

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

The annual Ordinary General Assembly Meeting of our Company will be held on May 7th, 2025, Wednesday 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 01.01.2024-31.12.2024 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 Central Securities Depository of Turkey (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 Electronic General Meeting System 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 Turkey (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 Electronic General Meeting System 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 Electronic General Meeting System are requested to obtain information from the CSD and submit their preference until one (1) day before the General Assembly Meeting, via Electronic General Meeting System provided by the CSD. Those who wish to attend the General Assembly Meeting via e-CSD should register to the Electronic General Meeting System Information Portal and have a secure electronic signature to participate directly in the General Assembly or appoint a proxy through the Electronic General Meeting System (EGMS). In addition, proxies who will attend the general assembly meeting via EGMS 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 via EGMS.

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.

Best Regards

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 TEK FEN
HOLDING A.Ş. TO BE HELD ON MAY 7th, 2025**

1. Opening, and election of the Chairman for the Meeting,
2. Reading, discussion and approval of the 2024 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 2024 fiscal year,
4. Release of each member of the Board of Directors from liability for the Company's activities for the year 2024,
5. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the 2024 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 selection of the Independent Auditing Company made by the Board of Directors in accordance with the regulations of the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority,
9. Informing the General Assembly about the collaterals, pledges, mortgages and income or benefits granted to third parties in the accounting period of 01.01.2024-31.12.2024,
10. Informing the General Assembly about the donations made in the accounting period of 01.01.2024-31.12.2024, determining the upper limit for the donations to be made in the year 2025,
11. Informing the General Assembly regarding the repurchase of the company's shares on Borsa Istanbul, initiated in accordance with the company's decision dated 31.01.2024 and numbered 1270, within the framework of the Capital Markets Board's principle decision dated 14.02.2023.
12. 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 2024,
13. 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 May 7th, 2025 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;

- The proxy is authorized to vote in line with his/her opinion.
- The proxy is authorized to vote in line with the proposals of the partnership management.
- 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 2024 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 2024 fiscal year			
4. Release of each member of the Board of Directors from liability for the Company's activities for the year 2024			
5. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the 2024 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 selection of the Independent Auditing Company made by the Board of Directors in accordance with the regulations of the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority,			
9. Informing the General Assembly about the collaterals, pledges, mortgages and income or benefits granted to third parties in the accounting period of 01.01.2024-31.12.2024,			
10. Informing the General Assembly about the donations made in the accounting period of 01.01.2024-31.12.2024, determining the upper limit for the donations to be made in the year 2025;			

11. Informing the General Assembly regarding the repurchase of the company's shares on Borsa Istanbul, initiated in accordance with the company's decision dated 31.01.2024 and numbered 1270, within the framework of the Capital Markets Board's principle decision dated 14.02.2023,			
12. 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 2024,			
13. 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 7th, 2025

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 2024 Annual Report prepared by the Company’s Board of Directors

The 2024 Annual Report of the Board of Directors which will be published on the Company’s website (www.tekfen.com.tr), e-CSD Portal and in the Electronic General Assembly (e-GEM) portal of the Central Securities Depository of Turkey 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 2024 fiscal year

Briefings will be given about the Independent Audit Report Summary and Financial Statements for the 2024 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 Central Securities Depository of Turkey 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 2024

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 2024 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 2024 fiscal year

According to the financial statements of our company for the 2024 fiscal year, which were audited by Güney Bağımsız Denetim Serbest Muhasebeci Mali Müşavirlik A.Ş., the Consolidated Net Income for the Parent Company for this period totaled to an amount of TRY 404,091,000 and the table related to the distribution of 30% dividend over the Net Distributable Profit of the Period which is submitted to the General Assembly for approval is presented in **Appendix 1**. It is proposed that the profit for the period be distributed May 28, 2024.

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 308,000 to the Chairman and Vice Chairman of the Board of Directors and TL 186,000 to other members of the Board has been proposed by the Remuneration Committee for the year 2025, 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.

Upon the proposal of the Corporate Governance Committee evaluating the candidates submitted to them, the Board of Directors has decided that Hamit Sedat Eratalar, Ayşe Selen Kocabaş, Çağrı Bağcıoğlu shall be considered candidates for the Independent Members of the Board of Directors.

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.

The resumes of the Independent Member Candidates for the Board of Directors are given in **Appendix/2**.

8. Approval of the selection of the Independent Auditing Company made by the Board of Directors in accordance with the regulations of the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority

In accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority ("KGK"), with the resolution of our Board of Directors dated 06.03.2025, with the opinion of the Audit Committee it has been decided to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., to audit the financial reports of our Company for the fiscal year 2025 and to perform independent audit activities in the field of sustainability and to carry out other activities within the scope of the relevant regulations, including but not limited to the mandatory sustainability assurance audit of the disclosures to be prepared in accordance with the Turkish Sustainability Reporting Standards published by KGK. This selection will be submitted to the approval of the General Assembly.

9. Informing the General Assembly about the collaterals, pledges, mortgages and income or benefits granted to third parties in the accounting period of 01.01.2024-31.12.2024,

In accordance with Article 12 of the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board of Turkey, 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 2024.

10. Informing the General Assembly about the donations made in the accounting period of 01.01.2024-31.12.2024, determining the upper limit for the donations to be made in the year 2025,

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 2024, a total of TL 5,194,000 was donated.

In accordance with Paragraph 5 of Article 19 of the Capital Markets Law No. 6362, the limit of donations to be made in 2025 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 2025 is set at TL 75 million.

11. Informing the General Assembly regarding the repurchase of the company's shares on Borsa Istanbul, initiated in accordance with the company's decision dated 31.01.2024 and numbered 1270, within the framework of the Capital Markets Board's principle decision dated 14.02.2023.

Our Company's Board of Directors decided on 31.01.2024 to initiate a share repurchase program in accordance with the Capital Markets Board's Communiqué on Repurchased Shares (II-22.1) and the Capital Market Board's announcement dated 14.02.2023. The program aimed to support the healthy formation of share prices in the stock market and was disclosed on the Public Disclosure Platform on 31.01.2024. Additionally, it was decided that the maximum number of shares subject to repurchase would be 18,500,000 shares with a nominal value of TRY 18,500,000, and the maximum allocated fund for the repurchase would be TRY 925,000,000.

The "Share Repurchase Program," which commenced on 31.01.2024, ended as of 31.01.2025. Information regarding the repurchases made during the 12-month period of the program is as follows:

- The average price paid for repurchased shares was TL 68.86 per share.
- The total number of repurchased shares was 13,430,000, representing 3.6297% of the company's capital.
- The total cost of these repurchases amounted to TRY 924,841,027.21.

This cost was fully covered by the Company's own equity.

This item is for informational purposes only and will not be submitted for voting.

12. 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 briefing about the transactions conducted in year 2024.

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.

13. Wishes and opinions

APPENDICES:

Appendix/1: Profit Distribution Table for the year 2024.

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

Appendix/1 PROFIT DISTRIBUTION TABLE FOR THE YEAR 2024.

Tekfen Holding A.Ş. 2024 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 (LR)
3.	Profit	339,714,936	1,736,460,104.84
4.	Taxes (-)	64,376,064	-
5.	Net Profit	404,091,000	1,736,460,104.84
6.	Prior Years' Loss (-)	-	-
7.	First Series of Legal Reserve Fund (-)	-	-
8.	Net Distributable profit for the period	404,091,000	1,736,460,104.84
9.	Donations made in the year (+)	5,194,000	
10.	Net distributable period profit including donations	409,285,000	
11.	First Dividend to Shareholders	-	
	- Cash	122,785,610	
	- Bonus		
12.	Dividends to Preferred Shareholders	-	
13.	Other Profit Distributed	-	
	- To employees		
	- To the members of the Board of Directors		
	- To the people other than the shareholders		
14.	Dividends to dividend-right certificates	8,439,162	
15.	Second dividend to shareholders	-	
16.	General legal reserve fund	-	
17.	Status Reserves	-	-
18.	Special Reserves	-	-
19.	Extraordinary Reserves	272,866,228	1,605,235,332.84
20.	Other Resources foreseen to be Distributed	-	-

DIVIDEND PER SHARE						
DIVIDEND PAYOUT TABLE						
	GROUP ⁽¹⁾	TOTAL DIVIDEND (TL)		TOTAL DIVIDEND PAYOUT/NET DISTRIBUTABLE PROFIT (PAYOUT RATIO)	DIVIDEND PER SHARE WITH TL 1 NOMINAL VALUE	
		CASH (TL)	NON-CASH	RATIO (%)	AMOUNT (TL)	SHARE (%)
GROSS	-	122,785,610.00	0,00	30.00	0.331853	33.1853
NET	-	104,367,768.50	0,00	25.50	0.282075	28.2075

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

Appendix/2 RESUMES OF THE INDEPENDENT MEMBER CANDIDATES FOR THE BOARD OF DIRECTORS

Hamit Sedat Eratalar

Sedat Eratalar, who was born on 1952 at Bolu, 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 Turkey 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 Turkey, 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 Certified Public Accountants, TUSİAD (Turkish Industry & Business Association), DEİK (Foreign Economic Relations Board) and the Tax Council. He has previously served as a member of the Board of Directors and Audit Committee at Coca-Cola, Adel Kalemcilik, Turkcell, Deloitte, Borusan Holding and Deutsche Bank. Mr. Eratalar is an Independent Board Member of Tekfen Holding as of February 2021.

Ayşe Selen Kocabaş

Born in 1968 in Istanbul, Ayşe Selen Kocabaş graduated from Istanbul University, Department of Economics in English and received her master's degree in human management and organizational Behavior from Marmara University. She completed the Harvard University Executive Education Corporate Strategy Program.

She started her career as an MT at Koç Group and held various managerial positions at Arçelik, Marshall Boya, Group Danone and DanoneSa, a Sabancı partnership. At the end of 2002, she joined the Turkcell family as Executive Vice President. For 13 years, she held various Assistant General Manager roles. After serving in Human Resources, Construction and Real Estate, General Administrative Affairs, IT, Legal, Procurement, and Strategic Planning functions, she became the head of Corporate Business at the end of 2010. She took responsibility for profit and loss by managing the marketing, product, sales and service businesses and held this position for five years. She played an important role in Turkcell's transformation from a GSM operator to a technology and infrastructure company. In 2015, Kocabaş left Turkcell Group and served as a Board Member at Turkcell subsidiaries (Inteltek, known for its İddaa brand, Astelit, Global Bilgi Call Center and Turkcell Technology).

Kocabaş was the first female President of Peryön Human Management Association, the oldest non-governmental organization established in the field of people management in Turkey; the first Corporate Founding Member of Ethics and Reputation Association representing the company; and a member of TKYD and TUSİAD. She is a Founding Board Member of Women on Board Association and Yeniden Biz Association, Founding Member of Women in Technology Association, Endeavor Advisory Board Member and mentor. 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 of MultinetUP Group, an Independent Board Member of Tekfen Holding, Chairman of the Corporate Governance Committee, and Chairman of the Ethics Committee. She also serves as an Independent Board Member and Chairman of the Corporate Governance Committee at Tat Gıda, as well as an Executive Committee Member of Aydın Group and an Advisory Board Member at English Home and Eve Shop.

With over 33 years of experience, she is a leader in business development, people management, and strategy. She is married and has a 26-year-old son. He is proficient in English and French.

Çağrı Bağcıoğlu

Dr. Çağrı Bağcıoğlu has built his career in the field of international education, serving in various roles across public and private higher education institutions and organizations in multiple countries, primarily in Turkey and the United States.

Since 2019, he has been serving as CEO for the Western Europe, Central Asia, and Pakistan region at Cintana Education, which he co-founded in collaboration with Arizona State University.

Dr. Bağcıoğlu has held senior international relations positions at several U.S. state universities and has also provided consultancy services to various higher education institutions and companies in the U.S. and other countries. Prior to joining Cintana, he provided operational leadership to INTO University Partnerships' advanced centers in North America and contributed to the company's executive leadership team by driving innovation and supporting new initiatives.

From 2009 to 2018, Dr. Bağcıoğlu held various roles within Laureate International Universities, including CEO of the organization's operations in Turkey. During this period, he also served as the Chairman of the Board of Trustees at Istanbul Bilgi University.

He is a member of several international professional organizations in the field of education and has frequently served as a speaker at their events. He also continues to serve as a board member at various universities abroad.

Dr. Bağcıoğlu holds a bachelor's degree in Economics and Finance and an MBA in Marketing and Finance from the University of North Alabama, and earned his doctorate in Higher Education Leadership from the University of Liverpool.

Additional Disclosures within the Scope of CMB Regulations

A. Partnership Structure

Each share with a nominal value of TL 1 has one vote in General Assembly meetings. There are no privileged shares in our Company's capital.

Name of the shareholder	Share in the capital (TL)	Share in the capital (%)
Meltem Berker	46.683.572,22	12,62%
Şebnem Berker	46.683.570,45	12,62%
Ary Holding Anonim Şirketi	68.107.772,90	18,41%
Ali Nihat Gökyiğit Yatırım Holding Anonim Şirketi	32.868.939,45	8,88%
Can Kültür Sanat Eğitim Kurumları İşletmeciliği Anonim Şirketi	35.881.342,57	9,70%
MCN Gayrimenkul Yatırım Anonim Şirketi	16.582.649,00	4,48%
KCN Gayrimenkul Yatırım Anonim Şirketi	6.370.526,00	1,72%
Other	103.391.627,41	27,94%
Repurchased Shares	13.430.000,00	3,63%
Grand Total	370,000,000.00	100.00

In addition, the following material event disclosures regarding share transfers have been announced through the Public Disclosure Platform:

<https://www.kap.org.tr/tr/Bildirim/1431718>

<https://www.kap.org.tr/tr/Bildirim/1423272>

<https://www.kap.org.tr/tr/Bildirim/1415888>

B. Information on the Requests of Shareholders, CMB or Other Public Authorities to Add Items to the Agenda

Information regarding the requests of the shareholders of the Incorporation submitted in writing to the Investor Relations Department regarding the inclusion of items on the agenda, and in cases where the Board of Directors does not accept the agenda proposals of the shareholders, the rejected proposals and the reasons for rejection are presented below:

No such request was submitted for the Ordinary General Assembly meeting where the activities of 2024 will be discussed.

C. Legislative changes that may significantly affect the Company's operations

None.

D. Changes in the Management and Operations of our Company and our Subsidiaries that will have a Significant Impact on the Company's Operations

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