

**INFORMATION DOCUMENT
REGARDING THE 2024 ORDINARY GENERAL ASSEMBLY MEETING OF
EBEBEK MAĞAZACILIK ANONİM ŞİRKETİ**

The 2024 ordinary general assembly meeting of our Company will be held with the agenda specified below on Thursday, 27 March 2025 at 11:00 a.m. in the meeting hall of Dedeman Bostancı Hotel located at İçerenköy Mahallesi, Değirmen Yolu Cad., No: 39B, Ataşehir, İstanbul.

The shares of our Company are monitored in dematerialized form before Merkezi Kayıt Kuruluşu Anonim Şirketi ("MKK"), and the shareholders may attend the 2024 ordinary general assembly meeting of our Company physically in person or through their representatives. In addition, shareholders may attend the general assembly meeting electronically, in person, or through their representatives, using their secure electronic signatures via the electronic general assembly system ("EGKS") provided by the Central Registration Agency.

Shareholders or their representatives who wish to attend the meeting electronically must fulfill the obligations set forth in the "Regulation on General Assembly Meetings of Joint Stock Companies to be Held in Electronic Environment" published in the Official Gazette dated 28 August 2012 and numbered 28395, and the "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396. Shareholders who wish to attend the Ordinary General Assembly Meeting electronically are legally required to have a secure electronic signature and to be registered with the e-MKK Information Portal of Central Registration Agency Anonim Şirketi. Details regarding electronic participation in the general assembly may be accessed on MKK's website at www.mkk.com.tr.

Shareholders who will not be able to attend the meeting, either in person or electronically, must issue a power of attorney for their representatives in accordance with the sample provided below. The power of attorney form may also be obtained from our Company headquarters or from the Company's website at www.kurumsal.ebebek.com. Shareholders must submit to our Company the notarized power of attorney forms bearing their signatures and meeting the requirements set forth in the "Communiqué on Voting by Proxy and the Collection of Proxies by Call" published in the Official Gazette dated 24 December 2013 and numbered 28861, or authorize their representatives by using the EGKS. Due to our legal responsibility, power of attorney forms that do not meet the mandatory requirements stipulated in the aforementioned Communiqué and are not in conformity with the attached sample will not be accepted.

Shareholders may attend the general assembly meeting to be held physically as follows:

- (i) real person shareholders by presenting their identification documents,
- (ii) legal entity shareholders by presenting the authorization documents together with the identification documents of the persons authorized to represent and bind the legal entity,
- (iii) representatives of real persons and legal entities by presenting their identification documents and representation documents,
- (iv) representatives authorized through the electronic general assembly system by presenting their identification documents and signing the list of attendants.

Pursuant to Article 415/4 of the Turkish Commercial Code No. 6102 and Article 30/1 of the Capital Markets Law No. 6362, the right to attend and vote at the general assembly cannot be conditioned upon the deposit of share certificates. Accordingly, shareholders who wish to attend the general assembly meeting are not required to block their shares.

At the ordinary general assembly meeting, the open voting method, by raising hands, shall be used for voting on agenda items, without prejudice to the provisions regarding electronic voting.

The annual report of our Company for the 2024 fiscal period, the independent audit report, the board of directors' annual report, the corporate governance compliance report ("URF"), the corporate governance information form ("KYBF"), the board of directors' profit distribution proposal, and the general assembly information document containing the necessary explanations regarding compliance with capital markets legislation shall be made available for the shareholders' review three weeks prior to the meeting date at the Company headquarters located at Değirmen Yolu Caddesi, No: 37, D: 6, 34752 Ataşehir, İstanbul, in the investor relations section of the Company's website at www.kurumsal.ebebek.com, on the Public Disclosure Platform ("KAP"), and in the e-GKS.

Submitted for the information of our esteemed shareholders.

**ADDITIONAL DISCLOSURES REGARDING THE GENERAL ASSEMBLY MEETING
WITHIN THE FRAMEWORK OF CORPORATE GOVERNANCE PRINCIPLES****a) Information on the Company's shareholding structure, voting rights and privileges:**

Pursuant to Article 6 titled "Capital" of the Company's articles of association, the registered capital ceiling is TRY 205.000.000, divided into 205.000.000 shares, each with a nominal value of TRY 1. The Company's issued capital is TRY 160.000.000, divided into 160.000.000 shares, consisting of 27.200.000 registered Class A shares and 132.800.000 registered Class B shares, each with a nominal value of TRY 1. The said issued capital has been fully paid in, free from collusion.

The Company's capital is divided into Class A and Class B shares. Class A shares have special rights and privileges as set forth in the articles of association. Accordingly, at all ordinary and extraordinary general assembly meetings of the Company, each Class A share held by shareholders or their proxies carries 5 (five) voting rights. In addition, in the formation of the board of directors, half of the board members shall be elected from among the Class A shareholders or the candidates nominated by them. If the number corresponding to half of the board members does not result in a whole number, this number shall be rounded down to the nearest whole number, and the resulting number of board members shall be elected from among the Class A shareholders or the candidates nominated by them. The chairman of the board of directors shall be elected from among the board members nominated by the Class A shareholders.

Shareholder	Share Group	Capital (TRY)	Number of Shares	Rate (%)
Ahmet Afif Topbaş	A (20%) B (80%)	26.409.567	26.409.567	16,51
Mahmud Muhammed Topbaş	A (20%) B (80%)	24.960.000	24.960.000	15,60
Musa Topbaş	A (20%) B (80%)	24.960.000	24.960.000	15,60
Halil Erdoğan	A (20%) B (80%)	17.181.730	17.181.730	10,74
Fatma Hande Topbaş	A (20%) B (80%)	9.352.856	9.352.856	5,85
Fatma Zehra Ülker	A (20%) B (80%)	9.352.856	9.352.856	5,85
Kamal Antony Hatoum	A (20%) B (80%)	5.012.845	5.012.845	3,13
Mustafa Latif Topbaş	A (20%) B (80%)	738.284	738.284	0,46
Other	A (%27) B (%73)	1.497.158	1.497.158	0,94
Publicly Listed	B	40.534.704	40.534.704	25,33
TOTAL		160.000.000	160.000.000	100

b) Information regarding changes in the management and activities of the Company and its subsidiaries that occurred in the previous fiscal period or are planned for future fiscal periods and that may significantly affect partnership activities, and the reasons for such changes

There were no management or operational changes during the 2024 fiscal period or planned for future fiscal periods that may significantly affect our Company's partnership activities.

c) Requests submitted in writing by shareholders to the Investor Relations Department for the inclusion of items on the agenda, and in cases where the board of directors does not accept such proposals, the rejected proposals and the reasons for rejection

Shareholders did not submit any written requests to the Investor Relations Department for the inclusion of items on the agenda of the 2024 ordinary general assembly meeting.

d) If the agenda of the general assembly meeting includes the dismissal, replacement or election of board members: the reasons for dismissal or replacement; the resumes of the persons whose candidacies for board membership have been submitted to the Company; the positions they have held in the past ten years and the reasons for leaving; the nature and significance of their relationship with the Company and its related parties; whether they qualify as independent; and similar matters that may affect the Company's activities if such persons are elected as board members

The dismissal, replacement or election of board members is not on the agenda of the general meeting.

**EXPLANATIONS REGARDING THE AGENDA OF THE 2024 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 27 MARCH 2025**

1) Opening and formation of the meeting chairmanship; authorization of the meeting chairmanship to sign the list of attendants and the minutes of the general assembly meeting

A meeting chairmanship consisting of the meeting chairman, the vote collector and the minutes clerk who will conduct the general assembly meeting shall be formed.

In order to facilitate and expedite the meeting flow, the authorization of the meeting chairmanship to sign the list of attendants and the minutes of the general assembly meeting on behalf of our shareholders shall be submitted to the vote of the shareholders.

2) Reading, discussion and approval of the annual report for the year 2024

The board of directors' annual report, which has been made available for the shareholders' review at the Company headquarters, on the electronic general assembly portal of Central Registration Agency, and on the Company's website at www.kurumsal.ebebek.com for three weeks prior to the general assembly meeting, shall be read at the general assembly, shareholders shall be given the opportunity to discuss the report, and the report shall be submitted for the approval of the shareholders.

3) Reading and discussion of the summary of the independent audit report for the year 2024

The summary of the independent audit report prepared by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, which was selected to audit the Company's 2023 financial statements and reports and which has been made available for the shareholders' review at the Company headquarters, on the electronic general assembly portal of Central Registration Agency, and on the Company's website at www.kurumsal.ebebek.com for three weeks prior to the general assembly meeting, shall be read at the general assembly, and shareholders shall be given the opportunity to express their views.

4) Reading, discussion and approval of the Company's financial statements for the year 2024

The financial statements for the year 2024, which have been made available for the shareholders' review at the Company headquarters, on the electronic general assembly portal of Central Registration Agency, on the Company's website at www.kurumsal.ebebek.com, and on the Public Disclosure Platform as of 20 February 2025, shall be read; shareholders shall be given the opportunity to discuss the financial statements; and the financial statements shall be submitted for the approval of the shareholders.

5) Discussion and resolution on the separate release of the members of the Board of Directors for their activities in 2024

The separate release of the members of the board of directors for their 2024 activities, transactions and accounts shall be discussed and resolved by the shareholders.

6) Discussion and resolution on the Board of Directors' proposal regarding the manner of use of the profit for 2024, the rate of dividend distribution and the dividend distribution date

According to the consolidated financial statements of our Company, prepared in accordance with the Capital Markets Board's Communiqué on the Principles of Financial Reporting in Capital Markets and based on Turkish Accounting Standards, and audited independently, the Company has a net profit for the period of TRY 115.984.434. According to the statutory records prepared in accordance with the provisions of the Tax Procedure Law, the Company recorded a net profit of TRY 279.898.837 for the period.

In accordance with the Turkish Commercial Code, capital markets legislation, and Article 14 of our Company's articles of association regarding the determination and distribution of profit, after setting aside TRY 2.606.078 as general legal reserves based on the independently audited consolidated financial statements, the net distributable profit for the period for 2024 has been calculated as TRY 113.378.356.

Taking into account the donations made in 2024 amounting to TRY 37.345.762, it has been proposed to the 2024 ordinary general assembly by our Board of Directors that the gross amount of TRY 160.000.000 — consisting of TRY 113.378.356 corresponding to 100% of the net distributable profit and TRY 46.621.644 carried over from previous years — be distributed in cash to the shareholders as dividends in two equal installments; that the first installment of the dividend be paid to the shareholders on 15 October 2025 and the second installment on 15 December 2025; and that TRY 15.200.000 remaining after

the dividend distribution be set aside as general legal reserves; together with the “2024 Profit Distribution Table” presented as Annex-1. The proposal of our Board of Directors will be discussed and resolved by the shareholders.

7) Determination of the remuneration to be paid to the independent members of the board of directors

The remuneration to be paid to the independent members of the board of directors shall be determined by the general assembly.

8) Election of the independent audit firm to audit the Company’s activities and accounts for 2025 pursuant to Article 399 of the Turkish Commercial Code and Article 9 of the Company’s articles of association

A vote shall be held regarding the election of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, which has been proposed by our Board of Directors to be appointed as the independent audit firm for the 2025 fiscal period for a term of one year.

9) Informing the General Assembly about the donations made in 2024 and determining the annual upper limit for donations for 2025

In 2024, donations amounting to TRY 13.892.839 were made to various foundations, TRY 8.379.578 to various associations, and TRY 10.854.996 to public institutions. Together with these donations, the total amount of all donations made throughout the year amounted to TRY 37.345.762.

The upper limit for donations that may be made in 2025 shall be determined by the general assembly pursuant to Article 17 of the Company’s articles of association.

10) Discussion and voting of the document titled “EBEBEK Mağazacılık Anonim Şirketi Donation Policy” proposed by the Company’s board of directors

The “EBEBEK Mağazacılık Anonim Şirketi Donation Policy,” the approval of which is proposed by the board of directors, will be discussed by the shareholders, and the acceptance of the said document will be put to a vote. The “EBEBEK Mağazacılık Anonim Şirketi Donation Policy,” the approval of which is proposed by the board of directors, is presented as Annexe-2.

11) Discussion and voting of the document titled “Internal Directive on the Working Principles and Procedures of the General Assembly of EBEBEK Mağazacılık Anonim Şirketi,” based on the proposal of the Company’s board of directors, and the repeal of the internal directive on the working principles and procedures of the general assembly adopted at the general assembly meeting dated 26 March 2014 and currently in force

Our Company’s board of directors has proposed to the general assembly the repeal of the internal directive on the working principles and procedures of the general assembly, which was adopted at the general assembly meeting dated 26 March 2014 and is currently in force, and the approval of the document titled “Internal Directive on the Working Principles and Procedures of the General Assembly of EBEBEK Mağazacılık Anonim Şirketi.” The “Internal Directive on the Working Principles and Procedures of the General Assembly of EBEBEK Mağazacılık Anonim Şirketi,” included in Annexe-3, will be discussed by the shareholders, and the acceptance of the said document will be put to a vote.

12) Informing the General Assembly regarding the guarantees, pledges, mortgages and sureties provided by the Company in favor of third parties in 2024 and the income or benefits obtained therefrom

The Company did not provide any guarantees, pledges, mortgages or sureties in favor of third parties in 2024.

13) Granting permission to the members of the Board of Directors, as specified in Articles 395 and 396 of the Turkish Commercial Code, regarding the prohibition of transactions with the company and the prohibition of competition

The general assembly shall vote to grant permission for our Board members not to be subject to the prohibition on transactions with the company as regulated under Article 395 of the Turkish Commercial Code.

Pursuant to Article 396 of the Turkish Commercial Code, a member of the Board of Directors may not, without the permission of the general assembly, engage in a commercial transaction falling within the scope of the Company’s field of activity on his/her own behalf or on behalf of another, nor may he/she become a partner with unlimited liability in a company engaged in the same type of commercial activities. A vote shall be held to grant permission by the general assembly for the members of the Board of Directors to engage in commercial transactions falling within the scope of the Company’s field of activity on their own behalf or on behalf of another, and to become partners with unlimited liability in companies engaged in the same type of commercial activities.

- 14) Informing the General Assembly regarding the transactions carried out by shareholders holding management control, members of the Board of Directors, managers with administrative responsibility, and their spouses and relatives by consanguinity or marriage up to the second degree, within the scope of the corporate governance principle numbered (1.3.6) in the annex of the Capital Markets Board's Communiqué on Corporate Governance (II-17.1)

No such transaction took place in 2024.

15) Requests and closing

ANNEXES:

ANNEX-1: 2024 Profit Distribution Table <https://www.kap.org.tr/tr/Bildirim/1401016>

ANNEX-2: EBEBEK Retail Corporation Donation Policy <https://www.kap.org.tr/tr/Bildirim/1401020>

Appendix 3: EBEBEK Retail Joint Stock Company Internal Directive on the Principles and Procedures of the General Assembly <https://www.kap.org.tr/tr/Bildirim/1401024>

ANNEX-4: Corporate Governance Compliance Report (URF) <https://www.kap.org.tr/tr/Bildirim/1398950>

ANNEX-5: Corporate Governance Information Form (KYBF) <https://www.kap.org.tr/tr/Bildirim/1398957>

Bu belgenin aslını gördüm ve TÜRKÇE metne sadık kalarak tam ve doğru olarak İNGİLİZCE'ye çevirdim. Can Salih Komar.
I have seen the original of this document and translated it from TURKISH into ENGLISH fully and accurately. Can Salih Komar. 2026-01-14



Can Salih Komar

