

**TEKFEN HOLDING A.Ş.**  
**POSTPONED EXTRAORDINARY GENERAL ASSEMBLY MEETING MINUTES**  
**DATED 18.12.2025**

The Extraordinary General Assembly Meeting of Tekfen Holding Anonim Şirketi will be held on Thursday, December 18, 2025, at 14:00 at Büyükdere Caddesi No.209, 34394, 4. It was held at the Tekfen Tower Building Conference Hall at Levent - Istanbul under the supervision of Ministry Representative Nuran Devrim, who was assigned with the letters of the Ministry of Commerce Istanbul Provincial Directorate of Commerce dated 16.12.2025 and numbered E-90726394-431.03-00116809416."

The notification of the Extraordinary General Assembly Meeting will be made on the Public Disclosure Platform with the copy of the Turkish Trade Registry Gazette dated 25.11.2025 and numbered 11465, on the Electronic General Assembly Portal of the Central Registry Agency, as stipulated in the invitation law and articles of association for this extraordinary general assembly meeting, where the postponed agenda items will be discussed, and including the agenda, in the copy of the Turkish Trade Registry Gazette dated 25.11.2025 and numbered 11465 and the Public Disclosure Office. Platform, the Electronic General Assembly Portal of the Central Securities Depository, [www.tekfen.com.tr](http://www.tekfen.com.tr) the Company's website, and the notification of the meeting day and agenda were held within the period.

The meeting was opened by the Chairman of the Board of Directors, Mehmet Nazmi Erten.

From the audit of the List of Attendants, out of 370,000,000 shares corresponding to the total capital of the Company of 370,000,000,-TL (Three Hundred and Seventy Million Turkish Liras); It has been understood that a total of 300,794,222,590 shares (81.29%), including 1,685,503 shares present as principal, 22,079,277 shares represented by depositor representatives and 277,029,442.590 shares represented by other representatives, were represented at the meeting, thus meeting the minimum meeting quorum stipulated in both the law and the articles of association was present.

The meeting started with a minute of silence in memory of Mustafa Kemal Atatürk, the founder of our Republic, and all our martyrs, Necati Akçağlılar, Feyyaz Berker, Ali Nihat Gökyiğit, who passed away from the founding partners of our Company, and all our other partners and employees and stakeholders who have contributed since the establishment of our Group, and after the reading of our National Anthem, the agenda was discussed.

In accordance with the agenda, the following decisions were taken;

- 1- Pursuant to the first item of the agenda, as a result of the proposal submitted by the shareholder Mehmet Nazmi Erten regarding the Chairmanship of the Meeting and the elections made, the election of Sedat Bozanoğlu as the Chairman of the Meeting and his authorization to sign the minutes of the meeting were 300,794,222,590 affirmative votes and 0 rejection votes were cast and the agenda item was accepted unanimously.

Pursuant to the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to be Present at These Meetings, Sedat Bozanoğlu appointed Nahit Akarkarasu as the vote collector, Ülkü Fatma Dönmezer Uçanbaş as the minute clerk and Selma Çubuklu to carry out the technical transactions in the Electronic General Assembly System at the time of the meeting,

and the shareholders participating in the general assembly electronically and the corresponding votes He gave information on issues related to usage procedures.

In addition, it was informed that Tekfen Holding A.Ş. Board Members Mehmet Nazmi Erten, Nevzat Avunç, and Erdem Şair were present at the meeting.

- 2- In accordance with the second item of the agenda, the voting of the appointments made to the Board of Directors members who were vacated during the period was started;

- a. Özgün Öztunç's resignation from the board of directors as of 11.09.2025;

With the notification dated 19.09.2025 sent to our Company on behalf of Can Kültür Sanat Eğitim Kurumları İşletmeciliği Anonim Şirketi, MCN Gayrimenkul Yatırım Anonim Şirketi and KCN Gayrimenkul Yatırım Anonim Şirketi;

Nevzat AVUNÇ, who was nominated as a candidate with the decision of the Savings Deposit Insurance Fund Board dated 18.09.2025 and numbered 2025/498, who was appointed as a trustee to the management of Can Group companies, as of 22.09.2025,

The election of Nevzat AVUNÇ as a member of the board of directors as of 22.09.2025 to serve until the first general assembly meeting, in accordance with Article 363 of the Turkish Commercial Code, was submitted to the approval of the general assembly,

- b. Uğur Bayar's resignation from the board of directors as of 09.10.2025;

In line with the SDIF Fund Board's decision dated 09.10.2025 and numbered 2025/544, it was informed that Taner Yalçın was proposed as a member of the Board of Directors of Tekfen Holding A.Ş., which was vacated by the resignation of Uğur Bayar, in accordance with Article 363 of the Turkish Commercial Code, and the appointment of Taner Yalçın to the vacant membership as of 09.10.2025 was submitted to the approval of the general assembly.

- c. Bayram Saral's resignation from the board of directors as of 09.10.2025;

In accordance with the SDIF Fund Board's decision dated 09.10.2025 and numbered 2025/544, it was informed that Erdem Şair was proposed as a member of the Board of Directors of Tekfen Holding A.Ş., which was vacated by the resignation of Bayram Saral, in accordance with Article 363 of the Turkish Commercial Code, and the appointment of Erdem Şair to the vacant membership as of 09.10.2025 was submitted to the approval of the general assembly.

As a result of the voting, 182,026,636.240 affirmative votes and 118,767,586.350 rejection votes were cast and the agenda item was accepted by majority of votes.

- 3- In accordance with the third item of the agenda, the number of members of the Board of Directors, their terms of office and the wages to be paid were determined. The proposal submitted on behalf of Can Kültür Sanat Eğitim Kurumları İşletmeciliği Anonim Şirketi, MCN Gayrimenkul Yatırım Anonim Şirketi, KCN Gayrimenkul Yatırım Anonim Şirketi regarding

the determination of the number of members of the Board of Directors, their terms of office and their remuneration was read to the general assembly. In accordance with the motion read,

- The number of members of the Board of Directors be determined as 9 and their term of office as 3 years,
- In accordance with the decision taken at the ordinary general assembly meeting dated May 7, 2025, the wages to be paid will continue within the same scope until the general assembly meeting in 2025, and Nevzat Avunç, Taner Yalçın and Ömer Şanlı, who are proposed to serve as SDIF employees on the Board of Directors, will not be paid any wages in accordance with the relevant legislation until a further notification by the SDIF,

has been proposed.

As a result of the discussions, 173,165,572.240 affirmative votes and 127,628,650.350 350 rejection votes were cast for the proposal to determine the number of members of the Board of Directors, their terms of office and the remuneration to be paid , and the agenda item was accepted by majority of votes.

4- In accordance with the 4th item of the agenda; Independent members will be elected by the Chairman of the Meeting in addition to the members of the Board of Directors, and in accordance with the CMB's Corporate Governance Communiqué, at least one-third of the total number of members of the Board of Directors must be independent members. In this context, at least 3 members must meet the independence criteria set forth in the CMB's regulations on Corporate Governance Principles, Bircan Ünlü, Sibel Koç and Esra Özkan have been determined as Independent Board Member candidates with the decision taken by the Board of Directors upon the recommendation of the Corporate Governance Committee, and the necessary application has been made to the CMB regarding the Independent Board members within the scope of the Corporate Governance Principle No. 4.3.7 of the Corporate Governance Communiqué, With the CMB's letter dated 25.11.2025 and numbered E-29833736-110.07.07-81735, it was informed to the general assembly that it was decided not to express any negative opinions about Bircan Ünlü, Sibel Koç and Esra Özkan. Information about the candidates was shared with the public in the General Assembly Information document.

Pursuant to the proposal submitted on behalf of Can Kültür Sanat Eğitim Kurumları İşletmeciliği Anonim Şirketi, MCN Gayrimenkul Yatırım Anonim Şirketi and KCN Gayrimenkul Yatırım Anonim Şirketi;

It has been proposed that NEVZAT AVUNÇ, TANER YALÇIN, ERDEM ŞAİR, ÖMER ŞANLI, MAHMUT ÇELİK, İSMAİL COŞKUN, BİRCAN ÜNLÜ-Independent Member, SİBEL KOÇ-Independent Member, ESRA ÖZKAN-Independent Member be elected to the Board of Directors.

Pursuant to the proposal submitted as a result of the voting, NEVZAT AVUNÇ, TANER YALÇIN, ERDEM ŞAİR, ÖMER ŞANLI, MAHMUT ÇELİK, İSMAİL COŞKUN, BİRCAN ÜNLÜ-Independent Member, SİBEL KOÇ-Independent Member, ESRA ÖZKAN-Independent Member

to be elected for a term of 3 years, 180,317,446.240 affirmative votes and 120,476,776.350 copies to be elected to the Members of the Board of Directors to carry out the transactions listed in Articles 395 and 396 of the Turkish Commercial Code A rejection vote was cast and the agenda item was accepted by majority of votes.

**5- Wishes and wishes were made.**

İtem Dokurlar took the floor and said; We express our best wishes on behalf of both Ary Holding and Vera. We see that the new management works selflessly in favor of the stakeholders and we thank them. We would like to take this opportunity to briefly convey our boss's wishes for love, respect and goodwill. Mr. Ali Rıza closely followed the developments and carried out the transactions related to the Tekfen shares he held in line with his industrialist mission and vision, in full compliance with the legislation, and duly made all necessary notifications. The relevant legislation is still complied with with the utmost sensitivity. Before the general assembly, we waived our lawsuit as a sign of goodwill in order to eliminate the uncertainty on our company. Our aim is to end the question marks about the future of our company as soon as possible. Hopefully, this environment of uncertainty will disappear completely as soon as possible; As a visionary industrialist, we aim to carry our company to a much better point under the control of Mr. Ali Rıza. The shares in question were purchased with a strategic investment approach. Finally, we believe that the necessary sensitivity regarding our company's assets will be meticulously demonstrated by the new board members. We have no hesitation that they will perform their duties in the best way. We hope it will be beneficial for our company.

Since there was no other item on the agenda to be discussed, the Chairman of the Meeting, Sedat Bozanoğlu, stated that the meeting was over. This minute was prepared, read, accepted and signed on the spot. **18.12.2025**

NURAN DEVRİM Ministry Representative		SEDAT BOZANOĞLU Chairman of the Meeting
NAHİT AKARKARASU Vote Collector		ÜLKÜ FATMA DÖNMEZER UÇANBAŞ Record Clerk