



Dođan Őirketler Grubu Holding A.Ő.

Share Buy-Back Program

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) Communique II-22.1 on "Repurchased Shares" (the Communique), 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 Dođan Őirketler Grubu Holding A.Ő. (Dođan Holding or Company) by Dođan Holding from Borsa İstanbul A.Ő. (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 Dođan 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 Communique and relevant regulations, it is intended that shares representing the capital of Dođan Holding can be purchased by Dođan 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 Communique.
- ii. Repurchased shares must be disposed of within 1 (one) year from the buyback date, in accordance with the provisions of the Communique. Shares that cannot be sold within this period will be redeemed via "capital reduction."



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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.