

## KOCAELİ

**Registry No: 26907**

### Trade Name

### **KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ THE BOARD OF DIRECTORS'**

### **INVITATION TO THE ORDINARY GENERAL ASSEMBLY**

Our Company's 2023 Ordinary General Assembly Meeting will be held to discuss the agenda below on **April 19<sup>th</sup>, 2024**, Friday at **10.00 AM** at Hacı Ömer Conference Hall, at the address of the Company headquarters Sabancı Center, 34330 4. Levent, Beşiktaş - ISTANBUL / TURKEY.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who are entitled 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 via the Electronics General Assembly System provided by the Central Registry Agency.

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

In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Registry Agency's website ([www.mkk.com.tr](http://www.mkk.com.tr)).

Our shareholders and their representatives, who will be attending the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint-Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 as well as "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint-Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The financial statements, The Board of Directors' and Independent Audit Reports, Profit Distribution Proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2023 are made available for the shareholders examination at least 21 days before the date of the meeting on the Electronic General Assembly System section of the Central Registry Agency website, on the "Investors Relations" section of our Company's website ([www.kordsa.com](http://www.kordsa.com)) and as well as at the above-mentioned address of the Company's headquarters. With to the mentioned documents, the Informative Documents in line with the provisions of the Capital Markets Board's Communiqué numbered II- 17.1. "Communique on Corporate Governance" will be made available at least 21 days before the date of the meeting on our website ([www.kordsa.com](http://www.kordsa.com))

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

**Chairman  
Ahmed Cevdet ALEMDAR**

**KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ**  
**THE AGENDA OF THE 2023 ORDINARY GENERAL MEETING TO BE HELD**  
**ON APRIL 19<sup>th</sup>, 2024**

**AGENDA**

- 1- Opening and Formulation of the Meeting Council,
- 2- Reading and discussion of the Board of Directors Annual Report concerning the year 2023,
- 3- Reading of Auditors' Reports concerning the year 2023,
- 4- Reading, discussion, and approval of the financial statements concerning the year 2023,
- 5- Release of the members of the Board of Directors with the regard to the 2023 activities,
- 6- Determining the use of profit, amount of dividend and ratios for dividend shares concerning the year 2023,
- 7- Election of the members of the Board of Directors and determination of their terms of office,
- 8- Determination of the salaries and benefits such as attendance fees, bonuses and premiums for the Board Members,
- 9- Selection of the auditor,
- 10- Negotiation and approval of the planned amendment to Article 35 of the Company's Articles of Association,
- 11- Negotiation and approval of the planned amendment to the Company's Profit Distribution Policy,
- 12- Discussion and approval of authorizing the Board of Directors to distribute advance dividends, effective for the 2024 accounting period,
- 13- Informing the General Meeting about donations and contributions made in 2023 and approval of donations and contributions,
- 14- Determination of the donation limits for the year 2024,
- 15- Granting permission to the Chairman and the Members of the Board to make the transactions specified in Articles No. 395 and No. 396 of the Turkish Commercial Code,
- 16- Wishes and Expectations.

**PROXY FORM**

**TO THE BOARD OF DIRECTORS OF  
KORDSA TEKNİK TEKSTİL 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 2023 Ordinary General Assembly of **Kordsa Teknik Tekstil A.Ş.** that will convene on **April 19<sup>th</sup>, 2024 Friday at 10.00 AM** at the address of Sabancı Center, Hacı Ömer Conference Hall 34330 4. Levent, Beşiktaş - ISTANBUL / TURKEY.

The Attorney's (\*);

Name Surname/Trade Name:

TR ID Number / Tax ID Number, Trade Register and Number and MERSIS 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**

**a)** The attorney is authorized to vote according to his/her option

- b)** The attorney is authorized to vote proposals of the attorney partnership 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 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.**

Agenda Items (*)	Accept	Reject	Dissenting Option
<b>1.</b> Opening and Formulation of the Meeting Council,			
<b>2.</b> Reading and discussion of the Board of Directors Annual Report concerning the year 2023,			
<b>3.</b> Reading of Auditors' Reports concerning the year 2023,			
<b>4.</b> Reading, discussion, and approval of the financial statements concerning the year 2023,			
<b>5.</b> Release of the members of the Board of Directors with the regard to the 2023 activities,			
<b>6.</b> Determining the use of profit, amount of dividend and ratios for dividend shares concerning the year 2023,			
<b>7.</b> Election of the members of the Board of Directors and determination of their terms of office,			
<b>8.</b> Determination of the salaries and benefits such as attendance fees, bonuses and premiums for the Board Members,			
<b>9.</b> Selection of the auditor,			
<b>10.</b> Negotiation and approval of the planned amendment to Article 35 of the Company's Articles of Association,			
<b>11.</b> Negotiation and approval of the planned amendment to the Company's Profit Distribution Policy,			
<b>12.</b> Discussion and approval of authorizing the Board of Directors to distribute advance dividends, effective for the 2024 accounting period,			
<b>13.</b> Informing the General Meeting about donations and contributions made in 2023 and approval of donations and contributions,			
<b>14.</b> Determination of the donation limits for the year 2024,			
<b>15.</b> Granting permission to the Chairman and the Members of the Board to make the transactions specified in Articles No. 395 and No. 396 of the Turkish Commercial Code,			
<b>16.</b> Wishes and Expectations.			

**(\*) 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:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction. Special Instruction; The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**Special Instruction;** The special instructions (if there is any) to be given by the shareholders 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:**

- a) Order and Serial:\*
- b) Number/Group:\*\*
- c) Amount-Nominal Value:
- ç) Privilege on Vote or not:
- d) Bearer-Registered:\*
- e) 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 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 who could attend the General Assembly Meeting.**

**SHAREHOLDERS' NAME, SURNAME or TITLE (\*)**

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

Address:

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

SIGNATURE

**KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ**  
**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

CURRENT PROVISIONS	PROPOSED PROVISIONS
<p style="text-align: center;"><b>PART VI</b>  <b>ANNUAL ACCOUNTS</b></p> <p><b>DISTRIBUTION OF PROFIT:</b></p> <p><b>Article 35-</b> The profit for the period, present at annual balance sheet and remaining after deducting the taxes, which must be paid by legal entity of the Company, and the amounts such as general expenses of the Company and various depreciations which must be paid or reserved by the Company, from the income determined at the end of the Company's activity period shall be distributed respectively as indicated below, after deducting losses of previous years, if any,:</p> <p><b>General Legal Reserve Fund:</b></p> <p>a) 5% shall be allocated as legal reserve fund.</p> <p><b>First Profit Share:</b></p> <p>b) First profit share shall be reserved from the remaining amount, over the sum to be calculated with the addition of the donation amount made within the year, if any, within the framework of profit distribution policy to be determined by the General Assembly and in accordance with the provisions of relevant legislation.</p> <p><b>Second Profit Share:</b></p> <p>c) The General Assembly shall be authorized to distribute the part remaining after deducting the sums indicated in sub-paragraphs (a) and (b) from the net profit for the period as second profit share wholly or partially, or reserve it as reserve fund according to article 521 of Turkish Commercial Code.</p> <p><b>General Legal Reserve Fund:</b></p> <p>d) One tenth of the amount found after deducting profit share at the rate of 5% of the capital from the part decided to be distributed to shareholders and other persons participating in the profit shall be added to general legal reserve fund pursuant to paragraph 2 of article 519 of Turkish Commercial Code.</p> <p>Unless reserve funds, which must be reserved in accordance with the Turkish Commercial Code and the profit share determined for shareholders in the articles of association or in the profit distribution policy are reserved; reserving other reserve fund, transferring profit to the following year and distributing profit share to the partnership employees and those other than shareholders cannot be decided, and such</p>	<p style="text-align: center;"><b>PART VI</b>  <b>ANNUAL ACCOUNTS</b></p> <p><b>DISTRIBUTION OF PROFIT:</b></p> <p><b>Article 35-</b> The profit for the period, present at annual balance sheet and remaining after deducting the taxes, which must be paid by legal entity of the Company, and the amounts such as general expenses of the Company and various depreciations which must be paid or reserved by the Company, from the income determined at the end of the Company's activity period shall be distributed respectively as indicated below, after deducting losses of previous years, if any,:</p> <p><b>General Legal Reserve Fund:</b></p> <p>a) 5% shall be allocated as legal reserve fund.</p> <p><b>First Profit Share:</b></p> <p>b) First profit share shall be reserved from the remaining amount, over the sum to be calculated with the addition of the donation amount made within the year, if any, within the framework of profit distribution policy to be determined by the General Assembly and in accordance with the provisions of relevant legislation.</p> <p><b>Second Profit Share:</b></p> <p>c) The General Assembly shall be authorized to distribute the part remaining after deducting the sums indicated in sub-paragraphs (a) and (b) from the net profit for the period as second profit share wholly or partially, or reserve it as reserve fund according to article 521 of Turkish Commercial Code.</p> <p><b>General Legal Reserve Fund:</b></p> <p>d) One tenth of the amount found after deducting profit share at the rate of 5% of the capital from the part decided to be distributed to shareholders and other persons participating in the profit shall be added to general legal reserve fund pursuant to paragraph 2 of article 519 of Turkish Commercial Code.</p> <p>Unless reserve funds, which must be reserved in accordance with the Turkish Commercial Code and the profit share determined for shareholders in the articles of association or in the profit distribution policy are reserved; reserving other reserve fund, transferring profit to the following year and distributing profit share to the partnership employees and those other than shareholders cannot be decided, and such</p>

<p>persons cannot be distributed profit share unless the profit share paid for shareholders is paid in cash.</p> <p>Profit share shall be distributed equally to all of the shares present as of the date of distribution without taking their issue and acquisition dates into consideration.</p> <p>Distribution type and time of the profit which has been decided to be distributed shall be decided by the General Assembly upon proposal of the Board of Directors regarding this matter.</p> <p>Profit distribution decision given by General Assembly in accordance with the provisions of this articles of association cannot be withdrawn.</p>	<p>persons cannot be distributed profit share unless the profit share paid for shareholders is paid in cash.</p> <p>Profit share shall be distributed equally to all of the shares present as of the date of distribution without taking their issue and acquisition dates into consideration.</p> <p>Distribution type and time of the profit which has been decided to be distributed shall be decided by the General Assembly upon proposal of the Board of Directors regarding this matter.</p> <p>Profit distribution decision given by General Assembly in accordance with the provisions of this articles of association cannot be withdrawn.</p> <p><b><u>The Company may distribute cash dividend advances by Decrees of the Board of Directors within the framework of the Turkish Commercial Code, Capital Market Law and related secondary regulations based on the period profits included in the interim financial statements prepared in accordance with the capital market legislation.</u></b></p>
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