



**MEETING MINUTES OF 2024 ORDINARY GENERAL ASSEMBLY MEETING
OF KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ
DATED MARCH 26th, 2025**

The Ordinary General Assembly meeting of **KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ** pertaining to the year of 2024 was held on Wednesday, March 26th, 2025 at 10:00 AM at İstanbul, Beşiktaş, 4. Levent, Sabancı Center, Hacı Ömer Conference Hall under the supervision of the Ministry Representative Feyyaz Bal, who was assigned with the letter of the Istanbul Governorship Provincial Directorate of Commerce, dated 2025.03.24 and numbered 107607590.

The meeting call was made as stipulated in the law and the articles of association and in as manner that includes the agenda, by being announced in the Turkish Trade Registry Gazette dated March 3rd, 2025 and numbered 11283, on the Company's website <https://yatirimciiliskileri.kordsa.com> and on the Electronic General Assembly System of the Central Registry Agency.

From the examination of the list of attendees, 6.383.600 shares corresponding to TRY 63,836.00 capital were represented in person, and 14,122,912,101 shares corresponding to TRY 141,229,121.01 capital were represented on behalf, and as total 14.129.295.701 shares corresponding to TRY 141,292,957.01 were represented at the meeting, in a total capital of TRY 194,529,076.00 corresponding to 19,452,907,600 shares with a nominal value of 1 Cent and it has been determined that the minimum meeting quorum stipulated in the law and the articles of association is present.

The meeting was opened by Şerafettin Karakış simultaneously in electronic and physical environment, who mentioned that Executive Chair Burak Turgut Orhun, Company auditor DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi represented by Zere Gaye Şentürk was present at the meeting and it was proceeded with the discussion of the agenda items.

1- Şerafettin Karakış was elected as the chairman of the meeting as a result of the unanimous approval of the proposal submitted by our majority shareholder who was present at the General Assembly.

The Chairman has appointed Erdem Erdoğan, the representative of our majority shareholder Hacı Ömer Sabancı Holding Anonim Şirketi, as the Vote Collection Officer, and Emine Selen Demirci, the Finance Team Leader, as the Clerk, and the Meeting Chairmanship has been formed.

In addition, the Chairman of the Meeting has assigned Berkan Meşeli, an employee and system and infrastructure technician of the Company, who has Central Registry Agency Electronic General Assembly System Certificate, the duty to use the Electronic General Assembly System.

The Chairman of the Meeting announced that 290,150,700 shares with a nominal value of TRY 2,901,507 included in the total shares were represented by the Depository Representatives in the meeting.

The agenda items were read to the General Assembly as announced, and after determining that no request was made to change the order of discussion of the agenda items, the discussion of the agenda items continued in the order in which they were announced.

2- The 2024 Activity Report of the Board of Directors was accepted as read after the proposal submitted to the chairmanship of the meeting, by the attendees by majority vote, with TRY 141,087,074.01 positive votes against TRY 205,883 negative votes. The Board of Directors' Activity Report was discussed. The Chairman of the Meeting, Şerafettin Karakış, gave the floor to the Executive Chair, Burak Turgut Orhun, for his opinions and evaluations regarding the activities and financial statements for the year 2024.

In his assessment, Mr. Burak noted that the General Assembly he attended was the first for both himself and the company's CFO, Şermin Mutlu, at Kordsa. He introduced both himself and Şermin Mutlu to the participants. He stated that since January, he has also been serving as the Executive Chair alongside the Board of Directors to ensure coordinated action with the Executive Committee and facilitate swift decision-making. He emphasized that the entire management team has been working to improve the company's financials and create value for investors.

Regarding the tire reinforcement segment, one of the company's two main business lines, he stated that the market had returned to pre-COVID-19 levels in 2024. However, there was a significant shift in demand from Europe and North America to the Asia-Pacific region, particularly China. In response to the increasing demand, there were notable capacity expansions in China. Consequently, major clients of Kordsa, referred to as the "Big 6," relocated their production from Europe and North America to China, leading to the closure of 2-3 factories in these regions.

Additionally, Kordsa has not engaged in price-based competition but instead pursued a strategy of developing new products, emphasizing quality, and maintaining close relationships with major customers. Efforts have been focused on working capital management, cash generation, and cost improvements. Regional targets have been set to enhance capacity utilization at lower costs in the right production facilities.

In the composites segment, which serves the civil aviation and automotive industries, economic turbulence in Europe has caused fluctuations in the production of luxury vehicles that mostly use composite materials. In aviation, Boeing, Kordsa's primary indirect customer, achieved significant improvements in production volumes in 2023. However, in 2024, declines in the production of composite-based aircraft, technical issues, and labor-related problems led to revised production plans. Furthermore, profitability in non-civil aviation sectors remained low, negatively impacting Kordsa's composite results. Similar to tire reinforcement, a strong focus was placed on optimizing fixed costs and prioritizing working capital.

On top of these conditions, Mr. Burak pointed out that Kordsa's Turkish operations, which report in US dollars, were significantly affected by the inflation FX mismatch in Turkey. He noted that this is a challenge faced by all exporters but expressed confidence that macroeconomic policies would help mitigate the situation.

Lastly, he shared that actions are being taken to improve balance sheet health by reducing net debt levels to achieve a sustainable and reasonable leverage ratio.

- 3- As a result of the acceptance of the proposal submitted to the chairmanship of the meeting by majority vote, with TRY 141,087,074.01 positive votes against TRY 205,883 negative votes, the opinions sections of the 2024 Auditor Reports were read and the shareholders were informed.
- 4- The Consolidated Financial Statements for the Year 2024 were accepted as read after the proposal submitted to the chairmanship of the meeting was accepted by majority vote, with TRY 141,266,663.01 positive votes against TRY 26,294 negative votes.

The Consolidated Financial Statements for 2024 were opened for negotiation. As a result of the voting, the Consolidated Financial Statements for the Year 2024 were approved by majority vote, with TRY 141,263,723.01 positive votes against TRY 29,234 negative votes.

- 5- The Chairman stated that according to the List of Attendees there were no Board Member or executive member in the Meeting who could vote as a shareholder. It is decided by majority vote, with TRY 141,227,297.01 positive votes against TRY 65,660 negative votes that the members of the Board of Directors were released with regard to the 2024 activities.
- 6- With the Resolution of Board of Directors dated February 28th, 2025, no: 2025/7, According to our financial statements for the period of 01.01.2024-31.12.2024 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 DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., TRY 1,096,131,983.00 consolidated loss has been obtained.

Within this framework, it has been resolved unanimously that;

The approval of the profit distribution table for 2024 at the end of the negotiations as attached, Reserving of the net distributable loss 2024 which is calculated in line with Capital Market legislation, as Retained Earnings (losses), not to distributing dividend due to lack of distributable profit base.

- 7- Gazianfer Caca, who was physically present at the meeting, took the floor and stated, "I propose and submit to your vote the payment of a monthly gross salary of 500,000 TL to the Members of the Board of Directors." The Chairman of the Meeting put Gazianfer Caca's proposal to a vote. As a result of the voting, the proposal was rejected by a majority, with 138,352,084 TL against and 2,940,873.01 TL in favor.

The proposal submitted by our company shareholder, Hacı Ömer Sabancı Holding A.Ş., was read, and voting commenced. It was decided, by majority vote, to pay a monthly gross salary of 135,000 TL (one hundred thirty-five thousand Turkish Lira) to Ali Çalışkan, who serves as the Vice Chairman of the Board of Directors, and to each of the Independent Board Members for the duration of their term, while no remuneration or attendance fee would be paid to the other Board Members. The decision was approved with 141,253,591.01 TL in favor and 39,366 TL against.

- 8- In the meeting of our Board of Directors dated February 28th, 2025, it has been decided unanimously that within the scope of the provisions of Communiqué 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 February 24th, 2025, 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 2024 Ordinary General Assembly in order to audit 2025 financial statements and report of the Company in accordance with Turkish Commercial Code no:6102 and the Capital Markets Law no:6362, in order to audit of the company's sustainability activities for 2024 and 2025 within the framework of the Turkish Commercial Code No. 6102, the relevant provisions of the Decree Law No. 660 and other relevant legislation, to conduct other activities within the scope of regulations in relation to these issues.

- 9- It was discussed to authorize the Board of Directors to distribute dividend advances. In accordance with Article 35 of the Articles of Association and the Communiqué on Dividend of Capital Markets Board numbered II-19.1; it has been accepted as a result of the unanimous approval of the proposal submitted by our majority shareholder who was present at the General Assembly.
- Limited with the fiscal period of 2025, the Board of Directors shall be authorized to decide on the distribution of the dividend advances;
 - If the Board of Directors decides to distribute dividend advances during the year, and in case of loss or insufficient profit at the end of the 2025 fiscal period, the dividend advance shall be offset against other sources that can be subject to dividend distribution in the financial position statement dated 31.12.2025.

Gazianfer Caca, who was physically present at the meeting, took the floor and asked, "Will we be profitable in 2025? Are there any actions planned regarding profit distribution?" He also requested an update on the realization of current plans and the sharing of updated projections.

In response, Mr. Burak stated that all efforts were focused on improving the company's financials. However, in accordance with Capital Markets regulations, forward-looking assessments and actions that have not yet been finalized by the Board of Directors could not be disclosed. He emphasized that all plans will be structured with sectoral changes in mind, focusing on production and cash flow optimization. Additionally, he noted that short-, medium-, and long-term targets had been

communicated to the Board, with a short-term goal of strengthening the balance sheet and medium- to long-term plans aimed at countering competition from China.

Meeting Chairman Şerafettin Karakış then took the floor and stated that any forward-looking assessments are disclosed to all investors through material event disclosures, as required by regulations. He also clarified that these regulations also cover profit expectations for the future and therefore could not be shared at this stage.

Burak Kolsuz, an investor who was physically present at the meeting, took the floor and asked, "Would you consider the IPO of your overseas subsidiaries to generate cash flow?" He also commented that the company had not been fast enough in taking actions to improve profitability.

In response, Executive Chair Burak Orhun stated that all options were being evaluated and that a new management model had been implemented in January to enable faster decision-making. He emphasized that the priority was to take the right actions to ensure the proper decision-making.

- 10-** The shareholders have been informed that, except for the ones mentioned in the Articles of Association, the aid and donations that have been made during the year of 2024 amounts to TRY 3,725,970.25 The shareholders have also been informed of the beneficiaries of these donations and aid.
- 11-** In accordance with the proposal given to the chairmanship of the meeting on the determination of the limits of donations to be made by the Company in 2025, it has been decided by majority vote, with TRY 138,391,450.01 positive votes against TRY 2,901,507 negative votes that, except for the donations that shall be made as per the Articles of Association, the upper limit for donations to be made in 2025 shall be TRY 15,000,000 (Fifteen Million Turkish Liras).
- 12-** It has accepted as a result of the unanimous approval of the proposal submitted by our majority shareholder who was present at the General Assembly that the Chairman of the Board of Directors and the members of the Board of Directors shall be granted with permission for the activities stated under Article 395 and Article 396 of the Turkish Commercial Code.
- 13-** The final agenda item, wishes and requests, was discussed. The Chairman of the Meeting stated that the agenda had been completed and offered shareholders the opportunity to express their wishes and comments.

Gazianfer Caca, who was physically present at the meeting, took the floor and noted that despite a \$350 million investment in the composite segment, revenue had not significantly increased. He pointed out that the company's 2024 revenue was similar to that of 2008, and as an investor, he inquired why revenue had not grown. He also asked whether insurance compensation had been received for the flood in Indonesia.

Burak Turgut Orhun, Executive Chair, responded that in 2022, the company had achieved \$1 billion in revenue, and that historically, there were comparable periods to 2024. However, the composition of revenue had changed. In 2008, the tire reinforcement segment included operations in Germany, Argentina, and Egypt, but these were either sold or liquidated over time. Instead, investments were made in the composite segment, which has now become the second main business line, accounting for approximately 20-25% of total revenue. He stated that the company's strategy moving forward is to maintain stable revenue while increasing profitability and that external reports indicate an expected rise in composite consumption in the aviation sector in the coming periods.

For the second question, CFO, Şermin Mutlu, took the floor and explained that the flood in Indonesia caused the most damage to utility facilities, particularly those related to energy operations. Due to the damage, energy supply to current operations had been disrupted, and damage assessment efforts were still ongoing. She emphasized that, as with all insurance processes, certain deductibles

apply, and there is a waiting period for claim settlements. She assured that once assessments are complete and figures are finalized, investors will be informed through the Public Disclosure Platform (KAP).

Aydın Yağcı, a shareholder who physically participated to the General Assembly, submitted his petition containing 4 questions, comments and criticisms to the Meeting Chairman to be recorded in the minutes. The Meeting Chairman thanked the shareholders for their comments and stated that the necessary explanations for these questions and comments, which were quite detailed, would be announced on the Company's website within the legal period within the framework of the Capital Markets Board's Corporate Governance Principle No. 1.3.5.

Burak Kolsuz, another physically present shareholder, took the floor and asked: “Are we the sole supplier for the Boeing Dreamliner project, and will we continue to be? Production was expected to reach five units in 2025—what is the current status? A program was launched between Turkish Airlines and Airbus to support Turkish suppliers—why are we not involved? At last year’s General Assembly, an improvement was expected in 2024, and now the same expectation is being expressed for 2025. Will we hear the same statement next year? Will stock levels in China truly decrease, or should we consider withdrawing from the tire reinforcement segment? I believe our current product portfolio does not meet the needs of the Turkish Armed Forces in the defense industry. Do you have any initiatives or actions planned in this area?”

The Meeting Chairman thanked the shareholders for their comments and stated that the necessary explanations for these questions and comments, which were quite detailed, would be announced on the Company's website within the legal period within the framework of the Capital Markets Board's Corporate Governance Principle No. 1.3.5.

As there was no more topic to be discussed on the agenda, the Chairman of the Meeting stated that the meeting quorum was maintained throughout the meeting and closed the meeting.

This 5-page meeting minutes was prepared and signed at the meeting venue following the meeting.

Istanbul, 2025.03.26 at 11:35 a.m.

MINISTRY REPRESENTATIVE

Feyyaz BAL

CHAIRMAN OF MEETING

Şerafettin KARAKIŞ

VOTE COLLECTOR

Erdem ERDOĞAN

CLERK OF MINUTES

Emine Selen DEMİRCİ