



KAMUYU AYDINLATMA PLATFORMU

KOÇ HOLDİNG A.Ş. Notification Regarding General Assembly



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

Notification Regarding General Assembly

Summary Info	Ordinary General Assembly Meeting Resolutions
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2024
Ending Date Of The Fiscal Period	31.12.2024
Decision Date	06.03.2025
General Assembly Date	03.04.2025
General Assembly Time	16:00
Record Date (Deadline For Participation In The General Assembly)	02.04.2025
Country	Turkey
City	İSTANBUL
District	ÜSKÜDAR
Address	Kuzguncuk Mahallesi Azizbey Sok. No:1 34674

Agenda Items

- 1 - Opening and election of the Chairman of the Meeting
- 2 - Presentation, discussion and approval of the Annual Report of the Company prepared by the Board of Directors for the year 2024
- 3 - Presentation of the summary of the Independent Audit Report for the year 2024
- 4 - Presentation, discussion and approval of the Financial Statements of the Company for the year 2024
- 5 - Release of each member of the Board of Directors from liability for the Company's activities for the year 2024
- 6 - Approval, approval with amendment, or rejection of the Board of Directors' proposal on the distribution of profits for the year 2024 and the distribution date
- 7 - Approval, approval with amendment, or rejection of the Board of Directors' proposal on the amendment of Article 6 of the Articles of Association of the Company "Capital" to increase the registered capital and to prolongate its period of validity
- 8 - Determining the number of the members of the Board of Directors and their terms of office, election of the members of the Board of Directors in accordance with the newly resolved number, and election of the Independent Board Members
- 9 - Presentation to the shareholders and approval of the "Remuneration Policy" for the members of the Board of Directors and the Senior Executives and the payments made on that basis in accordance with the Corporate Governance Principles
- 10 - Determining the annual gross salaries to be paid to the members of the Board of Directors
- 11 - Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority's regulations
- 12 - Within the scope of the Company's Donation and Sponsorship Policy, informing the shareholders on the donations made by the Company in 2024 and determining an upper limit for donations for the year 2025
- 13 - Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2024 and of any benefits or income thereof in accordance with the Capital Markets Board regulations
- 14 - Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2024 pursuant to the Corporate Governance Communique of the Capital Markets Board
- 15 - Presentation of information to the shareholders regarding Koç Holding's target and progress towards target on transition to a low-carbon economy
- 16 - Wishes and observations

Corporate Actions Involved In Agenda

Dividend Payment
Authorized Capital

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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General Assembly Results

Attached are the signed copies of the meeting and the list of attendands available in Turkish.

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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Authorized Capital	Accepted
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General Assembly Result Documents

Appendix: 1	Tutanak - KAP.pdf - Minute
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Appendix: 2	KAP - Hazır Bulunanlar Listesi.pdf - List of Attendants
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Additional Explanations

Koç Holding A.Ş.'s Ordinary General Assembly Meeting was held today at 16:00.

The major resolutions adopted at the meeting are as follows:

- Financial statements and the annual report for 2024 were approved.

- Directors were released separately and individually from their liabilities in connection with 2024 accounts and activities of the Company.

- The Board of Directors' proposal on distribution of TL 17,446,978,584 gross dividend to shareholders, TL 35,384,042.93 payment to usufruct certificates holders and TL 23,000,000 payment to the Koç Holding Foundation for Pensions and Assistance, amounting to a total of TL 17,505,362,626.93 to be paid in cash starting from 10 April 2025 has been approved.

- The Board of Directors' proposal on the amendment of article 6 of the Company's Articles of Association titled "Capital" in order to extend the validity period of the Company's authorized capital from 2025 to the end of 2029 and to increase its upper limit to TRY 10,000,000,000 has been approved.

- Total number of Directors was determined as 12, together with 4 independent directors. The general assembly elected Mr. Mustafa Rahmi Koç, Mr. Mehmet Ömer Koç, Mr. Yıldırım Ali Koç, Ms. Semahat Sevim Arsel, Ms. Caroline Nicole Koç, Ms. İpek Kıracı, Mr. Levent Çakıroğlu and Mr. Jacques A. Nasser as members of the Board of Directors; and Mr. Peter Martyr, Mr. Michel Ray de Carvalho, Mr. Ömer Önhon and Mr. Ahmet Kırman as independent members of Board of Directors to take office for one year until the general assembly meeting for 2025 operations.

- Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was elected as the independent auditor for the review of 2025 financial reports and 2024 and 2025 sustainability reports to be prepared in accordance with the Turkish Sustainability Reporting Standards.

Attached are the signed copies of minutes of the meeting and the list of attendants available in Turkish.

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.