



## KORDSA TEKNİK TEKSTİL A.Ş.

### 2025 ORDINARY GENERAL ASSEMBLY MEETING INFORMATION DOCUMENT DATED 30 MARCH 2025

Our Company's 2025 Ordinary General Assembly Meeting will be held to discuss the agenda below on **30 March 2026, Wednesday at 4 PM** 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 proxy form attached to invitation or the proxy form which is available at the Company headquarters, our branch and our Company's website (<https://yatirimciiliskileri.kordsa.com/tr>) and notarizing their signature in line with the provisions of the Capital Markets Board's Communiqué numbered II- 30.1 on the Use of Proxy Vote and Proxy Collection through Invitation. 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, Board of Directors' Profit Distribution Proposal, Draft Amendment to the Articles of Association, 2024 TSRS-compliant sustainability report and General Meeting Information Document for the year 2025 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 (<https://yatirimciiliskileri.kordsa.com/tr>) and as well as at the above-mentioned address of the Company's headquarters.

Our shareholders are respectfully requested to honor the meeting on the mentioned day and time.

Best Regards

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

**HQ:** Alikahya Fatih Mahallesi Sanayici Caddesi No: 90 İZMİT / KOCAELİ  
**Phone:** 0216 300 10 00 **Fax:** 0216 300 10 01 **Web:** www.kordsa.com  
**Teknopark Branch:** Sanayi Mahallesi Teknopark Bulvarı No: 1/1B 34906 Pendik / İSTANBUL

**KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ**  
**THE AGENDA OF THE 2025 ORDINARY GENERAL MEETING**  
**TO BE HELD ON MARCH 30<sup>th</sup>, 2026**

**AGENDA**

- 1- Opening and Formulation of the Meeting Council,
- 2- Reading and discussion of the 2025 Annual Report of the Board of Directors,
- 3- Reading of Auditors' Reports,
- 4- Reading, discussion, and approval of the TSRS-compliant sustainability reports for 2024
- 5- Reading, discussion, and approval of the financial statements for 2025,
- 6- Submitting the members elected to serve for an extended term to fill vacant board positions during the term to the General Assembly for approval
- 7- Release of the members of the Board of Directors with the regard to the 2025 activities,
- 8- Determining the use of profit, amount of dividend and ratios for dividend shares concerning the year 2025,
- 9- Election of Board of Directors members and determination of their terms of office,
- 10- Determination of the salaries and benefits such as attendance fees, bonuses and premiums for the Board Members,
- 11- Election 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 aid made in 2025,
- 14- Determination of the upper limits for donations to be made in 2026,
- 15- Discussion and approval of the planned amendment to Article 10 of the Company's Articles of Association
- 16- Providing information to the General Assembly regarding the transactions specified in Corporate Governance Principle No. 1.3.6 concerning shareholders holding management control, members of the Board of Directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship
- 17- Granting permission to the Chairman and the Members of the Board for the activities under the Articles 395 and 396 of the Turkish Commercial Code,
- 18- Wishes and Remarks

## ADDITIONAL EXPLANATIONS

### WITHIN THE FRAMEWORK OF CORPORATE GOVERNANCE PRINCIPLES

General statutory information pursuant to the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 and attached Corporate Governance Principles is provided in this section, whereas the information concerning the agenda items are presented under the relevant agenda item below.

**a) Informating 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.**

According to Article 10 of the Articles of Association, total share capital of the Company amounting to TRY 194.529.076,00 is divided into 19.452.907.600 registered shares, each of which is fully paid-up with a par value of TRY 0,01 (1 Kurus), within the authorized capital of TRY 500.000.000. No share groups were created amongst the shares representing share capital. Therefore, there is no privileged shares; and one share, one vote principle applies.

The shareholding structure of the Company is represented in the table below

Shareholder	Share in Capital	
	Amount (TRY)	Ratio (%)
Hacı Ömer Sabancı Holding A.Ş.	13,832,761,401	71.11
Other	5,620,146,199	28.89
<b>Total</b>	<b>19,452,907,600</b>	<b>100.00</b>

**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 are no changes in management or operations that have occurred in 2025 or are planned in the future that would materially affect the activities of our Company and its subsidiaries.

Material event disclosures made by the Company in accordance with the relevant legislation can be accessed at [www.kap.gov.tr](http://www.kap.gov.tr).

**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**

The agenda includes an item regarding the election of board members. The election of board members will be decided by the general assembly.

In accordance with the report of the Corporate Governance Committee, the Board of Directors decided to nominate Şerife Ebru DOĞRUOL AYGİL and Mehmet Mesut ADA as Independent Board Members. The Capital Markets Board has not issued any negative opinion regarding the candidates for Independent Board Members. The resumes, independence statements, and positions held over the last ten years of the independent Board of Directors member candidates are presented in Appendix 1.

**d) 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.**

No written requests have been received from shareholders, the Capital Markets Board, or other public institutions and organizations regarding the inclusion of additional items on the agenda for the 2025 Ordinary General Assembly Meeting, where the 2025 activities will be discussed.

**e) 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.**

Subject to obtaining the necessary approvals from the Capital Markets Board and the Ministry of Trade, amendments to increase the registered capital ceiling in Article 10 of the Articles of Association to TL 10,000,000,000 and extend the ceiling period until the end of 2030 will be submitted to the General Assembly for approval. The amendment text is presented in Appendix 2.

## **THE 2025 ORDINARY GENERAL ASSEMBLY MEETING EXPLANATIONS REGARDING AGENDA ITEMS**

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

A Chairperson that governs the General Assembly meeting shall be elected within the framework of the provisions of Turkish Commercial Code No. 6102, the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Presence of Ministry Representatives at These Meetings (Regulation), the Articles of Association, and Internal Directive of the General Assembly of the Company.

### **2) Reading and discussion of the 2025 Annual Report of the Board of Directors**

The Board of Directors' 2025 Annual Report, which is available for the review of our shareholders at the Company headquarters and its relevant branch, Electronic General Assembly System of Central Registry Agency, and the Company website (<https://yatirimciiliskileri.kordsa.com/tr>) three weeks before the General Assembly meeting will be read and presented to the opinions of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly

### **3) Reading of Auditors' Reports**

In accordance with the provisions of the Turkish Commercial Code and the Regulation and Internal Directive of the General Assembly, the independent audit reports prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and the summary of the limited assurance report on the 2024 TSRS-compliant sustainability report, which are made available to our shareholders for review at the Company's headquarters and its relevant branch, on the Electronic General Meeting System, and on the Company's website at <https://yatirimciiliskileri.kordsa.com/tr> for a period of three weeks prior to the General Meeting, will be presented to the shareholders at the General Meeting.

### **4) Reading, discussion, and approval of the TSRS-compliant sustainability report for 2024.**

TSRS-compliant sustainability report for 2024, which is available for the review of our shareholders at the Company headquarters and its relevant branch, Electronic General Assembly System of Central Registry Agency, and the Company website (<https://yatirimciiliskileri.kordsa.com/tr>) three weeks before the General Assembly meeting will be read and presented to the opinions of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

## **5) Reading, discussion, and approval of the financial statements for 2025**

The financial statements for the year 2025, which is available for the review of our shareholders at the Company headquarters and its relevant branch, Electronic General Assembly System of Central Registry Agency, and the Company website (<https://yatirimciiliskileri.kordsa.com/tr>) three weeks before the General Assembly meeting will be read and presented to the opinions of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

## **6) Submitting the members elected to serve for an extend term to fill vacant board positions during the term to the General Assembly for approval**

Pursuant to the decision of the Board of Directors dated April 14, 2025, as of April 14, 2025, Mehmet Mesut ADA has been appointed to replace independent board member Güngör KAYMAK, who has resigned from the Board of Directors. This appointment will be submitted to our shareholders for their opinion and approval at the General Meeting.

The Capital Markets Board has not issued any negative opinion regarding the appointment of Mehmet Mesut ADA as an independent board member.

## **7) Release of the members of the Board of Directors with the regard to the 2025 activities.**

Release of the members of the Board of Directors with regard to the 2025 activities and accounts will be presented to the approval of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

## **8) Determining the use of profit, amount of dividend and ratios for dividend shares concerning the year 2024.**

In accordance with the Capital Markets Board's "Communiqué on Principles Regarding Financial Reporting in Capital Markets" numbered II-14.1, in accordance with the Turkish Financial Reporting Standards and Turkish Accounting Standards ("TFRS/TMS") published by the Public Oversight Accounting and Auditing Standards Authority ("KGK") and audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., profit distribution table and profit distribution proposal prepared according to our consolidated financial statements for the accounting period 01.01.2025 - 31.12.2025 are included in **ANNEX-3** and will be submitted to the General Assembly for consideration and approval.

## **9) Election of Board of Directors members and determination of their terms of office**

New Board of Directors members will be elected by taking into account the Turkish Commercial Code and the principles regarding the election of Board of Directors members included in our articles of association to replace the current Board of Directors members. The Board of Directors member candidates and terms of office of the Board of Directors to be elected will be determined by the General Assembly.

Additionally, there will be an election for the independent members as per Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 at the General Assembly.

Two of the Board of Directors members to be elected must meet the independence criteria defined in the Corporate Governance Principles.

Şerife Ebru DOĞRUOL AYGİL and Mehmet Mesut ADA are proposed as the nominees for independent memberships by a resolution of the Board of Directors, based on the assessment and recommendation of the Corporate Governance Committee. The Capital Markets Board has not given a negative opinion for these independent member nominees. The resumes, the positions they have held in the last ten years, their reasons for leaving and statements of independence of nominees for independent Board members are presented in Annex-1.

## **10) 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 <https://yatirimciiliskileri.kordsa.com/tr>.

In this context, the monthly gross remuneration of the members of the Board of Directors and their rights such as attendance fees, bonuses, and premiums will be determined by the General Assembly.

### **11) Election of the auditor.**

Upon the recommendations of the Audit Committee, the Board of Directors has resolved, in line with the regulations of the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, to submit the election of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the auditor for the financial reports of 2026 accounting period and implement assurance audits for the Company's sustainability reports for 2026 within the framework of sustainability regulations and to carry out related activities in accordance with the applicable laws and regulations for a term of one year. This proposal will be presented to the approval of the General Assembly.

### **12) Discussion and approval of authorizing the Board of Directors to distribute advance dividends, effective for the 2026 accounting period.**

In accordance with Article 35 of our Company's Articles of Association and the Capital Markets Board's Dividend Distribution Circular No. II-19.1, the matter of authorizing the Board of Directors to decide on the distribution of dividend advances limited to the 2026 fiscal year will be submitted to the General Assembly for the approval of the shareholders.

### **13) Informing the General Assembly about the donations and aid made in 2025**

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 made in accordance with Article 41 of the Articles of Association, the amount of donations and aid made for social purposes to various universities, schools, foundations, associations and official institutions in 2025 is **TRY 199,195** provided that it remains within the donation limit determined at the 2024 Ordinary General Assembly has been realised.

<b>Beneficiary</b>	<b>Amount (TRY)</b>
Sabancı Üniversitesi	195,155.00
TEV - Türk Eğitim Vakfı	3,800.00
İhsan Bayrakçı İlkokulu	240.00
<b>Total</b>	<b>199,195.00</b>

This agenda item is for the purposes of informing the General Assembly only, and not subject to approval

### **14) Determination of the upper limits for donations to be made in 2026**

Pursuant to the 19 (5) Article of Capital Markets Law No:6362, the upper limit of the donations to be made in 2026 will be determined by the shareholders at the General Assembly.

### **15) Discussion and approval of the planned amendment to Article 10 of the Company's Articles of Association**

Subject to obtaining the necessary approvals from the Capital Markets Board and the Ministry of Trade, the Company's current registered capital ceiling of 500,000,000 (fivehundredmillion) Turkish Lira shall be increased to 10,000,000,000 (ten billion) Turkish Liras. The amendment to Article 10 of the Company's Articles of Association titled "CAPITAL" , regarding the extension of the validity period of registered capital ceiling for a new 5 (five) year period, to be valid for the years 2026-2030, will be submitted to the General Assembly approval. The text of amendment to the Articles of Association is included in Annex 2.

**16) Providing information to the General Assembly regarding the transactions specified in Corporate Governance Principle No. 1.3.6 concerning shareholders holding management control, members of the Board of Directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship**

In accordance with Corporate Governance Principle No. 1.3.6, shareholders holding management control, members of the board of directors, managers with administrative responsibilities, and their spouses and relatives up to the second degree of kinship or affinity shall If any of the shareholders controlling the management, members of the board of directors, managers with administrative responsibilities, and their spouses and relatives up to the second degree by blood or marriage enter into a significant transaction with the company or its subsidiaries that may cause a conflict of interest, and/or perform a commercial transaction falling within the scope of the company's or its subsidiaries' business activities on their own behalf or on behalf of another party, or become a partner with unlimited liability in another company engaged in the same type of commercial activities, the General Assembly must be informed about such transactions.

Some of the shareholders who hold management control, members of the board of directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship serve as members of the board of directors in other Sabancı Group companies, including those with similar activities to our Company. During 2025, there were no significant transactions requiring disclosure under Principle 1.3.6 of the Corporate Governance Disclosure.

**17) Granting permission to the Chairman and the Members of the Board for the activities under the Articles 395 and 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.

**18) Wishes and Remarks.**

**Appendix:**

**ANNEX-1 :** Resumes of Independent Board Member Candidates, positions held over the past ten years, reasons for leaving and Independence Statement

**ANNEX-2 :** Text of Amendments to the Articles of Association.

**ANNEX-3 :** Profit Distribution Table for 2025, Dividend Ratio Table, Profit Distribution Proposal.

## **ATTACHMENT-1**

### **Şerife Ebru DOĞRUOL AYGİL**

#### **RESUME**

Ebru Dogruol received a BS degree in Industrial Engineering from Bogazici University in 1992 and completed an MBA degree at Koc University in 2001. She joined Pfizer in 1994 and 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, and business development and growth initiatives. In 2018, she moved to the vaccines group and took global responsibilities for several brands, including the COVID-19 vaccine launch. In 2021, she has assumed the Commercial VP Vaccines in EM and China, followed by Global Vaccines Strategy VP role in 2024. She is currently the Transformation Lead covering 33 countries as of 2026.

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 continues her role. She is also an Independent Member of the Board of Directors of Kale Seramik A.Ş and advisor to healthtech start-ups. Ebru is a member of the Advisory Board of the Industrial Engineering Department at Bogazici University. She is an executive coach and mentor, advocates for education of children and equal opportunities for women.

#### **Positions Held Over the Past 10 Years**

<b>Start Year</b>	<b>End Year</b>	<b>Organization Name</b>	<b>Position</b>	<b>Reason for Leaving</b>
2024	-	Kale Ceramics Inc.	Independent Board Membership	Ongoing
2022	-	Kordsa Technical Textiles Inc.	Independent Board Membership	Ongoing
1994	-	Pfizer	Sales, marketing, strategic planning, business development, and finance roles at Pfizer in Turkey and international organizations. Country management in various business units, most recently in the position of Vice President.	Continued
1992	1994	Netaş	Production Engineer	Resigned

#### **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.

On the other hand, I declare that I am not a resident in Turkey pursuant to the provisions of the Income Tax Law No. 193 dated 31/12/1960.

## **Mehmet Mesut ADA**

### **RESUME**

After graduating as an Electronics and Communication Engineer from Istanbul Technical University, Mehmet Mesut Ada worked as an engineer at four different companies in Ankara between 1975 and 1980. In 1980, he joined KORDSA as a maintenance engineer and subsequently held the roles of Maintenance Manager and then Production Director. In 1987, he was appointed as Project Manager at DUSA (a joint venture between DUPONT and SABANCI).

In 1991, he transferred to DUPONT (Netherlands), where he served as Production Manager for two years. In 1993, he returned to DUSA as Plant Manager and a member of the Board of Directors.

In 2002, he was appointed as Plant Manager at SASA (Adana), and in 2005, he became General Manager of SASA and Operations Director at ADVANSA, overseeing operations in the UK, Germany, and Turkey.

In 2006, he was assigned as General Manager of Kordsa's plant in Chattanooga, USA.

Between 2009 and 2011, he served as General Manager of Interkordsa in Germany.

In 2012, he was appointed Operations Director for South America (Brazil and Argentina) and retired in 2014.

From 2015 to June 2025, he served as a member of the Board of Directors at PT Indo Kordsa Tbk, Indonesia.

Mesut was elected to the position of Independent Board Member of Kordsa Teknik Tekstil A.Ş. on April 14, 2025, and continues to serve in this role.

### Positions Held Over the Past 10 Years

Start Year	End Year	Organization Name	Position	Reason for Leaving
2025	-	Kordsa Technical Textiles Inc.	Independent Board Member	Ongoing
2015	2025	Indonesia, PT Indo Kordsa Tbk	Board of Directors Membership	Term End

### 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.

## ANNEX-2

### KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ AMENDMENT TO THE COMPANY'S ARTICLE OF ASSOCIATION

OLD TEXT	NEW TEXT
<p style="text-align: center;"><b>PART II.</b></p> <p style="text-align: center;"><b>PRINCIPAL CAPITAL</b></p> <p><b>CAPITAL:</b></p> <p><b>Article 10-</b> The Company has accepted the Registered Capital System in accordance with the provisions of the Capital Market Law and made a transition to this system, with the permission of the Capital Markets Board dated 21.09.1989 and numbered 594.</p> <p>The registered capital ceiling of the Company is <b>500.000.000 (Five Hundred Million)</b> Turkish Liras and it is divided into <b>50.000.000.000 (Fifty Billion)</b> registered shares each with a nominal value of Kr 1 (One Kuruş).</p> <p>The registered capital ceiling permission granted by Capital Markets Board is valid for years between <b>2021 and 2025</b> (5 years). Even if the permitted registered capital ceiling cannot be reached at the end of year <b>2025</b>, in order for the Board of Directors to take capital increase resolution after the year <b>2025</b>; it is mandatory to obtain authorization from general assembly by getting permission from Capital Markets Board for a new period for the previously permitted ceiling or a new ceiling amount. In case that the mentioned authorization is not obtained, the Company cannot make capital increase through the board resolution.</p> <p>Issued capital of the Company is 194.529.076 (one hundred ninety four million five hundred twenty nine thousand seventy six) Turkish Liras, as fully paid, free of collusion, divided into 19.452.907.600 (nineteen million four hundred fifty nine hundred and seven hundred and seven hundred six hundred) registered shares, each with a nominal value of Kr 1 (One Kuruş).</p> <p>Board of Directors shall be authorized to increase the issued capital by issuing registered shares up to the registered capital ceiling, when it deems necessary, between years <b>2021 and 2025</b>, according to the provisions of the Capital Market Law.</p> <p>Capital of the Company can be increased or decreased when necessary within the framework</p>	<p style="text-align: center;"><b>PART II.</b></p> <p style="text-align: center;"><b>PRINCIPAL CAPITAL</b></p> <p><b>CAPITAL:</b></p> <p><b>Article 10-</b> The Company has accepted the Registered Capital System in accordance with the provisions of the Capital Market Law and made a transition to this system, with the permission of the Capital Markets Board dated 21.09.1989 and numbered 594.</p> <p>The registered capital ceiling of the Company is <b>10,000,000,000 (Ten Billion)</b> Turkish Liras and it is divided into <b>1,000,000,000,000 (1 Trillion)</b> registered shares each with a nominal value of Kr 1 (One Kuruş).</p> <p>The registered capital ceiling permission granted by Capital Markets Board is valid for years between <b>2026 and 2030</b> (5 years). Even if the permitted registered capital ceiling cannot be reached at the end of year <b>2030</b>, in order for the Board of Directors to take capital increase resolution after the year <b>2030</b>; it is mandatory to obtain authorization from general assembly by getting permission from Capital Markets Board for a new period for the previously permitted ceiling or a new ceiling amount. In case that the mentioned authorization is not obtained, the Company cannot make capital increase through the board resolution.</p> <p>Issued capital of the Company is 194.529.076 (one hundred ninety four million five hundred twenty nine thousand seventy six) Turkish Liras, as fully paid, free of collusion, divided into 19.452.907.600 (nineteen million four hundred fifty nine hundred and seven hundred and seven hundred six hundred) registered shares, each with a nominal value of Kr 1 (One Kuruş).</p> <p>Board of Directors shall be authorized to increase the issued capital by issuing registered shares up to the registered capital ceiling, when it deems necessary, between years <b>2026 and 2030</b>, according to the provisions of the Capital Market Law.</p> <p>Capital of the Company can be increased or decreased when necessary within the framework</p>

<p>of Turkish Commercial Code and Capital Market legislation provisions.</p> <p>Board of Directors can issue shares above their nominal value, subject to the provisions of the Turkish Commercial Code and Capital Market Legislation.</p> <p>The shares corresponding to the capital subscribed in cash, are paid in full and in cash.</p> <p>Shareholders shall use their rights to purchase new shares at the rate of increase of the Company's Issued Capital. However, the Board of Directors can limit the rights of shareholders to purchase new shares, when it deems necessary, according to provisions of 7 Capital Market legislation. The right to limit purchase of new shares cannot be used in a way to cause inequality among shareholders.</p> <p>The shares representing the capital shall be followed as registered within the framework of principles of dematerialization.</p>	<p>of Turkish Commercial Code and Capital Market legislation provisions.</p> <p>Board of Directors can issue shares above their nominal value, subject to the provisions of the Turkish Commercial Code and Capital Market Legislation.</p> <p>The shares corresponding to the capital subscribed in cash, are paid in full and in cash.</p> <p>Shareholders shall use their rights to purchase new shares at the rate of increase of the Company's Issued Capital. However, the Board of Directors can limit the rights of shareholders to purchase new shares, when it deems necessary, according to provisions of 7 Capital Market legislation. The right to limit purchase of new shares cannot be used in a way to cause inequality among shareholders.</p> <p>The shares representing the capital shall be followed as registered within the framework of principles of dematerialization.</p>
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**APPENDIX - 3**

<b>KORDSA TEKNİK TEKSTİL A.Ş.</b>			
<b>Dividend Distribution Table for the Period 01.01.2025 / 31.12.2025 (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	-1,839,137,574.00	-2,371,510,259.66
4.	Taxes ( - )	384,887,277.00	0.00
5.	Net Profit for the Period	-1,491,314,822.00	-2,371,510,259.66
6.	Previous Years' Losses ( - )	0,00	-8,628,110,575.72
7.	General Legal Reserves ( - )	0,00	0.00
8.	Net Distributable Profit for the Period ( = )	-1,491,314,822.00	-10,999,620,835.38
	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 ( + )	189,915.00	
10.	Net Distributable Profit including Donations	-1,491,124,907.00	
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	0.00	0.00
20.	Other Resources Planned for Distribution	0.00	0.00

**KORDSA TEKNİK TEKSTİL A.Ş.**  
**DIVIDEND RATIOS TABLE**

	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>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>NET</b>	<b>0.00</b>	-	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Proposal of the Board of Directors Regarding the Use of Profit/Loss for 2025**  
**Proposal of the Board of Directors**

In accordance with the Capital Markets Board's "Communiqué on Principles of Financial Reporting in the Capital Markets" numbered II-14.1, prepared and audited by DRT Independent Audit and Certified Public Accountant Firm Inc., our Company's financial statements for the period from January 1, 2025 - 31.12.2025 financial statements show a consolidated period loss of **TRY -1,491,314,822.00**. Due to the absence of distributable profit base within the framework of the regulations on profit distribution in the capital markets legislation, shareholders are hereby informed that no profit distribution can be made to the shareholders' share. It was decided to allocate the consolidated period loss for 2025 as "*Loss Carried Forward*" and to propose these matters to the Ordinary General Assembly to be held on **March 30, 2026**.