



## KAMUYU AYDINLATMA PLATFORMU

# ÇELEBİ HAVA SERVİSİ A.Ş. Notification Regarding General Assembly



**MERKEZİ KAYIT  
İSTANBUL**  
Türkiye Sermaye Piyasası - Merkezi  
Saklanması ve Veri Depolama Kuruluşu

# Notification Regarding General Assembly

Summary Info	Resolutions adopted at the Ordinary General Assembly Meeting held on April 16, 2026
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

## General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2025
Ending Date Of The Fiscal Period	31.12.2025
Decision Date	17.03.2026
General Assembly Date	16.04.2026
General Assembly Time	14:00
Record Date (Deadline For Participation In The General Assembly)	15.04.2026
Country	Turkey
City	İSTANBUL
District	ARNAVUTKÖY
Address	Tayakadın Mahallesi Nuri Demirağ Caddesi No:39 Arnavutköy / İstanbul

## Agenda Items

- 1 - Opening and establishment of the Meeting Chairmanship,
- 2 - Authorization of the Meeting Chairmanship for signing the meeting minutes,
- 3 - Reading, discussion, and approval of the Board of Directors' Annual Report for the fiscal year 2025,
- 4 - Reading, discussion, and approval of the Auditor's Reports for the fiscal year 2025,
- 5 - Reading, discussion, and approval of the Financial Statements for the fiscal year 2025,
- 6 - Approval of the selection of the sustainability audit firm for the fiscal year 2024,
- 7 - Reading, discussion and approval of the sustainability report for the fiscal year 2024,
- 8 - Determination of the method of use, distribution, and allocation of dividends for the fiscal year 2025,
- 9 - Approval of granting authority to the Board of Directors for the distribution of advance dividends for the fiscal year 2026,
- 10 - Release the sustainability auditor from their liabilities for the fiscal year 2024,
- 11 - Release of the Board Members and the Auditor from their liabilities for the fiscal year 2025,
- 12 - Election of new Board Members and Independent Board Members to replace those whose terms have expired, and determination of their terms of office and remuneration/ attendance fees,
- 13 - Approval of the selection of the Independent Audit Firm for the fiscal year 2026,
- 14 - Approval of the selection of the sustainability audit firm for the fiscal year 2025,
- 15 - Discussion and approval of granting authority to the Board of Directors for the issuance of debt instruments, determination of all related terms, and execution of the issuance process ,
- 16 - Informing shareholders about guarantees, pledges, and mortgages granted in favor of third parties by the Company during the fiscal year 2025, as well as any related income or benefits obtained,
- 17 - Informing shareholders about transactions conducted with related parties during the fiscal year 2025,
- 18 - Informing shareholders about donations made during the fiscal year 2025 and determining the upper limit for donations to be made by the Company in 2026,
- 19 - Resolution on granting permission to the Board Members in accordance with Article 395 of the Turkish Commercial Code,
- 20 - Wishes, requests, and closing remarks.

## Corporate Actions Involved In Agenda

Dividend Payment
------------------

## General Assembly Invitation Documents

### Appendix: 1

CLEBI Olağan GK Toplantısına Davet İlanı 16.04.2026.pdf - Announcement Document

## General Assembly Results

Was The General Assembly Meeting Executed?

Yes

General Assembly Results

- The Board of Directors' Annual Report and the Independent External Audit Report for the year 2025 were approved. The financial statements for the 2025 fiscal year were accepted.
- The selection of the Sustainability Auditor for the 2024 fiscal year was approved, and the Sustainability Report for the 2024 fiscal year was accepted.
- Regarding the distribution of profit for the 2025 fiscal year, the Board of Directors' dividend distribution proposal and profit distribution offer were discussed, and it was resolved to distribute dividends.
- The Board of Directors of the Company was authorized to decide on the distribution of dividend advances for the 2026 fiscal year.
- The release of the Sustainability Auditor for the year 2024 was approved.
- The release of the members of the Board of Directors and the Auditor was approved.
- The election of the members of the Board of Directors and the Independent Board Members to replace those whose terms have expired was completed, and their terms of office as well as their remuneration/attendance fees were determined.
- The selection of the Independent Audit Firm made by the Board of Directors was approved.
- The selection of the Sustainability Assurance Company for the year 2025 made by the Board of Directors was approved.
- The Board of Directors was authorized, for a period of 15 months, to issue debt instruments up to a limit of TRY 5,750,000,000, to determine all matters related to the issuance, and to carry out the issuance transactions.
- The donation limit for the year 2026 was determined.
- Granting permission to the members of the Board of Directors pursuant to Article 395 of the Turkish Commercial Code was approved.

## Decisions Regarding Corporate Actions

Dividend Payment

Discussed

## General Assembly Result Documents

### Appendix: 1

16.04.2026 Olağan Genel Kurul Toplantısı Tutanağı.pdf - Minute

### Appendix: 2

16.04.2026 Olağan Genel Kurul Hazır Bulunanlar Listesi yayımlanan.pdf - List of Attendants

## Additional Explanations

The Ordinary General Assembly Meeting of our Company was held on April 16, 2026 (today) at 14:00 at the Company headquarters located at Tayakadın Mahallesi Nuri Demirağ Caddesi No:39 Arnavutköy / Istanbul.

At the General Assembly Meeting;

It was resolved to approve the Board of Directors' Annual Report and the Independent External Audit Report for the year 2025,

It was resolved to approve the financial statements for the 2025 fiscal year,

It was resolved to approve the selection of the Sustainability Auditor for the 2024 fiscal year,

It was resolved to approve the Sustainability Report for the 2024 fiscal year,

It was resolved that the Net Profit for the Period amounting to TRY 2,405,065,194.09, based on the statutory financial statements of our Company dated 31.12.2025, and the general legal reserves amounting to TRY 348,003,305.91 recorded in the statutory books of our Company, shall be distributed as set out below,

**ÇELEBİ HAVA SERVİSİ A.Ş. Dividend Distribution Table for 2025 (TRY)**

	<b>According to CMB (CMB Financials)</b>	<b>According to Statutory Records (LR)</b>
<b>Net Profit for the Period</b>	3,637,202,794.00	2,405,065,194.09
<b>Accumulated Losses (-)</b>	0.00	0.00
<b>General Legal Reserves (-)</b>	0.00	0.00
<b>Net Distributable Profit for the Period</b>	3,637,202,794.00	2,405,065,194.09
<b>First Dividend to Shareholders</b>	1,215,000.00	1,215,000.00
<b>Second Dividend to Shareholders</b>	2,185,318,358.26	2,185,318,358.26
<b>Other Distributable Resources</b>	316,366,641.74	316,366,641.74
- Retained Earnings	0.00	0.00
- Other Distributable Reserves in accordance with Law and AoA	316,366,641.74	316,366,641.74
<b>General Legal Reserves</b>	250,168,500.00	250,168,500.00
- From Current Period Profit	218,531,835.83	218,531,835.83
- From Other Distributable Resources	31,636,664.17	31,636,664.17
<b>Transferred to Extraordinary Reserves</b>	1,232,137,599.91	0.00

Within this framework, in accordance with the dividend distribution regulations of the Capital Markets Board (CMB), regarding the fiscal period between January 1, 2025 and December 31, 2025;

For full taxpayer corporate shareholders and non-resident corporate shareholders obtaining dividends through a permanent establishment or a permanent representative in Türkiye; a gross = net cash dividend of TRY 103.0000 per share with a nominal value of TRY 1.00, corresponding to 10,300.00%,

For other shareholders; a gross cash dividend of TRY 103.0000 per share with a nominal value of TRY 1.00, corresponding to 10,300.00%, and a net cash dividend of TRY 87.5500 per share with a nominal value of TRY 1.00, corresponding to 8,755.00%,

and the dividend payment date was determined as April 24, 2026.

It was resolved to authorize the Board of Directors, within the framework of the Articles of Association of the Company and the applicable CMB regulations, to decide on the distribution of dividend advances for the 2026 fiscal year,

It was resolved to release the Sustainability Auditor for the year 2024,

It was resolved to release the members of the Board of Directors and the Auditors,

It was resolved to elect Can Çelebiođlu, İsak Antika, Canan Çelebiođlu, Mehmet Murat Çavuşođlu, Mehmet Yađız Çekin and Turgay Kuttaş as members of the Board of Directors for a term of 1 (one) year (until the next Ordinary General Assembly meeting), replacing the members whose terms have expired,

It was resolved to elect Fatma Çiđdem Bicik, Demet Özdemir, Salih Samim Aydın and Adil İlater Turan as Independent Members of the Board of Directors for a term of 1 (one) year (until the next Ordinary General Assembly meeting),

It was resolved to pay a monthly gross remuneration of TRY 120,000 to the Independent Board Members and not to pay any remuneration/attendance fee to the other Board Members for this period,

It was resolved to appoint Güney Bađımsız ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Independent Audit Firm ("Auditor") for the audit of the financial reports for the 2026 fiscal year and to perform other activities within the scope of the relevant legislation,

It was resolved to appoint KPMG Bađımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Sustainability Assurance Provider for the assurance audit of the sustainability reports for the year 2025 and to perform other activities within the scope of the relevant regulations,

It was resolved to authorize the Board of Directors for a period of 15 months to issue debt instruments up to a limit of TRY 5,750,000,000, to determine all related matters and to execute the issuance transactions,

It was resolved to set a donation limit of TRY 40,000,000 for the year 2026 (01/01/2026 – 31/12/2026),

In accordance with Article 395 of the Turkish Commercial Code No. 6102, it was resolved to grant permission to controlling shareholders, members of the Board of Directors, senior executives, and their spouses and relatives up to the second degree by blood and affinity, to carry out transactions that may cause conflicts of interest with the Company or its subsidiaries, and to engage in transactions with the Company on their own behalf or on behalf of others.

### Additionally, shareholders were informed about:

The guarantees, pledges and mortgages provided by the Company in favor of third parties during the 2025 fiscal year and the income and benefits obtained therefrom,

Related party transactions carried out during the 2025 fiscal year,

Donations made during the period between January 1, 2025 and December 31, 2025 to various foundations, associations, chambers, and public institutions and organizations, amounting to TRY 159,225,619.

This Material Disclosure Announcement is prepared in Turkish and in English. In case of any discrepancy between the two versions, Turkish disclosure will prevail.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.