INTERNAL DIRECTIVE ON WORKING PRINCIPLES AND PROCEDURES OF THE GENERAL ASSEMBLY

Section One
Purpose, Scope, Legal Basis, and Definitions
Purpose and Scope

Article 1-

(1) The purpose of this Internal Directive is to establish the working principles and procedures of the General Assembly of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi (the "Company") in accordance with the Turkish Commercial Code (the "TCC"), the capital markets legislation, other applicable legislation, and the provisions of the Company's Articles of Association. This Internal Directive applies to all ordinary and extraordinary General Assembly meetings of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi.

Basis

Article 2-

(1) This Internal Directive has been prepared by the Board of Directors in accordance with the provisions of the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend Such Meetings.

Definitions

Article 3-

(1) For the purposes of this Internal Directive,

a) Ministry: shall refer to the Ministry of Trade of the Republic of Türkiye;

b) Convention: shall refer to a one-day meeting of the General Assembly;

c) Electronic General Assembly System: shall refer to the electronic platform provided by the Central Securities Depository of Türkiye for listed companies whose shares are dematerialized and recorded by the Central Securities Depository of Türkiye pursuant to Article 13 of the Capital Markets Law No. 6362, dated December 30, 2012, to enable electronic participation in General

Assembly meetings;

ç) Articles of Association: shall refer to the current Articles of Association of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi;

d) Internal Directive: shall refer to this Internal Directive on the Working Principles and Procedures of the General Assembly of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi;

e) Session: shall mean each section of a convention terminated for resting purposes, meal breaks, etc.;

f) CML: means the Capital Markets Law No. 6362, dated 6 December 2012;

g) Meeting: shall refer to ordinary and extraordinary general assembly meetings;

h) TCC: shall refer to the Turkish Commercial Code No. 6102, dated 13 January 2011;

ı) Meeting Chairing Committee: shall mean the committee comprising the meeting chair elected by the general assembly to chair the meeting in line with the first paragraph of Article 419 of the TCC and the Company's Articles of Association, vice-chair of the meeting elected by the general assembly when necessary, the minutes clerk appointed by the meeting chair, as well as the vote collector appointed if deemed necessary by the meeting chair.

Section Two
Working Procedures and Principles of the General Assembly
Applicable Provisions

Article 4-

(1) The Meeting shall be conducted in accordance with the provisions of the TCC and other applicable legislation, the capital markets legislation, including, in particular, the CML, applicable regulations and communiqués, and the provisions of the Articles of Association governing the General Assembly.

Access to the Meeting Venue and Preparations

Article 5-

(1) The following persons may enter the meeting venue: shareholders included in the shareholders' list provided by the Central Securities Depository of Türkiye or their representatives; members of the Board of Directors; the officers responsible for the preparation of the financial statements; the independent auditor; the Company's other executives and employees; certified users assigned to the Electronic General Assembly System; where necessary, personnel responsible for technical operations relating to that system (including audio and video technicians); members of the press;

the Ministry Representative; persons to be elected or appointed to the Meeting Chairing Committee; and other relevant persons.

(2) Where the Meeting is attended in person, natural person shareholders and representatives appointed through the Electronic General Assembly System established pursuant to Article 1527 of the TCC shall present proof of identity upon entry to the meeting venue. Representatives of natural person shareholders shall present both their proof of identity and proxies, while representatives of legal entity shareholders shall present their authorization documents. In addition, all such persons shall sign the attendance list in the space designated for them. Such verification procedures shall be carried out by the Board of Directors, one or more members of the Board of Directors designated by the Board of Directors, or one or more persons designated by the Board of Directors.

(3) Tasks related to preparation of the meeting venue to accommodate all shareholders and making available all stationery items, documents, tools and equipment at the meeting venue shall be performed by the board of directors. Without prejudice to the regulations governing the Electronic General Assembly System and other applicable legislation, the Meeting may be audio- and video-recorded.

Opening of the Meeting

Article 6-

(1) The Meeting shall be opened by the Chair of the Board of Directors, the Vice Chair of the Board of Directors, or any member of the Board of Directors at the place and time announced in advance by the Company, at its headquarters or at another suitable location in the city where its headquarters are located, in accordance with the Articles of Association, upon confirmation by written record that the quorum requirements set forth in Articles 418 and 421 of the TCC have been satisfied, unless a higher quorum is prescribed by the Articles of Association.

Establishment of the Meeting Chairing Committee

Article 7-

(1) Pursuant to Article 6 of this Internal Directive, first of all, a chair and (if necessary) a vice chair of the meeting, who may be both non-shareholders and who will be responsible for conducting the general assembly, shall be elected from among the nominated candidates under the guidance of the person opening the meeting.

(2) The chair of the meeting shall assign at least one minutes clerk and vote collectors (if deemed necessary) in the number required. The Meeting Chair may appoint experts to carry out the technical operations required for the Electronic General Assembly System during the Meeting.

(3) The Meeting Chairing Committee shall be authorized to sign the minutes of the Meeting and all other documents forming the basis thereof.

(4) In conducting the General Assembly meeting, the Meeting Chair shall act in accordance with the TCC, the Articles of Association, and the provisions of this Internal Directive.

Duties and Powers of the Chair of the Meeting

Article 8-

(1) The Meeting Chairing Committee shall perform the following tasks under the presidency of the Chair of the Meeting:

a) Inspecting whether the meeting was held at the address announced and whether the meeting venue (if stated in the Articles of Association) was appropriate for holding meetings;

b) Verifying whether the General Assembly has been convened in the manner prescribed by the Articles of Association through the notice published on the Company's website, the Public Disclosure Platform ("PDP"), the Electronic General Assembly System, and the Turkish Trade Registry Gazette, whether such notice was published at least three weeks prior to the date of the Meeting, excluding the dates of publication and the meeting, and recording such determination in the minutes of the meeting;

c) Checking whether those not authorized to enter the meeting venue attended the meeting and whether the tasks stipulated in the second paragraph of Article 5 of this Internal Directive related to entry to the meeting venue were performed by the board of directors;

ç) Verifying that the Articles of Association (including any amendments thereto), the share ledger, the annual report of the Board of Directors, the independent auditor's reports, the financial statements, the agenda, where the agenda includes an amendment to the Articles of Association, the draft amendment prepared by the Board of Directors, the approval of the Capital Markets Board in respect of the amendment to the Articles of Association and, where required, the approvals of the other relevant authorities, and, for amendments to the Articles of Association other than capital increases within the registered capital ceiling under the registered capital system, the approval letter issued by the Ministry of Trade together with the attached draft amendment, the attendance list, where the General Assembly has been reconvened following an adjournment, the minutes of the previous adjourned meeting, and all other documents required for the meeting are available in complete form at the meeting venue, and recording such determination in the minutes of the meeting;

d) Checking, upon necessity or objection, the identities of those who are attending the general assembly meeting in person or by proxy by signing the list of attendants, and checking the authenticity of their letters of proxy;

e) Determining whether the managing directors and at least one board member and, in companies subject to auditing, the independent auditors were present at the meeting, and stating this in the meeting minutes;

f) Managing general assembly works in line with the agenda, ensuring that items outside the meeting agenda are not discussed other than such exceptions that are specified in the TCC and the Capital Markets legislation, ensuring the meeting's order and taking necessary precautions to that end;

g) Opening, closing conventions and sessions, and closing the meeting;

ğ) Reading, or having others read, to the General Assembly any resolutions, draft resolutions, minutes, reports, proposals, and similar documents relating to the matters discussed, and allowing persons wishing to take the floor to state their opinions thereon;

h) Conducting the voting on resolutions to be adopted by the General Assembly and announcing the voting results;

ı) Ensuring that the required quorum is maintained throughout the meeting from beginning to end, and that resolutions are adopted in accordance with the quorum requirements prescribed by the TCC, the capital markets legislation, and the Articles of Association;

i) Preventing persons who are prohibited from voting under Article 436 of the TCC from voting on the matters specified therein, and ensuring compliance with all restrictions imposed under the TCC, the capital markets legislation, and the Articles of Association on voting rights and the exercise of privileged voting rights;

j) Postponing the discussion of financial statements and the issues related thereto upon request by the shareholders holding one twentieth of the share capital, to the next meeting to be held one month later, without the need for any further resolution by the general assembly in relation thereto;

k) Ensuring that the minutes related to the general assembly works are prepared, reporting the objections filed to the minutes, signing the resolutions and minutes, stating in the meeting minutes the votes cast in favor or against the resolutions issued during the meeting in a manner to avoid any confusion;
l) Delivering, upon the conclusion of the Meeting, the minutes of the Meeting, the annual report of the Board of Directors, the independent auditor's reports, the financial statements, the attendance list, the agenda, the proposals submitted, where applicable, the ballot papers and minutes relating to the elections, and all other documents relating to the Meeting to one of the members of the Board of Directors present at the Meeting, against a written record of delivery.

Procedures to be Carried Out Before the Discussion of Agenda Items
Article 9-
1) The meeting chair shall read out or have others read out the meeting agenda to the general assembly. The chair shall ask whether there is any change proposal in relation to the sequence of the agenda items to be discussed, and if there is any proposal to that end, such proposal shall be submitted to the approval of the general assembly. The order in which the agenda items are considered may be changed in accordance with the decision quorum specified in the Articles of Association.

Agenda and Consideration of Agenda Items
Article 10-
(1) The agenda of an ordinary General Assembly meeting shall include the following matters:
a) Opening and election of the Meeting Chairing Committee;
b) Reading and discussion of the Board of Director's annual report;
c) Reading of the independent auditor's reports for the relevant financial year;
ç) reading out, discussion and approval of the financial statements for the relevant accounting period;
d) Release of each member of the Board of Directors separately from liability;
e) Determination of the manner of allocation of profits and the rates of dividends and profit distributions;
f) Determination of the rights of the board members such as their remunerations, attendance fees, bonuses and premiums;
g) Approval by the General Assembly of any appointments made by the Board of Directors to fill vacancies arising during the financial year;
h) Election of the members of the Board of Directors whose terms of office have expired; if not specified in the Articles of Association, determination of the number of Board members and their terms of office; and election of the independent members of the Board of Directors;
ı) Approval, as required under the TCC, the regulations of the Capital Markets Board, and other applicable legislation, of the independent audit firm selected by the Board of Directors;
i) Discussion of amendments to the articles of association (if any);
j) Discussion of matters required under the capital markets legislation, the regulations of the Capital Markets Board, and the requirements of other competent public authorities;
k) Other issues deemed necessary.

(2) Extra-ordinary general assembly meeting agenda shall consist of the reasons that made the meeting necessary.
(3) Issues that are not specified in the meeting agenda cannot be discussed and decided upon, with the exception of the below-mentioned issues:
a) Items can be added to the agenda unanimously, on the condition that all the shareholders are present.
b) Pursuant to Article 438 of the TCC, any request by any of the shareholders for an audit to be performed by a private company shall be resolved, regardless of whether such issue is included in the agenda.
c) Dismissal of board members and election of new board members shall be deemed to be related to the discussion of year-end financial statements, and shall be directly discussed and resolved upon request, regardless of whether such issue is included in the agenda.

ç) In case of justified grounds such as corruption, underperformance, breach of obligation of engagement, difficulty in performing the requirements of a position due to involvement in multiple companies, lack of harmony or abuse of a position held, dismissal of board members and election of new members shall be included in the agenda through the majority votes of meeting attendees, unless otherwise provided in the Articles of Association, regardless of whether such issues are included in the agenda.
d) Any matters which, under the capital markets legislation, are permitted or required by the Capital Markets Board to be considered by the General Assembly or disclosed to the shareholders shall be included in the agenda.
(4) Agenda items discussed and resolved during the general assembly meeting may not be rediscussed unless the meeting attendees resolve otherwise unanimously.
(5) Items determined at the end of the audits performed or requested by the Ministry to be discussed at the general assembly meetings for any reason whatsoever shall be included in the meeting agenda.
(6) The meeting agenda shall be determined by those who invited the general assembly to convene.

Taking the floor during the meetings
Article 11-
(1) Shareholders or other interested persons wishing to speak on the agenda item under discussion shall notify the Meeting Chairing Committee accordingly. The chairing committee shall disclose to the general assembly those who will speak on the agenda items and give the floor to such attendees in the order of application. Without prejudice to the provisions governing the Electronic General Assembly System, any person whose turn to speak has arrived but who is not present at the meeting venue shall forfeit the right to speak. Speeches shall be given at the place allocated for such purpose, in a manner to address the whole assembly. Speakers may change the order of speeches among themselves. If speech times are limited, any person who spoke at his/her turn may continue to speak when the time granted to him/her is over, only if the person to speak after him/her allows him/her to speak within the time granted to the next speaker and provided that the time granted to the next speaker is not exceeded. The speech times may not be extended otherwise.
(2) The meeting chair may give the floor to the board members and the auditor wishing to make explanations on the issues discussed, regardless of the order of

speeches to be delivered.
(3) Speech times shall be determined by the general assembly upon proposal by the meeting chair or shareholders, in line with the heaviness of the agenda schedule, the number and significance of items to be discussed, and the number of meeting attendees who would like to speak. In such cases, the general assembly shall decide, through separate voting procedures, on first whether the speech times need to be limited, then on how much time will be granted to speakers.
(4) The procedures and principles set out in Article 1527 of the TCC and the secondary legislation issued thereunder shall apply to the submission of views and proposals by shareholders or their representatives participating in the General Assembly by electronic means.

Voting and Voting Procedure
Article 12-
(1) Before voting begins, the Meeting Chair shall explain to the General Assembly the matter to be put to a vote. If voting is to be performed for a draft resolution, voting procedure shall start only after it is established in writing and read out. Meeting attendees may ask to speak only on the procedure after it is announced that voting shall commence. Meanwhile, any shareholder who did not have the chance to speak even if she/he asked to may use his/her right to speak upon reminding of his/her request and verification thereof by the chair. No one may be allowed to speak after the voting procedure is started.
(2) Votes shall be cast through show of hands or standing up or saying “accept” or “reject”. These votes shall be counted by the chairing committee. The meeting chairing committee may appoint sufficient number of people in order to help in the counting when required. Those who do not show hands, stand up or make any statement shall be deemed to “reject” the issue, and such votes shall be deemed to be dissenting votes.

(3) The procedures and principles set out in Article 1527 of the TCC and the secondary legislation issued thereunder shall apply to the exercise of voting rights by shareholders or their representatives participating in the General Assembly by electronic means.

Preparation of Meeting Minutes
Article 13
(1) The meeting chair shall sign the list of attendees showing the shareholders or their representatives, the shares they hold, the groups, numbers and nominal value of their shares, and the questions asked during the general assembly and the answers thereto shall be provided in summary, whereas the resolutions issued and the number of concurring and dissenting votes cast for each resolution shall be ensured to be clearly specified on the meeting minutes, and the meeting minutes shall be ensured to be issued in line with the principles governed by the TCC and the applicable legislation.
(2) General assembly meeting minutes shall be issued at the meeting venue and during the meeting through the use of a typewriter, computer or a fountain pen, in handwriting and legible manner. A printer is required at the meeting venue which will allow to take print outs for writing the meeting minutes on computer.
(3) The meeting minutes shall be issued in at least two copies, and each page of the

minutes shall be signed by the chairing committee and the Ministry representative.

(4) The company's trade name, meeting date and venue, total nominal value of company shares and number of shares, the total number of shares represented in the meeting in person and in proxy, the name and last name of the Ministry Representative, the date and number of his/her authorization letter, and the manner of invitation should be specified in the meeting minutes.

(5) The number of votes cast regarding the resolutions issued during the meeting shall be stated on the meeting minutes in letters and numbers to avoid confusion.

(6) The names, last names and grounds for rejection by those who cast dissenting votes for the resolutions issued during the meeting and who would like this to be reported in the minutes shall be written in the minutes.

(7) If grounds for opposition are submitted in writing, such document shall be attached to the minutes. The minutes shall include the names and last names of the shareholders and their representatives stating their opposition, and specify that the document showing the grounds for opposition is attached. The document showing the grounds for opposition shall be signed by the chairing committee and the Ministry representative.

The Procedures to be Performed at the End of the Meeting
Article 14-

(1) At the end of the meeting, the meeting chair shall submit a copy of the meeting minutes and other documents related to the general assembly to any of the board members available at the meeting. This shall be established by a separate minutes document to be issued between the parties.

(2) Without prejudice to the longer periods prescribed under the TCC and the applicable legislation for specific transactions, the Board of Directors shall, within no later than fifteen (15) days from the date of the Meeting, submit a notarized copy of the minutes to the Trade Registry Office and procure the registration and announcement of the matters contained therein that are subject to registration and announcement.

(3) The minutes shall be made available without delay on the Company's website, the Public Disclosure Platform ("PDP"), and the Electronic General Assembly System.

(4) The meeting chair shall also submit a copy of the list of attendees, agenda, and the general assembly meeting minutes to the Ministry representative.

Attending the Meeting in Electronic Environment
Article 15-
(1) In cases where Article 1527 of the TCC allows attendance in the general assembly meeting in electronic environment, the procedures to be performed by the board of directors and the meeting chairing committee shall be performed in line with Article 1527 of the TCC and the applicable legislation.

Section Three
Miscellaneous Provisions

Attendance by the Ministry Representative and Documents related to the General Assembly
Article 16-
(1) The provisions of the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend Such Meetings concerning the appointment of a Ministry Representative and the duties and powers of such representative shall remain applicable.
(2) The provisions of the Regulation specified in the first paragraph shall be complied with when preparing the list of those entitled to attend the general assembly and the list of attendees, as well as while issuing the proxies to be used at the general assembly and the meeting minutes.

Issues Not Governed by the Internal Directive
Article 17-
(1) In case any issue which is not covered in this Internal Directive and the Articles of Association is encountered during the meetings, the general assembly shall act accordingly in relation thereto. In the event of any inconsistency between the Articles of Association and this Internal Directive, the Articles of Association shall prevail, and the necessary steps shall be taken to amend this Internal Directive.

Adoption of the Internal Directive and Amendments
Article 18-
(1) This Internal Directive shall be put into effect by the Board of Directors upon the approval of the General Assembly of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi, and shall be registered and published. Any amendments to this Internal Directive shall be subject to the same procedure.

Effectiveness of the Internal Directive
Article 19
(1) This Internal Directive was adopted at the General Assembly meeting of Koton Mağazacılık Tekstil Sanayi ve Ticaret Anonim Şirketi held on 28 March 2024, and shall enter into force on the date of its publication in the Turkish Trade Registry Gazette.