



DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY FOR ACTIVITIES IN 2024 TO BE HELD ON APRIL 11, 2025

INTRODUCTION and GENERAL INFORMATION

Our Company's Ordinary General Assembly for the fiscal period January 1, 2024 – December 31, 2024, shall be held on **Friday, 11 April 2025 at 10:00 at the Company's headquarter located at the address of Burhaniye Mahallesi, Kısıklı Caddesi, No:65, 34676, Üsküdar, İstanbul** in order to discuss and resolve on the following agenda items.

Annual Report of the Board of Directors, Financial Statements and Footnotes (collectively "Financial Report") for the fiscal period January 1, 2024 – December 31, 2024, Independent Audit Firm's Opinion, Board of Director's proposal on dividend distribution policy, Board of Directors' proposal on Dividend Distribution, Corporate Governance Principles Compliance Report, Information on Independent Board Member candidates, General Assembly Information Document, General Assembly Participation Procedure and Power of Attorney Form, and information notes containing the necessary explanations within the scope of the Capital Market Board's ("CMB") Corporate Governance Communiqué II-17.1 shall be available at our Company Headquarters, and our Company's corporate website at www.doganholding and on Electronic General Assembly System ("e-GAS") of Central Registry Agency ("CRA") three weeks before the meeting for the review of our shareholders.

PROCEDURE TO PARTICIPATE THE GENERAL ASSEMBLY

Our shareholders may participate physically as well as online through **the Electronic General Assembly System ("e-GAS") of the Central Registry Agency ("CRA")** as per the article 1527 of the Turkish Commercial Code ("TCC") no.6102. **Shareholders or their representatives who shall participate the General Assembly online should have Electronic Signature Certificate.**

Our shareholders who owns "electronic signature certificate" and who shall participate the General Assembly online are required to complete necessary processes in line with the provisions of "The Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" published in the Official Gazette no.28395, dated August 28, 2012 and "The Communiqué on the Electronic General Assembly System to be Implemented in the General Assembly of Joint Stock Companies" published in the Official Gazette no. 28396, dated August 29, 2012. **Otherwise, our shareholders cannot attend the General Assembly online.** Our shareholders may gather required information from CRA or CRA's corporate website at "www.mkk.com.tr".

Pursuant to the 4th paragraph of Article 415 of the Turkish Commercial Code No. 6102 and the 1st paragraph of Article 30 of the Capital Markets Law ("CML"), the right to attend the general assembly meeting and voting rights shall not be conditional on depositing the share certificates. Accordingly, **shareholders participating in the General Assembly do not need to block their shares.**

Our shareholders who shall attend the Ordinary General Assembly **shall complete procedures announced by CRA. Shareholders whose names are included in the list of attendees prepared by taking into account the "shareholders list" provided by CRA may attend the Ordinary General Assembly.** Shareholding status of individuals who shall attend the Ordinary General Assembly physically shall be controlled based on the abovementioned list.



In order for our shareholders, who cannot attend the meeting in person, to exercise their voting rights by proxy, provided that their rights and obligations regarding electronic participation in the Ordinary General Assembly Meeting are reserved, their proxy should be prepared in accordance with the example below and by fulfilling the other issues stipulated in the Capital Markets Board (“CMB”) II-30.1 “Communiqué on Voting by Proxy and Proxy Collection by Call”, which was published in the Official Gazette dated 24.12.2013 and numbered 28861 and entered into force. It is required to submit the Proxy to our Company with its signature approved by a notary public. Proxy document can be obtained at our Company’s headquarters and on our corporate website at www.doganholding.com.tr. In case the authorization was made on e-GAS, the name and surname of the attorney (representative) must be in the list obtained from CRA. If the authorization has not been made on e-GKS, a legal power of attorney must be submitted. It is not necessary to submit a power of attorney of the attorney who has been appointed electronically on e-GAS. **Power of attorney forms that do not comply with the mandatory requirements set forth in the CMB's Communiqué II-30.1 on "Voting by Proxy and Collection of Proxies through a Call" and the example of the power of attorney attached (Appendix 1) will definitely not be accepted due to our legal responsibility.**

According to Article 19 of our Company’s Articles of Association;

“The following principles pertain to our General Assembly.

- a) **Method of Invitation:** *General Assemblies may be ordinary or extraordinary. Invitations to these meetings are subject to the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and related regulations in force.*

Announcements regarding the general assembly meetings, in addition to the procedures stipulated by the legislation, all manner of communication, including electronic communication, will enable reaching the largest number of shareholders. This will be realized at least three weeks before the date of the general assembly meeting.

In addition to the notifications and explanations that the Company must make in accordance with the legislation, with the announcement of the general assembly meeting, the Capital Markets Law, Capital Markets Board regulations and other applicable legislation, notifications and explanations, are also included.

- b) **Time of Meeting:** *The Ordinary General Assembly convenes at least once a year. At these meetings, matters that need to be discussed in accordance with the agenda are examined and resolved. Extraordinary General Assembly is called in cases and times required by the Company's business in accordance with the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and this Articles of Association.*
- c) **Meeting Place:** *For General Assemblies, the meeting place is the company headquarters or a location to be determined by the Board of Directors that must be in the same city where the Company's headquarters is located.*
- d) **Representation:** *Shareholders attend the General Assembly meetings, whether or not they are shareholders as they may be represented by a proxy. Voting by proxy will be in compliance with the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and other legislation.*
- e) **Attendance to the Meeting:** *At least the members of the Executive Board of Directors attend the General Assembly meetings. It is essential that a member of the Board of Directors and an Independent Auditing Company member also attend. In addition, those who have responsibilities regarding the issues on the agenda to provide explanations are legally required to attend the*



meeting. If they are unable to attend they must submit justifications for their absence to the chairman of the General Assembly.

In accordance with Turkish Commercial Code, Capital Markets Law, Capital Markets Board and Central Registry Agency Inc. regulations and other applicable legislation, shareholders attend the general assembly meeting. It is not possible to allow the participation and/or voting by the shareholder and/or his/her proxy who have not obtained the proper entry certificate in accordance with the relevant legislation.

- f) **Meeting Presidency:** A shareholder elected by the General Assembly is responsible to chair the General Assembly meetings. If the President deems it necessary, he/she may select a Vice President for the meeting and choose a reporting clerk and also appoint a vote collector.
- g) **Ministry Representative:** In both ordinary and extraordinary general assembly meetings, a representative of the Ministry of Customs and Trade must be present at the meeting, in accordance with the Turkish Trade Law, relevant Ministry regulations and other legislation provisions.
- h) **Voting Rights and Usage:** Each share has one voting right at the General Assembly meetings. Physical votes are cast by raising hands in General Assembly meetings. One-twentieth of the shareholders represented at the meeting may request a secret ballot. Shareholders at the meeting may agree among themselves that the usufruct right of a share and the right of disposition of the share belonging to others present at the meeting may be transferred to one or another among themselves.
- i) **Meeting and Decision Quorum:** Meeting and decisions at all General Assembly meetings of the company are subject to the provisions of the Capital Markets Law and the Turkish Commercial Code
- j) **Internal Directive:** The Board of Directors, in accordance with the relevant provisions of the Turkish Commercial Code and regulations and communiqués issued within the framework of the General Assembly, prepares an internal directive containing the rules on the principles of the General Assembly and submits it to the approval of the General Assembly. The internal directive approved by the General Assembly is registered and announced in the Trade Registry.
- k) **Electronic Participation in the General Assembly Meeting:** Participation in the company's general assembly meetings as per Article 1527 of the Turkish Commercial Code, may also participate electronically. The electronic general assembly system will allow such shareholders to be present and vote. The electronic system is established in accordance with the provisions of the articles of association and is available for all general assembly meetings. It is ensured that shareholders and their representatives can exercise their rights through this system.

ADDITIONAL INFORMATION IN ACCORDANCE WITH CAPITAL MARKETS BOARD REGULATIONS

In addition to the notifications and explanations required by our company in accordance with the relevant legislation, additional explanations required to be made in accordance with the regulations of the Capital Markets Board (“CMB”) numbered II-17.1 “Corporate Governance Communiqué” are presented below for the information of our shareholders:

a) Information on Shareholding Structure of Our Company, Shares Representing the Capital and Voting Rights

Information on our Company’s shareholding structure is presented below:

<i>SHAREHOLDER TITLE / NAME</i>	<i>Total (TL)</i>	<i>Stake (%)</i>
YAŞAR BEGÜMHAN DOĞAN FARALYALI	303,000,959.44	11.58
ARZUHAN YALÇINDAĞ	301,428,085.65	11.52
HANZADE VASFİYE DOĞAN BOYNER	300,526,341.86	11.48
VUSLAT SABANCI	300,526,341.86	11.48
IŞIL DOĞAN	248,746,420.98	9.51
AYDIN DOĞAN	224,135,201.84	8.56
Doğan Şirketler Grubu Holding A.Ş. (Buyback Shares)	40,004,838.00	1.53
Portion traded on Borsa İstanbul and Other Shareholders	898,627,901.39	34.34
Total	2,616,996,091.00	100.00

Information on the shares reflecting the shareholding structure of our company is given below:

<i>Total Number of Shares</i>	2,616,996,091
<i>Total number of Voting Shares</i>	2,616,996,091
<i>Total Number of Buyback Shares</i>	40,004,838
<i>Preferred Shares</i>	NONE

b) Information on Management and Operational Changes significantly affecting operations

None

c) If there is a dismissal, replacement or election of the members of the board of directors in the agenda of the general assembly meeting, the grounds for dismissal and replacement, information about the persons whose nominations for the members of the board of directors have been communicated to our company:

Our Company’s Board Members have been elected to serve for a period of one (1) year at the Ordinary General Assembly Meeting held on June 7, 2024, in relation to the Company's activities for the year 2023. Accordingly, the election of Board Members will also take place at the Ordinary General Assembly Meeting to be held in April 11, 2025.

The nomination and election of our Company’s Independent Board Members are conducted in accordance with the provisions of the Capital Markets Board’s (CMB) Communiqué on Corporate Governance No. II-17.1. Based on the recommendation of the Corporate Governance



Committee, which has assumed the duties of the Nomination Committee, our Board of Directors has designated Ms. Ayşegül ILDENİZ, Mr. Ali Fuat ERBİL, Mr. Ali Aydın PANDIR, and Mr. Murat TALAYHAN as Independent Board Member candidates to be proposed to the General Assembly. Independent Board Member candidates for whom the Capital Markets Board (CMB) has not expressed a negative opinion will be submitted for the approval of the General Assembly.

Shareholders' Demands Regarding Adding an Item to the Agenda

None

d) Information on the Amendment of the Articles of Association

None



AGENDA ITEMS OF THE GENERAL ASSEMBLY AND EXPLANATIONS **REGARDING THE ITEMS**

Our explanations regarding the agenda items are as follows:

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. **AGENDA ITEMS OF THE GENERAL ASSEMBLY DATED APRIL 11, 2025**

1) Opening, formation of Meeting Presidency and authorizing Meeting Presidency to sign Meeting Minutes.

Rationale and Explanations	and	A chairman and a committee (<i>“Meeting Presidency”</i>) will be elected to manage the General Assembly in accordance with the framework of the provisions of the Turkish Commercial Code no. 6102 (<i>“TCC”</i>) and <i>“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”</i> (<i>“Regulation”</i>). The presidency will be authorized to sign meeting minutes.
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2) Reading, discussing and approving the Annual Activity Report for the fiscal period January 1, 2024, and December 31, 2024 that was prepared by the Company’s Board of Directors.

Rationale and Explanations	and	As per the TCC and Regulation, Annual Report for the fiscal period January 1, 2024 and December 31, 2024 shall be read, discussed and submitted to approval. (Related documents are available at Company’s headquarters, Company’s corporate website at www.doganholding.com.tr , Public Disclosure Platform (<i>“PDP”</i>), (www.kap.org.tr) and Electronic General Assembly System (<i>“e-GAS”</i>) of Central Registry Agency (<i>“CRA”</i>)).
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3) Reading the Independent Audit Report for the fiscal period January 1, 2024, and December 31, 2024, without submitting to vote and a resolution.

Rationale and Explanations	and	As per the TCC and Regulation, Independent Audit Institution’s Opinion for the fiscal period January 1, 2024 and December 31, 2024 shall be read, discussed and submitted to approval. (Related documents are available at Company’s headquarters, Company’s corporate website at www.doganholding.com.tr , PDP, (www.kap.org.tr) and e-GAS of CRA.).
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4) Reading, discussing and approving the Financial Statements for the fiscal period January 1, 2024, and December 31, 2024.

Rationale and Explanations	and	As per the TCC and Regulation, Financial Statements for the fiscal period January 1, 2024, and December 31, 2024, shall be read, discussed and submitted to approval of our shareholders. (Related documents are available at Company’s headquarters, Company’s corporate website at www.doganholding.com.tr , PDP,
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(www.kap.org.tr) and e-GAS of CRA.).

- 5) Release of each member of the Board of Directors and managers in relation to the activities and transactions of Company in the fiscal period January 1, 2024, and December 31, 2024,

**Rationale
and
Explanations**

and

As per the TCC and Regulation, the release of Board of Directors and Company Management for the activities, transactions and accounts for the fiscal period January 1, 2024 and December 31, 2024 shall be submitted to approval of our shareholders at the General Assembly.

- 6) Reading, discussing and approving the Board of Directors' proposal for Dividend Distribution Policy for the fiscal period January 1, 2024, and December 31, 2024.

**Rationale
and
Explanations**

and

Our Board of Directors, in accordance with the provisions of the Turkish Commercial Code No. 6102 (TCC), the Capital Markets Board's (CMB) decision dated December 28, 2023, and numbered 81/1820, as well as the decision dated March 7, 2024, and numbered 14/382, including the Capital Markets Regulations, Tax Regulations, and other relevant legislation, the relevant provisions of our Company's Articles of Association, and our Company's publicly disclosed 'Profit Distribution Policy'; among other matters, has resolved to present to the General Assembly for approval the distribution of a gross profit of 800,000,000 Turkish Liras and a net profit of 680,000,000 Turkish Liras in the form of 'cash' dividends, with the distribution to begin no later than September 30, 2025.

The table related to the profit distribution proposal is included in Appendix 2.

- 7) Determining remuneration for the Members of the Board of Directors.

**Rationale
and
Explanations**

and

In accordance with the provisions of TCC and the related regulations, remunerations for the members of the Board of Directors shall be determined.

According to the Article 17 of our Company's Articles of Association;

“Resolutions in relation to remuneration, allowance, paying dividends from annual profits, paying bonus/premium to the Members of the Board of Directors shall be determined by the General Assembly. Remuneration of the members of the Board of Directors may differ on the basis of the duties, powers and responsibilities undertaken in the Board of Directors.

The Capital Markets Law, the regulations of the Capital Markets Board, and the provisions of the other relevant legislation in effect shall be complied by determining the financial rights to be provided to the independent Board Members.

The Board of Directors shall determine whether the committee chairperson and members will be paid any remuneration for the tasks they have undertaken in the



committees, if they will be paid, the amount, the terms and conditions has been indicated by the BoD in the resolution of forming the committee.”

8) Determination of the number and duty term of the Members of the Board of Directors, making elections to serve in determined terms,

**Rationale
Explanations**

and

In accordance with the provisions of TCC and related regulations, members of the Board of Directors shall be elected by the General Assembly.

According to the Article 12 of our Company’s Articles of Association;

“The Company is managed and represented by the Board of Directors composed of minimum 6 and maximum 12 that will be elected by the General Assembly. The members of the Board, with the ratio or amount set by Capital Markets Board, are selected among candidates who have independent member qualities. Determination, nomination, numbers, qualities, election, registration and/or dismissal of the independent board members, shall be in accordance with Capital Markets Law, Capital Markets Board regulations and other relevant legislations.

As a principle, Members of the Board are elected among individuals who have the basic knowledge on the legal procedures regulating the actions and transactions regarding the area of activities of the Company, the training and experience on the management of the Company, the ability to interpret financial tables and reports and preferably an academic education.

Majority of the Board of Directors shall be composed of non-executive members.

The members of the Board of Directors are elected for a maximum term of office for 3 years. If duty period is not clearly mentioned in the resolution of General Assembly, it shall be deemed that the election is made for 1 year.

If any Member of the Board is vacated for any reason, a person with the required qualities shall be elected by the Board of Directors to be presented for the next General Assembly approval. Such person shall complete the duration of the person, for whom he was elected for, if his/hers membership is approved by the General Assembly.

A Member of the Board of Directors that is a legal entity may change the person registered on its behalf at any time.

If deemed necessary by the General Assembly, the members of The Board of Director may be replaced at any time”

The Members of our Company's Board of Directors have been elected to serve for a period of 1 (one) year at the Ordinary General Assembly Meeting scheduled for June 7, 2024, regarding the activities of our Company in 2023. In this regard, the election of board members will also take place at the Ordinary General Assembly Meeting to be held on April 11, 2025.

The nomination and election of our Company's Independent Board Members are based on the regulations of the CMB’s Communique II-17.1 on "Corporate Governance." Upon the proposal of the Corporate Governance Committee, which carries out the duties of the Nomination



Committee, our Board of Directors has designated Ms. Ayşegül ILDENİZ, Mr. Ali Fuat ERBİL, Mr. Ali Aydın PANDIR, and Mr. Murat TALAYHAN as the candidates for Independent Board Members to be proposed to the General Assembly. These candidates will be presented to the General Assembly for approval, provided that the CMB has not communicated any negative opinions regarding them.

The biographies and independence declarations of the Independent Board Member candidates selected to be presented at the General Assembly are included in Appendix 3.

- 9) Discussing and approving of the Independent Auditing Institution selected by the Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board regulations.

Rationale and Explanations	Based on the opinion of our Company's Audit Committee and in accordance with the provisions of the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362, and the Decree-Law No. 660, as well as the secondary legislation in force under these regulations, our Board of Directors will present to the General Assembly for the approval of our shareholders the proposal regarding the selection of the independent audit firm to be appointed for the independent audit of our Company's financial reports for the 2025 financial period.
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- 10) Discussion and Approval of the Board of Directors' Proposal on the Election of the Sustainability Auditor in Accordance with the Turkish Commercial Code, the Sustainability Audit Regulation, and Related Legislative Provisions

Rationale and Explanations	Based on the opinion of our Company's Audit Committee, and in accordance with the Turkey Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority, our Board of Directors will present to the General Assembly for the approval of our shareholders the proposal regarding the selection of the organization to be appointed to perform the assurance audit activities, including the assurance audit of the sustainability reports for the years 2024 and 2025, which will be prepared in accordance with these standards, as well as other selected sustainability-related information.
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- 11) Approving the authorization of Members of the Board of Directors to carry out transactions stated in the articles 395 and 396 of the Turkish Commercial Code,

Rationale and Explanations	Authorization of members of the Board of Directors to engage in transactions stated in article 395 of TCC titled " <i>Prohibition of making transactions with the company, borrowing from the company</i> " and article 396 titled " <i>Prohibition of Competition</i> " will be submitted to the approval of the shareholders.
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- 12) Discussing and approving the authorization of the Board of Directors to issue debt instruments (including warrants) with the permission of the Capital Markets Board and up to an amount allowed by the Turkish Commercial Code, the Capital Markets Law, the



Capital Markets Legislation and related legislations and to determine issue date and conditions until the Ordinary General Assembly that will be held to discuss activities and accounts for the fiscal period January 1, 2025 and December 31, 2025.

Rationale and Explanations

and

Alternative financing methods shall always remain on our agenda in order to take swift actions and to manage or capital structure efficiently and effectively.

In this respect, until the next Ordinary General Assembly Meeting, within the framework of Article 11 of the Articles of Association, authorization of the Board of Directors to issue debt instrument up to the amount allowed by the CMB, TCC, Capital Markets Law, and additional legislation and to determine issue conditions shall be submitted to the approval of the General Assembly.

If the agenda item is approved by the General Assembly, our Company's maneuverability in financing shall increase.

Accordingly, authorization of the Board of Directors to issue debt instruments (including warrants) with the permission of the Capital Markets Board and up to an amount allowed by the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Legislation and related legislations and to determine issue date and conditions until the Ordinary General Assembly that will be held to discuss activities and accounts for the fiscal period January 1, 2025 and December 31, 2025 shall be submitted to the review and approval of our shareholders at the General Assembly.

- 13) Discussing and approving the authorization of the Board of Directors to distribute dividend in advance and to determine date and conditions of such distribution and in case where there is not enough profit or loss occurs at the end of the relevant accounting period, the advance dividend to be distributed shall be offset from the resources that can be subject to profit distribution in the annual financial statements for the relevant accounting period within the framework of the Company's Articles of Association, Turkish Commercial Code, the Capital Markets Law, the Capital Markets Legislation and related legislations.

Rationale and Explanations

According to the Article 22 of our Company's Articles of Association::

"Board of Directors, provided that it is authorized by the General Assembly, may distribute advance dividend, in accordance with Capital Markets Law Article 20 and relevant Capital Markets Board regulations."

Authorization of Board of Directors to determine advance dividend payment up to the ammount allowed by TCC, Capital Markets Law and Capital Markets Regulation and related regulatin and date and conditions of the distribution shall be ve submitted to the review and approval of our shareholders at the General Assembly.

- 14) Discussion and Approval of the Board of Directors' Proposal on the Share Buyback Program in Accordance with the Turkish Commercial Code and Capital Markets Legislation

Rationale and Explanations

Pursuant to the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362, and the Capital Markets Board's Communiqué on Buyback Shares (II-22.1), the proposal of the Board of Directors regarding the Company's repurchase of its own shares will be submitted to the approval of the General Assembly (Appendix 4).

- 15) Determination of maximum limit for donations that shall be valid until the Ordinary General Assembly that will be held to discuss activities and accounts for the fiscal period



January 1, 2025 and December 31, 2025, in accordance with the Company's Articles of Association and the Board of Director's proposal and discussing and approving to authorize the Board of Directors.

Rationale and Explanations

According to the Article 20 of our Company's Articles of Association;

"Upper limit of the aids and donations to be made by the Company in one accounting period within the framework of the principles specified in Article 4 of the Articles of Association shall be determined by the General Assembly."

As per the above statement in our Company's Articles of Association regarding the donations and aids, proposal of our Company's Board of Directors for upper limit of donations and aids that could be made in the fiscal period January 01, 2025 and December 31, 2025 shall be submitted to the review and approval of our shareholders at the General Assembly.

16) Discussion and Approval of the Donation and Aid Policy Proposed by the Board of Directors

Rationale and Explanations

and

In accordance with the provision in the Capital Markets Board's Communique II-17.1 on "Corporate Governance," which states that "A policy on donations and aids should be created and submitted for approval at the general assembly," the "Donation and Aid Policy" (Appendix 5), which has been created due to the need for an update and approved by our Company's Board of Directors, will be presented to the shareholders for their approval at the Company's first General Assembly Meeting.

17) Informing Shareholders About the Donations and Aid Made by the Company During the Financial Period of January 1, 2024 – December 31, 2024, Without Being Submitted for Voting or Resolution at the General Assembly

Rationale and Explanations

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During the financial period of January 1, 2024 – December 31, 2024, our Company has made donations and aid totaling 45,086,065.80 Turkish Lira.

18) Informing Shareholders About Payments Made Under the Remuneration Policy for Board Members and Executives with Administrative Responsibility, Without Being Submitted for Voting or Resolution at the General Assembly

Rationale and Explanations

and

Pursuant to the Capital Markets Board's Corporate Governance Communiqué, payments made under the Remuneration Policy (Appendix 6) for Board Members and senior executives will be presented to the shareholders for information at the General Assembly.

19) Informing the Shareholders that no income and benefit was obtained due to the collaterals, pledges, mortgages and surety granted in favor of third parties, without approval and resolution at the General Assembly,

Rationale and Explanations

and

Our shareholders will be informed at the General Assembly that no income and benefit was obtained due to the collaterals, pledges, mortgages and surety granted in favor of third parties in accordance with the provisions of the Capital Markets Board's Corporate Governance Communiqué no.II-17.1.

20) Informing the Shareholders regarding the material transactions, which could lead to a conflict of interest with the group or its subsidiaries, of shareholders who hold



management control, Members of the Board of Directors, executives with administrative responsibility and their spouses and relatives by blood or affinity up to the second degree and/or performing a trade transaction for him/herself or for a third party that is in group's or its subsidiaries' line of business or becoming an unlimited partner at a partnership that is active in same business lines.

Rationale and Explanations	and	In accordance with the provisions of the Capital Markets Board's Corporate Governance Communiqué no.II-17.1., shareholders must be informed regarding the material transactions, which could lead to a conflict of interest with the group or its subsidiaries, of shareholders who hold management control, Members of the Board of Directors, executives with administrative responsibility and their spouses and relatives by blood or affinity up to the second degree and/or performing a trade transaction for him/herself or for a third party that is in group's or its subsidiaries' line of business or becoming an unlimited partner at a partnership that is active in same business lines. Accordingly, our shareholders will be informed at the General Assembly that no transactions which could lead to a conflict of interest with the group or its subsidiaries, of shareholders who hold management control, Members of the Board of Directors, executives with administrative responsibility and their spouses and relatives by blood or affinity up to the second degree and/or performing a trade transaction for him/herself or for a third party that is in group's or its subsidiaries' line of business or becoming an unlimited partner at a partnership that is active in same business lines exist.
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- 21) Informing the Shareholders the share buy-backs that were done in accordance with the "Share Buy-back Programme" that was approved shareholders at the General Assembly on March 30, 2022, without approval and resolution at the General Assembly.

Rationale and Explanations	and	At our Company's General Assembly held on March 30, 2022, a maximum fund amount of TRY 300,000,000 was determined as per the "Share Buy-back Programme" that was approved by shareholders. Accordingly, shareholders shall be informed at the General Assembly regarding bought-back shares as part of the "Share Buy-back Programme" and total bought-back shares
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- 22) Informing Shareholders About the Updated Disclosure Policy Without Being Submitted for Voting or Resolution at the General Assembly

Rationale and Explanations	and	In accordance with the provision in the Capital Markets Board's Communiqué II-15.1 on "Material Events," which states that "Issuers whose shares are traded on the stock exchange must create an information policy for the public disclosure of information and (...) announce it to the public," the "Information Policy" (Appendix 7), which has been created due to the need for an update and approved by our Company's Board of Directors, will be presented to the shareholders for their information at the Company's first General Assembly Meeting and will be made available for their information.
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- 23) Informing Shareholders About the Company's Sustainability Strategy and Activities

Rationale and Explanations	and	Shareholders will be informed about our Company's sustainability strategy and activities.
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APPENDIX

1. Power of Attorney Example
2. Table related to the dividend distribution proposal
3. Biographies and independence declarations of Independent Board Member candidates
4. "Share Buyback Program" Proposal
5. Board of Directors' "Donation and Aid Policy" Proposal
6. Remuneration Policy
7. Board of Directors' "Information Policy" Proposal

**POWER OF ATTORNEY****DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**

I hereby authorise and appoint as proxy _____ who is introduced below in detail to represent me, to vote, to submit proposals and to sign necessary documents on behalf of me at Doğan Şirketler Grubu Holding A.Ş.'s general assembly meeting scheduled to be held on April 11, 2025, Friday, at 10:00, at Burhaniye Mahallesi, Kısıklı Caddesi, No:65, 34676 Üsküdar, İstanbul for the financial period of January 1, 2024 – December 31, 2024." in accordance with the following:

Proxy's(*);

Name Surname/Commercial Title:

T.R. ID No/Tax ID, Commercial Registry and Number with MERSIS number:

(*Submitting equivalents information, if exists, referred for Proxies with foreign nationality is mandatory

A) SCOPE OF THE POWER TO REPRESENT

Scope of the power to represent must be determined by choosing either (a), (b) or (c) for the following sections numbered 1 and 2.

1. Regarding the Issues in Agenda of General Assembly;

- Proxy shall be authorised to vote as per her/his own opinion.
- Proxy shall be authorised to vote as per the proposals of the partnership management.
- Proxy shall be authorised to cast vote as per the instructions given in the table.

Instructions:

In the event that the shareholder chooses option (c), instructions specific to agenda items shall be given provided that one of the options given against the relevant agenda item of general assembly is checked (acceptance or refusal), or if refusal option is chosen, by specifying opposition note which is required to be written in minutes of General Assembly (if any).

No	Agenda Item(*)	Approval	Rejection	Counter Statement
1	Opening, formation of the Meeting Chairmanship, and authorization of the Meeting Chairmanship to sign the minutes of the meeting.			
2	Reading, discussion, and approval of the Board of Directors' Annual Activity Report for the financial period of January 1, 2024 – December 31, 2024.			
3	Reading of the summary of the Independent Audit Report for the financial period of January 1, 2024 – December 31, 2024, without being submitted for voting or resolution at the General Assembly.			
4	Reading, discussing and approving the Financial Statements for the fiscal period January 1, 2024 and December 31, 2024.			



No	Agenda Item(*)	Approval	Rejection	Counter Statement
5	Release of each member of the Board of Directors and managers in relation to the activities and transactions of Company in the fiscal period January 1, 2024 and December 31, 2024.			
6	Reading, discussing and approving the Board of Director's proposal for dividend distribution for the fiscal period January 1, 2024 and December 31, 2024.			
7	Determining remuneration for the Members of the Board of Directors.			
8	Determination of the number and duty term of the Members of the Board of Directors, making elections in accordance with the determined number of members.			
9	Discussing and approving of the Independent Auditing Institution selected by the Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board regulations.			
10	Discussion and approval of the Board of Directors' proposal regarding the selection of the Sustainability Auditor in accordance with the Turkish Commercial Code, the Sustainability Audit Regulation, and related legislative provisions.			
11	Approving the authorization of Members of the Board of Directors to carry out transactions stated in the articles 395 and 396 of the Turkish Commercial Code.			
12	Discussing and approving the authorization of the Board of Directors to issue debt instruments (including warrants) with the permission of the Capital Markets Board and up to an amount allowed by the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Legislation and related legislations and to determine issue date and conditions until the Ordinary General Assembly that will be held to discuss activities and accounts for the fiscal period January 1, 2025 and December 31, 2025.			
13	Discussing and approving the authorization of the Board of Directors to distribute dividend in advance and to determine date and conditions of such distribution and in case where there is not enough profit or loss occurs at the end of the relevant accounting period, the advance dividend to be distributed shall be offset from the resources that can be subject to profit distribution in the annual financial statements for the relevant accounting period within the framework of the Company's Articles of Association, Turkish Commercial Code, the Capital Markets Law, the Capital Markets Legislation and related legislations			
14	Reading, discussion, and approval of the Board of Directors' proposal on the "Share Buyback Program" in accordance with the Turkish Commercial Code and Capital Markets Board regulations.			
15	Informing Shareholders About the Donations and Aid Made by the Company During the Financial Period of January 1, 2024 –			



No	Agenda Item(*)	Approval	Rejection	Counter Statement
	December 31, 2024, Without Being Submitted for Voting or Resolution at the General Assembly			
16	Reading, Discussion, and Approval of the Donation and Aid Policy Proposed by the Board of Directors			
17	Informing Shareholders About the Donations and Aid Made by the Company During the Financial Period of January 1, 2024 – December 31, 2024, Without Being Submitted for Voting or Resolution at the General Assembly.			
18	Informing Shareholders About Payments Made Under the Remuneration Policy for Board Members and Executives with Administrative Responsibility, Without Being Submitted for Voting or Resolution at the General Assembly			
19	Informing Shareholders About Guarantees, Pledges, Mortgages, and Sureties Given in Favor of Third Parties and the Fact That No Income or Benefit Has Been Derived, Without Being Submitted for Voting or Resolution at the General Assembly			
20	Informing Shareholders About Transactions Conducted by Controlling Shareholders, Board Members, Executives with Administrative Responsibility, and Their Spouses and Relatives Up to the Second Degree That May Cause a Conflict of Interest with the Company or Its Subsidiaries, Without Being Submitted for Voting or Resolution at the General Assembly			
21	Informing Shareholders About the Share Buyback Transactions Carried Out Under the "Share Buyback Program" Approved at the Ordinary General Assembly Meeting on March 30, 2022, Without Being Submitted for Voting or Resolution at the General Assembly			
22	Informing Shareholders About the Updated Disclosure Policy Without Being Submitted for Voting or Resolution at the General Assembly			
23	Informing Shareholders About the Company's Sustainability Strategy and Activities			

Information items are not voted.

If minority has any draft resolution, it shall be separately specified to guarantee voting by proxy.

2. Special instruction for other issues which may arise in General Assembly and using minority rights in particular:

- a) Proxy shall be authorised to vote as per her/his own opinion.
- b) Proxy shall not be authorised to represent for these issues.
- c) Proxy shall be authorised to cast vote as per the following special instructions.



SPECIAL INSTRUCTIONS; If any, special instructions from shareholder to proxy shall be **specified here.**

B) Shareholder defines which shares to be represented by proxy by choosing one of the following options.

1. I certify that proxy shall represent my shares which are specified below in detail.

a) Array and serial:*

b) Number/ Group:**

c) Quantity-Nominal value:

ç) Whether vote has privilege:

d) Whether shares are bearer shares or written in the name:*

e) Proportion of shareholder to possessed total shares/voting rights:

()The information about shares which are followed from registrations is not requested.*

*(**)If any, information regarding the group shall be used instead of number for shares which is followed from registrations..*

2. I hereby certify that proxy shall represent all shares of mine in the list regarding the shareholders who can attend to general assembly organized by Merkezi Kayıt Kuruluşu A.Ş. the day before General Assembly.

FULL NAME OR TITLE OF THE SHAREHOLDER (*)

T.R. ID No/Tax ID, Commercial Registry and Number with MERSIS number:

Address:

()Submitting equivalent information, if exists, referred for Proxies with foreign nationality is mandatory*

SIGNATURE



DIVIDEND DISTRIBUTION PROPOSAL

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. 2024 Dividend Payment Table (TL)			
1	Paid-In / Issued Capital	2.616.996.091,00	
2	Total Legal Reserves (According to Legal Records)	523.399.218,20	
	Information on privileges in dividend distribution, if any, in the Articles of Association:	-	
		Based on CMB Regulations	Based on Legal Records
3	Current Period Profit	4.340.789.000,00	-1.516.792.180,90
4	Taxes Payable (-)	-885.054.000,00	0,00
		<i>Non-Controlling Interests</i>	<i>-861.536.000,00</i>
5	Net Current Period Profit	4.317.271.000,00	-1.516.792.180,90
6	Losses in Previous Years (-)	0,00	0,00
7	Primary Legal Reserve (-)	0,00	0,00
8	Net Distributable Current Period Profit	4.155.206.035,69	-1.516.792.180,90
	Dividend Advance Distributed (-)	0,00	0,00
	Dividend Advance Less Net Distributable Current Period Profit	4.155.206.035,69	-1.516.792.180,90
9	Donations Made During The Year (+)	45.086.065,80	
10	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	4.200.292.101,49	
11	First Dividend to Shareholders	800.000.000,00	
		<i>Cash</i>	800.000.000,00
		<i>Stock</i>	
		Total	800.000.000,00
12	Dividend Distributed to Owners of Privileged Shares		
13	Other Dividend Distributed		
		<i>To the Members of the Board of Directors</i>	
		<i>To the Employees</i>	
		<i>To Non-Shareholders</i>	
14	Dividend to Owners of Redeemed Shares		
15	Second Dividend to Shareholders		
16	Secondary Legal Reserves		
17	Statutory Reserves		
18	Special Reserves (Reserve Allocated for Repurchased Shares)	162.064.964,31	162.064.964,31
19	Extraordinary Reserves	3.355.206.035,69	
	<i>Prior Years' Profits or Losses</i>		-1.516.792.180,90
20	Other Distributable Resources		800.000.000,00

Dividend Payment Rates Table						
Group	TOTAL DIVIDEND AMOUNT (TL)		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)		DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	
	Cash (TL)	Stock (TL)	Ratio (%)		Amount (TL)	Ratio (%)
Gross	800.000.000	0,00	19,25		0,3056940	3,056,940
NET	680.000.000	0,00	16,37		0,2598399	2,598,399



RESUMES OF INDEPENDENT BOARD MEMBER NOMINEES

Ayşegül İLDENİZ

Ayşegül İldeniz is a pioneer in innovation, technology transformation and future vision in Silicon Valley and Istanbul. Ayşegül İldeniz holds a degree in Business Administration from Bosphorus University and a Masters in Digital Communications Arts from San Francisco State University, upon which she joined global microprocessor giant Intel in 1998, and was first the General Manager for Turkey, following which she ran Intel’s Middle East, Turkey and Africa region, covering 67 countries, was the Member of the Board for Intel Europe, and served as the Deputy Global Head of the New Technologies Group at the Intel Headquarters at Silicon Valley. She joined in 2016 as the COO for Silver Spring Networks, a company traded in the New York stock market and held half of the US smart energy market with more than 26 million subscribers; and transformed leading cities of the world like Chicago, Singapore, Paris, Copenhagen, and Dubai into smart cities.

In 2015, she was listed as one of the top 100 most creative person in business by Fast Company magazine, one of the most prestigious publications in the US, and is awarded as the third most influential Turkish woman by TOA (Turks of America) magazine, and in Turkey, she was selected “Best Woman IT Manager of the Year” in 2004 and “Best Woman Manager of the Year” in 2006 by Dünya Gazette. Currently, she is the chair of TÜSİAD Silicon Valley Network and serves on the board of Turkish Philanthropy Funds.

She serves on the boards of Zorlu Holding A.Ş., Vestel Elektronik A.Ş., Vestel Beyaz Eşya A.Ş., Doğan Şirketler Grubu Holding A.Ş. ve Pegasus Hava Taşımacılığı A.Ş.

Date: 04/03/2025

(ORIGINAL DOCUMENT IS SIGNED)



Date: 04/03/2025

STATEMENT OF INDEPENDENCE

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

To Chair of Board of Directors,

I hereby certify that as an Independent Board Member nominee, I fulfill the conditions of “Independent Board Membership” determined by Capital Markets Law, Capital Markets Board’s Corporate Governance Communiqué II-17.1, Capital Markets Board principle decisions and our Company’s Articles of Association, that in case I am elected, I shall inform Chair of the Board of Directors from the moment that I recognize that related independence criteria are no longer valid and that I will act in line with your Board Decision and resign from my duty if deemed necessary.

Kind Regards,

Date : Ayşegül İLDENİZ

(ORIGINAL DOCUMENT IS SIGNED)



RESUMES OF INDEPENDENT BOARD MEMBER NOMINEES

Ali Fuat ERBİL

After having graduated from the Middle East Technical University Department of Computer Engineering in 1990, Ali Fuat Erbil earned his MBA from Bilkent University between 1990 and 1992. He started his business life and banking career as a Management Associate with Interbank in 1992, and worked at various branches as a corporate banking customer representative until 1995. In the meantime, Erbil started working on his PhD in Banking and Finance from Istanbul Technical University and was awarded the title Doctor in 1998.

Until mid-1997, he was the Head of the Research Department at Inter Investment, upon which his career of 23 years with Garanti Bank started. He was first the Department Head for Alternative Distribution Channels with his main responsibility being the launch of Internet banking. In April 1999, he was promoted as the Deputy General Manager. Serving Garanti Bank as the Deputy General Manager for 16 years, he worked in various areas across the bank during this time. Some of these areas include Retail Banking, Corporate Banking, Digital Banking, Financial Institutions, Mortgage, and Human Resources.

As of 2015, Erbil started serving as the Board Member and the General Manager at Garanti Bank during which time he also served as the Chairman for the institutions which were subsidiaries of the Bank. Some of these subsidiaries include Garanti Bank International (Netherlands), Garanti Bank Romania, Garanti Leasing, Garanti Pension and Life, Garanti Factoring, Garanti Investment, Garanti Payment Systems, and Garanti Technology. In September 2019, he has left his duties at Garanti Bank and its subsidiaries.

Ali Fuat Erbil is the Global Advisory Board Member of C2FO, an American fintech company, and is a board member of Credit Europe NV (The Netherlands), TAM Finans Faktoring A.Ş and Fibabanka A.Ş.

Date: 04/03/2025

(ORIGINAL DOCUMENT IS SIGNED)



Date: 04/03/2025

STATEMENT OF INDEPENDENCE

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

To Chair of Board of Directors,

I hereby certify that as an Independent Board Member nominee, I fulfill the conditions of “Independent Board Membership”, except for the condition of *‘being deemed to be settled in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193’*, determined by Capital Markets Law, Capital Markets Board’s Corporate Governance Communiqué II-17.1, Capital Markets Board principle decisions and our Company’s Articles of Association, that in case I am elected, I shall inform Chair of the Board of Directors from the moment that I recognize that related independence criteria are no longer valid and that I will act in line with your Board Decision and resign from my duty if deemed necessary.

Kind Regards,

Name : Ali Fuat ERBİL

(ORIGINAL DOCUMENT IS SIGNED)



RESUMES OF INDEPENDENT BOARD MEMBER NOMINEES

Ali Aydın PANDIR

After completing his education at Istanbul Technical University as a Mechanical Engineer, Ali Aydın Pandır started his professional business life at Koç Holding, where he worked between 1981 – 1989, having started as an engineer and an executive at its R&D and Otokar companies.

He joined General Motors in 1990, where he served at various positions, namely, Opel Turkey After Sales Manager until 1992, Germany Opel International After Sales Manager between 1992 and 1995, Business Development Manager at Singapore General Motors Asia Pacific Center between 1995 and 1998, General Manager at Shanghai General Motors between 1998 and 2000, General Manager at General Motors Overseas Distribution Corporation between 2000 and 2005, and Chairman at General Motors Indonesia between 2005 and 2006.

After having continued his career as the Tofaş CEO until 2012 and the Fiat Group Turkish Country Head until 2013, upon joining Fiat in 2006, he has joined the Erdemir Group in 2013, and served as the Chairman and the CEO of the Ereğli and İskenderun Iron and Steel Industry Co. until 2017.

He has been making investments in the education sector in addition to serving as management consultant, independent board member, and NGO board member at various institutions and entities since 2017.

Date: 03/03/2025

(ORIGINAL DOCUMENT IS SIGNED)



**STATEMENTS OF INDEPENDENCE OF INDEPENDENT BOARD MEMBER
NOMINEES**

Date: 03/03/2025

STATEMENT OF INDEPENDENCE

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

To Chair of Board of Directors,

I hereby certify that as an Independent Board Member nominee, I fulfill the conditions of “Independent Board Membership” determined by Capital Markets Law, Capital Markets Board’s Corporate Governance Communiqué II-17.1, Capital Markets Board principle decisions and our Company’s Articles of Association, that in case I am elected, I shall inform Chair of the Board of Directors from the moment that I recognize that related independence criteria are no longer valid and that I will act in line with your Board Decision and resign from my duty if deemed necessary.

Kind Regards,

Name : Ali Aydın PANDIR

(ORIGINAL DOCUMENT IS SIGNED)



RESUMES OF INDEPENDENT BOARD MEMBER NOMINEES

Murat TALAYHAN

Murat Talayhan graduated from the Middle East Technical University, Faculty of Economic and Administrative Sciences, Department of Business Administration in 1984. He completed his master's degree in 1986 at Babson College, Massachusetts, earning an MBA degree with a Fulbright scholarship.

He began his professional career in 1987 at Citibank's Istanbul branch in the Credit Marketing department. He continued at the same bank until 1994, serving as Assistant General Manager responsible for International Corporations. Subsequently, he joined Chase Manhattan Bank's Istanbul branch as Assistant General Manager responsible for Credits and Central Asian countries. In 1996, he was appointed as Head of the Corporate Finance department at Chase Manhattan Bank Moscow. In 1999, he joined JPMorgan in London, where he worked in the Commodity Derivatives Markets division, overseeing Central Banks until 2003. In 2003, Murat Talayhan was appointed as Managing Director responsible for Turkey and Central Asia at Standard Bank and served as Vice Chairman of the Board at Standard Invest.

In 2006, he continued his career at Barclays Bank in London as Managing Director of Investment Banking responsible for Turkey. Over time, he expanded his responsibilities to cover the Central and Eastern Europe regions and later assumed responsibility for Investment Banking activities in Turkey, Russia, and Central Asian countries. He stepped down from his role at Barclays Bank as of December 2022.

Currently, he serves as an Independent Board Member at Garanti BBVA International Netherlands and is also the Chairman of the Risk Committee.

Date: 03/03/2025

(ORIGINAL DOCUMENT IS SIGNED)



**STATEMENTS OF INDEPENDENCE OF INDEPENDENT BOARD MEMBER
NOMINEES**

Date: 03/03/2025

STATEMENT OF INDEPENDENCE

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

To Chair of Board of Directors,

I hereby certify that as an Independent Board Member nominee, I fulfill the conditions of “Independent Board Membership”, except for the condition of *‘being deemed to be settled in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193’*, determined by Capital Markets Law, Capital Markets Board’s Corporate Governance Communiqué II-17.1, Capital Markets Board principle decisions and our Company’s Articles of Association, that in case I am elected, I shall inform Chair of the Board of Directors from the moment that I recognize that related independence criteria are no longer valid and that I will act in line with your Board Decision and resign from my duty if deemed necessary.

Kind Regards,

Name : Murat TALAYHAN

(ORIGINAL DOCUMENT IS SIGNED)



SHARE BUY-BACK PROGRAM (PROPOSAL)

Pursuant to Article 379 of the Turkish Commercial Code No. 6102, Article 22 of the Capital Markets Law No. 6362, the provisions of the Capital Markets Board's (CMB or Board) Communiqué II-22.1 on "Repurchased Shares" (the Communiqué), and the relevant principles in the CMB's decisions on the subject, the following elements regarding the 'Share Buyback Program' (the Buyback Program or Program), which regulates the procedures and principles for the purchase of shares representing the capital of Doğan Şirketler Grubu Holding A.Ş. (Doğan Holding or Company) by Doğan Holding from Borsa İstanbul A.Ş. (Borsa), the sale of repurchased shares, and the public disclosure of these matters, are provided below:

a) Purpose of the Buyback: Due to various factors, the market value of Doğan Holding's shares (or the per-share value) on the stock exchange can significantly diverge from the "real/fair" company value (or per-share value) required by the actual performance results of the Company at certain periods. To contribute to the healthy and stable formation of prices in the market, and in accordance with the provisions of the Communiqué and relevant regulations, it is intended that shares representing the capital of Doğan Holding can be purchased by Doğan Holding from Borsa.

b) Duration of the Buyback Program: The duration of the Program will be a maximum of 3 (three) years from the date of approval at the General Assembly.

c) Maximum Number of Shares Subject to Buyback: Under the Program, the maximum number of shares to be repurchased is planned to be 100,000,000 shares.

d) Termination of the Program upon Reaching the Maximum Number of Shares: The Program will terminate upon reaching the maximum number of shares subject to buyback.

e) Price Limits and Adjustments for Repurchased Shares:

- The "lower price limit" for the repurchase of shares will be 1 (one) Turkish Lira.
- The "upper price limit" for the repurchase of shares will be 50% higher than the "book value" of the share, which is calculated by dividing the "equity" by the "paid-in capital" as per the latest consolidated financial statements (balance sheet) disclosed on the Public Disclosure Platform (KAP).

f) Terms for Selling Repurchased Shares:

i. Repurchased shares and any bonus shares acquired due to these shares can be held indefinitely, provided they comply with the conditions in Articles 9(1) and 9(3) of the Communiqué.

ii. Repurchased shares must be disposed of within 1 (one) year from the buyback date, in accordance with the provisions of the Communiqué. Shares that cannot be sold within this period will be redeemed via "capital reduction."

iii. The Company may sell its own shares on the stock exchange during or after the Program period, in accordance with the relevant regulations.



g) Total Amount and Source of the Funds Allocated for the Buyback: The maximum amount allocated for the buyback is 1,500,000,000 Turkish Liras, and the Company will cover this amount with its own resources.

h) Number and Proportion of Shares Currently Held and Not Yet Sold, and Results of Previous Programs: As part of the Share Buyback Program approved at the Company's Ordinary General Assembly on March 30, 2022, a total of 13,102,000 shares, representing approximately 0.5007% of the Company's capital, were repurchased by the Company from Borsa. Including previous repurchase programs, the Company currently holds 40,004,838 shares, representing approximately 1.5287% of its capital, as of the date the Program was approved by the Company's Board of Directors.

i) Possible Effects of the Buyback Program on the Company's Financial Position and Performance: A portion of the Company's cash and/or cash equivalents will be used for the repurchase of its own shares. It is considered that the Program will not have a significant effect on the Company's financial position or performance.

j) Information on Subsidiaries That May Participate in the Buyback Program: There are no subsidiaries that may participate in the buyback.

k) Highest, Lowest, and Weighted Average Share Prices for the Last Year and Last Three Months: As of March 17, 2025, the lowest, highest, and weighted average share prices for the last year and the last three months (in Turkish Lira) are as follows:

	Lowest Share Price (TL)	Highest Share Price (TL)	Weighted Average Share Price (TL)
Annual	12,40	17,32	14,57
Last 3 months	12,93	15,59	14,24

l) Benefits for Related Parties from This Transaction: None.



DONATION AND AID POLICY (PROPOSAL)

**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
DONATION AND AID POLICY**

The Donation and Aid Policy of Doğan Şirketler Grubu Holding A.Ş. (the “Company”) regulates the general principles and procedures regarding the donations and aid that the Company may provide within the scope of its corporate social responsibility activities.

Through its Donation and Aid Policy, the Company aims to ensure that all donations and aid are carried out in compliance with the relevant legal provisions, the Articles of Association of the Company, and the Company's corporate social responsibility approach, ethical principles, and core values, while maintaining transparency.

The Company may provide donations and aid—without disrupting its primary purpose and scope—to individuals and organizations that aim to contribute value to society, including but not limited to those operating in the fields of education, culture, arts, health, sports, and the environment. This includes civil society organizations, associations or foundations, universities, and public institutions and organizations.

When determining the recipient, amount, and method of donations and aid, the Company considers the relevant legal provisions, the Articles of Association, and the Company's corporate social responsibility approach, ethical principles, and core values. Donations and aid may be made in cash and/or in-kind.

The limit for donations and aid to be made during a fiscal year is determined by the General Assembly of the Company.

At the General Assembly Meeting, shareholders are informed through a separate agenda item regarding the total amount of donations and aid made during the fiscal year, along with details on the beneficiaries. The Company also complies with the Capital Markets Legislation regarding the disclosure of material events to the public concerning donations and aid.

Donations made during the fiscal year are added to the distributable profit base for the relevant accounting period.



REMUNERATION POLICY

**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
REMUNERATION POLICY**

Unless otherwise decided by the Board of Directors, the duties of the "Remuneration Committee" are fulfilled by the Corporate Governance Committee, as regulated by the Capital Markets Board (CMB) Corporate Governance Communiqué (II-17.1) (the "Communiqué").

A- General

Doğan Şirketler Grubu Holding A.Ş. (the "Company") adopts the principle of "equal pay for equal work," considering market conditions and internal company balances.

When determining and updating salary grades, "market trends" and "performance evaluations" are taken into account. Annual salary increases are applied at designated rates and during periods deemed necessary by the employer, with the approval of the Chief Executive Officer (CEO).

In addition to salaries, all employees receive certain "fringe benefit packages" in accordance with their titles. Senior executives and other personnel involved in management may also receive "bonuses" or "incentives" based on their performance.

The Company holds informational meetings to update employees on financial conditions, remuneration, career development, training, and health-related matters, allowing for exchanges of opinions.

Job descriptions and responsibilities, along with performance and reward criteria, are communicated to employees. Productivity is emphasized in determining salaries and other benefits. The Company may establish stock ownership plans for its employees.

B- Corporate Governance Committee

The Corporate Governance Committee:

- a) Determines and supervises the principles, criteria, and practices to be used in the remuneration and performance evaluation of Board members and senior executives with administrative responsibility, considering the Company's long-term objectives.
- b) Submits recommendations to the Board of Directors regarding the remuneration of Board members and senior executives based on the degree to which they meet the set criteria.

Additionally, the Board of Directors conducts self-evaluation and performance assessments for both the Board as a whole and its members, as well as senior executives with administrative responsibility.

C- Board of Directors

Pursuant to Article 394 of the Turkish Commercial Code, Board members may receive honorariums, salaries, bonuses, premiums, and profit shares, provided that the amounts are specified in the Articles of Association or determined by the General Assembly.



Board members serving in executive roles may receive monthly salaries and associated fringe benefits in addition to the "honorarium" they receive as Board members.

The written principles governing the remuneration of Board members and executives with administrative responsibility are presented as a separate agenda item at the General Assembly meeting, allowing shareholders to express their opinions. The Company's remuneration policy is made available on the corporate website at www.doganholding.com.tr.

For independent Board members, remuneration plans based on profit-sharing, stock options, or Company performance are not utilized. However, the remuneration of independent Board members is structured to preserve their independence.

The Company does not provide loans, extend credit, prolong loan terms, improve loan conditions, facilitate personal credit through third parties, or provide guarantees such as sureties for any Board member or executive with administrative responsibility.

All payments and benefits provided to Board members and senior executives with administrative responsibility (including salaries, bonuses, regular and extraordinary payments, stock, derivative financial instruments based on shares, stock purchase options under employee stock ownership plans, and non-cash benefits such as housing or company cars) are disclosed to the public in a consolidated manner through the annual activity report.



DISCLOSURE POLICY (PROPOSAL)

**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
DISCLOSURE POLICY**

The "Disclosure Policy" of Doğan Şirketler Grubu Holding A.Ş. (the Company) regulates the general procedures and principles for sharing information with shareholders, stakeholders, and capital market professionals (collectively "capital market participants") through various tools and methods, except for information that qualifies as a commercial secret.

With the "Disclosure Policy," the Company aims to ensure that capital market participants are informed in a timely, complete, equal, understandable, and accurate manner, and that an open, adequate, and active communication is maintained between the Company and these participants.

As a general rule, the Company adheres to the relevant regulations regarding public disclosure, primarily the Capital Markets Legislation, the Turkish Commercial Code, and the regulations of Borsa İstanbul A.Ş. and the Central Registry Agency.

Requests for information from capital market participants are responded to by the Company's Investor Relations Department in writing, via email, verbally, or through informational meetings, based on information that has been previously disclosed to the public.

Presentations made to capital market participants during investor briefings or press conferences, reports disclosed, and/or information notes communicated may, at the Company's discretion, be published on the Company's corporate website after the conclusion of the presentation, teleconference, meeting, or speech.

The Company monitors news and rumors about itself in the media and other mass communication channels. The following principles are considered when evaluating whether to make a public statement about news or rumors:

- In the presence of news or rumors, which are significant enough to affect the value, price of capital market instruments, or the investment decisions of investors, and that differ from previously disclosed information, the Company will make a public statement regarding whether the information is correct or sufficient, even if a decision has been made to delay the public disclosure of inside information.
- If the news or rumor does not qualify as inside information, no statement will be made about it.
- If a statement has been made previously about news or rumors that qualify as inside information, no further statements will be made.
- Comments, analysis, assessments, and forecasts made about the Company based on publicly disclosed information will not be considered.
- In evaluating whether to make a statement, the circulation or popularity of the media outlet or mass communication channel in which the news or rumor was published will also be taken into account.

The Company's list of "people with administrative responsibilities" includes the members of the Board of Directors and senior executives who have regular access to the Company's inside information directly or indirectly and have the authority to make administrative decisions that affect the Company's future development and business objectives, as well as managers listed in the Company's signature circular.



Maximum care and attention are given by the Company and its staff to maintain the confidentiality of inside and ongoing information until public disclosure is made in compliance with the regulations. The following principles are taken into consideration regarding measures to ensure confidentiality before the public disclosure of material events:

- The Company fulfills its responsibilities regarding the creation and updating of the "list of individuals with access to inside information" for individuals working under an employment contract or otherwise under the Company's control with regular access to inside information.
- The Company informs the individuals on this list about their obligations under the Capital Markets Legislation and the penalties related to the misuse of such information.
- To prevent asymmetric information distribution and unauthorized disclosures related to financial results, the Company avoids discussions of financial results and other related matters with capital market participants during certain periods called "quiet periods."
- The Company may delay the public disclosure of inside information to avoid harming its legitimate interests and to prevent misleading investors, provided that the information is kept confidential. In such cases, the Company will take the necessary measures under the Capital Markets Legislation to ensure the confidentiality of inside information.
- Information on protecting inside information is also included in the Company's "Code of Ethics and Working Principles" document to raise awareness.

The Company's evaluations regarding future plans and forecasts, which qualify as inside information, may be disclosed to the public in accordance with the principles specified in the Capital Markets Legislation. The following principles may be considered in disclosing future evaluations:

- Future evaluations may be disclosed to the public if they have been approved in writing by the Board of Directors or the CEO and CFO jointly authorized by the Board.
- Future evaluations are disclosed by the Company's management to the public up to four times per year.
- This disclosure may be made as a material event disclosure, or through reports or investor presentations published on the Public Disclosure Platform (KAP). However, if there is a significant change in previously disclosed future evaluations, an explanation must be made.
- In any disclosures related to future evaluations, if there is a significant discrepancy between the previously disclosed information and actual outcomes, the reasons for such differences are explained, and new evaluations are disclosed in the same platform where the previous evaluations were publicly disclosed.