Distribution Proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2023 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

HACI ÖMER SABANCI HOLDİNG A.Ş.
AGENDA FOR THE 2023 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 29 APRIL 2024, AT 11:00 A.M.

1. Opening and formation of the Meeting Council,
2. Reading and discussion of the 2023 Annual Report of the Board of Directors,
3. Reading the 2023 Auditor's Reports,
4. Reading, discussion and approval of the 2023 Financial Statements,
5. Release of the members of the Board of Directors with regard to the 2023 activities,
6. Determining the use of the 2023 profit and rate of dividend to be distributed,
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. Discussion and approval of the Remuneration Policy for the Board of Directors and Senior Executive Officers,
11. Discussion and approval of the Diversity Policy for the Board of Directors,
12. Briefing of the transactions carried out during the period within the scope of the share buy-back program in effect,
13. Briefing of the donations and grants made by the Company in 2023,
14. Determination of the upper limit for donations to be made in 2024,
15. 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.
16. 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 Kuruş), 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	
	(TRY)	(%)
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 2023, 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 2023 Ordinary General Assembly of Sabancı Holding, neither from shareholders nor Capital Markets Board and other public institutions and authorities.

THE 2023 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 of the Ministry of Customs and Commerce Regarding Principles and Procedures of General Assembly Meetings of Joint-Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings (Regulation), the Articles of Association, and Internal Directive of the General Assembly of the Company.

2. Reading and Discussion of the 2023 Annual Report of the Board of Directors

The Board of Directors' 2023 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 2023 Auditor's Reports

The Auditor's Reports for the year 2023, 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 2023 Financial Statements

The Financial Statements for the year 2023, 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 2023 Activities

Release of the members of the Board of Directors with regard to the 2023 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. Determining the Use of the 2023 Profit and Rate of Dividend to be Distributed

According to the financial statements for the accounting period between 01.01.2023 and 31.12.2023 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 PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.; **Consolidated Net Profit Attributed to Equity Holders of the Parent** for the period is **TRY 15,427,320,000**. The Profit Distribution Proposal of the Board of Directors (**Annex/1**) which was prepared according to our long-term strategy, capital requirements, investment and financing policies, profitability and cash position of our Company, its subsidiaries and affiliates will be presented to the opinions and approvals 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. Hayri Çulhacı, 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 have 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.

In this context, upon the recommendation of the Corporate Governance, Nomination and Remuneration Committee, payment of a **monthly gross salary of TRY 150,000** to each of the member of the Board of Directors during their term of office will be submitted to the approval of the General Assembly.

9. Election of the Auditor and Group Auditor

Upon the recommendations of the Audit Committee, the Board of Directors have 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 Financial Reports of 2024 accounting period, as the Group Auditor, and for carrying out related activities in accordance with the regulations in the related laws. This proposal will be presented to the approval of the General Assembly.

10. Discussion and Approval of the Remuneration Policy for the Board of Directors and Senior Executive Officers

Within the framework of the Turkish Commercial Code and the Capital Markets Board regulations, the policy regulating the remuneration principles and procedures for the Board members of Sabancı Holding and senior executive officers with administrative responsibilities has been amended to reflect current practices, and the revised Remuneration Policy for the Board of Directors and Senior Executive Officers (**Annex/3**) will be presented to the opinions and approvals of the General Assembly.

11. Discussion and Approval of the Diversity Policy for the Board of Directors

The Diversity Policy for the Board of Directors (**Annex/4**), which has been prepared to ensure professionals with different backgrounds, knowledge, experience and qualifications are appointed to the Board of Directors of Sabancı Holding by encouraging diversity and inclusiveness in the nomination process of Board members, with the ultimate purpose of serving to create a more effective structure of Board of Directors and thereby increase the Company's performance, will be presented to the opinions and approvals of the General Assembly.

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

The share buy-back program, which was initiated for the purposes of supporting price performance of SAHOL shares in the equity market, and hence reducing the net asset value discount by bringing SAHOL shares closer to its fair value, and providing shareholders with a more attractive long-term investment opportunity with the resolution of Sabancı Holding's Board of Directors dated 09.11.2021 and extended with another decision dated 16.12.2022, has previously been approved by the shareholders at the Ordinary General Assembly meetings for the years 2021 and 2022.

In this context;

- As of 01.04.2024, shares with a total of TRY 106,229,265 nominal value representing 5.06% of the up-to-date share capital were repurchased through transactions made during a total of 179 trading days since the inception of the program. The total cost of these transactions is TRY 2,802,741,437 which suggests that 86.24% of total budget allocated for share buy-back program has been utilized.
- On the other hand, out of repurchased shares, a portion with TRY 40,801,463 nominal value that represent circa 2.00% of the previous share capital were sold to institutional investors on 12.12.2022 at a price of TRY 36.60 per share; and another portion with TRY 60,577,802 nominal value that represent circa 2.97% of the previous share capital were sold to institutional investors on 19.09.2023 at a price of TRY 52.46 per share

through block sale method executed on Istanbul Stock Exchange, generating total proceeds of TRY 4,670,957,052.

- As of 01.04.2024, total nominal value of repurchased shares are TRY 4,850,000 which represent 0.24% of the share capital, excluding the shares that were previously sold. The weighted average purchase price for such shares is TRY 57.44 per share.

This agenda item is for the purposes of informing the General Assembly only, and not subject to approval.

13. Informing the General Assembly regarding the Donations and Grants Made by the Company in 2023

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 2023, total amount of donations granted to various foundations and voluntary associations as well as to the Disaster and Emergency Management Presidency (AFAD) as part of February 6 Earthquakes was **TRY 15,826,862.95**; of which the beneficiaries are given in the table below.

Beneficiary	Amount (TRY)
Disaster and Emergency Management Presidency	13,271,293.81
Scholarship for College of Europe	1,509,079.70
Sabancı University	612,682.00
General Directorate of Forestry	217,000.00
Karadeniz Yeni Ufuklar Derneği	70,000.00
Döngü Kooperatifi	70,000.00
UN Global Compact Türkiye	39,232.44
Turkish Educational Foundation	31,607.50
Tema Foundation	5,967.50
TOTAL	15,826,862.95

This agenda item is for the purposes of informing the General Assembly only, and not subject to approval.

14. Determination of the Upper Limit for Donations to be Made in 2024

The upper limit of the donations to be made in 2024 will be determined by the shareholders at the General Assembly.

15. 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.

16. 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 2023 (TRY)			
1.	Paid-in Capital		2.100.375.969,18
2.	General Legal Reserves (As per Turkish GAAP)		408.080.786,20
	According to Article 35 of the Articles of Association, 3% of the remainder after reserving (i) 5% of the Net Profit for General Legal Reserves and (ii) 5% of Paid-in Capital for First Category Dividend will be reserved for Hacı Ömer Sabancı Foundation.		
		As per IFRS	As per Turkish GAAP
3.	Profit	47.952.859.000,00	10.429.592.258,86
4.	Taxes (-)	28.103.428.000,00	505.894.931,33
5.	Net Profit For the Period (=)	15.427.320.000,00	9.923.697.327,53
6.	Previous Years' Losses (-)	0,00	0,00
7.	General Legal Reserves (-)	11.994.407,64	11.994.407,64
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD	15.415.325.592,36	9.911.702.919,90
9.	Donations Granted During The Year (+)	15.826.862,95	
10.	NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS	15.431.152.455,31	
11.	First Category Dividend For Shareholders	105.018.798,46	
	- Cash	105.018.798,46	
	- Share	0,00	
	- Total	105.018.798,46	
12.	Dividends Distributed to the Privileged Shareholders	0,00	
13.	Other Dividends Distributed	294.200.523,64	
	- Members of the Board of Directors	0,00	
	- Employees	0,00	
	- Non Shareholders	294.200.523,64	
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	0,00	
15.	Second Category Dividend For Shareholders	6.076.387.678,84	
16.	General Legal Reserves	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	462.915.200,31
19.	Extraordinary Reserves	8.939.718.591,42	2.973.180.718,64
20.	Other Resource Planned for Distribution	0,00	0,00
	- Previous Years' Profit	0,00	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 2023					
	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	6.181.406.477,30	-	40,10	2,943	294,30
NET (*)	5.563.265.829,57	-	36,09	2,649	264,87

(*) Net amount is calculated by assuming 10% withholding tax will apply.

ANNEX/2

INDEPENDENT BOARD MEMBER NOMINEES STATEMENTS OF INDEPENDENCE AND RESUMES

Hayri ÇULHACI (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)

Hayri ÇULHACI

14.12.2023

Hayri ÇULHACI (Resume)

Having graduated from Ankara University Faculty of Political Sciences in1978, Çulhacı obtained his MBA degree from Northeastern University, USA in1986.

Between 1979 and 1990, he assumed various audit and management positions at the Ministry of Finance.

Having joined Akbank as Executive Vice President in1990, Çulhacı became an Executive Director in 2009 also served as the Vice President of the Executive Board, Chairmen of the Audit Committee, Corporate Management Committee and High Level Risk Committee from 2010 on. He was retired in 2020.

Hayri Çulhacı was also a member of the Board's of Aksigorta A.Ş. and AvivaSA Emeklilik ve Hayat A.Ş., and Chairman of the Board's of Ak Yatırım Menkul Değerler A.Ş. and Ak Portföy Yönetimi A.Ş. He is still the Vice Chairman and a member of the Board of Trustees of Sabancı Foundation.

Duties Within the Last 10 Years

Company/Institution Name	Duration	Position
Sabancı Vakfı	1998-Continue	Board Member
Hacı Ömer Sabancı Holding A.Ş.	2021-Continue	Board Member
Akbank T.A.Ş.	2009-2020	Board Member
Sabancı Üniversitesi	2010-2014	Board Member
Aksigorta A.Ş.	2012-2020	Board Member
AvivaSA Emeklilik Hayat A.Ş.	2013-2020	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

14.12.2023

Mehmet KAHYA (Resume)

Mehmet Kahya received his double major BS degree in Chemical Engineering and Economics from Yale University and his MBA with majors in Finance, Marketing and Quantitative Methods from Kellogg Graduate School of Management.

He started his career as Management Services Manager at Sasa (1975-1980), and later was Founder and Managing Director of MKM BV (Holland, 1980-1984) and of Siberetik Sistemler (1984-1986). Mehmet rejoined Sabancı Group in 1986 as Automotive Group Vice President and was EVP/President of Temsa (1986-1990) and Member of the Presidency of ToyotaSA (1990-1994) while serving as the member of the Management and Planning Council of Sabancı Holding and as member of the Board's of Temsa, ToyotaSA, Susa and Sapeksa.

In the period 1994-2006, various positions held by Mehmet was Managing Director and Vice Chairman of the Board of CarnaudMetalbox, President of Uzel Makine, and Member of the Executive Committee of Uzel Holding, General Manager and Group Vice President of DYO, Member of the Executive Committee of Sarten Ambalaj, shareholder and Vice Chairman of the Board of Gierlings Velpor (Portugal) and President of Assan Aluminum.

Mehmet Kahya, who has served as independent Board members for Çimsa, Yünsa, Sasa, Yaşar Holding, Altinyunus, DYO, Viking Kağıt in the past, currently contributes to strategy, restructuring, profitability transformation, growth, mergers and acquisitions projects as a consultant at Kronus, a company he founded. He is also an Independent Board Member at Sabancı Holding, a Board Member at Electrosalus and a shareholder advisor 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

20.12.2023

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

ANNEX/3

REMUNERATION POLICY FOR THE BOARD OF DIRECTORS AND SENIOR EXECUTIVE OFFICERS

The purpose of this Policy is to determine the remuneration principles and procedures with respect to the Board members of Sabancı Holding and senior executive officers with administrative responsibilities within the frame of the regulations of the Turkish Commercial Code and Capital Markets Board.

Principally, a fixed attendance fee is determined each year at the ordinary general assembly meeting, applicable to all Board members. The attendance fee to be paid to the directors may be differentiated by taking into consideration the knowledge, skills and competencies of the Board members, the duties and responsibilities they undertake in the committees established within the Board of Directors, and whether they hold executive roles and/or independent membership. Sabancı Holding General Assembly is authorized in this regard.

Dividends and share options are not used in the remuneration of the Board members. In addition, performance-based payment plans are not offered in the remuneration of independent members of the Board of Directors. The attendance fee to be paid to the independent members shall be determined at a level to preserve their independence.

Attendance fees, salaries and other monetary compensation must be based on objective criteria and must be in line with market conditions and the Company's financial status. To this end, the Corporate Governance, Nomination and Remuneration Committee determines the principles and criteria for determining the remuneration and attendance fees of the Board members and senior executive officers and submits its recommendations to the Board of Directors.

Remuneration principles for executive Board members, including the CEO, and senior executive officers are determined in line with fair, objective, competitive and rewarding criteria. The main objectives of the Remuneration Policy are to determine remuneration by emphasizing the concepts of work size, performance, contribution to the business, knowledge/skills/experience and competencies, to motivate employees and increase their loyalty by ensuring intra-company and inter-company wage balance and competitiveness in the market, and thus to provide the workforce with the appropriate competencies to achieve the Company's goals.

In order to support compensation planning with additional benefits, "fringe benefits" are considered as an integral part of total reward management. The fringe benefits provided by the Company are in line with market conditions and involve the principles of being competitive and fair.

The Business Family Model implemented within the Company defines roles, examples of key responsibilities, performance indicators, knowledge/skills/experience and competencies within the organization. The Remuneration Policy is also based on an objective system based on the Business Family Model.

The total remuneration model for the executive Board members, including the CEO, and senior executive officers consists of a fixed base salary, fringe benefits and variable remuneration components consisting of performance-based short-term and long-term bonuses.

Short-term performance assessment does not only focus solely on financial and strategic targets, but also takes into account goals and criteria such as sustainability, equality and operational

excellence. The short-term bonus system aims to encourage Sabancı Group companies to realize their budget targets and even achieve results above their targets.

The main purpose of the short-term bonus system is to reward success, to encourage employees to demonstrate superior performance and to establish a goal-oriented, high-performance culture in Sabancı Group. The short-term bonus is calculated and paid annually as a proportional percentage of the annual fixed base salary, depending on the realization of target criteria such as sustainability, equality, operational excellence, as well as financial and strategic targets for the relevant year.

Long-term bonuses are also offered to executive Board members and senior executive officers. With the long-term bonus system, it is aimed to increase the long-term value of Sabancı Holding, to provide senior executives with a long-term performance perspective and to ensure a stable senior management continuity.

The long-term bonus system covers consecutive three-year performance period and is based on the payment of the bonus at the end of the relevant performance period. The framework for the cancellation and reclamation of premium payments (Malus & Clawback) is defined for both short-term and long-term premium systems. This framework is applied to all executive Board members and senior executive officers who benefit from the short and long-term bonus system.

Executive Board members, including the CEO, and senior executive officers are also entitled to corporate contributions to the private pension system (PPS) within the legal limits if they have been employed by Sabancı Group for at least 6 months.

The Board members and senior executives are paid on a pro-rata basis, taking into account the time they have been in office as of their appointment and resignation dates. Other expenses (transportation, telephone, insurance, etc.) required for the Board members and senior executives to fulfill their duties and responsibilities towards the Company may be covered by the Company.

ANNEX/4

DIVERSITY POLICY FOR THE BOARD OF DIRECTORS

This Policy has been adopted to ensure professionals with different backgrounds, knowledge, experience and qualifications are appointed to the Board of Directors of Sabancı Holding by encouraging diversity and inclusiveness in the nomination process of Board members, with the ultimate purpose of serving to create a more effective structure of Board of Directors and thereby increase the Company's performance.

Sabancı Group acknowledges that promoting diversity and inclusion at all levels of management and employment, particularly the Board of Directors, will enhance Company performance. The nomination process for Sabancı Holding's Board of Directors is carried out in accordance with the Turkish Commercial Code, the Capital Markets Law and other relevant regulations, particularly the provisions set forth in the Company's Articles of Association.

In the process of nominating candidates for the Board of Directors, the Company's culture, its areas of investment and business lines, financial size and strategic goals are taken into consideration and candidates who have the knowledge, experience and competence required for the task and who have the qualifications to protect the interests of all stakeholders are determined.

These candidates are selected from among those who have gained professional experience at national and international level in the sectors in which Sabancı Holding operates or strategically prioritized. In addition to industry experience, the candidate pool includes technical and strategic experience such as audit experience, risk management and digital technologies.

Diversity and inclusion are also prioritized in the process of nominating Board member candidates. It is aimed to ensure diversity in the Board of Directors in terms of age, race, nationality, country of origin, ethnicity, language, disability, political and religious beliefs, sect, gender identity and gender, cultural background and professional experience. Inclusiveness in the composition of the Board of Directors is encouraged, taking into account the aforementioned factors. Within this framework, Sabancı Holding aims to keep the ratio of female members in the Board of Directors at least 30%.

In the nomination process, candidates are not asked for information about these elements, unless it is declared by the candidates themselves so as to comply with the law and/or respect individual privacy and confidentiality. However, a pool of candidates is formed in a way to ensure maximum diversity among the persons known or learned on the basis of these elements based on declaration made with their own free will. All kinds of personal data received from candidates are kept within the framework of the relevant legal obligations.

The Corporate Governance, Nomination and Remuneration Committee is authorized to identify and recommend candidates to the Board of Directors. If the Committee deems necessary and appropriate, it may receive consultancy and support from an independent organization to identify candidates who meet the criteria it has determined. It is essential that such independent organization proposes a pool of candidates according to the principles set out in this Diversity Policy.

The Board of Directors also incorporates independent members who are capable of performing their duties without fear or favour. Independent members shall constitute at least one third of the total number of members in the Board of Directors. To be nominated, independent members

must meet the criteria of independence set out by the Capital Markets Board in the regulations thereof with respect to corporate governance.

In order to make the most effective use of different competencies, the newly appointed independent Board members are subjected to an orientation program. The orientation program aims to ensure that the independent Board members, especially those appointed for the first time, adapt to Sabancı Holding and the Group culture and the functioning of the Company and the Board of Directors in a faster and more effective manner.