

**INFORMATION NOTE REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING OF KONTROLMATİK  
TECHNOLOGY ENERGY AND ENGINEERING INC. FOR THE FISCAL YEAR 2023, HELD ON AUGUST 13, 2024**

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING HELD ON AUGUST 13, 2024**

The Ordinary General Assembly Meeting for the fiscal period of January 1, 2023 – December 31, 2023, of our Company will be held on Tuesday, August 13, 2024, at 10:30 AM at the address "Wyndham Grand İstanbul Levent Hotel, Esentepe Mahallesi Büyükdere Caddesi No:177-183 Şişli 34394 İstanbul" to discuss and decide on the agenda listed below.

The Annual Consolidated Activity Report, Consolidated Financial Statements and Notes ("Financial Report") for the fiscal period of January 1, 2023 – December 31, 2023, along with the Independent Audit Firm's Opinion, the Board of Directors' proposal on profit distribution, Compliance with Corporate Governance Principles Reports, Meeting Agenda, General Assembly Information Document, General Assembly Attendance Procedures and Power of Attorney Form, and additional disclosures under the regulations of the Capital Markets Board, will be made available for review by our shareholders at least three weeks before the general assembly meeting date, within the legal timeframe, at our Company Headquarters, on the "Investor Relations" section of our corporate website [www.kontrolmatik.com](http://www.kontrolmatik.com), on the Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)), and on the Central Securities Depository's Electronic General Assembly System ("e-GKS").

Our shareholders can participate in the Ordinary General Assembly Meeting physically, in accordance with Article 1527 of the Turkish Commercial Code No. 6102 ("TCC"), or electronically via the Central Securities Depository A.Ş. ("MKK")'s Electronic General Assembly System ("e-GKS") and cast their votes. Shareholders or their representatives who wish to participate electronically must possess an Electronic Signature Certificate.

Shareholders or their representatives who wish to participate electronically in the Ordinary General Assembly Meeting must fulfill their obligations in accordance with the "Regulation on General Assemblies Held Electronically in Joint Stock Companies," published in the Official Gazette No. 28395 dated August 28, 2012, and the "Communiqué on Electronic General Assembly System Applicable to General Assemblies of Joint Stock Companies," published in the Official Gazette No. 28396 dated August 29, 2012. Otherwise, they will not be able to participate in the meeting. Detailed information about e-GKS can be accessed at [www.mkk.com.tr](http://www.mkk.com.tr).

In accordance with Article 415/4 of 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. Therefore, shareholders who wish to attend the General Assembly Meeting are not required to block their shares.

Shareholders whose names appear on the prepared list, prepared based on the "shareholders list" provided by MKK for the Ordinary General Assembly Meeting, may attend. This list will be used to verify whether individuals attending the physical meeting are shareholders or representatives.

Shareholders who cannot attend the Ordinary General Assembly Meeting physically may authorize a proxy to use their voting rights, provided they comply with the relevant provisions of the Capital Markets Board's "Communiqué on Voting by Proxy and Collection of Proxies by Call" No. II-30.1, published and

effective as of December 24, 2013, and present a notarized proxy form to our Company. An example of the Proxy Form can be obtained from our Company Headquarters or the "Investor Relations" section of our corporate website [www.kontrolmatik.com](http://www.kontrolmatik.com). If the authorization is made via e-GKS, the name and surname of the proxy (representative) must be listed in the MKK's provided list. If the authorization is not made via e-GKS, a proxy form that is compliant with the regulations must be presented. A proxy authorized electronically via e-GKS does not need to present a proxy document.

Proxy forms that do not comply with the sample proxy form required by the Capital Markets Board's "Communiqué on Voting by Proxy and Collection of Proxies by Call" No. II-30.1 will not be accepted under our legal responsibility.

Electronic voting rules will apply for voting on agenda items at the Ordinary General Assembly Meeting, while a show of hands will be used for open voting.

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

Respectfully submitted for the information of our esteemed shareholders.

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

Company Name: KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK A.Ş.

Company Address: Huzur Mahallesi Ahmet Bayman Cad. No:2 İç Kapı No:2, Sarıyer/İstanbul

Istanbul Trade Registry Office - Trade Registry No: 652377

MERSIS No: 0576051151300001

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF KONTROLMATİK TECHNOLOGY ENERGY  
AND ENGINEERING INC. FOR THE YEAR 2023, TO BE HELD ON AUGUST 13, 2024**

1. Opening and election of the Chairman of the Meeting, granting authority to the Chairman to sign the General Assembly Meeting minutes and attendance list.
2. Reading, discussion, and approval of the 2023 Annual Activity Report prepared by the Board of Directors.
3. Reading of the Independent Audit Report summary for the fiscal year 2023.
4. Reading, discussion, and approval of the Financial Statements for the fiscal year 2023.
5. Discharge of the Board of Directors members separately for their activities during the fiscal year 2023.
6. Reading, approval, amendment and approval, or rejection of the proposal of the Board of Directors regarding the distribution of profits for the fiscal year 2023.
7. Discussion and submission for approval of the proposal to increase the number of Board members, in addition to the current Board members, and selection of new members to serve until the end of their respective terms.
8. Determination and discussion of remuneration, allowances, bonuses, and other benefits to be paid to the Board members during their terms of office.
9. Providing information to the General Assembly about the share buyback program and transactions carried out under the program.
10. Discussion and submission for approval of the proposal by the Board of Directors for the selection of the Independent Audit Firm in accordance with the Turkish Commercial Code and Capital Markets Board regulations.
11. Discussion and decision on the proposal to amend Article 6 titled "Capital and Shares" of the Company's Articles of Association in accordance with the attached amendment proposal, subject to obtaining necessary approvals from the Capital Markets Board and the Ministry of Commerce to increase the Authorized Capital Ceiling and extend its validity period.
12. Providing information to shareholders about the donations made by the Company in the year 2023 and determining the upper limit for donations to be made in 2024.
13. Providing information to shareholders about guarantees, pledges, mortgages, and sureties provided by the Company and its subsidiaries to third parties in 2023, as well as income or benefits obtained from these transactions, in accordance with Capital Markets Board regulations.
14. Approval, in accordance with Articles 395 and 396 of the Turkish Commercial Code, for transactions involving Board members, senior executives, and their close relatives up to the second degree of consanguinity and affinity.
15. Providing information to shareholders about transactions carried out in 2023 within the scope of the Capital Markets Board Corporate Governance Principles.
16. Miscellaneous matters and wishes.

## **2. ADDITIONAL EXPLANATIONS WITHIN THE FRAMEWORK OF CAPITAL MARKETS BOARD REGULATIONS**

According to Article (1.3.1) of the Corporate Governance Principles included in the Appendix of the Capital Markets Board's II-17.1 Communiqué on Corporate Governance, additional explanations regarding our 2023 Ordinary General Assembly meeting are provided below for your information.

### **1. Total Number of Shares and Voting Rights Reflecting the Company's Share Structure, and if the Company has Preferred Shares, Number of Shares and Voting Rights Representing Each Preferred Share Group:**

<b>Shareholders' Name/Surname or Trade Name</b>	<b>Shareholding (in TL)</b>	<b>Shareholding (%)</b>	<b>Voting Rights</b>	<b>Voting Rights Percentage (%)</b>
Sami Aslanhan	53.681.532,30	26,84	53.681.532,30	26,84
Ömer Ünsalan	53.847.483,30	26,92	53.847.483,30	26,92
(Publicly traded portion)	92.470.984,40	46,24	92.470.984,40	46,24
<b>Total Paid-in Capital</b>	<b>200.000.000,00</b>	<b>100,00</b>	<b>200.000.000,00</b>	<b>100,00</b>

The company's issued capital is 200,000,000 TL, divided into 200,000,000 shares with a nominal value of 1 TL each, each entitling its holder to one vote. There are no preferred shares or share classes. On June 8, 2022, the company decided to increase its issued capital from 38,062,500 TL to 200,000,000 TL, entirely funded from internal sources. The Board of Directors' decision on July 18, 2022, to increase the capital through a free capital increase from internal sources was approved by the Capital Markets Board on August 25, 2022. As of September 6, 2022, the company's new capital of 200,000,000 TL was registered.

### **2. Information About Disclosures on Management and Activities of the Company and its Planning Significant Subsidiaries and Subsidiaries That Significantly Affect the Company's Activities Realized in the Past Accounting Period or Planned in the Future Accounting Period:**

The information regarding significant changes in management and operations that have occurred during the past fiscal year and those planned for the 2024 fiscal year, which could significantly impact the company's activities, is communicated through special disclosures and financial statement disclosures. These announcements are made publicly available on the Public Disclosure Platform (KAP) at <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/5206-kontrolmatik-teknoloji-enerji-ve-muhendislik-a-s> and on our company website at <https://www.kontrolmatik.com/yatirimci-iliskileri>.

### **3. If there is a dismissal, replacement, or election of Board Members on the agenda, reasons for dismissal and replacement, and information about the individuals nominated for Board Membership:**

The number of board members will be increased, and in addition to the current board members whose terms continue, new members have been selected to serve until the end of their terms. The resumes and independence statements of the board member candidates are included in Appendix-2.

### **4. Requests of Shareholders Regarding Addition of Agenda Items by the Capital Markets Board (CMB) or Other Relevant Public Institutions and Organizations Concerning the Company:**

The agenda for the Ordinary General Assembly Meeting for the year 2023, scheduled for August 13, 2024, has been prepared without any specific items requested in writing by shareholders to the Company's Investor Relations Unit to be included in the agenda. Similarly, no requests from the Capital Markets Board (SPK) or other relevant public institutions and organizations have been made related to adding agenda items.

### **5. Information on the Old and New Forms of the Articles of Association along with the Relevant Board of Directors Decision on the Status of the Articles of Association on the Agenda:**

The Board of Directors has approved to present to the General Assembly of Shareholders for approval the proposal to amend Article 6 titled "Capital and Shares" of our Articles of Association, as included in Appendix/3 regarding the amendments to increase the registered capital ceiling of the Company and extend the validity period of the registered capital ceiling, upon obtaining necessary permissions from the Capital Markets Board and the Ministry of Trade of the Republic of Turkey following the application submitted to them. The proposal for the amendment of Article 6 titled "Capital and Shares" of the Company's Articles of Association, as recommended by the Board of Directors, will be discussed in the General Assembly for approval, modification, acceptance, or rejection, and all other procedures related to the amendment of the Articles of Association will be conducted, subject to the approval of the shareholders. The relevant draft amendment of the Articles of Association is included in Appendix/3 and below.

# KONTROLMATİK TECHNOLOGY ENERGY AND ENGINEERING INC.

## Articles of Association Amendment Proposal

FORMER VERSION	NEW VERSION
<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, it is mandatory to obtain authorization from the General Assembly for a new period not exceeding 5 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 issued capital of the Company 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 the years <b>2024-2028</b> (5 years). Even if the approved registered capital ceiling is not reached by the end of <b>2028</b>, it is mandatory to obtain authorization from the General Assembly for a new period not exceeding 5 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 issued capital of the Company 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>

**OUR COMMENTS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING  
SCHEDULED FOR 13/08/2024**

**1. Authorization to the Chairmanship of the Meeting for the Election of the Chair and Opening, Signing of the General Assembly Meeting Minutes, and Attendance List**

"The election of the Chairman of the Meeting, who will preside over the General Assembly meeting in accordance with the provisions of the Turkish Commercial Code No. 6102 (TCC), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade ('Regulation' or 'General Assembly Regulation'), and Article 7 of the Internal Regulations of the General Assembly. The Chairman of the Meeting appoints at least one Minutes Clerk in accordance with the Internal Regulations of the General Assembly. The Chairman of the Meeting may also appoint a sufficient number of ballot collectors."

**2. The reading, discussion, and approval of the 2023 Annual Activity Report prepared by the Company's Board of Directors,**

According to the regulations of the Turkish Commercial Code (TTK), the Regulation, and the Capital Markets Law, the 2023 Annual Activity Report, including the compliance report on corporate governance principles, has been made available for examination by our shareholders for a period of three weeks before the General Assembly meeting. This information is accessible at our company headquarters, on the Public Disclosure Platform (KAP) of the Central Securities Depository Institution (MKK), the Electronic General Assembly portal, and our corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com). The 2023 Annual Activity Report will be presented for discussion and approval at the General Assembly meeting, seeking the opinions and approval of our shareholders.

**3. The reading of the Summary of the Independent Audit Report for the 2023 fiscal year,**

Prior to the General Assembly meeting, for a period of three weeks, the summary of the 2023 Independent Audit Report prepared in accordance with the Turkish Commercial Code and Capital Markets Board regulations has been made available for review by our shareholders at our company headquarters, the Public Disclosure Platform of the Capital Markets Board (MKK), the Electronic General Assembly portal, and also on our corporate website at [www.kontrolmatik.com](http://www.kontrolmatik.com).

**4. Reading, discussion, and approval of the Financial Statements for the fiscal year 2023,**

According to the regulations of the Turkish Commercial Code (TTK), related regulations, and the Capital Markets Law, the financial statements and reports for the year 2023 of our company, available for review at our company headquarters, the Public Disclosure Platform of the Capital Markets Board (MKK), the Electronic General Assembly portal, and our corporate website [www.kontrolmatik.com](http://www.kontrolmatik.com) for at least three weeks prior to the General Assembly meeting, will be presented for discussion and approval by our shareholders during the General Assembly.

**5. Approval of the discharge (ibra) of the Board of Directors members individually for the Company's activities in the year 2023,**

Following the provisions of the Turkish Commercial Code (TTK) and related regulations, the discharge (ibra) of each member of the Board of Directors for their activities, transactions, and accounts for the year 2023 will be presented to the approval of the shareholders at the General Assembly.

**6. Reading, acceptance, acceptance with modification or rejection of the Board of Directors' proposal regarding the 2023 profit distribution,**

Our company, in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law, has prepared financial statements compliant with Turkish Financial Reporting Standards for the fiscal period from January 1, 2023, to December 31, 2023. These financial statements were audited by Gureli Sworn-in Certified Public Accountancy and Independent Audit Inc. During the 2023 fiscal year, the main company achieved

a net profit of 431,000,170 TL. Taking into account our Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability, and cash position, and in accordance with the Dividend Distribution Regulation numbered II-19.1 and the Dividend Distribution Guide published under this regulation, our proposed dividend distribution table for the year 2023 is included in Appendix/1.

**7. The increase in the number of board members and the election of new members to serve alongside the existing board members whose terms are continuing until the end of their tenure,**

Under the provisions of the Capital Markets Board regulations, the Turkish Commercial Code, and the Regulation, new members will be elected to serve alongside the existing Board of Directors, whose terms continue until the end of their tenure, based on the principles regarding the election of Board of Directors members outlined in our articles of association. In this context, Mr. Erdal Yavuz, who has been evaluated as a candidate by our Nomination and Remuneration Committee upon application, has been designated as an Independent Board Member candidate by the decision of our Board of Directors. Pursuant to Article 4.3.7 of the Corporate Governance Principles included in the II-17.1 Corporate Governance Communiqué, the proposal regarding the Independent Board Member candidate has been submitted to the Capital Markets Board (CMB) for their opinion. We have been informed that CMB has expressed no adverse opinion regarding the aforementioned independent board member candidate in their meeting numbered 33/891 dated June 13, 2024. The resumes of our the independence declaration of the independent board member candidate are provided in Appendix/2.

**8. Determination and discussion of remuneration, allowances such as per diems, bonuses, and incentives to be paid to Board Members during their tenure,**

In accordance with the provisions of the Turkish Commercial Code and the Regulation, and within the framework of our company's Compensation Policy, the determination and discussion of remuneration, per diems, bonuses, and incentives to be paid to Board Members during their tenure for the 2024 financial year will be presented to the General Assembly for the opinion and approval of our shareholders.

**9. Providing information to the General Assembly about the share buyback program and the transactions carried out within the program,**

At the General Assembly, shareholders will be informed about the share buyback program initiated by the Company Management on December 6, 2022, aimed at mitigating potential short-term adverse effects of price movements in the Company's shares listed on Borsa İstanbul, preserving the value of all shareholders' investments, supporting price stability in the Company's share value, and also potentially using it within the framework of employee stock ownership plans when deemed appropriate and necessary by the Company management. This program is initiated in accordance with the Capital Markets Board's ("CMB") Communiqué II-22.1 on Repurchased Shares and its announcements dated July 21, 2016, and July 25, 2016. Information will be provided to shareholders regarding the transactions carried out in 2023 and the program's current status.

**10. Discussion and submission for approval of the Board of Directors' proposal regarding the selection of an Independent Audit Firm, in accordance with the Turkish Commercial Code and Capital Markets Board regulations.**

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, at the Board of Directors meeting held on July 12, 2024, after obtaining the opinion of the Audit Committee, it was decided to appoint Güreli Sworn Financial Advisory and Independent Audit Inc. to audit the financial statements of our Company for the 2024 fiscal year and to perform other activities within the scope of relevant regulations. This appointment will be submitted for approval at the General Assembly.

**11. The proposal to discuss and resolve the amendment of Article 6 titled 'Capital and Shares' of the Company's Articles of Association according to the attached amendment draft, with the aim of increasing the Authorized Capital Limit and extending its validity period, subject to obtaining necessary approvals from the Capital Markets Board and the Ministry of Trade of the Republic of Turkey.**

The proposal by the Board of Directors to approve the amendment draft of Article 6 titled 'Capital and Shares' of our Company's Articles of Association, as contained in Appendix-3, regarding the increase of the Registered Capital limit and extension of the validity period of the Registered Capital limit, subject to obtaining necessary approvals from the Capital Markets Board and the Ministry of Trade of the Republic of Turkey. Following the application to the Capital Markets Board and subsequent application to the Ministry of Trade of the Republic of Turkey for permissions, the proposed amendment draft of Article 6 titled 'Capital and Shares' of the Company's Articles of Association, as recommended by the Board of Directors, will be discussed, approved, amended if necessary, accepted or rejected, and all other processes related to the amendment of the Articles of Association

will be managed by the Company Management, to be submitted for approval by the shareholders at the General Assembly. The relevant amendment texts are provided in Appendix-3.

**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,**

In accordance with the relevant article of the Capital Markets Board's Communiqué II-19.1 on Dividend Distribution, information regarding the donations made in 2023 will be provided to the General Assembly. Pursuant to Article 19(5) of Law No. 6362 on Capital Markets, the upper limit for donations to be made in 2024 will be determined by the General Assembly.

**13. In accordance with the regulations of the Capital Markets Board, providing shareholders with information about guarantees, pledges, mortgages, and guarantees provided by the Company and its subsidiaries to third parties in 2023, as well as the income or benefits obtained from them,**

In accordance with Article 12 of the Capital Markets Board's Corporate Governance Communiqué II-17.1, guarantees, pledges, mortgages, and guarantees provided by our Company and its subsidiaries to third parties, as well as the income or benefits obtained from them, must be included as a separate item on the agenda of the Ordinary General Assembly meeting. This matter will be presented for our shareholders' information and views. As it is an informative item, no separate vote will be conducted.

**14. Approval under Articles 395 and 396 of the Turkish Commercial Code for granting permission to controlling shareholders, Board Members, senior executives, and their spouses, as well as their first and second-degree relatives by blood or marriage, for transactions.**

According to Article 395, paragraph 1, titled 'Transactions with the Company, Prohibition on Borrowing from the Company' and Article 396, titled 'Non-competition Clause' of the Turkish Commercial Code, transactions by our Board Members are permissible only with the approval of the General Assembly. Therefore, the granting of necessary permissions to Board Members will be submitted for approval to our esteemed shareholders at the General Assembly.

**15. According to the Capital Markets Board Corporate Governance Communiqué, providing shareholders with information about the transactions carried out during the year 2023.**

Following the Capital Markets Board's Mandatory Corporate Governance Principle No. 1.3.6, if controlling shareholders, board members, executives with administrative responsibilities, and their spouses and second-degree relatives by blood or marriage engage in a significant transaction that may cause a conflict of interest with our Company or its subsidiaries, or conduct a transaction of the same commercial type as our Company or its subsidiaries on their own behalf or for others, or become an unlimited liability partner in another entity engaged in the same type of commercial activities, such transactions shall be included as a separate agenda item in the General Assembly for detailed information and recorded in the General Assembly minutes. As per these regulations, the granting of such permissions will be presented to our shareholders for approval at the General Assembly. Additionally, shareholders will be informed whether there has been any transaction within the scope of Principle 1.3.6 of the Corporate Governance Communiqué during 2023.

**16. Wishes**

**Appendix:**

**Appendix-1:** Profit Distribution Table

**Appendix-2:** Resumes of Independence Declaration of Independent Board Member Candidate

**Appendix-3:** Amendment Proposal for Articles of Association

## Appendix 1 - 2023 Profit Distribution Table

KONTROLMATİK TECHNOLOGY ENERGY AND ENGINEERING INC. 2023 PROFIT DISTRIBUTION TABLE (TRY)			
<b>1. Paid-Up / Issued Capital</b>			<b>200.000.000,00</b>
<b>2. General Legal Reserve Fund (According to Legal Records)</b>			<b>37.962.759,70</b>
	If there are preferential rights in profit distribution according to the articles of association, information regarding such privileges would be provided.		There are no preferential rights.
		<b>According to the CMB</b>	<b>According to Legal Records</b>
3	Profit for the Period	<b>385.654.756,00</b>	<b>471.263.519,24</b>
4	Taxes Payable (-)	44.882.337,00	114.704.922,23
5	<b>Net Profit for the Period (*) (=)</b>	<b>431.000.170,00</b>	<b>356.558.597,01</b>
6	Accumulated Losses from Previous Years (-)	0,00	0,00
7	General Legal Reserve (-)	17.827.929,85	17.827.929,85
8	<b>Net Distributable Profit (=)</b>	<b>413.172.240,15</b>	<b>338.730.667,16</b>
9	Donations Made During the Year (+)	3.521.576,37	3.521.576,37
10	<b>Net Distributable Profit Including Donations</b>	<b>416.693.816,52</b>	<b>342.252.243,53</b>
11	<b>First Dividend to Shareholders</b>	<b>30.000.000,00</b>	<b>30.000.000,00</b>
	- Cash	30.000.000,00	30.000.000,00
	- Bonus	0,00	0,00
	<b>- Total</b>	<b>30.000.000,00</b>	<b>30.000.000,00</b>
12	Dividends Distributed to Preferred Shareholders	0,00	0,00
13	Other Dividends Distributed - To Board of Directors,, - To Employees, - To Non-shareholder Individuals	0,00	0,00
14	Dividends Distributed to Beneficiary Certificate Holders	0,00	0,00
15	Second Dividend to Shareholders	0,00	0,00
16	General Legal Reserve	2.000.000,00	2.000.000,00
17	Statutory Reserves	0,00	0,00
18	Special Reserves	0,00	0,00
19	<b>EXTRAORDINARY RESERVE</b>	<b>381.172.240,15</b>	<b>306.730.667,16</b>
20	Other Funds Intended for Distribution - Previous Year's Profit - Extraordinary Reserves - Other Reserves Distributable under Law and Articles of Association Profit for the Period	0,00	0,00

Profit Distribution Ratios Table for Kontrolmatik Technology Energy and Engineering Inc. for the Year 2023

	GROUP **	TOTAL DISTRIBUTED DIVIDEND (TL)		TOTAL DISTRIBUTE D DIVIDEND / NET DISTRIBUT ABLE PROFIT ***	Earnings Per Share (NET)	
		CASH (L)	BONUS (TL)		RATE (%)	AMOU NT (TL)
GROSS	-	30.000.000,00	0,00	7,26	0,1500	15,000 0
NET****	-	27.000.000,00	0,00	6,53	0,1350	13,500 0

(\*) The net profit of the company for the period is 430,537,093 TL, of which (463,077) TL is allocated to non-controlling interests, hence the net profit of the main company amounting to 431,000,170 TL is considered.

(\*\*) Since there are no preferred shares in profit, no distinction between groups has been made.

(\*\*\*) Ratio of Distributed Dividend to Net Distributable Period Profit.

(\*\*\*\*) Assuming that the dividend is distributed to fully taxable individual shareholders and there is no gain subject to exemption in the distribution, the gross dividend per share amounts have been calculated net, taking into account a withholding tax rate of 10% according to Presidential Decree No. 2021/4936 dated 22/12/2021.

## **Appendix 2: Resumes and Declaration of Independence of Independent Board Member Candidate**

### **Erdal Yavuz**

(Independent Board Member Candidate)

Erdal Yavuz, who completed his undergraduate studies in Industrial Engineering at Boğaziçi University and his MBA studies at Bayes Business School in the UK, began his career in 1995 at Türkiye Sınai Kalkınma Bankası A.Ş., where he progressively took on increasing responsibilities in treasury & fund management, corporate finance, and financial restructuring over approximately 9 years.

Between 2004 and 2010, Yavuz worked as a senior finance and general management executive at Vodafone Group in Turkey and international organizations. Upon joining Turkish Airlines in 2010, he led the establishment of the Subsidiaries Group Presidency, managing corporate governance of subsidiary companies, coordinating strategic partnerships, and overseeing organic and inorganic investments. Additionally, he held senior positions as a board member in subsidiary portfolio companies.

From 2017 to 2023, Yavuz held senior responsibilities in investment, business development, and strategy at Ciner Group, concurrently serving as a board member in group companies.

Erdal Yavuz has not held any other positions in Kontrolmatik Technology Energy and Engineering Inc. or its subsidiaries in the last five years. He has no relationships with senior executives of Kontrolmatik Technology Energy and Engineering Inc., does not hold directly or indirectly more than 5% of the company's capital, is not an employee representative, and has no commercial relationships with Kontrolmatik Technology Energy and Engineering Inc.

## INDEPENDENCE DECLARATION

I, undersigned, hereby declare and undertake that I am a candidate to serve as an "independent member" on the Board of Directors of Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. ("Company"), in accordance with the relevant legislation, the Company's Articles of Association, and the Corporate Governance Principles included in the Corporate Governance Communiqué (II-17.1) published by the Capital Markets Board, under the following criteria:

- a)** There has been no employment relationship in the last five years in a managerial position involving significant duties and responsibilities between myself, my spouse, and second-degree relatives through blood or marriage, and the Company, its subsidiaries where the Company holds management control or significant influence, or legal entities where shareholders holding management control of the Company have significant influence, nor do I individually or jointly hold more than 5% of the capital or voting rights, or privileged shares, nor has there been any significant commercial relationship established.
- b)** In the last five years, I have not been employed as a manager or board member holding significant duties and responsibilities in companies where the Company has significantly purchased or sold services or products, especially in audits (tax audits, statutory audits, including internal audits), ratings, and consultancy services.
- c)** Due to my role as an independent board member, I possess the professional education, knowledge, and experience necessary to fulfill the responsibilities I will undertake.
- ç)** Except for university teaching, I will not work full-time in public institutions after being elected as a member.
- d)** As per Income Tax Law No. 193 dated 31/12/1960, I am considered a resident in Turkey.
- e)** I have strong ethical standards, a professional reputation, and experience that allow me to contribute positively to the Company's activities, maintain neutrality in conflicts of interest between the Company and its shareholders, and freely make decisions while considering the rights of stakeholders.
- f)** I can dedicate sufficient time to follow the Company's operations and fulfill the requirements of the tasks I undertake.
- g)** I have not served on the board of directors for more than six years in the last ten years.
- ğ)** I do not serve as an independent board member in more than three of the companies where the Company or the shareholders holding management control of the Company have management control, and in total, in more than five companies traded on the stock exchange.
- h)** I have not been registered or announced as representing a legal entity elected as a member of the board of directors.

In light of the information I possess, I acknowledge, declare, and undertake that I meet the independent member criteria stipulated in the Turkish Commercial Code and Capital Markets legislation.

I present the above statements as accurate to the General Assembly, Board of Directors, shareholders of the Company, and all other stakeholders.

Date : 29/05/2024

Name Surname : ERDAL YAVUZ

**Appendix-3: Articles of Association Amendment Proposal**

**KONTROLMATİK TECHNOLOGY ENERGY AND ENGINEERING INC.**

**Articles of Association Amendment Proposal**

FORMER VERSION	NEW VERSION
<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, it is mandatory to obtain authorization from the General Assembly for a new period not exceeding 5 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 issued capital of the Company 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 the years 2024-2028 (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 5 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 issued capital of the Company 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>