POLİSAN HOLDİNG A.Ş.

Material Event Disclosure

JULY 16, 2025

Regarding Partial Spin-off; Revised Draft of the Articles of Association Amendment

Within the scope of the Board of Directors' resolutions dated 28.03.2025 and numbered 2025/14, 2025/15, and 2025/16, and in relation to our application to the Capital Markets Board for a partial spin-off via share transfer, which is currently under review, the amendment to Article 7 ("Capital") of our Company's Articles of Association has been revised pursuant to the Board of Directors' resolution dated 16.07.2025 regarding the reduction of our issued capital from TRY 3,774,776,170 to TRY 758,500,000. The revised text is shared in the attachment.

For details:
https://www.kap.org.tr/en/Bildirim/1464142

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.

About Polisan Holding

Polisan Holding A.Ş., a long-established Turkish conglomerate, traces its roots back to 1956. Starting in textiles, the Bitlis Family's ventures have branched out over time, encompassing chemicals, port management, paint, and real estate. In 2000, the family's investments consolidated under the banner of Polisan Holding A.Ş., streamlining operations and fostering cross-company collaboration.

Today, Polisan Holding employs 1,100 across its paint, port, and chemical businesses, boasts global partnerships with giants like Dow Chemical and Kansai Paint, six international investments including Greece, and a strategic real estate portfolio. For more information about Polisan Holding, a publicly traded company on Borsa Istanbul, visit www.polisanholding.com.

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POLİSAN HOLDİNG ANONİM ŞİRKETİ
DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION

CURRENT TEXT	REVISED TEXT
CAPITAL	**CAPITAL**
Article 7:	**Article 7:**
The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to the registered capital system with the permission of the Capital Markets Board dated 03/11/2011 and numbered 37/986.	The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to the registered capital system with the permission of the Capital Markets Board dated 03/11/2011 and numbered 37/986.
The registered capital ceiling of the Company is 1,000,000,000 TL (one billion Turkish Liras) and is divided into 1,000,000,000 (one billion) shares with a nominal value of 1 TL (one Turkish Lira) each.	The registered capital ceiling of the Company is 1,000,000,000 TL (one billion Turkish Liras) and is divided into 1,000,000,000 (one billion) shares with a nominal value of 1 TL (one Turkish Lira) each.
The issued capital of the Company is TRY 3,774,776,170 (three billion seven hundred seventyfour million seven hundred seventy-six thousand one hundred seventy Turkish Liras), divided into 3,774,776,170 (three billion seven hundred seventy-four million seven hundred seventysix thousand one hundred seventy) shares, each with a nominal value of TRY 1 (one Turkish Lira)	**The issued capital of the Company is TRY 3,774,776,170 (three billion seven hundred seventyfour million seven hundred seventy-six thousand one hundred seventy Turkish Liras), divided into 3,774,776,170 (three billion seven hundred seventy-four million seven hundred seventysix thousand one hundred seventy) shares, each with a nominal value of TRY 1 (one Turkish Lira)**

The previously issued capital, amounting to TRY 758,500,000 (seven hundred fifty-eight million five hundred thousand Turkish Liras), was fully paid in cash, free of any collusion. The newly increased capital of TRY 3,016,276,170 was added to the capital through the capitalization of the positive capital adjustment differences shown in the financial statements, as confirmed by the certified public accountant report dated 23/05/2025 and numbered YMM428/2835-22, issued by A. Cihat Kumuşoğlu.	**The Company's previously issued capital amounting to TRY 3,774,776,170 (three billion seven hundred seventy-four million seven hundred seventy-six thousand one hundred seventy Turkish Lira) had been fully and cash paid without any collusion, and the entire amount of the reduced capital of TRY 3,016,276,169.84 has been decreased as a result of the partial spin-off carried out through the share transfer model to the shareholders, which was determined by the certified public accountant report dated 10/07/2025 and numbered YMM-428/2882-69, prepared by A. Cihat Kumuşoğlu.**
The Board of Directors is authorized to issue new shares above their nominal value when it deems necessary in accordance with the provisions of the Capital Markets Law and other relevant legislation, to take decisions on the limitation of the shareholders' rights to purchase new shares (pre-emptive rights) and to increase the issued capital by issuing shares.	The Board of Directors is authorized to issue new shares above their nominal value when it deems necessary in accordance with the provisions of the Capital Markets Law and other relevant legislation, to take decisions on the limitation of the shareholders' rights to purchase new shares (pre-emptive rights) and to increase the issued capital by issuing shares.
The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2023-2027 (5 years). Between the years 2023-2027, the Board of Directors is authorized to increase the issued capital by issuing registered shares up to the registered capital ceiling whenever it deems necessary in accordance with the provisions of the Capital Markets Law. Even if by the end of 2027 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2027, it is obligatory to obtain authorization from the General Assembly for a new period of time by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, no capital increase can be made by a resolution of the Board of Directors.	The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2023-2027 (5 years). Between the years 2023-2027, the Board of Directors is authorized to increase the issued capital by issuing registered shares up to the registered capital ceiling whenever it deems necessary in accordance with the provisions of the Capital Markets Law. Even if by the end of 2027 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2027, it is obligatory to obtain authorization from the General Assembly for a new period of time by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, no capital increase can be made by a resolution of the Board of Directors.
The capital of the Company may be increased or decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and capital markets legislation.	The capital of the Company may be increased or decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and capital markets legislation.
The Company cannot grant the Board of Directors the right to create privileged shares within the framework of the Capital Markets Board regulations.	The Company cannot grant the Board of Directors the right to create privileged shares within the framework of the Capital Markets Board regulations
All of the shares are bearer shares.	All of the shares are bearer shares.
Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.	Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.