

**YÜNSA YÜNLÜ SANAYİ VE TİCARET A.Ş.**  
**ORDINARY GENERAL ASSEMBLY MEETING INFORMATION DOCUMENT**

The 2023 Ordinary General Assembly of our Company will meet on Friday, May 24, 2024, at 15:00, in the Hotel Raffles Istanbul Melissa hall at Levazım, Kuru Sokak Zorlu Center, 34340 Beşiktaş/İstanbul, to discuss the issues written on the agenda below.

Our shareholders, whose shares are monitored by the Central Securities Depository of Türkiye (MKG) in dematerialized form and who are entitled to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature via the Electronics General Assembly System provided by the Central Securities Depository of Türkiye.

Shareholders could authorize their representatives by using Electronics General Assembly System or by way of filling the below proxy form or the proxy form which is available at the Company headquarters and our Company's website ( <http://www.yunsa.com> ) and notarizing their signature in line with the provisions of the Capital Markets Board's Communiqué numbered II-30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Securities Depository of Türkiye's website ( <http://www.mkg.com.tr> ).

Our shareholders and their representatives, who will be attending the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint-Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 as well as "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint-Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

Our Company's 2023 Financial Statements, Board of Directors and Auditor Reports, Board of Directors' Dividend Distribution Proposal and General Assembly Information document are available at least 21 days before the meeting date on the Electronic General Assembly System page of the Central Registry Agency's website, which is our Company's website. <http://www.yunsa.com> It will be accessible from the "Investor Relations" page at the link and will also be kept ready for review in our Company's Investor Relations Department, the address of which is written above. In addition, together with the mentioned documents, information notes containing the necessary explanations within the scope of the Capital Markets Board's "Corporate Governance Communiqué" No. II-17.1 will be available on our Company's website at <http://www.yunsa.com> as of the same date.

Our shareholders are respectfully requested to honor the meeting on mentioned day and time.

**CHAIRMAN OF THE BOARD OF DIRECTORS**  
Mustafa SÜRMEGÖZ

## 2023 ACCOUNTING PERIOD

### ORDINARY GENERAL ASSEMBLY MEETING AGENDA

1. Opening and election of the Meeting Presidency,
2. Reading and discussion of the Board of Directors Annual Report for 2023,
3. Reading the Auditor's Report for the 2023 accounting period,
4. Reading, discussion and approval of the Financial Statements for the 2023 accounting period,
5. Release of the Members of the Board of Directors for their activities in 2023,
6. Discussing and deciding on the election of a new Board Member for the remaining term of the vacant Board Membership,
7. Determining the method of use of the 2023 profit and the rates of profit and profit shares to be distributed,
8. Determination of salaries of Board Members,
9. Informing the General Assembly about the "Staff Compensation Policy" and the "Board Diversity Policy",
10. Election of the Auditor,
11. Discussion and approval of the "Internal Directive on the Working Principles and Procedures of the Company's General Assembly" prepared by the Board of Directors,
12. Informing the General Assembly about the donations made by the Company in 2023,
13. Determining the upper limit of donations to be made by the Company in 2024,
14. Giving permission to the Chairman and Members of the Board of Directors to carry out the transactions written in Articles 395 and 396 of the Turkish Commercial Code,
15. Wishes, kind regards and closing.

### **I- OUR ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CAPITAL MARKET BOARD REGULATIONS**

Among the additional disclosures required to be made in accordance with the "Corporate Governance Communiqué" numbered II-17.1 of the Capital Markets Board, those related to the agenda items are made in the relevant agenda item below, and other mandatory general disclosures are presented for your information in this section:

#### **1. Information about the total number of shares and voting rights reflecting the partnership structure of the partnership as of the date of the disclosure, and if there are privileged shares in the partnership capital, the number of shares representing each privileged share group and the nature of the voting rights and privileges:**

After the company shares were offered to the public on 06/04/1990, Borsa İstanbul A.Ş. While it was traded on the Main Market, it started to be traded on the Star Market as of 01.01.2024.

Our company is a public company subject to the Capital Markets Law No. 6362, and our Company's shares are bearer shares. The company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law and switched to the registered capital system with the permission of the Capital Markets Board dated 3.5.1990 and numbered 289 . The registered capital ceiling of the company is 500,000,000 (Five Hundred Million) TL, divided into 50,000,000,000 (Fifty Billion) shares, each with a nominal value of 1 (one) Kuruş. The issued capital of our company is 60,000,000 (Sixty Million) TL, each worth 1 Kr. It is divided into 6,000,000,000 (Six Billion) bearer shares with a nominal value of (One Kuruş). There are no privileges regarding voting in our Company's Articles of Association.

The total number of shares and voting rights reflecting the partnership structure of our Company as of 22/04/2024, when this Information Document was announced;

<b>Partner's NameSurname / Trade Title</b>	<b>Arrangement / Group</b>	<b>Amount (TL)</b>	<b>Rate (%)</b>
Sürmegöz Textile Investment Joint Stock Company	-	34,729,437	57.88
Other	-	25,270,563	42,12
<b>TOTAL</b>	-	<b>60,000,000</b>	<b>100.00</b>

**2. Information about the Changes in the Company's Management and Activities that Will Significantly Affect the Partnership Activities Realized in the Past Accounting Period or Planned in the Future Accounting Periods and the Reasons for These Changes:**

There are no management or activity changes that will significantly affect the partnership activities of our company in the previous accounting period or planned in the future accounting periods.

On the other hand, special situation disclosures made by our Company within the scope of the relevant legislation can be accessed at <http://www.yunsa.com> and <http://www.kap.org.tr>.

**3. If there is a Dismissal, Replacement or Election of Board Members on the General Assembly Meeting Agenda; Grounds for Dismissal and Replacement, Persons whose Candidacy for Board Membership was Submitted to the Partnership; Information about their Curriculum Vitae, Duties Held in the Last Ten Years and Reasons for Leaving, Nature and Significance Level of Relationship with the Partnership and Related Parties of the Partnership, Whether They Have the Qualification of Independence, and Similar Issues That May Affect the Partnership Activities in Case These Persons Are Elected as Members of the Board of Directors:**

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**4. Information about the Written Requests of the Partnership Shareholders to the Investor Relations Department regarding the inclusion of an item on the Agenda:**

No request was made by the shareholders to add additional items to the agenda for the Ordinary General Assembly meeting where the activities of 2023 will be discussed.

**5. In case there is a change in the Articles of Association on the agenda, together with the relevant Board of Directors Decision, Old and New Forms of Amendments to the Articles of Association:**

There is no.

**III- OUR STATEMENTS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 24.05.2024**

**1. Opening and election of the Meeting Presidency,**

Within the framework of the provisions of the "Turkish Commercial Code No. 6102" (TTK) and the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be Attended at These Meetings" ("Regulation"), within the framework of the provisions of our Company's "Internal Directive on the Working Principles and Procedures of the General Assembly" The election of the Meeting Presidency, consisting of the President, Vote Collectors and Minutes Clerk, who will manage the General Assembly Meeting, will be held.

**2. Reading and discussion of the Board of Directors Annual Report for 2023,**

Within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law, the Management Board is presented to our partners for review at our Company Headquarters, on the Electronic General Assembly portal of MKK and on the Company website <http://www.yunsa.com> for three weeks before the General Assembly meeting. Information about our Board Annual Report will be provided and presented to our partners for opinion and discussion.

**3. Reading the Auditor's Report for the 2023 accounting period,**

At our Company Headquarters, MKK's Electronic General Assembly portal and the Company website <http://www.yunsa.com> , for three weeks before the General Assembly meeting. Accordingly, the General Assembly will be informed about the Independent Audit Report prepared by PwC Independent Audit and Free Accounting Mali Müşavirlik Anonim Şirketi, which has been selected to audit the financial reports of the Company in the 2023 accounting period and carry out other activities within the scope of the relevant regulations in these laws.

**4. Reading, discussion and approval of the Financial Statements for the 2023 accounting period,**

The Financial Statements for the year 2023, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Securities Depository of Türkiye, and the Company website ( <http://www.yunsa.com> ) three weeks before the General Assembly meeting will be presented to the opinions and approvals of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, Internal Directive of the General Assembly, and the Capital Market Law.

**5. Release of the Members of the Board of Directors for their activities in 2023,**

Release of the Members of the Board of Directors with regard to the 2023 activities will be presented to the approvals of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, Internal Directive of the General Assembly, and the Capital Market Law.

**6. Discussing and deciding on the election of a new Board Member for the remaining term of the vacant Board Membership,**

The appointment of a new Board Member for the remaining term in place of Temel Tayyar Yeşil, who resigned from his position as Deputy Chairman and Member of the Board of Directors on May 12, 2023, will be submitted to the approval of the General Assembly.

**7. Determining the way the 2023 profit will be used and the profit and profit share rates to be distributed,**

Our profit distribution proposal prepared according to our financial statements for the accounting period of 01.01.2023-31.12.2023, prepared by our company in accordance with the Turkish Financial Reporting Standards within the framework of the provisions of the Capital Markets Board's Communiqué No. II-14.1 and audited by PwC Independent Audit and Free Accounting Mali Müşavirlik Anonim Şirketi ( It will be submitted to the opinion and approval of the General Assembly as stated in ANNEX-2).

**8. Determination of salaries of Board Members,**

Board membership fees to be paid to Board members for 2024 will be determined.

**9. Informing the General Assembly about the “Staff Compensation Policy” and the “Board Diversity Policy”,**

CMB II-17.1 by the Corporate Governance Committee. In accordance with the Corporate Governance Principles included in the Corporate Governance Communiqué No. 1, the "Staff Compensation Policy" (ANNEX-3) and the "Board Diversity Policy" (ANNEX-4) were accepted by the Board of Directors in 2023 and published on the Company website at the General Assembly. It will be presented to your information.

**10. Election of the Auditor,**

In accordance with the Turkish Commercial Code and the Capital Markets Board regulations, at the meeting of our Board of Directors dated April 19, 2024, by taking the opinion of the Audit Committee, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was appointed to audit the financial reports of our Company for the 2024 accounting period and to carry out other activities within the scope of the relevant regulations in these laws. It has been decided to recommend to the General Assembly, and this selection will be submitted to the approval of the partners at the General Assembly.

**11. Discussion and approval of the "Internal Directive on the Working Principles and Procedures of the Company's General Assembly" prepared by the Board of Directors ,**

Official number 28481 dated 28.11.2012 "Internal Directive on the Working Principles and Procedures of the Company's General Assembly", prepared in accordance with the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be Attended at These Meetings" published in the Gazette and approved by the General Assembly on 26 March 2013 ( ANNEX -5) It has been updated with the decision of the Board of Directors dated April 19, 2024 and will be submitted to the approval of the partners.

**12. Informing the General Assembly about the donations made by the company in 2023 ,**

In accordance with Article 6 of the "Dividend Communiqué" numbered II-19.1 of the Capital Markets Board, donations made during the year must be submitted to the General Assembly for information. A donation of 100,000 TL (Amount Indexed According to Inflation: 164,772.92 TL) was made to the ITU Foundation in 2023.

**13. Determining the upper limit of the donations the company will make in 2024,**

In accordance with the 5th paragraph of Article 19 of the Capital Markets Law No. 6362, the limit of donations to be made in 2024 will be determined by the General Assembly.

**14. Giving permission to the Chairman and Members of the Board of Directors to carry out the transactions written in Articles 395 and 396 of the Turkish Commercial Code,**

Since it is only possible for our Board Members to conduct transactions within the framework of the first paragraph of Article 395 of the Turkish Commercial Code, titled "Prohibition on Transacting with the Company, Borrowing Debt to the Company" and Article 396 titled "Prohibition of Competition", with the approval of the General Assembly, the said permission is granted. It will be submitted to the approval of our partners at the General Assembly.

**15. Wishes, kind regards and closing.**

**Attachments:**

**ANNEX-1 Proxy Form**

**ANNEX-2 Dividend Distribution Table**

**ANNEX-3 “Staff Compensation Policy”**

**ANNEX-4 “Board Diversity Policy”**

**ANNEX-5 “Internal Directive on Working Principles and Procedures of the Company's General Assembly”**

**PROXY FORM**  
**Yünsa Yünlü Sanayi ve Ticaret A.Ş.**

I am authorized to represent me, vote, make proposals and make proposals in accordance with the views I have stated below, at the 2023 Ordinary General Assembly Meeting of , which will be held on Friday, May 24, 2024 at 15:00 in the Hotel Raffles Istanbul Melissa hall at Levazım, Kuru Sokak Zorlu Center, 34340 Beşiktaş / İstanbul . To be authorized to sign the necessary documents, ..... are introduced in detail below. I appoint ..... as my proxy.

Proxy(\*);

Name Surname/Trade Name:

TR Identity Number/Tax Number, Trade Registry and Number and MERSİS number:

(\*):For foreign representatives, it is mandatory to submit equivalent information, if any.

**A) SCOPE OF REPRESENTATION AUTHORITY**

**For sections 1 and 2 below, the scope of the representation authority must be determined by choosing one of the options (a), (b) or (c).**

**1.About the Issues on the Agenda of the General Assembly;**

- a) The proxy is authorized to vote in line with his own opinion.
- b) The proxy is authorized to vote in line with the recommendations of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

**Instructions:**

**If option (c) is selected by the shareholder, instructions specific to the agenda item are given by marking one of the options given opposite the relevant general assembly agenda item (acceptance or rejection) and in case the rejection option is selected, specifying the dissenting opinion requested to be written in the general assembly minutes, if any.**

<b>Agenda Items</b>	<b>Acceptance</b>	<b>Rejection</b>	<b>Dissenting Opinion</b>
1. Opening and election of the Meeting Presidency,			
2. Reading and discussion of the Board of Directors Annual Report for 2023,			
3. Reading the Auditor's Report for the 2023 accounting period,			
4. Reading, discussion and approval of the Financial Statements for the 2023 accounting period,			
5. Release of the members of the Board of Directors for their activities in 2023,			
6. Discussing and deciding on the election of a new Board Member for the remaining term of the vacant Board Membership,			
7. Determining the method of use of the 2023 profit and the rates of profit and profit shares to be distributed,			

8. Determining the salaries of the members of the Board of Directors,			
9. Informing the General Assembly about the “Staff Compensation Policy” and the “Board Diversity Policy”,			
10. Election of the Auditor,			
11. Discussion and approval of the "Internal Directive on the Working Principles and Procedures of the Company's General Assembly" prepared by the Board of Directors ,			
12. Informing the General Assembly about the donations made by the Company in 2023 ,			
13. Determining the upper limit of donations to be made by the Company in 2024,			
14. Giving permission to the Chairman and Members of the Board of Directors to carry out the transactions written in Articles 395 and 396 of the Turkish Commercial Code,			
15. Wishes, kind regards and closing.			

(\***) The issues on the agenda of the General Assembly are listed one by one. If the minority has a separate draft decision, this is also stated separately to ensure voting by proxy.**

**2. Special instructions regarding other issues that may arise at the General Assembly meeting and especially regarding the exercise of minority rights:**

- The proxy is authorized to vote in line with his own opinion.
- The attorney is not authorized to represent on these matters.
- The proxy is authorized to vote in accordance with the special instructions below.

**SPECIAL INSTRUCTIONS** ; Special instructions, if any, to be given by the shareholder to the proxy are stated here.

**B) The shareholder indicates the shares he wants the proxy to represent by choosing one of the options below.**

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

- Arrangement and series:\*
- Number/Group:\*\*
- Quantity-Nominal value:
- Whether there is a voting privilege or not:
- Bearer- Registered:\*
- Ratio of shareholder to total shares/voting rights:

\*This information is not requested for dematerialized shares.

\*\*For registered shares, information about the group, if any, will be included instead of the number.

**2. I approve the representation by proxy of all my shares in the list of shareholders who can attend the general assembly prepared by MKK one day before the general assembly day.**

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

TR Identity Number/Tax Number, Trade Registry and Number and MERSİS number:

Address:

(\***)For foreign shareholders, it is mandatory to submit equivalent information, if any.**

SIGNATURE



YÜNSA YÜNLÜ SANAYİ VE TİCARET A.Ş. DIVIDEND DISTRIBUTION TABLE FOR 2023 (TL)			
1. PAID-IN/ISSUE CAPITAL		60.000.000,00 TL	
2. General Legal Reserve Fund (According to Legal Records) information regarding the privilege in question		198.413.694,49 TL None	
		According to CMB	
		According to Legal Records (YK)	
3.	Period Profit	620.022.875,00 TL	572.091.044,98 TL
4.	Taxes (-)	75.779.997,00 TL	98.617.782,22 TL
5.	Net Period Profit (=)	544.242.878,00 TL	473.473.262,76 TL
6.	Previous Years Losses (-)	0,00 TL	0,00 TL
7.	General Legal Reserve Fund (-)	0,00 TL	0,00 TL
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	544.242.878,00 TL	473.473.262,76 TL
9.	Donations Made During the Year (+)	164.772,92 TL	0,00 TL
10.	Net Distributable Profit Including Donations	544.407.650,92 TL	473.473.262,76 TL
11th.	First Dividend to Partners	3.000.000,00 TL	
	-Cash	3.000.000,00 TL	
	-Free		
	-Total	3.000.000,00 TL	
12.	Dividend Distributed to Privileged Shareholders	0,00 TL	
13.	Other Dividend Distributed	0,00 TL	
	- To the Members of the Board of Directors,	0,00 TL	
	- To employees,	0,00 TL	
	- To Persons Other than Shareholders,	0,00 TL	
14.	Dividend Distributed to Usufruct Shareholders	0,00 TL	
15.	Second Dividend to Partners	233.736.631,38 TL	
16.	General Legal Reserve Fund	0,00 TL	
17.	Status Reserves	0,00 TL	
18.	Special Reserves	0,00 TL	
19.	EXTRAORDINARY REPLACEMENT	307.671.019,54 TL	236.736.631,38 TL
20.	Other Resources Envisaged to be Distributed	0,00 TL	0,00 TL

DIVIDEND RATES TABLE						
		TOTAL DISTRIBUTED DIVIDEND		TOTAL DISTRIBUTED DIVIDEND/NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER 1 TL NOMINAL VALUE SHARE	
		CASH (TL)	FREE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
GROSS		236.736.631,38	-	43,50	3,9456	394,56
NET*		213.062.968,24	-	39,15	3,5510	355,10

\* Net calculation was made with the assumption that there will be 10% income tax withholding.

**YÜNSA YÜNLÜ SANAYİ VE TİCARET A.Ş.  
STAFF COMPENSATION POLICY**

Compensation policy for the employees of the Company in determining its reference to the Law No. 4857 dated 22.05.2003 has adopted.

Compensation payments for company employees are made as per the effective labor laws and secondary legislation as well as our Company's Human Resources Policy, Personnel Regulation, other procedures, systems and regulations laying down relations with employees, and provisions of Collective Labor Agreement.

**Severance pay:** In case of termination of an employment contract in a way that would require payment of severance pay as per the applicable labor legislation or death of any employee, a severance pay shall become payable to the employee or to his legal inheritors, in the latter case, on the basis of his/her duration of employment and remuneration. The severance pay should be paid over the ceiling applicable as per the legislation in effect on the date of entitlement to the severance pay.

**Payment in lieu of notice:** In case of termination of the employment contract subject to a notice period as per the effective labor legislation, the corresponding payment in lieu of notice becomes payable if the proper time of notice is not followed according to the applicable legislation. Accordingly, the employee should be allowed to seek job upon notification of abolishment of the employment contract or in cases when such notice time is not applied, a payment in lieu of notice corresponding to the notice period shall be calculated according to legal requirements and paid to the relevant person.

**YÜNSA YÜNLÜ SANAYİ VE TİCARET A.Ş.  
BOARD DIVERSITY POLICY**

In accordance with its Human Resources Policy, Yünsa aims to provide equal opportunities at all levels and to ensure diversity and inclusion. The Company believes that ensuring diversity in business life and especially in decision-making mechanisms will directly contribute to company performance. In this respect, Yünsa attaches importance to ensuring diversity among the members of the Board of Directors along with knowledge and experience.

Yünsa believes that the diversity of knowledge, skills, sector experience, professional background and term of office of the members of the Board of Directors will provide the company with different views and perspectives, improve decision-making processes and benefit all stakeholders.

Yünsa Board of Directors Diversity Policy aims to contribute to more effective management of the Company's activities, particularly the basic functioning of the Board of Directors. Accordingly, the nomination process for Board membership is managed in a way to emphasise the principles of diversity and inclusiveness.

The process of nomination and election of members for the Yünsa Board of Directors is carried out in accordance with the relevant regulations, particularly the mandatory provisions of the Turkish Commercial Code and the Capital Markets Law, and the provisions of the Company's Articles of Association.

Candidates for the Board of Directors are determined and selected on the basis of their performance based on measurable indicators, from among candidates with sufficient knowledge, experience and management competence required by the task, taking into consideration the combination of different competences. In the nomination and election of the candidates, no discrimination is made in terms of age, gender, race, colour, language, religion, philosophical and political opinion, ethnic origin, economic status, life preferences, health status and disability.

In order to ensure that the Board of Directors has an adequate and balanced structure, the renewal and election processes will always encourage member diversity according to the needs of Yünsa. In particular, maximum effort will be made to ensure a balanced representation of women and men on the Board of Directors. In this context, during the nomination process for the Board of Directors, female candidates are prioritised among candidates with the same characteristics in terms of knowledge, experience and competence, and as a principle, it is aimed to reach a minimum of 25% female membership rate in Yünsa's Board of Directors within 5 years.

Progress towards this target is evaluated annually by the Board of Directors and the results are shared with the public. The target is reviewed when necessary.

The Corporate Governance Committee, which also fulfils the duties of the Nomination Committee, reviews and evaluates the composition of the Board of Directors to ensure the right balance of knowledge, skills and experience. The Committee identifies suitable candidates, taking into account the diversity criteria set out in this Policy.

The Corporate Governance Committee reviews the Policy on a regular basis, including an assessment of the effectiveness of the Policy, discusses any necessary revisions and submits the revision proposals to the Board of Directors for approval.

In the development of this Policy, the recommendations contained in the Capital Markets Board's Corporate Governance Communiqué and the relevant best practices and suggestions at the local and international level have been taken into consideration. The Corporate Governance Committee is responsible for reviewing and updating the Policy and the Board of Directors is responsible for its approval. This policy is valid as of 24/11/2023 when it was approved by the Board of Directors.

**YÜNSA YÜNLÜ SANAYİ VE TİCARET ANONİM ŞİRKETİ**  
**INTERNAL DIRECTIVE**  
**FOR THE WORKING PRINCIPLES AND PROCEDURES**  
**OF THE GENERAL ASSEMBLY**

**I. SECTION**  
**AIM, SCOPE, BASIS AND DEFINITIONS**

**PURPOSE AND SCOPE**

**Article 1**

(1) This Internal Directive purpose; Yünsa Woolly Industry And Trade Anonymous Company General The working principles and procedures of the Board, the Law, the Capital Markets Law, the relevant legislation and the provisions of the Articles of Association within the framework is to be determined. This Drink Instruction, Yünsa Woolly Industry And Trade Anonymous of the company all usual And extraordinary general board their meetings covers.

**BASIS**

**Article 2**

(1) This Internal Directive includes the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and this Regulation on Ministry Representatives to Attend Meetings in accordance with the provisions aspect Management Once established has been prepared.

**DEFINITIONS**

**Article 3**

(1) This internal directive last;

- a) Assembly : General of the Board One daily meeting,
- b) Law: 13/1/2011 dated And 6102 numbered Turkish Trade the law,
- c) Session: Each of combination rest, food between And like for reasons cut off from the departments each someone,
- d) Meeting: Ordinary and Extraordinary General Assembly Meetings,
- e) Meeting Presidency: Consists of the meeting chairman elected by the General Assembly to manage the meeting in accordance with the first paragraph of Article 419 of the Law, the Meeting Deputy Chairman elected by the General Assembly when necessary, the Minutes Clerk determined by the Meeting Chairman, and the Vote Collector if deemed necessary by the Meeting Chairman. The board, consisting of civil servants,

expression It does.

**II. SECTION**  
**WORKING PRINCIPLES AND PROCEDURES OF THE GENERAL ASSEMBLY**

**APPLICABLE PROVISIONS**

**Article 4**

(1) Meeting, of the Law, Capital Markets Law, relevant of legislation And Basis of the Convention General To the Board related in accordance with the provisions aspect makes.

## **MEETING IN ITS PLACE ENTRANCE AND PREPARATIONS**

### **Article 5**

(1) At the meeting place, registered persons are registered in the list of attendees prepared by the Board of Directors, taking into account the list of shareholders provided by the Central Registry Agency Joint Stock Company. share owners or their representatives authorized within the framework of the Capital Markets Board's regulations regarding proxy voting , Management board Members, Management board Member candidates, Auditor, Ministry representative, Meeting to the Presidency will be elected or persons to be appointed, certified users who will use the Electronic General Assembly System with when necessary This to the system intervention will technical persons, other managers and employees of the Company and those present of the list assigned to create company staff, guests and press members can enter.

(2) At the entrance to the meeting place, with the real person shareholders and in accordance with Article 1527 of the Law established electronics Representatives appointed from the general assembly system must present their identity cards, real person share owners of representatives representation documents with together their identities to show, Representatives of legal entity shareholders must also submit their authorization documents and thus ready found They are required to sign the places shown for them in the list. Promise subject control transactions, Management Once established or Management Once established appointedappointed by one or more Board Members or the Board of Directors person or persons by makes.

(3) Will receive all shareholders way of meeting place preparation, during the meeting need will be heard stationery, of documents, vehicle And your equipment meeting in place ready to keep related tasks Management It is carried out by the Board or by the person or persons appointed by the Board of Directors .

The meeting moment can be recorded audio and video, provided that the legislative provisions regarding the electronic general assembly system are reserved.

## **OPENING MEETING**

### **Article 6**

(1) The meeting will be held at the location where the Company headquarters is located, upon the decision of the Board of Directors. of the center is located province borders in Another One on the ground or Company's industrial of the facility Chairman of the Board of Directors or President at a pre-announced time in places where he/she is present assistant or By one of the Board Members, 418 of the Code pearl and 421 pearl in the articles stated quorums that it is provided One determination through minutes It is opened both physically and electronically at the same time .

## **MEETING PRESIDENCY CREATION**

### **Article 7**

(1) General Board The meetings are chaired by a Chairman who is not required to be a shareholder, elected by the General Assembly.

(2) At least one clerk and, if deemed necessary, a vote collector by the President is assigned. Moreover in order to use the electronic general assembly system during the meeting meeting president by expert persons can be assigned.

(3) The meeting presidency shall prepare the meeting minutes and other documents that form the basis of this minute. signing regarding is authorized.

(4) While the Chairman of the Meeting manages the General Assembly Meeting, he shall comply with the Law, the Capital Markets Law, the Articles of Association and these Internal directive to the provisions suitable movement It does.

## **MEETING PRESIDENCY DUTY AND AUTHORITIES**

### **Article 8**

- (1) Meeting Presidency, President's under the management below duties in its place brings:
- a) To examine whether the meeting is held at the address shown in the announcement and whether the meeting place is suitable if specified in the articles of association,
  - b) Whether or not the general assembly has been invited to the meeting, as indicated in the articles of association, by an announcement published on the Company's website, the Public Disclosure Platform, other places determined by the Board and the Turkish Trade Registry Gazette, and this call must be made at least from the date of the meeting, excluding the announcement and meeting days. To examine whether it was held three weeks ago and to record this in the meeting minutes.
  - c) To check whether those who are not authorized to enter the meeting place enter the meeting and whether the duties stipulated in the second paragraph of Article 5 of this Internal Directive regarding entry to the meeting place are fulfilled by the Board of Directors.
  - d) If changes have been made, the Articles of Association including the changes, the Share Register, the Annual Activity Report of the Board of Directors, the Auditor's Reports, the financial statements, the agenda, the draft amendment prepared by the Board of Directors if there is a change in the articles of association on the agenda, the amendments to the articles of association. The permission letter and its annexed draft amendment received from the Ministry of Commerce and the Capital Markets Board, the list of attendees prepared by the Board of Directors by taking into account the list of shareholders provided by the Central Registry Agency Joint Stock Company, the postponement minutes of the previous meeting if the General Assembly was called to a meeting upon postponement, and To determine whether other necessary documents related to the meeting are completely present at the meeting place and to indicate this in the meeting minutes.
  - e) To check the identity of those who attend the General Assembly in person or on behalf by signing the list of those present, upon objection or necessity, and to check the accuracy of their representation documents.
  - f) To determine whether the Executive Directors, at least one Board Member and the Auditor are present at the meeting and to indicate this in the meeting minutes.
  - g) To manage the activities of the General Assembly within the framework of the agenda, to prevent deviations from the agenda except for the exceptions specified in the Law and Capital Markets Legislation, to ensure the order of the meeting and to take the necessary measures for this purpose.
  - h) Opening and closing assemblies and sessions, and closing the meeting.
  - i) To read or have others read decisions, drafts, minutes, reports, suggestions and similar documents regarding the discussed issues to the General Assembly and to give the floor to those who wish to speak about them.
  - j) To have voting on the decisions to be made by the General Assembly and to report the results.
  - k) To monitor whether the minimum quorum for the meeting is maintained at the beginning, continuation and end of the meeting, and whether the decisions are taken in accordance with the quorums stipulated in the Law, Capital Markets Legislation and the Articles of Association.
  - l) In accordance with Article 436 of the Law, to prevent those who lack the right to vote

from voting on the decisions specified in the said article.

- m) To postpone the discussion of financial statements and related issues upon the request of the shareholders holding one twentieth of the capital, to be discussed at the meeting to be held one month later, without the need for the General Assembly to take a decision on this issue.
- n) To ensure that the minutes of the General Assembly activities are prepared, to record objections to the minutes, to sign the decisions and minutes, to indicate the votes cast in favor and against the decisions taken at the meeting in the meeting minutes without any hesitation.
- o) The meeting minutes, Board of Directors Annual Activity Report, Auditor Reports, Financial Statements, list of attendees, agenda, motions, voting papers and minutes of the elections, if any, and all documents related to the meeting, with a report, to one of the Board Members present at the end of the meeting.

## **FORMALITIES PRIOR TO PROCEEDING WITH AGENDA NEGOTIATIONS**

### **Article 9**

(1) The meeting chairman reads or has the meeting agenda read to the general assembly. The President asks whether there is a change proposal regarding the order in which the agenda items are discussed, and if there is a suggestion, it is submitted to the General Assembly for approval. The order in which agenda items are discussed may be changed by the decision of the majority of votes present at the meeting.

## **DISCUSSING THE AGENDA AND AGENDA ITEMS**

### **Article 10**

(1) The following items must be included in the agenda of the Ordinary General Assembly:

- a) Opening and establishment of the Meeting Presidency.
- b) Discussing the Annual Activity Report of the Board of Directors, Auditor reports and Financial Statements in companies subject to audit.
- c) Release of Board Members and Auditors, if any.
- d) Election of the Board Members and the Auditor whose terms have expired.
- e) Determining the salaries of the Board Members and their rights such as attendance fee, bonuses and premiums.
- f) Determining the method of use, distribution and profit share rates of the profit.
- g) Discussing amendments to the Articles of Association, if any.
- h) Other matters deemed necessary.

(2) Extraordinary General Board of the meeting its agenda, meeting to be done reasons that require creates.

(3) Subjects that are not included in the meeting agenda cannot be discussed or decided upon, with the following exceptions:

- a) If all partners are present, a topic can be added to the agenda by unanimous vote.
- b) In accordance with Article 438 of the Law, any shareholder's special audit request is decided by the general assembly, regardless of whether it is on the agenda or not.
- c) Issues of dismissal of Board Members and election of new ones are deemed to be related to the discussion of year-end financial statements and are discussed and decided upon directly upon request, regardless of whether there is an item on the subject on the agenda.

d) Even if there is no item on the agenda, in the presence of justified reasons such as corruption, incompetence, violation of the obligation of loyalty, difficulty in performing duties due to membership in many companies, discord, abuse of influence, the issues of electing new Members of the Board of Directors to replace them are put on the agenda by the majority vote of those present at the General Assembly.

(4) An agenda item that has been discussed and decided at the General Assembly cannot be re-discussed and decided upon unless a unanimous decision is made by those present.

(5) Upon an audit or for any other reason, the issues requested to be discussed at the Company's General Assembly by the Ministry or the Board are put on the agenda.

(6) The agenda is determined by the person who calls the General Assembly to the meeting.

## **TAKING FLOOR AT THE MEETING**

### **Article 11**

(1) Shareholders or other shareholders who wish to speak on the agenda item being discussed Those concerned report the situation to the Meeting Presidency. The Presidency will send the persons who will take the floor to the General Assembly explains and gives these people the right to speak in the order of application. The person whose turn it is to speak, meeting in place not available whereas promise your right loses. Speeches, this for leaving from the ground, General To the Board addressing makes. Persons own between them speech their rows They can change it. If the speaking time is limited, it is the person's turn to make the speech. a person speaks when speaking time is up, but the first person to speak after him/her provided that he completes his speech within that person's speaking time, if he gives his right. can sustain. Other One in the form talk time cannot be extended.

(2) Management who wish to make a statement about the topics discussed by the Meeting Chairman Board Members with To the auditor line up regardless of can be promised.

(3) your conversations time, President's or share owners suggestion over, your agenda density, the number of issues to be discussed, their importance and the number of people who want to speak. It is decided by the General Assembly accordingly. In such cases, the General Assembly shall first decide on the duration of the speech. whether it will need to be limited and then what the duration will be, separately decision by vote gives.

(4) of the law 1527 th clause in accordance with General To the Board electronic in the environment participating share The said article is about the owners or their representatives conveying their opinions and suggestions. and bottom in regulations set method and fundamentals is applied.

## **VOTING AND VOTING PROCEDURE**

### **Article 12**

(1) Before starting the voting, the Chairman of the Meeting explains the issue to be voted on to the General Assembly. If a draft decision is to be voted on, voting begins after it is determined and read in writing. After it is announced that the voting will take place, only the question regarding the procedure can be requested. Meanwhile, if there is a shareholder who has not been given the floor despite requesting it, he/she exercises his right to speak, provided that he is reminded and confirmed by the Chairman. No promises can be made after the voting begins.

(2) Votes on the issues discussed at the meeting are made by show of hands and/or electronically. It is given with participation in the environment. These votes are counted by the meeting



chairman. Presidency, vote, when necessary in the count help about enough can appoint a number of people. Those who do not raise their hands, Those who do not vote electronically are deemed to have voted "rejection" and these votes are not evaluated. The relevant decision is deemed to have been made against you. However, it owns one tenth of the issued capital the one which... partners request If they do, written or secret lace to apply It is mandatory.

(3) of the law 1527 th clause in accordance with General To the Board electronic in the environment participating share owners or of representatives vote to use related aspect mentioned article And lower in regulations set method and fundamentals is applied.

## **ISSUANCE OF MEETING MINUTES**

### **Article 13**

(1) Shareholders or their representatives, their shares, groups, numbers And nominal values showing ready found list is signed, General A summary of the questions asked and answers given at the Board, the decisions taken and each decision positive used for and the number of negative votes is clearly stated in the minutes. to be shown in a way with of the report Law And relating to in legislation stated to the fundamentals suitable aspect regulation is provided.

(2) The minutes of the General Assembly can be recorded at the meeting place and during the meeting by typewriter, computer or computer. It is prepared legibly in handwriting using an ink pen. of the report A device that will allow printouts to be taken at the meeting place so that they can be typed on a computer. printer's to be It is essential.

(3) The minutes are prepared in at least two copies. and each page of the minutes, Meeting Presidency with Ministry representative by is signed.

(4) In the minutes; company's trade name, meeting date and place, total nominal shares of the company value and number of shares, total shares represented in person and by proxy at the meeting quantity, Ministry of the representative First Name And last name with assignment of the article history And number, meeting advertised if it is done your invitation in what way that it was done specifying It is mandatory.

(5) Vote amounts regarding the decisions taken at the meeting are determined in a way that does not leave any room for hesitation. with numbers and in writing is stated in the minutes.

(6) Those who vote negatively on the decisions taken at the meeting and This record one's opposition those who want First Name, last name And opposition reasons to the minutes is written.

(7) If the justification for opposition is given in writing, this letter is added to the minutes. In the minutes, the name and surname of the partner or representative expressing their opposition is written and it is stated that the opposition letter is attached. The opposition letter added to the minutes is signed by the meeting chairman and the Ministry Representative.

## **POST-MEETING PROCEDURES**

### **Article 14**

(1) The Chairman of the Meeting shall submit a copy of the minutes of the meeting and other documents regarding the General Assembly. He delivers all documents to one of the Board Members present at the meeting. Sides will be held between separate One by report This situation detection is done.

(2) Management board, meeting from date from -most late fifteen day in, of the report to submit a notarized copy to the trade registry directorate and to registration And subject to announcement matters registration And advert by making is liable.

(3) The minutes will be posted on the company's website within five days at the latest from the date of the general assembly. is also placed.

(4) The chairman of the meeting is also present list of attendees, agenda and general assembly meeting of the report One copy of Ministry delivered to your representative It does.

## **TO THE MEETING ELECTRONIC IN THE ENVIRONMENT PARTICIPATION**

### **Article 15**

(1) The General Assembly Meeting can also be held electronically in accordance with Article 1527 of the Law. to be done for management when established And meeting by the presidency in its place will be brought transactions of the law 1527 th clause And relating to legislation taking into account performance is done.

## **III. SECTION VARIOUS PROVISIONS**

## **PARTICIPATION OF THE MINISTRY REPRESENTATIVE AND THE GENERAL ASSEMBLY MEETING RELATED DOCUMENTS**

### **ARTICLE 16**

(1) Anonymous information regarding the request for a Ministry Representative and the duties and powers of this representative companies General Board Meetings Method And Fundamentals with This In meetings to be found Ministry representatives About Regulation provisions reserved.

(2) It is mandatory to comply with the provisions of the Regulation specified in the first paragraph in preparing the list of those who can attend the General Assembly and those present, and in preparing the representation documents and meeting minutes to be used in the general assembly.

## **INTERNAL DIRECTIVE UNPREDICTABLE SITUATIONS**

### **Article 17**

(1) If a situation not foreseen in this Internal Directive is encountered during the meetings, the General by the board will be given decision in line with movement is done.

## **ADOPTION OF AND AMENDMENTS TO THE INTERNAL DIRECTIVE**

### **Article 18**

(1) This Internal Directive is subject to the approval of the General Assembly of Yünsa Yünlü Sanayi ve Ticaret Anonim Şirketi. It is put into effect, registered and announced by the board of directors. Internal Directive will be made Changes also same procedural subject.

## **EFFECTIVE**

### **Article 19**

(1) This Internal Directive was issued by Yünsa Yünlü Sanayi ve Ticaret Anonim Şirketi dated 24 May 2024. general board at the meeting acceptance has been is, Türkiye Trade Registry in the newspaper announcement on into force enters.