INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING DATED 26/04/2024 FROM THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS OF POLİSAN HOLDİNG ANONİM ŞİRKETİ

Trade Registry No: 5769 (Gebze Trade Registry Directorate)

In line with our Board of Directors' decision dated April 1, 2024 and issue numbered 2024/4; the Ordinary General Assembly Meeting of our Company for the 2023 activity year will be held on April 26,2024, Friday at 11:00 a.m. at the company headquarters address located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ to discuss and decide on the following agenda.

The Financial Statements and Footnotes and Independent Audit Report for the fiscal year 2023 prepared in accordance with the Capital Markets Board (CMB) regulations, the Draft Amendment, the Board of Directors' proposal for dividend distribution for the fiscal year 2023, the Annual Report of the Board of Directors and the attached Corporate Governance Principles Compliance Report and the agenda items and the information notes containing the necessary explanations for compliance with the Corporate Governance Principles are available at the Company Headquarters address at Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Caddesi No:7 Dilovası-KOCAELİ on the corporate website of the company at http://www.polisanholding.com.tr, on the Electronic General Assembly portal of the Central Registry Agency and on the Public Disclosure Platform (KAP) at www.kap.org.tr.

Our shareholders who have the right to attend the General Assembly meetings may attend the General Assembly to be convened at the above-mentioned address in person or through their representatives or, if they wish, they may attend the General Assembly meeting electronically in person or through their representatives by using their secure electronic signatures through the Electronic General Assembly System ("EGKS") provided by the Central Registry Agency ("MKK").

Shareholders may authorize their representatives to represent them at the meeting either by using EGKS or by filling out the power of attorney form that can be obtained from our Company's headquarters and our Company's website www.polisanholding.com.tr within the framework of the provisions of the Communiqué II-30.1 of the Capital Markets Board ("CMB") and having their signatures notarized or by attaching their notarized circular of signatures to the power of attorney form bearing their signatures. Representation by proxy at the General Assembly meeting is possible by using the attached proxy form. It is not necessary for the proxy appointed electronically through the Electronic General Assembly System to submit a power of attorney document.

Any power of attorney that is not in compliance with the attached power of attorney form, which is required by the Communiqué, will not be accepted due to our legal liability.

In order to physically attend the General Assembly Meeting;

- Real persons shall present their Identity Cards;
- Legal entity representatives shall present their powers of attorney along with the identity cards of the people having the authority to represent and bind the legal entity;
- The representatives of real persons and legal entities shall present their identity cards and powers of attorney;
- The representatives authorized by the EGAS shall present their identity cards;

and sign the list of participants.

The shareholders who will attend the General Assembly on the electronic platform through EGAS can obtain information from www.mkk.com.tr, the internet address of the CSD, in regards to the procedures and principles of participation, appointing representatives, suggesting proposal, explaining conviction, and use of vote.

Polisan HOLDİNG

Shareholders or their representatives who wish to attend the meeting electronically are required to 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 and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be implemented in the General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 and issue numbered 28396.

Pursuant to Article 415, Paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, Paragraph 1 of the Capital Markets Law No. 6362, the right to attend and vote at the General Assembly Meeting cannot be conditioned on the deposit of share certificates. In this context, our shareholders who wish to attend the General Assembly Meeting are not required to have their shares blocked. It is necessary and sufficient for our shareholders who will attend the General Assembly Meeting in person to show their identity cards at the meeting.

The "list of shareholders" regarding the right holders and their representatives attending the meeting is taken from the Electronic General Assembly System before the meeting starts. The "list of shareholders" is used to create the list of those present.

The control of whether the persons who physically come to the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

Without prejudice to the provisions regarding voting in electronic environment, open voting method by raising hands shall be used for voting on the agenda items at the General Assembly Meeting.

We respectfully request our esteemed Shareholders to attend the meeting at the place, day and time stated above.

It is kindly submitted for the information of the Honorable Shareholders.

Board of Directors of Polisan Holding A.Ş.

Polisan Holding AŞ

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ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF THE CAPITAL MARKETS BOARD REGULATIONS

Additional disclosures required to be made pursuant to Corporate Governance Principle No. 1.3.1 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1 are as follows:

1. **Total number of shares and voting rights reflecting the shareholding structure of the Company as of the date of disclosure, if there are privileged shares in the Company's capital, the number of shares and voting rights representing each privileged share group and the nature of the privileges:**

The issued capital of the Company is 758,500,000 TL and it is divided into 758,500,000 shares with a nominal value of 1 TL (one Turkish Lira) each. The Company's capital of 758,500,000 TL has been fully paid.

There are no privileged shares and voting rights in the share capital of Polisan Holding A.Ş.

The shareholding structure as of the date of disclosure is as follows.

Name-Surname of the Shareholder	Capital Share (TL)	Capital Share (%)
Mehmet Emin Bitlis	172,354,217.50	22.72
Ahmet Ertuğrul Bitlis	172,354,465.45	22.72
Ahmet Faik Bitlis	63,768,769.85	8.41
Fatma Nilgün Kasrat	63,768,769.85	8.41
Ayşe Melike Bitlis	64,916,769.85	8.56
Diğer	221,337,007.50	29.18
TOTAL	**758,500,000.00**	**100.00**

2. **Changes in the management and operations of the Company and its subsidiaries that occurred in the previous accounting period or planned for the future accounting periods that will significantly affect the Company's activities and the reasons for these changes:**

- There have been General Manager changes at Polisan Holding and its subsidiaries.
- Due to the flood disaster in Greece, the operations of Polisan Hellas, one of the subsidiaries, were suspended on September 6, 2023.
- Real Estate Sales Promise and Construction in Return for Land Share and Revenue contract was signed between our Company and our subsidiaries Poliport Kimya San. ve Tic. A.Ş. ("Poliport") and DOP Yapı Mimarlık İnşaat Gıda Turizm Hizmetleri San. ve Tic. Ltd. Şti. and DAP Yapı İnşaat San. ve Tic. A.Ş. Joint Venture ("Joint Venture") and the contract dated 05.03.2015 was abrogated.

3. **In the Agenda of the General Assembly Meeting, information on the dismissal, replacement or election of the members of the Board of Directors and the grounds for dismissal and replacement, if any; resumes of the persons who have submitted their candidacy for Board Membership to the Company; the duties they have carried out in the last ten years and the reasons for their departure; the nature and significance level of their relationship with the Company and the Company's Related Parties; information on whether they have the quality of independence and similar issues that may affect the Company's activities in case these persons are elected as members of the Board of Directors:**

Within the framework of Article 10 of our Articles of Association, the number of members of the Board of Directors consists of a maximum of 5 and a maximum of 9 members. Our Company is in Group 1 within the framework of the groups described in the CMB Bulletin No. 2024/6 and paragraph 1 of Article 6 of the Corporate Governance Communiqué. In this context, 1/3 of the members of the Board of Directors must be independent members.

Although it depends on the decision to be taken at the General Assembly, since the Board of Directors is expected to consist of 6 members in the new term, 2 members must meet the independence criteria defined in the Corporate Governance Principles. According to the Articles of Association, the maximum term of office of the members of the Board of Directors is three years, and the term of office of the members of the Board of Directors will also be determined at the General Assembly.

4. Requests of the Shareholders of the Incorporation to the Investor Relations Department in writing regarding the placement of items on the agenda, and in cases where the Board of Directors does not accept the agenda proposals of the shareholders, the rejected proposals and the reasons for rejection:

None.

5. Information on the Requests of Shareholders, the Capital Markets Board or Other Public Institutions and Organizations to Add Items to the Agenda:

For the 2023 Ordinary General Assembly Meeting where the activities of the year 2023 will be discussed, no request has been made by the shareholders, the Capital Markets Board or other public authorities to add any additional items to the agenda.

6. In case there is an amendment to the Articles of Association on the agenda, Old and New Forms of the Amendments to the Articles of Association together with the relevant Board of Directors Decision:

There are no amendments to the Articles of Association.

Polisan Holding AŞ

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OUR DISCLOSURES REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 26/04/2024

1- Opening and formation of the Meeting Chairmanship

In accordance with the provisions of the Turkish Commercial Code ("TCC"), the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Regulation on the Ministry Representatives to be Present at these Meetings ("Regulation") and the Company's General Assembly Internal Directive, the Chairman of the General Assembly Meeting will be elected and the Meeting Presidency will be formed by the Chairman of the Meeting.

2- Reading, discussion and approval of the Annual Report for 2023 prepared by the Board of Directors

The Annual Report of the Board of Directors, which has been prepared in accordance with the provisions of the relevant legislation of the Capital Markets Board and the Ministry of Trade of the Republic of Turkey and made available for the review of our shareholders at our Company's headquarters, the electronic General Assembly portal of Merkezi Kayıt Kuruluşu A.Ş. ("MKK"), KAP and our Company's corporate website at www.polisanholding.com within the legal period of 3 weeks (21 days) prior to the date of the General Assembly Meeting, excluding the announcement and meeting days, will be opened for discussion and submitted for approval.

3- Reading the summary of the Independent Audit report for the fiscal year 2023

The General Assembly will be informed about the Independent Audit Reports prepared in accordance with the regulations of the Capital Markets Board for the 2023 accounting period, which are made available for the review of our shareholders at our Company's headquarters, MKK's Electronic General Assembly Portal (e-GEM), KAP and our Company's corporate website at www.polisanholding.com for three weeks prior to the General Assembly meeting, and the relevant reports will be submitted for the opinion of our shareholders.

4- Reading, discussion and approval of the Company's financial statements for the year 2023 prepared in accordance with the Capital Markets Legislation

Within the framework of the provisions of the relevant legislation of the Capital Markets Board and the provisions of the Turkish Commercial Code and the Regulation, information will be given at the General Assembly about the financial statements, which are made available for the review of the shareholders at the Company's headquarters, on the electronic general assembly portal of the Central Registry Agency (MKK), on the Public Disclosure Platform (KAP) and on the Company's corporate website at www.polisanholding.com within the legal period of three (3) weeks prior to the date of the General Assembly Meeting, excluding the announcement and meeting days, and will be submitted for the discussion and approval of our shareholders.

5- Releasing the Board of Directors from liability for its activities in 2023

Within the framework of the Turkish Commercial Code, the Regulation, the Internal Directive of the General Assembly and the Capital Markets Board and related regulations, the issue of comprehensive release of the members of the Board of Directors separately for the activities and transactions of our Company in 2023 will be submitted to the approval of the General Assembly.

6- Acceptance, acceptance with amendments or rejection of the Board of Directors' proposal on the method of utilization of the profit for the year 2023, the rate of dividend to be distributed and the date of dividend distribution

Within the framework of the provisions of the relevant legislation of the Capital Markets Board and the provisions of the Turkish Commercial Code and the Regulation, the Dividend Distribution Proposal taken at the meeting of the Board of Directors dated 01.04.2024, which was submitted to the review of our esteemed shareholders at the headquarters of our Company, on the electronic general assembly portal of the MKK, on the KAP and on the corporate website of our Company at www.polisanholding.com within the legal period of three (3) weeks before the date of the General Assembly meeting, excluding the announcement and meeting days, will be submitted for the opinion and approval of our shareholders.

7- Approval of the selection of the independent audit firm as auditor, which is determined by the Audit Committee in accordance with the Turkish Commercial Code and Capital Markets Board regulations and submitted to the Board of Directors for approval and accepted by the Board of Directors
Pursuant to Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, upon the proposal of the Audit Committee, the election to be made to audit the financial reports for the fiscal year 2023 and to carry out other activities within the scope of the relevant regulations in these laws will be submitted to the approval of our shareholders at the General Assembly.

8- Determination of the number of members of the Board of Directors and election of the members of the Board of Directors
In accordance with the Capital Markets Board regulations, the Turkish Commercial Code and the General Assembly Regulation, the number of members of the Board of Directors and their terms of office will be determined by taking into account the principles regarding the election of the Board of Directors in our Articles of Association.

Pursuant to Article 10 of the Articles of Association, the number of members of the Board of Directors can be determined as minimum five and maximum nine members.

Although it depends on the decision to be taken at the General Assembly, the number of members of the Board of Directors was determined as 6 members at the Ordinary General Assembly Meeting of 2022. According to the Articles of Association, the maximum term of office of the members of the Board of Directors is three years, and the number and terms of office of the members of the Board of Directors will be determined at the General Assembly.

In this framework, in accordance with the Capital Markets Board regulations, the Turkish Commercial Code and the General Assembly Regulation, the members of the Board of Directors will be elected by taking into consideration the principles regarding the election of the members of the Board of Directors in our Articles of Association. In addition, independent members will be elected in order to comply with the Capital Markets Board's Corporate Governance Communiqué No. II-17.1.
Our Company is in Group 1 within the framework of the groups described in the Capital Markets Board Bulletin No. 2024/6 and paragraph 1 of Article 6 of the Corporate Governance Communiqué. In this context, 1/3 of the number of members of the Board of Directors must consist of independent members.

Although it depends on the decision to be taken at the General Assembly, since the Board of Directors is expected to consist of 6 members in the new term, 2 members must meet the independence criteria defined in the Corporate Governance Principles.
With the decision of our Board of Directors dated 20.02.2024 and numbered 2024/2, Hamit Sedat Eratalar and Onur Kipri were nominated as Independent Board Members in line with the Nomination Report Report of the Corporate Governance Committee and the approval of the Capital Markets Board dated 13.03.203 and numbered E-29833736-110.07.07.07-51164. The curriculum vitae of the Board Member candidates are presented in Appendix 3.

9- Determination of attendance fees of the members of the Board of Directors
In accordance with the provisions of the relevant legislation of the Capital Markets Board and the Turkish Commercial Code and within the framework of the principles set forth in our Articles of Association and our remuneration policy, the monthly remuneration of the members of the Board of Directors for the year 2024 will be determined and submitted to the approval of our shareholders.

10- In accordance with the regulations of the Capital Markets Board, informing the Shareholders about the donations and aids made by the Company to foundations and associations in 2023 for social aid purposes, submitting the "Donation and Aid Policy" for the approval of the General Assembly and setting an upper limit for donations to be made in 2024

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, the limit of donations to be made must be determined by the General Assembly in cases not specified in the Articles of Association and the donations made during the year must be submitted to the information of the General Assembly. At the Ordinary General Assembly of our Company held on March 31, 2023, the upper limit of donations to be made by our Company in 2023 was determined as 10,000,000 TL. The total amount of donations and grants made by Polisan Holding as of December 31, 2023 is 2,523,565 TL. The said amount mainly consists of donations made to educational institutions and organizations engaged in supporting education. In 2024, the limit of donations to be made will be determined by the General Assembly.

11- Granting the permissions specified in Articles 395 on prohibition of transactions with the company and 396 on prohibition of competition of the Turkish Commercial Code in relation to the members of the Board of Directors

It is only possible for the members of the Board of Directors of our Company to carry out transactions within the framework of the first paragraph of Article 395 titled "Prohibition of Transactions with the Company and Borrowing from the Company" and Article 396 titled "Prohibition of Competition" of the Turkish Commercial Code with the approval of the General Assembly. In order to fulfill the requirements of these regulations, the said authorization will be submitted to the approval of our shareholders at the General Assembly.

12- Informing shareholders regarding the pledges, mortgages, collaterals and guarantees provided by the Company to third parties in 2022 in accordance with the Capital Markets Board's Corporate Governance Communiqué

Within the framework of Article 12, Paragraph 4 of the CMB Corporate Governance Communiqué No. II-17.1; guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained will be included as a separate item on the agenda of the ordinary general assembly meeting and our shareholders will be informed. Information on the GPMs given by the Company is given in footnote 17 of our financial statements dated 31/12/2023.

13- Informing the General Assembly about the transactions made by the shareholders who control the management, members of the Board of Directors, managers with administrative responsibility and their spouses and relatives by blood or marriage up to second degree within the scope of the corporate governance principle numbered (1.3.6) in the annex of the Capital Markets Board's Corporate Governance Communiqué numbered (II-17.1)

In the event that the shareholders who control the management, members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to second degree engage in a material transaction that may cause a conflict of interest with the partnership or its subsidiaries, and/or engage in a commercial business transaction that falls within the scope of the partnership's or its subsidiaries' field of activity on their own behalf or on behalf of others, or enter into another partnership engaged in the same type of commercial business as a partner with unlimited liability; such transactions shall be included in the agenda of the General Assembly as a separate agenda item to provide detailed information on the subject at the General Assembly and shall be recorded in the minutes of the General Assembly. In 2023, our shareholders will be informed that there were no transactions within the scope of principle no. 1.3.6 of the Capital Markets Board Corporate Governance Communiqué.

ANNEXES:

1. Power of Attorney Sample
2. Declarations of independence of Independent Board Member candidates
3. Curriculum vitae of the candidates for the Board of Directors

Annex 1:

POWER OF ATTORNEY

TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY OF

POLİSAN HOLDİNG ANONİM ŞİRKETİ

I hereby appoint ______________________________, as attorney introduced in detail below in order to represent me, to vote, to make proposal, and to sign the required documents in line with the views that I indicated below, at the Extraordinary General Assembly Meeting of Polisan Holding A.Ş. to be held on April 26, 2024, Friday, at 11:00 a.m. at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ.

The Attorney's (*):

Name Surname/Title of Trade:

T.R. Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) Foreign attorneys should submit the equivalent information, if any, mentioned above.

SCOPE OF THE AUTHORIZATION OF REPRESENTATION

The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.

1. About the matters on the agenda of the General Assembly;

- **a)** The proxy is authorized to vote in line with his/her 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:

In the event that option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options (acceptance or rejection) given opposite the relevant General Assembly agenda item and, if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the General Assembly meeting.

No	Agenda Items (*)	Affirmative	Dissentive	Dissenting Opinion
1.	Opening and formation of the Meeting Chairmanship.			
2.	Reading, discussion and approval of the Annual Report for 2023 prepared by the Board of Directors			
3.	Reading the summary of the Independent Audit Company report for the fiscal year 2023.			
4.	Reading, discussion and approval of the Company's financial statements for the year 2023 prepared in accordance with the Capital Markets Legislation			
5.	Releasing the Board of Directors for its activities in 2023.			
6.	Acceptance, acceptance with amendments or rejection of the Board of Directors' proposal on the method of utilization of the profit for the year 2023, the rate of dividend to be distributed and the date of dividend distribution.			
7.	Submitting for approval the selection of the independent audit firm as auditor, which is determined by the Audit Committee in accordance with the Turkish Commercial Code and Capital Markets Board regulations and submitted to the Board of Directors for approval and accepted by the Board of Directors.			
8.	Determination of the number of members of the Board of Directors and election of the members of the Board of Directors.			
9.	Determination of attendance fees of the members of the Board of Directors.			

10.	In accordance with the regulations of the Capital Markets Board, informing the Shareholders about the donations and aids made by the Company to foundations and associations for social aid purposes in 2023, submitting the "Donation and Aid Policy" for the approval of the General Assembly and setting an upper limit for donations to be made in 2024.	☐	☐	☐
11.	Granting the permissions specified in Articles 395 on prohibition of transactions with the company and 396 on prohibition of competition of the Turkish Commercial Code in relation to the members of the Board of Directors.	☐	☐	☐
12.	Pursuant to the Capital Markets Board's Corporate Governance Communiqué, informing the General Assembly about the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits received.	☐	☐	☐
13.	Informing the General Assembly about the transactions made by the shareholders who control the management, members of the Board of Directors, managers with administrative responsibility and their spouses and relatives by blood or marriage up to second degree within the scope of the corporate governance principle numbered (1.3.6) in the annex of the Corporate Governance Communiqué numbered (II-17.1) of the Capital Markets Board.	☐	☐	☐
14.	Wishes and closing.	☐	☐	☐

(*) There is no voting on disclosure items. If the minority has a separate draft resolution, this is also indicated separately to ensure proxy voting.

2. Special instructions on other matters that may arise at the General Assembly meeting and in particular on the exercise of minority rights:

a) The proxy is authorized to vote in line with his/her 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. ☐

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

A. The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.

1. I hereby confirm that the attorney represents the shares specified in detail as follows: ☐

a) Issue and series: **(*)**

b) No/Group: **(**)**

c) Quantity-Nominal value:

d) Whether there are voting privileges:

e) Whether it is bearer or registered: **(*)**

f) Proportion of total shares/voting rights held by the shareholder:

(*) This information is not requested for dematerialized shares.

(**) For dematerialized shares, information on the group, if any, will be given instead of the number.

2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the general assembly prepared by MKK one day before the date of the General Assembly. ☐

NAME SURNAME or TITLE OF SHAREHOLDER: (*)

TT.R. Identity No/Tax No, Trade Registry Name and Number and MERSIS number:

Address:

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

SIGNATURE

Annex 2:

TO THE CORPORATE GOVERNANCE COMMITTEE OF POLİSAN HOLDİNG A.Ş.
ISTANBUL February 12, 2024

I hereby declare that I am a candidate to serve as an "Independent Member" on the Board of Directors of Polisan Holding A.Ş. ("**Company**") within the scope of the criteria set forth in the legislation, articles of association and the Corporate Governance Principles announced by the Capital Markets Board, and that in this context, I meet all of the following criteria set forth in Article 4.3.6 of the Corporate Governance Principles:

- **a)** I, my spouse and my relatives by blood or marriage up to the second degree have not had any employment relationship with the Company, partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities controlled by these shareholders, and myself, my spouse and my relatives by blood or marriage up to the second degree, in a managerial position to assume important duties and responsibilities within the last five years, I have not jointly or individually held more than 5% of the capital or voting rights or privileged shares, or a significant commercial relationship has not been established,
- **b)** In the last five years, I have not worked as a partner (5% or more), in a managerial position to assume important duties and responsibilities, or as a member of the board of directors in companies from which the company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in the audit (including tax audit, legal audit, internal audit), rating and consultancy of the company, during the periods when the services or products were purchased or sold,
- **c)** I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,
- **d)** In accordance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except for university faculty membership,
- **e)** I am considered a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
- **f)** I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the Company's activities, to maintain my impartiality in conflicts of interest between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,
- **g)** I am able to allocate time for company affairs to the extent that I can follow the functioning of company activities and fully fulfill the requirements of the duties I have undertaken,
- **h)** I have not served as a member of the Board of Directors of the Company for more than six years within the last ten years,
- **i)** I am not serving as an independent board member in more than three companies controlled by the same person, the company or the shareholders who control the management of the company, and in more than five companies traded on the stock exchange in total,
- **j)** I have not been registered and announced on behalf of the legal entity elected as a member of the Board of Directors.

Hamit Sedat Eratalar

TO THE CORPORATE GOVERNANCE COMMITTEE OF POLİSAN HOLDİNG A.Ş.
ISTANBUL February 12, 2024

I hereby declare that I am a candidate to serve as an "Independent Member" on the Board of Directors of Polisan Holding A.Ş. ("**Company**") within the scope of the criteria set forth in the legislation, articles of association and the Corporate Governance Principles announced by the Capital Markets Board, and that in this context, I meet all of the following criteria set forth in Article 4.3.6 of the Corporate Governance Principles:

j) I, my spouse and my relatives by blood or marriage up to the second degree have not had any employment relationship with the Company, partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities controlled by these shareholders, and myself, my spouse and my relatives by blood or marriage up to the second degree, in a managerial position to assume important duties and responsibilities within the last five years, I have not jointly or individually held more than 5% of the capital or voting rights or privileged shares, or a significant commercial relationship has not been established,

k) In the last five years, I have not worked as a partner (5% or more), in a managerial position to assume important duties and responsibilities, or as a member of the board of directors in companies from which the company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in the audit (including tax audit, legal audit, internal audit), rating and consultancy of the company, during the periods when the services or products were purchased or sold,

l) I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,

m) In accordance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except for university faculty membership,

n) I am considered a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,

o) I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the Company's activities, to maintain my impartiality in conflicts of interest between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,

p) I am able to allocate time for company affairs to the extent that I can follow the functioning of company activities and fully fulfill the requirements of the duties I have undertaken,

q) I have not served as a member of the Board of Directors of the Company for more than six years within the last ten years,

r) I am not serving as an independent board member in more than three companies controlled by the same person, the company or the shareholders who control the management of the company, and in more than five companies traded on the stock exchange in total,

s) I have not been registered and announced on behalf of the legal entity elected as a member of the Board of Directors.

Onur Kipri

Annex 3:

Tayfun Bayazıt
Chairman of the Board of Directors

After completing his education in Mechanical Engineering, Bayazıt obtained a Master's degree in Finance and International Relations from Columbia University (MBA-1983) prior to starting his banking career at Citibank. He held senior executive positions for 13 years within the Çukurova Group, including Yapı Kredi (Deputy General Manager), Interbank (General Manager), and Banque de Commerce et de Placement S.A. in Switzerland (CEO). In 1999, he was appointed Deputy Chairman of the Board of Doğan Holding and Deputy General Manager of Dışbank. In 2001, he assumed the position of Executive President (CEO) of Dışbank. In 2003, Bayazıt was appointed as the Chairman of the Board of Directors. In July 2005, following the majority acquisition of Dışbank's shares by Fortis, he was appointed as the CEO of Fortis Türkiye and became a member of Fortis' Global Management Committee. Following the General Assembly of 2006, he assumed the position of Chairman of the Board of Fortis Turkey. In 2007, he returned to Yapı Kredi (a UniCredit-Koç partnership) as an Executive Board Member and General Manager, and in 2009, he took on the role of the bank's Chairman of the Board. Bayazıt left his position at Yapı Kredi in August 2011 to start his own business, "Bayazit Consulting Services." Currently, Bayazıt is an independent board member of four publicly-traded companies and also holds the position of Chairman of the Board of Marsh McLennan Group, Turkey. As a member of the High Advisory Council of TÜSİAD, Bayazıt also plays active roles in various civil society organizations. As of June 23, 2023, he started his duty Polisan Holding Chairman of the Board. Tayfun Bayazıt also serves as Chairman of the Board of Directors of Polisan Kimya and Polisan Yapıkim, and Vice Chairman of the Board of Directors of Polisan Kansai Boya and Poliport Kimya.

Esra Yazıcı
Deputy Chairman of the Board of Directors

Esra Yazıcı was born in 1968 in Istanbul. She graduated from Saint Benoit High School in 1986 and the Business Administration program at Boğaziçi University in 1990. She completed her MBA at the University of Marmara. She fluently speaks English and French. Having started her professional career in 1991 at the Credits Department at Societe Generale Bank, she worked as a Marketing Manager at Tekfen Bank and DHB Bank. Along with various family-owned SMEs on effective risk management, she has also given consulting to various companies on strategic and corporate management, and financial risk. Esra Yazıcı is a guest lecturer at the University of Bahçeşehir, teaching Crisis Management to MBA students. Yazıcı served as an Independent Member of the Board of Directors at Polisan Holding between 2018-2023. As of June 23, 2023, she started her duty Deputy Chairman of the Polisan Holding Board.

Cantekin Dinçerler
Member of the Board of Directors and CEO

Cantekin Dinçerler graduated from the Middle East Technical University with a degree in Electrical Engineering in 1993. In the same year, he completed his Master's degree in Electrical Engineering at Bilkent University, and in 2001, he obtained his Ph.D. in Finance from the Texas McCombs School of Business. Dinçerler began his professional career in 1999 at Enron in the United States. From 2001 to 2013, he served as a Partner at McKinsey & Co and Oliver Wyman. During his career as a consultant, Dinçerler worked on strategic planning and commercial, operational, and organizational change and improvement projects for leading companies in South and North America, Europe, North Africa, and Russia. From 2013 to 2023, Dinçerler served as the CEO of Koloğlu Holding. As of June 23, 2023, he started his duty as Polisan Holding Member of the Executive Board. Cantekin Dinçerler also serves as the Chairman of the Board of Directors of Rohm and Haas, Deputy Chairman of the Board of Directors of Polisan Kimya and Polisan Yapıkim, and Member of the Board of Directors of Polisan Kansai Boya and Poliport Kimya.

Ali Tuğrul Alpacar
Member of the Board of Directors
Ali Tuğrul Alpacar graduated from Robert College in 1986 and received his Bachelor's degree in Mechanical Engineering from Boğaziçi University in 1990. In 1992, he completed his Master's degree in Business Administration (MBA) at the University of Massachusetts. He began his career in 1992 at JPMorgan Chase in the Investment Banking division. Since 1999, he has served as both Co-President of Investment Banking division of JPMorgan Chase Turkey and Country Head for Romania. In 2002, he founded the UniCredit CAIB Turkey Office and assumed the role of Director of Turkey Operations. From 2007 to 2011, he held the position of Head of Investment Banking Group of Turkey at Bank of America Merrill Lynch. In 2011, he established Alpacar Associates to provide financial advisory services to leading capital companies and financial institutions, both domestically and internationally. He has managed numerous projects, including mergers and acquisitions, IPOs, project finance advisory, Eurobond issuances, syndicated medium-term borrowing, private equity placements, and structured derivative products. From 2015 to 2017, Alpacar served as an Independent Board Member for Erdemir Group companies Erdemir and İsdemir. From 2017 to 2021, he also held the position of Board Member at Aydem Enerji. As of June 23, 2023, he started of the Polisan Holding Deputy Chairman of the Board.

Onur Kipri
Born in 1964 in Adana, Onur Kipri graduated from Tarsus American College and then from Boğaziçi University, Faculty of Business Administration in 1986. Onur Kipri started his professional career as Assistant Sales Coordinator at Çukurova Import Export in 1986. Between 1988 and 1989, he worked as Metal Trade Department Manager at TASK International Trade Inc. Between 1989 and 1990, he worked as MIS Project Coordinator at Doğan Kumaş&Tekstil and between 1991 and 2013, he worked as Sales Manager, Division Manager and Trade Director at Organik Kimya, respectively. Mr. Kipri joined Akkim Kimya in January 2014 as General Manager and member of the Board of Directors, a position he still holds. Kipri is the father of two children.

Hamit Sedat Eratalar
He was born in 1952 in Bolu. H. Sedat Eratalar graduated from Ankara University, Faculty of Political Sciences, Department of Economics and Finance. He started his professional career at the Ministry of Finance; after 3 years, he became a finance inspector and worked on value added tax and state economic enterprises. In 1981, he joined Arthur Andersen Ltd. He became an international partner of Arthur Andersen & Co. in 1988 and the founding partner of Erdikler-Eratalar YMM A.Ş., which was established towards the end of 1990 and became a member of Arthur Andersen. Between 1997 and 2001, he was the Head of the Tax Department of Arthur Andersen's offices in Turkey, Romania and Bulgaria, and participated in various domestic and international training programs and took part in local and international conferences. He established H. Sedar Eratalar Yönetim Danışmanlığı A.Ş., which provides tax consultancy services to local and foreign companies operating in the fields of banking, production, construction, tourism and trade. These include tax, management and financial consultancy on mergers and acquisitions. In 2012, Eratalar was restructured and reorganized, adding a new dimension to its activities and changing its company name. Eratalar is currently a board member at Tekfen Holding A.Ş.