

**Istanbul Trade Registry Office**  
**Trade Registry Number: 1243-4**

**KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET ANONİM ŞİRKETİ**

Registered Address: Ayazağa Mah. Maslak Ayazağa Cad. No: 3 İç Kapı No: 5 Sarıyer /  
Istanbul

Call for the Ordinary General Assembly Meeting for 2025 Financial Year;

Pursuant to the resolution of the Board of Directors of our Company dated 10/04/2026, the Company's Ordinary General Assembly Meeting for 2025 Financial Year will be held on 13 May 2026, at 9:30 at the address of DoubleTree by Hilton Cihangir Mah. No: 289 Avcılar, Istanbul, under the agenda items outlined below.

Our shareholders may attend the Ordinary General Assembly Meeting either physically or electronically in accordance with Article 1527 of the Turkish Commercial Code numbered 6102, either in person or through their representatives. Shareholders wishing to participate in the Ordinary General Assembly Meeting electronically, either personally or through their representatives, must notify their preference via the Electronic General Assembly System ("**EGKS**") provided by Merkezi Kayıt Kuruluşu Anonim Şirketi ("**MKK**"). Participation in the Ordinary General Assembly Meeting electronically is only possible through secure electronic signature/mobile signature for shareholders and their representatives (proxies) who have secure electronic signature/mobile signature and access to the EGKS by using their secure electronic signature/mobile signature. In addition, shareholders and their representatives wishing to carry out transactions on EGKS must register with the MKK e-Investor Information Center and provide their contact information. Shareholders or representatives who are not registered with the e-Investor Information Center or do not have secure electronic signatures/mobile signatures cannot participate in the General Assembly electronically. In accordance with Article 1526 of the Turkish Commercial Code numbered 6102, notifications to be made via EGKS on behalf of legal entity shareholders must be signed with the secure electronic signature/mobile signature produced on behalf of the company by the legal entity's authorized signatory.

Our Company's financial statements for the 2025 Financial Year, consolidated financial statements, the independent audit report issued by the independent audit firm, the Board of Directors' annual activity report, the Board of Directors' proposal regarding the distribution of profits, and the Information Document containing the necessary explanations of our Company in line with the regulations of the Capital Markets Board will be made available for the review of our shareholders at our Company's headquarters at Ayazağa Mah. Maslak Ayazağa Cad. No: 3 İç Kapı No: 5 Sarıyer / Istanbul, and in our branches, at least three weeks before the meeting date, within the legal period. Together with the Information Document, a sample power of attorney will also be available for review from the same date on our Company's website [www.koton.com](http://www.koton.com), the Public Disclosure Platform ("**KAP**"), and EGKS. The agenda of the General Assembly and the sample power of attorney will also be announced in the Turkish Trade Registry Gazette.

Shareholders who are unable to attend the meeting in person are required to issue their powers of attorney in accordance with the sample set out below or obtain the power of attorney form from our Company's headquarters or our website at [www.koton.com](http://www.koton.com), and, in compliance with the matters set out in the Capital Markets Board's Communiqué on Voting by Proxy and Proxy Solicitation (II-30.1), submit their powers of attorney prior to the meeting by attaching either a notarized power of attorney or a signed power of attorney together with a signature declaration executed before a notary public or otherwise appoint a

proxy electronically in accordance with the EGKS. **Powers of attorney that do not conform to the sample form mandated under the said Communiqué and attached to the "Invitation Announcement for the Ordinary General Assembly Meeting" shall, due to our legal liability, under no circumstances be accepted.** A proxy appointed through EGKS is not required to submit a separate physical power of attorney. A proxy appointed through EGKS may attend the Ordinary General Assembly Meeting either in person or through EGKS without the need to present any additional power of attorney. Any proxy attending the meeting physically on behalf of a shareholder, whether appointed by a notarized power of attorney or through EGKS, is required to present identification at the meeting. Our shareholders are hereby informed that shareholders who fail to comply with this procedure shall not be legally entitled to attend the meeting.

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code numbered 6102 and paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the general assembly and to vote may not be made conditional upon the deposit of share certificates. In this context, it is hereby brought to the attention of our shareholders that there is no need to block their shares if they wish to attend the Ordinary General Assembly Meeting.

Our shareholders who will vote via EGKS, are hereby advised to obtain information from MKK and/or the MKK's website at [www.mkk.com.tr](http://www.mkk.com.tr), in order to fulfill their obligations under the "Regulation on General Assembly Meetings of Joint Stock Companies to Be Held Electronically" and the "Communiqué on the Electronic General Assembly System to Be Applied at the General Assembly Meetings of Joint Stock Companies".

Our shareholders are hereby informed that, without prejudice to the provisions regarding the casting of votes by electronic means on the agenda items at the Ordinary General Assembly Meeting, the open voting method by show of hand will be used.

In accordance with Article 29 of the Capital Markets Law numbered 6362, no separate registered letter will be sent to shareholders for registered shares traded on the stock exchange.

This is submitted for the information of our shareholders.

Sincerely,

**Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi**

**Board of Directors**

**YILMAZ YILMAZ**

**ŞÜKRİYE GÜLDEN YILMAZ**

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#### **AGENDA**

- 1.** Opening and formation of meeting presidency;
- 2.** Authorization of meeting presidency for signing the minutes of the General Assembly meeting by meeting presidency;
- 3.** Reading and discussion of the Activity Report for the Financial Year 2025 prepared by the Company's Board of Directors and submission for approval;
- 4.** Reading the summary of the Independent Audit Report for the Financial Year 2025;

- 5.** Reading and discussion of the Financial Statements for the Financial Year 2025 and submission for approval;
- 6.** Discussion and decision on the release of the members of the Board of Directors separately for the activities of the Financial Year 2025;
- 7.** Discussing and deciding on the profit distribution proposal prepared by the Board of Directors within the framework of the Company's profit distribution policy;
- 8.** Determination of duty terms of the members of the Board of Directors, election of the members of the Board of Directors and Independent Board Members to serve for the period to be determined;
- 9.** Determination of the remuneration to be paid to the members of the Board of Directors and informing the Shareholders regarding the payments made to the Members of the Board of Directors and Senior Executives within the scope of the "Remuneration Policy" in accordance with the Corporate Governance Principles in the Financial Year 2025;
- 10.** Approval of the election of the Independent Audit Firm for the Financial Year 2026, selected by the Board of Directors in accordance with the Capital Markets Board regulations and relevant legislation;
- 11.** Discussion and decision on the approval of our Company's sustainability report for the Financial Year 2025;
- 12.** Discussion and resolution on the approval of the independent audit firm selected by the Board of Directors for the purpose of conducting the assurance audit of the Company's sustainability report for the financial year 2026 and carrying out other activities within the scope of the relevant regulations;
- 13.** Within the scope of the Company's Donation and Aid Policy, submitting the donations and aids made in the Financial Year 2025 for the information of the General Assembly and determining the annual donation upper limit for the Financial Year 2026;
- 14.** Granting permissions to the members of the Board of Directors as stipulated in Article 395 of the Turkish Commercial Code regarding the prohibition of transactions with the company and Article 396 regarding the prohibition of competition, and informing the shareholders about the transactions conducted within this scope in Financial Year 2025;
- 15.** In accordance with the Capital Markets Board regulations, informing the shareholders about the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained in 2025;
- 16.** In accordance with the Capital Markets Board regulations, informing the shareholders about the related party transactions carried out during the Financial Year 2025;
- 17.** Informing the shareholders regarding the Internal Directive on the Working Principles of the Board of Directors; and
- 18.** Wishes and requests, closure.

## KOTON MAĞAZACILIK TEKSTİL SANAYİ VE TİCARET ANONİM ŞİRKETİ

I hereby appoint ..... as my proxy whose details are given below, in order to represent me, to vote and make proposals on my behalf in line with the views I express herein below and sign the required papers at Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi's Ordinary General Assembly Meeting pertaining to 2025 Financial Year to be held on 13 May 2026, at 09:30 at the address of DoubleTree by Hilton Cihangir Mah. No: 289 Avcılar, İstanbul.

The Proxy's\*;

Name Surname/Corporate Title:

ID Number/Tax ID Number:

Trade Registry and Number and MERSIS Number:

(\*)Foreign proxies should submit the equivalent information (if any) mentioned above.

### A) SCOPE OF REPRESENTATIVE POWER

**The scope of representative power should be defined by choosing one of the options (a), (b) or (c) in the following sections 1 and 2.**

#### 1. About the Items on the Agenda of the General Assembly:

- The proxy is authorized to vote according to his/her opinion.
- The proxy is authorized to vote in accordance with the company management
- The Proxy is authorized to vote in accordance with the following instructions stated in the table.

#### Instructions:

**In the event that the shareholder chooses option (c), the shareholder should mark "accept" or "reject" options with respect to the relevant General Assembly agenda item and if the shareholder marks the "reject" option, then the shareholder should write the dissenting opinion, if any, to be noted down in the minutes of the General Assembly.**

Agenda Items(*)	Accept	Reject	Dissenting Opinion
1. Opening and formation of meeting presidency			
2. Authorization of meeting presidency for signing the minutes of the General Assembly meeting by meeting presidency			
3. Reading and discussion of the Activity Report for the Financial Year 2025 prepared by the Company's Board of Directors and submission for approval			
4. Reading the summary of the			

Independent Audit Report for the Financial Year 2025			
<b>5.</b> Reading and discussion of the Financial Statements for the Financial Year 2025 and submission for approval			
<b>6.</b> Discussion and decision on the release of the members of the Board of Directors separately for the activities of the Financial Year 2025			
<b>7.</b> Discussing and deciding on the profit distribution proposal prepared by the Board of Directors within the framework of the Company's profit distribution policy			
<b>8.</b> Determination of duty terms of the members of the Board of Directors, election of the members of the Board of Directors and Independent Board Members to serve for the period to be determined			
<b>9.</b> Determination of the remuneration to be paid to the members of the Board of Directors and informing the Shareholders regarding the payments made to the Members of the Board of Directors and Senior Executives within the scope of the "Remuneration Policy" in accordance with the Corporate Governance Principles in the Financial Year 2025			
<b>10.</b> Approval of the election of the Independent Audit Firm for the Financial Year 2026, selected by the Board of Directors in accordance with the Capital Markets Board regulations and relevant legislation			
<b>11.</b> Discussion and decision on the approval of our Company's sustainability report for the			

Financial Year 2025			
<b>12.</b> Discussion and resolution on the approval of the independent audit firm selected by the Board of Directors for the purpose of conducting the assurance audit of the Company's sustainability report for the financial year 2026 and carrying out other activities within the scope of the relevant regulations			
<b>13.</b> Within the scope of the Company's Donation and Aid Policy, submitting the donations and aids made in the Financial Year 2025 for the information of the General Assembly and determining the annual donation upper limit for the Financial Year 2026			
<b>14.</b> Granting permissions to the members of the Board of Directors as stipulated in Article 395 of the Turkish Commercial Code regarding the prohibition of transactions with the company and Article 396 regarding the prohibition of competition, and informing the shareholders about the transactions conducted within this scope in Financial Year 2025			
<b>15.</b> In accordance with the Capital Markets Board regulations, informing the shareholders about the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained in 2025			
<b>16.</b> In accordance with the Capital Markets Board regulations, informing the shareholders about the related party transactions carried out during the Financial Year 2025			
<b>17.</b> Informing the shareholders regarding the Internal Directive on the Working Principles of the			

Board of Directors			
<b>18.</b> Wishes and requests, closure			

**(\*) All items in the agenda of the General Assembly are listed. If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy.**

**2. Special instructions related to other issues that may come up during General Assembly meeting and especially to the use of minority rights:**

- a) The proxy is authorized to vote according to his/her opinion.
- b) The proxy is not authorized to vote in these matters.
- c) The proxy is authorized to vote for agenda items in accordance with the following instructions.

**SPECIAL INSTRUCTIONS;** Special instructions (if any) to be given by the shareholder to the proxy shall be stated herein.

**B) The shareholder specifies the shares to be represented by the proxy by choosing one of the following.**

**1. I hereby confirm that the proxy represents the shares specified in detail as follows.**

- a) Order and Serial: \*
- b) Number / Group: \*\*
- c) Amount-Nominal Value:
- d) Share with privileged voting rights or not: \*
- e) Bearer-Registered Shares: \*
- f) Ratio of the total shares/voting rights of the shareholder:

\* Such information is not required for the shares which are dematerialized.

\*\* For the dematerialized shares, information related to the group (if any) will be given instead of number.

**2. I hereby confirm that the proxy represents all my shares on the list prepared by MKK (Central Registry Agency) the day before the General Assembly meeting, concerning the shareholders who could attend the General Assembly meeting.**

**NAME SURNAME OR CORPORATE TITLE OF THE SHAREHOLDER\***

Turkish ID Number/Tax ID Number, Trade Registry Office and Number and MERSIS Number:

Address:

(\*) Foreign shareholders shall submit the equivalent information (if any) mentioned above.

**SIGNATURE**