



KAMUYU AYDINLATMA PLATFORMU

KOÇ HOLDİNG A.Ş. Notification Regarding General Assembly

Notification Regarding General Assembly

Summary Info	Ordinary General Assembly Meeting invitation and Informative Document
Update Notification Flag	No
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 Invitation Documents

Appendix: 1	GK Bilgilendirme Dokümanı.pdf - General Assembly Informing Document
Appendix: 2	GK Davet İlan Metni.pdf - Announcement Document
Appendix: 3	Invitation to AGM.pdf - Announcement Document
Appendix: 4	General Assembly Informative Document-.pdf - General Assembly Informing Document

Additional Explanations

Koç Holding A.Ş.'s Ordinary General Assembly Meeting shall convene on 3 April 2025 Thursday at 16:00 at the address of Nakkaştepe Azizbey Sok. No. 1, Kuzguncuk Üsküdar/İstanbul to discuss the attached agenda.

The invitation letter that includes the agenda and the proxy form and information document that includes agenda items and disclosures required by Capital Markets Board's regulations are attached.

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.

AGENDA
FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF
KOÇ HOLDING A.Ş. TO BE HELD ON 03 APRIL 2025

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 for the year 2024,
5. Release of each member of the Board of Directors from their 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.

PROXY FORM
FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF KOÇ HOLDING A.Ş.
TO BE HELD ON 03 APRIL 2025

KOÇ HOLDİNG A.Ş.

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of Koç Holding A.Ş. that will convene on 03 April 2025, Thursday at 16:00 at the address of Nakkaştepe, Azizbey Sok. No.1 Kuzguncuk Üsküdar İstanbul.

The Attorney's(*):

Name Surname/ Trade Name:

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

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

A) SCOPE OF REPRESENTATIVE POWER

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

1. About the agenda items of General Assembly:

- a) The attorney is authorized to vote according to his/her opinion ☐
- b) The attorney is authorized to vote in accordance with the company management ☐
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table. ☐

Instructions:

In the event that the shareholder chooses option (c), the shareholder should mark “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda items	Accept	Reject	Dissenting Opinion
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 for the year 2024,			
5- Release of each member of the Board of Directors from their 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.			

No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy.

2. Special instructions related to other issues that may come up during General Assembly meeting and especially to the use of minority rights:

- a)** The attorney is authorized to vote according to his/her opinion ☐
- b)** The attorney is not authorized to vote in these matters ☐
- c)** The attorney is authorized to vote for agenda items in accordance with the following instructions. ☐

SPECIAL INSTRUCTIONS:

Special instructions (if any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following. ,

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

- a) Order and Serial (*)
- b) Number / Group (**)
- c) Amount-Nominal Value
- d) Share with privileged voting rights or not
- e) Bearer-Registered (*)
- f) Ratio of the total shares/voting rights of the shareholder

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

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

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

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

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

Address:

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

KOÇ HOLDING A.Ş.

INFORMATIVE DOCUMENT FOR THE 3 APRIL 2025 ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2024

1. INVITATION TO THE 3 APRIL 2025 ORDINARY GENERAL ASSEMBLY

Koç Holding A.Ş.'s Ordinary General Assembly Meeting shall convene on Thursday 3 April 2025 at 16:00 (2pm GMT) at the address of Kuzguncuk Mahallesi Azizbey Sok. No:1 34674 Üsküdar/İstanbul (Tel: 0216 531 00 00, Fax: 0216 531 00 99). The activities of the Company for the financial year 2024 will be reviewed at the meeting, the following agenda will be discussed and a resolution regarding the agenda will be voted.

In accordance with the legal requirements, 2024 financial statements, the independent auditor's report prepared by our independent auditor, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the articles of association amendment proposal, and the board of directors' annual report including the dividend distribution proposal of the board of directors and the explanations regarding compliance with Corporate Governance Principles and Sustainability Principles, along with the following agenda and the informative document containing the information required by the Capital Markets Board ("CMB") regulations shall be made available to the shareholders at the company headquarters, on the Company's corporate website at www.koc.com.tr, on the Public Disclosure Platform, and on the Electronic General Assembly System of the Central Securities Depository ("CSD") at least three weeks prior to the meeting, excluding the invitation and the meeting dates.

Shareholders that are unable to attend the meeting in person, save for the rights and obligations of those participating electronically via the Electronic General Assembly System, shall prepare their proxy documents in accordance with the legal requirements, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul), our Company, or from our corporate website at www.koc.com.tr and shall submit to the Company the proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861. A proxy document is not required from a proxy appointed electronically through the Electronic General Assembly System. Due to our legal liability, proxy documents which do not comply with the requirements of the aforementioned Communiqué shall not be accepted.

Shareholders intending to vote via the Electronic General Assembly System are requested to obtain information from the CSD, our Company's website at www.koc.com.tr or from the Company headquarters (Tel: +90 216 531 00 00) to ensure that they comply with the provisions of the relevant regulations.

Pursuant to paragraph 4 of article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not need to block their shares.

Detailed information on processing shareholders' personal data within the framework of the Law on the Protection of Personal Data (No. 6698) is available at "Koç Holding Personal Data Protection and Processing Policy" disclosed on www.koc.com.tr.

At the Ordinary General Assembly Meeting, the voters shall use the open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

Respectfully,

KOÇ HOLDING A.Ş.

Board of Directors

Company Adress: Nakkaştepe Azizbey Sok. No:1 34674 Üsküdar/İstanbul

Trade Registry and Number: İstanbul/85714

Mersis Number: 0570002057500012

2. ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH THE CMB REGULATIONS

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

2.1. Capital Structure and Voting Rights

As of the date of the publication of this Information Document, information concerning the total number of shares and voting rights, the number of shares and voting rights representing each privileged share and the type of privilege is provided below:

The Company shares are divided into two groups, Group A and Group B. Each Group A share has two votes at the General Assembly.

The voting rights of our shareholders, taking into consideration privileged shares, are provided in the following table:

Shareholder	Group	Share Amount (TRY)	Equity Ratio (%)	Voting Right	Voting Right Stake (%)
Family Danışmanlık Gayrimenkul ve Ticaret A.Ş.*	A	678.773.422	26,77	135.754.684.460	42,23
Family Danışmanlık Gayrimenkul ve Ticaret A.Ş.*	B	430.566.455	16,98	43.056.645.478	13,39
Koç Family **	B	464.947.514	18,33	46.494.751.430	14,46
Vehbi Koç Foundation	B	184.171.754	7,26	18.417.175.384	5,73
Koç Holding Pension and Assistance Foundation	B	59.553.491	2,35	5.955.349.123	1,85
Rahmi M. Koç ve Mahdumları Maden İnşaat Turizm Ulaştırma Yatırım ve Ticaret A.Ş.	B	35.385.424	1,40	3.538.542.410	1,10
Free Float**	B	682.499.989	26,91	68.249.998.945	21,23
Total		2.535.898.050	100,00	321.467.147.230	100,00

* Family Danışmanlık Gayrimenkul ve Ticaret A.Ş. is a wholly-owned subsidiary of Temel Ticaret A.Ş. Majority of Temel Ticaret ve Yatırım A.Ş. shares belong to Koç Family members.

** Koç Family Members: Rahmi M. Koç, Semahat S. Arsel, M. Ömer Koç, Ali Y. Koç, İpek Kırarç, Caroline N. Koç, Esra Çiğdem Koç and Aylin Elif Koç

** Includes shares bought back by Koç Holding with a nominal value of 890,475 TL amounting to 0.04% of share capital.

2.2. Managerial and Operational Changes in Our Company or our Subsidiaries which may Significantly Affect the Activities of our Company

There are no managerial or operational changes that have substantially affected or that will substantially affect the Company's activities in the previous accounting period or planned for the upcoming accounting periods. Material event disclosures made by our Company in accordance with legal requirements are available at www.kap.gov.tr

2.3. Information Regarding Requests of Shareholders for Adding An Item On The Agenda

Information on the requests of the shareholders of the Company, submitted in writing to the Investor Relations Department regarding the inclusion of an item on the agenda, the requests that were not accepted in cases where the board of directors did not accept the requests of the shareholders, and the reasons for rejection are presented below:

No request has been submitted in writing to Koç Holding concerning the requests of shareholders to have an item added on the agenda.

3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING ON 3 APRIL 2025

1. Opening and election of the Chairman of the Meeting

Within the framework of the provisions of “the Turkish Commercial Code (“TCC”) no. 6102” and “the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings” (“Regulation” or “General Assembly Regulation”), and General Assembly Principles Article 7, a Chairman shall be elected to chair the General Assembly meeting. Within the framework of the General Assembly Principles, at least one person will be appointed as Secretary by the Chairman. The Chairman may also appoint adequate number of vote-collectors.

2. Presentation, discussion and approval of the Annual Report of the Company prepared by the Board of Directors for the year 2024

Within the framework of the TCC, the Regulation, the Capital Markets Law and related regulations, information shall be given on the 2024 Annual Report, which has been announced at the headquarters of our Company, on the Electronic General Assembly System of the CSD and on the corporate website of the Company at www.koc.com.tr for review of our shareholders three weeks before the General Assembly meeting and the Annual Report shall be presented for discussion and approval of our shareholders.

3. Presentation of the summary of the Independent Audit Report for the year 2024

A summary of the Independent Auditor’s Report, which is prepared according to the TCC and the CMB regulations and announced three weeks prior to the General Assembly meeting at the Company headquarters, the Electronic General Assembly System of the CSD and www.koc.com.tr will be read aloud.

4. Presentation, discussion and approval of the Financial Statements of the Company for the year 2024

Information about our financial statements and legal statutory accounts, which, pursuant to the TCC, bylaws and the Capital Markets Law have been announced three weeks prior to the General Assembly meeting at our Company headquarters, on the Electronic General Assembly System of the CSD and on www.koc.com.tr for review of our shareholders, shall be presented to our shareholders for their evaluation and approval.

5. Release of each member of the Board of Directors from liability for the Company’s activities for the year 2024

Pursuant to the TCC and bylaws, the release of the members of our Board of Directors for the activities, transactions and accounts for the year 2024 shall be submitted to the General Assembly for its approval.

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

According to our financial statements prepared by our Company within the framework of the Turkish Commercial Code and the Capital Markets Law and related regulations in compliance with Turkish Financial Reporting Standards and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. covering the accounting period between 01.01.2024 – 31.12.2024; the consolidated profit attributable to equity holders of the parent was TL 1,306,263,000. The dividend payment proposal, drawn up in accordance with the dividend distribution table format provided in the Dividend Communiqué numbered II-19.1 and the Dividend Manual announced in accordance with the said Communiqué, and

taking into account the Company's Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability and liquidity, is provided in **Appendix 1**.

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

The articles of association amendment proposal provided in **Appendix 2** and the related board of directors resolution will be submitted to the approval of the General Assembly for the increase of the upper limit of the Company's authorized capital to TRY 10,000,000,000 and the extension of its validity period for the years 2025-2029, in line with our Company's board of directors' resolution dated 16 January 2025 and numbered 2025/01. Necessary approvals for the proposed amendments have been received from the CMB and the Ministry of Trade on 24 January 2025 and 4 February 2025 respectively.

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

In accordance with the CMB regulations, the TCC, bylaws and the principles governing the election of members of the Board of Directors in the Articles of Association, new members shall accordingly be elected. In addition to that, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

According to Article 11 of the Articles of Association, the Company's business and management are conducted by a Board of Directors consisting of at least 9 and at most 18 members elected in line with the TCC and CMB regulations. The General Assembly may decide on the renewal of the Board of Directors even if their terms of office have not expired.

One third of the elected Board of Director members shall meet the independence criteria as defined in the CMB's mandatory Corporate Governance Principles.

The Board of Directors, upon the proposal of the Nomination and Remuneration Committee, has designated Mr. Peter Martyr, Mr. Michel Ray de Carvalho, Mr. Ömer Önhon and Mr. Ahmet Kırman as Independent Board Member candidates, and the candidates for whom the CMB has not granted any negative opinion will be presented to the general assembly for approval.

All the four candidates meet all the independence criteria defined in the CMB's Communiqué, except for the criteria of "qualifying as a Turkish resident under the Income Tax Law" for Mr. Peter Martyr and Mr. Michel Ray de Carvalho.

The CVs of the candidates to the Board of Directors and the Declarations of Independence for the independent member candidates who will be presented to the General assembly are provided in **Appendix 3**.

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

According to the CMB's mandatory Corporate Governance Principle No. 4.6.2, the principles for the remuneration of Board of Directors' members and senior management shall be made available in writing and included as a separate item on the General Assembly agenda to enable the shareholders to share their opinions on the same. The Remuneration Policy prepared in this respect is attached hereto as **Appendix 4** for this purpose. Information on the

compensation of the members of the Board of Directors and the senior management is available in footnote No. 29 of our financial statements dated 31 December 2024.

10. Determining the annual gross salaries to be paid to the members of the Board of Directors

The annual gross remuneration to be paid to the members of the Board of Directors in 2025 shall be determined by the shareholders as per our revised Remuneration Policy submitted for the approval of the shareholders as per item 9 of the agenda.

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

In accordance with the TCC, the Capital Markets Board and the Turkish Public Oversight, Accounting and Auditing Standards Authority ("KGK") regulations, and taking into consideration the opinion of the Audit Committee, the Board of Directors resolved at their meeting on 18 February 2025 to nominate Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the Company's financial reports for the year 2025 accounting period and to fulfil all other obligations required for the auditors by the Turkish Commercial Code, the Capital Markets Law and related regulations, including but not limited to, subject to them being authorized to carry out independent sustainability audit services by the KGK, the mandatory assurance audits of reports to be prepared in accordance with the Turkish Sustainability Reporting Standards as published by the KGK. This decision shall be submitted to the General Assembly for approval.

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. has been authorized to carry out independent sustainability audit services through the KGK decision dated 18 February 2025.

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

The Donations and Sponsorship Policy which was adopted by the Board of Directors and disclosed on 1 March 2021 was approved by the shareholders at the General Assembly on 9 April 2021 in accordance with the Corporate Governance Principle 1.3.10, which stipulates that "A policy regarding donations and contributions shall be prepared and submitted to the approval of the general assembly".

Pursuant to article 6 of the CMB's Communiqué on Dividends 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 information concerning the donations and payments made must be provided to shareholders at the General Assembly. Therefore, in accordance with the Donation and Sponsorship Policy, donations totalling to TL 80,467,461.52 were made to foundations and associations in 2024 (corresponding to TL 80,648,547.80 according to purchasing power of Turkish Lira at 31 December 2024). Of this amount, TL 75,000,000 was donated to Vehbi Koç Foundation; TL 2,100,000 was donated to Koç University; and the remaining TL 3,367,161.52 was donated to various other entities each with an amount below TL 1,500,000, the amounts of which are not deemed to be material for investors. The upper limit of donations to be made in 2025 shall be resolved by the General Assembly.

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

Pursuant to article 12 of the Capital Markets Board Corporate Governance Communiqué No. II-17.1, income or benefits derived by our Company and/or its subsidiaries from collaterals, pledges, mortgages and sureties against third parties must be stipulated in a separate article of the agenda of the General Assembly. Relevant information is available in footnote no. 32 of our financial statements dated 31 December 2024.

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 Communiqué of the Capital Markets Board

The members of the Board of Directors can do business as stipulated in the first subsection of Articles 395 and 396 of the TCC entitled Competition Ban and Ban on Doing Business with the Company and Borrowing from the Company only with the approval of the General Assembly.

Pursuant to the Capital Markets Board's mandatory Corporate Governance Principle no. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, board members, senior management and their relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate item on the agenda and recorded into the minutes of the General Assembly.

To fulfil the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly. Some of the shareholders having managerial control, board members, senior management and relatives up to the second degree of blood or affinity are also board members at several Koç Group companies including those with similar operations to our Company. In 2024, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle no. 1.3.6 of the Corporate Governance Communiqué.

15. Presentation of information to the shareholders regarding Koç Holding's target and progress towards target on transition to a low-carbon economy

Koç Holding aims to become carbon neutral by 2050 as part of its Carbon Transformation Program announced in 2021, and information on activities undertaken in 2024 in this regard shall be provided to the General Assembly.

16. Wishes and observations

APPENDICES:

APPENDIX 1 – 2024 Dividend Distribution Proposal

APPENDIX 2 – Articles of Association Amendment Proposal

APPENDIX 3 – CVs of Board of Directors Candidates and Independence Declarations of Independent Board Member Candidates

APPENDIX 4 – Remuneration Policy for Board of Directors and Executive Management

APPENDIX 1

2024 DIVIDEND DISTRIBUTION PROPOSAL

The Board of Directors reviewed the consolidated financial statements for the accounting period of 1 January – 31 December 2024 prepared by Koç Holding A.Ş. management in compliance with Turkish Financial Reporting Standards (TFRS) under the Capital Markets Board regulations and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and the statutory records and resolved to submit the following decisions to the approval of the Shareholders General Assembly:

The net profit attributable to equity holders of the parent achieved in the financial statements prepared according to TFRS amounts to 1.306.263.000 TL whereas in the statutory records the current year profit amounts to 35.195.056.460,88 TL.

- i. As the amount of legal reserves in the Company's statutory records stated under article 519 of Turkish Commercial Code already amounts to 20% of the capital, it is not required to allocate any further legal reserves;

It was observed that in the statutory financial statements the net distributable profit amounts to 35.159.289.261,60 TL after deduction of Prior Years Commercial Losses amounting to 35.767.199,28 TL from the Current Year Profit of 35.195.056.460,88 TL. Besides the Prior Years Commercial Losses, following implementation of inflation accounting in the statutory financial statements, the Prior Years Profits/(Losses) account has a 73.040.180.169,86 TL balance; yet the Inflation Adjustment Reserves associated with equity accounts are sufficient to offset the negative balance of 73.040.180.169,86 TL. Accordingly, in the statutory financial statements, the net distributable profit amounts to 35.159.289.261,60 TL.

The net profit attributable to equity holders of the parent achieved in the consolidated financial statements amounting to 1.306.263.000 TL is determined as the distributable dividend base and 1.386.911.547,80 TL is determined as the first category dividend base after addition of donations made to foundations and associations amounting to 80.648.547,80 TL (according to the purchasing power of the Turkish Lira on 31 December 2024) to distributable dividend base. The prior years' profits account in the consolidated financial statements amount to 470.474.360.000 TL.

- ii. Considering the Capital Markets Board Regulations, the Company's Articles of Association and the Dividend Policy, the profit distribution is determined as:

69.345.577,39 TL	as first category dividend to shareholders,
23.000.000,00 TL	to the Koç Holding Pension Fund Foundation as per article 19/c of our Articles of Association
35.384.042,93 TL	to holders of usufruct certificates as per article 19/d of our Articles of Association,
1.178.533.379,68 TL	as second category dividend to shareholders,
16.199.099.626,93 TL	as dividends to shareholders from retained earnings.

- iii. The sum of dividend amounting to 17.446.978.584,00 TL is proposed to be paid in cash;
- iv. Dividend payments of 17.446.978.584,00 TL, payment of 35.384.042,93 TL allocated to usufruct shareholders and payment of 23.000.000,00 TL allocated to the Koç Holding Pension Fund Foundation, amounting to a total of 17.505.362.626,93 TL will be paid in cash; of which 1.306.263.000,00 TL will be paid from the current year taxable earnings and the remaining 16.199.099.626,93 TL will be paid from the retained earnings in TFRS financial statements.

- v. As per the statutory records, Prior Years Commercial Losses amounting to 35.767.199,28 TL shall be offset with Current year profit; whereas no setoff shall be made amongst the equity account items related to the effects of inflation accounting due to tax regulations and as such; total cash payments of 17.505.362.626,93 TL shall be paid from the current year taxable earnings.
- vi. It is further resolved that the dividend will be distributed in cash to the resident entity taxpayer shareholders and non-resident taxpayer shareholders obtaining dividend income through an office or a permanent representative in Turkey as (gross=net) 6,88 TL for shares with a nominal value of 1 TL (688%) and, to our remaining shareholders as gross 6,88 TL (5,8480 TL net) for shares with a nominal value of 1 TL (gross: 688%; net: 584,8%).
- vii. The remaining amount after all payments in statutory records shall be transferred to extraordinary reserves.
- viii. The profit distribution date is determined as 10 April 2025.

Koç Holding A.Ş. Profit Distribution Proposal for 2024 (TL)			
1. Paid-in capital *		2.535.898.050	
2. General legal reserves (as per statutory records) **		515.256.673,67	
Information concerning preferred shares, if, as per the company Articles of Association, there are any privileges for preferred shares in distribution of dividend: No			
		As per Capital Markets Board	As per Statutory Records
3.	Profit for the period	26.712.683.000,00	36.622.498.332,91
4.	Taxes (-)	32.000.288.000,00	1.427.441.872,03
5.	Net profit (=)	1.306.263.000,00	35.195.056.460,88
6.	Prior years' losses (-) ***	0,00	35.767.199,28
7.	Legal reserve fund (-)	0,00	0,00
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	1.306.263.000,00	35.159.289.261,60
	Dividend Advance Distributed (-)	0,00	0,00
	Dividend Advance Less Net Distributable Current Period Profit	1.306.263.000,00	35.159.289.261,60
9.	Grants made during the year (+)	80.648.547,80	0,00
10.	Net distributable profit including grants	1.386.911.547,80	35.159.289.261,60
11.	First category dividend to shareholders	0,00	0,00
	- Cash *****	69.345.577,39	126.794.902,50
	- Shares	0,00	0,00
	- Total	69.345.577,39	126.794.902,50
12.	Dividends distributed to preferred shareholders	0,00	0,00
13.	Other dividends distributed	23.000.000,00	23.000.000,00
	- Members of the Board of Directors	0,00	0,00
	- Employees (Koç Holding Pension and Assistance Foundation)	23.000.000,00	23.000.000,00
	- Non-shareholders	0,00	0,00
14.	Dividends distributed to holders of usufruct right certificates	35.384.042,93	35.384.042,93
15.	Second category dividend to shareholders	1.178.533.379,68	17.320.183.681,50
16.	Legal reserve fund	0,00	0,00
17.	Status reserves	0,00	0,00
18.	Special reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	0,00	17.653.926.634,67
20.	Other sources planned for distribution	16.199.099.626,93	0,00
	- Prior years' income	16.199.099.626,93	0,00
	- Extraordinary reserves	0,00	0,00
	- Other distributable reserves as per the legislation and Articles of Association	0,00	0,00

Koç Holding A.Ş. Information on Dividend per Share for 2024						
GROUP		TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE	
		CASH (TL)	SHARES (TL)	RATIO (%)	AMOUNT (TL)	SHARE (%)
NET	A	4.669.961.145,43	0,00	357,51	6,880000	688,0000
	B	11.341.327.161,79	0,00	868,23	5,848000	584,8000
	TOTAL	16.011.288.307,22	0,00	1.225,73		

(**) No withholding tax is calculated for all of Group A shareholders and some of Group B shareholders who are known as full fledged legal entity tax payers. The calculations have been based on the assumption that other B Group shareholders are subject to withholding tax.

* The amount represents registered capital. In the statutory records, the amount of inflation adjustments associated with capital is 67.069.335.154 TL.

** The amount represents the nominal general legal reserves. Due to inflation accounting, in the statutory records, the amount of inflation adjustments associated with general legal reserves (i.e. the sum of legal reserves and issue premiums) is 12.532.963.038 TL.

*** In the statutory financial statements, apart from the above, after application of inflation accounting, the Prior Years Profits/(Losses) account has a 73.040.180.169,86 TL balance; yet there are enough Inflation Adjustment Reserves associated with equity accounts to offset the negative balance of 73.040.180.169,86 TL.

**** The first dividend amount is calculated based on the nominal registered capital amount.

APPENDIX 2

ARTICLES OF ASSOCIATION AMENDMENT PROPOSAL

Our Board of Directors resolved to amend the 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 considering the impact of inflation on the current upper limit set in 2013 and the increase in funds that may be added to the capital, and to submit the foregoing amendment to the approval of the first upcoming general assembly once the approvals of Capital Markets Board and the Ministry of Trade are obtained.

The amendment proposal which has been approved by the CMB on 24 January 2025 and the Ministry of Trade on 4 February 2025 and which shall be submitted to the approval of our shareholders through item 7 of the general assembly agenda is provided below.

CURRENT TEXT	NEW TEXT
Article 6 – Capital	Article 6- Capital
The Company has accepted the authorized capital system according to the provisions of the annulled Law no. 2499, and has shifted to authorized capital system with the authorization no. 219, dated 13.7.1984, of the Capital Markets Board.	The Company has accepted the authorized capital system according to the provisions of the annulled Law no. 2499, and has shifted to authorized capital system with the authorization no. 219, dated 13.7.1984, of the Capital Markets Board.
The authorized capital limit of the Company is TL 5,000,000,000 (five billion) Turkish Lira), divided into 500,000,000,000 (five hundred billion) registered shares each with a nominal value of 1 (One) Kuruş.	The authorized capital limit of the Company is TL <u>10,000,000,000 (ten billion)</u> Turkish Lira), divided into <u>1,000,000,000,000 (one trillion)</u> registered shares each with a nominal value of 1 (One) Kuruş.
The authorized capital limit granted by the Capital Markets Board is valid for five years between 2021 and 2025 . Even if the authorized capital limit permitted as above has not been reached as of the end of 2025 , the Board of Directors must, to be able to take a capital increase decision after 2025 , obtain the authorization of the General Assembly of Shareholders for a new term of up to 5 years, with a prior authorization of the Capital Markets Board for the previous upper limit or for a new upper limit amount. In the absence of such authorization the Company will not be able to make a capital increase by a Board resolution.	The authorized capital limit granted by the Capital Markets Board is valid for five years between <u>2025 and 2029</u> . Even if the authorized capital limit permitted as above has not been reached as of the end of <u>2029</u> , the Board of Directors must, to be able to take a capital increase decision after <u>2029</u> , obtain the authorization of the General Assembly of Shareholders for a new term of up to 5 years, with a prior authorization of the Capital Markets Board for the previous upper limit or for a new upper limit amount. In the absence of such authorization the Company will not be able to make a capital increase by a Board resolution.
The issued capital of the Company is TL 2,535,898,050 (two billion five hundred and thirty-five million eight hundred and ninety-eight thousand and fifty Turkish Lira), divided into 67,877,342,230 Group “A” and	The issued capital of the Company is TL 2,535,898,050 (two billion five hundred and thirty-five million eight hundred and ninety-eight thousand and fifty Turkish Lira), divided into 67,877,342,230 Group “A” and

<p>185,712,462,770 Group “B” registered shares each with a nominal value of 1 (One) Kuruş.</p> <p>The issued capital of the Company of TL 2,535,898,050 (two billion five hundred and thirty-five million eight hundred and ninety-eight thousand and fifty Turkish Lira) has been fully paid free of any collusion.</p> <p>All of Group “A” and Group “B” shares of the Company are registered shares. The shares representing the share capital of the Company are dematerialized in accordance with the dematerialization principles.</p> <p>The capital of the Company may be reduced or increased if and when required, within the frame of provisions of the Turkish Commercial Code and Capital Markets laws and regulations.</p> <p>The Board of Directors is authorized to decide to increase the issued capital by issuing new shares up to the upper limit of the authorized capital if and when deemed necessary in accordance with the applicable provisions of the Capital Markets Law, to restrict the rights of the holders of preferential shares, to limit the rights of option of shareholders on newly issued shares, and to issue shares above (with premium) or below the nominal value per share. The power to restrict the preemptive rights on newly issued shares cannot be used in a manner that would cause inequality between shareholders. The pre-emptive rights of shareholders on newly issued shares may be restricted in one or several capital increases; provided, however that, the total sum of capital increases restricting the pre-emptive rights on newly issued shares within the authorization period of 5 (five) years cannot exceed 10% of the issued capital</p> <p>In any case, the Board of Directors will issue new Group “A” and Group “B” shares pro rata to the existing shares held by the Group A and Group B shareholders respectively as of the time of capital increase. Shareholders participate in capital increases by subscribing for the shares to be issued in the same group as their existing shares, along with the privileges attached to the related group. Provided, however, the pre-emptive rights not used in Group B will pass to Group A shareholders. Group A Shareholders may use such pre-</p>	<p>185,712,462,770 Group “B” registered shares each with a nominal value of 1 (One) Kuruş</p> <p>The issued capital of the Company of TL 2,535,898,050 (two billion five hundred and thirty-five million eight hundred and ninety-eight thousand and fifty Turkish Lira) has been fully paid free of any collusion.</p> <p>All of Group “A” and Group “B” shares of the Company are registered shares. The shares representing the share capital of the Company are dematerialized in accordance with the dematerialization principles.</p> <p>The capital of the Company may be reduced or increased, if and when required, within the frame of provisions of the Turkish Commercial Code and Capital Markets laws and regulations.</p> <p>The Board of Directors is authorized to decide to increase the issued capital by issuing new shares up to the upper limit of the authorized capital if and when deemed necessary in accordance with the applicable provisions of the Capital Markets Law, to restrict the rights of the holders of preferential shares, to limit the rights of option of shareholders on newly issued shares, and to issue shares above (with premium) or below the nominal value per share. The power to restrict the preemptive rights on newly issued shares cannot be used in a manner that would cause inequality between shareholders. The pre-emptive rights of shareholders on newly issued shares may be restricted in one or several capital increases; provided, however that, the total sum of capital increases restricting the pre-emptive rights on newly issued shares within the authorization period of 5 (five) years cannot exceed 10% of the issued capital.</p> <p>In any case, the Board of Directors will issue new Group “A” and Group “B” shares pro rata to the existing shares held by the Group A and Group B shareholders respectively as of the time of capital increase. Shareholders participate in capital increases by subscribing for the shares to be issued in the same group as their existing shares, along with the privileges attached to the related group. Provided, however, the preemptive rights not used in Group B will pass to Group A shareholders. Group A Shareholders may use such pre-</p>
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<p>emptive rights in accordance with the regulations of the Capital Markets Board. Those who subscribe for shares to be issued with a premium in the related capital increase shall be obliged to separately pay to the Company, pursuant to article 519 of the Turkish Commercial Code, the premiums to be determined in addition to the nominal value of shares as of the date of issue.</p>	<p>emptive rights in accordance with the regulations of the Capital Markets Board. Those who subscribe for shares to be issued with a premium in the related capital increase shall be obliged to separately pay to the Company, pursuant to article 519 of the Turkish Commercial Code, the premiums to be determined in addition to the nominal value of shares as of the date of issue.</p>
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APPENDIX 3
CVs OF BOARD OF DIRECTORS CANDIDATES AND INDEPENDENCE
DECLARATIONS OF INDEPENDENT MEMBER CANDIDATES

Rahmi M. Koç

A graduate of Johns Hopkins University in Business Administration, he joined the Koç Group in 1958 at Otokoç Ankara. He became Chair of the Management Committee in 1980 and was named Chair of the Board of Directors of Koç Holding in 1984, a post he held until 2003 when he became the Honorary Chair. Apart from Koç Holding, he also serves as a Member / Chair of the Board of Directors of other Koç Group companies. In addition, Rahmi M. Koç is or has been affiliated with social and professional organizations including:

- The Metropolitan Museum of Art, New York City, Former Honorary Member of the Board of Trustees
- Former Co-Chair of the Business Advisory Council for South East Europe (BAC SEE)
- Vice Chair of the Board of Trustees of Vehbi Koç Foundation
- Honorary Chair of the Board of Trustees of Koç University
- Founder and Chair of the Board of Directors of the Rahmi M. Koç Museum and Cultural Foundation
- Chair of the Board of Directors of the Vehbi Koç Foundation American Hospital
- Honorary Chair and Founding Member of TURMEPA, The Turkish Marine and Environment Protection Association
- Honorary Chair of the Advisory Board of the Turkish Industrial and Business Association (TÜSİAD)
- Member of the Advisory Board of the Turkish Employers Association
- Founding Chair of the Global Relations Forum
- Former President of the International Chamber of Commerce (1.1.1995-31.12.1996)
- Former President of the Turkish Greek Business Council (1992-1999)
- Former Member of the Allianz AG International Advisory Board
- Former Member of the J.P. Morgan International Council
- Former Member of the International Advisory Board of the US Council on Foreign Relations

Rahmi M. Koç has been awarded with the following merits and degrees:

- “Honorary Doctorate” degrees by Johns Hopkins University (Baltimore-Maryland), Eskişehir Anadolu University, İzmir Ege University, Ankara Bilkent University, Ovidius University of Constanza and Aydın Adnan Menderes University
- “Outstanding Service Award” by the President of the Turkish Republic
- German Government’s “Grosses Verdienst Kreuz”
- “Order of High Merit of the Italian Republic”
- “Order of Merit of the Austrian Government”
- “(Honorary) Commander of the Most Excellent Order of the British Empire (CBE)”
- “Officier dans l’Ordre National de la Légion d’Honneur”, the highest medal awarded by the French government
- “Responsible Capitalism Lifetime Achievement Award” from FIRST, a leading multidisciplinary international affairs organization

- The medal of Foreign Policy Association (FPA), globally recognized think-tank with its 100-year history
- “Hadrian Award” by the World Monuments Fund to the Koç Family
- “Carnegie Medal of Philanthropy” (New York) to the Koç Family
- “BNP Paribas Philanthropy Award” (Paris) to the Koç Family
- “Iris Foundation Award” from BARD Graduate Center to the Koç Family

Ömer M. Koç

In 1985, he received his B.A. degree in Ancient Greek Language and Culture from Columbia College, which is linked to Columbia University. He worked at Kofisa Trading Company in Switzerland for one year. He completed his MBA at Columbia University in 1989. After working at New York-based Ramerica International Inc. between 1989 and 1990, he joined Koç Group in 1990. He held various senior positions at Koç Holding including Finance Coordinator, Vice President and President of Energy Group. He became member of Board of Directors in 2004 and Vice Chair in May 2008. In February 2016, he was appointed as the Chair of the Board of Directors of Koç Holding. He serves as the Vice President of TÜSİAD High Advisory Council, Chair of Turkish Educational Foundation Board of Trustees, President of Geyre Foundation and Chair of Yapı Kredi Kültür Sanat Yayıncılık Board of Directors, Chair of İstanbul Foundation For Culture and Arts Board of Trustees, Chair of Tüpraş Board of Directors, Chair of Tofaş Board of Directors and Member of the Board of Directors at other Koç Group companies.

Ali Y. Koç

He received his bachelor’s degree from the Management Faculty of Rice University and MBA from Harvard Business School. He started his career at American Express Bank as a Management Trainee and continued as an Investment Analyst at Morgan Stanley Investment Bank. Ali Y. Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information technologies (IT) as well as the President of Corporate Communications and IT Group. After serving as a Member of the Board of Directors at Koç Holding for over 8 years, he was elected as the Vice Chair in February 2016. Since April 2016, Ali Y. Koç also serves as Chair of the Board of Directors of Koç Financial Services, Yapı Kredi Bank, Ford Otosan, Otokar as well as several other Koç Group companies. In addition to being Chair and Vice Chair at Turkey’s largest companies and financial institutions, Ali Y. Koç also contributes to the country’s social and economic development and currently is the President of Fenerbahçe Sports Club, Member of the Board of Directors of the International Competitiveness Research Institute (URAK), Member of the Executive Board of European Club Association (ECA) and Member of the Board of Directors of Endeavor Turkey and also Member of the Board of Trustees at Tema . He is also a Member of the Global Advisory Council of Harvard University, Bank of America and Council on Foreign Relations and a Member of the Panel of Senior Advisers at Chatham House. He represents Turkey at the CBI - Confederation of British Industry.

Semahat S. Arsel

She began her career in 1964 as a Member of the Board of Directors of Koç Holding, a position she continues to hold. In addition, she is Chair of the Board of Directors of Vehbi Koç Foundation and

the Divan Group, founder of the Semahat S. Arsel Nursing Education and Research Center and the Koç University School of Nursing. She also serves as Member of the Board of Directors of other Koç Group companies as well as Member of the Board of Trustees of the Educational Volunteers Foundation of Turkey (TEGV). Semahat Arsel has received an “Honorary Doctorate” degree from İstanbul University.

Caroline N. Koç

Caroline Koç, after graduating from high school at Switzerland’s St. George’s School, went on to receive a Bachelor’s degree in Business Administration from Babson College, USA. She is fluent in English, Turkish, French, Italian and Swedish. Ms. Koç started her professional career in 1992 at Edwards of Hisar, where she acted as the managing director until 1998. Subsequently, she founded 'İlkadım Play and Education Center for Kids' in 1998. She was the acting manager of the Center until 2003. She founded “Haremliqie Istanbul” in 2008 and “Selamlıqie Turkish Coffee” in 2009 and is currently the Chairwoman of the Board of Directors of both companies. In addition, she is a Member of the Board of Directors of several Koç Group companies. She is a Member of the Board of Directors of Tohum Autism Foundation, a Founding Member of Tina Foundation and Mediterranean Conservation Society as well as the Contemporary Education Foundation. She has been a Member of Koç Holding Board of Directors since 2016 and Jury President of Mustafa V. Koç Sports Award.

İpek Kır  

İpek Kır   graduated from Koç Private High School in 2002 and from Brown University Department of Biology in 2007. Between 2012 and 2018, she was the CEO of Sirena Marine Maritime Industry and Trade Inc. and has been serving as Chair of the Board of Directors since November 2018. Kır   is a member of the Board of Directors of Vehbi Koç Foundation, Temel Trade and Investment Inc., American Hospital (Moment Health Services Trade Inc.), Zer Central Services Inc., Ar  elik Marketing Inc., Setur Service Touristic Inc., VetAmerikan Veterinary Services Inc. and Trustees of Educational Volunteers Foundation of Turkey (TEGV). In addition, Kır   continues to work as the Chair of the Board of Directors of Koç School and as a member of the Board of Trustees of Koç University, Galatasaray Education Foundation and Trustees of Educational Volunteers Foundation of Turkey (TEGV). İpek Kır   is also a Founding Member of the Board of Suna and İnan Kır   Foundation. She launched Suna’nın Kızları (Suna’s Daughters-named after her mother Suna Kır  ), an education initiative which will be taking a multi-dimensional and holistic approach for creating ecosystems of support that will empower girls to identify and pursue their dreams. She also launched SemtPati (Neighborhood Paws) Foundation working on the welfare of stray animals by using digital Technologies and mobilizing volunteers. She has been a member of Koç Holding Board of Directors since 2016.

Levent   akıro  lu

Levent   akıro  lu graduated from Ankara University Faculty of Political Sciences, Business Administration Department and received his master’s degree from University of Illinois. He started his career as an Assistant Auditor at the Ministry of Finance in 1988, where he worked as a Senior Auditor between 1991 and 1997. He served as Vice President of Financial Crimes Investigation Board between 1997 and 1998, meanwhile he taught as a Part Time Instructor at Bilkent University.

Çakıroğlu joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002 and 2007 and the CEO of Migros between 2007 and 2008. He was assigned as the CEO of Arçelik in 2008 and also became President of the Durable Goods Group of Koç Holding in April 2010. Çakıroğlu has been appointed as the CEO of Koç Holding in April 2015. He currently serves as the CEO and has also been a Member of the Board of Directors of Koç Holding since April 2016. Levent Çakıroğlu is also the Chair of the Board of Directors of Arçelik- LG and TürkTraktör, the Vice Chair of Yapı Kredi Bank and Member of the Board of Directors at various Koç Group companies.

Jacques Albert Nasser

Following a 33-year global career with Ford Motor Company, Jacques Albert Nasser served as a Member of its Board of Directors, President and Chief Executive Officer. He has also served as the Board Chairman of BHP Billiton, and as a Member on the Board of Directors of Brambles, Sky, and FOX. From 2002-2010, he was also a Partner of One Equity Partners, the private equity arm of JPMorgan. Nasser graduated in Business from RMIT University in Melbourne, Australia, and received a Doctorate of Technology honoris causa. In recognition of his work for industry, the community and as an advisor to government, he has received various awards in Australia, Lebanon and the United States. Jacques Albert Nasser has been a Member of the Koç Holding Board of Directors since 2015.

Peter Martyr (Independent Board Member Candidate)

Peter Martyr is the Former Global Chief Executive Officer (CEO) of Norton Rose Fulbright, a major global law firm. He obtained his Law Society Part 2 Professional Qualification from College of Law and received his LLB (Hons) from University College Cardiff, University of Wales. He started his career in 1979 in Norton Rose as a solicitor; where he became a partner, managing partner, CEO and finally Global CEO between 2010 and 2020. As the Global CEO, he was responsible for setting and driving the global strategic direction of the firm, completing major law firm mergers in Australia, South Africa and Canada between 2010 and 2012, in 2014 creating Norton Rose Fulbright through a further merger with Fulbright & Jaworski LLP. Subsequent mergers included the New York firm of Chadbourne & Parke LLP. He introduced a number of new global business lines, particularly Risk Advisory (focusing on cyber, ESG, sustainability, regulation and financial services) and NRF Transform, a global change and innovation program, designed to create more efficient legal solutions for clients. He also established a Global Diversity and Inclusion Advisory Council, responsible for driving diversity and inclusion targets and initiatives across the global firm. He is an experienced advisor to boards and management committees on global strategy, governance and enterprise risk management issues. He has significant experience of global strategic development and implementation, creating innovative culture and change management programs. At Norton Rose Fulbright, he undertook multiple integration programs and has been responsible for development of Executive Committee, Board governance and risk management functions. He was identified in 2013 as a “Top 50 innovator over the last 50 years” by American Lawyer, and “Top 10 Business People” by The Times in 2012 and “Honorary Catalyst CEO Champion for Change” in 2020 and is the recipient of a number of law firm management awards. Martyr became a Member of Koç Holding Board of Directors in 2021.

Michel Ray de Carvalho (Independent Board Member Candidate)

Michel Ray de Carvalho is, since 1 April 2018, the Chair of Capital Generation Partners LLP, CapGen. He joined CapGen in 2018 after a 20-year career at Citigroup where he served as Vice Chair of Citi Investment Banking, EMEA. He was also named Chair of Citi Private Bank for EMEA in 2009 and Global Chair of Citi Private Bank in February 2016. Mr. de Carvalho has over 40 years' experience in the banking industry, having started his career in 1970 as an investment banking trainee for White Weld and Co. Ltd in London, the predecessor firm to Credit Suisse First Boston (CSFB). Michel Ray de Carvalho is also a Member of the Supervisory Board of Heineken NV since 1996, and an Executive Director of Heineken Holding NV. Michel Ray de Carvalho is a graduate of Harvard Business School; he obtained a Masters of Business Administration in 1970. He also holds a BA from Harvard College. Carvalho became a Member of Koç Holding Board of Directors in 2022.

Ömer Önhon (Independent Board Member Candidate)

Önhon graduated from Kingston University, Faculty of Politics and Economy and worked for the Ministry of Foreign Affairs from 1985 to 2021. He served at the Embassy of Türkiye in Riyadh, at the Permanent Mission of Türkiye to the Organization for Security and Cooperation in Europe, at the NATO Permanent Mission of Türkiye to NATO and at the Embassy of Türkiye in Damascus. He then served as Consul General of Türkiye in New York, and as Ambassador of Türkiye in Damascus and Madrid. Returning to Ankara, he served as Deputy Undersecretary in charge of the Middle East and Asia at the Ministry of Foreign Affairs, and as Director General of International Security Affairs. Following his departure from the Ministry of Foreign Affairs in 2021, he founded a company carrying his own name where he is self-employed and through which he provides strategic consultancy and organization services. Önhon is currently Board Member at the Ankara Policy Center, and Director of the Center for the Eurasian Security and Cooperation within the Economic Policy Research Foundation of Türkiye. Önhon published a book named “Büyükkelçinin Gözünden Suriye” (which can be translated as “Syria through the eyes of the Ambassador”) and was a writer for the “Sharq al Awsat” newspaper. Since last year, he continues to write for “Al Majalla” which belongs to the same media group.

Ahmet Kırman (Independent Board Member Candidate)

Prof. Dr. Ahmet Kırman graduated from Ankara University, Faculty of Law. He had his master's degree in EU Competition Law and Ph.D. in Commercial Law from the same institution, becoming an Associate Professor and then Professor of Financial Law. Prof. Dr. Kırman served as Faculty Member, Division Head, Head of the Finance Department and Institute Director at Ankara University, Faculty of Political Science. He was also a Faculty Member at Galatasaray University, Faculty of Law and continues to give lectures to postgraduate students at the same university. Prof. Dr. Kırman started his professional career in 1981 as a judge for the Council of State. Subsequently, he joined Türkiye İş Bankası A.Ş. where he held various positions in banking and insurance. He served as the Chairman of Türkiye İş Bankası A.Ş., Milli Reasürans T.A.Ş., Destek Reasürans A.Ş., and Petrol Ofisi A.Ş., and Board Member at several other major companies including Anadolu Sigorta A.Ş. During his period as the Chairman of the Board of Directors at İşbank, he was also chairman of the Audit Committee and served on the Inspection Board.

At Türkiye Şişe ve Cam Fabrikaları A.Ş., Prof. Dr. Kırman has served as the Chairman and fully authorized Executive Member from 2006 to 2011, Vice Chairman and CEO from 2011 to 2021, Chairman and CEO from 30 March 2021 to 1 July 2021; and Chairman as from 1 July 2021. At the General Assembly meeting held on March 28, 2022, Prof. Dr. Kırman was appointed as the Chairman and Executive Member of the Board. He has also served as the Chairman of Soda San. A.Ş., Trakya Cam San. A.Ş., Anadolu Cam San. A.Ş. and Paşabahçe Cam San. Tic. A.Ş. from 2011 to 30 September 2020, until these four main listed subsidiaries were merged under Şişecam. Prof. Dr. Kırman has resigned from the positions of the chairman of the board of directors and executive director at Şişecam as of 1 July 2024. He continues to serve as the Chairman of several Group companies based in Russia, Netherlands, Bulgaria, Hungary and Romania.

In recognition of his outstanding lifetime contributions to the glass science and technology, encouraging the exchange of knowledge and promotion of domestic and international glass community, Prof. Dr. Kırman was honored with the “President’s Award” by the International Commission on Glass (ICG), which is the most reputable and recognized world-wide organization in the field of glass with representatives from 33 countries. Prof. Dr. Kırman has been awarded with the honor of “Cavaliere” of “the Order of the Star of Italy,” nominated by the Minister of Foreign Affairs and bestowed by the President of the Italian Republic, for his contributions to the strengthening of economic bilateral relations and mutual investments between Italy and Turkey. Prof. Dr. Kırman has also been honored by the President of Tatarstan with the “Medal of Valorous Labor” in recognition of his valuable contributions to the development of investments and economic cooperation with Tatarstan. He has been honored with the “Medal of Appreciation” due to his contributions to the economic development of the Targovishte Region in Bulgaria. He was also awarded the “Chairman of the Year” at the Le Fonti Awards, the award platform of Italy's one of leading economics media organizations Le Fonti for Şişecam's innovation and sustainability-focused global achievements. Lastly Cavaliere Prof. Dr. Kırman, is elected The Glass Person of the Year 2023 by the Phoenix Award Committee for his long-term, significant, and valuable contributions to global glass industry.

Prof. Dr. Kırman has served as the Chairman and Member of the Board of Directors at ICC and was also a Member of TEPAV’s Board of Trustees and Board of Directors, along with BTHE and IAV’s Board of Directors. He served as a Member of the Board of Directors and Committee of Legal Affairs at the Turkish Shooting and Hunting Federation. He also participated in numerous specific training programs particularly including Banking & Financials, The Fundamentals of International Finance & Advanced Aspects of International Finance 1997, Queen Mary and Westfield College of London, Finance for Lawyers, International Taxation & Offshore Financial Planning. Prof. Dr. Kırman has authored 12 books along with various scholarly articles and has been invited as a keynote speaker at numerous scientific as well as business events. Involved in parachuting and shooting sports, Prof. Dr. Kırman won the gold medal in shooting in the 1978 Balkan Championship. He created an aviation history section for the Rahmi M. Koç Museum, İstanbul in the context of his scaled model hobby. His models continue to be on display in accordance with the living museum approach.

DECLARATIONS OF INDEPENDENCE OF INDEPENDENT MEMBER CANDIDATES

DECLARATION OF INDEPENDENCY

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Koç Holding A.Ş. (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board’s (“CMB”) Communiqué on Corporate Governance, except for the criteria of “qualifying as a Turkish resident under the Income Tax Law”. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders.
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My CV indicates that I have skills, knowledge and expertise relevant to the Company’s business and extensive experience to fulfill my duties as an independent board member,
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- h) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul in total.
- i) I am not registered in the name of any legal entity elected as a board member.

(originals signed)

Peter Martyr

DECLARATION OF INDEPENDENCY

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Koç Holding A.Ş. (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board’s (“CMB”) Communiqué on Corporate Governance, except for the criteria of “qualifying as a Turkish resident under the Income Tax Law”. In that regard I also confirm that;

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(originals signed)

Michel Ray de Carvalho

DECLARATION OF INDEPENDENCY

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- c) My CV indicates that I have skills, knowledge and expertise relevant to the Company’s business and extensive experience to fulfill my duties as an independent board member,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960
- e) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
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- i) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul in total.
- j) I am not registered in the name of any legal entity elected as a board member.

(originals signed)

Ömer Önhon

DECLARATION OF INDEPENDENCY

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- i) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul in total.
- j) I am not registered in the name of any legal entity elected as a board member.,

(originals signed)

Ahmet Kirman

APPENDIX 4
KOÇ HOLDİNG A.Ş. REMUNERATION POLICY

FOR THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

This policy determines the remuneration system for the Board of Directors and key executives composed of the CEO and the Presidents.

In accordance with the Turkish commercial code and article 13 of Koç Holding Articles of Association, a fixed remuneration is determined for the board membership functions of all members of the Board at the Annual General Meeting of the Company.

Besides, Executive members of the Board are compensated in accordance with the policy established for senior executives, as outlined below.

In addition to the fixed remuneration that is determined by the Board of Directors for their board membership, additional payment can be granted to the Board members who have been assigned specific duties to support the activities of the Company, the amount of which is to be determined in consultation with the Nomination and Remuneration Committee.

To the chairman and members of the Executive Committee of the Board which supports the Board in the proper management of the Company in all respects and provides coordination between the Board and other administrative units, additional compensation to the fixed remuneration that is determined by the Board of Directors can be granted in consultation with the Nomination and Remuneration Committee by taking into account such Committee Members' contributions, attendance at the meetings, functions, and the like. Payments made thereof to Executive Committee members during the year are to be deducted from the amount determined at the end of the year.

In respect of remuneration of the Independent Members of the Board of Directors, a payment plan based on the performance of the Company may not be used.

Pro rata payment is made to the members of the Board of Directors by taking into account the time they carried out their duty between the date of appointment and the date of resignation. Expenses incurred by the members of the Board of Directors on account of making contributions to the Company (e.g. transportation, telephone, insurance) can be paid by the Company.

The remuneration of senior executives consists of two components, which are fixed and performance based.

Our remuneration management systems are established and applied in line with fair, objective, competitive, rewarding and motivating criteria and primary goals that recognize high performance.

Fixed salaries of executives are determined in accordance with international standards and legal obligations by taking into account the prevailing macroeconomic data in the market, the salary policies prevailing in the market, the size and long-term targets of the Company and the positions of the persons. With the remuneration policy, the main goals are to increase employee motivation and engagement by taking into consideration internal equity in the company and market compatibility, and to attract employees that have competencies capable of achieving our strategical business goals.

Bonuses for executives are calculated according to the bonus base, the performance of the Company and the individual performance in a way that will support companies to exceed business goals encourage high performance and reward sustainable success. A summary of the criteria is as follows:

- **Bonus Base:** Bonus Bases are updated at the beginning of each year. They vary depending on the work volume of the executives' positions. When updating the bonus bases, senior management bonus policies in the market are taken into account.

- **Company Performance:** The performance of the Company is determined at the end of the year by measuring the financial and operational targets (i.e. market share, exports, overseas operations, productivity) assigned to the Company at the beginning of each year. In determination of the Company's targets, the sustainability of success and the degree to which it incorporates improvements over previous years are the principles taken into account.

- **Individual Performance:** In the determination of individual performance, the individual and collective objectives and key results determined by senior executives together with their teams and executives are taken into account. In the measurement of individual performance, the principle of achieving long-term sustainable improvement in areas and compliance with Environmental, Social and Governance (ESG) policies apart from the financial dimension are also observed.

Severance payments may be granted to the key executives by taking into account total term of service, term of service as an executive, as well as contributions made to the Company, the recent bonus base, and the salaries and bonuses paid in the last year of service.

Total amounts determined by the above principles and paid to the members of the Board of Directors during the year are submitted for shareholder approval at the next General Meeting.