POLİSAN HOLDİNG A.Ş.

Material Event Disclosure

JULY 25, 2025

Extraordinary General Assembly Meeting

Pursuant to the Board of Directors' resolution dated 25 July 2025 and numbered 2025/34, the Extraordinary General Assembly Meeting of our Company will be held on Friday, 29 August 2025 at 11:00 a.m. at the Company headquarters located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ, to discuss and resolve the agenda items below.

For details:
https://www.kap.org.tr/tr/Bildirim/1466812
https://www.kap.org.tr/tr/Bildirim/1466813
https://www.kap.org.tr/tr/Bildirim/1466815
https://www.kap.org.tr/tr/Bildirim/1466816

https://www.polisanholding.com/v/51/general-assembly

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
BOARD OF DIRECTORS' INVITATION TO EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 29.08.2025

Trade Registry No: 5769 (Gebze Trade Registry Office)

In accordance with the resolution of our Board of Directors dated July 25, 2025 and numbered 2025/34, the Extraordinary General Assembly Meeting of our Company will be held on Friday, August 29, 2025, at 11:00 a.m., at the Company headquarters located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ, to discuss and resolve the agenda items outlined below.

The Capital Markets Board approved announcement text, the Spin-off Plan, the Spin-off Report, the audited financial statements for the last three years and their independent audit reports, the Expert Institution Report, the projected opening balance sheets of the companies involved in the spin-off, the draft amendment to Article 7 of the Articles of Association titled "Capital," and the General Assembly Information Document containing the necessary disclosures for compliance with corporate governance principles will be made available to our esteemed shareholders, for review as of 30 days prior to the General Assembly Meeting date (excluding the announcement and meeting dates), at the Company headquarters located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ, on the Company's corporate website (www.polisanholding.com.tr), on the Electronic General Assembly Portal (EGKS) of the Central Registry Agency (MKK), and on the Public Disclosure Platform (KAP).

Shareholders entitled to attend the General Assembly may participate either in person or by proxy at the meeting venue or electronically in person or by proxy via the Electronic General Assembly Portal (EGKS) using their secure electronic signatures provided by the Central Registry Agency (MKK).

Proxies may be appointed through the EGKS platform or by completing the proxy form available at the Company headquarters and on our website (www.polisanholding.com.tr), in accordance with the provisions of the Capital Markets Board's Communiqué No. II-30.1. Shareholders may authorize their proxies by notarizing their signatures or by appending a notarized signature circular to a signed proxy form. Representation by proxy at the General Assembly Meeting is only valid through the use of the attached proxy form. For proxies appointed electronically via the EGKS system, submission of a physical proxy form is not required.

Proxy forms that do not comply with the format attached and mandated by the relevant Communiqué will not be accepted due to our legal obligations.

Those who will attend the General Assembly Meeting in person must present the following documents:

- Individual shareholders: valid identification,
- Legal entity shareholders: valid identification of the authorized representatives together with their authorization documents,
- Representatives of individuals or legal entities: valid identification and proxy documentation,
- Proxies appointed via EGKS: valid identification.

Participants may attend the meeting by signing the list of attendees upon presenting the required documents.

Shareholders who wish to participate electronically may obtain detailed information on participation, proxy appointment, submitting proposals, expressing opinions, and voting via the MKK website at www.mkk.com.tr.

Shareholders or their representatives who wish to attend the meeting electronically must fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies Held Electronically" published in the Official Gazette dated August 28, 2012 (No. 28395), and the "Communiqué on the Electronic General Assembly System Applicable to General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 (No. 28396).

Pursuant to Article 415, paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, paragraph 1 of the Capital Markets Law No. 6362, the right to attend and vote at the General Assembly cannot be made conditional upon the deposit of share certificates. Accordingly, our shareholders who wish to attend the General Assembly Meeting are not required to block their shares. It is necessary and sufficient for shareholders attending the General Assembly Meeting in person to present identification at the meeting.

The "list of shareholders" regarding the rights holders and their representatives attending the meeting will be obtained from the Electronic General Assembly System before the meeting starts. This list will be used to prepare the list of attendees.

For participation in the Ordinary General Assembly Meeting, the verification of whether individuals physically present in the meeting hall are shareholders or representatives will be conducted based on this list.

Without prejudice to the provisions regarding electronic voting during the General Assembly Meeting, the open voting method by show of hands will be used for voting on the agenda items.

We respectfully invite our esteemed shareholders to attend the General Assembly Meeting at the specified date, time, and location.

Respectfully submitted to the attention of our esteemed shareholders.

Polisan Holding A.Ş. Board of Directors

AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 29.08.2025

1- Opening and formation of the Meeting Chairmanship

2- In relation to the spin-off transaction to be discussed under agenda item 4, shareholders will be informed about the Notice of the Right to Review, the Spin-Off Report, the Spin-Off Plan, the Expert Institution Report, and the financial statements, all prepared within the scope of the Turkish Commercial Code No. 6102.

3- Within the scope of the spin-off to be discussed under agenda item 4, shareholders will be informed that no right of exit (dissenting shareholder right) has arisen pursuant to the Capital Markets Board's Communiqué No. II-23.3 on "Common Principles Regarding Significant Transactions and the Right of Exit."

4- Reading, discussion, and resolution of the Board of Directors' proposal regarding the spin-off transaction to be carried out in accordance with the provisions of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other applicable legislation, whereby Polisan Holding A.Ş.'s shares in Rohm and Haas Kimyasal Ürünler Üretim Dağıtım ve Ticaret A.Ş. and Polisan Kansai Boya Sanayi ve Ticaret A.Ş. shall be transferred to a newly established company, Marmara Holding A.Ş., under a share distribution model to the shareholders; along with the Spin-Off Plan and the Spin-Off Report, both dated July 18, 2025.

5- Provided that the necessary legal approvals have been obtained, discussion and resolution of the Board of Directors' resolution dated July 16, 2025, regarding the reduction of the Company's issued capital from TRY 3,774,776,170 to TRY 758,500,000 due to the spin-off, and the amendment of Article 7 of the Company's Articles of Association titled "Capital" in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, as set forth in the annex.

6- Closing

Annex 1

POWER OF ATTORNEY
TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY OF
POLİSAN HOLDİNG ANONİM ŞİRKETİ

I hereby appoint ....., whose details are provided below, as my proxy to represent me/us, vote, make proposals, and sign the necessary documents on my/our behalf in line with the opinions stated below at the Extraordinary General Assembly Meeting of Polisan Holding Anonim Şirketi to be held on Friday, August 29, 2025, at 11:00 a.m. at the address of Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ.

Proxy Information (*):

Name Surname/Title of Trade:

T.R. Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) For foreign proxies, it is mandatory to submit the equivalent of the aforementioned information, if any.

A. SCOPE OF THE AUTHORIZATION OF REPRESENTATION

The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.

1. About the matters on the agenda of the General Assembly;

a) The proxy is authorized to vote in line with his/her own opinion. ☐

b) The proxy is authorized to vote in line with the recommendations of the partnership management. ☐

c) The proxy is authorized to vote in accordance with the instructions specified in the table below. ☐

Instructions:

In the event that option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options (acceptance or rejection) given opposite the relevant General Assembly agenda item and, if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the General Assembly meeting.

No	Agenda Items (*)	Affirmative	Dissentive	Dissenting Opinion
1.	Opening and formation of the Meeting Chairmanship.	☐	☐	☐
2.	In connection with the spin-off transaction to be discussed under agenda item 4, shareholders will be informed—within the scope of the Turkish Commercial Code No. 6102—about the Notice of the Right to Review, the Announcement Text approved by the Capital Markets Board, the Spin-Off Report, the Spin-Off Plan, the Expert Institution Report, and the financial statements.	☐	☐	☐

3.	Within the scope of the spin-off to be discussed under agenda item 4, shareholders will be informed that no right of exit has arisen pursuant to the Capital Markets Board's Communiqué No. II-23.3 on "Common Principles Regarding Significant Transactions and the Right of Exit."	☐	☐	☐
4.	Reading, discussion, and resolution of the Board of Directors' proposal regarding the spin-off transaction to be carried out in accordance with the provisions of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other applicable legislation, whereby Polisan Holding A.Ş.'s shares in Rohm and Haas Kimyasal Ürünler Üretim Dağıtım ve Ticaret A.Ş. and Polisan Kansai Boya Sanayi ve Ticaret A.Ş. shall be transferred to a newly established company, Marmara Holding A.Ş., under a share transfer model to the shareholders; together with the Spin-Off Plan and Spin-Off Report dated July 18, 2025.	☐	☐	☐
5.	Provided that the necessary legal approvals have been obtained, discussion and resolution of the Board of Directors' resolution dated July 16, 2025, regarding the reduction of the Company's issued capital from TRY 3,774,776,170 to TRY 758,500,000 due to the spin-off, and the amendment of Article 7 of the Company's Articles of Association titled "Capital" in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, as set forth in the annex.			
6.	Closing	☐	☐	☐

(*) No voting is conducted on informational agenda items. If the minority has submitted a separate draft resolution, this must also be specifically indicated to enable voting by proxy.

2. Special instructions on other matters that may arise at the General Assembly meeting and in particular on the exercise of minority rights:

a) The proxy is authorized to vote in line with his/her own opinion. ☐

b) The proxy is authorized to vote in line with the recommendations of the partnership management. ☐

c) The proxy is authorized to vote in accordance with the instructions specified in the table below. ☐

SPECIAL INSTRUCTIONS; Special instructions to be given by the shareholder to the proxy, if any, shall be stated here..

B. The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.

1. I approve the representation of my shares detailed below by proxy. ☐

a) Issue and series: **(*)**
b) No/Group:: **(**)**
c) Quantity-Nominal value:
d) Whether there are voting privileges:

e) Whether it is bearer or registered: **(*)**
f) Proportion of total shares/voting rights held by the shareholderı:

(*) This information is not requested for dematerialized shares.
(**) For dematerialized shares, information on the group, if any, will be given instead of the number.

2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the general assembly prepared by MKK one day before the date of the General Assembly ☐

NAME SURNAME or TITLE OF SHAREHOLDER: (*)

TT.R. Identity No/Tax No, Trade Registry Name and Number and MERSIS number:

Address:

(*) For foreign shareholders, it is mandatory to submit the equivalent of the aforementioned information, if any.

SIGNATURE

Polisan Holding AŞ

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POLİSAN HOLDİNG ANONİM ŞİRKETİ
EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 29.08.2025
INFORMATION NOTE

Trade Registry No: 5769 (Gebze Trade Registry Office)

In accordance with the resolution of our Board of Directors dated July 25, 2025 and numbered 2025/34, the Extraordinary General Assembly Meeting of our Company will be held on Friday, August 29, 2025, at 11:00 a.m., at the Company headquarters located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ, to discuss and resolve the agenda items outlined below.

The Capital Markets Board approved announcement text, the Spin-off Plan, the Spin-off Report, the audited financial statements for the last three years and their independent audit reports, the Expert Institution Report, the projected opening balance sheets of the companies involved in the spin-off, the draft amendment to Article 7 of the Articles of Association titled "Capital," and the General Assembly Information Document containing the necessary disclosures for compliance with corporate governance principles will be made available to our esteemed shareholders, for review as of 30 days prior to the General Assembly Meeting date (excluding the announcement and meeting dates), at the Company headquarters located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ, on the Company's corporate website (www.polisanholding.com.tr), on the Electronic General Assembly Portal (EGKS) of the Central Registry Agency (MKK), and on the Public Disclosure Platform (KAP).

Shareholders entitled to attend the General Assembly may participate either in person or by proxy at the meeting venue or electronically in person or by proxy via the Electronic General Assembly Portal (EGKS) using their secure electronic signatures provided by the Central Registry Agency (MKK).

Proxies may be appointed through the EGKS platform or by completing the proxy form available at the Company headquarters and on our website (www.polisanholding.com.tr), in accordance with the provisions of the Capital Markets Board's Communiqué No. II-30.1. Shareholders may authorize their proxies by notarizing their signatures or by appending a notarized signature circular to a signed proxy form. Representation by proxy at the General Assembly Meeting is only valid through the use of the attached proxy form. For proxies appointed electronically via the EGKS system, submission of a physical proxy form is not required.

Proxy forms that do not comply with the format attached and mandated by the relevant Communiqué will not be accepted due to our legal obligations.

Those who will attend the General Assembly Meeting in person must present the following documents:

- Individual shareholders: valid identification,
- Legal entity shareholders: valid identification of the authorized representatives together with their authorization documents,
- Representatives of individuals or legal entities: valid identification and proxy documentation,
- Proxies appointed via EGKS: valid identification.

Participants may attend the meeting by signing the list of attendees upon presenting the required documents.

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Shareholders or their representatives who wish to attend the meeting electronically must fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies Held Electronically" published in the Official Gazette dated August 28, 2012 (No. 28395), and the "Communiqué on the Electronic General Assembly System Applicable to General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 (No. 28396).

Pursuant to Article 415, paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, paragraph 1 of the Capital Markets Law No. 6362, the right to attend and vote at the General Assembly cannot be made conditional upon the deposit of share certificates. Accordingly, our shareholders who wish to attend the General Assembly Meeting are not required to block their shares. It is necessary and sufficient for shareholders attending the General Assembly Meeting in person to present identification at the meeting.

The "list of shareholders" regarding the rights holders and their representatives attending the meeting will be obtained from the Electronic General Assembly System before the meeting starts. This list will be used to prepare the list of attendees.

For participation in the Ordinary General Assembly Meeting, the verification of whether individuals physically present in the meeting hall are shareholders or representatives will be conducted based on this list.

Without prejudice to the provisions regarding electronic voting during the General Assembly Meeting, the open voting method by show of hands will be used for voting on the agenda items.

We respectfully invite our esteemed shareholders to attend the General Assembly Meeting at the specified date, time, and location.

Respectfully submitted to the attention of our esteemed shareholders.

Polisan Holding A.Ş. Board of Directors

ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF THE CAPITAL MARKETS BOARD REGULATIONS

Additional disclosures required to be made pursuant to Corporate Governance Principle No. 1.3.1 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1 are as follows:

1. **Total number of shares and voting rights reflecting the shareholding structure of the Company as of the date of disclosure, if there are privileged shares in the Company's capital, the number of shares and voting rights representing each privileged share group and the nature of the privileges**

The issued capital of the Company is 3,774,776,170 TL and it is divided into 3,774,776,170 shares with a nominal value of 1 TL (one Turkish Lira) each. The Company's capital of 3,774,776,170 TL has been fully paid.

There are no privileged shares and voting rights in the share capital of Polisan Holding A.Ş.

The shareholding structure as of the date of disclosure is as follows:

Name-Surname of the Shareholder	Capital Share (TL)	Capital Share (%)	Voting Right Share (%)
Ahmet Ertuğrul Bitlis	857.744.920,46	22,72	22,72
Mehmet Emin Bitlis	857.743.686,50	22,72	22,72
Ayşe Melike Bitlis Bush	344.964.124,29	9,14	9,14
Fatma Nilgün Kasrat	317.353.764,40	8,41	8,41
Ahmet Faik Bitlis	295.456.579,20	7,83	7,83
Diğer	1.101.513.095,15	29,18	29,18
TOPLAM	3.774.776.170,00	**100,00**	**100,00**

2. **Changes in the management and operations of the Company and its subsidiaries that occurred in the previous accounting period or planned for the future accounting periods that will significantly affect the Company's activities and the reasons for these changes:**

The material event disclosures made by our Company in accordance with the applicable legislation can be accessed at http://www.polisanholding.com.tr and www.kap.org.tr .

3. **If the dismissal, replacement, or election of members of the Board of Directors is included in the agenda of the General Assembly Meeting; the reasons for dismissal and replacement, and for those whose candidacy for Board membership has been submitted to the Company, information regarding their résumés, the positions they have held in the last ten years and the reasons for leaving those positions, the nature and significance of their relationship with the Company and its related parties, whether they meet the independence criteria, and any other matters that may affect the Company's operations in the event they are elected as members of the Board of Directors shall be disclosed:**

None.

4. **Requests submitted in writing by the shareholders of the Company to the Investor Relations Department for the inclusion of items on the agenda, and in cases where the Board of Directors does not accept the agenda proposals of the shareholders, the proposals that were not accepted along with the reasons for their rejection:**

None.

5. **Information on the Requests of Shareholders, the Capital Markets Board or Other Public Institutions and Organizations to Add Items to the Agend:**

None.

6. **In case there is an amendment to the Articles of Association on the agenda, Old and New Forms of the Amendments to the Articles of Association together with the relevant Board of Directors Decision:**

Provided that the necessary legal approvals have been obtained, the draft amendment to Article 7 titled "Capital" of the Company's Articles of Association, prepared in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, regarding the reduction of the Company's issued capital from TRY 3,774,776,170 to TRY 758,500,000 due to the spin-off, is attached hereto (**Annex**).

OUR DISCLOSURES REGARDING THE AGENDA ITEMS OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 29.08.2025

1- Opening and formation of the Meeting Chairmanship

In accordance with the provisions of the Turkish Commercial Code ("TCC"), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Attendance of Ministry Representatives at Such Meetings ("Regulation"), and the Company's Internal Directive on General Assembly Meetings, a Chairperson will be elected to preside over the General Assembly Meeting, and the Meeting Presidency will be formed by the Chairperson.

2- In relation to the spin-off transaction to be discussed under agenda item 4, shareholders will be informed about the Notice of the Right to Review, the Spin-Off Report, the Spin-Off Plan, the Expert Institution Report, and the financial statements, all prepared within the scope of the Turkish Commercial Code No. 6102.

Shareholders will be informed about the proposal of the Board of Directors dated March 28, 2025, regarding the spin-off transaction to be carried out in accordance with the provisions of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other applicable legislation, whereby Polisan Holding A.Ş.'s shares in Rohm and Haas Kimyasal Ürünler Üretim Dağıtım ve Ticaret A.Ş. and Polisan Kansai Boya Sanayi ve Ticaret A.Ş. will be transferred to a newly established company, Marmara Holding A.Ş., under a share distribution model to the shareholders. In this context, the Spin-Off Plan, the Spin-Off Report, the Expert

Institution Report, all dated July 18, 2025, and the approval of the Announcement Text by the Capital Markets Board dated 23/07/2025 will be presented to the shareholders. It will also be noted that the Spin-Off Agreement, the Spin-Off Report, and the independently audited financial statements and annual reports for the last three years have been made available for review at the Company's headquarters, on the corporate website, and on the Public Disclosure Platform (KAP) for a period of two months prior to the General Assembly's approval, starting from June 19, 2025, as announced in the Turkish Trade Registry Gazette dated June 18, 2025 and numbered 11353.

Pursuant to Articles 174 and 175 of the Turkish Commercial Code No. 6102, the shareholders shall be informed that it has been determined in the Certified Public Accountant Report dated 10.07.2025 and numbered YMM-428/2882-69 that the receivables of our Company's creditors are not in jeopardy, and that a call to the creditors has been made in accordance with Article 175/2 of the TCC.

3- Within the scope of the spin-off to be discussed under agenda item 4, shareholders will be informed that no right of exit (dissenting shareholder right) has arisen pursuant to the Capital Markets Board's Communiqué No. II-23.3 on "Common Principles Regarding Significant Transactions and the Right of Exit."

Within the scope of the spin-off transaction, shareholders will be informed that, with respect to the **Rohm and Haas** and **Polisan Kansai shares** to be transferred by Polisan Holding, no right of exit shall arise under the Capital Markets Board's Communiqué No. II-23.3 on Significant Transactions and the Right of Exit, by reference to Article 5/2(b)(1) and based on the materiality criteria set forth in Article 6 of the Communiqué. In this context, it has been determined that the ratio of the book value of the subsidiary shares subject to the spin-off to the total assets of Polisan Holding, based on the publicly disclosed financial statements as of December 31, 2024, is approximately **21% pursuant to Article 6/1(a);** the ratio calculated based on the company value of TRY 8,524,813,928.15, derived from the six-month period's daily adjusted weighted average stock exchange prices, and the value of the shares subject to the spin-off as determined in the Expert Institution Report, being TRY 3,101,073,737, is **36.38% pursuant to Article 6/1(b);** and the ratio of the profit/loss arising from the equity-accounted investees subject to the spin-off to Polisan Holding's total revenue is negative according to the financial statements for the year ended December 31, 2024, **and 1%, pursuant to Article 6/1(c),** according to the financial statements for the year ended December 31, 2023. As the highest of these calculated ratios is **36.38%** and does not reach the 75% threshold stipulated under the Communiqué, the transaction does not qualify as a "significant transaction" and, accordingly, no right of exit will arise for the Company's shareholders.

4- Reading, discussion, and resolution of the Board of Directors' proposal regarding the spin-off transaction to be carried out in accordance with the provisions of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other applicable legislation, whereby Polisan Holding A.Ş.'s shares in Rohm and Haas Kimyasal Ürünler Üretim Dağıtım ve Ticaret A.Ş. and Polisan Kansai Boya Sanayi ve Ticaret A.Ş. shall be transferred to a newly established company, Marmara Holding A.Ş., under a share distribution model to the shareholders; along with the Spin-Off Plan and the Spin-Off Report, both dated July 18, 2025.

The proposal of the Board of Directors dated March 28, 2025, regarding the spin-off transaction to be carried out in accordance with the provisions of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other applicable legislation—whereby Polisan Holding A.Ş.'s shares in Rohm and Haas Kimyasal Ürünler Üretim Dağıtım ve Ticaret A.Ş. and Polisan Kansai Boya Sanayi ve Ticaret A.Ş. shall be transferred to a newly established company, Marmara Holding A.Ş., under a share distribution model to the shareholders—together with the Spin-Off Plan and Spin-Off Report dated July 18, 2025, will be read, discussed, and resolved.

5- Provided that the necessary legal approvals have been obtained, discussion and resolution of the Board of Directors' resolution dated July 16, 2025, regarding the reduction of the Company's issued capital from TRY 3,774,776,170 to TRY 758,500,000 due to the spin-off, and the amendment of Article 7 of the Company's Articles of Association titled "Capital" in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, as set forth in the annex.

Provided that the necessary legal approvals have been obtained, the reduction of the Company's issued capital from TRY 3,774,776,170 to TRY 758,500,000 due to the spin-off, and the amendment of Article 7 of the Company's Articles of Association titled "Capital" in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, as set forth in the annex, will be read, discussed, and resolved.

6- Closing

ANNEXES:

1. Proxy Form Template
2. Draft Amendment to Article 7 of the Articles of Association titled "Capital"
3. Announcement Text approved by the Capital Markets Board
4. Spin-Off Plan
5. Spin-Off Report
6. Financial Statements and Independent Audit Reports for the Last Three Years (The financial statements, Board of Directors' annual reports, and independent audit reports for the last three years can be accessed at the following link: https://www.polisanholding.com/v/241/birlesme-ve-bolunmeler)
7. Expert Institution Report
8. Certified Public Accountant Report dated 10.07.2025 and numbered YMM-428/2882-69
9. Estimated Opening Balance Sheets of the Companies Following the Spin-Off

Annex 1

POWER OF ATTORNEY
TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY OF
POLİSAN HOLDİNG ANONİM ŞİRKETİ

I hereby appoint ....., whose details are provided below, as my proxy to represent me/us, vote, make proposals, and sign the necessary documents on my/our behalf in line with the opinions stated below at the Extraordinary General Assembly Meeting of Polisan Holding Anonim Şirketi to be held on Friday, August 29, 2025, at 11:00 a.m. at the address of Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ.

Proxy Information (*):

Name Surname/Title of Trade:

T.R. Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) For foreign proxies, it is mandatory to submit the equivalent of the aforementioned information, if any.

A. SCOPE OF THE AUTHORIZATION OF REPRESENTATION

The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.

1. About the matters on the agenda of the General Assembly;

a) The proxy is authorized to vote in line with his/her own opinion. ☐

b) The proxy is authorized to vote in line with the recommendations of the partnership management. ☐

c) The proxy is authorized to vote in accordance with the instructions specified in the table below. ☐

Instructions:

In the event that option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options (acceptance or rejection) given opposite the relevant General Assembly agenda item and, if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the General Assembly meeting.

No	Agenda Items (*)	Affirmative	Dissentive	Dissenting Opinion
1.	Opening and formation of the Meeting Chairmanship.	☐	☐	☐
2.	In connection with the spin-off transaction to be discussed under agenda item 4, shareholders will be informed—within the scope of the Turkish Commercial Code No. 6102—about the Notice of the Right to Review, the Announcement Text approved by the Capital Markets Board, the Spin-Off Report, the Spin-Off Plan, the Expert Institution Report, and the financial statements.	☐	☐	☐
3.	Within the scope of the spin-off to be discussed under agenda item 4, shareholders will be informed that no right of exit has arisen pursuant to the Capital Markets Board's Communiqué No. II-23.3 on "Common Principles Regarding Significant Transactions and the Right of Exit."	☐	☐	☐
4.	Reading, discussion, and resolution of the Board of Directors' proposal regarding the spin-off transaction to be carried out in accordance with the provisions of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other applicable legislation, whereby Polisan Holding A.Ş.'s shares in Rohm and Haas Kimyasal Ürünler Üretim Dağıtım ve Ticaret A.Ş. and Polisan Kansai Boya Sanayi ve Ticaret A.Ş. shall be transferred to a newly established company, Marmara Holding A.Ş., under a share transfer model to the shareholders; together with the Spin-Off Plan and Spin-Off Report dated July 18, 2025.	☐	☐	☐
5.	Provided that the necessary legal approvals have been obtained, discussion and resolution of the Board of Directors' resolution dated July 16, 2025, regarding the reduction of the Company's issued capital from TRY 3,774,776,170 to TRY 758,500,000 due to the spin-off, and the amendment of Article 7 of the Company's Articles of Association titled "Capital" in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, as set forth in the annex.			
6.	Closing	☐	☐	☐

(*) No voting is conducted on informational agenda items. If the minority has submitted a separate draft resolution, this must also be specifically indicated to enable voting by proxy.

2. Special instructions on other matters that may arise at the General Assembly meeting and in particular on the exercise of minority rights:

a) The proxy is authorized to vote in line with his/her own opinion. ☐

b) The proxy is authorized to vote in line with the recommendations of the partnership management. ☐

c) The proxy is authorized to vote in accordance with the instructions specified in the table below. ☐

SPECIAL INSTRUCTIONS; Special instructions to be given by the shareholder to the proxy, if any, shall be stated here..

B. The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.

1. I approve the representation of my shares detailed below by proxy. ☐

a) Issue and series: **(*)**
b) No/Group:: **(**)**
c) Quantity-Nominal value:
d) Whether there are voting privileges:
e) Whether it is bearer or registered: **(*)**
f) Proportion of total shares/voting rights held by the shareholderı:

(*) This information is not requested for dematerialized shares.
(**) For dematerialized shares, information on the group, if any, will be given instead of the number.

2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the general assembly prepared by MKK one day before the date of the General Assembly ☐

NAME SURNAME or TITLE OF SHAREHOLDER: (*)

TT.R. Identity No/Tax No, Trade Registry Name and Number and MERSIS number:

Address:

(*) For foreign shareholders, it is mandatory to submit the equivalent of the aforementioned information, if any.

SIGNATURE