

Istanbul Trade Registry Office  
Trade Registry No: 652377

**INVITATION TO THE ANNUAL GENERAL ASSEMBLY MEETING OF KONTROLMATİK TECHNOLOGY  
ENERGY AND ENGINEERING INC. FOR THE YEAR 2023**

Our company's Annual General Assembly Meeting for the fiscal year 1 January 2023 – 31 December 2023 will be held on Tuesday, 13 August 2024 at 10:30 AM at the following address: "Wyndham Grand Istanbul Levent Hotel, Esentepe Mahallesi Büyükdere Caddesi No:177-183 Şişli 34394 İstanbul." The agenda is as follows to discuss and resolve:

For the fiscal year 1 January 2023 - 31 December 2023, the following items will be discussed and resolved at the Annual General Assembly Meeting:

Board of Directors' Annual Consolidated Activity Report, Consolidated Financial Statements and Notes ("Financial Report"), Opinion of the Independent Audit Firm, Proposal of the Board of Directors regarding Profit Distribution, Compliance Report on Corporate Governance Principles, Meeting Agenda, General Assembly Information Document, General Assembly Attendance Procedure and Proxy Form, General Assembly information notes including additional explanations within the scope of Capital Markets Board regulations. These documents, including the Financial Report, Independent Audit Firm's Opinion, Compliance Report on Corporate Governance Principles, Meeting Agenda, General Assembly Information Document, General Assembly Attendance Procedure and Proxy Form, and additional disclosures as per the Capital Markets Board regulations, will be made available for inspection by our shareholders at least three weeks before the general assembly meeting date, within the legal timeframe, at our Company Headquarters, in the "Investor Relations" section of our corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com), on the Public Disclosure Platform (KAP) at [www.kap.org.tr](http://www.kap.org.tr), and through the Electronic General Assembly System (e-GKS) of Central Securities Depository of Turkey (MKK).

Our shareholders may attend the Annual General Assembly Meeting physically by Article 1527 of the Turkish Commercial Code No. 6102 ("TCC"), or they may participate electronically via the Central Securities Depository of Turkey ("MKK") Electronic General Assembly System ("e-GKS") and cast their votes. Shareholders or their representatives who wish to participate electronically in the Annual General Assembly Meeting must have an Electronic Signature Certificate.

Shareholders or their representatives who wish to participate electronically in the Annual General Assembly Meeting must comply with the provisions of the Regulation on Electronic General Assemblies in Joint Stock Companies published in the Official Gazette No. 28395 dated 28 August 2012, and the Communiqué on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies published in the Official Gazette No. 28396 dated 29 August 2012. Failure to comply with these regulations will prevent them from participating in the meeting. Detailed information regarding the e-GKS can be accessed at [www.mkk.com.tr](http://www.mkk.com.tr).

According to Article 415/4 of the Turkish Commercial Code No. 6102 and Article 30/1 of the Capital Markets Law, the right to attend and vote at the general assembly is not subject to the condition of depositing share certificates. In this context, shareholders do not need to block their shares to attend the General Assembly Meeting.

Shareholders whose names are included in the attendance list prepared based on the "shareholders list" obtained from the Central Securities Depository of Turkey (MKK) are eligible to attend the Annual

General Assembly Meeting. This list will be used to verify whether individuals physically present in the meeting room are shareholders or their representatives.

Shareholders who are unable to attend the Annual General Assembly Meeting physically may authorize a proxy to exercise their voting rights, subject to the rights and obligations of shareholders participating electronically. To do so, they must prepare their power of attorney appropriately, which should be notarized and submitted to our Company in accordance with the provisions of the Capital Markets Board's Communiqué II-30.1 on "Proxy Voting and Collection of Proxies by Proxy Solicitation," published in the Official Gazette No. 28861 dated 24 December 2013, and other relevant regulations.

A sample Power of Attorney form can be obtained from our Company Headquarters or the "Investor Relations" section of our corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com). If an authorization was made through the e-GKS (Electronic General Assembly System), the proxy's (representative's) name and surname must be listed in the document obtained from the Central Securities Depository of Turkey (MKK). If authorization was not made through the e-GKS, a power of attorney compliant with the regulations must be presented.

No power of attorney document is required if the proxy was electronically appointed through the e-GKS. The proxies that do not comply with the sample proxy form required under the Capital Markets Board's Communiqué II-30.1 on "Proxy Voting and Collection of Proxies by Proxy Solicitation" will not be accepted under our legal obligation.

At the Annual General Assembly Meeting, voting on agenda items will be conducted using the open voting method with a show of hands, subject to the provisions allowing electronic voting.

In accordance with Article 29 of the Capital Markets Law, shareholders will not receive separate notification by registered mail for the Annual General Assembly Meeting.

Respectfully presented to our esteemed shareholders:

**KONTROLMATİK TECHNOLOGY ENERGY AND ENGINEERING INC. BOARD OF DIRECTORS**

The Company Address: Huzur Mahallesi. Ahmet Bayman Cad. No:2 İç Kapı No:2 Sarıyer/İstanbul  
Istanbul Trade Registry Office - MERSIS Registration Number : 652377  
Mersis Number:0576051151300001

**Agenda for the Ordinary General Assembly Meeting of KONTROLMATİK TECHNOLOGY ENERGY AND  
ENGINEERING INC. to be held on 13/08/2024 for the year 2023**

- 1.** Election of the Chairman of the Meeting, granting authority to the Chairman to sign the General Assembly Meeting minutes and the attendance list.
- 2.** Reading, discussion, and approval of the 2023 Annual Activity Report prepared by the Company's Board of Directors.
- 3.** Presentation of the Independent Audit Report summary for the 2023 fiscal year.
- 4.** Reading, discussion, and approval of the Financial Statements for the 2023 fiscal year.
- 5.** Discharge of the members of the Board of Directors individually for their activities during the 2023 fiscal year.
- 6.** Presentation, approval, modification and approval, or rejection of the Board of Directors' proposal regarding the distribution of profits for 2023.
- 7.** Election of new members to the Board of Directors in addition to the existing members, with their terms to continue until the end of their current terms.
- 8.** Determination and discussion of compensation, per diems, bonuses, or other benefits to be paid to the members of the Board of Directors during their terms.
- 9.** Presenting information to the General Assembly about the share buyback program and transactions conducted under the program.
- 10.** Discussion and submission for approval of the Board of Directors' proposal regarding the selection of the Independent Audit Firm in accordance with the Turkish Commercial Code and the Capital Markets Board regulations.
- 11.** Discussion and resolution on the proposed amendment to Article 6 titled "Capital and Shares" of the Company's Articles of Association, subject to obtaining necessary approvals from the Capital Markets Board and the Ministry of Trade of the Republic of Turkey, to increase the Registered Capital Ceiling and extend its validity period.
- 12.** Giving shareholders information about the company's donations made in 2023 and setting an upper limit for donations to be made in 2024.
- 13.** Providing shareholders with information about guarantees, pledges, mortgages, and sureties provided by the Company and its subsidiaries to third parties, as well as income or benefits obtained from these transactions in 2023, in accordance with the Capital Markets Board regulations.
- 14.** Granting permission to major shareholders holding management control, members of the Board of Directors, senior executives, and their spouses and second-degree relatives up to the blood and in-law relatives, in accordance with Articles 395 and 396 of the Turkish Commercial Code.
- 15.** Providing shareholders with information about transactions conducted in 2023 under the Corporate Governance Principles of the Capital Markets Board Regulation.
- 16.** Wishes and suggestions.

**ATTORNEY**  
**KONTROLMATİK TECHNOLOGY ENERGY AND ENGINEERING INC.**

I hereby appoint ..... as my proxy, authorized to represent me, vote on my behalf, make proposals, and sign necessary documents at the annual general assembly meeting of Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş., scheduled for Tuesday, August 13, 2024, at 10:30 AM, at Wyndham Grand İstanbul Levent Hotel, located at Esentepe Mahallesi Büyükdere Caddesi No:177-183 Şişli 34394 İstanbul, pursuant to the views outlined below for the year 2023.

**Proxy's ( ):**

Name - Surname / Trade Name:

Turkish ID Number/Tax Number, Trade Registry Number and MERSIS Number:

(\* ) For foreign nationals, equivalent information must be provided if available.

**A) Scope of Authorization for Representation:**

**Regarding the provided items numbered 1 and 2, the scope of representation shall be determined by selecting one of the options (a), (b), or (c):**

**1. Regarding the matters included in the agenda of the General Assembly;**

a) The proxy is authorized to vote according to their own opinion.

b) The proxy is authorized to vote according to the proposals of the partnership management.

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

Instructions:

If option (c) is chosen by the shareholder, instructions specific to the agenda item shall be provided by marking one of the options (approval or rejection) offered next to the respective agenda item of the general assembly. If the rejection option is selected, any dissenting opinion requested to be recorded in the general assembly minutes shall be specified.

Order	Agenda Items	Approval	Rejection	Dissenting Opinion
1.	Authorization granted to the Chairman of the Meeting for the election of the Opening and Meeting Presidency, signing of the General Assembly Meeting minutes, and attendance list			
2.	The reading, discussion, and approval of the 2023 Annual Activity Report prepared by the Company's Board of Directors			
3.	The summary of the Independent Audit Report for the fiscal year 2023 to be read			
4.	The Financial Statements for the fiscal year 2023 to be read, discussed, and approved			
5.	The individual discharge of the Board of Directors members for the Company's activities in 2023			
6.	The Board of Directors' proposal regarding the distribution of profits for the year 2023 to be read, accepted, accepted with amendments, or rejected			
7.	The increase in the number of Board members and the selection of new members, in addition to the existing Board members, to serve until the end of their respective terms			
8.	Determining and discussing/remunerating fees, allowances, bonuses, and other benefits for Board Members during their term of Office			

9.	Informing the General Assembly about the share buyback program and transactions conducted under the program			
10.	Discussing and submitting for approval the Board of Directors' proposal regarding the selection of the Independent Audit Firm in accordance with the Turkish Commercial Code and Capital Markets Board regulations			
11.	Discussing and resolving the proposal to amend Article 6 titled 'Capital and Shares' of the Company's Articles of Association in line with the attached amendment draft, subject to obtaining necessary approvals from the Capital Markets Board and the Ministry of Trade for the purpose of increasing the Authorized Capital Ceiling and extending its validity period			
12.	Providing shareholders with information about the donations made by the Company in 2023 and setting an upper limit for donations to be made in 2024.			
13.	Providing shareholders with information regarding guarantees, pledges, mortgages, and sureties provided by the Company and its subsidiaries to third parties in 2023, as well as income or benefits derived therefrom, in accordance with Capital Markets Board regulations.			
14.	Granting permission to controlling shareholders, Board Members, senior executives, and their spouses and second-degree relatives up to kin and blood relatives under Turkish Commercial Code Articles 395 and 396.			
15.	Informing shareholders about transactions conducted in this context during the year 2023 in accordance with the Capital Markets Board Corporate Governance Principles			
16.	Wishes and Suggestions			

- No voting is conducted on informational items.

**2. Special instructions regarding other matters that may arise at the General Assembly meeting, especially concerning the exercise of minority rights:**

- a) The proxy is authorized to vote according to their own opinion.
- b) The proxy is not authorized to represent on these matters.
- c) The proxy is authorized to vote according to the special instructions below.

**SPECIAL INSTRUCTIONS: Any special instructions to be given by the shareholder to the proxy are stated here.**

**B) The shareholder specifies the shares they want the proxy to represent by selecting one of the following options.**

**1. I approve the proxy to represent my shares according to the details provided below.**

- a) Series and Class: \*
- b) Number/Group: \*\*
- c) Quantity-Nominal Value:
- §) Whether it has voting privileges:
- d) Whether it is registered to bearer or named: \*

- e) Proportion to total shares/voting rights owned by the shareholder:
- \* For registered shares, this information is not required.
- \*\* For registered shares, information about the group, if available, will be provided instead of the number.

**2. I authorize the proxy to represent all of my shares listed in the list prepared by the Central Securities Depository Inc. one day before the General Assembly meeting, which lists shareholders eligible to attend the General Assembly.**

**SHAREHOLDER's NAME or TITLE (\*):**

TC ID Number / Tax ID Number, Trade Registry Number and Number, MERSIS Number:

Address: .....

(\*) For foreign shareholders, equivalent information must be provided if available.

Signature:

**KONTROLMATİK TECHNOLOGY ENERGY AND ENGINEERING INC.**

**Articles of Association Amendment Proposal**

<b>FORMER VERSION</b>	<b>NEW VERSION</b>
<p><b>CAPITAL AND SHARES:</b></p> <p><b>Article 6-</b></p> <p>The company has accepted the registered capital system in accordance with the provisions of Law No. 6362 on Capital Markets, and has transitioned to the registered capital system with the approval of the Capital Markets Board dated 02.04.2020 and numbered 19/456.</p> <p>The Company's registered capital ceiling is <b>750,000,000</b> (Seven Hundred Fifty Million) Turkish Liras, divided into <b>750,000,000</b> shares, each with a nominal value of 1 (one) Turkish Lira.</p> <p>The approval for the registered capital ceiling granted by the Capital Markets Board is valid for the years <b>2022-2026</b> (5 years). Even if the approved registered capital ceiling is not reached by the end of 2026, obtaining authorization from the General Assembly for a new period not exceeding 5 years is mandatory, either for the granted ceiling or for a new amount, by obtaining permission from the Capital Markets Board. If this authorization is not obtained, no capital increase can be made by the decision of the Board of Directors.</p> <p>The Company's issued capital is <b>200,000,000</b> (Two Hundred Million) Turkish Liras, divided into a total of <b>200,000,000</b> shares, each with a nominal value of 1 (one) Turkish Lira, fully paid without any concealment.</p> <p>Shares representing the capital are registered, and these shares are monitored in registered form within the framework of the registration principles. The Company's capital may be increased or decreased in accordance with the provisions of the Turkish Commercial Code and capital markets legislation when necessary.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling when deemed necessary in accordance with the provisions of the Capital Markets Law, and to make decisions on restricting shareholders' rights to subscribe for new shares, as well as on issuing shares at a premium or below their nominal value. The authority to restrict new subscription rights cannot be used in a manner that would create inequality among shareholders.</p> <p>Shares may be freely transferred in accordance with the Turkish Commercial Code, Capital Markets Law, this Articles of Association, and related legislation.</p>	<p><b>CAPITAL AND SHARES:</b></p> <p><b>Article 6-</b></p> <p>The company has accepted the registered capital system in accordance with the provisions of Law No. 6362 on Capital Markets, and has transitioned to the registered capital system with the approval of the Capital Markets Board dated 02.04.2020 and numbered 19/456.</p> <p>The Company's registered capital ceiling is <b>4,000,000,000</b> (Four Billion) Turkish Liras, divided into <b>4,000,000,000</b> shares, each with a nominal value of 1 (one) Turkish Lira.</p> <p>The approval for the registered capital ceiling granted by the Capital Markets Board is valid for <b>2024-2028</b> (5 years). Even if the approved registered capital ceiling is not reached by the end of 2028, it is mandatory to obtain authorization from the General Assembly for a new period not exceeding five years, either for the granted ceiling or for a new amount, by obtaining permission from the Capital Markets Board. In case this authorization is not obtained, no capital increase can be made by the decision of the Board of Directors.</p> <p>The Company's issued capital is <b>200,000,000</b> (Two Hundred Million) Turkish Liras, divided into <b>200,000,000</b> shares, each with a nominal value of 1 (one) Turkish Lira, fully paid without any concealment.</p> <p>Shares representing the capital are registered, and these shares are monitored in registered form within the framework of the registration principles. The Company's capital may be increased or decreased in accordance with the provisions of the Turkish Commercial Code and capital markets legislation when necessary.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling when deemed necessary in accordance with the provisions of the Capital Markets Law, and to make decisions on restricting shareholders' rights to subscribe for new shares, as well as on issuing shares at a premium or below their nominal value. The authority to restrict new subscription rights cannot be used in a manner that would create inequality among shareholders.</p> <p>Shares may be freely transferred in accordance with the Turkish Commercial Code, Capital Markets Law, this Articles of Association, and related legislation.</p>