



## KAMUYU AYDINLATMA PLATFORMU

# TURCAS HOLDİNG A.Ş. Notification Regarding General Assembly



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

# Notification Regarding General Assembly

Summary Info	General Assembly Results
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	06.04.2026
General Assembly Date	05.05.2026
General Assembly Time	10:00
Record Date (Deadline For Participation In The General Assembly)	04.05.2026
Country	Turkey
City	İSTANBUL
District	FATİH
Address	Kennedy Caddesi No: 34 Kalyon Otel Sultanahmet

## Agenda Items

- 1 - Opening and constitution of Meeting Council
- 2 - Authorizing Meeting Council to sign the Annual General Meeting Minutes
- 3 - Review, discussion and approval of the Board of Directors' Activity Report pertaining to the fiscal year 2025
- 4 - Review of the Summary Independent Audit Report for the fiscal year 2025
- 5 - Review, discussion and approval of the Financial Statements for the fiscal year 2025
- 6 - Discussion of the release of each member of the Board of Directors of liability related to activities of the Company during the year 2025
- 7 - Discussion and approval of profit distribution proposal by the Board of Directors for the fiscal year 2025
- 8 - Submitting to the approval of the General Assembly the granting of authority to the Board of Directors to resolve on the distribution of Advance Dividend Payment in the event that profit is generated during the 2026 fiscal year
- 9 - Election of our Independent Board Members and the determination of their terms of office in accordance with the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board
- 10 - Discussion and approval of the amount of remuneration and attendance fee of the members of the Board of Directors
- 11 - Approval of the Independent Audit Company for the fiscal year 2026 recommended by the Board of Directors in accordance with the Company's related Audit Committee report pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board
- 12 - Informing shareholders about the donations granted during the fiscal year of 2025
- 13 - Informing shareholders about securities-pledges, mortgages and acquired incomes and benefits given in favour of third parties during the fiscal year of 2025
- 14 - Informing shareholders about transactions stated in principles 1.3.6 and 1.3.7 (Annex -1) of Capital Markets Board's Corporate Governance Communiqué no II.17.1
- 15 - Informing shareholders regarding transactions with related parties during the fiscal year 2025
- 16 - Granting authorization to the Chairperson and Members of the Board to make transactions written in articles 395 and 396 of Turkish Commercial Code
- 17 - Discussion of opinions, questions and wishes

## Corporate Actions Involved In Agenda

Dividend Payment

## General Assembly Invitation Documents

<b>Appendix: 1</b>	2025 OGK Bilgilendirme Dokümanı.pdf - General Assembly Informing Document
<b>Appendix: 2</b>	2025 OGK Davet Gündem ve Vekaletname.pdf - Announcement Document
<b>Appendix: 3</b>	2025 AGM Information Document.pdf - General Assembly Informing Document
<b>Appendix: 4</b>	2025 AGM Invitation Letter Agenda and Power of Attorney.pdf - Announcement Document

## General Assembly Results

Was The General Assembly Meeting Executed?	Yes
--------------------------------------------	-----

Turcas Holding A.Ş. 2025 Ordinary General Meeting was held at 10:00 on 5 May 2026, Tuesday at the address of Kennedy Caddesi No:34 Kalyon Hotel Sultanahmet, Fatih/İstanbul with the participation of Volkan Küçükçirkin, Ministry Representative who is commissioned with assignment letter no E-90726394-431.03-00121778061 dated 04.05.2026 of the Governorship of Istanbul Provincial Directorate of Commerce.

During the examinations carried out prior to the opening of the General Assembly Meeting, it was understood that:

- Pursuant to Articles 27 and 48 of the Articles of Association, the invitation announcements for the Ordinary General Assembly Meeting were published in the Turkish Trade Registry Gazette dated 8 April 2026 and numbered 11559, on the Public Disclosure Platform (PDP) on 8 April 2026, on the corporate website at [www.turcas.com.tr](http://www.turcas.com.tr) on 8 April 2026 and on the Electronic General Assembly System (EGAS), and were further announced in the "Nasil Bir Ekonomi" newspaper dated 9 April 2026 and in the "Hürses" newspaper dated 9 April 2026,
- Pursuant to Article 414 of the Turkish Commercial Code, the invitation letters regarding the Ordinary General Assembly Meeting, including the agenda and the sample power of attorney, were duly sent by registered mail with return receipt on 9 April 2026 and 10 April 2026 to the shareholders who had notified their address information to the Company,
- In the List of Attendees prepared pursuant to Article 417 of the Turkish Commercial Code and submitted for the examination of the shareholders at the meeting venue, out of the Company's share capital of TL 255,600,000 divided into 255,600,000 shares each with a nominal value of TL 1.00, a total of 140,822,629.262 shares were represented, consisting of 663,210.515 shares represented in person and 140,159,418.747 shares represented by proxy, and since it was understood that the required quorum was present pursuant to the Turkish Commercial Code and the Company's Articles of Association, it was stated by the Ministry Representative, Mr. Volkan Küçükçirkin, that the meeting could be opened. It was further determined that the Chairman of the Board of Directors of the Company Mr. ERDAL AKSOY, Vice Chairman of the Board of Directors, Ms. BANU AKSOY, the Board Member and CEO Mr. SAFFET BATU AKSOY, the Board Members, Mr. MEHMET TİMUÇİN TECMEN, the Independent Board Members, Mr. Dr. MARKUS CHRISTIAN SLEVOGT and Ms. LALE ERGİN and the representative of the Independent Audit Firm, Mr. Tolga Kirelli, were present at the meeting, and the discussion of the following agenda items was commenced.

1. The meeting was opened by CEO and Board Member Mr. Saffet Batu AKSOY and the formation of the Presiding Board was proceeded with. With respect to the Opening and Election of the Presiding Board, the motion regarding the proposal for the election of CEO and Board Member Mr. Saffet Batu AKSOY as the Chairman of the Presiding Board, Ms. Banu AKSOY as the Secretary of the Presiding Board, and Ms. Fatma Ece Öztunç as the Vote Collection Officer was read by Mr. Engin Çaylan, and as a result of the voting held;

- Mr. Saffet Batu AKSOY was elected as the Chairman of the Presiding Board,
- Ms. Banu AKSOY was elected as the Secretary of the Presiding Board, and
- Ms. Fatma Ece ÖZTUNÇ was elected as the Vote Collection Officer,

by majority of votes, with 140,822,628.262 affirmative votes against 1 dissenting vote.

The Chairman of the Presiding Board, Mr. Saffet Batu AKSOY, determined that the conformity of the documents granting the right to attend the meeting with the legislation had been verified by the management body, and signed the list of attendees.

2. The agenda item of "Authorizing the Presiding Board to sign the minutes of the Ordinary General Assembly Meeting" was submitted to the approval of the General Assembly and was accepted by majority of votes, with 140,822,628.262 affirmative votes against 1 dissenting vote.

3. Since the Annual Report of the Board of Directors regarding the activities of the 2025 fiscal year had been published on the Public Disclosure Platform, the corporate website and the Electronic General Assembly portal of the Central Registry Agency (CRA), and had also been distributed prior to the meeting, the matter of deeming it as read was submitted to vote, and this matter was accepted by majority of votes, with 140,822,628.262 affirmative votes against 1 dissenting votes. The Board of

Directors' Annual Report for the 2025 fiscal year was submitted for approval, and as a result of the voting held, the Board of Directors' Annual Report was accepted by majority of votes, with 140,822,628.262 affirmative votes against 1 dissenting vote.

4. The summary of the 2025 Independent Audit Report, adjusted in accordance with the Turkish Accounting Standard (TMS) 29 Inflation Accounting Standard, which was made available for the examination of the shareholders on the corporate website, on the Public Disclosure Platform and on the Electronic General Assembly portal of the Central Registry Agency within the statutory periods pursuant to the Turkish Commercial Code, the Regulation and the Capital Markets Law, was read by Mr. Tolga Kirelli, the representative of the Independent Audit Firm, BDO Denet Bağımsız Denetim ve Danışmanlık A.Ş., and was submitted to the information of the shareholders.

5. The Balance Sheet and Income Statements for the 2025 fiscal year were read by Ms. İlke Gültekin, and as a result of the voting held for the approval of the Financial Statements, the Financial Statements for the 2025 fiscal year were accepted majority of votes, with 140,822,628.262 affirmative votes against 1 dissenting vote.

6. The item of releasing the Members of the Board of Directors separately from liability due to the activities of the Company for the 2025 fiscal year was submitted to vote and was accepted by majority of votes, with 140,822,628.262 affirmative votes against 1 dissenting vote. (The Members of the Board of Directors who are also shareholders did not exercise the voting rights arising from their own shares in their own release.)

#### General Assembly Results

7. Pursuant to the resolution of the Board of Directors of the Company dated 08.04.2026 and numbered 2026/10, according to the Dividend Distribution Table prepared on the basis of the financial statements dated December 31, 2025 maintained within the scope of the Turkish Commercial Code and Tax Procedure Law and the consolidated financial statements dated December 31, 2025 prepared in accordance with the regulations of the Capital Markets Board and independently audited, the proposal to determine the dividend distribution amount to be made from the profit of the 2025 fiscal year, out of the amount remaining after deducting all reserves required to be set aside pursuant to the applicable legislation, as TL 700,000,000; to set off the advance dividend distribution in the amount of TL 100,000,000 distributed in October 2025 against the dividend distribution to be made; and to distribute the remaining amount of TL 600,000,000 after such set-off process to the shareholders as dividend, to be paid fully in cash, starting from 13.05.2026, was submitted to vote and was accepted by majority of votes, with 140,822,628.262 affirmative votes against 1 dissenting vote.

8. Within the framework of Article 41 of the Company's Articles of Association titled "Distribution of Dividend and Advance Dividend" and the Dividend Communiqué of the Capital Markets Board dated 23 January 2014 and numbered II-19.1, the agenda item regarding the discussion and resolution of the matter of authorizing the Board of Directors to decide on the distribution of advance dividend in the event that profit is generated during the 2026 accounting period was accepted by majority of votes of the shareholders attending the meeting, with 140,822,628.262 affirmative votes against 1 dissenting vote.

9. As Independent Board Member Ms. Lale Ergin will complete the maximum term of office permitted within the framework of the legislation, and as the terms of office of the current Independent Board Members Mr. Timothy James Ford and Mr. Dr. Markus Christian Slevogt will expire; pursuant to the relevant provisions set forth in the Turkish Commercial Code, the Regulation, the Capital Markets Law and the Articles of Association, the letter of the Capital Markets Board dated 27.03.2026 and numbered E-29833736-110.07.07-88756 stating that no adverse opinion has been given, and the resolution of the Board of Directors of the Company dated 08.04.2026 and numbered 2026/11; the election of Ms. İdil Özdoğan residing at ..... address, ( Turkish ID No: .....), Mr. Timothy James Ford residing at ....., (Passport No: .....), and Mr. Dr. Markus Christian Slevogt residing at .... . address, (Foreign Identity No: .....) as Independent Board Members until the Ordinary General Assembly Meeting for the year 2027 is held was submitted to vote and was accepted majority of votes of the shareholders attending the meeting, with 140,822,628.262 affirmative votes against 1 dissenting vote.

10. In the voting held on the determination of the remuneration and attendance fee of the Members of the Board of Directors for the year 2026, in line with the Corporate Governance Principles of the Capital Markets Board, the payment of a total annual gross remuneration of TL 7,633,090.56 to the Independent Board Members; the payment of a total annual gross attendance fee and/or remuneration of TL 40,747,777.20 to the other Members of the Board of Directors; and the matter that such remuneration shall be subject to the interim inflation increase that may be granted across the Company, were accepted by majority of votes, with 140,822,628.262 affirmative votes against 1 dissenting vote.

11. In order to perform the independent audit of the financial reports for the 2026 fiscal year, in line with the relevant report of the Audit Committee of the Company and pursuant to the resolution of the Board of Directors dated 21.04.2026 and numbered 2026/12, the election of BDO Denet Bağımsız Denetim ve Danışmanlık Anonim Şirketi, registered at the Istanbul Trade Registry Office with trade registry number 254683-0, with mersis number 0291001084600012, having registered with tax number 2910010846 at Zincirlikuyu Tax Office and located at Eski Büyükdere Cad. No:14 K:4 Park Plaza Maslak Sarıyer/İstanbul, was submitted to vote, and as a result of the voting held, BDO Denet Bağımsız Denetim ve Danışmanlık Anonim Şirketi was accepted by majority of votes, with 140,822,628.262 affirmative votes against 1 dissenting vote.

12. The matter that donations in the amount of TL 2,782,034 (as a figure not adjusted for inflation accounting) were made during the 2025 fiscal year in accordance with the Company's donation policy was submitted to the information of the shareholders.

13. The information that the details regarding the guarantees, pledges and mortgages granted in favor of third parties and the income and benefits obtained during the 2025 fiscal year were included in footnote no. 12 of the Company's Independent Audit Report dated 31.12.2025 was shared with the shareholders.

14. Pursuant to the Principles of the Corporate Governance Communiqué of the Capital Markets Board, the matter that the Board of Directors has not received any information regarding the controlling shareholders, the members of the Board of Directors, the executives with administrative responsibility, and their spouses and blood and in-law relatives up to the second degree having carried out material transactions that may cause a conflict of interest with the Company, its partnerships or subsidiaries, and/or having carried out, on their own behalf or on behalf of others, any transaction of a commercial business type falling within the scope of activity of the partnership or its subsidiaries, or having participated as an unlimited liability partner in another partnership engaged in the same type of commercial business, nor any information indicating that persons, other than the members of the Board of Directors and senior executives, who have privileged access to partnership information have carried out transactions on their own behalf within the scope of activity of the partnership, was shared with the shareholders.

15. Pursuant to the Capital Markets Board's Corporate Governance Communiqué, shareholders were informed that the transactions made with Related Parties in the fiscal year 2025 are included in footnote 24 of Company's Independent Audit Report dated 31.12.2025.

16. The granting of the necessary permissions to the Chairman and Members of the Board of Directors within the scope of Articles 395 and 396 of the Turkish Commercial Code was approved by the shareholders by majority, with 140,822,628.262 affirmative votes against 1 dissenting votes.

17. The answering of the questions raised by the shareholders proceeded with, the wishes and opinions of the shareholders were heard, the relevant answers were given and notes were taken.

All of the above resolutions were adopted by open voting. The shareholders who are Members of the Board of Directors did not vote on the matters concerning themselves.

The meeting was closed by the Presiding Board, and these minutes were prepared and signed at the meeting venue in seven copies. Date: May 5, 2026

## Decisions Regarding Corporate Actions

Dividend Payment	Discussed
------------------	-----------

## General Assembly Result Documents

<b>Appendix: 1</b>	1 TH_2025_OGK_Hazirun_Cetveli_05052026.pdf - List of Attendants
<b>Appendix: 2</b>	2 TH_2025_OGK_Toplanti_Tutanagi_05052026.pdf - Minute
<b>Appendix: 3</b>	3 TP_2025_OGAM_Meeting_Minutes_05052026.pdf - Minute

## Additional Explanations

General Assembly results can be found in the attached files.

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.