

CARREFOURSA CARREFOUR SABANCI TİCARET MERKEZİ A.Ş.
FROM THE BOARD OF DIRECTORS
CALL FOR THE ORDINARY GENERAL ASSEMBLY MEETING

Our Company's 2025 Ordinary General Meeting shall be held to discuss the following agenda on **27/03/2026** at **10:00** at the address of Sabancı Center, Kule 2, 4. Levent, Beşiktaş, İstanbul.

Our shareholders, whose shares are monitored by the Central Securities Depository for recordkeeping purposes and who are entitled to attend to the general meetings, are entitled to attend to the general meeting to be held at the foregoing address in person or to be represented by proxies or, if desired, they can use their secure digital signatures to attend personally or by proxy using electronic meeting system that is available through the Electronic General Meeting System offered by the Central Securities Depository.

The shareholders can appoint proxies, who will represent them at the meeting, using the Electronic General Meeting System or by filling out the following power of attorney template or power of attorney template available at the Company headquarters and on the company website www.carrefoursa.com and then getting the power of attorney notarized or attaching a notarized list of authorized signatures to the power of attorney undersigned by them, as required under the Capital Markets Board Communiqué Numbered II-30.1.

For physically attending to the General Meeting:

- Natural person shareholders should show their IDs,
- Legal entity shareholders should show IDs of officers authorized to represent and bind the legal entity and letters of authorization,
- Proxies of natural persons and legal entities should show their IDs and letters of representation,
- Proxies appointed on the Electronic General Meeting System should show their IDs and then sign the list of attendants.

Our shareholders who will attend to the general meeting through the Electronic General Meeting System can visit the Central Securities Depository website, www.mkk.com.tr to learn about principles and procedures about participation, appointing a proxy, making proposals, expressing opinions and casting a vote.

The shareholders or their proxies who will attend using the electronic meeting system are obliged to fulfill liabilities under the "Regulation on Electronic General Meetings of Joint Stock Companies" published on Official Gazette dated August 28, 2012 and numbered 28395 and "Communiqué on Electronic General Meeting System For General Meetings at Joint Stock Companies" published on the Official Gazette dated August 29, 2012 and numbered 28396.

Our company's 2025 Financial Statements, Board of Directors Activity Report, Independent Audit Reports, TSRS-compliant sustainability report for 2024, Draft Amendments to the Articles of Association, the Board of Directors' proposal regarding the use of profits, and the General Assembly Information Document will be available on the Central Registry Agency's website under the Electronic General Assembly System page at least three weeks prior to the meeting date. Our company will also make them available on its website, www.carrefoursa.com, under the 'Investor Relations' page and on the Public Disclosure Platform (www.kap.org.tr). We respectfully request our distinguished shareholders to attend to the meeting on the date and hour written above.

- Ek:**
- 1) The Agenda of the Ordinary General Assembly Meeting
 - 2) Proxy
 - 3) Articles Of Association Amendment Text

GENERAL MANAGER

KUTAY KARTALLIOĞLU

CHAIRPERSON

GÖKHAN EYİĞÜN

HQ Address:

CarrefourSA Plaza Cevizli Mh Tugay Yolu Cad.

No:67/A Blok B Maltepe/ İstanbul

Tel: 0216 655 00 00 **Fax:** 0216 655 00 50

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CARREFOURSA CARREFOUR SABANCI TİCARET MERKEZİ ANONİM ŞİRKETİ
The Agenda of the Ordinary General Assembly Meeting for the Year 2025 to be
Held on 27.03.2026 at 10.00

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2025 Annual Activity Report of the Board of Directors,
- 3) Reading of the Auditor reports,
- 4) Reading, discussion and approval of the Financial Statements for the year 2025,
- 5) Reading, discussion, and approval of the TSRS-compliant sustainability report for 2024,
- 6) Submitting the elected members for the approval of the General Assembly to serve in the remaining time for the Board Memberships vacated during the period,
- 7) Releasing the members of the Board of Directors for the activities in the year 2025,
- 8) Determination of the use of 2025 profits and the ratios of distributable profits and earnings shares,
- 9) Negotiation and approval of the contemplated amendment to Article 9, 14, 23 of the Company's Articles of Association,
- 10) Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,
- 11) Appointment of the Auditor,
- 12) Discussion and approval of authorizing the Board of Directors to distribute advance dividends, effective for the 2026 accounting period,
- 13) Informing the General Assembly about the donations and grants made in 2025,
- 14) Determination of the upper limit of the donations to be made by the Company in the year 2026,
- 15) Informing the General Assembly regarding the transactions specified in Corporate Governance Principle No. 1.3.6, carried out by the shareholders with management control, the members of the board of directors, the executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree,
- 16) Granting the permissions to the Chairperson and Members of the Board of Directors to perform the activities stated in the Articles 395 and 396 of the Turkish Commercial Code,
- 17) Wishes and Requests.

PROXY
TO THE BOARD OF DIRECTORS OF
CARREFOURSA CARREFOUR SABANCI TİCARET MERKEZİ ANONİM ŞİRKETİ

I hereby appoint as our attorney introduced in detail below in order to represent our company severally, to vote, to make proposals and to sign the required documents at the 2025 Ordinary General Assembly Meeting of **CarrefourSA Carrefour Sabancı Ticaret Merkezi A.Ş.** to be held on 27.03.2026 at 10:00 at the address Sabancı Center, Kule 2, 4. Levent, Beşiktaş İstanbul.

The Attorney's (*):

Name Surname:

TR ID Number:

(*) For foreign Proxy holders, equivalent of the above should be provided.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined by choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. Regarding the agenda items of General Assembly:
 - a) The attorney is authorized to vote according to his/her opinion.
 - b) The attorney is authorized to vote on proposals of the company management.
 - c) The attorney is authorized to vote in accordance with the following instructions.

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 written in the minutes of the general assembly.

Line	Agenda Items	Accept	Reject	Dissenting Opinion
1.	Opening and formation of the Meeting Council			
2.	Reading and discussion of the 2025 Annual Activity Report of the Board of Directors			
3.	Reading of the Auditor reports			
4.	Reading, discussion and approval of the Financial Statements for the year 2025			
5.	Reading, discussion, and approval of the TSRS-compliant sustainability report for 2024			
6.	Submitting the elected members for the approval of the General Assembly to serve in the remaining time for the Board Memberships vacated during the period,			
7.	Releasing the members of the Board of Directors for the activities in the year 2025,			
8.	Determination of the use of 2025 profits and the ratios of distributable profits and earnings shares			
9.	Negotiation and approval of the contemplated amendment to Article 9, 14, 23 of the Company's Articles of Association			
10.	Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors			

11.	Appointment of the Auditor			
12.	Discussion and approval of authorizing the Board of Directors to distribute advance dividends, effective for the 2026 accounting period			
13.	Informing the General Assembly about the donations and grants made in 2025			
14.	Determination of the upper limit of the donations to be made by the Company in the year 2026			
15.	Informing the General Assembly regarding the transactions specified in Corporate Governance Principle No. 1.3.6, carried out by the shareholders with management control, the members of the board of directors, the executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree			
16.	Granting the permissions to the Chairperson and Members of the Board of Directors to perform the activities stated in the Articles 395 and 396 of the Turkish Commercial Code			
17.	Wishes and Requests			

2. Special instruction related to other issues which may come up during the General Assembly meeting and especially regarding the use of minority rights:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote regarding these matters.
- c) The attorney is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: The special instructions (if any) to be given by the shareholder to the attorney shall be stated here.

B) The shareholder shall specify the shares to be represented by the attorney by choosing one of the following choices.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Contexture and serial number: *
- b) Number-Group: **
- c) Number of Shares - Nominal Value:
- d) Whether privileged or not:
- e) Registered or bearer: *
- f) Ratio of the total shares held by the shareholder /voting rights of the shareholder:

* For the dematerialized shares, this information is not required.

** For dematerialized shares, instead of numbers, information on the group will be provided, if available.

2. I hereby confirm that the attorney shall represent all my shares on the list which is prepared by MKK (Central Registry Agency) the day before the General Assembly date regarding the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*):

T.R ID number / Tax No, Trade Registry No. MERSIS no.:

Address: (*)

For foreign Proxy holders, equivalent of the above should be provided.

Signature

CARREFOURSA CARREFOUR SABANCI TİCARET MERKEZİ ANONİM ŞİRKETİ

ARTICLES OF ASSOCIATION AMENDMENT TEXT

CURRENT ARTICLE	AMENDED ARTICLE
<p>BOARD OF DIRECTORS</p> <p>ARTICLE 9</p> <p>9.1. The business and management of the Company shall be administered by a Board of Directors consisting of 12 (twelve) members to be elected by the General Assembly from among the shareholders in accordance with the Turkish Commercial Code and Capital Markets regulations.</p> <p>In case a vacancy arises in the Board of Directors, the Board of Directors shall temporarily appoint a person for this vacant position and shall submit this to the approval of the next General Assembly meeting.</p> <p>Without prejudice to the foregoing, General Assembly may change the members of the Board of Directors whenever it deems necessary.</p> <p>The provisions of the Turkish Commercial Code and the Capital Markets regulations shall be applicable for rights, obligations and liabilities of the board members, withdrawal or death of a board member, cases preventing the duties of a board member and other issues regarding the chairman and members of the board of directors to the extent they are governed by the provisions under these Articles of Association.</p> <p>9.2. The committees required to be formed under the Turkish Commercial Code, Capital Markets Law, the regulations on Corporate Governance of the Capital Markets Board and other relevant regulation, shall be formed by the Board of Directors within its body, in order for the Board of Directors to exercise its duties and responsibilities in a healthy manner. The scope of duties and working principles shall be disclosed to public after being determined by the Board of Directors in accordance with the provisions of the relevant legislation.</p> <p>Executive board members/general manager shall not participate in the committees.</p>	<p>BOARD OF DIRECTORS</p> <p>ARTICLE 9</p> <p>9.1. The business and management of the Company shall be administered by a Board of Directors consisting of 9 (nine) members to be elected by the General Assembly from among the shareholders in accordance with the Turkish Commercial Code and Capital Markets regulations.</p> <p>In case a vacancy arises in the Board of Directors, the Board of Directors shall temporarily appoint a person for this vacant position and shall submit this to the approval of the next General Assembly meeting.</p> <p>Without prejudice to the foregoing, General Assembly may change the members of the Board of Directors whenever it deems necessary.</p> <p>The provisions of the Turkish Commercial Code and the Capital Markets regulations shall be applicable for rights, obligations and liabilities of the board members, withdrawal or death of a board member, cases preventing the duties of a board member and other issues regarding the chairman and members of the board of directors to the extent they are governed by the provisions under these Articles of Association.</p> <p>9.2. The committees required to be formed under the Turkish Commercial Code, Capital Markets Law, the regulations on Corporate Governance of the Capital Markets Board and other relevant regulation, shall be formed by the Board of Directors within its body, in order for the Board of Directors to exercise its duties and responsibilities in a healthy manner. The scope of duties and working principles shall be disclosed to public after being determined by the Board of Directors in accordance with the provisions of the relevant legislation.</p> <p>Executive board members/general manager shall not participate in the committees.</p>

CURRENT ARTICLE	AMENDED ARTICLE
<p>MEETING AND DECISION QUORUMS OF THE BOARD OF DIRECTORS</p> <p>ARTICLE 14</p> <p>The quorum for the meeting of the Board of Directors shall be the presence of at least 8 (eight) members.</p> <p>The quorum for the decisions of the Board of Directors shall be the affirmative votes of at least 7 (seven) members among those present in the meeting.</p> <p>The quorum for decisions concerning the matters below shall be the affirmative votes of at least 10 (ten) members:</p> <ol style="list-style-type: none"> i. approval of and modifications to the business plans and updates thereof, prepared for the Company by the General Manager, which will cover among others operational issues, investments, capital increase and indebtedness; ii. approval of and modifications to the annual budget which is incorporated in the business plan; iii. proposal for amendments to the Articles of Association of the Company; iv. purchase or sale of immovable, the purchase or disposition price of which exceeds EUR one million (EUR 1,000,000) per annum, except where it concerns of an immovable; the nature, conditions and the price of which are specifically defined in the business plan; v. lease of immovables, the lease amount of which exceeds EUR one million (EUR 1,000,000) per annum, except where it concerns an immovable; the characteristics, conditions and price of which are specifically defined in the business plan; vi. granting of mortgages and guarantees by the Company, the value of which exceeds EUR one million (EUR 1,000,000) per annum; vii. acquisition or disposal of the shares of other companies held by the Company; viii. proposal for merger or liquidation of or takeover or partial spin off; ix. share transfers pursuant to sub-clause 2 of paragraph B of Article 7 of the Articles of Association; 	<p>MEETING AND DECISION QUORUMS OF THE BOARD OF DIRECTORS</p> <p>ARTICLE 14</p> <p>The quorum for the meeting of the Board of Directors shall be the presence of at least 7 (seven) members. <u>However, if the quorum cannot be obtained in the first meeting, another meeting with the same agenda shall be held within 15 (fifteen) business days following the date of the first meeting in which the quorum will be the presence of at least 6 (six) members of the Board of Directors.</u></p> <p>The quorum for the decisions of the Board of Directors shall be <u>taken by</u> the affirmative votes of at least 6 (six) members among those present in the meeting.</p> <p><u>The annual budget shall always be discussed at the level of and approved by the Board of Directors annually.</u></p> <p>The quorum for <u>meetings</u> concerning the matters below shall be the <u>presence of at least 8 (eight) members of the Board of Directors and the decisions shall be taken by the</u> affirmative votes of at least 8 (eight) members:</p> <ol style="list-style-type: none"> i. approval of and modifications to the business plans and updates thereof, prepared by the General Manager, which will cover investments, capital increase and indebtedness; ii. approval of and modifications to the annual budget <u>only if such annual budget leads to a modification</u> of the business plan; iii. proposal for amendments to the Articles of Association; iv. purchase or sale of immovable, the purchase or disposition price of which exceeds EUR two million (EUR 2,000,000) per annum, except where it concerns an immovable; the nature, conditions and the price of which are specifically defined in the <u>then-applicable</u> business plan; v. lease of immovables, the lease amount of which exceeds EUR two million (EUR 2,000,000) per annum, except where it concerns an immovable; the characteristics, conditions and price of which are specifically defined in the <u>then-applicable</u> business plan; vi. granting of mortgages and guarantees by the Company, the value of which exceeds EUR two million (EUR 2,000,000) per annum; vii. acquisition of the shares of other companies <u>controlled</u> by the Company; viii. proposal for merger or liquidation of or takeover <u>proposal for delisting the Company</u>; ix. share transfers pursuant to sub-clause 2 of paragraph B of Article 7 of the Articles of Association; <u>and</u> x. <u>authorization for the representatives of the Company to vote at the shareholders' meeting of any subsidiary of the Company on the following matters: amendments to the articles of association;</u> xi.

<p>If none of the Board of Directors members request for convening a meeting, the Board of Directors resolutions may be taken by the written approval of the board members upon a proposal of one of the members in the form of a written resolution on a specific issue. Any resolution of the Board of Directors for which no in-person meeting of the Board of Directors has been called may be adopted through a written resolution that meets the decision quorums and the majority requirements of the board of directors set forth in this Articles of Association and provided such resolution has been circulated to all Board members.</p>	<p><u>capital increase; merger and liquidation of, and takeover by, the subsidiary; delisting of the subsidiary.</u></p> <p>If none of the Board of Directors members request for convening a meeting, the Board of Directors resolutions may be taken by the written approval of the board members upon a proposal of one of the members in the form of a written resolution on a specific issue. Any resolution of the Board of Directors for which no in-person meeting of the Board of Directors has been called may be adopted through a written resolution that meets the decision quorums and the majority requirements of the board of directors set forth in this Articles of Association and provided such resolution has been circulated to all Board members.</p>
<p>CURRENT ARTICLE</p>	<p>AMENDED ARTICLE</p>
<p>MEETING AND DECISION QUORUMS OF THE GENERAL ASSEMBLY ARTICLE 23</p> <p>General Assembly’s meeting and resolution quorum is subject to the relevant provisions of the Turkish Commercial Code, the Capital Markets regulation.</p> <p>Meeting quorum on the decisions listed below shall be satisfied upon presence of shareholders representing at least 70% of capital as principal or by proxy. Resolutions on such issues shall be taken upon affirmative vote of shareholders representing at least 70% of the Company’s paid-in capital.</p> <ul style="list-style-type: none"> i. Amendments to the Articles of Association ii. Capital increase iii. Profit distribution iv. Merger, dissolution, takeover or partial split v. Delisting of the Company vi. Appointment and dismissal of the members of the Board of Directors vii. Appointment of the independent audit firm <p>Shareholders or proxies present at Ordinary and Extraordinary General Assemblies shall have one vote for each share held.</p>	<p>MEETING AND DECISION QUORUMS OF THE GENERAL ASSEMBLY ARTICLE 23</p> <p>General Assembly’s meeting and resolution quorum is subject to the relevant provisions of the Turkish Commercial Code <u>and</u> the Capital Markets regulation.</p> <p><u>The</u> meeting quorum on the decisions listed below shall be satisfied upon presence of shareholders representing at least 70% of capital as principal or by proxy. Resolutions on such issues shall be taken upon affirmative vote of shareholders representing at least 70% of the Company’s capital.</p> <ul style="list-style-type: none"> i. Amendments to the Articles of Association ii. Capital increases <u>carried out wholly by injection of cash</u> iii. Merger <u>and liquidation of</u> and takeover iv. Delisting of the Company v. Appointment and dismissal of the members of the Board of Directors <p>Shareholders or proxies present at Ordinary and Extraordinary General Assemblies shall have one vote for each share held.</p>