

**INVITATION TO ORDINARY GENERAL ASSEMBLY MEETING
BY THE BOARD OF DIRECTORS
OF TEKFEH HOLDING A.Ş.**

The annual Ordinary General Assembly Meeting of our Company will be held on May 13th, 2024 Monday at 14:00 at the Conference Hall of Tekfen Tower Building located at Büyükdere Caddesi No.209 34394, 4. Levent – Istanbul.

Consolidated Financial Statements for the period between 01.01.2023-31.12.2023 and its footnotes, the Annual Report of the Board of Directors, Profit Distribution Proposal, Independent Auditor's Report and a detailed Information Document including the necessary explanations about the current agenda items within the framework of Corporate Governance Principles will be made ready at the Company headquarters, on the www.tekfen.com.tr Company website and at the Electronic General Meeting System (e-GEM) of the CSD of Türkiye (CSD) for the reviews of our partners at least three weeks before the meeting date.

Our shareholders may attend the general meeting to be convened at the abovementioned address either personally or through their representatives. Shareholders who will not be able to attend the meeting themselves may authorize their representatives using the e-GEM and issue a power of attorney using the attached sample and in accordance with the "Communiqué on Voting by Proxy and Proxy Solicitation" of the Capital Markets Board of Türkiye (CMB), numbered: II-30.1. Power of attorneys may also be issued filling out the power of attorney form that can be obtained from the Company headquarters or the www.tekfen.com.tr Company website, followed by the approval of their signature by public notary or attaching the signature circular, which is approved by the notary service and includes their signature, to the power of attorney form with their signature on it. The proxy who has been appointed electronically via the e-GEM is not required to present a power of attorney.

For them to fulfill their responsibilities within the scope of the "Regulation on Electronic General Assembly Meetings of Joint Stock Corporations" and the "Communiqué on the Electronic General Assembly System to be used in the General Assembly Meetings of Joint Stock Corporations", our stakeholders who will be voting via e-GEM are requested to obtain information from the CSD and submit their preference until one (1) day before the General Assembly Meeting, via e-GEM provided by the CSD. Those who wish to attend the General Assembly Meeting via e-GEM should register to the e-Investor: Investor Information Center Portal and have a secure electronic signature to participate directly in the General Assembly or appoint a proxy through the e-GEM. In addition, proxies who will attend the meeting via e-GEM must also have a secure electronic signature. According to Article 1526 of the Turkish Commercial Code (TCC), the declarations to be made on behalf of the legal entity partners should be signed by the legal entity signature authority with the secure electronic signature created for them.

In this context, the below parties can attend the General Assembly Meeting by presenting the following and signing the participants list:

- Natural person shareholders with their IDs,
- Legal entity shareholders with the IDs of the persons authorized to represent and bind the legal entity, together with the authorization documents,
- Representatives of natural and legal persons with their IDs and notarized powers of attorney or their signed powers of attorney with an attached affidavit of signature issued before a notary service,
- Representatives authorized by the Electronic General Meeting System with their IDs.

Presented for our esteemed shareholders' information.

Tekfen Holding A.Ş.

Company Address: Kültür Mahallesi, Tekfen Sitesi Budak Sokak, A Blok, No:7 Ulus - Beşiktaş 34340 Istanbul

Place and number of Trade Registry: Istanbul/111233

Central Registration System (MERSIS) No: 0834005201400018

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING
OF TEKFEN HOLDING A.Ş.
TO BE HELD ON MAY 13th, 2024**

1. Opening, and election of the Chairman for the Meeting,
2. Reading, discussion and approval of the 2023 Annual Report prepared by the Company's Board of Directors,
3. Reading, discussion and approval of the Independent Audit Report Summary and Financial Statements for the 2023 fiscal year,
4. Release of each member of the Board of Directors from liability for the Company's activities for the year 2023,
5. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the 2023 fiscal year,
6. Resolution of the number of the members of the Board of Directors and their terms of office, and the monthly salaries to be paid,
7. Election of the members of the Board of Directors,
8. Approval of the independent audit firm determined in accordance with CMB regulations to the approval of the General Assembly pursuant to Article 399 of the Turkish Commercial Code,
9. Informing the General Assembly about the collaterals, pledges, mortgages and income or benefits granted to third parties in the accounting period of 01.01.2023-31.12.2023,
10. Informing the General Assembly about the donations made in the fiscal year of 2023, determining the upper limit for the donations to be made in the year 2023, update of donations policy,
11. Authorizing the members of the Board of Directors to perform the works of the Company themselves or on behalf of others, giving them permissions to perform transactions to be partners in the companies that perform similar works and to perform other transactions under Articles 395 and 396 of the Turkish Commercial Code, and, if any, briefing about the members of the Board of Directors and the persons listed in the CMB's Corporate Governance Principles Article 1.3.6 and the transactions carried out in this context in the year 2023,
12. Wishes and opinions.

POWER OF ATTORNEY

Tekfen Holding A.Ş.

I hereby name and appoint....., whose details are specified below, to be my lawful proxy to represent me and vote, propose and sign the necessary documents on my behalf and in accordance with my below views, in the routine General Assembly Meeting of Tekfen Holding A.Ş. which will be held at 14:00 hours on March 30th, 2023 at the Conference Hall of Tekfen Tower, located at Büyükdere Cad. No. 209 34394 4. Levent, Istanbul.

Proxy's(*);

Name, Last Name/Trade Name:

Turkish Citizenship ID No/Tax ID, Place and number of Trade Registry, and Central Registration System No:

(*) If any, the equivalents of the said information for foreign nationality representatives must be presented.

A) CONTENTS OF POWER OF ATTORNEY

For the sections 1 and 2 given below, the contents of the power of attorney should be determined by selecting one of the choices of (a), (b) and (c).

1. About the Matters on the General Assembly Agenda;

- a) The proxy is authorized to vote in line with his/her opinion.
- b) The proxy is authorized to vote in line with the proposals of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case the (c) choice is selected by the shareholder, the instructions exclusive to the agenda item are given by marking one of the options ('for' or 'against') for the agenda item of the general assembly concerned and by stating the dissenting opinion, if any, in the minutes of the general assembly meeting as requested, in case the 'against' option is selected.

Agenda Items	For	Against	Dissenting Opinion
1. Opening, and election of the Chairman for the Meeting			
2. Reading, discussion and approval of the 2023 Annual Report prepared by the Company's Board of Directors			
3. Reading, discussion and approval of the Independent Audit Report Summary and Financial Statements for the 2023 fiscal year			
4. Release of each member of the Board of Directors from liability for the Company's activities for the year 2023			
5. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the 2023 fiscal year			
6. Resolution of the number of the members of the Board of Directors and their terms of office, and the monthly salaries to be paid			
7. Election of the members of the Board of Directors			
8. Approval of the independent audit firm determined in accordance with CMB regulations to the approval of the General Assembly pursuant to Article 399 of the Turkish Commercial Code			
9. Informing the General Assembly about the collaterals, pledges, mortgages and income or benefits granted to third parties in the accounting period of 01.01.2023-31.12.2023			

10. Informing the General Assembly about the donations made in the fiscal year 2023, determining the upper limit for the donations to be made in the year 2023, update of donations policy			
11. Authorizing the members of the Board of Directors to perform the works of the Company themselves or on behalf of others, giving them permissions to perform transactions to be partners in the companies that perform similar works and to perform other transactions under Articles 395 and 396 of the Turkish Commercial Code, and, if any, briefing about the members of the Board of Directors and the persons listed in the CMB's Corporate Governance Principles Article 1.3.6 and the transactions carried out in this context in the year 2023			
12. Wishes and opinions.			

2. Special instructions on other issues that may arise during the General Assembly meeting and especially on the use of minority rights:

- a) The proxy is authorized to vote in line with his/her opinion.
- b) The proxy is not authorized to represent in these matters.
- c) The proxy is authorized to vote in accordance with the following special instructions.

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

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

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

- a) Group and series:*
- b) Number/Group:**
- c) Number of shares-Nominal value:
- ç) Whether it is a privileged voting share:
- d) Whether it is payable to bearer-order:*
- e) The ratio of the shares to the total shares/voting rights the shareholder holds:

*This information is not required for registered shares.

**If any, information about the group will be written instead of the number for registered shares.

2. I approve the representation of all of my shares listed in the list of shareholders who may attend the general meeting prepared by the CSD one day before the general assembly day.

NAME, LAST NAME or TITLE of THE SHAREHOLDER (*)

Turkish Citizenship ID No/Tax ID, Place and number of Trade Registry, and Central Registration System No:

Address:

(*) If any, the equivalents of the said information for foreign nationality representatives must be presented.

SIGNATURE

**EXPLANATIONS ON THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY
MEETING TO BE HELD ON MAY 13th, 2024**

1. Opening and election of the Chairman for the Meeting

Elections of the Chairman of the Meeting that will lead the General Assembly Meeting in accordance with the provisions of the Regulation of the Turkish Commercial Code on “Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Trade to Attend These Meetings” (“the Regulation”) will be conducted.

2. Reading, discussion and approval of the 2023 Annual Report prepared by the Company’s Board of Directors

The 2023 Annual Report of the Board of Directors which will be published on the Company’s website (www.tekfen.com.tr), e-COMPANY Portal and in the Electronic General Assembly (e-GEM) portal of the CSD of Türkiye for the review of our shareholders for a period of 3 weeks prior to the General Assembly meeting, will be submitted to our shareholders for their remarks and approval.

3. Reading, discussion and approval of the Independent Audit Report Summary and Financial Statements for the 2023 fiscal year

Briefings will be given about the Independent Audit Report Summary and Financial Statements for the 2023 fiscal year, which will be published on the Company’s website (www.tekfen.com.tr), e-COMPANY Portal and in the e-GEM portal of the CSD of Türkiye for the review of our shareholders for a period of 3 weeks prior to the General Assembly meeting, and they will be submitted for the remarks and approval of our partners.

4. Release of each member of the Board of Directors from liability for the Company’s activities for the year 2023

In accordance with the provisions of the Turkish Commercial Code and the Regulation, release of each member of the Board of Directors from liability for the Company’s activities for the year 2023 will be submitted for the approval of the General Assembly.

5. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the 2023 fiscal year

In 2023, a pre-tax loss of 1,750,243,000 TL (according to the Tax Procedure Law inflation adjusted pre-tax profit of 1,976,240,604.91 TL occurred at statutory records) , excluding the portion attributable to shares without control power according to CMB regulations. After the tax provision calculated for the period's tax liabilities, a net period loss of 1,149,757,000 TL (according to the Tax Procedure Law inflation adjusted net distributable period profit of 1,887,667,069.31 TL occurred at statutory records) occurred according to CMB standards.

In accordance with Article 27 of our Company’s Articles of Association, after the addition of donations amounting to 12,281,000 TL to the current periods loss of 1,137,476,000 TL, it is decided to submit to the approval of the Ordinary General Assembly to be held on May 13, 2024, the non-distribution of dividends for the 2023 operating period due to the absence of distributable period profit subject to dividend calculation according to CMB standards.

6. Resolution of the number of the members of the Board of Directors and their terms of office, and the monthly salaries to be paid

Pursuant to the TCC and the related Regulation, the number of members of the Board of Directors and

their terms of office shall be determined by taking the principles regarding the election of the board of directors in our Articles of Association into account.

According to the Articles of Association, the number of members of the Board of Directors can be determined between 9 and 11 persons.

In addition, in this agenda item, within the framework of the principles of the Corporate Governance Principle No. 4.5.13 of the Corporate Governance Communiqué, our Company's Articles of Association and Tekfen Holding's Remuneration Policy, a monthly gross salary of TL 215,000 to the Chairman and Vice Chairman of the Board of Directors and TL 130,000 to other members of the Board has been proposed by the Remuneration Committee for the year 2023, and the monthly gross salaries to be paid to the members of the Board of Directors will be submitted to the approval of the General Assembly.

7. Election of the members of the Board of Directors

The members of the Board of Directors and the independent members are to be elected, and in accordance with the CMB's Corporate Governance Communiqué, at least one third of the total number of members of the Board of Directors should be independent members. In this context, at least 4 members in a Board of Directors of 11 must meet the independence criteria set out in the CMB's Corporate Governance Principles.

Upon the proposal of the Corporate Governance Committee evaluating the candidates submitted to them, the Board of Directors has decided that Şevki Acuner, Hamit Sedat Eratalar, Mehmet Aydın Müderrisoğlu and Ayşe Selen Kocabaş shall be considered candidates for the Independent Members of the Board of Directors. Within the scope of Corporate Governance Principle No. 4.3.7 of the Corporate Governance Communiqué, an application was submitted to the CMB for the Independent Board Members, and the CMB has notified our Company with its written resolution on not delivering a negative remark about the candidates for the Independent Board Member candidates, dated 13.03.2024.

The resumes of the independent board member candidates are provided in Appendix/2.

8. Approval of the independent audit firm determined in accordance with CMB regulations to the approval of the General Assembly pursuant to Article 399 of the Turkish Commercial Code

In order to carry out the independent auditing activities of the financial statements for the fiscal year of 2023, KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., was selected as the Independent External Audit Firm with the recommendation of our company's Audit Committee and the resolution of our Board of Directors dated 17.04.2024. The selection of this firm shall be submitted to the approval of the General Assembly, pursuant to Article 399 of the TCC.

9. Informing the General Assembly about the collaterals, pledges, mortgages and income or benefits granted to third parties in the accounting period of 01.01.2023-31.12.2023

In accordance with Article 12 of the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board of Türkiye, information will be delivered about the collaterals, pledges, mortgages and sureties given in favor of third parties, in addition to income or benefits obtained by the Company.

This information can be found in footnote no. 21 of our financial statements for 2023.

10. Informing the General Assembly about the donations made in the fiscal year of 2023, determining the upper limit for the donations to be made in the year 2023, update of donations policy

In accordance with Article 6 of the CMB Communique on Dividends (II-19.1), the donations made during the year must be submitted for the information of shareholders at the General Assembly. This item is not to be voted, it has been placed in the agenda of the General Assembly for informational purposes.

In 2023, a total of TL 8,674,492 was donated. (adjusted as 12,281,000 TL according to IAS29)

In accordance with Paragraph 5 of Article 19 of the Capital Markets Law No. 6362, the limit of donations to be made in 2023 must be determined by the General Assembly. The Board of Directors of our company proposes that the upper limit of donations to be made in the year 2023 is set at TL 75 million.

It is proposed to the General Assembly to amend the provision in our company's 'Donation Policy' regarding donations and contributions exceeding 100,000 TL, which currently requires approval from the company's Board of Directors, to be updated to 'Donations and contributions exceeding 500,000 TL require approval from the company's Board of Directors' in light of recent inflationary developments.

11. Authorizing the members of the Board of Directors to perform the works of the Company themselves or on behalf of others, giving them permissions to perform transactions to be partners in the companies that perform similar works and to perform other transactions under Articles 395 and 396 of the Turkish Commercial Code, and, if any, briefing about the members of the Board of Directors and the persons listed in the CMB's Corporate Governance Principles Article 1.3.6 and the transactions carried out in this context in the year 2023

Since the members of the Board of Directors are entitled to make transactions under the provisions of Articles 395 and 396 of the TCC, "Prohibition of Conducting Transaction with Company, to Become Indebted to Company" and "Non-compete Obligation" only by the approval of the General Assembly, the issue of conduction of such transactions by the members of the Board of Directors will be submitted to the approval of the General Assembly.

In addition, pursuant to the Article 1.3.6 of the CMB's Corporate Governance Principles, delivering information at the General Assembly is mandatory in case the shareholders holding the management control, board members, managers with administrative responsibilities and their spouses and their first and second-degree relatives by consanguinity and affinity conduct an important transaction that may cause a conflict of interest with the company or its subsidiaries, and/or conduct a commercial business transaction that is in the scope the field of operation of the company or its subsidiaries on its own or for account of another, or enter into another partnership engaged in the same type of commercial businesses as an unlimited liability partner.

12. Wishes and opinions

APPENDICES:

Appendix/1: Profit Distribution Table for the distribution of the year 2023 profits.

Appendix/2: Resumes of the Independent Member Candidates for the Board of Directors.

Appendix/1

Tekfen Holding A.Ş. 2023 Distribution of Profit (TL)			
1. Paid-in Capital			370.000.000,00
2. Total legal reserves (as per legal records)			74.000.000,00
Information regarding the privilege in profit distribution, if any, according to the articles of association			There is no privileged shares
		As per Capital Markets Board	As Per Legal Records
3.	Current Period Profit	(1.750.243.000)	1.976.240.604,91
4.	Taxes Payable (-)	600.486.000	88.573.535,6
5.	Net Current Period Profit	(1.149.757.000)	1.887.667.069,31
6.	Losses in Previous Years (-)		
7.	Primary Legal Reserve (-)		
8.	Net Distributable Current Period Profit	(1.149.757.000)	1.887.667.069,31
9.	Donations Made During Year (+)	12.281.000	
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	(1.137.476.000)	
11.	First Dividend to Shareholders		
	- Cash		
	- Stock		
12.	Dividend Distributed to Owners of Privileged Shares	-	
13.	Other Dividends Distrubuted	-	
	-Employees		
	-Board of Directors		
	-Non-Shareholders		
14.	Dividend to Owners of Redeemed Shares	-	
15.	Second Dividend to Shareholders	-	
16.	Secondary Legal Reserves	-	
17.	Statutory Reserves	-	-
18.	Special Reserves	-	-
19.	Extraordinary Reserves	-	
20.	Other Distributable Resources	-	-

DIVIDEND PER SHARE						
DIVIDEND PAYOUT TABLE						
	GROUP ⁽¹⁾	TOTAL DIVIDEND (TRY)		TOTAL DIVIDEND PAYOUT/NET DISTRIBUTABLE PROFIT (PAYOUT RATIO)	DIVIDEND PER SHARE WITH TRY 1 NOMINAL VALUE	
		CASH (TRY)	NON-CASH	RATIO(%)	AMOUNT (TRY)	SHARE (%)
GROSS	-	0,00	0,00	0,00	0,00	0,00
NET	-	0,00	0,00	0,00	0,00	0,00

(1) There are no privileged rights in profit distribution.

Appendix/2

Resumes of the Independent Member Candidates for the Board of Directors

Şevki Acuner

Following his graduation from Bosphorus University in 1976, Sevki Acuner continued his studies at Stockholms Universitet for a Graduate Diploma and at Montreal's Concordia University, where he obtained his MBA.

Acuner started his banking career at Türkiye's Central Bank and switched to commercial Banking after moving to Canada where he worked first for Bank of Montreal and subsequently at Royal Bank of Canada in various roles and countries such as Holland, Italy and United Kingdom. Acuner moved to European Bank for Reconstruction and Development (EBRD) in 1996 working in various positions.

Acuner played a leading role in opening the EBRD in Türkiye in 2009, and worked as its Deputy Director for Türkiye until 2013. Since 2013, Acuner is EBRD's Director for Ukraine, based in Kiev. Acuner has represented EBRD in various Board positions in its equity investments across a number of countries. While based in London Acuner acted for many years as the President of the UK Turkish Bankers Association. In his role in Istanbul, Acuner led EBRD's growth in Türkiye.

In Ukraine, Acuner is one of the drivers of the country's economic transformation and is a leading figure in its world of finance and business. Among his various other responsibilities, Acuner acted as the Chairman of Ukraine's corruption fighting Business Ombudsman Institution, as Chairman of the State Nomination Committee which is responsible for the appointment of CEO's and Board Directors for the country's State Owned Enterprises, and as Vice Chairman of the American Chamber of Commerce.

Acuner has served as an Independent Board Member and Chairman of the Supervisory Board for Ukrzaliznytsia (Ukrainian Railways) and UkrEnergo (Ukrainian Electricity Transmission Company) until the end of 2021. Additionally, he briefly held the position of Chairman of Oschadbank. In Türkiye, he has held positions as an Independent Board Member at Migros and Anadolu Efes. In 2023, Acuner was appointed as the Chairman of the Board of Sense Bank, a state-owned bank in Ukraine.

Currently, Acuner is a member of the Executive Board of the Climate Governance Initiative (CGI) Türkiye Chapter and a Board Member of the Ukraine-Georgia-Armenia Chapter. As of March 2019, he has been serving as an Independent Board Member of Tekfen Holding.

Hamit Sedat Eratalar

Sedat Eratalar, an alumni of Ankara University, Faculty of Political Sciences, Department of Economy and Finance, started his career at the Turkish Ministry of Finance. Within three years, he earned the title of financial auditor and carried on with his works in value added tax and state-owned enterprises matters.

Eratalar moved on in his career assuming the Manager position in the Tax Department of Arthur Andersen Türkiye in 1981 and later became an international partner of Arthur Andersen & Co. in 1988. Eratalar is also the founding partner of Erdikler-Eratalar YMM A.Ş. (Erdikler-Eratalar CPA, Inc.), which was founded in the closing months of 1990 and became an associate of Arthur Andersen.

Between 1997 and 2001, Eratalar headed the Tax Departments of Arthur Andersen's offices in Türkiye, Romania, and Bulgaria and has participated in various domestic and overseas training programs, in addition to local and international seminars and conferences.

Sedat Eratalar, who provides in-house tax consultancy services to domestic and foreign companies that operate in banking, production, construction, tourism, and trade fields, is also an expert in foreign exchange legislation and the banking system. In September 2001, Eratalar founded his own company, Eratalar Yönetim Danışmanlık A.Ş. (Eratalar Management Consultancy, Inc.), and started providing management consultancy services to local and foreign companies in various fields, including tax, management, and financial consultancy on mergers and acquisitions.

Following a reorganization in 2012, Eratalar added a new dimension to his activities at a new address and the company title was changed.

Sedat Eratalar is a member of the Chamber of Sworn-In Certified Public Accountants and TUSIAD (Turkish Industry & Business Association), DEIK (Foreign Economic Relations Board) and the Tax Council. Eratalar acts as a board member and auditor in and has also served as a member of the Board of Directors and Board of Supervisors in companies like Coca Cola, Adel Kalemcilik, Turkcell, Borusan Holding and Deloitte. Eratalar speaks English and German.

Mehmet Aydın Müderrisoğlu

Mehmet Aydın Müderrisoğlu, who was born in 1948, graduated from Middle East Technical University Business Administration Department in 1971. Mehmet Aydın Müderrisoğlu, who went to USA in 1972, has master's degree in Business Administration (MBA) from University of North Carolina at Chapel Hill and received his PhD in marketing in Pennsylvania State University. Mehmet Aydın Müderrisoğlu was a professor of marketing and business administration at Houston University for 7 years in 1980 and taught at Babson College in Massachusetts, USA and was marketing professor at Harvard University (Extension School) between 1987 and 1995.

Müderrisoğlu, who organized training programs for companies in marketing and business administration in South America's various countries between 1990 and 1995, returned to Türkiye as the Vice President of Strategy Planning in Koç Holding in 1995.

Müderrisoğlu joined Oyak Group as Deputy General Manager responsible for New Business Development in 2000 and served as General Manager and as Board Member at Ereğli Demir Çelik Fabrikaları T.A.Ş. between 2006 and 2010. At the same time as a first member elected from Türkiye, he became one of 13 members of the Executive Committee of World Steel Association (WSA). During his career at Oyak, he pioneered M&A activities of the companies such as Erdemir, İskan, AXA-OYAK.

Retired from OYAK in 2010, Müderrisoğlu served as a board member of Koç Holding, OYAK, Yıldız Holding (Ülker) and has been appointed independent member of the Board at Tekfen Holding as of March 24, 2023.

Ayşe Selen Kocabaş

Selen Kocabaş started her professional career as a management trainee at Koç Group and went on to assume managerial roles at Arçelik, Marshall Boya, and DanoneSA, a Danone S.A. and Sabancı Holding partnership. She joined Turkcell in late 2002 as Chief Business Support Officer and later served in different executive positions for 13 years. After performing Human Resources, Construction, and Real Estate, General Administrative Affairs, IT, Legal, Purchasing, and Strategic Planning functions, she was appointed as Chief Corporate Business Officer in late 2010. She took on profit and loss responsibility by managing Marketing, Product, Sales and Services operations for five years. She played a pivotal role in Turkcell's transformation from a GSM operator into a technology and infrastructure company. Kocabaş left Turkcell Group in May 2015 and served as a Member of the Board in various Turkcell companies (Inteltek, known for its brand İddaa; Astelit, Turkcell's Ukrainian subsidiary; Turkcell Global Bilgi Call Center; and Turkcell Technology).

Kocabaş became the first woman to chair the People Management Association of Türkiye (PERYÖN), which is Türkiye's oldest civil society organization and the first corporate founding member of the Ethics and Reputation Society (TEİD). She is also a member of the Corporate Governance Association of Türkiye (TKYD) and the Turkish Industry and Business Association (TÜSİAD). She is a Founding Board Member of the Women on Board Association Türkiye (WOB Türkiye) and YenidenBiz Foundation; a Founding Member of the Women in Technology Association (Wtech); and a member of the advisory board of and a mentor at Endeavor. She ranked ninth in the Top 50 Most Powerful Women in Business list issued by Fortune magazine in 2014.

She provides strategic management consultancy and mentoring services to corporate boards and management. She is a Founding Business Partner of Mentoro Platform since 2015, Independent Board Member at Akiş REIT, an Akkök Holding company, three times in a row since 2016. She also served as the Chair of the Risk Committee and a Member of the Audit Committee. She is currently a Board Member at Multinet Up Group and sits on the boards of Aydın Group, English Home and Eve Shop as Advisory Member.

Selen Kocabaş has over three decades of leadership experience in business development, people management and strategy. Born in 1968 in Istanbul, Kocabaş obtained her bachelor's degree in Economics (taught in English) from Istanbul University and went on to complete her master's degree in People Management and Organizational Behavior at Marmara University. She completed the Corporate Level Strategy program at Harvard Business School Executive Education. She is married with a 24-year-old son. She speaks English and French.

Additional Disclosures in the Context of CMB Regulations

A. Shareholder Structure

At General Assembly meetings, each share with a nominal value of 1 TL is entitled to one voting right. Our company does not have privileged shares in its capital.

Shareholder	Share in Capital (TL)	Ratio in Capital (%)
<i>Meltem Berker</i>	<i>43.561.220,98</i>	<i>11,77</i>
<i>Şebnem Berker</i>	<i>43.561.121,45</i>	<i>11,77</i>
Berker – Total	87.122.342,43	23,54
<i>Cansevil Akçağlılar</i>	<i>24.611.073,57</i>	<i>6,65</i>
Akçağlılar- Total	24.611.073,57	6,65
<i>Ali Nihat Gökyiğit (Heirs)</i>	<i>21.775.172,17</i>	<i>5,89</i>
<i>A.Nihat Gökyiğit Yatırım Holding</i>	<i>32.868.939,45</i>	<i>8,88</i>
<i>A.N. Gökyiğit Eğ.Sağl.Kült.San. Vakfı</i>	<i>18.843.829,73</i>	<i>5,09</i>
Gökyiğit – Total	73.487.941,35	19,86
Publicly Traded Shares	184.778.642,65	49,95
Total Sum	370.000.000,00	100,00

B. Information Regarding Requests from Shareholders or Other Public Authorities to Include Agenda Items

Requests submitted in writing by partnership shareholders regarding the inclusion of agenda items in the Investor Relations Department will be presented below, along with explanations for rejected proposals in cases where the Board of Directors does not accept the shareholders' agenda proposals:

No such request has been submitted for the Ordinary General Assembly meeting to discuss the activities of the year 2023.

C. Legislation Changes That Could Significantly Impact Company Operations

Not available.

D. Management and Operational Changes That Will Significantly Affect the Activities of Our Company and Its Subsidiaries

There are no management or operational changes that will significantly affect the activities of our company and its subsidiaries. Special situation disclosures made by our company within the scope of relevant legislation can be accessed at <http://www.kap.org.tr/>