

**SASA POLYESTER SANAYİ A.Ş.**  
**THE BOARD OF DIRECTORS' INVITATION**

**TO THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2023**

Our Company's Ordinary Shareholders General Assembly Meeting for the year 2023 will be held to discuss the agenda below on 28 March 2024, Thursday, at 11:00, at the address of the Company headquarters as Sarihamzalı Mahallesi, Turhan Cemal Beriker Bulvarı, No:559, Seyhan / Adana.

Shareholders, whose names are included in the shareholder list provided by the Central Registry Agency will be able to attend the General Assembly meeting. Our shareholders who have the right to participate the General Assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature through the Electronics General Assembly System provided by the Central Registry Agency.

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

For attending General Assembly meeting physically; all shareholders or their representatives should sign the list of attendance and

- Real person shareholders should submit their ID card.
- Legal person shareholders should submit their representatives' ID card and authorization documents.
- Real and legal person's representatives should submit their ID card and representation documents.
- Representatives authorized through the Electronic General Assembly System should submit ID card.

Our shareholders, who attend the meeting electronically through the Electronics General Assembly System, can get information about procedures and principles regarding participation, authorization of representatives, making proposals, expressing opinions and voting through the link of the Central Registry Agency web site <http://www.mkk.com.tr>.

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation on the General Assembly of Joint Stock Companies to be Held via Electronic Media" published on the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué on Electronic General Assembly System to be Followed during the General Assembly Meetings of Joint Stock Companies" published on the Official Gazette dated 29 August 2012 and numbered 28396.

Our Company's Consolidated Financial Statements, Annual Activity Report of the Board of Directors, Independent Audit Reports, Profit Distribution Proposal of the Board of Directors, General Assembly Information Document for the year 2023 and compliance reports prepared within the scope of the Capital Markets Board Communiqué numbered II-17.1 on "Corporate Governance" are made available for the shareholders examination at the Electronic General Assembly System section of the Central Registry Agency web site, at the Investors Relation section of the company website addressed [www.sasa.com.tr](http://www.sasa.com.tr), on the Public Disclosure Platform at [www.kap.org.tr](http://www.kap.org.tr), and also at the above address of the Investors Relations Unit of our Company at least three weeks before the meeting.

Our Shareholders are requested with respect to honor the meeting on the mentioned day and time.

## **SASA POLYESTER SANAYİ A.Ş.**

### **Agenda for the Ordinary General Assembly Meeting for the Year 2023 To Be Held on 28 March 2024, Thursday, at 11:00**

1. Opening and election of Meeting Chairmanship,
2. Reading, discussion and approval of the Annual Report of the Board of Directors for the year 2023,
3. Reading the summary of the Auditor's Reports for 2023 accounting period,
4. Reading, discussion and approval of the Financial Statements for 2023 accounting period,
5. Acquittal of each Board Member for 2023 activities of the Company,
6. Determination of the use of 2023 profit and the dividend and earnings share rates to be distributed,
7. Determination of the number and office term of the members of the Board of Directors, appointment of the members of the Board of Directors, appointment of the independent members of the Board of Directors,
8. Determination of the wages of the members of the Board of Directors and the rights including remunerations, bonuses and premiums,
9. Deciding on the selection of the Independent Audit Firm in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,
10. Providing information to the General Assembly about the amendments in the Company's Donation and Contribution Policy,
11. Amending Article 8 titled “Capital” of the Company's Articles of Association, provided that the necessary permissions are obtained from the Capital Markets Board and the Ministry of Trade,
12. Providing information to the General Assembly about share buy-back transactions realized by the company in 2023,
13. Providing information to the General Assembly about the donations and grants made in 2023,
14. Determining the upper limit for donations to be made by the company in 2024,
15. Providing information to the General Assembly about securities, pledge, mortgage and surety granted in favor of third parties in the year 2023 and the income and benefits thereof,
16. Granting permission to the chairman and members of the Board of Directors to perform the transactions stipulated under the Articles 395 and 396 of the Turkish Commercial Code.

## PROXY FORM

### TO THE BOARD OF DIRECTORS OF SASA POLYESTER SANAYİ A.Ş.

I hereby appoint .....introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Sasa Polyester Sanayi A.Ş. that will convene on 28 March 2024, Thursday at 11:00 at the address of Sarihamzalı Mahallesi Turhan Cemal Beriker Bulvarı, No:559, Seyhan / Adana.

**The Attorney's (\*);**

Name Surname / Trade Name :

TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number :

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

**A) SCOPE OF REPRESENTATION**

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;**

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote on proposals of the attorney partnership management.
- The attorney is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:**

In the event that the shareholder chooses the (c) option, 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.

No	Agenda Items (*)	Accept	Reject	Dissenting Opinion
1.	Opening and election of Meeting Chairmanship,			
2.	Reading, discussion and approval of the Annual Report of the Board of Directors for the year 2023,			
3.	Reading the summary of the Auditor's Reports for 2023 accounting period,			
4.	Reading, discussion and approval of the Financial Statements for 2023 accounting period,			
5.	Acquittal of each Board Member for 2023 activities of the Company,			
6.	Determination of the use of 2023 profit and the dividend and earnings share rates to be distributed,			
7.	Determination of the number and office term of the members of the Board of Directors, appointment of the members of the Board of Directors, appointment of the independent members of the Board of Directors,			
8.	Determination of the wages of the members of the Board of Directors and the rights including remunerations, bonuses and premiums,			
9.	Deciding on the selection of the Independent Audit Firm in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,			
10	Providing information to the General Assembly about the amendments in the Company's Donation and Contribution Policy,			

No	Agenda Items (*)	Accept	Reject	Dissenting Opinion
11.	Amending Article 8 titled “Capital” of the Company's Articles of Association, provided that the necessary permissions are obtained from the Capital Markets Board and the Ministry of Trade,			
12.	Providing information to the General Assembly about share buy-back transactions realized by the company in 2023,			
13.	Providing information to the General Assembly about the donations and grants made in 2023,			
14.	Determining the upper limit for donations to be made by the company in 2024,			
15.	Providing information to the General Assembly about securities, pledge, mortgage and surety granted in favor of third parties in the year 2023 and the income and benefits thereof.			
16.	Granting permission to the chairman and members of the Board of Directors to perform the transactions stipulated under the Articles 395 and 396 of the Turkish Commercial Code.			

(\*) All items in the General Assembly Agenda should be listed. If the minority has a different draft resolution, the opinion for this draft resolution should also be indicated in the proxy form.

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- The attorney is authorized to vote according to his/her opinion.
- The attorney is not authorized to vote on these matters.
- The attorney is authorized to vote for the items in accordance with the special instruction.

**SPECIAL INSTRUCTIONS;** The special instructions (if there is 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 below**

- Order and Serial (\*):
- Number/Group (\*\*):
- Amount-Nominal Value :
- Privilege on Vote or not:
- Bearer- Registered (\*):
- Ratio of the total shares/voting rights of the shareholder:

(\*)Such information is not required for dematerialized shares.

(\*\*)For dematerialized shares, information related to the group will be given instead of numbers.

**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.**

**SHAREHOLDER’S NAME SURNAME OR TITLE: (\*)**

TR ID Number/ Tax ID Number, Trade Register and Number andMERSİS Number:

Address:

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

**ADDITIONAL EXPLANATIONS  
WITHIN THE CONTEXT OF CAPITAL MARKETS BOARD REGULATIONS**

The additional explanations required to be made in accordance with the Corporate Governance Principle 1.3.1 stated in the Capital Markets Board Communiqué no.II-17.1 on “Corporate Governance”, those related to the items of agenda have been presented below under the relevant agenda item. The other mandatory general explanations have been provided in this section for the information of our shareholders.

**1. Shareholder Structure and Voting Rights**

The current issued capital of the Company is TRY 5,321,653,794.10 which is fully paid, and is divided into 532,165,379,410 shares, each with a value of 1 Kuruş (One kuruş-0,01 Turkish Lira). Each share with a nominal value of 1 Kuruş has one voting right at the General Assembly of Shareholders Meetings. There are no privileged shares in the capital of the Company.

The distribution of shares representing the company capital among partners is given in the table below.

<b>Shareholder</b>	<b>TRY</b>	<b>Ratio (%)</b>
Erdemoğlu Holding A.Ş.	2,943,733,458.6	55.32
Merinos Halı Sanayi ve Ticaret A.Ş.	1,102,191,144.3	20.71
Halka Açık	1,275,729,191.2	23.97
<b>Toplam</b>	<b>5,321,653,794.1</b>	<b>100.00</b>

**2. Information on the Management and Operational Changes of Our Company or Subsidiaries Those Realized in the Past Accounting Period and Those may Materially Affect the Company’s Planned Activities in the Next Accounting Periods**

There are no management and operational changes of our Company or subsidiaries those realized in 2023 accounting period and planned that may significantly affect the company’s operations in the next accounting periods.

**3. Information on the Demands by Shareholders, Capital Markets Board or Other Public Authority to Add Items to the Agenda**

No request has been made by shareholders, the Capital Markets Board or other public authorities to add additional items to the agenda for the Ordinary General Assembly meeting where the 2023 activities will be discussed.

**GENERAL EXPLANATIONS REGARDING THE AGENDA OF  
THE ORDINARY GENERAL ASSEMBLY MEETING OF THE YEAR 2023  
DATED 28 MARCH 2024**

**1) Opening and election of Meeting Chairmanship**

The Meeting Chairmanship consisting of Meeting Chairman, Vote Collectors and a Minutes Clerk to govern the General Assembly meeting will be elected within the framework of the provisions of the “Turkish Commercial Code (TCC)”, “Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry of Customs and Trade Representatives to be Present in These Meetings” (General Assembly Regulation) and “Internal Directive on Working Principles and Procedures of the General Assembly” of our Company.

**2) Reading, discussion and approval of the Annual Report of the Board of Directors for the year 2023**

Within the framework of the TCC, the General Assembly Regulation and regulations related to the Capital Market Law; the General Assembly will be informed about the Board of Directors’ 2023 Annual Activity Report, which has been submitted to the examination of our shareholders at our Company’s Headquarters, on the Public Disclosure Platform (KAP), on the Electronic General Assembly portal of Central Registry Agency (CRA) and on the website of the Company (<http://www.sasa.com.tr>) for a period of three weeks prior to the General Assembly meeting. The Annual Report will be submitted for evaluation and approval of our shareholders.

**3) Reading the summary of the Auditor's Reports for 2023 accounting period**

The General Assembly will be informed about the Independent Auditor Report for the year 2023, which is prepared by Drt Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., and which has been submitted for the examination of our shareholders at our Company’s Headquarters, on KAP, on the Electronic General Assembly portal of CRA and on the website of the Company (<http://www.sasa.com.tr>) for a period of three weeks prior to the General Assembly meeting.

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

Within the framework of the TCC, the General Assembly Regulation and regulations related to the Capital Market Law; the General Assembly will be informed about our 2023 Financial Statements, which have been submitted for the examination of our shareholders at our Company’s Headquarters, on KAP, on the Electronic General Assembly portal of CRA and on the website of the Company (<http://www.sasa.com.tr>) three weeks before the General Assembly meeting. They will be submitted for evaluation and approval of our shareholders.

**5) Acquittal of each Board Member for 2023 activities of the Company**

Within the framework of the TCC, the General Assembly Regulation and regulations related to the Capital Market Law; the acquittal of the members of the Board of Directors for the activities, transactions and accounts in 2023 will be submitted to the approval of the General Assembly.

**6) Determination of the use of 2023 profit and the dividend and earnings share rates to be distributed**

According to our financial statements for the accounting period of 01.01.2023-31.12.2023 which drawn up by our Company in compliance with Turkish Financial Reporting Standards within the framework of the Capital Markets Board’s (CMB) Communiqué no.II-14.1, and audited by Drt Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a Consolidated Net Period Profit of TRY 18,192,162,000 has been obtained. The attached proposal of Dividend Distribution Table (Annex-1), prepared in line with the Company's Dividend Distribution Policy, medium and long-term strategies, investment and financing plans, will be submitted for the evaluation and approval of the General Assembly.

**7) Determination of the number and office term of the members of the Board of Directors, appointment of the members of the Board of Directors, appointment of the independent members of the Board of Directors**

Pursuant to Article 12 of the Articles of Association, our Company is managed and represented by a Board of Directors consisting of at least 5 and at most 12 members elected by the General Assembly. In accordance with the regulations of the CMB, the TCC and the General Assembly Regulation, considering the principles regarding the election of the members of the Board of Directors set forth in our Articles of Association; the election of new members due to expired members of the Board of Directors and the determination of their terms of office will be submitted for evaluation and approval of our shareholders. Furthermore, independent members will be elected in order to comply with the CMB Communiqué no.II-17.1 on “Corporate Governance”.

Kadir Bal, Ayten Topalkara, Servi Sebi and Tuba Yağcı were determined as independent board member candidates with the decision taken by the Board of Directors upon the recommendation of the Corporate Governance Committee, which evaluated the submitted nomination proposals. The CMB did not express any negative opinion for these independent board member candidates. Resumes and declarations of independence of independent board member candidates are included in Appendix-2.

**8) Determination of the wages of the members of the Board of Directors and the rights including remunerations, bonuses and premiums**

The rights of the members of the Board of Directors including remunerations, bonuses and premiums will be determined and submitted to the approval of the General Assembly.

**9) Deciding on the selection of the Independent Audit Firm in accordance with the Turkish Commercial Code and the CMB regulations**

In line with the regulations of TCC and the CMB, the Board of Directors has decided to recommend selecting Güney Bağımsız Denetim ve SMMM A.Ş. to the General Assembly to audit the financial reports of our Company and to carry out other activities within the scope of the relevant regulations in the 2024 accounting period. This proposal will be submitted to the General Assembly for approval.

**10) Providing Information to the General Assembly about the Amendments in the Company's Donation and Contribution Policy**

In the Corporate Governance Principle numbered 1.3.10, which is included in the annex of the CMB's Corporate Governance Communiqué numbered II-17.1, it is stated that " a policy regarding donations and contributions shall be formed and submitted to the approval of the general assembly; information regarding the amounts and beneficiaries of all donations and contributions made within the term in line with the policy approved by the general assembly; and the amendments in the policy shall be provided to the shareholders through a separate item at the general assembly meeting". In accordance with the said principle, the Donations and Contributions Policy, which is updated as in Annex-3, will be presented to the information of our shareholders at the General Assembly meeting.

**11) Amending Article 8 titled “Capital” of the Company's Articles of Association, provided that the necessary permissions are obtained from the Capital Markets Board and the Ministry of Trade**

At the meeting of our Company's Board of Directors dated 6 March 2024, it was unanimously decided to increase our Company's registered capital ceiling, stated in Article 8 of the Company's Articles of Association, from TRY 15,000,000,000 to TRY 60,000,000,000 by TRY 45,000,000,000; to update the validity date as 2024-2028; to amend the Article 8 of the Company's Articles of Association titled "Capital" as attached, to obtain the necessary permissions from the Ministry of Commerce and Capital Markets Board; and to submit it to the approval of the shareholders at the first General Assembly within the framework of the Capital Markets Board's Communiqué II-18.1 on Registered Capital System.

The amendment of Article 8 of the Company's Articles of Association titled "Capital" as given in Appendix-4 will be submitted for the the evaluation and approval of the General Assembly. An application will be made to the Capital Markets Board and the Ministry of Trade until the date of the General Assembly in order to obtain the necessary permission for the amendments.

#### **12) Providing information to the General Assembly about share buy-back transactions realized by the company in 2023**

Our shareholders will be informed at the General Assembly about the following issues regarding the executed buyback transactions in 2023:

At the company's Board of Directors meeting dated 15 February 2023, within the framework of the Capital Markets Board's Resolution dated 14 February 2023; to prevent the excessive volatility in SASA shares, contribute to healthy price formation, and protect the interests of shareholders, it was decided to buy back SASA shares up to a maximum of TRY 500,000,000 to be covered from the company's internal resources, and the duration of the buyback program was determined as 1 year.

Within the scope of this decision, 1 million lots (shares) were repurchased in 2023 at a weighted average price of TRY 50.1890 on 26 May 2023. TRY 50,188,973.16 was paid for the buyback and it was covered from the Company's internal resources. These shares, corresponding to 0.0188% of the company's capital, are currently present in the Company's portfolio. The buyback program expired on 14 February 2024.

#### **13) Providing information to the General Assembly about the donations and grants made in 2023**

In accordance with the article 6 of the CMB's Communiqué no.II-19.1 on "Dividends" and the corporate governance principle numbered 1.3.10 annexed to the Corporate Governance Communiqué II-17.1, it is obligatory to present the donations made during the year to the information of the General Assembly.

It will be presented to shareholders' information that a total of TRY 12,053,947.22 was donated in the year of 2023; as TRY 7,242,000 to Adana Metropolitan Municipality for the construction of a nursery, TRY 3,000,000 to Adana Regional Directorate of Forestry, TRY 1,129,433.62 to to the Ministry of National Education, TRY 294,452.60 to Yumurtalık District Directorate of Agriculture and Forestry, TRY 180,000 to the Middle East Technical University, TRY 110,000 to Dr. Ekrem Tok Mental Health Hospital, TRY 97,061 to Seyhan Municipality and TRY 1,000 to the Turkish Chemical Industrialists Association.

#### **14) Determining the upper limit for donations to be made by the company in 2024**

In accordance with the 5th paragraph of the 19th article of the Capital Market Law, the limit of the donations to be made in 2024 will be determined by the General Assembly.

#### **15) Providing information to the General Assembly about securities, pledge, mortgage and surety granted in favor of third parties in the year 2023 and the income and benefits thereof**

In accordance with Article 12 of the CMB's Communiqué no.II-17.1 on "Corporate Governance", our shareholders will be informed that there are no securities, pledge, mortgage or surety granted by our Company and its subsidiaries in favor of third parties in the year 2023, and that no income or benefits have been obtained thereof.



#### **16) Granting permission to the chairman and members of the Board of Directors to perform the transactions stipulated under the Articles 395 and 396 of the Turkish Commercial Code**

Our members of the Board of Directors may perform transactions stipulated in the first paragraph of Article 395 entitled "Prohibition of Transactions with the Company and Prohibition of Borrowing Funds from the Company" and Article 396 entitled "Prohibition of Competition" of the TCC, only with the approval of the General Assembly. In accordance with the mandatory Corporate Governance Principle no.1.3.6 of the CMB; in cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with our Company or its subsidiaries thereof which may cause a conflict of interest, or/and conduct a transaction on behalf of themselves or a third party which is in the field of activity of our Company or its subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with our Company or its subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the General Assembly meeting on the matter and recorded in the minutes of meeting.

In order to satisfy these regulations; the granting of such permission will be submitted to the approval of our shareholders at the General Assembly, and also our shareholders will be informed that no action has been taken in 2023 within the scope of principle 1.3.6 of the Corporate Governance Communiqué.

#### **APPENDICES:**

Appendix-1: 2023 Dividend Distribution Table

Appendix-2: CVs of the Candidates for the Board and Independence Declarations of the Independent Candidates

Appendix-3: Donations and Contributions Policy

Appendix-4: Articles of Association Amendmend Draft

## Appendix-1

SASA POLYESTER SANAYİ A.Ş.					
PROFIT DISTRIBUTION TABLE FOR 2023 (TL)					
1.	Paid in Capital				5.321.653.794,10
2.	General Legal Reserves (As per Statutory Records)				310.615.201,84
	Privilege in profit distribution in accordance with the Articles of Association				None
			As per Capital Market Board	As per Statutory Records	
3.	Profit		122.091.000,00	-2.341.759.009,72	
4.	Taxes (-)		18.070.071.000,00		
5.	Net Profit For the Period (Share of the Parent)		18.192.162.000,00	-2.341.759.009,72	
6.	Previous Years' Losses (-)		0,00	0,00	
7.	General Legal Reserves (-)		0,00	(0,00)	
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD		18.192.162.000,00	0,00	
9.	Donations during the year (+)		12.053.947,22	0,00	
10.	Net Distributable Profit Including Donations		18.204.215.947,22	0,00	
11.	First Category Dividend For Shareholders		0,00		
	Cash		0,00		
	Share		0,00		
	Total		0,00		
12.	Dividends Distributed to the Privileged Shareholders		0,00		
13.	Other Dividends Distributed		0,00		
	Members of the Board of Directors		0,00		
	Employees		0,00		
	Non Shareholders		0,00		
14.	Dividends Distributed to the Holders of Usufruct Right Certificates		0,00		
15.	Second Category Dividend For Shareholders		0,00		
16.	General Legal Reserves		0,00		
17.	Status Reserves		0,00		
18.	Special Reserves (According to the Article 5/1-e of Corporate Tax Law)		0,00		
19.	Extraordinary Reserves		18.204.215.947,22	0,00	
20.	Other Resource Planned for Distribution		0,00	0,00	
	Previous Years' Profit		0,00		
	Extraordinary Reserve		0,00	0,00	
	Other distributable reserves as per the legislation and Articles of Association		0,00		
2023 DIVIDEND RATES TABLE					
	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF 1 TL	
	CASH (TL)	SHARES (TL)		AMOUNT (TL)	RATIO (%)
GROSS	0,00	0,00	0,00	0,00000	0,0000
NET	0,00	0,00	0,00	0,00000	0,0000

## Appendix-2

### CANDIDATES FOR THE BOARD OF DIRECTORS CURRICULUM VITAE AND INDEPENDENCE DECLARATIONS

#### **İbrahim ERDEMOĞLU**

He was born in 1962 in Adıyaman Besni. He finished primary, secondary and high school in Gaziantep. He completed his university education at Karadeniz Technical University, Department of Physics. He started carpet weaving, which is his father's profession, in a single loom purchased in 1983. He continued the carpet business, which he started during his university education, after he finished school. Today, he continues his duty as the Chairman of the Board of Erdemoğlu Holding A.Ş., which includes Merinos and Dinarsu brands, which is taking firm steps towards becoming a world brand.

#### **Ali ERDEMOĞLU**

He was born in 1959 in Adıyaman Besni. He finished primary school in Besni. He started to work at the rug and carpet looms, which was his father's profession, at a young age without continuing his education. He took part in all stages of production. Ali Erdemoğlu, who has made great efforts in Merinos' past and present, also carries out his duty as the Chairman of the Board of Merinos Halı San. ve Tic. A.Ş.

#### **Mehmet ERDEMOĞLU**

He was born in Gaziantep, in 1985. He finished primary, secondary and high school in Gaziantep. He completed his university education in Mechanical Engineering at Koç University, from which he graduated in 2010. He started his career at Merinos Mobilya Tekstil Sanayi ve Ticaret A.Ş. within Erdemoğlu Holding A.Ş. Today, he continues his duty as a Member of the Board of energy companies, one of the business lines within the Erdemoğlu Holding A.Ş.

#### **Mehmet ŞEKER**

Born in Gaziantep, Şeker completed his primary, secondary and high school education in Gaziantep. He graduated from Çukurova University Faculty of Medicine. He has held various positions within Erdemoğlu Holding A.Ş. since 1993. He served as the 24th and 25th term member of The Grand National Assembly of Türkiye. He is still a member of the Board of Directors of Erdemoğlu Holding A.Ş.

#### **Mustafa Kemal ÖZ**

He was born in Hatay, in 1974. He completed his undergraduate and graduate studies in the Department of Chemistry at Middle East Technical University. Having completed his doctorate in Çukurova University, Department of Chemistry, Mustafa Kemal Öz has held various positions at Sasa Polyester Sanayi A.Ş. since 1999. He still works as the General Manager of the company.

#### **Güven KAYA**

He was born in 1970 in Ankara. He completed his undergraduate and graduate studies in the Department of Chemistry at Middle East Technical University. Since 1996, he has held various positions within Sasa Polyester Sanayi A.Ş. He still works as the Deputy General Manager of the Company.

## **CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name /Surname** : Kadir BAL

**Place /Date of Birth** : 11.01.1966, Yahyalı-Kayseri

**Educational Background** :

<b>Education</b>	<b>Institution Graduation</b>	<b>Start-End Date</b>
Master's Degree	University of Ottawa, Ottawa-Canada Business - Finance	1997-2000
Bachelor's Degree	Middle East Technical University, Ankara Mechanical Engineering	1984-1989
High School	Yahyağazi High School, Yahyalı-Kayseri (Top Scoring Student)	1981-1984

**Work Experience:**

<b>Position</b>	<b>Institution</b>	<b>Start-End Date</b>
Deputy Secretary	Ministry of Economy / Finance	April 2017-March 2020
General Manager of Import	Ministry of Economy	June 2014-April 2017
Deputy General Manager of Agreements	Ministry of Economy	January 2014-June 2014
Foreign Trade Specialist	Ministry of Economy	February 2012-January 2014
Principal Consultant of Trade	Turkish Embassy in Washington	January 2008-January 2012
Deputy Director General of Import	General Directorate of Import	April 2004- January 2008
Head of Department	General Directorate of Import	March 2001-April 2004
Assistant Consultant of Trade	Turkish Embassy in Ottawa	January 1997-July 2000
Foreign Trade Assistant Specialist/Specialist	General Directorate of Import Undersecretariat of Treasury and Foreign Trade / Undersecretariat of Foreign Trade	January 1991-January 1997
Mechanical Engineer	TEMSAN / Türkiye Elektro-Mekanik Sanayi A.Ş.	December 1989-January 1991

**Foreign Language (s)** : English

**Marital Status** : Married

**Relation to the company** : He has no relationship with the company and related parties.

**CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name /Surname** : Ayten TOPALKARA

**Place /Date of Birth** : 16.11.1965, Uşak

**Educational Background** :

<b>Education</b>	<b>Institution Graduation</b>	<b>Start-End Date</b>
Bachelor's Degree	Dokuz Eylül University, Faculty of Economics and Administrative Sciences, Department of Business Administration	1988
High School	Uşak High School	1984

**Work Experience:**

<b>Position</b>	<b>Institution</b>	<b>Start-End Date</b>
Financial Affairs Director	Pakten Sağlık Ürün.San.ve Tic.A.Ş.	2005-2020
Financial Affairs Manager	Erpaş Otomotiv A.Ş.	2003-2005
Certified Public Accountant	Ayten Topalkara Smmmm Bürosu	1996-2003
Accountant	Portalin Meyve Suları A.Ş.	1994-1999

**Foreign Language (s)** : English

**Marital Status** : Married

**Relation to the company** : She has no relationship with the company and related parties.

**CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name /Surname** : Servi SEBE

**Place /Date of Birth** : 23.03.1964, İskenderun/Hatay

**Educational Background** :

Education	Institution Graduation	Start-End Date
Bachelor's Degree	Çukurova University, Department of Economics (English)	1983-1989
High School	İskenderun High School	1979-1982

**Work Experience:**

Position	Institution	Start-End Date
Director-Technical Service	Ergo Sigorta A.Ş. Adana Regional Directorate	01.2005-06.2013
Portfolio Manager	Garanti Sigorta A.Ş. Çukurova Regional Directorate	06.2003-01.2005
Deputy Regional Manager	Demir Sigorta A.Ş. Adana Regional Directorate	02.2002-05.2003
Deputy Regional Manager	Universal Sigorta A.Ş. Adana Regional Directorate	01.1995-12.2001
Specialist (Damage service)	Merkez Sigorta A.Ş. Adana Regional Directorate	02.1992-01.1995

**Foreign Language (s)** : English

**Marital Status** : Single

**Relation to the company** : She has no relationship with the company and related parties.

**CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name /Surname** : Tuba YAĞCI

**Place /Date of Birth** : 30.07.1974, Gaziantep

**Educational Background** :

<b>Education</b>	<b>Institution Graduation</b>	<b>Start-End Date</b>
Bachelor's Degree	Gazi University, Faculty of Economics and Administrative Sciences, Public Administration	September 1992-January 1997

**Work Experience:**

<b>Position</b>	<b>Institution</b>	<b>Start-End Date</b>
Branch Manager	Burganbank Gaziantep Branch	January 2010-November 2023
Branch Manager	ABN Amro Bank (Royal Bank of Scotland), Gaziantep Branch	January 2008-January 2010
Branch Manager	Türk Ekonomi Bankası, Gaziantep Branch	January 2002-January 2008
Corporate Credit Marketing	Pamukbank, Gaziantep Branch	January 2000-January 2002
Foreign Exchange Specialist	QNB Finansbank, Gaziantep Branch	September 1996-January 2000

**Foreign Language (s)** : English

**Marital Status** : Married

**Relation to the company** : She has no relationship with the company and related parties.

## **DECLARATION FOR INDEPENDENCY**

I hereby declare that I am a candidate for independent board membership on the Board of Directors of **Sasa Polyester Sanayi A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board’s Communiqué (II-17.1) 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 shareholding exceeding 5% directly or indirectly; 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 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 deemed to be resident in Türkiye 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 fulfillment 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 serving as an independent board member in neither more than 3 corporations controlled by the company or its controlling shareholders nor in total more than 5 corporations listed in Borsa İstanbul,

**j)** I am not registered in the name of any legal entity elected as a board member.

I submit it to the information of the Board of Directors, the General Assembly, our shareholders and all stakeholders.

Kadir BAL



## DECLARATION FOR INDEPENDENCY

I hereby declare that I am a candidate for independent board membership on the Board of Directors of **Sasa Polyester Sanayi A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board’s Communiqué (II-17.1) on Corporate Governance. In that regard I also confirm that;

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**j)** I am not registered in the name of any legal entity elected as a board member.

I submit it to the information of the Board of Directors, the General Assembly, our shareholders and all stakeholders.

Ayten TOPALKARA

## **DECLARATION FOR INDEPENDENCY**

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**j)** I am not registered in the name of any legal entity elected as a board member.

I submit it to the information of the Board of Directors, the General Assembly, our shareholders and all stakeholders.

Servi SEBE

## DECLARATION FOR INDEPENDENCY

I hereby declare that I am a candidate for independent board membership on the Board of Directors of **Sasa Polyester Sanayi A.Ş.** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's Communiqué (II-17.1) on Corporate Governance. In that regard I also confirm that;

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**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 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,

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**e)** I am deemed to be resident in Türkiye 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,

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**j)** I am not registered in the name of any legal entity elected as a board member.

I submit it to the information of the Board of Directors, the General Assembly, our shareholders and all stakeholders.

Tuba YAĞCI

## **SASA POLYESTER SANAYİ A.Ş. DONATION and CONTRIBUTION POLICY**

Sasa Polyester Sanayi A.Ş. (SASA) can donate and aid to the people, non-governmental organizations, associations or foundations, universities, public institutions and organizations, which have been activating in the fields of education, culture, arts, environment and sport, within the principles stipulated in Capital Market Law and regulations, with a corporate sense of social responsibility, without limited to those listed.

All donations and contributions are carried out in compliance with vision, mission and policies of SASA and based on the ethical principles and values belonging to SASA. No donations shall be made to political parties, political candidates, managers of political offices, or representatives of the public administration for political purposes. Donations and contributions cannot be used as a subterfuge for bribery. If there is any suggestion or perception that SASA receives a benefit in exchange for any donation, no donations shall be made to the relevant beneficiary in subsequent periods.

The total limit of donations to be made in a fiscal year is determined by the General Assembly. In line with the principles mentioned in this Donation and Contribution Policy and the principles determined by the legislation to which it is subjected, SASA submits the amount and beneficiaries of all the donations and contributions carried out in each fiscal year to the information of the shareholders with a separate agenda item in the Ordinary General Assembly Meeting of the relevant year.

Donations and contributions can be carried out in two ways; in cash and in kind. No donations shall be made in an amount exceeding the limit determined by the General Assembly. The upper limit of cash donations to be made in a fiscal year cannot exceed 30% of the total donations and contributions limit determined by the General Assembly.

Within the upper limit determined by the General Assembly, the organizations to be donated and the amount of the donation shall be approved in writing by the Chairman of the Board of Directors or the Vice-Chairman or the member of the Board of Directors authorized in writing by the Chairman of the Board of Directors or the Vice-Chairman. The Accounting Department records and keeps all the documents regarding donation requests and approvals.

In accordance with the capital market regulations, the required public disclosure is made if the donations and contributions carried out by SASA is at least 1% and over of the total assets of the latest balance sheet announced to the public or if the sum of donations and contributions lower than 1% reaches to at least 1% of the total assets of the latest balance sheet announced to the public.

In order to ensure the donation is being used for the intended purposes, SASA has the right to require information and documents from the relevant beneficiary on the use of donations.

## Appendix-4

### SASA POLYESTER SANAYİ A.Ş. AMENDMENT DRAFT ARTICLES OF ASSOCIATION

PREVIOUS VERSION	NEW VERSION
<b>CAPITAL</b>	<b>CAPITAL</b>
<p><b>Article 8: Article 8:</b> The Company has adopted the Authorised Capital System in accordance with the provisions of the Capital Market Law, and has shifted to this system with the permission of the Capital Markets Board, dated 13 April 1999 with no.35/413.</p> <p>The upper limit of authorised capital of the Company is TRY 15.000.000.000 (fifteen billion Turkish Liras), divided into 1.500.000.000.000 (one trillion five hundred billion) registered shares, with a par value of Kr 1 (one Kuruş) each.</p> <p>The permission given by the Capital Markets Board for authorized capital upper limit is valid for 2023-2027 (5 years). Even if the permitted upper limit of authorised capital cannot be reached at the end of the year 2027, in order to increase the capital with the Board of Directors' resolution after the year 2027, it is compulsory to obtain authorization from the General Assembly for a new period up to five years by obtaining permission from the Capital Markets Board for previously permitted upper limit or for a new upper limit. In case such authorization is not obtained, the Company shall not be allowed to increase its capital, by the Board of Directors' decision.</p> <p>The issued capital of the Company is TRY 5,321,653,794.10 TL (Five billion three hundred twenty-one million six hundred fifty-three thousand seven hundred and ninety-four Turkish Lira ten kuruş) and this issued capital has been fully paid, free of collusion.</p> <p>The shares representing the capital, shall be monitored in electronic environment within the framework of dematerialization principles.</p> <p>In accordance with the provisions of the Capital Market Law, whenever it deems necessary, the Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the upper limit of authorised capital, and to decide on issuance of share with premium or below their nominal value by restricting the shareholders' pre-emptive rights. The power to restrict the pre-emptive rights of shareholders may not be used in a manner causing inequality between the shareholders.</p> <p>The share amounts corresponding to the capital subscribed in cash, shall be paid in advance and in full during the commitment.</p>	<p><b>Article 8: Article 8:</b> The Company has adopted the Authorised Capital System in accordance with the provisions of the Capital Market Law, and has shifted to this system with the permission of the Capital Markets Board, dated 13 April 1999 with no.35/413.</p> <p>The upper limit of authorised capital of the Company is <b>TRY 60.000.000.000 (sixty billion Turkish Liras)</b>, divided into <b>6.000.000.000.000 (six trillion)</b> registered shares, with a par value of Kr 1 (one Kuruş) each.</p> <p>The permission given by the Capital Markets Board for authorized capital upper limit is valid for <b>2024-2028</b> (5 years). Even if the permitted upper limit of authorised capital cannot be reached at the end of the year <b>2028</b>, in order to increase the capital with the Board of Directors' resolution after the year <b>2028</b>, it is compulsory to obtain authorization from the General Assembly for a new period up to five years by obtaining permission from the Capital Markets Board for previously permitted upper limit or for a new upper limit. In case such authorization is not obtained, the Company shall not be allowed to increase its capital, by the Board of Directors' decision.</p> <p>The issued capital of the Company is TRY 5,321,653,794.10 TL (Five billion three hundred twenty-one million six hundred fifty-three thousand seven hundred and ninety-four Turkish Lira ten kuruş) and this issued capital has been fully paid, free of collusion.</p> <p>The shares representing the capital, shall be monitored in electronic environment within the framework of dematerialization principles.</p> <p>In accordance with the provisions of the Capital Market Law, whenever it deems necessary, the Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the upper limit of authorised capital, and to decide on issuance of share with premium or below their nominal value by restricting the shareholders' pre-emptive rights. The power to restrict the pre-emptive rights of shareholders may not be used in a manner causing inequality between the shareholders.</p> <p>The share amounts corresponding to the capital subscribed in cash, shall be paid in advance and in full during the commitment.</p>