

**INVITATION TO THE EXTRAORDINARY SHAREHOLDERS'
MEETING BY THE BOARD OF DIRECTORS OF
TEKFEN HOLDING A.Ş.**

The Extraordinary Shareholders' Meeting of our company will be held on December 18, 2025, at 14:00, at Tekfen Tower Building Conference Hall, Büyükdere Street No.209, 34394, 4th Levent – Istanbul.

Our shareholders may attend the Shareholders' Meeting to be held at the address specified above either in person or through their representatives. Shareholders who cannot attend the meeting in person may authorize their representatives either by using the Electronic Shareholders' Meeting System or by preparing a proxy in accordance with the sample attached and, within the framework of the Capital Markets Board's Communiqué No. II-30.1 on "Voting by Proxy and Collection of Proxies by Way of Call," by completing the proxy form below or the proxy form available at our Company's headquarters or on the Company's website at <http://www.tekfen.com.tr> and either having their signatures notarized, or by appending a notarized signature circular to the proxy form bearing their signatures. If the representative is appointed electronically via the Electronic Shareholders' Meeting System, no physical proxy document is required.

Shareholders who will vote via the Electronic Shareholders' Meeting System are kindly requested to obtain information from the Central Registry Agency (CRA) and to declare their preferences through the Electronic Shareholders' Meeting System (EGAS) provided by the CRA, no later than one (1) day prior to the Shareholders' Meeting, in order to fulfill their obligations under the "Regulation on General Assemblies of Joint Stock Companies to be Held Electronically" and the "Communiqué on the Electronic Shareholders' Meeting System to be Used in the General Assemblies of Joint Stock Companies." Shareholders wishing to attend the Shareholders' Meeting via EGAS must have a secure electronic signature and log into the system starting at 06:00 a.m. on the day of the meeting until five minutes before the meeting begins. Representatives who will attend via EGAS are also required to have a secure electronic signature. In accordance with Article 1526 of the Turkish Commercial Code, notifications to be made via EGAS on behalf of legal entity shareholders must be signed with the secure electronic signature generated in the name of the authorized signatory of the legal entity acting on behalf of the company. Comprehensive and up-to-date information is available on the CRA's website: <https://egk.mkk.com.tr>.

Within this framework, the following documents must be submitted for physical participation in the Shareholders' Meeting:

- Real person shareholders: their identity cards,
- Legal entity shareholders: authorization documents along with the identity cards of the persons authorized to represent and bind the legal entity,
- Representatives of real or legal persons: their identity cards along with notarized proxies or signed proxies accompanied by a notarized statement of signature,
- Representatives authorized via the Electronic Shareholders' Meeting System: their identity cards,

They may participate in the meeting by signing the list of attendees.

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
Trade Registry and Number: Istanbul/111233
Central Registration System (MERSIS) No: 0834005201400018

**AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF TEKFEN HOLDING
A.Ş. TO BE HELD ON DECEMBER 18th, 2025**

1. Opening and formation of the Chairmanship of the Meeting,
2. Approval, of the changes that occurred in the Board of Directors during the period in accordance with Article 363 of the Turkish Commercial Code,
3. Determination of the number of members of the Board of Directors, their terms of office, and the remuneration to be paid,
4. Election of the members of the Board of Directors,
5. Wishes and requests.

TEKFEN HOLDING A.Ş.

POWER OF ATTORNEY

Tekfen Holding A.Ş.

I hereby appoint, whose details are provided below, as my proxy to represent me, vote, make proposals, and sign the necessary documents on my behalf in accordance with the opinions I have stated below, at the Extraordinary Shareholders' Meeting of Tekfen Holding A.Ş. to be held on Thursday, December 18, at 14:00, at Tekfen Tower Building Conference Hall, Büyükdere Street No.209, 34394, 4th 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 Shareholders' Meeting 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 on 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 Shareholders' Meeting concerned and by stating the dissenting opinion, if any, in the minutes of the Shareholders' Meeting as requested, in case the 'against' option is selected.

Agenda Items	For	Against	Dissenting Opinion
1. Opening and formation of the Chairmanship of the Meeting			
2. Approval, of the changes that occurred in the Board of Directors during the period in accordance with Article 363 of the Turkish Commercial Code,			
3. Determination of the number of members of the Board of Directors, their terms of office, and the remuneration to be paid,			
4. Election of the members of the Board of Directors,			
5. Wishes and requests.			

2. Special instructions on other issues that may arise during the Shareholders' 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 Shareholders' Meeting.**

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 EXTRAORDINARY SHAREHOLDERS' MEETING TO BE HELD ON DECEMBER 18th, 2025

1. Opening and formation of the Chairmanship of the Meeting

Election of the Chairman of the Meeting who will managing the Shareholders' Meeting in accordance with the provisions of the Regulation of the Turkish Commercial Code (TCC) on "Principles and Procedures of Shareholders' Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Trade to Attend These Meetings" ("the Regulation") will be conducted.

2. Approval, of the changes that occurred in the Board of Directors during the period in accordance with Article 363 of the Turkish Commercial Code,

The following members, Özgün Öztunç, Uğur Bayar and Bayram Saral who were elected as member of the board, at the Ordinary Shareholders' Meeting held on May 7, 2025, have resigned during the period.

- 1) Following the resignation of Mr. Özgün Öztunç from the Board of Directors on September 11, 2025, Mr. Nevzat Avunç, who was nominated by the Savings Deposit Insurance Fund ("TMSF") pursuant to the Board's decisions regarding the appointment of trustees to manage the companies of the Can Group, was appointed as of September 22, 2025.
- 2) Following the resignation of Mr. Uğur Bayar from the Board of Directors on October 9, 2025, Mr. Taner Yalçın, who was nominated by the TMSF pursuant to the same framework, was appointed as of October 9, 2025.
- 3) Following the resignation of Mr. Bayram Saral from the Board of Directors on October 9, 2025, Mr. Erdem Şair, who was also nominated by the TMSF pursuant to the same framework, was appointed as of October 9, 2025.

These appointments were made by the Board of Directors, effective as of the respective decision dates, to be submitted for approval at the first General Meeting to be convened thereafter. Upon approval by the Shareholders' Meeting, the newly appointed members will serve for the remainder of the terms of their predecessors.

3. Determination of the number of members of the Board of Directors, their terms of office, and the remuneration to be paid

It is proposed that all members of the Board of Directors be elected for a term of three years.

Pursuant to the Turkish Commercial Code ("TCC") and the relevant Regulation, the number of members of the Board of Directors and their terms of office shall be determined in accordance with the principles regarding the election of the Board of Directors set forth in our Articles of Association. In accordance with our Articles of Association, the number of Board members may be determined between 9 and 11. The Board of Directors shall consist of 9 members.

Furthermore, within the framework of the principles set out in Article 4.5.13 of the Corporate Governance Communiqué, the Company's Articles of Association, and the Tekfen Holding Remuneration Policy, the Remuneration Committee has proposed that, for 2025, the Chairman and the Vice Chairman of the Board of Directors be paid a monthly gross remuneration of TRY 308,000, and that other members be paid a monthly gross remuneration of TRY 186,000.

At the Ordinary Shareholders' Meeting held on 07.05.2025, the remuneration proposal submitted by the Remuneration Committee was approved. It was also resolved that the payments to be made to the Board members who hold specific duties within the Company shall be determined and set by the Remuneration Committee, and that, until a new resolution is adopted at the Ordinary General Assembly Meeting for the year 2025 to be held in 2026, an amount of up to TRY 10,500,000 may be paid, including transportation, accommodation, and health insurance expenses.

In conclusion, it is recommended that the same remuneration policy and the General Assembly resolution continue to be applied until the Ordinary General Assembly Meeting to be held in 2026.

4. Election of the members of the Board of Directors

In accordance with the CMB's Corporate Governance Communiqué, at least one-third of the total number of members on the Board of Directors must be independent members. Within this framework, at least 4 members of an 11-member board of directors and at least 3 members of a 9-member board of directors must meet the independence criteria set out in the CMB's Corporate Governance Principles.

Based on the recommendation of the Corporate Governance Committee, which evaluated the candidates submitted to it, our Board of Directors has decided to appoint the following individuals as candidates for Independent Board Members:

- 1) Bircan Ünlü
- 2) Sibel Koç
- 3) Esra Özkan

The other Board of Directors member candidates indorsed by the Savings Deposit Insurance Fund (Tasarruf Mevduatı Sigorta Fonu), which has been appointed as trustee by the Küçükçekmece 4th Criminal Court of Peace on 10.09.2025 under case file No. 2025/7178, to represent the shareholder Can Kültür Sanat Eğitim Kurumları İşletmeciliği A.Ş., are as follows:

1. Nevzat Avunç
2. Taner Yalçın
3. Erdem Şair
4. Ömer Şanlı
5. Mahmut Çelik
6. İsmail Coşkun

Pursuant to Corporate Governance Communiqué Principle 4.3.7, the required application regarding the Independent Board Member candidates has been submitted to the Capital Markets Board (CMB), and the Company has been informed dated 25.11.2025 that the CMB has decided not to express any adverse opinion regarding the Independent Board Member candidates.

Resumes of independent board member candidates and all other candidates are provided in **Annex-1**.

5. Wishes and Requests

TEKFEN HOLDING A.Ş.

Annex-1 – Resumes of independent board member candidates and all other candidates

1) Nevzat Avunç (Chairman Candidate)

Born in 1964, Nevzat Avunç graduated from Uludağ University, Faculty of Economics and Administrative Sciences, Department of Public Finance.

He began his career at Akbank's Board of Inspectors, serving as Assistant Inspector and Inspector. He then continued his professional life at Toprakbank A.Ş., where he held positions in the Loans Department and the Credit Monitoring Department.

In 2002, he joined the Savings Deposit Insurance Fund (TMSF) as a Group as a Professional Staff Member in the Collection Department. During his tenure at TMSF, he served as Group Head, Group Coordinator, and Department Head. Throughout this period, he played an active role in the collection and liquidation processes of receivables exceeding five million U.S. dollars, as well as receivables owed by controlling shareholders. In addition, he served as Chairman of the Board, Board Member, Liquidation Committee Member, and Bankruptcy Estate Officer in companies managed and supervised by TMSF.

In 2018, he was appointed Vice President of the Savings Deposit Insurance Fund, a position he continues to hold.

Mr. Avunç became a Member of the Board of Directors of Tekfen Holding as of September 22, 2025.

Mr. Avunç will be proposed to the Board of Directors 's appointment as Chairman of the Board of Directors and as a member of the Early Risk Detection and the Remuneration Committee.

2) Taner Yalçın (Vice Chairman Candidate)

Born in 1972, Taner Yalçın graduated from Marmara University Faculty of Law and then completed his master's degree in Private Law at the same university.

After a brief period working as a freelance lawyer and bank attorney, Yalçın joined the Savings Deposit Insurance Fund of Turkey (SDIF) in 2002. Since then, he has held several key positions within the institution, including Fund Attorney, Group Head, and Group Coordinator. He has worked for a long time in the department within the SDIF, responsible for implementing the provisions of Law No. 6183 as well as in the departments in charge of the sale of Commercial and Economic Integrity assets.

Yalçın currently serves as the Head of the 1st Collection Department at SDIF. In addition to this role, he served as Chairman, Vice Chairman, and Board Member in Birleşik Varlık Yönetim, an SDIF subsidiary, as well as at various companies under the SDIF's management and supervision operating across sectors such as media, mining, furniture, energy, petroleum, and natural gas; and continues to serve in some of these roles today.

As of October 9, 2025, he has been appointed as a Member of the Board of Directors of Tekfen Holding.

Mr. Yalçın will be proposed to the Board of Directors to be appointed as Vice Chairman of the Board and member of the Remuneration Committee.

3) Erdem Şair

Born in 1962, Erdem Şair graduated from the Faculty of Architecture at Middle East Technical University (METU) in 1985.

While still a student, he began his career at MNG Holding in 1984. Between 1990 and 1992, he worked at Nuro Holding, and from 1992 to 2003, he served at Aytek İnşaat, where he rose to the position of Project Manager. From 2003 to 2009, Mr. Şair worked in Kontek İnşaat's projects in Russia as Project Manager and Coordinator. Between 2010 and 2016, he served at several companies under Akkök Holding — including Akiş, Akkon, Saf, and Akgirişim — holding positions such as Site Manager, Project Coordinator, and Project Director.

From 2018 to 2023, he served as Project Manager at Orjin Group, and between 2023 and 2025, he worked at Kaseria Yapı İnşaat, a subsidiary of Erciyes Anadolu Holding. In 2025, he was appointed General Manager of

Nuhoğlu Group, which includes Nuhoğlu İnşaat, Trend, İstcon, Eğilim, and Neoray companies. He speaks English and Russian.

Mr. Şair became a Member of the Board of Directors of Tekfen Holding as of October 9, 2025.

Mr. Şair will be proposed to the Board of Directors to be appointed as a member of the Early Risk Detection Committee.

4) Mahmut Çelik

Born in 1972, Mahmut Çelik graduated from Yıldız Technical University with a bachelor's degree in mechanical engineering in 1992 and earned a Master's degree in Energy Engineering from the same university in 1997.

He began his career as the owner of Ayma Engineering Co. Ltd. between 1993 and 1998, then worked as Sales Manager for Marmara Region at Çukurova Holding – Auer Doğalgaz A.Ş. from 1998 to 2001. Between 2001 and 2004, he served as Business Development Coordinator at Arar Engineering & Consulting, followed by a role as Sales, Marketing & Customer Services Manager at Palmet Terasan from 2004 to 2005. From 2005 to 2007, he was Regional Director for the Western Region at Sabancı Holding – Teknosa İç ve Dış Tic. A.Ş.

He then became General Manager at Adakale Ltd. Şti. between 2008 and 2010 and continued as Company Owner at Enerjinet Tic. Ltd. Şti. from 2010 to 2017. From 2017 to 2021, he served as Chief Executive Officer and Board Member at Akasya Alçı Maden A.Ş., Akasya Yapı A.Ş., and Elbruz Enerji A.Ş.

He then joined Türk Altın Holding A.Ş., where he worked as CEO and Board Member between 2021 and 2025. Since 2025, he has been serving as a Member of the Board of Directors at Türk Altın Holding A.Ş.

He has not served as member of the Board of Tekfen Holding A.Ş. previously.

Mr. Çelik will be proposed to the Board of Directors to be appointed as a member of the Early Risk Detection Committee.

5) İsmail Coşkun

Born in 1981 in Bursa, İsmail Coşkun graduated from Ankara University, Faculty of Law after completing his secondary education at Bursa Yıldırım Beyazıt High School.

Following his legal internship, he began his career in 2004 as a lawyer at MNG Holding A.Ş. Legal Consultancy, where he worked until 2010.

From 2010 to 2023, he served as Legal Counsel at MNG Holding A.Ş., managing all legal and administrative processes, including litigation, contract drafting, and compliance matters for group companies.

Between 2023 and 2024, he worked as Legal Counsel at Cengiz Holding A.Ş., overseeing legal affairs for companies operating in sectors such as mining, energy, construction, and insurance.

Since 2025, he has continued his professional career as a freelance lawyer and founding partner at Coşkun & Coşkun Law Consultancy, specializing in Commercial and Corporate Law, Administrative and Tax Law, Construction and Tender Law, Energy and Mining Law, and Contract Law.

He has not served as member of the BOD of Tekfen Holding AŞ previously.

Mr. Coşkun will be proposed to the Board of Directors to be appointed as a member of the Corporate Governance and Remuneration Committee.

6) Ömer Şanlı

Born in 1970 in Trabzon, Ömer ŞANLI graduated from Istanbul University, Faculty of Political Sciences,

Department of Public Administration.

He has worked in various departments of banks and financial institutions. ŞANLI began his career at the Savings Deposit Insurance Fund (TMSF) in 2002 as a Group (B) Professional Staff Member and was appointed as a Fund Specialist in 2006.

He continued in this position until 2014, being responsible for the collection and liquidation processes of dominant shareholders' receivables.

In 2014, ŞANLI was assigned as Head of the Training Group within the Department of Support Services at TMSF, and in 2019, he was appointed as Head of the Support Services Department, a position he still holds.

In addition to this role, he also serves as Chairman and Member of the Board of Directors in companies under the management and supervision of TMSF.

He has not served as member of the BOD of Tekfen Holding AŞ previously.

Mr. Şanlı will be proposed the Board of Directors to be appointed as a member of the Corporate Governance and Remuneration Committee.

7) Bircan Ünlü (Independent Board Member Candidate)

Born in 1975, Bircan Ünlü graduated from Ankara University, Faculty of Political Sciences, Department of International Relations.

She began her professional career at Şekerbank in 1999, working in the Credit Monitoring Department as Specialist, Assistant Director, and Director until 2008. During this period, she was responsible for auditing the compliance of commercial and retail loans, accelerating the collection of overdue receivables, and conducting restructuring and protocol negotiations with debtors.

From 2008 to 2011, she served as Credit Allocation Manager at Şekerbank's Istanbul Anatolian Region, preparing financial statements for loan requests, approving disbursements, and managing restructuring processes for non-performing loans. Between 2011 and 2014, she worked as Regional Sales Coach for Commercial and Corporate Banking, directing affiliated branches, coordinating with the General Directorate, and overseeing performance evaluations.

In 2014, she was appointed Branch Manager at Üsküdar Branch, managing a portfolio of commercial and corporate loans. From 2015 to 2019, she returned to the role of Credit Allocation Manager at Şekerbank's Istanbul Anatolian Regional Directorate and from 2019 to 2021, she worked as Regional Loans Manager at Thrace Regional Directorate. Since November 2021, she has been serving as General Manager and Board Member at Birleşim Asset Management Inc.

She speaks English fluently and has attended numerous professional seminars, including Advanced Financial Analysis and Non-Performing Loans Management.

She has not served as member of the BOD of Tekfen Holding AŞ previously.

Ms. Ünlü will be proposed the Board of Directors to be appointed as a member of the Audit and Remuneration Committee will be proposed to the Board of Directors.

8) Sibel Koç (Independent Board Member Candidate)

Born in 1982 in Ankara, Turkey, Sibel Koç graduated from Ankara University, Faculty of Political Sciences, Department of Economics, and later earned a master's degree in financial engineering from Kadir Has University. She also completed a bachelor's degree in law at Marmara University and is currently pursuing a Ph.D. in Private Law at Marmara University.

She began her professional career in 2005 as an Inspector at Şekerbank T.A.Ş. and continued as Risk Management Unit Manager between 2014 and 2018. From 2018 to 2019, she served as Central Operations Unit Manager at

Şekerbank and then worked as Risk Management Department Manager at Türk Ticaret Bankası from 2019 to 2021.

In 2021, she joined Hobim Archiving and Printing Services Inc. as Deputy General Manager and has been serving as General Manager since 2022.

She holds several professional licenses, including Certified Public Accountant (SMMM), Capital Market Activities License – Level 3, Derivatives License, Credit Rating License, and Corporate Governance Rating License. She is fluent in English.

She has not served as member of the BOD of Tekfen Holding AŞ previously.

Ms. Koç will be proposed the Board of Directors to be appointed as a appointment as a member of the Audit Committee will be proposed to the Board of Directors.

9) Esra Özkan (Independent Board Member Candidate)

Born in 1975 in Trabzon, Türkiye, Esra Özkan graduated from Istanbul Technical University with a Bachelor's degree in Civil Engineering in 1997 and completed her Master of Business Administration (MBA) at Doğuş University in 2001.

She began her professional career in 1996 as a Project Engineer at STFA Engineering A.Ş. and joined Cengiz Construction Industry and Trade Inc. in 1997, where she worked for 26 years. During her tenure at Cengiz Construction, she held various positions including Progress Payment Engineer (1997–1998), Integrated Systems Specialist (1998–2000), Tendering and Technical Office Manager (2000–2004), Tendering and Business Development Manager (2004–2016), and Business Development Director (2016–2023). She actively participated in all stages of more than 100 projects, from contract negotiations to final acceptance procedures.

Between 2016 and 2024, she also served as a Member of the Executive Board for domestic and international projects and acted as a technical advisor on international arbitration, contracts, strategic partnerships, and compliance processes. She retired in 2024. She is fluent in English.

She has not served as member of the BOD of Tekfen Holding AŞ previously.

Ms. Özkan will be proposed the Board of Directors to be appointed as a a member of the Audit and Corporate Governance Committee will be proposed to the Board of Directors.

Additional Disclosures within the Scope of CMB Regulations

A. Shareholding Structure

As of the date of the announcement of this Information Document, information on the total number of shares and voting rights reflecting the shareholding structure of the company, the number of shares representing each group of privileged shares, if there are privileged shares in the company's capital, and the nature of the voting rights and privileges are presented below:

In the Shareholders' Meeting s, each share with a nominal value of 1 TL has one voting right. There are no privileged shares in the capital of our company.

The voting rights of our shareholders are presented in the table below for your information:

Shareholding	Nominal Share	Ratio
ANG Investment Holding Inc.	32.868.939,45	8,88%
ARY Holding Inc.	86.570.449,90	23,40%
ARY Group Total	119.439.389,35	32,28%
Can Culture and Art Educational Institutions Management Inc.	135.391.938,24	36,59%
KCN Real Estate Investment Inc.	6.370.526,00	1,72%
MCN Real Estate Investment Inc.	16.582.649,00	4,48%
Can Group Total	158.345.113,24	42,80%
Tekfen Holding A.Ş. repurchased shares	13.430.000,00	3,63%
Outstanding shares	78.785.497,41	21,29%
SUM	370.000.000,00	100,00%

B. Information on the Requests of the Shareholders, CMB or Other Public Authorities Regarding the Inclusion of an Item on the Agenda

No such request has been submitted for the Extraordinary Shareholders' Meeting to be held on December 18, 2025.

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

None.

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

1. Can Group Share Purchases

On 04.10.2024, Can Kültür Sanat Eğitim Kurumları A.Ş., together with KCN Gayrimenkul Yatırım A.Ş. and MCN Gayrimenkul Yatırım A.Ş., announced on the Public Disclosure Platform (KAP) that the total share ratio in the Company's capital was 5.33% because of the transactions they made through Borsa İstanbul. (<https://www.kap.org.tr/tr/Bildirim/1342043>)

With the material event disclosure dated 10.03.2025, Can Kültür Sanat Eğitim Kurumları A.Ş. has publicly announced that it has taken over all the shares belonging to the Founding Partner, Ms. Cansevil Akçağlılar and increased its total shareholding to 15.5085%. (<https://www.kap.org.tr/tr/Bildirim/1403303>)

On 10.04.2025, an agreement was signed between Can Kültür Sanat Eğitim Kurumları A.Ş. and Meltem Berker (12.62%) and Nilgün Şebnem Berker for the transfer of 93,367,143 shares (representing 25.23% of the Company's capital), and it was announced that this transfer transaction is subject to the permission of the Competition Authority in accordance with the Law No. 4054 on the Protection of Competition, the necessary application has been made and the transaction will be completed after the approval of the Competition Authority. (<https://www.kap.org.tr/tr/Bildirim/1423272>)

2. Shareholders' Meeting and Board of Directors Elections

At the Ordinary Shareholders' Meeting dated 07.05.2025, Can Group companies were represented with a total of 17.46% shares. At the same meeting, new members were elected to replace the expired board of directors; Kemal Can, Mehmet Şakir Can, Özgün Öztunç, Mehmet Nazmi Erten, Bayram Saral and Uğur Bayar for one year; Ayşe Selen Kocabaş, Hamit Sedat Eratalar and Çağrı Bağcıoğlu were elected as independent members for one year with the approval of the Capital Markets Board. (<https://www.kap.org.tr/tr/Bildirim/1435143>)

3. Prosecutor's Investigation and Injunctions

It is learned from the news coverage of 11.09.2025 that, Küçükçekmece Chief Public Prosecutor's Office launched an investigation against the members of the Can Family, including the members of the Board of Directors of the Company, Kemal Can and Mehmet Şakir Can, on the allegation of "laundering proceeds of crime within the scope of criminal organization activities", a detention order was issued and their assets were confiscated.

With the decision the Küçükçekmece 4. Criminal Judgeship of Peace dated 10.09.2025 and numbered 2025/7178 D. Savings Deposit Insurance Fund (TMSF_SDIF) was appointed as a trustee related to Can Group companies. With the decisions of the Fund Board, the Boards of Directors of the companies were formed and the chairmen and members were appointed.

As of 11.09.2025, no news has been received from the aforementioned members of the board of directors, and Atty. Özgün Öztunç, the attorney of Can Group companies and a member of the Board of Directors of the Company, has resigned. (<https://www.kap.org.tr/tr/Bildirim/1489155>)

Within the scope of the investigation file numbered 2022/77716 of the Küçükçekmece Chief Public Prosecutor's Office, which was notified to our Company on 12.09.2025, Küçükçekmece 4. With the decision of the Criminal Court of Peace dated 11.09.2025 and numbered 2025/7284 Amended Work; Can Kültür Sanat ve Eğitim Kurumları A.Ş., KCN Gayrimenkul Yatırım A.Ş. and MCN Gayrimenkul Yatırım A.Ş. have a total of 17.56% shares in the Company's capital.

The decision was made in accordance with Article 17 of the Law No. 5549 on the Prevention of Laundering Proceeds of Crime and Article 128 of the Code of Criminal Procedure.

On the same day, the issue was announced to the public, and the issue of fulfilling the aforementioned court decision was notified to the Central Registry Agency AŞ in order to prevent the transfer of the shares decided to be confiscated in accordance with Article 128 of the CMK to third parties. (<https://www.kap.org.tr/tr/Bildirim/1489310>)

Kemal Can, shareholders of Can Group Companies and a member of Tekfen Holding AŞ Board, has been detained as of 28.09.2025 as part of an investigation carried out by the Istanbul Chief Public Prosecutor's Office on above mentioned charges. Mr. Mehmet Şakir Can has been declared a fugitive by the court.

On April 15, 2025, Can Kültür applied to the Competition Authority and requested approval for the transfer of 25.2% of the shares of the Berker Family, one of the founding partners of Tekfen Holding AŞ. Following the Competition Authority's approval of the application on October 3, 2025, the share transfer took place between the parties. Thus, the shareholding of Can Group companies increased to 42.80%.

4. Appointments to the Resigned Board Members

- a) Instead of Özgün Öztunç, who resigned from the board of directors on 11.09.2025; Nevzat AVUNÇ, who was appointed as a trustee to the management of Can Group companies and was nominated as a candidate by the decisions of the Savings Deposit Insurance Fund Board, as of 22.09.2025

- b) As of 09.10.2025, Taner Yalçın, who was appointed as a trustee to the management of Can Group companies, was nominated as a candidate by the decisions of the Savings Deposit Insurance Fund Board, replacing Uğur Bayar, who resigned from the board of directors on 09.10.2025
- c) Instead of Bayram Saral, who resigned from the board of directors on 09.10.2025; Erdem Şair, who was appointed as a trustee to the management of Can Group companies and was nominated as a candidate by the decisions of the Savings Deposit Insurance Fund Board, as of 09.10.2025

He has been appointed as a member of the Board of Directors to be subject to the approval of the first Shareholders' Meeting to be convened and, if approved by the Shareholders' Meeting, to complete the remaining term of office of his predecessor, effective from the date of the Board of Directors' decision.

5. Management Change

In the meantime, Mr. Hakan Göral, CEO of Tekfen Group, has resigned from his position and terminated his contract for various reasons not directly related to the aforementioned developments.

Mr. Namik Ülke appointed as the new CEO and Mr. Kenan Alpdündar as the new CFO. Both have been nominated by (TMSF_SDIF) for the mentioned posts.

Due to the ongoing judicial proceedings concerning the individuals Mehmet Şakir Can and Kemal Can — and considering that Mr. Kemal Can has been detained while Mr. Mehmet Şakir Can remains a fugitive — Can Kültür A.Ş., the Can Group companies which are still being under trusteeship of TMSF, it has become compulsory to convene a shareholders 'meeting in order to fill the de facto vacancies on the board of directors.

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