



## 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	01.01.2025
Ending Date Of The Fiscal Period	31.12.2025
Decision Date	19.02.2026
General Assembly Date	18.03.2026
General Assembly Time	16:00
Record Date (Deadline For Participation In The General Assembly)	17.03.2026
Country	Turkey
City	İSTANBUL
District	ÜSKÜDAR
Address	Kuzguncuk Mahallesi Azizbey Sok. No:1 34674 Üsküdar/İstanbul

## 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 2025
- 3 - Presentation of the summary of the Independent Audit Report for the year 2025
- 4 - Presentation, discussion and approval of the Financial Statements of the Company for the year 2025
- 5 - Discussion and approval of the 2024 TSRS Compliant Sustainability Report
- 6 - Approval of the change made in the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code,
- 7 - Release of each member of the Board of Directors from liability for the Company's activities for the year 2025
- 8 - Approval, approval with amendment, or rejection of the Board of Directors' proposal on the dividend distribution for the year 2025 and the distribution date
- 9 - 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
- 10 - 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
- 11 - Determining the annual gross salaries to be paid to the members of the Board of Directors
- 12 - 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 Turkish Public Oversight, Accounting and Auditing Standards Authority's regulations
- 13 - Informing the shareholders on the donations made by the Company in 2025 and determining an upper limit for donations for the year 2026 within the scope of the Company's Donation and Sponsorship Policy
- 14 - Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favour of third parties in the year 2026 and of any benefits or income thereof in accordance with the Capital Markets Board regulations
- 15 - 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 2025 pursuant to the Corporate Governance Communiqué of the Capital Markets Board
- 16 - Wishes and observations

## Corporate Actions Involved In Agenda

Dividend Payment

## General Assembly Invitation Documents

<b>Appendix: 1</b>	GK Davet İlan Metni.pdf - Announcement Document
<b>Appendix: 2</b>	Invitation to AGM.pdf - Announcement Document
<b>Appendix: 3</b>	Genel Kurul Bilgilendirme Dokümanı.pdf - General Assembly Informing Document
<b>Appendix: 4</b>	General Assembly Meeting Informative Document.pdf - General Assembly Informing Document

## Additional Explanations

Koç Holding A.Ş.'s Ordinary General Assembly Meeting shall convene on 18 March 2026 Wednesday 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 and simultaneously announced for informational purposes. In the event of any discrepancy between the Turkish and the English versions, 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 18 MARCH 2026**

1. Opening and election of the Chairman of the Meeting,
2. Presentation for discussion and approval of the Annual Report of the Company prepared by the Board of Directors for the year 2025,
3. Presentation of the summary of the Independent Auditor's Report for the year 2025,
4. Presentation, discussion and approval of the Financial Statements for the year 2025,
5. Discussion and approval of the 2024 TSRS Compliant Sustainability Report
6. Approval of the change made in the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code,
7. Release of each member of the Board of Directors from their liability for the Company's activities for the year 2025,
8. Approval, approval with amendment, or rejection of the Board of Directors' proposal on the distribution of profits for the year 2025 and the distribution date,
9. 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,
10. Presentation to the shareholders and approval by the General Assembly 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,
11. Determining the annual gross salaries to be paid to the members of the Board of Directors,
12. 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 Turkish Public Oversight, Accounting and Auditing Standards Authority regulations,
13. Within the scope of the Company's Donation and Sponsorship Policy, informing the shareholders on the donations made by the Company in 2025 and determining an upper limit for donations for the year 2026,
14. Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2025 and of any benefits or income thereof in accordance with the Capital Markets Board regulations,
15. 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 2025 pursuant to the Corporate Governance Communiqué of the Capital Markets Board,
16. Wishes and observations.

**PROXY FORM**  
**FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF KOÇ HOLDING A.Ş.**  
**TO BE HELD ON 18 MARCH 2026**

**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 18 March 2026 Wednesday 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 2025,			
3- Presentation of the summary of the Independent Auditor's Report for the year 2025,			
4- Presentation, discussion and approval of the Financial Statements for the year 2025,			
5- Discussion and approval of the 2024 TSRS Compliant Sustainability Report			
6- Approval of the change made in the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code			
7- Release of each member of the Board of Directors from their liability for the Company's activities for the year 2025,			
8- Approval, approval with amendment, or rejection of the Board of Directors' proposal on the distribution of profits for the year 2025 and the distribution date,			
9- 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,			
10- Presentation to the shareholders and approval by the General Assembly 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,			
11- Determining the annual gross salaries to be paid to the members of the Board of Directors,			
12- 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 Turkish Public Oversight, Accounting and Auditing Standards Authority regulations,			

13- Within the scope of the Company's Donation and Sponsorship Policy, informing the shareholders on the donations made by the Company in 2025 and determining an upper limit for donations for the year 2026,			
14- Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2025 and of any benefits or income thereof in accordance with the Capital Markets Board regulations,			
15- 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 2025 pursuant to the Corporate Governance Communiqué of the Capital Markets Board,			
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 18 MARCH 2026 ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2025

#### 1. INVITATION TO THE 18 MARCH 2026 ORDINARY GENERAL ASSEMBLY MEETING

Koç Holding A.Ş.'s Ordinary General Assembly Meeting shall convene on Wednesday 18 March 2026 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 2025 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, 2025 financial statements, the independent auditor's report prepared by our independent auditor Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., 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, and the 2024 TSRS Compliant Sustainability Report prepared under the Turkish Sustainability Reporting Standards ("TSRS") published by the Turkish Public Oversight Accounting and Auditing Standards Authority ("KGK"), and the informative document containing the information required by the Capital Markets Board ("CMB") regulations along with the following agenda shall be made available to the shareholders at the company headquarters, on the Company's corporate website at [www.koc.com.tr](http://www.koc.com.tr), on the Public Disclosure Platform ("PDP"), 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](http://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 on the Use of Proxy Vote and Proxy Collection through Invitation, which entered into force following its publication in the Official Gazette No. 28861 and dated 24 December 2013. 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](http://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 ("TCC") 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 the processing of 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](http://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 provided 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 share group 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 the privileged shares into consideration, are provided in the following table:

Shareholder	Group	Share Amount (TRY)	Equity Ratio (%)	Number of Votes	Voting Right (%)
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	184,820,214	7.29	18,482,021,406	5.75
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	681,851,529	26.89	68,185,152,923	21.21
<b>Total</b>		<b>2,535,898,050</b>	<b>100.00</b>	<b>321,467,147,230</b>	<b>100.00</b>

\* Family Danışmanlık Gayrimenkul ve Ticaret A.Ş. is a wholly-owned subsidiary of Temel Ticaret A.Ş.. The 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 Kıracı, 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 corresponding to 0.04% of the 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](http://www.kap.gov.tr)

## **2.3. Information Regarding Requests of Shareholders for Adding an Item on the Agenda**

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

### **3. EXPLANATIONS PERTAINING TO THE ORDINARY GENERAL ASSEMBLY AGENDA FOR 18 MARCH 2026**

#### **1. Opening and election of the Chairman of the Meeting**

Within the framework of the provisions of the TCC 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 the 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 2025**

Within the framework of the TCC, the Regulation, the Capital Markets Law and related regulations, information shall be given on the 2025 Annual Report, which has been announced at the headquarters of our Company, on the PDP, the Electronic General Assembly System of the CSD and on the corporate website of the Company at [www.koc.com.tr](http://www.koc.com.tr) for the review of our shareholders three weeks prior to 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 2025**

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, on the PDP, the Electronic General Assembly System of the CSD and [www.koc.com.tr](http://www.koc.com.tr) will be read aloud.

#### **4. Presentation, discussion and approval of the Financial Statements of the Company for the year 2025**

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 PDP, the Electronic General Assembly System of the CSD and on [www.koc.com.tr](http://www.koc.com.tr) for the review of our shareholders, shall be presented to our shareholders for their evaluation and approval.

#### **5. Discussion and approval of the 2024 TSRS Compliant Sustainability Report**

The 2024 TSRS Compliant Sustainability Report, which has been made available for the review of our shareholders for a period of three weeks prior to the General Assembly Meeting at our Company’s headquarters, on the PDP, the Electronic General Assembly System of the CSD and on [www.koc.com.tr](http://www.koc.com.tr), and for which the mandatory sustainability assurance audit has been completed by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. will be discussed and submitted to the review and approval of our shareholders.

#### **6. Approval of the change made in the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code,**

Due to the resignation of independent board member Mr. Ahmet Kirman during the year at his own request, the Board of Directors resolved with its resolution dated 19 December 2025 to apply to the CMB for approval in order to appoint Mr. Kudret Önen as independent board member pursuant to article 363 of the TCC, and provided that CMB's approval is obtained,

to appoint him as independent board member subject to the approval of the first general assembly to be convened and to complete the remaining term of office of their predecessor if approved at the relevant general assembly. The CMB has not expressed any adverse opinion regarding Mr. Kudret Önen's appointment. Mr. Kudret Önen's CV and declaration of independence, prepared in accordance with Corporate Governance Principle No. 1.3.1 of the CMB are presented in **Appendix 2** together with those of the other board of directors candidates.

**7. Release of each member of the Board of Directors from liability for the Company's activities for the year 2025**

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 2025 shall be submitted to the General Assembly for its approval.

**8. Approval, approval with amendment, or rejection of the Board of Directors' proposal on the dividend distribution for the year 2025 and the distribution date**

According to our financial statements prepared within the framework of the TCC 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 01.01.2025 – 31.12.2025; the consolidated net profit attributable to equity holders of the parent was TL 22,000,501,000. 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**.

**9. 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 Corporate Governance Committee, has designated Mr. Peter McCallum Martyr, Mr. Ömer Önhon, Mr. Kudret Önen and Mr. Umran Savaş İnan 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 criterion of "qualifying as a Turkish resident under the Income Tax Law" for Mr. Peter McCallum Martyr.

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 2**.

**10. 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, which has been amended to incorporate relevant committee names to the text (as the duties and responsibilities previously performed by the Nomination and Remuneration Committee are undertaken by the Corporate Governance Committee starting from 20.04.2025), is attached hereto as **Appendix 3** for this purpose. Information on the compensation of the members of the Board of Directors and the senior management, calculated in accordance with the purchasing power of the Turkish Lira as of 31 December 2025, is available in footnote no. 30 of our financial statements dated 31 December 2025.

**11. 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 2026 shall be determined by the shareholders as per our revised Remuneration Policy submitted for the approval of the shareholders as per item 10 of the agenda.

**12. 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 Turkish Public Oversight, Accounting and Auditing Standards Authority’s regulations**

In accordance with the TCC, the Capital Markets Board and the KGK regulations, and taking into consideration the opinion of the Audit Committee, the Board of Directors resolved at their meeting on 11 February 2026 to nominate Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the Company's financial reports for the year 2026 accounting period and to fulfil all other obligations required for the auditors by the TCC, the Capital Markets Law and related regulations, including but not limited to, the mandatory assurance audits of reports to be prepared in accordance with the TSRS as published by the KGK. This decision shall be submitted to the General Assembly for approval.

**13. Informing the shareholders on the donations made by the Company in 2025 and determining an upper limit for donations for the year 2026 within the scope of the Company’s Donation and Sponsorship Policy**

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 200,041,922.80 were made to foundations and associations in 2025 on a nominal basis (corresponding to TL 206,998,107.30 according to the purchasing power of the Turkish Lira on 31 December 2025) by Koç Holding A.Ş.. Of this nominal amount, TL 105,000,000 was donated to Vehbi Koç Foundation; 43,819,132 TL was donated to İstanbul Foundation for Culture and Arts, 29,663,970 TL was donated to Rahmi M. Koç Museum and Culture Foundation, TL 15,455,505 was donated to Koç University; and the remaining TL 6,103,315.80 was donated to various other entities each with an amount below TL 2,500,000 and are not deemed to be material for the investors. The upper limit of donations to be made in 2026 shall be resolved by the General Assembly.

**14. Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favour of third parties in the year 2026 and of any benefits or income thereof in accordance with the Capital Markets Board regulations**

Pursuant to article 12 of the CMB's Corporate Governance Communiqué No. II-17.1, income or benefits derived by our Company and/or its subsidiaries from collaterals, pledges, mortgages and sureties granted in favour of third parties must be stipulated in a separate article of the agenda of the General Assembly. Relevant information is available in footnote no. 33 of our financial statements dated 31 December 2025.

**15. 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 2025 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 article 395 and article 396 of the TCC titled "Competition Ban and Ban on Doing Business with the Company" and "Borrowing from the Company" respectively only with the approval of the General Assembly.

Pursuant to the CMB'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 2025, 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.

**16. Wishes and observations**

**APPENDICES:**

**APPENDIX 1** – 2025 Dividend Distribution Proposal

**APPENDIX 2** – CVs of Board of Directors Candidates and Independence Declarations of Independent Board Member Candidates

**APPENDIX 3** – Remuneration Policy for Board of Directors and Executive Management

## **APPENDIX 1** **2025 DIVIDEND DISTRIBUTION PROPOSAL**

The Board of Directors reviewed the consolidated financial statements for the accounting period of 1 January – 31 December 2025 prepared by Koç Holding A.Ş. management in compliance with Turkish Financial Reporting Standards (TFRS) under 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 22.000.501.000 TL whereas in the statutory records the current year profit amounts to 43.212.326.966,00 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 43.212.326.966,00 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.

The net profit attributable to equity holders of the parent achieved in the consolidated financial statements amounting to 22.000.501.000,00 TL is determined as the distributable dividend base and 22.207.499.107,30 TL is determined as the first category dividend base after addition of donations made to foundations and associations amounting to 206.998.107,30 TL (according to the purchasing power of the Turkish Lira on 31 December 2025) to distributable dividend base.

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

1.110.374.955,37 TL	as first category dividend to shareholders,
25.000.000,00 TL	to the Koç Holding Pension Fund Foundation as per article 19/c of our Articles of Association
656.211.182,93 TL	to holders of usufruct certificates as per article 19/d of our Articles of Association,
16.209.808.726,13 TL	as second category dividend to shareholders,

- iii. The sum of dividend amounting to 17.320.183.681,50 TL is proposed to be paid in cash;
- iv. Dividend payments of 17.320.183.681,50 TL, payment of 656.211.182,93 TL allocated to usufruct shareholders and payment of 25.000.000,00 TL allocated to the Koç Holding Pension Fund Foundation, amounting to a total of 18.001.394.864,43 TL will be paid in cash and sourced from the current year taxable earnings in the TFRS financial statements.
- v. As per the statutory records, 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 18.001.394.864,43 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) 6,83

TL for shares with a nominal value of 1 TL (683%) and, to our remaining shareholders as gross 6,83 TL (5,8055 TL net) for shares with a nominal value of 1 TL (gross: 683%; net: 580,55%).

- vii. The remaining amount after all payments in statutory records shall be transferred to extraordinary reserves whereas the remaining amount after all payments amounting to 3.999.106.135,57 TL in TFRS financial statements shall be transferred to retained earnings.
- viii. The profit distribution date is determined as 25 March 2026.

Koç Holding A.Ş. Profit Distribution Proposal for 2025 (TL)		
	As per Capital Markets Board	As per Statutory Records
1. Paid-in capital *		2.535.898.050,00
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		
3. Profit for the period	87.713.503.000,00	44.999.997.398,02
4. Taxes (-)	53.085.905.000,00	1.787.670.432,02
5. <b>Net profit (=)</b>	<b>22.000.501.000,00</b>	<b>43.212.326.966,00</b>
6. Prior years' losses (-) ***	0,00	0,00
7. Legal reserve fund (-)	0,00	0,00
8. <b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>	<b>22.000.501.000,00</b>	<b>43.212.326.966,00</b>
Dividend Advance Distributed (-)	0,00	0,00
Dividend Advance Less Net Distributable Current Period Profit	22.000.501.000,00	43.212.326.966,00
9. Grants made during the year (+)	206.998.107,30	0,00
10. <b>Net distributable profit including grants</b>	<b>22.207.499.107,30</b>	<b>43.212.326.966,00</b>
First category dividend to shareholders	0,00	0,00
11. - Cash ****	1.110.374.955,37	126.794.902,50
- Shares	0,00	0,00
<b>Total</b>	<b>1.110.374.955,37</b>	<b>126.794.902,50</b>
12. Dividends distributed to preferred shareholders	0,00	0,00
13. <b>Other dividends distributed</b>	<b>25.000.000,00</b>	<b>25.000.000,00</b>
- Members of the Board of Directors	0,00	0,00
- Employees (Koç Holding Pension and Assistance Foundation)	25.000.000,00	25.000.000,00
- Non-shareholders	0,00	0,00
14. <b>Dividends distributed to holders of usufruct right certificates</b>	<b>656.211.182,93</b>	<b>656.211.182,93</b>
15. <b>Second category dividend to shareholders</b>	<b>16.209.808.726,13</b>	<b>17.193.388.779,00</b>
16. Legal reserve fund	0,00	0,00
17. Status reserves	0,00	0,00
18. Special reserves	0,00	0,00
19. <b>EXTRAORDINARY RESERVES</b>	<b>3.999.106.135,57</b>	<b>25.210.932.101,57</b>
Other sources planned for distribution	0,00	0,00
- Prior years' income	0,00	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 2025					
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE
		CASH (TL)	SHARES (TL)		
NET	A	4.636.022.474,31	0,00	21,07	6,83 683,00
	B	11.258.904.726,02	0,00	51,18	5,81 580,55
	<b>TOTAL</b>	<b>15.894.927.200,34</b>	<b>0,00</b>	<b>72,25</b>	

(\*\*) 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**  
**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 Kreutz”
- “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
- Awarded the ‘Cavaliere di Gran Croce dell’Ordine della Stella d’Italia’ the Grand Cross Knight of the Order of the Star of Italy, in recognition of his distinguished contributions and enduring commitment to fostering relations between Türkiye and Italy.

### **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 and Member of the Board of Directors at other Koç Group companies.

### **Ali Y. Koç**

Ali Y. Koç received his bachelor’s degree from the Management Faculty of Rice University and MBA from Harvard Business School. He began his career at American Express Bank as a Management Trainee and later worked as an Investment Analyst at Morgan Stanley Investment Bank. He joined Koç Holding in 1997 and held senior-level positions until 2010 including roles in new business development and information technologies (IT) as well as serving President of Corporate Communications and IT Group. Mr. Ali Y. Koç has been a Member of the Board of Directors at Koç Holding since January 2008 and has served as Vice Chairman of the Board since February 2016. Additionally, he has been Chair of the Board of Koç Financial Services and Yapı Kredi Bank since April 1, 2016. He also chairs the Boards of Ford Otosan, Otokar, and several other Koç Group companies. Beyond his leadership roles, Ali Y. Koç contributes to Turkey’s social and economic development. He serves on the Boards of the International Competitiveness Research Institute (URAK), Endeavor Turkey, and the Board of Trustees at TEMA. He is also a Member of the Global Advisory Council of Harvard University, Bank of America, and the Council on Foreign Relations, as well as a Senior Adviser at Chatham House. Additionally, he represents Turkey at the Confederation of British Industry (CBI).

### **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 the 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 “Haremlique İstanbul” in 2008 and “Selamlique 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 Kıracıç**

İpek Kıracıç 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. Kıracıç 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., Arçelik Marketing Inc., Setur Service Touristic Inc., VetAmerikan Veterinary Services Inc. and Trustees of Educational Volunteers Foundation of Turkey (TEGV). In addition, Kıracıç 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 Kıracıç is also a Founding Member of the Board of Suna and İnan Kıracıç Foundation. She launched Suna’nın Kızları (Suna’s Daughters-named after her mother Suna Kıracıç), 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 Çakıroğlu**

Levent Çakıroğlu 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, Tofaş and TürkTraktör, the Vice Chair of Yapı Kredi Bank and Member of the Board of Directors at various Koç Group companies.

### **Peter McCallum Martyr (Independent Board Member Candidate)**

Peter McCallum 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 numerous major law firm mergers between 2010 and 2014 creating Norton Rose Fulbright. 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. In 2013 he was identified as “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. Martyr became a Member of Koç Holding Board of Directors in 2021.

### **Ömer Önhon (Independent Board Member Candidate)**

Ömer Önhon graduated from Kingston University with a degree in Politics and Economics and worked at the Ministry of Foreign Affairs between 1985 and 2021. Following his assignments at the Embassy in Riyadh, the Permanent Mission to the Organization for Security and Co-operation in Europe, the Permanent Mission to NATO, and the Embassy in Damascus; he served as Consul General in New York and as Ambassador in Damascus and Madrid. At the Ministry headquarters, he held positions as Deputy Undersecretary responsible for Middle East and Asia affairs and Director General for International Security Affairs. After leaving the Ministry of Foreign Affairs, in March 2021, he established a sole proprietorship under his own name, providing freelance services in strategic consultancy and organization. Önhon is currently a member of the Board of Directors of the Ankara Policy Center. He has published a book titled “Büyükelçinin Gözünden Suriye” (Syria Through the Eyes of an Ambassador) and continues to write for various media outlets in Turkey as well as for “Al Majalla”, a publication under the London-based Sharq al Awsat group. Ömer Önhon became a Member of the Board of Directors of Koç Holding in 2024.

### **Kudret Önen (Independent Board Member Candidate)**

Kudret Önen completed his higher education in the Department of Mechanical Engineering at Ankara Gazi University; he joined the Koç Group in 1975 at the Ford Otosan Istanbul Factory. After working as a Mechanical Engineer in the Production Planning and Product Development Department, he served as the Automotive Department Manager in Koç Holding R&D between 1979 and 1984. In 1984, he joined Otokar, a Koç Group company, as Deputy General Manager. He continued to serve as the General Manager of Otokar between 1994 and 2006. In 2006, Kudret Önen was appointed as the President of Koç Holding Defense Industry, Other Automotive, and Information Group, a position he held until 2016. Throughout his career, Kudret Önen served on the board of directors of various Koç Group automotive companies and held positions in numerous civil society organizations. He served as the Chairman of the Automotive Industry Association (OSD) between 2010 and 2016 and as the Chairman of the Turkish Metal Industrialists' Union (MESS) and the Turkish Employers' Union Confederation (TİSK) between 2016 and 2019. Kudret

Önen retired from Koç Holding in 2016. He has been serving on the board of Tofaş since April 2024 and on the board of Koç Holding since December 2025 as an Independent Board Member.

### **Umran Savaş İnan (Independent Board Member Candidate)**

Umran S. İnan is a Professor of Electrical Engineering & Physics at Koç University and a Professor (Emeritus) of EE at Stanford University. He received BS/MS degrees in EE at Middle East Technical University (METU) and Ph.D. degree from Stanford University. He served as a faculty member in the EE Department at Stanford as the Director of the Space, Telecommunications and Radioscience Laboratory. He secured over \$100M in research funding from U.S. government agencies, leading scientific projects to conduct observations of interactions of electromagnetic waves with upper atmosphere & ionosphere on all seven continents and numerous satellites. He has authored more than 400 scientific publications, has been cited more than 25,000 times, and has graduated 60 Ph.D. students. During 2009-2021, he served as President of Koç University, transforming it into a leading research institution, with 800 PhD students and receiving highest level of European research funding in country. He has been recognized with 2008 Royal Society Appleton Prize, 2019 Mustafa Prize (Iran), the 2010 TÜBİTAK Special Award (Turkey), the 2023 John Adam Fleming Medal of the American Geophysical Union, the U.S. Antarctic Service Medal, and an Antarctic mountain named "Inan Peak" in his honor. Professor İnan has been an independent member of the Board of Directors of Ford Otomotiv Sanayi A.Ş. since 2025.

## **DECLARATIONS OF INDEPENDENCE OF INDEPENDENT MEMBER CANDIDATES**

### **DECLARATION OF INDEPENDENCE**

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 criterion 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 fulfil 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 fulfilment 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 McCallum Martyr**

## DECLARATION OF INDEPENDENCE

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. 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 fulfil 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 deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- 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 fulfilment of my responsibilities,
- h) I have not been on the board of the Company for more than six years within last ten years,
- 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 INDEPENDENCE

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. 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 fulfil 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 deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- 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 fulfilment of my responsibilities,
- h) I have not been on the board of the Company for more than six years within last ten years,
- 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)*

***Kudret Önen***

## DECLARATION OF INDEPENDENCE

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. 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 fulfil 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 deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- 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 fulfilment of my responsibilities,
- h) I have not been on the board of the Company for more than six years within last ten years,
- 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)*

**Umran Savaş İnan**

**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 Corporate Governance 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 Corporate Governance 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.