

Istanbul Trade Registry Office - 854424-0

**ANNOUNCEMENT OF INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING FROM THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS OF**

MERSIS Number: 0180044811717552

Company Address: Saray Mah. Dr. Adnan Büyükdeniz Cad. 2 Blok No: 4 İç Kapı No: 28 Ümraniye / İstanbul

**BORLEASE OTOMOTİV ANONİM ŞİRKETİ**

The Ordinary General Assembly Meeting of our Company will be held on Monday, June 16, 2025, at 14:00, at Crowne Plaza Oryapark Hotel, Beylerbeyi Salonu No:58 Küçüksu Caddesi, İnkılap Mah., 34768 Ümraniye / İstanbul, in order to review the activities of the year 2024 and to discuss and resolve the agenda items specified below.

The Board of Directors Activity Report for the financial year 2024, the Corporate Governance Principles Compliance Report, the Corporate Governance Information Form, the Sustainability Compliance Report, the Financial Statements, the Independent Auditor's Report, the Profit Distribution Proposal of the Board of Directors, the General Assembly Information Document, the Proxy Form, and all other documents required to be presented to the shareholders prior to the General Assembly in accordance with the relevant legislation shall be made available for the review of our esteemed shareholders at the Company headquarters located at Saray Mah. Dr. Adnan Büyükdeniz Cad. 2 Blok No: 4, iç kapı No: 28, Ümraniye / İstanbul, on the Company's website [www.borlease.com.tr](http://www.borlease.com.tr), on the Public Disclosure Platform (KAP), and on the Electronic General Assembly System ("e-GKS"), at least three weeks prior to the meeting date, excluding the date of announcement and the meeting day, and within the legal period.

Shareholders who will not be able to attend the meeting in person may exercise their voting rights through a proxy. In such case, proxy forms must be arranged in accordance with the attached sample, notarized, and submitted to our Company by fulfilling the other requirements stipulated by the Capital Markets Board's Communiqué on Voting by Proxy and Proxy Solicitation" (II-30.1). The sample proxy form can also be obtained from our Company's headquarters or downloaded from [www.borlease.com.tr](http://www.borlease.com.tr). A proxy appointed via the e-GKS may attend the General Assembly both physically and through the e-GKS platform without the need to submit a separate proxy document. Proxies attending the meeting physically, whether appointed via notary-certified proxy or via e-GKS, are required to present identification at the meeting.

Shareholders or their representatives who wish to participate in the Ordinary General Assembly Meeting electronically must fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies to be Held Electronically" published in the Official Gazette dated August 28, 2012, numbered 28395, and the "Communiqué on the Electronic General Assembly System to be Applied at the General Assemblies of Joint Stock Companies" published in the Official Gazette dated August 29, 2012, numbered 28396. For further information, it is kindly requested that shareholders contact the Central Securities Depository (CSD) or visit the CSD website at [www.mkk.com.tr](http://www.mkk.com.tr).

Without prejudice to the provisions regarding electronic voting, voting on the agenda items during the Ordinary General Assembly Meeting shall be conducted via open ballot by raising hands.

In accordance with the provisions of the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, shareholders are not required to deposit their shares with any institution

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in order to attend the General Assembly. Shareholders who wish to attend the General Assembly must comply with the procedures announced to the public by the CSD. Only those shareholders listed in the "Shareholders List" provided by the CSD shall be entitled to attend the General Assembly. The identities of individuals physically attending the General Assembly shall be verified against this list to confirm whether they are shareholders or their representatives.

We submit this notice for the information of our esteemed shareholders.

**BORLEASE OTOMOTİV ANONİM ŞİRKETİ BOARD OF DIRECTORS**

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**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 16.06.2025**

1. Opening and election of the Chairmanship of the Meeting,
2. Presentation and discussion of the Board of Directors' Annual Report for the 2024 activity period,
3. Presentation and discussion of the summary of the Independent Audit Report prepared by the Independent Audit Company for the activity period of 2024,
4. Presentation, discussion and approval of the Financial Statements for the activity period of 2024,
5. Release of the members of the Board of Directors separately for their activities and transactions for the 2024 financial year,
6. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the year 2024 within the framework of the Company's Profit Distribution Policy,
7. Informing the shareholders about the payments made to the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,
8. Determination of the number of members of the Board of Directors, election of the members and determination of their terms of office,
9. Discussion and approval of the remuneration to be paid to the members of the Board of Directors for the year 2025,
10. Submission of the independent audit institution determined by the Board of Directors for the year 2025 for the approval of the General Assembly,
11. Submission of the audit institution for sustainability determined by the Board of Directors for the year 2025 for the approval of the General Assembly,
12. Informing the General Assembly within the scope of Principle 1.3.6 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1,
13. Informing the General Assembly, within the scope of Capital Markets Board regulations, about the guarantees, pledges, mortgages and sureties given in favor of third parties by the Company in 2024 and the income or benefits obtained from such transactions,
14. Informing the shareholders about the donations and aids made by the Company in 2024 within the scope of the Company's Donations and Aid Policy in accordance with the regulations of the Capital Markets Board and determining the upper limit for donations to be made in 2025,
15. Authorization of the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,
16. Wishes and closure.

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**POWER OF ATTORNEY/PROXY**

**TO THE BOARD OF DIRECTORS OF BORLEASE OTOMOTİV ANONİM ŞİRKETİ**

I hereby appoint \_\_\_\_\_ as my proxy authorized to represent me, to vote, to make proposals in line with the views I Express herein below and sign the required papers at the Ordinary General Assembly Meeting of Borlease Otomotiv Anonim Şirketi that will convene on Monday, 16.06.2025, at 14:00 at Crowne Plaza Oryapark Hotel Beylerbeyi Salonu, İnkılap Mahallesi, Küçüksu Caddesi No:58 Oryapark 34768 Ümraniye / İstanbul.

The Attornet's(\*):

Name-Surname/Trade Name:

TR ID Number/Tax ID Number, Trade Registry and Number, and MERSIS(Central Registration System):

(\* ) Foreign attorneys should submitthe equivalents of the aforementioned information, if available, must be submitted.

**A) Scope of Representation Authority**

**The scope of representative power must be after selecting one of the options (a), (b), or (c) in the following sections 1 and 2.**

1. About the items of the General Assembly:

- The attorney is authorized to vote in accordance with his/her own opinion.
- The attorney is authorized to vote in accordance with the company management.
- The attorney is authorized to vote in accordance with the instructions specified in the

table below

Instructions:

In the event that option (c) is selected by the shareholder, instructions on the agenda item shall be given by marking one of the options (Accept or Reject) in the corresponding agenda item, and if the "Reject" option is selected, by indicating the dissenting opinion to be included in the minutes of the general assembly, if any.,

<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
1. Opening and election of the Meeting Chairperson			
2. Presentation and discussion of the Board of Directors' Annual Report for the 2024 activity period			
3. Presentation and discussion of the summary of the Independent Audit Report prepared by the Independent Audit Company for the activity period of 2024			
4. Presentation, discussion and approval of the Financial Statements for the activity period of 2024			
5. Release of the members of the Board of Directors separately for their activities and transactions for the 2024 financial year,			
6. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the year 2024 profit within the framework of the Company's Profit Distribution Policy			
7. Informing the shareholders about the payments made to the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,			

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8. Determination of the number of members of the Board of Directors, election of the members and determination of their terms of office,			
9. Discussion and approval of the remuneration to be paid to the members of the Board of Directors in for the year 2025,			
10. Submission of the independent audit institution determined by the Board of Directors for the year 2025 to the General Assembly for approval			
11. Submission of the audit institution for sustainability determined by the Board of Directors for the year 2025 for the approval of the General Assembly,			
12. Informing the General Assembly within the scope of the Principle 1.3.6 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1,			
13. Informing the General Assembly within the scope of Capital Markets Board regulations, about the guarantees, pledges, mortgages and sureties given in favor of third parties by the Company in 2024 and the income or benefits obtained from such transactions,			
14. Informing the shareholders about the donations and aids made by the Company in 2024 within the scope of the Company's Donations and Aid Policy in accordance with the regulations of the Capital Markets Board and determining the upper limit for donations to be made in 2025,			
15. Authorization of the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,			
16. Wishes and closure			

**(\* No voting shall be conducted on the information items**

**2. Special instruction on other matters that may arise during the General Assembly meeting and especially on the exercise of minority rights:**

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

SPECIAL INSTRUCTIONS: Any special instructions to be given by the shareholder to the proxy shall be specified here.

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

**1. I hereby approve the representation by the proxy of my shares as detailed below.**

- a) Order and Serial:\*
- b) Number/Group:\*\*
- c) Amount-Nominal value:
- d) Share with privileged voting right or not:
- e) Bearer or registered:\*
- f) Ratio of the total shares/voting rights of the shareholder':

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\*Such information is not required for shares which are dematerialized.

\*\*For the dematerialized shares, information related to the group will be given instead of the number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting concerning the shareholders who could attend the General Assembly Meeting.**

**NAME SURNAME OR TITLE OF THE SHAREHOLDER(\*)**

TR ID Number/Tax ID Number, Trade Register and Number, and MERSIS

(Central Registration System):

Address:

(\*) Foreign shall submit the equivalent information mentioned above.

SIGNATURE

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