Polisan Holding A.Ş.
Material Event Disclosure **26.03.2025**

General Assembly Invitation

Address	Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Cad. No:7 Dilovası-KOCAELİ
Phone	0 262 7548000
Fax	0 262 7548056
Investor Relations Contact - Phone	0 216 5785600
Investor Relations Contact - Fax	0 216 5737792
E-mail address:	investorrelations@polisanholding.com.tr
Update Notification Flag	No
Postponed Notification Flag	No
Summary Info	Setting the Date, Location, and Time for the Annual General Meeting

General Assembly Type	Annual
Decision Date	26.03.2025
General Assembly Date	28.04.2025
General Assembly Time	10:00
Record Date (Deadline For Participation In The General Assembly)	27.04.2025
Country	Türkiye
City	KOCAELİ
District	DİLOVASI
Address	Dilovası Organize San.Bölgesi, 1. Kısım, Liman Cad. No:7 Dilovası-KOCAELİ
Agenda Items	Explained in the Appendix

POLİSAN HOLDİNG ANONİM ŞİRKETİ
THE BOARD OF DIRECTORS' INVITATION
TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 28/04/2025

Trade Registry No: 5769 (Gebze Trade Registry Directorate)

In accordance with the resolution of our Board of Directors dated March 26, 2025, numbered 2025/12, the Ordinary General Assembly Meeting of our Company regarding the 2024 fiscal year will be held to discuss and resolve the following agenda items on Monday, April 28, 2025, at 10:00 AM at the company headquarters located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ.

The Financial Statements and Notes for the 2024 fiscal year prepared in accordance with Capital Markets Board (CMB) regulations, the Independent Audit Report, the Board of Directors' proposal regarding profit distribution for the 2024 fiscal year, the Annual Report of the Board of Directors along with the Corporate Governance Principles Compliance Report annexed to it, and the information notes containing the necessary explanations in accordance with Corporate Governance Principles along with the agenda items will be made available for shareholders to review starting three weeks prior to the date of the General Assembly Meeting. These documents will be accessible at the Company Headquarters at the address mentioned above, on the Company's corporate website http://www.polisanholding.com.tr, on the Electronic General Assembly portal of the Central Registry Agency and on the Public Disclosure Platform (KAP) at www.kap.org.tr.

Shareholders who are entitled to attend the General Assembly may do so in person or via their representatives at the address indicated above, or if they wish, they may attend the meeting electronically through the Electronic General Assembly System (EGKS) provided by the Central Registry Agency (MKK) by using their secure electronic signature, either personally or through their representatives.

Shareholders may authorize their representatives via the EGKS system or, in accordance with the provisions of the Capital Markets Board's Communiqué II-30.1, they may fill out a proxy form that can be obtained from the Company Headquarters or from the Company's website at www.polisanholding.com.tr, have their signatures notarized, or attach a notarized signature circular to the proxy form bearing their own signature to authorize representation at the meeting. Representation by proxy at the General Assembly Meeting is only valid with the use of the attached proxy form. Proxies appointed via the EGKS system are not required to present a hard-copy proxy document.

Any proxy documents that do not comply with the mandatory format specified in the Communiqué and provided as an attachment will not be accepted due to our legal responsibilities.

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,
- For legal entity shareholders, the identity of the persons authorized to represent and bind the legal entity and their authorization documents,
- For representatives of 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).

Shareholders or their representatives who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies to be held electronically" published in the Official Gazette dated August 28, 2012 and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be implemented in the General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 and issue numbered 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 Meeting cannot be conditioned on the deposit of share certificates. In this context, our shareholders who wish to attend the General Assembly Meeting are not required to have their shares blocked. It is necessary and sufficient for our shareholders who will attend the General Assembly Meeting in person to show their identity cards at the meeting.

The "list of shareholders" regarding the right holders and their representatives attending the meeting is taken from the Electronic General Assembly System before the meeting starts. The "list of shareholders" is used to create the list of those present.

The control of whether the persons who physically come to the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

Without prejudice to the provisions regarding voting in electronic environment, open voting method by raising hands shall be used for voting on the agenda items at the General Assembly Meeting.

We respectfully request our esteemed Shareholders to attend the meeting at the place, day and time stated above.

It is kindly submitted for the information of the Honorable Shareholders.

Board of Directors of Polisan Holding A.Ş.

POLİSAN HOLDİNG A.Ş.
Agenda of the General Assembly Meeting

1. Opening and formation of the Meeting Chairmanship
2. Reading and discussion of the Board of Directors' Annual Report for the 2024 fiscal year
3. Reading of the summary of the Independent Auditor's Report for the 2024 fiscal year
4. Reading, discussion, and approval of the consolidated financial statements for the 2024 fiscal year
5. Release of the members of the Board of Directors from liability for their activities and transactions during the 2024 fiscal year
6. Discussion and resolution on the Board of Directors' proposal regarding the distribution of profits for the 2024 fiscal year
7. Approval of the appointment of the Independent Audit Firm selected by the Board of Directors in accordance with the Turkish Commercial Code, Capital Markets Board regulations, and the regulations of the Public Oversight, Accounting and Auditing Standards Authority

8. Determination of the number of members of the Board of Directors, election of the Board members, and determination of their term of office
9. Discussion and resolution on the remuneration of the members of the Board of Directors
10. Informing the General Assembly regarding the amendment to the “Remuneration Policy for Board Members and Senior Executives” revised by the Board of Directors in line with Capital Markets Board regulations
11. Informing the General Assembly about donations and charitable contributions made during the 2024 fiscal year, and discussion and resolution on the upper limit of donations for the fiscal year 01.01.2025–31.12.2025
12. Informing the General Assembly, pursuant to Article 1.3.6 of the Corporate Governance Principles annexed to the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board, about the transactions carried out in 2024 by shareholders having control over the management, members of the Board of Directors, senior executives with administrative responsibilities, and their spouses and relatives by blood or affinity up to the second degree
13. Granting permission to the members of the Board of Directors to carry out, personally or on behalf of others, activities that fall within or outside the Company’s scope of operations, and to become partners in companies engaged in such activities, in accordance with Articles 395 and 396 of the Turkish Commercial Code
14. Informing the General Assembly, in accordance with Capital Markets Board regulations, about guarantees, pledges, mortgages, and sureties granted by the Company in favor of third parties, as well as the income or benefits obtained therefrom
15. Closing

Polisan Holding AŞ

Genel Müdürlük • Headquarters
İçerenköy Mah. Ali Nihat Tarlan Cad.
No: 86 34752 Ataşehir/İSTANBUL
T: +90 216 578 56 00 • **F:** +90 216 573 77 95
www.polisanholding.com.tr

Fabrika • Factory
Dilovası Organize Sanayi Bölgesi
1. Kısım Liman Cad. No: 7 Dilovası/KOCAELİ
T: +90 262 679 71 00 • F: +90 262 754 74 34
Uluçınar VD: 732 020 6873
Ticaret Sicil No: 5769
Mersis No: 0-7320-2068-7300019
polisanholding@hs03.kep.tr

POWER OF ATTORNEY

TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY OF

POLİSAN HOLDİNG ANONİM ŞİRKETİ

I hereby appoint _____, who is introduced in detail below, as my proxy to be authorized to represent me/us, to vote, to make proposals and to sign the necessary documents in line with the opinions I have expressed below at the Ordinary General Assembly Meeting of Polisan Holding Anonim Şirketi to be held on 28/04/2025, Monday at 10:00 a.m. at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ address.

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.	Reading and discussion of the Board of Directors' Annual Report for the 2024 fiscal year	☐	☐	☐
3.	Reading the summary of the Independent Audit Company report for the fiscal year 2024.	☐	☐	☐
4.	Reading, discussion, and approval of the consolidated financial statements for the 2024 fiscal year	☐	☐	☐
5.	Release of the members of the Board of Directors from liability for their activities and transactions during the 2024 fiscal year	☐	☐	☐
6.	Discussion and resolution on the Board of Directors' proposal regarding the distribution of profits for the 2024 fiscal year.	☐	☐	☐
7.	Approval of the appointment of the Independent Audit Firm selected by the Board of Directors in accordance with the Turkish Commercial Code, Capital Markets Board regulations, and the regulations of the Public Oversight, Accounting and Auditing Standards Authority.	☐	☐	☐
8.	Determination of the number of members of the Board of Directors, election of the Board members, and determination of their term of office.	☐	☐	☐
9.	Discussion and resolution on the remuneration of the members of the Board of Directors.	☐	☐	☐
10.	Informing the General Assembly regarding the amendment to the "Remuneration Policy for Board Members and Senior Executives" revised by the Board of Directors in line with Capital Markets Board regulations	☐	☐	☐

11.	Informing the General Assembly about donations and charitable contributions made during the 2024 fiscal year, and discussion and resolution on the upper limit of donations for the fiscal year 01.01.2025–31.12.2025	☐	☐	☐
12.	Informing the General Assembly, pursuant to Article 1.3.6 of the Corporate Governance Principles annexed to the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board, about the transactions carried out in 2024 by shareholders having control over the management, members of the Board of Directors, senior executives with administrative responsibilities, and their spouses and relatives by blood or affinity up to the second degree	☐	☐	☐
13.	Granting permission to the members of the Board of Directors to carry out, personally or on behalf of others, activities that fall within or outside the Company's scope of operations, and to become partners in companies engaged in such activities, in accordance with Articles 395 and 396 of the Turkish Commercial Code.	☐	☐	☐
14.	Informing the General Assembly, in accordance with Capital Markets Board regulations, about guarantees, pledges, mortgages, and sureties granted by the Company in favor of third parties, as well as the income or benefits obtained therefrom.	☐	☐	☐
15.	Closing.	☐	☐	☐

(*) There is no voting on disclosure items. If the minority has a separate draft resolution, this is also indicated separately to ensure proxy voting.

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 shareholder:

(*) 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

INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING DATED 28/04/2025 FROM THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS OF POLİSAN HOLDİNG ANONİM ŞİRKETİ

Trade Registry No: 5769 (Gebze Trade Registry Directorate)

In accordance with the resolution of our Board of Directors dated March 26, 2025, numbered 2025/12, the Ordinary General Assembly Meeting of our Company regarding the 2024 fiscal year will be held to discuss and resolve the following agenda items on Monday, April 28, 2025, at 10:00 AM at the company headquarters located at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ.

The Financial Statements and Notes for the 2024 fiscal year prepared in accordance with Capital Markets Board (CMB) regulations, the Independent Audit Report, the Board of Directors' proposal regarding profit distribution for the 2024 fiscal year, the Annual Report of the Board of Directors along with the Corporate Governance Principles Compliance Report annexed to it, and the information notes containing the necessary explanations in accordance with Corporate Governance Principles along with the agenda items will be made available for shareholders to review starting three weeks prior to the date of the General Assembly Meeting. These documents will be accessible at the Company Headquarters at the address mentioned above, on the Company's corporate website http://www.polisanholding.com.tr, on the Electronic General Assembly portal of the Central Registry Agency and on the Public Disclosure Platform (KAP) at www.kap.org.tr.

Shareholders who are entitled to attend the General Assembly may do so in person or via their representatives at the address indicated above, or if they wish, they may attend the meeting electronically through the Electronic General Assembly System (EGKS) provided by the Central Registry Agency (MKK) by using their secure electronic signature, either personally or through their representatives.

Shareholders may authorize their representatives via the EGKS system or, in accordance with the provisions of the Capital Markets Board's Communiqué II-30.1, they may fill out a proxy form that can be obtained from the Company Headquarters or from the Company's website at www.polisanholding.com.tr, have their signatures notarized, or attach a notarized signature circular to the proxy form bearing their own signature to authorize representation at the meeting. Representation by proxy at the General Assembly Meeting is only valid with the use of the attached proxy form. Proxies appointed via the EGKS system are not required to present a hard-copy proxy document.

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- Real person shareholders shall submit their ID cards,
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- 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).

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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 Meeting cannot be conditioned on the deposit of share certificates. In this context, our shareholders who wish to attend the General Assembly Meeting are not required to have their shares blocked. It is necessary and sufficient for our shareholders who will attend the General Assembly Meeting in person to show their identity cards at the meeting.

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The control of whether the persons who physically come to the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

Without prejudice to the provisions regarding voting in electronic environment, open voting method by raising hands shall be used for voting on the agenda items at the General Assembly Meeting.

We respectfully request our esteemed Shareholders to attend the meeting at the place, day and time stated above.

It is kindly submitted for the information of the Honorable Shareholders.

Board of Directors of Polisan Holding A.Ş.

Polisan Holding AŞ

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İçerenköy Mah. Ali Nihat Tarlan Cad.
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Mersis No: 0-7320-2068-7300019
polisanholding@hs03.kep.tr

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 758,500,000 TL and it is divided into 758,500,000 shares with a nominal value of 1 TL (one Turkish Lira) each. The Company's capital of 758,500,000 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	172.354.465,45	22,72	22,72
Mehmet Emin Bitlis	172.354.217,50	22,72	22,72
Ayşe Melike Bitlis Bush	69.316.769,85	9,14	9,14
Fatma Nilgün Kasrat	63.768.769,85	8,41	8,41
Ahmet Faik Bitlis	59.368.769,85	8,56	8,56
Other	221.337.007,50	29,18	29,18
TOTAL	**758.500.000,00**	**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:**

- None

3. **In the Agenda of the General Assembly Meeting, information on the dismissal, replacement or election of the members of the Board of Directors and the grounds for dismissal and replacement, if any; resumes of the persons who have submitted their candidacy for Board Membership to the Company; the duties they have carried out in the last ten years and the reasons for their departure; the nature and significance level of their relationship with the Company and the Company's Related Parties; information on whether they have the quality of independence and similar issues that may affect the Company's activities in case these persons are elected as members of the Board of Directors:**

Within the framework of Article 10 of our Articles of Association, the number of members of the Board of Directors consists of a maximum of 5 and a maximum of 9 members. Our Company is in Group 1 within the framework of the groups described in the CMB Bulletin No. 2024/6 and paragraph 1 of Article 6 of the Corporate Governance Communiqué. In this context, 1/3 of the members of the Board of Directors must be independent members.

Although it is subject to the decision to be made at the General Assembly, in the new term, it is mandatory for at least 2 members of the Board of Directors to meet the independence criteria defined in the Corporate Governance Principles. In accordance with the articles of association, an election will be held to replace the board members whose terms have expired.

4. **Requests of the Shareholders of the Incorporation to the Investor Relations Department in writing regarding the placement of items on the agenda, and in cases where the Board of Directors does not accept the agenda proposals of the shareholders, the rejected proposals and the reasons for rejection:**

None.

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

For the Ordinary General Assembly Meeting at which the activities of 2024 will be discussed, no requests have been made by shareholders, the Capital Markets Board, or other public authorities to add any items to the agenda.

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:**

There are no amendments to the Articles of Association.

OUR DISCLOSURES REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 26/04/2024

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 the General Assembly Meetings of Joint Stock Companies and the Regulation on the Ministry Representatives to be Present at these Meetings ("Regulation") and the Company's General Assembly Internal Directive, the Chairman of the General Assembly Meeting will be elected and the Meeting Presidency will be formed by the Chairman of the Meeting.

2- Reading, discussion and approval of the Annual Report for 2024 prepared by the Board of Directors
The Annual Report of the Board of Directors, which has been prepared in accordance with the provisions of the relevant legislation of the Capital Markets Board and the Ministry of Trade of the Republic of Turkey and made available for the review of our shareholders at our Company's headquarters, the electronic General Assembly portal of Merkezi Kayıt Kuruluşu A.Ş. ("MKK"), KAP and our Company's corporate website at www.polisanholding.com within the legal period of 3 weeks (21 days) prior to the date of the General Assembly Meeting, excluding the announcement and meeting days, will be opened for discussion and submitted for approval.

3- Reading the summary of the Independent Audit report for the fiscal year 2024
The General Assembly will be informed about the Independent Audit Reports prepared in accordance with the regulations of the Capital Markets Board for the 2024 accounting period, which are made available for the review of our shareholders at our Company's headquarters, MKK's Electronic General Assembly Portal (e-GKS), KAP and our Company's corporate website at www.polisanholding.com for three weeks prior to the General Assembly meeting, and the relevant reports will be submitted for the opinion of our shareholders.

4- Reading, discussion and approval of the Company's financial statements for the year 2024
Within the framework of the provisions of the relevant legislation of the Capital Markets Board and the provisions of the Turkish Commercial Code and the Regulation, information will be given at the General Assembly about the financial statements, which are made available for the review of the shareholders at the Company's headquarters, on the electronic general assembly portal of the Central Registry Agency (MKK), on the Public Disclosure Platform (KAP) and on the Company's corporate website at www.polisanholding.com within the legal period of three (3) weeks prior to the date of the General Assembly Meeting, excluding the announcement and meeting days, and will be submitted for the discussion and approval of our shareholders.

5- Releasing the Board of Directors from liability for its activities in 2024
Within the framework of the Turkish Commercial Code, the Regulation, the Internal Directive of the General Assembly and the Capital Markets Board and related regulations, the issue of comprehensive release of the members of the Board of Directors separately for the activities and transactions of our Company in 2024 will be submitted to the approval of the General Assembly.

6- Discussion and resolution of the Board of Directors' proposal regarding the distribution of profits for the 2024 fiscal year.
Within the framework of the provisions of the relevant legislation of the Capital Markets Board and the provisions of the Turkish Commercial Code and the Regulation, the Dividend Distribution Proposal taken at the meeting of the Board of Directors dated 26.03.2025, which was submitted to the review of our esteemed shareholders at the headquarters of our Company, on the electronic general assembly portal of the MKK, on the KAP and on the corporate website of our Company at www.polisanholding.com within the legal period of three (3) weeks before the date of the General Assembly meeting, excluding the announcement and meeting days, will be submitted for the opinion and approval of our shareholders. The profit distribution table is presented in Appendix 5.

7- Approval of the selection of the Independent Audit Firm made by the Board of Directors in accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board, and the Public Oversight, Accounting and Auditing Standards Authority

Pursuant to Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, upon the proposal of the Audit Committee, the election to be made to audit the financial reports for the fiscal year 2024 and to carry out other activities within the scope of the relevant regulations in these laws will be submitted to the approval of our shareholders at the General Assembly.

8- Determination of the number of members of the Board of Directors and election of the members of the Board of Directors

In accordance with the regulations of the Capital Markets Board (CMB), the Turkish Commercial Code (TCC), and the General Assembly Regulation, the number and term of office of the Board of Directors will be determined by taking into account the principles regarding the election of board members as set forth in our Articles of Association. Pursuant to Article 10 of our Articles of Association, the number of board members may be determined as no less than five and no more than nine. According to the Articles of Association, the term of office for board members may not exceed three years, and the number and terms of office of the members of the Board of Directors will be determined at the General Assembly.

In this context, in accordance with the CMB regulations, the TCC, and the General Assembly Regulation, and by taking into account the principles set forth in our Articles of Association regarding the election of Board Members, our Board Members will be elected. Additionally, in compliance with the Corporate Governance Communiqué (II-17.1) of the CMB, independent member elections will also be held. Within the framework of Article 6, Paragraph 1 of the Corporate Governance Communiqué and the classifications announced in CMB Bulletin No. 2025/3, our Company is classified as a Group 1 company. Accordingly, one-third of the Board of Directors must consist of independent members.

Subject to the decision to be made at the General Assembly, it is mandatory that at least two members of the Board of Directors for the new term meet the independence criteria defined under the Corporate Governance Principles.

In line with the Board of Directors' resolution dated 03.02.2025 and numbered 2025/2, and based on the Nomination Report prepared by the Corporate Governance Committee, current board members Hamit Sedat Eratalar and Onur Kipri have been nominated as Independent Board Members, and the necessary approvals were obtained from the CMB with its letter dated 17.02.2025 and numbered E-29833736-110.07.07-67942. The independence declarations of the Board Member nominees are included in Appendix 2, and their résumés are provided in Appendix 3.

9- Determination of attendance fees of the members of the Board of Directors

In accordance with the provisions of the relevant legislation of the Capital Markets Board and the Turkish Commercial Code and within the framework of the principles set forth in our Articles of Association and our remuneration policy, the monthly remuneration of the members of the Board of Directors for the year 2025 will be determined and submitted to the approval of our shareholders.

10- Informing the General Assembly Regarding the Amendment to the "Remuneration Policy for Board Members and Executives with Administrative Responsibility" as Revised by the Board of Directors, in line with Capital Markets Board Regulations

Information will be provided to the General Assembly regarding the "Remuneration Policy for Board Members and Executives with Administrative Responsibility," which was amended by the resolution of the Board of Directors dated 26.03.2025. The revised remuneration policy is presented in Appendix 4.

11-Providing Information on Donations and Aid Made in the 2024 Fiscal Year and Discussion and Resolution on the Donation Limit for the 2025 Fiscal Year (01.01.2025 – 31.12.2025)

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, in cases where the donation limit is not specified in the Articles of Association, it must be determined by the General Assembly, and donations made within the year must be presented for the General Assembly's information. At the Ordinary General Assembly Meeting of our Company held on 26.04.2024, the upper limit for donations to be made by our Company in 2024 was determined as TRY 15,000,000. The total amount of donations and aid made by Polisan Holding in 2024 was TRY 4,803,647. This amount primarily consists of donations made to educational institutions and organizations engaged in supporting education. The donation limit for the 2025 fiscal year will be determined by the General Assembly.

12- Informing the General Assembly Regarding Transactions Conducted by Shareholders Holding Management Control, Board Members, Senior Executives, and Their Spouses and Relatives up to the Second Degree, Within the Scope of Corporate Governance Principle 1.3.6 of the Capital Markets Board's Communiqué on Corporate Governance (II-17.1)

In the event that shareholders holding management control, members of the Board of Directors, senior executives, or their spouses and relatives by blood or marriage up to the second degree engage in significant transactions that may result in a conflict of interest with the company or its subsidiaries, and/or carry out any commercial transaction within the scope of the company's or its subsidiaries' business operations on their own behalf or on behalf of another person, or become partners with unlimited liability in another company engaged in the same type of commercial activity, such transactions must be included as a separate agenda item at the General Assembly, and detailed information must be disclosed and recorded in the minutes of the meeting, in accordance with Principle 1.3.6 of the Capital Markets Board's Corporate Governance Communiqué (II-17.1). Our shareholders will be informed that no such transactions were conducted within the scope of Principle 1.3.6 during the 2024 fiscal year.

13- Discussion and Resolution on Granting Permission to Board Members in Accordance with Articles 395 and 396 of the Turkish Commercial Code to Perform Transactions Falling Within or Outside the Scope of the Company's Activities, Either on Their Own Behalf or on Behalf of Others, and to Become Partners in Companies Engaged in Such Activities

Pursuant to Articles 395 (titled "Prohibition of Transactions with the Company and Borrowing from the Company") and 396 (titled "Non-Compete Obligation") of the Turkish Commercial Code, members of our Company's Board of Directors may only engage in the specified transactions with the approval of the General Assembly. In order to fulfill the requirements of these legal provisions, the granting of such permission will be submitted to the approval of our shareholders at the General Assembly.

14- Informing the General Assembly Regarding Guarantees, Pledges, Mortgages, and Sureties Given by the Company in Favor of Third Parties, as well as the Income or Benefits Obtained, in Line with Capital Markets Board Regulations

Pursuant to Article 12, Paragraph 4 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, information regarding guarantees, pledges, mortgages, and sureties (GPMs) provided by the Company in favor of third parties, as well as the income or benefits derived therefrom, shall be included as a separate item on the agenda of the Ordinary General Assembly Meeting, and our shareholders will be informed accordingly. Details regarding the GPMs provided by the Company are disclosed in Note 17 of our financial statements dated 31.12.2024.

ANNEXES:

1. Power of Attorney Sample
2. Declarations of independence of Independent Board Member candidates
3. Curriculum vitae of the candidates for the Board of Directors

Annex 1:

POWER OF ATTORNEY

TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY OF

POLİSAN HOLDİNG ANONİM ŞİRKETİ

I hereby appoint _____, who is introduced in detail below, as my proxy to be authorized to represent me/us, to vote, to make proposals and to sign the necessary documents in line with the opinions I have expressed below at the Ordinary General Assembly Meeting of Polisan Holding Anonim Şirketi to be held on 28/04/2025, Monday at 10:00 a.m. at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ address.

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.	Reading and discussion of the Board of Directors' Annual Report for the 2024 fiscal year	☐	☐	☐
3.	Reading the summary of the Independent Audit Company report for the fiscal year 2024.	☐	☐	☐
4.	Reading, discussion, and approval of the consolidated financial statements for the 2024 fiscal year	☐	☐	☐
5.	Release of the members of the Board of Directors from liability for their activities and transactions during the 2024 fiscal year	☐	☐	☐
6.	Discussion and resolution on the Board of Directors' proposal regarding the distribution of profits for the 2024 fiscal year.	☐	☐	☐
7.	Approval of the appointment of the Independent Audit Firm selected by the Board of Directors in accordance with the Turkish Commercial Code, Capital Markets Board regulations, and the regulations of the Public Oversight, Accounting and Auditing Standards Authority.	☐	☐	☐
8.	Determination of the number of members of the Board of Directors, election of the Board members, and determination of their term of office.	☐	☐	☐
9.	Discussion and resolution on the remuneration of the members of the Board of Directors.	☐	☐	☐
10.	Informing the General Assembly regarding the amendment to the "Remuneration Policy for Board Members and Senior Executives" revised by the Board of Directors in line with Capital Markets Board regulations	☐	☐	☐

Genel Müdürlük • Headquarters
İçerenköy Mah. Ali Nihat Tarlan Cad.
No: 86 34752 Ataşehir/İSTANBUL
T: +90 216 578 56 00 • **F:** +90 216 573 77 95
www.polisanholding.com.tr

Fabrika • Factory
Dilovası Organize Sanayi Bölgesi
1. Kısım Liman Cad. No: 7 Dilovası/KOCAELİ
T: +90 262 679 71 00 • F: +90 262 754 74 34
Uluçınar VD: 732 020 6873
Ticaret Sicil No: 5769
Mersis No: 0-7320-2068-7300019
polisanholding@hs03.kep.tr

11.	Informing the General Assembly about donations and charitable contributions made during the 2024 fiscal year, and discussion and resolution on the upper limit of donations for the fiscal year 01.01.2025–31.12.2025	☐	☐	☐
12.	Informing the General Assembly, pursuant to Article 1.3.6 of the Corporate Governance Principles annexed to the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board, about the transactions carried out in 2024 by shareholders having control over the management, members of the Board of Directors, senior executives with administrative responsibilities, and their spouses and relatives by blood or affinity up to the second degree	☐	☐	☐
13.	Granting permission to the members of the Board of Directors to carry out, personally or on behalf of others, activities that fall within or outside the Company's scope of operations, and to become partners in companies engaged in such activities, in accordance with Articles 395 and 396 of the Turkish Commercial Code.	☐	☐	☐
14.	Informing the General Assembly, in accordance with Capital Markets Board regulations, about guarantees, pledges, mortgages, and sureties granted by the Company in favor of third parties, as well as the income or benefits obtained therefrom.	☐	☐	☐
15.	Closing.	☐	☐	☐

(*) There is no voting on disclosure items. If the minority has a separate draft resolution, this is also indicated separately to ensure proxy voting.

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 shareholder:

(*) 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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Annex 2:

TO THE CORPORATE GOVERNANCE COMMITTEE OF POLİSAN HOLDİNG A.Ş.
ISTANBUL February 3, 2025

I hereby declare that I am a candidate to serve as an "Independent Member" on the Board of Directors of Polisan Holding A.Ş. ("**Company**") within the scope of the criteria set forth in the legislation, articles of association and the Corporate Governance Principles announced by the Capital Markets Board, and that in this context, I meet all of the following criteria set forth in Article 4.3.6 of the Corporate Governance Principles:

a) I, my spouse and my relatives by blood or marriage up to the second degree have not had any employment relationship with the Company, partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities controlled by these shareholders, and myself, my spouse and my relatives by blood or marriage up to the second degree, in a managerial position to assume important duties and responsibilities within the last five years, I have not jointly or individually held more than 5% of the capital or voting rights or privileged shares, or a significant commercial relationship has not been established,

b) In the last five years, I have not worked as a partner (5% or more), in a managerial position to assume important duties and responsibilities, or as a member of the board of directors in companies from which the company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in the audit (including tax audit, legal audit, internal audit), rating and consultancy of the company, during the periods when the services or products were purchased or sold,

c) I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,

d) In accordance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except for university faculty membership,

e) I am considered a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,

f) I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the Company's activities, to maintain my impartiality in conflicts of interest between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,

g) I am able to allocate time for company affairs to the extent that I can follow the functioning of company activities and fully fulfill the requirements of the duties I have undertaken,

h) I have not served as a member of the Board of Directors of the Company for more than six years within the last ten years,

i) I am not serving as an independent board member in more than three companies controlled by the same person, the company or the shareholders who control the management of the company, and in more than five companies traded on the stock exchange in total,

j) I have not been registered and announced on behalf of the legal entity elected as a member of the Board of Directors.

Hamit Sedat Eratalar

TO THE CORPORATE GOVERNANCE COMMITTEE OF POLİSAN HOLDİNG A.Ş.
ISTANBUL February 3, 2025

I hereby declare that I am a candidate to serve as an "Independent Member" on the Board of Directors of Polisan Holding A.Ş. ("**Company**") within the scope of the criteria set forth in the legislation, articles of association and the Corporate Governance Principles announced by the Capital Markets Board, and that in this context, I meet all of the following criteria set forth in Article 4.3.6 of the Corporate Governance Principles:

a) I, my spouse and my relatives by blood or marriage up to the second degree have not had any employment relationship with the Company, partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities controlled by these shareholders, and myself, my spouse and my relatives by blood or marriage up to the second degree, in a managerial position to assume important duties and responsibilities within the last five years, I have not jointly or individually held more than 5% of the capital or voting rights or privileged shares, or a significant commercial relationship has not been established,

b) In the last five years, I have not worked as a partner (5% or more), in a managerial position to assume important duties and responsibilities, or as a member of the board of directors in companies from which the company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in the audit (including tax audit, legal audit, internal audit), rating and consultancy of the company, during the periods when the services or products were purchased or sold,

c) I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,

d) In accordance with the legislation, I will not work full-time in public institutions and organizations after being elected as a member, except for university faculty membership,

e) I am considered a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,

f) I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the Company's activities, to maintain my impartiality in conflicts of interest between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,

g) I am able to allocate time for company affairs to the extent that I can follow the functioning of company activities and fully fulfill the requirements of the duties I have undertaken,

h) I have not served as a member of the Board of Directors of the Company for more than six years within the last ten years,

i) I am not serving as an independent board member in more than three companies controlled by the same person, the company or the shareholders who control the management of the company, and in more than five companies traded on the stock exchange in total,

j) I have not been registered and announced on behalf of the legal entity elected as a member of the Board of Directors.

Onur Kipri

Annex 3:

Tayfun Bayazıt
Chairman of the Board of Directors
Mr. Bayazıt received a Bachelor's degree in Mechanical Engineering and a Master's degree in Finance and International Relations (MBA-1983) from Columbia University and started his banking career at Citibank. Mr. Bayazıt began his banking career at Citibank and then served as senior executive at Yapı Kredi (Executive Vice President), Interbank (General Manager) and Banque de Commerce et de Placement S.A. Switzerland (CEO) within the Çukurova Group for 13 years. In 1999, he was appointed Deputy Chairman of the Board of Directors of Doğan Holding and Managing Director of Dışbank. In 2003, Mr. Bayazıt was elected Chairman of the Board of Directors, and in July 2005, after Fortis acquired the majority shares of Dışbank, he was appointed CEO of Fortis Turkey and a member of the Fortis Global Management Committee. At the General Assembly held in 2006, Mr. Bayazıt assumed the position of Chairman of the Board of Directors of Fortis Turkey. In 2007, Mr. Bayazıt returned to Yapı Kredi (a joint venture between UniCredit and Koç) as Managing Director and General Manager, and in 2009 he assumed the position of Chairman of the Board of Directors of the bank. Bayazıt left Yapı Kredi in August 2011 to establish his own management and consulting company. Mr. Bayazıt is currently an independent board member of publicly traded companies as well as Chairman of the Board of Directors of Marsh McLennan Group, Turkey and Aura Portföy. In addition to being a member of the TÜSİAD High Advisory Council, Bayazıt is active in non-governmental organizations. Since June 23, 2023, he has been serving as the Chairman of the Board of Directors of Polisan Holding. Tayfun Bayazıt also serves as Chairman of the Board of Directors of Polisan Kimya and Polisan Yapıkim, and Vice Chairman of the Board of Directors of Polisan Kansai Boya and Poliport Kimya.

Esra Yazıcı
Deputy Chairman of the Board of Directors
In 1986, she graduated from Saint Benoit French High School and in 1990 from Boğaziçi University, Department of Business Administration. Esra Yazıcı completed her MBA program at Marmara University in 1998 and speaks English and French. Ms. Yazıcı started her professional career in 1991 in the Loans Department of Societe Generale Bank and worked as Credit and Marketing Manager at Tekfen Bank and DHB Bank. Afterwards, she provided consultancy services on strategic and corporate governance and financial risk issues to various family-owned companies, as well as training on "Effective Risk Management in SMEs". She also serves as a guest lecturer at Bahçeşehir University, teaching crisis management to MBA students, and currently holds the position of Vice Chairman of the Board of Directors at Dimes Gıda Sanayi ve Ticaret Anonim Şirketi.. Ms. Yazıcı served as an Independent Board Member at Polisan Holding between 2018 and 2023. Ms. Yazıcı has been serving as the Deputy Chairman of the Board of Directors of Polisan Holding since June 23, 2023.

Cantekin Dinçerler
Member of the Board of Directors and CEO
In 1993, he graduated from Middle East Technical University, Department of Electrical Engineering. After completing his Master's degree in Electrical Engineering at Bilkent University in 1995, Cantekin Dinçerler completed his PhD program in Finance at Texas McCombs School of Business in 2001. Mr. Dinçerler started his professional career at Enron in the USA in 1999 and worked as a Partner at McKinsey & Co and Oliver Wyman between 2001 and 2013. As a consultant, Mr. Dinçerler worked on strategic planning, commercial, operational and organizational change and improvement projects in leading companies in South/North America, Europe, North Africa and Russia. Dinçerler served as the CEO of Kologlu Holding between 2013 and 2023. Since June 23, 2023, he has been serving as Executive Board Member and CEO of Polisan Holding. Cantekin Dinçerler also serves as the Chairman of the Board of Directors of Rohm and Haas, Deputy Chairman of the Board of Directors of Polisan Kimya and Polisan Yapıkim, and Member of the Board of Directors of Polisan Kansai Boya and Poliport Kimya.

Ali Tuğrul Alpacar
Member of the Board of Directors

In 1986, he graduated from Robert College and in 1990 from Boğaziçi University, Department of Mechanical Engineering. In 1992, he completed his Master of Business Administration (MBA) at the University of Massachusetts, USA. He started his professional career at JPMorgan Chase in 1992 in the Investment Banking Department. Since 1999, he has served as Co-Head of Investment Banking for JPMorgan Chase Turkey and Country Manager for Romania. In 2002, he established UniCredit CAIB Turkey Office and assumed the role of Turkey Operations Director. Between 2007 and 2011, he was the Head of Investment Banking Group in Turkey at Bank of America Merrill Lynch. In 2011, he founded Alpacar Associates to provide advisory services to leading national/global companies, private equity groups and financial institutions. He managed numerous projects including mergers and acquisitions, public offerings, project finance advisory, Eurobond issuance, syndicated medium-term debt, private equity placements and structured derivative products. Mr. Alpacar served as an Independent Member of the Board of Directors of Erdemir and İsdemir in Erdemir Group between 2015-2017 and as a Member of the Board of Directors of Aydem Energy between 2017-2021. Ali Tuğrul Alpacar has been serving as a Member of the Board of Directors of Polisan Holding since June 23, 2023.

Onur Kipri

Born in 1964 in Adana, Onur Kipri graduated from Tarsus American College and then from Boğaziçi University, Faculty of Business Administration in 1986. Onur Kipri started his professional career as Assistant Sales Coordinator at Çukurova Import Export in 1986. Between 1988 and 1989, he worked as Metal Trade Department Manager at TASK International Trade Inc. Between 1989 and 1990, he worked as MIS Project Coordinator at Doğan Kumaş&Tekstil and between 1991 and 2013, he worked as Sales Manager, Division Manager and Trade Director at Organik Kimya, respectively. Mr. Kipri joined Akkim Kimya in January 2014 as General Manager and member of the Board of Directors, a position he still holds. Kipri is the father of two children. Onur Kipri has been serving as an Independent Member of the Board of Directors at Polisan Holding A.Ş. since April 26, 2024.

Hamit Sedat Eratalar

He was born in 1952 in Bolu. H. Sedat Eratalar graduated from Ankara University, Faculty of Political Sciences, Department of Economics and Finance. He started his professional career at the Ministry of Finance; after 3 years, he became a finance inspector and worked on value added tax and state economic enterprises. In 1981, he joined Arthur Andersen Ltd. He became an international partner of Arthur Andersen & Co. in 1988 and the founding partner of Erdikler-Eratalar YMM A.Ş., which was established towards the end of 1990 and became a member of Arthur Andersen. Between 1997 and 2001, he was the Head of the Tax Department of Arthur Andersen's offices in Turkey, Romania and Bulgaria, and participated in various domestic and international training programs and took part in local and international conferences. He established H. Sedar Eratalar Yönetim Danışmanlığı A.Ş., which provides tax consultancy services to local and foreign companies operating in the fields of banking, production, construction, tourism and trade. These include tax, management and financial consultancy on mergers and acquisitions. In 2012, Eratalar was restructured and reorganized, adding a new dimension to its activities and changing its company name. Eratalar currently serves as a Member of the Board of Directors at Tekfen Holding A.Ş. Hamit Sedat Eratalar has been serving as an Independent Member of the Board of Directors at Polisan Holding A.Ş. since April 26, 2024.

Annex 4:

POLISAN HOLDING A.Ş.
REMUNERATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVES WITH ADMINISTRATIVE RESPONSIBILITY

This policy defines the remuneration system and practices for members of the Board of Directors and senior executives with administrative responsibility within the framework of the provisions of the Turkish Commercial Code, capital markets legislation, tax regulations, other relevant legal legislation, and the Company's Articles of Association.

The purpose of this remuneration policy is to attract and retain high-caliber executives and to encourage them to demonstrate their potential through sustained high motivation, commitment, and performance over the long term.

1) Members of the Board of Directors

The principles of remuneration for members of the Board of Directors, including independent members, are subject to the Corporate Governance Principles of the Capital Markets Board (CMB) and other relevant legislation.

Whether remuneration will be paid to Board Members and, if so, the amount per member, is decided by the General Assembly. While determining remuneration levels, the General Assembly may consider factors such as whether the member holds executive duties, their role in decision-making, their required knowledge, skills, competencies, and experience level, the time they dedicate, incurred costs, and comparisons with board remuneration levels in peer companies in the sector. Based on these evaluations, the General Assembly may differentiate among members or decide not to remunerate certain members.

It is essential that the remuneration of independent board members is at a level that preserves their independence. Payment plans based on profit sharing, share options, or company performance cannot be applied. The remuneration for Board Members should align with the Company's ethical values, internal balance, and strategic goals, and should not be linked solely to short-term performance indicators such as profit or income.

The Company may not grant loans to any Board Member, provide credit, extend credit through third parties under the name of personal loans, or offer guarantees such as sureties in their favor.

Expenses incurred by Board Members due to their contributions to the Company (e.g., transportation, accommodation, private health insurance, life insurance, vehicle, corporate mobile phone and line, etc.) may be covered by the Company.

2) Executives with Administrative Responsibility

The remuneration of executives with administrative responsibility working at Polisan Holding and its Group companies is reviewed at least once a year, taking into consideration the role level, market salary research, economic indicators, internal salary balance, and the individual's performance. At year-end, salaries are determined based on macroeconomic data in the industry, role responsibilities, competencies, international standards, and legal requirements, aiming to ensure fairness, objectivity, competitiveness, and a structure that rewards high performance.

The remuneration system across the Company is managed based on the following criteria:

- National macroeconomic conditions and inflation rate
- Salary benchmarks resulting from sector analyses
- The Company's Job Family Model and Job Levels
- The Company's financial performance
- Individual performance

Executives' remuneration consists of two components: fixed salary and performance-based compensation.

Fixed Salary Payments: These are regular monthly cash payments made to executives. The fixed salary is determined considering the prevailing market rates, the Company's size, values related to diversity and inclusion, internal balance, strategic goals, macroeconomic indicators, international standards, and the qualifications, roles, and responsibilities of the executives. Fixed salaries should not be linked solely to short-term performance such as profit or income. Fixed salaries are reviewed annually based on the recommendations of the Corporate Governance Committee and the decision of the Board of Directors.

Performance-Based Compensation: Annual bonus payments may be granted based on the Company's general and financial targets, ESG (Environmental, Social, and Governance) criteria, and individual performance levels, with the recommendations of the Human Resources Directorate and the CEO, and subject to the Board of Directors' approval. These payments are determined based on a defined bonus base and Company performance components.

The bonus base is calculated by considering the responsibilities and workload of the executive's position. It is reviewed annually based on market practices and updated when necessary.

Company performance is measured by the degree to which annual targets assigned to the Company—and therefore to the executives—are met. In defining these targets, sustainability of success is also taken into consideration.

In addition to fixed salary and performance-based compensation, other tangible and intangible benefits may be provided, including but not limited to training, travel allowances, marriage, birth, and bereavement leave, company car, fuel allowance, corporate mobile phone and line, professional liability insurance, private health insurance, and life insurance.

The Company may not grant loans to executives with administrative responsibility, provide credit, extend or improve the terms of any existing loans or credits, extend credit via third parties under the name of personal loans, or offer guarantees such as sureties in their favor.

All elements of remuneration are personal and confidential, and access is limited to the employee, their managers, and the Company's Human Resources Directorate. Employees are expected to maintain confidentiality and refrain from sharing this information with third parties or other Company employees.

The total amount of remuneration and similar benefits paid to executives with administrative responsibility during the year is cumulatively reported in the footnotes of the quarterly financial statements.

The Board of Directors is responsible for implementing, developing, and monitoring this Remuneration Policy.

This Remuneration Policy was approved by the Board of Directors with its resolution dated 26/03/2025 and numbered 2025/10. It will be presented to shareholders as a separate agenda item at the General Assembly and disclosed to the public via the Company's corporate website.

Any amendments to this Remuneration Policy will be subject to Board approval, presented to shareholders at the relevant fiscal year's General Assembly meeting, and disclosed on the Company's website.

Annex 5: Dividend Distribution Table

POLİSAN HOLDİNG A.Ş. 2024 Dividend Distribution Table (TL)			
1. Paid-In/Issued Capital			758.500.000,00
2. General Legal Reserves (As per Statutory Records)			51.058.624,47
According to the Article of Association, if there is a privilege in dividend distribution			-
		As per Capital Market Board	Y As per Statutory Records
3.	Profit	-308.729.405	121.857.591,23
4.	Taxes (-)	-324.538.353	0,00
5.	Net Profit For the Period (=)	-633.267.758	121.857.591
6.	Previous Years' Losses (-)	-	-
7.	General Legal Reserves (-)	6.092.880	6.092.879,56
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	-639.360.638	115.764.711,67
9.	Donations during the year (+)	5.580.901	
10.	Net Distributable Profit Including Donations	-633.779.737	
11.	First Category Dividend For Shareholders		
	- Cash		
	- Share		
	- Total		
12.	Dividends Distributed to the Privileged Shareholders		
13.	Dividends distributed to Members of the Board of Directors, Employees, etc.	-	
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	-	
15.	Second Category Dividend For Shareholders	-	
16.	General Legal Reserves	-	
17.	Status Reserves	-	-
18.	Special Reserves	-	-
19.	Extraordinary Reserves	-	-
20.	Other Resource Planned for Distribution	-	-
	- Previous Years' Prof	-	-
	- Extraordinary Reserves	-	-
	- Other distributable reserves as per the legislation and Articles of Association	-	-

Polisan Holding AŞ

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INFORMATION ON THE DIVIDEND PAYOUT RATIO				
EARNINGS PER SHARE (EPS) / DIVIDEND PER SHARE INFORMATION				
	GROUP	TOTAL DIVIDEND AMOUNT (TL)	DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF 1 TL	
			AMOUNT (TL)	SHARE (%)
GROSS	-	0,00	0,0000000	0,0000000
NET	-	0,00	0,0000000	0,0000000

Polisan Holding AŞ

Genel Müdürlük • Headquarters
İçerenköy Mah. Ali Nihat Tarlan Cad.
No: 86 34752 Ataşehir/İSTANBUL
T: +90 216 578 56 00 • **F:** +90 216 573 77 95
www.polisanholding.com.tr

Fabrika • Factory
Dilovası Organize Sanayi Bölgesi
1. Kısım Liman Cad. No: 7 Dilovası/KOCAELİ
T: +90 262 679 71 00 • F: +90 262 754 74 34
Uluçınar VD: 732 020 6873
Ticaret Sicil No: 5769
Mersis No: 0-7320-2068-7300019
polisanholding@hs03.kep.tr