



**KORDSA TEKNİK TEKSTİL A.Ş.**  
**2023 ORDINARY GENERAL ASSEMBLY MEETING**  
**INFORMATION DOCUMENT DATED 19 APRIL 2024**

**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 **19 April 2024, Friday at 10.00 AM** at Hacı Ömer Conference Hall, at the address of the Company headquarters Sabancı Center, 4.Levent 34330 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 **ANNEX-2** 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. "Communiqué 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.

Best Regards

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

### **Company's :**

**Headquarter's Address** : Alikahya Fatih Mahallesi Sanayici Cad. No: 90 İzmit 41310 KOCAELİ  
**Telephone Number** : (0262) 316 70 00  
**Fax Number** : (0262) 316 70 70  
**Contact Address** : Sanayi Mah. Teknopark Bulvarı No:1/1B 34906 Pendik İSTANBUL  
**Telephone** : (0216) 300 10 00  
**Fax** : (0216) 300 10 01  
**E-mail Address** : [info@kordsa.com](mailto:info@kordsa.com)  
: [yatirimciiliskileri@kordsa.com](mailto:yatirimciiliskileri@kordsa.com)  
: [investorrelations@kordsa.com](mailto:investorrelations@kordsa.com)  
**Web Site** : [www.kordsa.com](http://www.kordsa.com)  
**Trade Registry Directorate** : T.C. Kocaeli Trade Registry Directorate  
**Registry Date** : 17.08.1973  
**Trade Registry Number** : 26907  
**Tax Office** : Büyük Mükellefler  
**Tax Number** : 5770053564  
**Mersis Number** : 0577005356400013  
**Production Plant Addresses ;**  
**Plant** : Alikahya Fatih Mahallesi Sanayici Caddesi No: 90  
İZMİT 41310 / KOCAELİ  
Tel: (0262) 316 70 00 Fax: (0262) 316 70 70

❖ *Agenda for the 2023 Ordinary General Assembly Meeting is given in **Appendix-I***

## **ADDITIONAL EXPLANATIONS UNDER THE SCOPE OF CAPITAL MARKET BOARDS REGULATIONS**

The required disclosures pursuant to Capital Market Board's (CMB) "Corporate Governance Communiqué" II-17.1 are provided below the following agenda topics, and other mandatory general disclosures are presented for your information in this section:

### **1.3.1.**

**a) Informing relating to total number of shares and voting rights reflecting the current corporate structure, and should the corporation have privileged shares, number of privileged shares and voting rights for each privileged share group, and information on the feature of the privileges**

#### **1. Capital and Shareholding Structure:**

Registered Capital : 500,000,000.00 TRY

Paid Capital : 194,529,076.00 TRY

The Company's issued share capital is TRY 194,529,076.00 (onehundredninetymillionfivehundredtwentyninethousandseventysix) and is fully paid in and free of any encumbrances, it consists of 19,452,907,600 shares at 1 shares of Kr 1 nominal value.

## **2. Shareholders holding more than 10% of the Company Capital:**

Shareholder	Number of Shares	Capital Ratio (%)	Share Lot	Share Amount (TRY) (1 share 1 Kr)
Hacı Ömer Sabancı Holding A.Ş.	13,832,761,401	%71.11	Registered	138,327,614.01
Diğer	5,620,146,199	%28.89	Registered	56,201,461.99
<b>Total</b>	<b>19,452,907,600</b>	<b>%100.00</b>		<b>194,529,076.00</b>

## **3. Privileged Shares, Voting Rights of the Shares:**

There is no person ultimate controlling shareholder of the Company.

According to the Company's Articles of Association, each share has a single voting right at the General Assembly and there is no privilege.

In accordance with Article 425 of the Turkish Commercial Code, shareholders can have themselves represented in the General Assembly by persons who are or are not shareholders. Proxy form will be determined in accordance with Article 415, 426-427 of the Turkish Commercial Code. The regulations of the Capital Markets Board regarding voting by proxy shall be reserves

There is no provision restricting stock transfer in the Articles of Association.

Share transfers among shareholders are performed within the framework of Turkish Commercial Code and Capital Market Law provisions.

Shareholder	Voting Right	Capital Ratio (%)	Voting Right Ratio (%)	Share Amount (TRY)
Hacı Ömer Sabancı Holding A.Ş.	13,832,761,401	%71.11	%71.11	138,327,614.01
Diğer	5,620,146,199	%28.89	%28.89	56,201,461.99
<b>Total</b>	<b>19,452,907,600</b>	<b>%100.00</b>	<b>%100.00</b>	<b>194,529,076.00</b>

### **1.3.1.**

- b) Information relating to changes in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly, and information on the reasons for such changes.

There has not been any material change that took place in 2023, and no material change is contemplated for the forthcoming periods with regard to the management and activities.

### **1.3.1.**

- c) In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change, and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their departure from office, attributes and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons be elected as members of board of directors

During 2023, there is no member of board of directors which was dismissed.

### **1.3.1.**

- ç) Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda, and in the event that the board of directors does not accept the proposals, such proposals which have not been accepted and grounds for their refusal.

There is no request to add an additional agenda items by shareholders to the Agenda of the 2023 Ordinary General Assembly meeting.

### 1.3.1.

#### **d) In case the agenda includes amendments to articles of association, relevant resolution of the board of directors and former and new versions of the articles of association.**

As **ANNEX-5**, the Amendment to Article 35 “Annual Accounts, Distribution of Profit” of the Company’s Articles of Association which was decided by the Board of Directors with the Resolution dated 22 January, 2024 and no.2024/2 and approved by the Capital Markets Board and the Ministry of Trade will be submitted to the approval of the General Assembly within the framework of the Turkish Commercial Code no.6102 and Capital Markets Law no.6362.

### 1.3.1.

#### **Other**

- 1) In accordance with Turkish Personal Data Protection Law no:6698, the detail information relating to processing personal data can be obtained from Kordsa Teknik Tekstil A.Ş.’s the Policy of Protection and Processing of Personal Data which was shared with the community in our website [www.kordsa.com](http://www.kordsa.com)

## **THE 2023 ORDINARY GENERAL ASSEMBLY MEETING EXPLANATIONS DATED 19 APRIL 2024 REGARDING AGENDA ITEMS**

### **1) Opening and Formation of the Meeting Council.**

The Chairmanship which is consisted of a chairperson that governs the General Assembly Meeting, Vote Collector and Minute Clerk has been formed within the framework of the provisions of Turkish Commercial Code no.6102, 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 Regarding the Electronic General Assembly of the Joint Stock Company published by the Ministry of Customs and Commerce on the Official Gazette dated August 28<sup>th</sup>, 2012, and numbered 28395, Communique 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 August 29<sup>th</sup>, 2012 and numbered 28396, Article 30 of our Articles of Association, and the Internal Directive of the General Assembly of the Company.

### **2) Reading and discussion of the Board of Directors Annual Report concerning the year 2023.**

Within the framework of the Turkish Commercial Code, the Regulation, the Capital Markets Law and related Regulations, Internal Directive of the General Assembly, information on the 2023 Annual Report, which was made available to shareholders for review at the Company’s Head Office, on the Electronic General Assembly portal of the Central Registry Agency and on our Company’s website [www.kordsa.com](http://www.kordsa.com) three weeks prior to the Ordinary General Assembly, and it shall be presented for discussion and approval of our shareholders.

### **3) Reading of Auditors’ Reports concerning the year 2023.**

Information concerning the Independent Auditor’s Reports which prepared by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. selected as the independent auditor in line with regulations of the Turkish Commercial Code No.6102 and Capital Markets Law No:6362 for Financial Reports of 2023 and for carrying out related activities in accordance with the regulations in the related laws, posted three weeks prior to the General Assembly meeting at the Company’s Head Office, on the Electronic General Assembly portal of the Central Registry Agency and on our Company’s website [www.kordsa.com](http://www.kordsa.com), will be presented to the General Assembly.

### **4) Reading, discussion, and approval of the financial statements concerning the year 2023.**

The Financial Statements for the year 2023, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and the Company website [www.kordsa.com](http://www.kordsa.com) three weeks before the General Assembly Meeting will be read and presented to the opinions and approvals of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, the Capital Markets Law and related Regulations, Internal Directive of the General Assembly.

**5) Release of the members of the Board of Directors with the regard to the 2023 activities.**

Pursuant to Turkish Commercial Code, the Regulation and Internal Directive of the General Assembly, release of the members of the Board of Directors in respect of the activities, transactions and accounts for the year 2023, will be presented to the approval of the General Assembly.

**6) Determining the use of profit, amount of dividend and ratios for dividend shares concerning the year 2023.**

According to the financial statements for the accounting period between 01.01.2023 and 31.12.2023 that was prepared in compliance with the Turkish Financial Reporting Standards published by Public Oversight Accounting and Auditing Standards Authority and Capital Markets Board's Communique on Principles of Financial Reporting in Capital Markets No: II-14.1, and that was audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.; the Profit Distribution Table and Profit Distribution Proposal which are included to **ANNEX-3** will be presented to the opinions and approvals of the General Assembly.

**7) Election of the members of the Board of Directors and determination of their terms of Office.**

In accordance with the Turkish Trade Law and the principles governing the election of members of the Board of Directors in the Articles of Association, new members to replace Board members whose terms of office have expired shall accordingly be elected. The nominees for the Board and terms of office for the elected members of the Board of Directors will be determined by the General Assembly.

Additionally, there will be an election for the independent members as per Capital Markets Board's Communique on Corporate Governance no.II-17.1. According to Article 14 of the Articles of Association, our Company is managed by a Board of Directors consisting of at least 5 and at most 7 elected for at most 3 term office years in line with the legislations of the Turkish Trade Law and Capital Markets Board.

All elected two candidates should meet all of independence criteria defined in the Capital Markets Board's Communiqué on Corporate Governance.

The board of Directors upon the proposal of the Corporate Governance Committee has designated **Şerife Ebru DOĞRUOL AYGİL** and **Güngör KAYMAK** as candidates for Independent Member of the Board of Directors with the Resolution dated 24 January 2024 and no.2024/4. The Capital Markets Board have not given a negative opinion for these independent member nominees.

The resumes and statements of independence of nominees for independent Board members are presented in **ANNEX-4**.

**8) Determination of the salaries and benefits such as attendance fees, bonuses and premiums for the Board Members.**

Pursuant to CMB's Mandatory Corporate Governance Principle 4.6.2., the remuneration policy relating to applicable to the remuneration of the members of the Board of Directors and the senior management was read and presented to the 2011 General Assembly in April 18<sup>th</sup>, 2012, and published at the corporate website. In this context, payment of a monthly gross salary of TRY 90,000 to the Chairperson and each of Independent member of the Board of Directors during their term of office will be submitted to the approval of the General Assembly.

**9) Selection of the auditor.**

In the meeting of our Board of Directors dated March 20<sup>th</sup>, 2024, it has been decided that within the scope of the provisions of Communique regarding Independent Audit Standards in Capital Markets published by the Capital Markets Board and upon suggestions of the Audit Committee in the Audit Committee Report dated as March 14<sup>th</sup>, 2024, **DRT BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş.**, which resides at Eski Büyükdere Cad. Maslak Mah.No:1 Maslak No1 Plaza Maslak 34485 Sarıyer - İstanbul, shall be suggested to 2023 Ordinary General Assembly in order to audit 2024 financial statements and report of the Company in accordance with Turkish Commercial Code no:6102 and the Capital Markets Law no:6362 to conduct other activities within the scope of regulations in relation to these issues.

**10) Negotiation and approval of the planned amendment to Article 35 of the Company's Articles of Association.**

As **ANNEX-5**, the Amendment to Article 35 “Annual Accounts, Distribution of Profit” of the Company's Articles of Association which was decided by the Board of Directors with the Resolution dated 22 January, 2024 and no.2024/2 and approved by the Capital Markets Board and the Ministry of Trade will be submitted to the approval of the General Assembly within the framework of the Turkish Commercial Code no.6102 and Capital Markets Law no.6362.

**11) Negotiation and approval of the planned amendment to the Company's Profit Distribution Policy.**

In the case of the getting approval from General Assembly relating to the Amendment to the Article 35 of the Company's Articles of Association, in the **ANNEX-6** the Dividend Policy which has been changed with our Board Resolution dated 22 January 2024, no.2024/3 within the framework of the Turkish Commercial Code no.6102 and Capital Markets Law no.6362 and other relevant legislations will be submitted to the approval of the General Assembly.

**12) Discussion and approval of authorizing the Board of Directors to distribute advance dividends, effective for the 2024 accounting period.**

If the amendments to the Articles of Association and Profit Distribution Policy to be discussed in agenda items no. 10 and 11 are approved by the shareholders, the Management will comply with the amended Article 35 of our Company's Articles of Association and the Dividend Communiqué numbered II-19.1 of the Capital Markets Board. The issue of authorizing the Board to decide on the distribution of advance dividends, limited to the accounting period of 2024, will be submitted to the approval of the shareholders at the General Assembly.

In the case of the getting approvals by General Assembly for the Amendments relating to the Articles of Association and Dividend Policy discussed in the agenda 10 and 11, the authorization limited to the accounting period of 2024 to the Board of Directors to distribute dividend advances in line with the changing Article 35 of our Articles of Association and the Capital Markets Board's Communiqué on Dividends No:II-19.1 will be submitted to the approval of the shareholders at the General Assembly.

**13) Informing the General Meeting about donations and contributions made in 2023 and approval of donations and contributions.**

The information regarding the donations made during the year must be submitted to the General Assembly in accordance with the Article 6 of the Capital Markets Board's Communiqué on Dividends No. II-19.1 and the Article 1.3.10. of the Corporate Governance Principles as attached to the Communiqué on Corporate Governance No II-17.1.

Excluding the donations in the framework of Article 41 of the Articles of Association, the donation within the limit determined in the Ordinary General Assembly Meeting granted to the various universities, schools, non-profit organizations, foundations and legal institutions was **5,862,101.34 TL**.

The list of donations and contributions are shown in **ANNEX-7** and the General Assembly will be informed about this subject. This agenda item is for the purposes of informing the General Assembly only, and not subject to approval

**14) Determination of the donation limits for the year 2024.**

Pursuant to the 19 (5) Article of Capital Markets Law No:6362, the upper limit of the donations to be made in 2024 will be determined by the shareholders at the General Assembly.

**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.**

The members of our Board of Directors may do business as stipulated in the first subsection of Article 395 titled “Ban to Enter into Business with the Company and Borrowing” and Article 396 titled “Competition Ban” of the Turkish Commercial Code, provided that the permission of the General Assembly is obtained, therefore the granting of the permission shall be presented to our shareholders' approval at the General Assembly meeting.

**16) Wishes and Expectations.**

## **Appendix:**

**ANNEX-1** : Agenda of the Ordinary General Meeting of 2023.

**ANNEX-2** : Power of Attorney Sample.

**ANNEX-3** : Profit Distribution Table for 2023, Dividend Ratio Table, Profit Distribution Proposal.

**ANNEX-4** : Declarations of Independence of Independent Board Member Candidates, Their Duties in the Last Ten Years, Reasons for Leaving, and Their Curriculum Vitae.

**ANNEX-5** : Articles of Association Amendment Text.

**ANNEX-6** : Profit Distribution Policy.

**ANNEX-7** : The list of donations and contributions made in 2023.

**March 21<sup>st</sup>, 2024**

## **ANNEX-1**

### **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.

**Meeting Date** : April 19<sup>th</sup>, 2024 Friday

**Time** : 10.00 AM

**Location** : Sabancı Center, Hacı Ömer Conference Hall  
34330 4. Levent, Beşiktaş - ISTANBUL



**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** 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
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.			

**(\*) 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

## ANNEX-3

<b>KORDSA TEKNİK TEKSTİL A.Ş.</b> <b>Dividend Distribution Table for the Period 01.01.2023 / 31.12.2023 (TRY)</b>			
1. Paid-in Capital			194,529,076.00
2. General Legal Reserves (As per Turkish GAAP)			105,214,399.43
Information about subject concession if there is concession in profit distribution in accordance with basic contract			None
		As per IFRS	As per Turkish GAAP
3.	Profit	356,918,997.00	-1,982,209,935.97
4.	Taxes ( - )	39,995,705.00	0.00
5.	Net Profit for the Period	183,323,316.00	-1,982,209,935.97
6.	Previous Years' Losses ( - )	0.00	0.00
7.	General Legal Reserves ( - )	0.00	0.00
8.	Net Distributable Profit for the Period ( = )	183,323,316.00	0.00
	Dividend Advance Distributed during the Period ( - )	0.00	0.00
	Dividend Advance Less Net Distributable Current Period Profit	0.00	0.00
9.	Donations Granted During The Year ( + )	89,361,914.34	
10.	Net Distributable Profit including Donations	272,685,230.34	
11.	First Category Dividend for the Shareholders	0.00	
	* Cash	0.00	
	* Share	0.00	
12.	Dividends Distributed to the Priveleged Shareholders	0.00	
13.	Other Dividends Distributed	0.00	
	* Employees	0.00	
	* Members of the Board of Directors	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	0.00	0.00
19.	Extraordinary Reserves	183,323,316.00	0.00
20.	Other Resources Planned for Distribution	0.00	0.00

March 21<sup>st</sup>, 2024

<b>KORDSA TEKNİK TEKSTİL A.Ş.</b> <b>DIVIDEND RATIOS TABLE</b>					
	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE OF TRY 1 NOMINAL VALUE	
	CASH (TRY)	SHARES (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
<b>GROSS</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>NET</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**March 21<sup>st</sup>, 2024**

### **Dividend Distribution Proposal and Dividend Ratios Table for 2023:**

With the Resolution of Board of Directors dated March 21<sup>st</sup>, 2024, no: 2024/9,

According to our financial statements for the period of 01.01.2023-31.12.2023 which are prepared in compliance with the Turkish Accounting Standards pursuant to the “Communiqué About Guidelines For Financial Reporting in Capital Market” Serial No II, Article No 14.1 of Capital Market Board, and are audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., **TRY 356,918,997** consolidated profit has been obtained.

At the end of the negotiations, the approval of the profit distribution table for 2023 as attached,

It has been resolved that; the net distributable profit 2023 of **TRY 183,323,316** reached after deducting the reserves stipulated in CMB communiqués and in article 35 of our Articles of Association, shall not be subject to distribution, in order to improve the financial flexibility of the Company as per the recent global economic conditions experienced and it shall be reserved as Extraordinary Reserves and to suggest this issue to Ordinary General Meeting Assembly which will held on **April 19<sup>th</sup>, 2024**.

#### STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of **Kordsa Teknik Tekstil Anonim Şirketi** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board ("CMB")'s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,
- d) I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not served as a member of the Board of the Company for more than six years within last ten years,
- h) I am not registered in the name of any legal entity elected as a Board member,
- i) I am not/will not be 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 hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

**S. Ebru Dogruol Aygıl**

17.01.2024

Duties Within the Last 10 Years

Starting Year	End of The Year	Institution Name	Position	Reason for Leaving
24.03.2021		Kordsa Teknik Tekstil A.Ş.	Independent Member of the Board of Directors	Continues
1994		Pfizer	Sales, marketing, strategic planning, business development, finance roles in the Turkish and global organization of Pfizer. Leadership roles in various business units, most recently Commercial VP role	Continues
1992	1994	Netaş	Manufacturing Engineer	Resignation

S. Ebru Dogruol Aygil

17.01.2024

## RESUME

### Şerife Ebru DOĞRUOL AYĞİL

Ebru Dogruol received her BS degree from Industrial Engineering department of Bogazici University in 1992 and completed her EMBA degree in Koc University in 2001.

She has joined Pfizer in 1994 and has assumed several global leadership roles with increasing responsibilities following her roles in the Turkish organization including sales, marketing, strategic planning, business development and finance.

From 2009 onwards, she has taken on regional (Emerging Markets, China, International Developed Markets) and global marketing responsibilities across a diverse set of therapy areas and lifecycle stages by establishing and managing complex virtual organizations, defining go to market strategies, transforming business models, leading launches, business development and growth initiatives.

In 2018 she moved to vaccines group and took global responsibilities of several brands including the launch of the covid vaccine.

Since 2021, Ebru is the VP, Marketing Vaccines in EM&China.

Before joining Pfizer Ebru had started her career as a manufacturing engineer in Netas in 1992.

Ebru has been elected as an Independent Member of the Board of Directors of Kordsa Teknik Tekstil A.Ş on 23.03.2022 and still continues her role.

Ebru joined the advisory board of the Industrial Engineering department of Bogazici University. She is a mentor and advocate of education for children and equal opportunities for women.

Ebru is a proud mom of two boys.

S. Ebru Dogruol Aygıl

17.01.2024



## STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of **Kordsa Teknik Tekstil Anonim Şirketi** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board ("CMB")'s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

**a)** In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,

**b)** In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,

**c)** I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,

**d)** I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,

**e)** I am residing in Turkey in accordance with the Income 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 served as a member of the Board of the Company for more than six years within last ten years,

**i)** I am not registered in the name of any legal entity elected as a Board member,

**j)** I am not/will not be 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 hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

(Signature)

**Name/Surname : Güngör KAYMAK**

Date



**Güngör KAYMAK****Duties Within the Last 10 Years**

Starting Year	End of The Year	Institution Name	Position	Reason for Leaving
2014		Hewlett Packard Teknoloji Çözümleri Limited Şti.	General Directorate with two different titles (HP/HPE)	Continues
24.03.2021		Kordsa Teknik Tekstil A.Ş.	Independent Member of the Board of Directors	Continues
2002	2014	Bimsa A.Ş.	General Manager, Member of the Board of Directors	Resignation

(Signature)

**Name/Surname**

Date

**RESUME****Güngör KAYMAK**

Güngör Kaymak, having graduated from Middle East Technical University (METU) Department of Industrial Engineering, started his professional career at Arçelik as an investment and planning project engineer in 1984. He then worked as an investment specialist at Auer and planning manager at Cerçelik. Kaymak joined IBM Turkey in 1989 and held various roles in international procurement, OEM, business solutions and sales departments until 1997. He worked for Hewlett Packard Turkey and assumed manufacturing and public sector sales manager roles in 1997-2001 and then moved to SAP Turkey as marketing and sales Director.

Kaymak joined Sabancı Group as the sales and marketing director of I-Bimsa in August 2002 and assumed BİMSA A.Ş. general manager role in 2004. He has also undertaken general manager role for Sabancı Telekom in 2005-2009, Sabancı Holding CIO and Bimsa board membership roles in 2011-2014 in addition to his main assignment. Kaymak moved to HP Turkey general manager role in 2014 and he is currently working as managing director of Hewlett Packard Enterprise (HPE) Turkey, East-South Europe, Kazakhstan and Central Asia.

He is a member of TÜBİSAD, TÜSİAD, YASED, TBD and TBV. Kaymak participated in the advisory boards of the Industrial Engineering department of Bilkent University and the Computer Engineering department of Yeditepe University for a few years in the past and he is currently giving mentorship to executives in Turkey and abroad.

on 24.03.2021 Kordsa Teknik Tekstil A.Ş. He has been elected as an Independent Member of the Board of Directors and is still continuing his duty.

(Signature)

**Name/Surname**

Date

**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</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</p>

<p>cannot be decided, and such 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>cannot be decided, and such 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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## ANNEX-6

### KORDSA TEKNİK TEKSTİL A.Ş. DIVIDEND POLICY

Kordsa Teknik Tekstil A.Ş. (Kordsa) dividend policy is determined in accordance with Turkish Commercial Code, Capital Markets Legislation and the related provisions of our Articles of Association.

Dividend distribution is decided as per the decision taken at the General Assembly however the Company in principle distributes all of the distributable profit in the form of cash and/or bonus shares.

The distribution decision is agreed taking into consideration the sizable fixed asset purchases, acquisitions, covenants of current liabilities and the Company's mid and long term strategies, national and global economic conditions and given by the General Assembly.

Pursuant to Article 35 of the Articles of Association, the Board of Directors may distribute cash dividend advances, provided that it is authorized by the General Assembly that it complies with the provisions set forth in the relevant articles of the Capital Market Law and the relevant regulations.

Dividends will be distributed equally to all shareholders, regardless of their date of issuance and acquisition, as soon as possible within the legal period following the approval of the General Assembly on the date determined by the General Assembly.

General Assembly can transfer a portion or all of the net profit to the extraordinary reserves. If Board of Kordsa offers the General Assembly not to distribute dividend, the reason for not distributing dividends and information about the usage of undistributed profit needs to be presented to the shareholders at the General Assembly Meeting. Similarly, these informations are to be shared with public via annual reports and Kordsa's website.

Dividend policy is to be submitted for approval of the General Assembly. This policy is to be reviewed each year by Board of Kordsa, in case there are complications related to conditions of the national and global economy or projects and funds on the agenda.

Amendments of this policy is also to be submitted for approval of the shareholders, in the next General Assembly following the amendment, and are to be shared with public via Kordsa's website.

**ANNEX-7****The list of donations and contributions made in 2023.**

<b>NAME</b>	<b>AMOUNT (TRY)</b>
Deprem Bağışı	3,985,547.62
İzmit Belediye Gençlik Spor Kulübü	200,000.00
Beşiktaş Sakıp Sabancı Anadolu Lisesi	99,944.71
Darüşşafaka Cemiyeti	60,000.00
Habitat Derneği	1,205,835.00
İstanbul Sanayi Odası	11,750.00
İTÜ Strateji Geliştirme Daire Başkanlığı	55,000.00
İZBURS İzmit Burs Derneği	60,590.00
KIVILCIM ETİKET BARKOD VE BİL. İTH. İHR. SAN. TİC. LTD. ŞTİ.	23,052.01
Sabancı Üniversitesi	153,614.00
TEV - Türk Eğitim Vakfı	6,768.00
<b>TOTAL (TRY)</b>	<b>5,862,101.34</b>