

BORLEASE OTOMOTİV ANONİM ŞİRKETİ

**INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING
DATED 16.06.2025 FOR THE YEAR 2024**

Our Company's Ordinary General Assembly Meeting will be held on Monday, June 16, 2025, at 14:00 hours at the Crowne Plaza Oryapark Hotel Beylerbeyi Salonu, İnkılap Mahallesi, Küçüksu Caddesi No:58 Oryapark 34768 Ümraniye / İstanbul, to review the operations of the year 2024 and to discuss and resolve on the following agenda items.

Our Company's Annual Report of the Board of Directors for the fiscal year 2024, Corporate Governance Compliance Report, Corporate Governance Information Form, Sustainability Compliance Report, Financial Statements, Independent Audit Report, Dividend Distribution Proposal of the Board of Directors, General Assembly Information Document, Power of Attorney Form and other relevant documents that must be presented to the shareholders for examination prior to the General Assembly meeting will be made available for the review of our shareholders at least three weeks before the meeting date within the statutory period at our Company headquarters located at Saray Mah. Dr. Adnan Büyükdeniz Cad. 2 Block No: 4 İç Kapı No: 28 Ümraniye / İstanbul, on our Company's website at www.borlease.com.tr, and on the Public Disclosure Platform and ("e-GKS") system

For our Shareholders who cannot personally attend the meeting, proxy forms that have been approved as per the relevant regulations must be notarized, and the proxies must submit these to our company, in accordance with the Capital Markets Board's "Communiqué on Voting By Proxy and Proxy Solicitation " (II-30.1) and other applicable provisions. A sample of the proxy form can be obtained from our Company headquarters and from our Company's website at www.borlease.com.tr. The proxy appointed through the e-GKS need not submit any other power of attorney document. However, proxies who will attend the meeting physically or through e-GKS must present their identity documents at the meeting, whether they are appointed by a notarized power of attorney or through e-GKS.

Our Shareholders or their proxies who would like to participate in the General Assembly meeting electronically must fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of the Joint Stock Companies to be Held Electronically" published in the Official Gazette dated August 28, 2012 and numbered 28395, and the "Communiqué on the Electronic General Assembly System to be Applied in General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 and numbered 28396. Information about these provisions can be obtained from the Central Securities Depository ("CSD") or from the CSD website at www.mkk.com.tr.

During the Ordinary General Assembly Meeting, without prejudice to the provisions regarding voting by electronic vote method, open voting method by raising hands shall be used for voting on the agenda items.

In accordance with Turkish Commercial Code numbered 6102 and the Capital Markets Law numbered 6362, our shareholders are not obliged to deposit their shares at any institution in order to attend the General Assembly Meeting. Our shareholders who would like to attend the General Assembly Meeting must follow the procedures established by the CSD. Only those shareholders who are on the "list of shareholders" provided by CSD can attend the General Assembly Meeting. The verification of whether persons entering the meeting hall are shareholders or representatives will be conducted based on this list.

We hereby present this information to our esteemed shareholders.

IMPORTANT NOTE

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ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH THE CMB REGULATIONS

The additional explanations required pursuant to the Capital Markets Board's ("CMB") Corporate Governance Communiqué No. II-17.1 are made in related articles of agenda below. Other mandatory general explanations are provided in this section:

1. Shareholding Structure and Voting Rights:

According to Article 6 titled "Capital" of our Company's Articles of Association, Group A shareholders have no privileges, while each Group A share grants its holder 5 (five) voting rights, and each Group B share grants its holder 1 (one) voting right. In this regard, the shareholding structure of our Company and the total number of shares and voting rights as of the announcement date of this Information Document are presented below:

Borlease Otomotiv Anonim Şirketi - Capital Structure

Shareholder	Group	Share Value(TRY)	Share Ratio (%)	Voting Right (TRY)	Share Ratio (%)
Bor Holding A.Ş.	A	35.125.000	20,82	175.625.000	56.80
	B	80.225.000	47,56	80.225.000	25,95
Other Shareholders	B	53.350.000	31,62	53.350.000	17,25
Total Issued Share Capital	-	168.700.000,00	100,00	309.200.000,00	100,00

2. Managerial and Operational Changes of the Company And its Subsidiaries That Took Place in the Previous Fiscal Period or Planned in The Next Fiscal Period That May Significantly Affect the Company's Activities: There are no managerial or operational changes that would substantially affect the activities of the Company and its subsidiaries that have occurred in the past accounting period or are planned for future accounting periods. Such special situations are announced to the public through material event disclosures and can be accessed from the Public Disclosure Platform at www.kap.org.tr or from the Investor Relations section of our website at www.borlease.com.tr.

3. Information on the Requests of the Shareholders', Capital Markets Board or Other Public Institutions and Organizations Regarding the Addition of Items to the Agenda:

There have been no requests from shareholders, the Capital Markets Board, or other public institutions and organizations to add items to the agenda.

4. Information on Dismissal, Replacement, or Election of Board Members:

Due to the expiration of the terms of office of the Board Members on 10.01.2026, new Board Members will be elected in accordance with the provisions of the Turkish Commercial Code No. 6102, relevant legislation, and the Articles of Association of our Company. Additionally, independent Board Members will be elected in accordance with the Corporate Governance Communiqué No. II-17.1 of the CMB. Information regarding the election of Board Members is provided in the "General Assembly Agenda and Explanations Regarding the Agenda" section.

5. Board of Directors Resolution on the Amendment of the Articles of Association, Old and New Versions:

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There are no amendments to the Articles of Association on the agenda of the General Assembly.

GENERAL ASSEMBLY AGENDA AND EXPLANATIONS REGARDING THE AGENDA

1. Opening and election of the Meeting Chairperson,

In accordance with the provisions of the Turkish Commercial Code ("TCC") and the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Trade to Attend These Meetings ("Regulation"), a Meeting Chair will be formed to preside over the General Assembly meeting.

2. Presentation and discussion of the Board of Directors' Annual Report for the 2024 activity period In accordance with the provisions of the TCC, the Regulation, and the Capital Markets Law, the Board of Directors' Annual Activity Report for the 2024 fiscal year, which has been made available for the review of our shareholders at our Company headquarters, on the Public Disclosure Platform, on the e-GKS system of MKK, and on our Company's website at www.borlease.com.tr for three weeks prior to the General Assembly meeting, will be submitted to the consideration of the General Assembly.

3. Presentation and discussion of the summary of the Independent Audit Report prepared by the Independent Audit Company for the activity period of 2024

In accordance with the provisions of the TCC, the Regulation, and the Capital Markets Law, the Independent Audit Report for the 2024 fiscal year, which has been made available for the review of our shareholders at our Company headquarters, on the Public Disclosure Platform, on the e-GKS system of MKK, and on our Company's website at www.borlease.com.tr for three weeks prior to the General Assembly meeting, will be submitted to the consideration of the General Assembly.

4. Presentation, discussion and approval of the Financial Statements for the activity period of 2024

In accordance with the provisions of the TCC, the Regulation, and the Capital Markets Law, the Financial Statements for the 2024 fiscal year, which have been made available for the review of our shareholders at our Company headquarters, on the Public Disclosure Platform, on the e-GKS system of the CSD, and on our Company's website at www.borlease.com.tr for three weeks prior to the General Assembly meeting, will be read, discussed, and submitted for the approval of the General Assembly.

5. Release of the members of the Board of Directors separately for their activities and transactions for the 2024 financial year,

Within the framework of the provisions of the TCC and the Regulation, the discharge of the Board of Directors members for their activities, transactions, and accounts for the year 2024 will be submitted for the approval of the General Assembly.

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 According to our financial statements for the accounting period from 01.01.2024 to 31.12.2024, prepared by our Company in accordance with the Turkish Financial Reporting Standards and audited by RSM Turkey Uluslararası Bağımsız Denetim A.Ş., we have recorded a net loss of 1,573,940,014 TL, and a net profit of 89,867,156.44 TL according to our financial statements prepared in accordance with the Tax Procedural Law.

Since there is no distributable profit according to the Turkish Financial Reporting Standards for the 2024 fiscal year, the Board of Directors' proposal that no profit distribution be made will be submitted for the approval of the General Assembly.

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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Information will be provided to the General Assembly regarding the payments made to the Board of Directors members and senior executives during the 2024 fiscal year.

8. Determination of the number of members of the Board of Directors, election of the members and determination of their terms of office,

Due to the expiration of the terms of office of the Board Members on 10.01.2026, the number of Board members will be determined, and the Board members will be elected in accordance with the provisions of our Company's Articles of Association and the Corporate Governance Principles.

Mr. Sarper Volkan Özten and Prof. Dr. Azmi Yalçın have been nominated as independent board member candidates. The Nomination Committee of our Company has prepared a report on the duties performed by the Nomination Committee, evaluating whether Mr. Sarper Volkan Özten and Prof. Dr. Azmi Yalçın meet the independence criteria for board membership, and this report has been submitted to our Board of Directors. Subsequently, our Board of Directors, with its decision dated 08.04.2025 and numbered 2025/007, resolved to apply to the Capital Markets Board for the nomination of Mr. Sarper Volkan Özten and Prof. Dr. Azmi Yalçın as independent board members. As a result, an application was made to the Capital Markets Board for the nomination of independent board member candidates. In a letter dated 21.04.2025, the Capital Markets Board notified our Company that it has not expressed any negative opinion regarding the independent board member candidates.

In addition to the independent board members, the election of (i) Mr. Özgür Cem Hancan, (ii) Ms. Müge Çetin, and (iii) Mr. Fehmi Sertdemir as board members will be submitted to the vote of the shareholders at the General Assembly.

The résumés of the Board of Directors' member candidates and the independence declarations of the independent member candidates are provided in ANNEX-1.

9. Discussion and approval of the remuneration to be paid to the members of the Board of Directors in for the year 2025,

The remuneration to be paid to the Board members and Independent Board members during the 2025 fiscal year will be determined in accordance with the provisions of the TCC, relevant legislation, our Company's Articles of Association, and our Remuneration Policy.

10. Submission of the independent audit institution determined by the Board of Directors for the year 2025 to the General Assembly for approval,

In accordance with the provisions of the TCC, the Capital Markets Law, and the Public Oversight, Accounting and Auditing Standards Authority ("KGK") regulations, at its meeting held on 21.05.2025, our Board of Directors, based on the recommendation of the Audit Committee, has resolved to appoint RSM Turkey Uluslararası Bağımsız Denetim Anonim Şirketi as the independent audit firm for the independent audit of our Company's financial statements for the 2025 fiscal year and for other activities within the scope of relevant regulations, and this appointment will be submitted 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,In accordance with the Sustainability Reporting Communiqué published in the Official Gazette dated 05.09.2024 and numbered 32653, at its meeting held on 21.05.2025, our Board of Directors, based on the recommendation of the Audit Committee, has resolved that RSM Turkey Uluslararası Bağımsız Denetim Anonim Şirketi is authorized to carry out other activities within the scope of the relevant regulations, including but not limited to the mandatory sustainability assurance audit of the statements to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the KGK, provided that it is authorized by the KGK to perform independent audit activities in the field of sustainability, and the appointment will be submitted to the approval of the General Assembly.

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RSM Turkey Uluslararası Bağımsız Denetim A.Ş. has been authorized by KGK to perform independent assurance activities in the field of sustainability with its decision dated 18.02.2025.

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,

Pursuant to the Principle 1.3.6 of the Corporate Governance Communiqué No. II-17.1, the General Assembly will be informed about whether the shareholders that have the management control, members of the Board of Directors, executives with administrative responsibilities, and their spouses and relatives related by blood or affinity up to second degree have carried out any significant transaction that may cause a conflict of interest with the partnership or its subsidiaries within the year 2024, and/or whether they have carried out any commercial transaction on their own account or on behalf of others, or whether they have participated in another partnership engaged in the same type of commercial business as a partner with unlimited liability.

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,Pursuant to the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, the General Assembly will be informed about guarantees, pledges, mortgages, and sureties granted in favor of third parties by the Company in 2024, and the income or benefits derived therefrom. This information is provided in Note 16 of our financial statements dated 31.12.2024.

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,

In accordance with Article II-17.1.1 of the Corporate Governance Communiqué of the Capital Markets Board, the General Assembly will be informed about the donations and aids made by the Company for social assistance purposes in 2024. Our Company has made donations totaling 1,064,118.07 TL to various institutions and organizations in 2024.

Pursuant to Article 19(5) of the Capital Markets Law, the upper limit for donations must be determined by the General Assembly. Within this framework, the upper limit for donations and aids to be made in 2025 will be determined by the General Assembly.

15. Authorization of the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,

Board of Directors' members can only conduct transactions within the scope of Article 395 of the Turkish Commercial Code titled "Prohibition of Transactions with the Company and Borrowing from the Company" and Article 396 titled "Non-Competition" with the approval of the General Assembly. In this regard, the authorization of the Board members will be submitted for the approval of the General Assembly.

16. Wishes and closing.

ANNEXES:

ANNEX/1 Résumés of the Board of Directors' Member Candidates and Independence Declarations of the Independent Board Member Candidates

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ANNEX-1 RÉSUMÉS OF THE BOARD MEMBER CANDIDATES AND INDEPENDENCE DECLARATIONS OF THE INDEPENDENT BOARD MEMBER CANDIDATES

RÉSUMÉS OF THE BOARD MEMBER CANDIDATES

ÖZGÜR CEM HANCAN

He graduated from Marmara University's Faculty of Economics and Administrative Sciences, Department of Econometrics and Quantitative Economics in 2002. He completed his master's degree in Mathematical Statistics and Probability in the same faculty in 2004. He completed the Sabancı University Management and Development Academy program between 2011-2013.

Between 2003-2005, after working as a research assistant at Marmara University, he worked at Vdf Filo Kiralama Anonim Şirketi (Vdf Fleet Leasing Joint Stock Company) in the Doğuş Group between 2005-2013. After starting his career and taking on responsibilities at Vdf Filo Kiralama Anonim Şirketi, he worked as an active member during the sale of Leaseplan Corporation N.V. After the sale, he took on roles in pricing, logistics, sales, and marketing departments at Vdf Filo Kiralama Anonim Şirketi, both domestically and internationally.

Since 2013, he has been serving as the Chairman of the Board and founding partner of Borlease.

He also continues to serve as the Chairman of the Board at Bor Holding and its affiliated companies Magdeburger Sigorta A.Ş., Artı Seyahat, Otosfer Otomotiv Pazarlama ve Ticaret A.Ş., Alesta Sigorta Acenteciliği ve Aracılık Hizmetleri Ltd. Şti., and İstasyon Şarj Hizmetleri A.Ş.

MÜGE ÇETİN

She graduated from Istanbul Technical University's Department of Environmental Engineering in 2014 and completed her master's program in Accounting at LSE (The London School of Economics and Political Science) in 2015. She later completed her master's degree in Business Administration at Istanbul Technical University between 2019-2020.

She worked as the Corporate Relations Assistant at İTÜ Arı Teknokent between 2009-2012.

Since 2013, she has been serving as a Board Member and founding partner of Borlease.

She also continues to serve as a Board Member at Bor Holding and its affiliated companies Magdeburger Sigorta A.Ş., Artı Seyahat, Otosfer Otomotiv Pazarlama ve Ticaret A.Ş., Leo Araç Emlak Alım Satım ve Ticaret A.Ş., and İstasyon Şarj Hizmetleri A.Ş.

FEHMİ SERTDEMİR

He completed his undergraduate education in English at Dokuz Eylül University's Faculty of Electrical-Electronic Engineering in 1989.

He began his career as a Sales Representative at Asya Nakliyat ve Dış Ticaret A.Ş.-Hertz Rent a Car İzmir Airport, and in 1991, he left his position as Office Manager and became one of the founders of Artı Seyahat, which was established in early 1992 as the representative of "Sixt Rent a Car" in Turkey.

Currently, he continues his career as a Board Member at Borlease.

Fehmi Sertdemir has a good command of English and intermediate level German.

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SARPER VOLKAN ÖZTEN (INDEPENDENT BOARD MEMBER CANDIDATE)

Sarper Volkan Özten graduated from Istanbul University's Faculty of Economics and began his career in 1983 as a Real Estate Appraiser at Emlak Bankası. After holding various positions at institutions such as İktisat Bankası and Ege Bank, he assumed the roles of Deputy General Manager in 1991 and later General Manager at Önce Menkul Değerler A.Ş. Starting in 1997, Sarper Özten, who took on the role of General Manager at QNB Finans Yatırım Menkul Değerler A.Ş., served as a Board Member and Chairman of the Board until 2007, successfully managing many significant privatization and public offering processes. During the 2006-2007 period, he served on the Settlement and Custody Bank Board of Directors and on the Board of Directors of the Association of Capital Market Intermediary Institutions of Turkey for the 2006-2008 period. Since 2008, he has served as a member of the Audit Board at ING Bank A.Ş., as an Independent Board Member at Alarko Gayrimenkul Yatırım Ortaklığı and as a Board of Directors Consultant at Fiba Banka.

Since 2021, he has been serving as an Independent Board Member at Info Yatırım Menkul Değerler A.Ş.

PROF. DR. AZMİ YALÇIN (INDEPENDENT BOARD MEMBER CANDIDATE)

Prof. Dr. Azmi Yalçın graduated from Çukurova University, Faculty of Economics and Administrative Sciences, Department of Business Administration in 1991. Yalçın completed his master's degree at Çukurova University, Institute of Social Sciences, Department of Business Administration in 1993, and his doctorate in 1996. Prof. Dr. Azmi Yalçın's master's thesis focused on "Management and Organization Problems Faced by Businesses" and his doctoral dissertation was on "Joint Ventures and an Investigation on Solutions to the Management Problems Faced by Joint Ventures in Turkey."

Prof. Dr. Azmi Yalçın served as a faculty member at Çukurova University, Faculty of Economics and Administrative Sciences, Department of Business Administration from 2000-2003, as an Assistant Professor at Çukurova University, Institute of Social Sciences from 2006-2009, as an Associate Professor at Çukurova University, Faculty of Economics and Administrative Sciences, Department of Business Administration from 2007-2009, as a Senate Member at Çukurova University from 2009-2015, as Coordinator of the Strategic Planning Coordination Group at Çukurova University, Faculty of Economics and Administrative Sciences from 2013-2015, and as the Chair of the Department, Department Head, and Faculty Board Member from 2015-2023.

Prof. Dr. Azmi Yalçın has been serving as a Board Member at Çukurova University's Career Center since 2018 and at the Application and Research Center since 2022.

INDEPENDENCE DECLARATIONS OF THE INDEPENDENT BOARD MEMBER CANDIDATES

INDEPENDENCE DECLARATION

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I declare that I can fulfill my duties as an "independent member" of the Board of Directors of **Borlease Otomotiv A.Ş.** (the "Company") within the framework of the legislation, Articles of Association, and the criteria specified in Article 4.3.6 of the Corporate Governance Communiqué No. II-17.1 published by the Capital Markets Board, and in this context:

- a) I do not have a relationship in terms of employment at a managerial position that involves taking important duties and responsibilities, capital or important commercial relationship, directly or indirectly, within the last five years, with the Company, or with shareholders who hold, directly or indirectly, 5% or more of the Company's capital or voting rights, or with shareholders that have significant influence over the Company and with legal entities in which these shareholders have management control, and I have not been a board member or held an executive position with significant duties and responsibilities, or been a shareholder (5% and above) within the last five years in companies from or to which the Company purchases or sells significant quantities of goods or services during the periods when such goods or services were purchased or sold;
- b) I have not been a partner, employee, or board member with significant duties and responsibilities in companies that provide auditing (including tax auditing, legal auditing, and internal auditing), rating, and consultancy services to the Company, or in companies from which the Company purchases significant services or goods, during the periods when such services or goods were purchased or sold;
- c) I have the professional education, knowledge, and experience necessary to duly fulfill the duties I will assume as an independent board member;
- d) I am not a full-time employee at public institutions and organizations, except for faculty positions at universities, provided that it is in compliance with the relevant legislation;
- e) I am considered a resident in Turkey according to the Income Tax Law (G.V.K.) No. 193 dated 31/12/1960;
- f) I possess strong ethical standards, professional reputation, and experience that can contribute positively to the Company's activities, maintain my impartiality in conflicts of interest between the Company and its shareholders, and make decisions freely considering the rights of stakeholders;
- g) I am able to devote sufficient time to the Company's affairs to follow the operations of the Company and fully perform the duties I undertake;
- g) I have not served as a board member at the Company's Board of Directors for more than six years within the last ten years;
- ğ) I am not serving as an independent board member in more than three companies controlled by the Company or its shareholders who have management control over the Company, or in more than five companies in total that are traded on the stock exchange;
- h) I have not been registered and announced on behalf of a legal entity that has been elected as a board member;

I hereby declare.

SARPER VOLKAN ÖZTEN

INDEPENDENCE DECLARATION

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- a) I do not have a relationship in terms of employment at a managerial position that involves taking important duties and responsibilities, capital or important commercial relationship, directly or indirectly, within the last five years, with the Company, or with shareholders who hold, directly or indirectly, 5% or more of the Company's capital or voting rights, or with shareholders that have significant influence over the Company and with legal entities in which these shareholders have management control, and I have not been a board member or held an executive position with significant duties and responsibilities, or been a shareholder (5% and above) within the last five years in companies from or to which the Company purchases or sells significant quantities of goods or services during the periods when such goods or services were purchased or sold;
- b) I have not been a partner, employee, or board member with significant duties and responsibilities in companies that provide auditing (including tax auditing, legal auditing, and internal auditing), rating, and consultancy services to the Company, or in companies from which the Company purchases significant services or goods, during the periods when such services or goods were purchased or sold;
- c) I have the professional education, knowledge, and experience necessary to duly fulfill the duties I will assume as an independent board member;
- d) I am not a full-time employee at public institutions and organizations, except for faculty positions at universities, provided that it is in compliance with the relevant legislation;
- e) I am considered a resident in Turkey according to the Income Tax Law (G.V.K.) No. 193 dated 31/12/1960;
- f) I possess strong ethical standards, professional reputation, and experience that can contribute positively to the Company's activities, maintain my impartiality in conflicts of interest between the Company and its shareholders, and make decisions freely considering the rights of stakeholders;
- g) I am able to devote sufficient time to the Company's affairs to follow the operations of the Company and fully perform the duties I undertake;
- g) I have not served as a board member at the Company's Board of Directors for more than six years within the last ten years;
- ğ) I am not serving as an independent board member in more than three companies controlled by the Company or its shareholders who have management control over the Company, or in more than five companies in total that are traded on the stock exchange;
- h) I have not been registered and announced on behalf of a legal entity that has been elected as a board member;

I hereby declare.

PROF. DR. AZMİ YALÇIN

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