



**KORDSA TEKNİK TEKSTİL A.Ş.**  
**2022 ORDINARY GENERAL ASSEMBLY MEETING**  
**INFORMATION DOCUMENT DATED 27 MARCH 2023**

**KOCAELİ**  
**Registry No: 26907**  
**Trade name**  
**KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ**  
**THE BOARD OF DIRECTORS'**  
**INVITATION TO THE ORDINARY GENERAL ASSEMBLY**

Our Company's 2022 Ordinary General Assembly Meeting will be held to discuss the agenda below on **27 March 2023, Monday at 10.00 AM** at Sadika Ana Hall 3, at the address of the Company headquarters Sabancı Center, 4.Levent 34330 Beşiktaş- İSTANBUL / TURKEY.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who are entitled to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature via the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders could authorize their representatives by using Electronics General Assembly System or by way of filling the below proxy form or the proxy form which is available at the Company headquarters and our Company's website (<http://www.kordsa.com>) and notarizing their signature in line with the provisions of the Capital Markets Board's Communiqué numbered II- 30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

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,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- 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](http://www.mkk.com.tr)).

Our shareholders and their representatives, who will be attending the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint-Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 as well as "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint-Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The financial statements, The Board of Directors' and Independent Audit Reports, Profit Distribution Proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2022 are made available for the shareholders examination at least 21 days before the date of the meeting on the Electronic General Assembly System section of the Central Registry Agency website, on

the “Investors Relations” section of our Company’s website ([www.kordsa.com](http://www.kordsa.com)) and as well as at the above-mentioned address of the Company’s headquarters. With to the mentioned documents, the Informative Documents in line with the provisions of the Capital Markets Board’s Communiqué numbered II- 17.1. “Communiqué on Corporate Governance” will be made available at least 21 days before the date of the meeting on our website ([www.kordsa.com](http://www.kordsa.com))

Our shareholders are requested with the respect to honor the meeting on the mentioned day and time.

Best Regards

## **KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ**

### **THE BOARD OF DIRECTORS**

#### **Company’s :**

<b>Headquarter’s Address</b>	:	Alikahya Fatih Mahallesi Sanayici Cad. No: 90 İzmit 41310 KOCAELİ
<b>Telephone Number</b>	:	(0262) 316 70 00
<b>Fax Number</b>	:	(0262) 316 70 70
<b>Contact Address</b>	:	Sanayi Mah. Teknopark Bulvarı No:1/1B 34906 Pendik İSTANBUL
<b>Telephone</b>	:	(0216) 300 10 00
<b>Fax</b>	:	(0216) 300 10 01
<b>E-mail Address</b>	:	<a href="mailto:info@kordsa.com">info@kordsa.com</a>
	:	<a href="mailto:yatirimciiliskileri@kordsa.com">yatirimciiliskileri@kordsa.com</a>
	:	<a href="mailto:investorrelations@kordsa.com">investorrelations@kordsa.com</a>
<b>Web Site</b>	:	<a href="http://www.kordsa.com">www.kordsa.com</a>
<b>Trade Registry Directorate</b>	:	T.C. Kocaeli Trade Registry Directorate
<b>Registry Date</b>	:	17.08.1973
<b>Trade Registry Number</b>	:	26907
<b>Tax Office</b>	:	Büyük Mükellefler
<b>Tax Number</b>	:	5770053564
<b>Mersis Number</b>	:	0577005356400013

#### **Production Plant Addresses ;**

**Plant** : Alikahya Fatih Mahallesi Sanayici Caddesi No: 90 İZMİT 41310 / KOCAELİ  
Tel: (0262) 316 70 00 Fax: (0262) 316 70 70

❖ *Agenda for the 2022 Ordinary General Assembly Meeting is given in Appendix-I*

## **ADDITIONAL EXPLANATIONS UNDER THE SCOPE OF CAPITAL MARKET BOARDS REGULATIONS**

The required disclosures pursuant to Capital Market Board's (CMB) "Corporate Governance Communiqué" II-17.1 are provided below the following agenda topics, and other mandatory general disclosures are presented for your information in this section:

### **1.3.1.**

**a) Informing relating to total number of shares and voting rights reflecting the current corporate structure, and should the corporation have privileged shares, number of privileged shares and voting rights for each privileged share group, and information on the feature of the privileges**

#### **1. Capital and Shareholding Structure:**

Registered Capital : 500.000.000,00 TRY  
Paid Capital : 194.529.076,00 TRY

The Company’s issued share capital is TRY 194.529.076,00 (onehundredninetymillionfivehundredtwentyninethousandseventysix) and is fully paid in and free of any encumbrances, it consists of 19.452.907.600 shares at 1 shares of Kr 1 nominal value.

## **2. Shareholders holding more than 10% of the Company Capital:**

Shareholder	Number of Shares	Capital Ratio (%)	Share Lot	Share Amount (TRY) (1 share 1 Kr)
Hacı Ömer Sabancı Holding A.Ş.	13.832.761.401	%71,11	Registered	138.327.614,01
Diğer	5.620.146.199	%28,89	Registered	56.201.461,99
<b>Total</b>	<b>19.452.907.600</b>	<b>%100,00</b>		<b>194.529.076,00</b>

## **3. Privileged Shares, Voting Rights of the Shares:**

There is no person ultimate controlling shareholder of the Company.

According to the Company's Articles of Association, each share has a single voting right at the General Assembly and there is no privilege.

In accordance with Article 425 of the Turkish Commercial Code, shareholders can have themselves represented in the General Assembly by persons who are or are not shareholders. Proxy form will be determined in accordance with Article 415, 426-427 of the Turkish Commercial Code. The regulations of the Capital Markets Board regarding voting by proxy shall be reserves

There is no provision restricting stock transfer in the Articles of Association.

Share transfers among shareholders are performed within the framework of Turkish Commercial Code and Capital Market Law provisions.

Shareholder	Voting Right	Capital Ratio (%)	Voting Right Ratio (%)	Share Amount (TRY)
Hacı Ömer Sabancı Holding A.Ş.	13.832.761.401	%71,11	%71,11	138.327.614,01
Diğer	5.620.146.199	%28,89	%28,89	56.201.461,99
<b>Total</b>	<b>19.452.907.600</b>	<b>%100,00</b>	<b>%100,00</b>	<b>194.529.076,00</b>

### **1.3.1.**

#### **b) Information relating to changes in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly, and information on the reasons for such changes.**

There has not been any material change that took place in 2021, and no material change is contemplated for the forthcoming periods with regard to the management and activities.

### **1.3.1.**

#### **c) In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change, and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their departure from office, attributes and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons be elected as members of board of directors**

During 2022, there is no member of board of directors which was dismissed.

With this, in the Agenda of General Assembly meeting there is Article 5 relating to the presenting the assignments of the Board Members who were elected to serve for the remaining term of the Board membership position vacated during the year 2022, to the approval of General Assembly.

### **1.3.1.**

#### **ç) Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda, and in the event that the board of directors does not accept the proposals, such proposals which have not been accepted and grounds for their refusal.**

There is no request to add an additional agenda items by shareholders to the Agenda of the 2022 Ordinary General Assembly meeting.

### 1.3.1.

#### **d) In case the agenda includes amendments to articles of association, relevant resolution of the board of directors and former and new versions of the articles of association.**

There is no amendments to articles of association in the Agenda.

### 1.3.1.

#### **Other**

- 1) In accordance with Turkish Personal Data Protection Law no:6698, the detail information relating to processing personal data can be obtained from Kordsa Teknik Tekstil A.Ş.'s the Policy of Protection and Processing of Personal Data which was shared with the community in our website [www.kordsa.com](http://www.kordsa.com)

## **THE 2022 ORDINARY GENERAL ASSEMBLY MEETING EXPLANATIONS DATED 27 MARCH 2023 REGARDING AGENDA ITEMS**

### **1) Opening and Formation of the Meeting Council.**

The Chairmanship which is consisted of a chairperson that governs the General Assembly Meeting, Vote Collector and Minute Clerk has been formed within the framework of the provisions of Turkish Commercial Code no.6102, the Regulation of the Ministry of Customs and Commerce Regarding Principles and Procedures of General Assembly Meetings of Joint-Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings, Regulation Regarding the Electronic General Assembly of the Joint Stock Company published by the Ministry of Customs and Commerce on the Official Gazette dated 28 August 2012 and numbered 28395, Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company published on the Official Gazette dated 29 August 2012 and numbered 28396, Article 30 of our Articles of Association, and the Internal Directive of the General Assembly of the Company.

### **2) Regarding and Discussion of the 2022 Annual Report of the Board of Directors.**

Within the framework of the Turkish Commercial Code, the Regulation, the Capital Markets Law and related Regulations, Internal Directive of the General Assembly, information on the 2022 Annual Report, which was made available to shareholders for review at the Company's Head Office, on the Electronic General Assembly portal of the Central Registry Agency and on our Company's website [www.kordsa.com](http://www.kordsa.com) three weeks prior to the Ordinary General Assembly, and it shall be presented for discussion and approval of our shareholders

### **3) Reading the 2022 Auditor's Reports.**

Information concerning the Independent Auditor's Reports which prepared by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. selected as the independent auditor in line with regulations of the Turkish Commercial Code No.6102 and Capital Markets Law No:6362 for Financial Reports of 2022 and for carrying out related activities in accordance with the regulations in the related laws, posted three weeks prior to the General Assembly meeting at the Company's Head Office, on the Electronic General Assembly portal of the Central Registry Agency and on our Company's website [www.kordsa.com](http://www.kordsa.com), will be presented to the General Assembly

### **4) Reading, Discussion and Approval of the 2022 Financial Statements.**

The Financial Statements for the year 2022, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and the Company website [www.kordsa.com](http://www.kordsa.com) three weeks before the General Assembly Meeting will be read and presented to the opinions and approvals of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, the Capital Markets Law and related Regulations, Internal Directive of the General Assembly

**5) Presenting the assignments of the Board Members who were elected to serve for the remaining term of the Board membership position vacated during the year 2022, to the approval of General Assembly**

In parallel with the changes in duties at Kordsa Teknik Tekstil A.Ş.;

In accordance with the Board of Directors decision dated February 18, 2022 and numbered 2022/3, in accordance with Article 14 of the Company's Articles of Association, **Şerife Ebru DOĞRUOL AYGİL** replaced Independent Board Member **Mehmet SAMİ**, to be effective as of March 23, 2022 and to serve for the remaining term,

Pursuant to the Board of Directors decision dated April 1, 2022 and numbered 2022/13, in accordance with Article 14 of the Company's Articles of Association, **Ali ÇALIŞKAN** has been appointed to replace **Mehmet YILDIZ**, Member of the Board of Directors, to be effective as of April 1, 2022 and to serve for the remaining term.

Pursuant to the Board of Directors decision dated February 24, 2023 and numbered 2023/7, in accordance with Article 14 of the Company's Articles of Association, **Yeşim ÖZLALE ÖNEN** has been appointed to replace **Gökhan EYİGÜN**, Member of the Board, to be effective as of February 24, 2023 and to serve for the remaining term.

These changes will be submitted to the approval of the General Assembly.

**Member of Board of Directors who was elected to serve for the remaining term of the Board membership position vacated during the year:**

**Şerife Ebru DOĞRUOL AYGİL - Independent Board Member**

**Remaining Time: 23 March 2022 - March 2024 (until the 2023 Ordinary General Assembly Meeting)**

Ebru Dogruol received her BS degree from Industrial Engineering department of Bogazici University in 1992 and completed her EMBA degree in Koc University in 2001. She has joined Pfizer in 1994 and has assumed several global leadership roles with increasing responsibilities following her roles in the Turkish organization including sales, marketing, strategic planning, business development and finance. From 2009 onwards, she has taken on regional (Emerging Markets, China, International Developed Markets) and global marketing responsibilities across a diverse set of therapy areas and lifecycle stages by establishing and managing complex virtual organizations, defining go to market strategies, transforming business models, leading launches, business development and growth initiatives. In 2018 she moved to vaccines group and took global responsibilities of several brands including the launch of the covid vaccine. Since March 2021, Ebru is the VP, Marketing Vaccines in EM&China.

Before joining Pfizer Ebru had started her career as a manufacturing engineer in Netas in 1992. She participated in the advisory boards of the Industrial Engineering department of Bogazici University. She is a mentor and advocate of education for children and equal opportunities for women. Ebru is a proud mom of two boys.

**Ali ÇALIŞKAN - Deputy Chairman of the Board of Directors**

**Remaining Time: 1 April 2022 - March 2024 (until the 2023 Ordinary General Assembly Meeting)**

Ali Çalışkan received his BSc degree from Middle East Technical University, Department of Mechanical Engineering in 1983. He started his professional career as project engineer in 1984. He joined Kordsa in 1986 as technical office engineer. Following the establishment of Dusa (Sabancı- Dupont joint venture) in 1987, he was transferred to Dusa as project engineer. Starting from 1989, he assumed managerial roles in polymer production, yarn production, engineering maintenance and support, project and production departments of Dusa and Kordsa Turkey. He served as Operations Director of Kordsa Turkey (2005-2009) and Operations Director of Kordsa Turkey & Nilekordsa (2009- 2010). He held the position of Operations Director of Indo Kordsa and Indo Kordsa Polyester between 2010-2013. He served as the Vice President, Operations (2013-2015) and Chief Operating Officer - Europe, Middle East, Africa (2015-2017). Mr. Çalışkan has been the CEO since April 2017. From April 2022 onwards, he assign as the Secretary General of Sabancı University and a member of the Kordsa Board of Directors.

## **Yeşim ÖZLALE ÖNEN - Member of the Board**

**Remaining Time: 24 February 2023 - March 2024 (until the 2023 Ordinary General Assembly Meeting)**

Mrs. Yeşim Özlale Önen who graduated from İzmir Amerikan Lisesi in 1993, earned a Bachelors' degree at Psychology from Middle East Technical University in 1997 and Clinical Psychology Master's degree in 1999. She started her professional career as a Consultant at Davranış Bilimleri Enstitüsü in 1999 and continued her career as a Senior Consultant at Deloitte between 2003-2005. Mrs. Yeşim Özlale Önen acted as a Project Manager at DDI Turkey between 2005-2007. Mrs. Yeşim Özlale Önen joined Sabancı Holding in 2007 as Group Human Resources Manager and worked in Sabancı Group until 2011. She's been working in Korn Ferry since 2011 as a Senior Client Partner.

Mrs. Yeşim Özlale Önen Effective as of 15<sup>th</sup> of March 2023, s appointed as Sabancı Holding Human Capital and Sustainability Group President.

### **6) Informing the shareholders that no negative opinion has been given by the Capital Markets Board about the independent members,**

According to the announcement made in the Bulletin of the Capital Markets Board (CMB) dated 13.01.2022 and numbered 2022/02, our company has been promoted to Corporate Governance 1st Group since 2022.

At our Company's Ordinary General Assembly Meeting for 2020 held on March 24, 2021,

Güngör KAYMAK and Mehmet SAMİ were elected to serve as independent members of our Company's Board of Directors for a period of 3 years until the 2023 Ordinary General Assembly Meeting to be held in 2024. The decision of the General Assembly and the appointments made were registered on 05.04.2021 and announced on pages 1009-1012 of the Turkish Trade Registry Gazette dated 05.04.2021 and numbered 10302.

At the Ordinary General Assembly meeting of our company held on March 22, 2022, all Members of the Board of Directors were released from their activities in 2021 and Mehmet SAMİ's resignation took effect as of March 23, 2022, and Şerife Ebru DOĞRUOL AYGİL took office. The membership of Şerife Ebru DOĞRUOL AYGİL, appointed by the decision of the Board of Directors, will be submitted for approval at the first general assembly meeting to be held in accordance with the provision of article 363 of the Turkish Commercial Code No. 6102.

Regarding the independent membership of Şerife Ebru DOĞRUOL AYGİL, who was appointed to replace Mehmet SAMİ, who resigned from his duty as of March 23, 2022, effective from the same date. 4.3.8. In accordance with the Corporate Governance Principle no.

4.3.7, which must be applied by our Company in accordance with the first paragraph of Article 5 of the Corporate Governance Communiqué II-17.1 on the independent membership of Güngör KAYMAK. February 28, 2022 and March 24, 2022 and March 31, 2022 in accordance with the provision of the Corporate Governance Principle, the opinion of the CMB has been requested with our applications dated March 2022 and March 31, 2022.

Regarding the subject, at the meeting of the Capital Markets Board ('CMB') dated 07.04.2022 and numbered 17/538, Güngör KAYMAK and Şerife Ebru DOĞRUOL AYGİL, who were presented to the opinion of the CMB as independent members of the board of directors, were not given any negative opinions and the first In the general assembly, it was decided to inform KORDSA partners about the aforementioned decision with a separate agenda item.

### **7) Release of the Members of the Board of Directors with regard to the 2022 Activities.**

Pursuant to Turkish Commercial Code, the Regulation and Internal Directive of the General Assembly, release of the members of the Board of Directors in respect of the activities, transactions and accounts for the year 2022, will be presented to the approval of the General Assembly.

### **8) Use of the 2022 Profit and Rate of Dividend to be Distributed.**

According to the financial statements for the accounting period between 01.01.2022 and 31.12.2022 that was prepared in compliance with the Turkish Financial Reporting Standards published by Public Oversight Accounting and Auditing Standards Authority and Capital Markets Board's Communiqué on Principles of



Financial Reporting in Capital Markets No: II-14.1, and that was audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.; the Profit Distribution Table and Profit Distribution Proposal which are included to **Appendix-III** will be presented to the opinions and approvals of the General Assembly.

#### **9) Determination of Monthly Gross Salaries Payable to the Members of the Board of Directors.**

Pursuant to CMB's Mandatory Corporate Governance Principle 4.6.2., the remuneration policy relating to applicable to the remuneration of the members of the Board of Directors and the senior management was read and presented to the 2011 General Assembly in 18 April, 2012 and published at the corporate website. In this context, payment of a monthly gross salary of TRY 60,000 to the Chairperson and each of Independent member of the Board of Directors during their term of office will be submitted to the approval of the General Assembly.

#### **10) Election of the Auditor.**

In the meeting of our Board of Directors dated February 23<sup>rd</sup>, 2023, it has been decided that within the scope of the provisions of Communiqué regarding Independent Audit Standards in Capital Markets published by the Capital Markets Board and upon suggestions of the Audit Committee in the Audit Committee Report dated as February 23<sup>rd</sup>, 2023, **KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.**, which resides at Levent Mahallesi Meltem Sokak İş Kuleleri Kule:3 Kat:2-9 Levent 34330 Beşiktaş - İSTANBUL, shall be suggested to 2022 Ordinary General Assembly in order to audit 2023 financial statements and report of the Company in accordance with Turkish Commercial Code no:6102 and the Capital Markets Law no:6362 to conduct other activities within the scope of regulations in relation to these issues.

#### **11) Informing the General Assembly regarding the Donations and Grants made by the Company in 2022.**

The information regarding the donations made during the year must be submitted to the General Assembly in accordance with the Article 6 of the Capital Markets Board's Communiqué on Dividends No: II-19.1 and the Article 1.3.10. of the Corporate Governance Principles as attached to the Communiqué on Corporate Governance No: II-17.1. In 2022, the amount of donations granted to the various universities, schools, non-profit organizations, foundations and legal institutions was **TRY 857.450,00**.

The list of donations and contributions are shown in **Appendix-IV** and the General Assembly will be informed about this subject.

#### **12) Determination of the Upper Limit for Donations to be made in 2023.**

Pursuant to the 19 (5) Article of Capital Markets Law No:6362, the upper limit of the donations to be made in 2023 will be determined by the shareholders at the General Assembly.

#### **13) Granting Permission to the Chairperson and the Members of the Board of Directors for the Activities under the Articles 395 and 396 of the Turkish Commercial Code.**

The members of our Board of Directors may do business as stipulated in the first subsection of Article 395 titled "Ban to Enter into Business with the Company and Borrowing" and Article 396 titled "Competition Ban" of the Turkish Commercial Code, provided that the permission of the General Assembly is obtained, therefore the granting of the permission shall be presented to our shareholders' approval at the General Assembly meeting.

#### **14) Wishes and Expectations.**

##### **Appendix:**

**Ap.-1:** Agenda of the Ordinary General Meeting of 2022.

**Ap.-2:** Sample of Proxy Form.

**Ap.-3:** Profit Distribution Table for 2022, Dividend Ratio Table, Profit Distribution Proposal.

**Ap.-4:** The list of donations and contributions made in 2022.

**February 24<sup>th</sup>, 2023 , March 1<sup>st</sup>, 2023**

## **Appendix-I**

### **KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ THE AGENDA OF THE ORDINARY GENERAL MEETING OF 2022**

#### **AGENDA**

- 1- Opening and Formulation of the Meeting Council,
- 2- Reading and discussion of the Board of Directors Annual Report concerning the year 2022,
- 3- Reading of Auditors' Reports concerning the year 2022,
- 4- Reading, discussion and approval of the financial statements concerning the year 2022,
- 5- Presenting the assignments of the Board Members who were elected to serve for the remaining term of the Board membership position vacated during the year 2022, to the approval of General Assembly,
- 6- Informing the shareholders that no negative opinion has been given by the Capital Markets Board about the independent members,
- 7- Release of the members of the Board of Directors with the regard to the 2022 activities,
- 8- Determining the use of profit, amount of dividend and ratios for dividend shares concerning the year 2022
- 9- Determination of the salaries and benefits such as attendance fees, bonuses and premiums for the Board Members,
- 10- Selection of the auditor,
- 11- Informing the General Meeting about donations and contributions made in 2022 and approval of donations and contributions,
- 12- Determination of the donation limits for the year 2023,
- 13- Granting permission to the Chairman and the Members of the Board to make the transactions specified in Articles No. 395 and No. 396 of the Turkish Commercial Code,
- 14- Wishes and Expectations.

**Meeting Date :** March 27<sup>th</sup>, 2023 Monday  
**Time :** 10.00 AM  
**Location :** Sabancı Center, Sadıka Ana 3 Conference Hall  
34330 4. Levent, Beşiktaş - ISTANBUL / TURKEY



## **Appendix-II**

### **PROXY FORM** **TO THE BOARD OF DIRECTORS OF** **KORDSA TEKNİK TEKSTİL A.Ş.**

I hereby appoint ..... introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of **Kordsa Teknik Tekstil A.Ş.** that will convene on **March 27<sup>th</sup>, 2023, Monday at 10.00 AM** at the address of Sabanci Center Sadika Ana Hall 3, 4.Levent 34330 Beşiktaş-ISTANBUL / TURKEY.

The Attorney's (\*);

Name Surname/Trade Name:

TR ID Number / Tax ID Number, Trade Register and Number and MERSIS Number:

(\*) Foreign shareholders should submit the equivalent information mentioned above.

#### **A) SCOPE OF REPRESENTATION**

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

##### **1. About the agenda items of General Assembly**

**a)** The attorney is authorized to vote according to his/her option

**b)** The attorney is authorized to vote proposals of the attorney partnership management

**c)** The attorney is authorized to vote in accordance with the following instructions stated in the table

##### **Instructions:**

**In the event that the shareholder chooses the (c) option, the shareholder should mark “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.**

Agenda Items (*)	Accept	Reject	Dissenting Option
1. Opening and Formulation of the Meeting Council,			
2. Reading and discussion of the Board of Directors Annual Report concerning the year 2022,			
3. Reading of Auditors' Reports concerning the year 2022,			
4. Reading, discussion and approval of the financial statements concerning the year 2022,			
5. Presenting the assignments of the Board Members who were elected to serve for the remaining term of the Board membership position vacated during the year 2022, to the approval of General Assembly,			
6. Informing the shareholders that no negative opinion has been given by the Capital Markets Board about the independent members,			
7. Release of the members of the Board of Directors with the regard to the 2022 activities,			
8. Determining the use of profit, amount of dividend and ratios for dividend shares concerning the year 2022,			

9.	Determination of the salaries and benefits such as attendance fees, bonuses and premiums for the Board Members,			
10.	Selection of the auditor,			
11.	Informing the General Meeting about donations and contributions made in 2022 and approval of donations and contributions,			
12.	Determination of the donation limits for the year 2023,			
13.	Granting permission to the Chairman and the Members of the Board to make the transactions specified in Articles No. 395 and No. 396 of the Turkish Commercial Code,			
14.	Wishes and Expectations.			

(\*) **All items in the General Assembly Agenda should be listed. If the minority has a different draft resolution, the opinion for this draft resolution should also be indicated in the proxy form.**

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

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction. Special Instruction; The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**Special Instruction;** The special instructions (if there is any) to be given by the shareholders to the attorney are stated herein.

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

**1. I hereby confirm that the attorney represents the shares specified in detail as below:**

- a) Order and Serial:\*
- b) Number/Group:\*\*
- c) Amount-Nominal Value:
- ç) Privilege on Vote or not:
- d) Bearer-Registered:\*
- e) Ratio of the total shares/voting rights of the shareholder:

\*Such information is not required for dematerialized shares.

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

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

**SHAREHOLDERS' NAME, SURNAME or TITLE (\*)**

TR ID Number/Tax ID Number, Trade Register and Number and MERSİS Number:

Address:

(\*) Foreign shareholders should submit the equivalent information mentioned above.

SIGNATURE

**Appendix-III**

<b>KORDSA TEKNİK TEKSTİL A.Ş.</b> <b>Dividend Distribution Table for the Period 01.01.2022 / 31.12.2022 (TRY)</b>			
1. Paid-in Capital			194.529.076,00
2. General Legal Reserves (As per Turkish GAAP)			100.487.044,81
Information about subject concession if there is concession in profit distribution in accordance with basic contract			None
		As per IFRS	As per Turkish GAAP
3.	Profit	1.598.977.149,00	90.687.944,94
4.	Taxes ( - )	87.413.637,00	0,00
5.	Net Profit for the Period	1.289.197.611,00	90.687.944,94
6.	Previous Years' Losses ( - )	0,00	0,00
7.	General Legal Reserves ( - )	0,00	0,00
8.	Net Distributable Profit for the Period ( = )	1.289.197.611,00	90.687.944,94
	Dividend Advance Distributed during the Period ( - )	0,00	0,00
	Dividend Advance Less Net Distributable Current Period Profit	0,00	0,00
9.	Donations Granted During The Year ( + )	48.060.323,70	
10.	Net Distributable Profit including Donations	1.337.257.934,70	
11.	First Category Dividend for the Shareholders	9.726.453,80	
	* Cash	9.726.453,80	
	* Share	0,00	
12.	Dividends Distributed to the Priveleged Shareholders	0,00	
13.	Other Dividends Distributed	0,00	
	* Employees	0,00	
	* Members of the Board of Directors	0,00	
	* Non Shareholders	0,00	
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	0,00	
15.	Second Category Dividend for Shareholders	47.273.546,20	
16.	General Legal Reserves	4.727.354,62	
17.	Status Reserves	0,00	
18.	Special Reserves	0,00	0,00
19.	Extraordinary Reserves	1.227.470.256,38	28.960.590,32
20.	Other Resources Planned for Distribution	0,00	0,00

**February 24, 2023**

## KORDSA TEKNİK TEKSTİL A.Ş. DIVIDEND RATIORS TABLE

	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE OF TRY 1 NOMINAL VALUE	
	CASH (TRY)	SHARES (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
GROSS	57.000.000,00	-	4,42135	0,29301532	29,3015
NET	51.300.000,00	-	3,97922	0,26371379	26,3714

\* If distributed gross dividend amounting to 57,000,000 TRY is distributed to the taxpayers (unlimited liable taxpayer person, limited liable taxpayer person, limited liable taxpayer institutions except the institutions which are obtaining commercial earnings through establishment or permanent representative in Turkey), %10 withholding tax on gross amount will apply (double taxation agreements must be observed)

**February 24, 2023**

### 2022 Proposed Profit Distribution:

With the Resolution of Board of Directors dated 24 February, 2023, no: 2023/6,

According to our financial statements for the period of 01.01.2022-31.12.2022 which are prepared in compliance with the Turkish Accounting Standards pursuant to the “Communiqué About Guidelines For Financial Reporting in Capital Market” Serial No II, Article No 14.1 of Capital Market Board, and are audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., **TL 1.598.977.149,00** consolidated profit has been obtained.

At the end of the negotiations, the approval of the profit distribution table for 2022 as attached,

It has been resolved that; the net distributable profit of **TL 1.289.197.611,00**, reached after deducting the reserves stipulated in CMB communiqués and in article 35 of our Articles of Association, is decided to be distributed according to the profit distribution plan stated below,

1st Dividend	: TL	9.726.453,80
2nd Dividend	: TL	47.273.546,20
Total Gross Dividend Distributed	: TL	57.000.000,00
General Reserves	: TL	4.727.354,62
Extraordinary Reserves	: TL	1.227.470.256,38

Regarding to the table above and according to our legal records in compliance with Tax Procedure Law;

➤ **TL 57.000.000,00** of the gross profit which will be distributed to shareholders; is to be covered by the net distributable profit,

➤ **TL 28.960.590,32** is to be classified as Extraordinary Reserves

Depending on the legal status of the shareholders, representing TL 194.529.076,00 capital, it is decided to distribute gross **29,30%** dividend, net **26,37%** amounting to **TL 57.000.000,00** to shareholders starting on **March 29<sup>th</sup>, 2023** and to suggest this issue to 2022 Ordinary General Meeting Assembly which will be held on **March 27<sup>th</sup>, 2023**.

## **Appendix-IV**

**The list of donations and contributions made in 2022.**

<b>NAME</b>	<b>AMOUNT</b>
Orman Yangınları Yangın Havuzu - Sabancı Grup Projesi	500.000
MEB Kadıköy Sağlık Eğitim Merkezi	190.000
TEV - Türk Eğitim Vakfı	70.250
İzmit Burs Derneği	42.000
Beton ve Harç Kimyasal Katkı Maddeleri Tüketici Derneği	25.000
İTÜ Strate	18.000
De&CO Etkinlik Spor	12.000
Değirmendere Atatürk Ortaokulu	100
Yeniköy Hayat İlkokulu	100
<b>TOTAL</b>	<b>857.450</b>