



KAMUYU AYDINLATMA PLATFORMU

KARTONSAN KARTON SANAYİ VE TİCARET A.Ş. Genel Kurul İşlemlerine İlişkin Bildirim

Genel Kurul İşlemlerine İlişkin Bildirim

Özet Bilgi	Şirketimizin 2024 Faaliyet Yılına İlişkin Olağan Genel Kurul Toplantısı 28.03.2025 Tarihinde ENGİN PAK İŞ MERKEZİ Prof. Dr. Bülent Tarcan Cad. No:5 Gayrettepe/Beşiktaş/İstanbul Adresinde Yapılacaktır.
Yapılan Açıklama Güncelleme mi ?	Hayır
Yapılan Açıklama Düzeltme mi ?	Hayır
Yapılan Açıklama Ertelenmiş Bir Açıklama mı ?	Hayır

Genel Kurul Çağrısı

Genel Kurul Tipi	Olağan Genel Kurul
Hesap Dönemi Başlangıç Tarihi	01.01.2024
Hesap Dönemi Bitiş Tarihi	31.12.2024
Karar Tarihi	04.03.2025
Genel Kurul Tarihi	28.03.2025
Genel Kurul Saati	10:30
GK'na Katılım İçin Pay Sahibi Olunması Gereken Son Tarih	27.03.2025
Ülke	Türkiye
Şehir	İSTANBUL
İlçe	BEŞİKTAŞ
Adres	ENGİN PAK İŞ MERKEZİ, Prof. Dr. Bülent Tarcan Cad. No:5 Gayrettepe/Beşiktaş//İstanbul/Türkiye

Gündem Maddeleri

- Açılış ve Toplantı Başkanlığının Teşekkürü.
- 2024 Faaliyet Yılına İlişkin Yönetim Kurulu Faaliyet Raporunun Okunması, Görüşülmesi.
- 2024 Faaliyet Yılına İlişkin Bağımsız Dış Denetleme Kuruluşu Raporunun Okunması, Görüşülmesi.
- 2024 Yılı Bilanço ve Gelir Tablosunun Okunması, Görüşülmesi ve Onaylanması.
- Yönetim Kurulu Üyelerinin Şirketin 2024 Yılı Faaliyetlerinden Dolayı İbra Edilmeleri.
- Yıl İçerisinde Yapılan Bağışlar Hakkında Bilgi Verilmesi ve 2025 yılında yapılacak bağışlar için üst sınır belirlenmesi.
- Yönetim Kurulunun 2024 Yılı Kar Dağıtım Önerisinin (Yasal Kayıtlarda Zarar Oluşması Sebebiyle Kar Dağıtılmamasına İlişkin Teklifinin) Okunması, Öneri Üzerinde Varsa Değişiklik Tekliflerinin Görüşülmesi, Onaylanması veya Değiştirilecek Şekilde Kabulü veya Reddi.
- Sermaye Piyasası Kurulu'nun Kurumsal Yönetim İlkeleri Gereğince Şirket Yönetim Kuruluna Toplam Üyelerin Asgari 1/3 ü Bağımsız Üye Olmak Üzere Yönetim Kurulu Üyelerinin Seçimi ve Onaylanması.
- Yönetim Kurulu Üyeleri Ücretlerinin Tespiti.
- Yönetim Kurulu Üyelerinin ve Üst Düzey Yöneticilerin Ücretlendirme Esasları Hakkında Genel Kurulun Bilgilendirilmesi.
- Şirketin 2025 Yılı Mali Tablo ve Raporlarının 6362 Sayılı Sermaye Piyasası Kanunu Uyarınca Denetimi İçin Yönetim Kurulu Tarafından Seçilmiş Bulunan Bağımsız Denetleme Kuruluşu ve 6102 sayılı Türk Ticaret Kanunu kapsamında Bağımsız Denetçi olarak Seçilmesinin Genel Kurulun Onayına Sunulması.
- Yönetim Hâkimiyetini Elinde Bulunduran Pay Sahiplerinin, Yönetim Kurulu Üyelerinin, Üst Düzey Yöneticilerin, Bunların Eş ve İkinci Dereceye Kadar Kan Ve Sihri Yakınlarının, Şirket veya Bağlı Ortaklıkları İle Çıkar Çatışmasına Neden Olabilecek Nitelikte İşlem Yapabilmesi ve Rekabet Edebilmesi Hususları İle İlgili Sermaye Piyasası Mevzuatı ve Türk Ticaret Kanununun 395. ve 396. Maddeleri Uyarınca Genel Kurulun Bilgilendirilmesi ve Söz Konusu İşlemlere İzin Verilmesi Hususunun Genel Kurulun Onayına Sunulması.
- Şirket Yasal Kayıtlarında Oluşan Öz Sermaye Kalemlerine Ait Enflasyon Düzeltme Farklarının, Enflasyon Düzeltmesi Sonucu Oluşan Geçmiş Yıllar Zararlarına Mahsup Edilmesinin Görüşülmesi
- Dilek ve görüşler.

Gündemde Yer Alan Hak Kullanım Süreçleri

Kar Payı Dağıtım

Genel Kurul Çağrı Dökümanları

EK: 1	Invitation Date to the Ordinary General Assembly Meeting Dated 28032025.pdf - İlan Metni
EK: 2	28032025 Tarihli Genel Kurul Davet İlanı TR.pdf - İlan Metni
EK: 3	28032025 Tarihinde Yapılacak Olağan Genel Kurul Bilgilendirme Dokümanı_TR.pdf - Genel Kurul Bilgilendirme Dokümanı
EK: 4	28032025 General Assembly Information Document.pdf - Genel Kurul Bilgilendirme Dokümanı

Ek Açıklamalar

Şirketimiz Yönetim Kurulunun 04.03.2025 Tarih ve YK/2025-06 Sayılı toplantısında; Şirketimizin 2024 faaliyet yılına ilişkin Olağan Genel Kurul Toplantısı, ekte yazılı gündemi görüşmek ve karara bağlamak üzere, 28 Mart 2025 Cuma günü saat 10:30' da, ENGİN PAK İŞ MERKEZİ Prof. Dr. Bülent Tarcan Cad. No:5 Gayrettepe/Beşiktaş/İstanbul'daki Şirket merkezimizde toplanmasına karar verilmiştir.

Genel Kurul Çağrı ve Bilgilendirme Dokümanı ekte sunulmuştur.

İşbu açıklamamızın İngilizce çevirisi ekte yer almakta olup, açıklama metinlerinde herhangi bir farklılık olması durumunda, Türkçe açıklama esas kabul edilecektir.

Yukarıdaki açıklamalarımızın, Sermaye Piyasası Kurulu'nun yürürlükteki Özel Durumlar Tebliğinde yer alan esaslara uygun olduğunu, bu konuda/konularda tarafımıza ulaşan bilgileri tam olarak yansıttığını, bilgilerin defter, kayıt ve belgelerimize uygun olduğunu, konuyla ilgili bilgileri tam ve doğru olarak elde etmek için gerekli tüm çabaları gösterdiğimizi ve yapılan bu açıklamalardan sorumlu olduğumuzu beyan ederiz.



**2024 FAALİYET YILINA
İLİŞKİN
28.03.2025 TARİHİNDE
YAPILACAK OLAN
OLAĞAN GENEL KURUL
TOPLANTISI
BİLGİLENDİRME
DOKÜMANI**



CONTENTS	Page
INTRODUCTION AND INFORMATION ON MATTERS TO BE DISCLOSED IN ACCORDANCE WITH THE LEGISLATION	2-5
INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING, GENERAL ASSEMBLY AGENDA ITEMS AND SAMPLE POWER OF ATTORNEY	6-10
INFORMATION ON PARTNERSHIP SHARES AND SHARES REPRESENTING THE SHARE CAPITAL	11-12
RESUME OF INDEPENDENT BOARD MEMBER CANDIDATES	13-17
DECLARATIONS OF INDEPENDENCE OF INDEPENDENT BOARD MEMBER CANDIDATES	17-18
RESUMES OF OTHER BOARD MEMBER CANDIDATES	19-21
REMUNERATION INCOME AND POLICY FOR KEY MANAGEMENT PERSONNEL	22
GENERAL ASSEMBLY WORKING PRINCIPLES INTERNAL DIRECTIVE	23-29
COMPANY PROFIT DISTRIBUTION POLICY	30-31
DIVIDEND DISTRIBUTION	32-33
RESOLUTION OF THE BOARD OF DIRECTORS FOR THE GENERAL ASSEMBLY MEETING	33-38
INFORMATION ON THE MEMBERS OF THE BOARD OF DIRECTORS AND COMMITTEES	39-40



INTRODUCTION

ISTANBUL TRADE REGISTRY OFFICE-TRADE REGISTRY NO 95869/41270-MERSİS NO:
0526005749100010

In accordance with the meeting dated 04.03.2025 and numbered YK/2025-06, the Board of Directors of our Company has resolved that the Ordinary General Assembly Meeting for the 2024 operating year shall be held on 28.03.2025 at 10:30 a.m. at ENGİN PAK İŞ MERKEZİ, Prof. Dr. Bülent Tarcan Cad. No:5 Gayrettepe/Beşiktaş/Türkiye.

The information document created for the purpose of informing our shareholders and the public is attached hereto.

Sincerely,

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

BOARD OF DIRECTORS

MATTERS TO BE DISCLOSED IN ACCORDANCE WITH THE LEGISLATION

Total number of shares and voting rights reflecting the shareholding structure of the partnership as of the date of disclosure, if there are preferred shares in the partnership capital, the number of shares and voting rights representing each preferred share group and the nature of the privileges:

Among the shares representing the capital of our Company, Preferred (Class A) Shares have a dividend privilege. According to Article 25 of the Company's Articles of Association, 5% of the profit remaining after deducting the legal reserves and 10% of the paid-in capital from the net profit each year is paid to the holders of (Class A) Preferred Shares.

There has been no capital increase incurred and no increase in the number of outstanding shares in the current year.

The detailed explanations and disclosures about the shares representing the share capital of our Company are also presented in the other pages of the information document.

Information on the changes in the management and activities of the Kartonsan and its subsidiaries that have occurred in the prior accounting period or planned in the subsequent accounting periods that will significantly affect the activities of the Kartonsan and the reasons for these changes are as follows:

There is no change incurred in the management or activities of the Kartonsan and Selka İç ve Dış Ticaret A.Ş., one of our subsidiaries, that may significantly affect the activities of the Kartonsan in the prior accounting period or in the next accounting period.

Our subsidiary Dönkasan Dönüştürülen Atık Kağıt San. Ve Tic. A.Ş (Dönkasan);

a) As indicated in the Public Disclosure dated 29.11.2024 and presented below, "Collection and Sorting of Non-Hazardous Wastes", one of Dönkasan's activities, was terminated during the period.

"At the Board of Directors meeting dated 29.11.2024 of Dönkasan Dönüştürülen Atık Kağıt San. ve Tic. A.Ş., which is a 100% subsidiary of Kartonsan and for which merger procedures are currently being carried out in the simplified procedure; it has been decided to stop the "Collection and Separation of Non-Hazardous Wastes" activities carried out by our company within the scope of the certificate held within the scope of the "Communiqué on Recovery of Certain Non-Hazardous Wastes" of the Ministry of Environment, Urbanization and Climate Change of the Republic of Türkiye and to terminate the employment contracts of a total of 17 people working in the said activities as of 30.11.2024. Other activities of our subsidiary (commercial activities related to the purchase and sale of scrap paper) will continue.

The aforementioned transactions in our subsidiary will not cause any significant change and material influence on the activities and financial structure of our company."

b) As stated in our various Material Event Disclosures Disclosed to the Public in 2024, "In accordance with the provisions of Article 155, paragraph 1, subparagraph a and Article 156 of the Turkish Commercial Code No. 6102, Articles 19 and 20 of the Corporate Tax Law No. 5520, General Communiqué No. 1 Serial No. CTL, Trade Registry Regulation and other legislation provisions and



Article 13 of the Merger and Demerger Communiqué No. II-23.2 of the Capital Markets Board. Pursuant to the provisions of Article 13 of the Merger and Demerger Communiqué numbered II-23.2 of the Capital Markets Board and the provisions of Article 13 of the Merger and Demerger Communiqué numbered II-23.2 of the Capital Markets Board, Dönkasan Dönüştürülen Atık Kağıt Sanayi ve Ticaret Anonim Şirketi, which is a 100% Subsidiary pursuant to the provisions of Article 13 of the Merger and Demerger Communiqué numbered II-23.2 of the Capital Markets Board, registered under the registration number 978882-0 of the Istanbul Trade Registry Directorate, with the Mersis numbered 0311036837000013, will be acquired by Kartonsan Karton Sanayi ve Ticaret A.Ş. The merger transaction was registered on 25.12.2024 and announced in the Official Gazette on 26.12.2024 by being taken over by Kartonsan Karton Sanayi ve Tic. A.Ş. with the "Merger in Simplified Procedure" method. As a result of the "Facilitated Merger", Dönkasan Dönüştürülen Atık Kağıt Sanayi ve Ticaret Anonim Şirketi, which was a subsidiary, was dissolved without liquidation."

Dönkasan's current activities will be continued within Kartonsan as a result of the merger.

The annual report provides detailed information on the activities of the Company and its subsidiaries for the previous period and evaluates the future.

If there is dismissal, replacement or election of board members on the agenda of the general shareholders' meeting; grounds for dismissal and replacement, résumés of the persons whose candidacy for board membership is submitted to the partnership, their duties carried out in the last ten years and reasons for leaving, the nature and materiality level of their relationship with the partnership and related parties of the partnership, whether they are independent or not, and information on similar issues that may affect the activities of the partnership in case these persons are elected as board members:

Our Company elects the members of the board of directors for a one-year term of office. Our members, whose term of office expires, are usually re-nominated and may be elected subject to the decision of the general assembly. Member elections are usually held due to the expiration of the term of office. Appointments made by the Board of Directors in accordance with the provisions of the Turkish Commercial Code to serve for the term of office of the former member due to resignation or death are submitted to the approval of the first general assembly to be held in accordance with the legislation. Independent members of the Board of Directors cannot hold office for more than 6 years in the last 10 years in accordance with the conditions of independence. The members who served as Independent Board Members in the previous year will be nominated again. The CVs of the candidates for the Board of Directors, the CVs of those whose candidacy is finalized, the declarations of independence and CVs of the independent members of the Board of Directors are included in this information document.

Some of the members of the board of directors, other than the independent board members, may also serve as board members in subsidiaries and other group companies. There are no issues that may significantly affect the activities of the Company in the event of the election of the aforementioned candidates for the board of directors, and in order to enable the aforementioned persons to take office in other companies, in the agendas of the ordinary general assembly meetings, in order to enable the aforementioned persons to take office in other companies, it has been included in the agendas of the ordinary general assembly meetings to inform the General Assembly in accordance with the Capital Markets Legislation and Articles 395 and 396 of the Turkish Commercial Code in relation to the issues that may cause a conflict of interest with the Company or its Subsidiaries and to compete with the



Company or its Subsidiaries, and to inform the General Assembly in accordance with the Capital Markets Legislation and the Turkish Commercial Code. In accordance with the Capital Markets Legislation and Articles 395 and 396 of the Turkish Commercial Code, a separate agenda item is added to inform and seek the approval of the General Assembly on the issue of informing the General Assembly and authorizing the relevant transactions.

Requests submitted in writing to the Investor Relations Department by the shareholders of the Company regarding the inclusion of items on the agenda, and in cases where the Board of Directors does not accept the agenda proposals of the shareholders, the rejected proposals and the reasons for rejection:

There was no written request (via e-mail) submitted to the Investor Relations Department of our company regarding the inclusion of an item on the agenda.

In case there is an amendment to the articles of association on the agenda, the old and new versions of the amendments to the articles of association together with the relevant board of directors' resolution:

There is no amendment to the articles of association on the agenda of the Ordinary General Assembly Meeting for the 2024 Activity Year to be held on 28.03.2025.

Information on guarantees, pledges, mortgages and sureties given in favour of third parties and income or benefits obtained:

As disclosed in "**NOTE 14 - PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**" in the notes to the Audited Consolidated Financial Statements, Kartonsan does not have any guarantees, pledges and mortgages other than its own legal entity.



KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

**FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS
INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING**

ISTANBUL TRADE REGISTRY OFFICE-TRADE REGISTRY NO 95869/41270-MERSİS NO:
0526005749100010

The Ordinary General Assembly Meeting of our Company for the fiscal year 2024 will be held on 28.03.2025 at 10:30 am at ENGİN PAK İŞ MERKEZİ, Prof. Dr. Bülent Tarcan Cad. No:5 Gayrettepe/Beşiktaş/İstanbul/Türkiye.

Since our Company is a Joint Stock Company subject to the regulations of the Capital Markets Board, our shareholders who wish to attend the General Assembly Meeting may attend the General Assembly Meeting physically or electronically in person or through their representatives. Participation in the meeting electronically is possible with the secure electronic signatures of the shareholders or their representatives. For this reason, shareholders who will perform transactions in the Electronic General Assembly System ("EGKS") must first have a secure electronic signature and register to the e-MKK Information Portal of Merkezi Kayıt Kuruluşu ("MKK"). Shareholders or their representatives who do not register to the e-MKK Information Portal and do not have secure electronic signatures will not be able to participate in the general assembly meeting electronically via EGKS.

Shareholders or their representatives who wish to attend the meeting electronically are required to fulfil their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies to be Held Electronically" published in the Official Gazette dated 28 August 2012 and numbered 28395, the "Communiqué on Electronic General Assembly System to be Applied in the General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396, the Capital Markets Legislation, Capital Markets Board Regulations and Central Registry Agency regulations.

Shareholders who will attend the meeting by proxy are required to fulfil the requirements stipulated in the Capital Markets Board Communiqué Serial IV, No:8 and submit a notarized power of attorney in accordance with the sample below. Pursuant to the provisions of 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", the shareholders who will deposit the dematerialized shares pursuant to the relevant article of the Capital Markets Law are required to issue a "Representation Certificate Regarding the Deposited Shares" and "Instruction Notification Form", examples of which are attached to the regulation.

2024 Balance Sheet, Income Statement, Board of Directors (Annual Report), Independent Auditor's Report and the reports to be prepared within the framework of the Capital Markets Legislation will be made available for the review of our shareholders at the Company headquarters at least three weeks (21 Days) prior to the date of the general assembly meeting, excluding the announcement and meeting days.

We respectfully request our shareholders to attend the meeting at the place, day and time stated above.

It is announced to our esteemed shareholders.



KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ
2024 ORDINARY GENERAL ASSEMBLY AGENDA DATED 28.03.2025

1. Opening and Organisation of the Meeting Presidency
2. Reading and discussion of the Board of Directors' Annual Report for the 2024 Activity Year
3. Reading and Discussing the Report of the Independent External Audit Firm for the 2024 Activity Year
4. Reading, Discussion and Approval of 2024 Balance Sheet and Income Statement,
5. Release of the Members of the Board of Directors for the Activities of the Company for the Year 2024,
6. Providing information about the donations made during the year and setting an upper limit for donations to be made in 2025,
7. Reading of the Board of Directors' Proposal for Dividend Distribution for 2024 (Proposal for Not Distributing Dividend Due to Losses in Legal Records), Discussion, Approval or Acceptance or Rejection of the Amendment Proposals, if any, on the Proposal,
8. Election and Approval of the Members of the Board of Directors Minimum 1/3 of the Total Members of the Board of Directors to be Independent Members in accordance with the Corporate Governance Principles of the Capital Markets Board,
9. Determination of the Remuneration of the Members of the Board of Directors,
10. Informing the General Assembly on the Principles of Remuneration of the Members of the Board of Directors and Key Management Personnel.
11. Submitting the Independent Auditing Firm Selected by the Board of Directors for the Audit of the Company's Financial Statements and Reports for the Year 2025 in accordance with the Capital Markets Law No. 6362 and the Independent Auditor within the scope of the Turkish Commercial Code No. 6102 to the Approval of the General Assembly,
12. Informing the General Assembly in accordance with the Capital Markets Legislation and Articles 395 and 396 of the Turkish Commercial Code regarding the Transactions of the Shareholders Holding the Management Dominance, Members of the Board of Directors, Senior Executives, their Spouses and Relatives by Blood and Marriage up to the Second Degree that may cause a Conflict of Interest with the Company or its Subsidiaries, and Competition, and Submitting for the Approval of the Said Transactions to the General Assembly. Articles 395 and 396 of the Capital Markets Legislation and the Turkish Commercial Code and Submitting the Authorisation of the Said Transactions to the Approval of the General Assembly.
13. Discussion on Offsetting the Inflation Adjustment Differences of the Shareholders' Equity Items in the Company's Legal Records against the Previous Years' Losses Resulting from the Inflation Adjustment
14. Wishes and opinions.

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ
ADDRESS: Prof. Dr. Bülent Tarcan Cad. Engin Pak Business Merkezi No:5 K:3
34349 Gayrettepe/Istanbul Tel: 0 212 273 20 00 Fax: 0 212 273 21 64



**POWER OF ATTORNEY
KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ**

Kartonsan Karton Sanayi ve Ticaret A.Ş. on 28.03.2025 Friday at 10:30 a.m.
ENGİN PAK İŞ MERKEZİ, Prof. Dr. Bülent Tarcan Cad. No:5 Gayrettepe/Beşiktaş/İstanbul/Türkiye, I hereby appoint, who is introduced in detail below, as my proxy to be authorised to represent me, to vote, to make proposals and to sign the necessary documents in line with the views I have expressed below.

REPRESENTATIVE (*);

Name Surname/Title of Trade:

TR Identity No / Tax No, Trade Registry and Number and MERSIS number :

(*). For foreign proxies, it is obligatory to submit the equivalent of the aforementioned information, if any.

A) SCOPE OF AUTHORISATION OF REPRESENTATION

The scope of the authorisation of representation by selecting one of the options (a), (b) or (c) for sections 1 and 2 below must be determined.

1. About the Issues on the Agenda of the General Assembly;

- a) The proxy is authorised to vote in line with his/her own opinion.
- b) The proxy is authorised to vote in line with the recommendations of the partnership management.
- c) The proxy is authorised to vote in accordance with the instructions specified in the table below.

Instructions:

In the event that option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by ticking one of the options (acceptance or rejection) given opposite the relevant general assembly agenda item and, if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the general assembly meeting.

Agenda Items	Acceptance	Red	Dissenting Opinion
1. Opening and Organisation of the Meeting Presidency			
2. Reading and discussion of the Board of Directors' Annual Report for the 2024 Activity Year,			
3. Reading and discussion of the Independent External Audit Firm Report for the 2024 Activity Year,			
4. Reading, Discussion and Approval of 2024 Balance Sheet and Income Statement,			
5. Release of the Members of the Board of Directors for the Activities of the Company for the Year 2024,			

6. Providing information about the donations made during the year and setting an upper limit for donations to be made in 2025,			
7. Reading of the Board of Directors' Proposal for Dividend Distribution for the Year 2024 (Proposal for Not Distributing Dividend Due to the Loss in Legal Records), Discussion, Approval or Acceptance or Rejection of the Amendment Proposals, if any, on the Proposal			
8. Election and Approval of the Members of the Board of Directors Minimum 1/3 of the Total Members of the Board of Directors to be Independent Members in accordance with the Corporate Governance Principles of the Capital Markets Board,			
9. Determination of the Remuneration of the Members of the Board of Directors,			
10. Informing the General Assembly on the Principles of Remuneration of the Members of the Board of Directors and Senior Executives.			
11. Submitting the Independent Auditing Firm Selected by the Board of Directors for the Audit of the Company's Financial Statements and Reports for the Year 2025 in accordance with the Capital Markets Law No. 6362 and the Independent Auditor within the scope of the Turkish Commercial Code No. 6102 to the Approval of the General Assembly,			
12. Informing the General Assembly in accordance with the Capital Markets Legislation and Articles 395 and 396 of the Turkish Commercial Code regarding the Transactions of the Shareholders Holding the Management Dominance, Members of the Board of Directors, Senior Executives, their Spouses and Relatives by Blood and Affinity up to the Second Degree that may cause a Conflict of Interest with the Company or its Subsidiaries, and Competition, and Submitting for the Approval of the Said Transactions to the General Assembly. Articles 395 and 396 of the Capital Markets Legislation and the Turkish Commercial Code and Submitting the Authorisation of the Said Transactions to the Approval of the General Assembly.			
13. Discussion on Offsetting the Inflation Adjustment Differences of the Shareholders' Equity Items in the Company's Legal Records against the Previous Years' Losses Resulting from the Inflation Adjustment			
14. Wishes and opinions.			

2. Special instructions on other issues that may arise at the General Assembly meeting and in particular on the exercise of minority rights:

- a) The proxy is authorised to vote in line with his/her own opinion.
- b) The attorney is not authorised to represent in these matters.
- c) The proxy is authorised to vote in accordance with the following special instructions.



SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the proxy shall be specified here.

B) The shareholder chooses one of the following options and specifies the shares he/she wants the proxy to represent.

1. I approve the representation of my shares detailed below by proxy.

- a) Order and series ⁽²⁾:
- b) Number/Group ⁽³⁾:
- c) Quantity-Nominal value:
- ç) Whether it has privileges in voting:
- d) Bearer share ⁽²⁾:
- e) Proportion of total shares/voting rights held by the shareholder:

2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the general assembly prepared by CRA one day before the general assembly date.

SHAREHOLDER ⁽¹⁾;

Name Surname or Title :
Turkish ID No/Tax No, Trade Registry and Number :
with MERSIS number :
Address :

SIGNATURE :

(¹)For foreign shareholders, it is obligatory to submit the equivalent of the aforementioned information, if any.

(²)This information is not requested for dematerialised shares.

(³)For dematerialised shares, information regarding the group, if any, will be given instead of the number



PARTNER NAME SURNAME/TITLE	BEARER /NAME OF THE SHAREHOLDER	NUMBER OF SHARES	NOMINAL VALUE OF EACH SHARE (TL)	TOTAL SHARE AMOUNT (TL)	SHARE IN TOTAL SHARE CAPITAL %	VOTING RIGHT
PAK HOLDİNG A.Ş.	BEARER	2.579.093.000	0,01	25.790.930,00	34,39	2.579.093.000
ASİL HOLDİNG A.Ş.	BEARER	1.833.757.879	0,01	18.337.578,79	24,45	1.833.757.879
PAK GIDA ÜRETİM VE PAZARLAMA A.Ş.	BEARER	1.446.856.422	0,01	14.468.564,22	19,29	1.446.856.422
OYCAN İTHALAT İHRACAT VE TİCARET A.Ş.	BEARER	1.065.380	0,01	10.653,80	0,01	1.065.380
OTHER REAL AND LEGAL ENTITY SHAREHOLDERS	BEARER	1.639.227.319	0,01	16.392.273,18	21,86	1.639.227.319
TOTAL		7.500.000.000		75.000.000,00	100,00	7.500.000.000



SHARE COIN	SHARE GROUP	PAY NUMBER	NOMINAL VALUE OF EACH SHARE (TL)	TOTAL SHARE AMOUNT (TL)	SHARE TOTAL CAPITAL %	IN OY RIGHT	PROMISE TYPE
Preferred (Class A) Shares	A	5.287	0,01	52,87	0,00	5.287	Dividend Privilege
Ordinary Shares	B	7.499.994.713	0,01	74.999.947,13	100,00	7.499.994.713	-
		7.500.000.000		75.000.000,00	100,00	7.500.000.000	

Preferred (Class A) shares have dividend privilege. According to Article 25 of the Company's Articles of Association, 5% of the profit remaining after deducting the legal reserves and 10% of the paid-in capital from the net profit each year is paid to the holders of (Class A) Preferred Shares

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ**RESUMES OF INDEPENDENT BOARD MEMBER CANDIDATES****1) Independent Board Member Candidate: Prof. Dr. Ali Ersin Güredin**

Ali Ersin Güredin was born in Istanbul in 1943. After completing his secondary and high school education at Istanbul German High School, A. Ersin Güredin started his economics education at Ludwig Maximilian Universitaet, München in Germany in 1964 and transferred to Istanbul University Faculty of Economics in 1965. In 1969, he graduated from I.U. Faculty of Economics, Business Administration-Finance discipline. After graduation, he started his academic career at I.U. Faculty of Business Administration in September 1969, completed his doctorate in 1972 and became an Associate Professor at Istanbul University in 1976.

Ali Ersin Güredin worked as an Associate Professor at Roosevelt University, Chicago, USA between 1978-1981 and was promoted to Professor by Istanbul University in 1982 after returning to his country.

Ali Ersin Güredin served as a full-time faculty member at I.U. Faculty of Business Administration, Department of Accounting-Auditing until April 2008. During his tenure as a full-time lecturer and after his retirement, he lectured as a part-time lecturer on "Financial Reporting, Cost and Management Accounting, Auditing, Budgeting and Control, Fraudulent Financial Reporting and Internal Control Systems" in English and Turkish at Boğaziçi University undergraduate programmes in English and at various Foundation Universities graduate and doctoral programmes.

Ali Ersin Güredin was elected as "Independent Member of the Board of Directors" at the General Assembly Meeting of Kartonsan Karton Sanayi ve Ticaret A.Ş. dated 02.05.2012 and served as Independent Member of the Board of Directors for 6 years until the Ordinary General Assembly Meeting dated 29.03.2018 for the 2017 Annual Year.

Ali Ersin Güredin, who speaks German and English, has published various articles in the fields of auditing and accounting and books titled "Applied Cost and Management Accounting [joint publication, 5th edition 2008]" and "Auditing and Assurance Services [15th edition 2020]".

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

RESUMES OF INDEPENDENT BOARD MEMBER CANDIDATES

2) Independent Board Member Candidate: Assoc. Prof. Dr. Ahmet Sera Özbaşar

Education

- Akçakoca Primary School Izmit (1958),
- Talas American Secondary School (1963),
- Tarsus American High School (1966),
- Undergraduate diploma, Istanbul University, Faculty of Economics, Business Administration and Statistics Disciplines (1971),
- MBA diploma, University of California at Los Angeles, Anderson School of Management, General Management (1975),
- PhD diploma, Istanbul University, Faculty of Business Administration, Management and Organisation (1976),
- University Associate Professorship Certificate, Interuniversity Board, Management and Organisation branch (2006),
- ISO 9000 Assessor Certificate #RPA 157, Rowe Parker Associates, UK (1994).
- TS-ISO 14000 Environmental Management Systems Auditor Certificate No. ÇTY.98.39 Turkish Standards Institute (1998).

Work Experience (chronological order from last)

- 2000 and after

He has taught Business Management, General Management and Organisation, Strategic Management, Business and Management Simulation, International Business, Multinational Company Management, Strategic Management in Global Industries, Contemporary Management Approaches, Human Resources Management, Behaviour in Organisations, Total Quality Management, Management Theory, Contemporary Management Techniques, Social Responsibility courses in Turkish and English at Istanbul Bilgi, Kültür, Altınbaş, Yeditepe, Okan, Bahçeşehir, Beykent, European Lefke Universities and Istanbul Technical University.

- 1990 -2000 Independent Management Consultancy

Consultancy to foreign and domestic hospitality and service companies on Strategic Management, Human Resources Management, Quality and Environmental Systems Management, Organisational Culture, Change Management, Organisational and Management Development, Management Games Consultancy for the first ISO 9000 (TSE) certification in the service industry and tourism in Türkiye and the first ISO 14000 (TSE) certification in the travel industry. First management game written specifically for hospitality businesses in Türkiye, management simulation applications written for retail and manufacturing businesses.

- Before 1990

SQ Mart Quality Management Systems Inc. Vice Chairman of the Board of Directors, ISO 9000 and Calibration Services, Denmark Partnership.

Tekirova Turizm Yatırımları A.Ş. General Manager, hospitality project design and development, feasibility study, management agreement negotiations and contract management with European organisations, site mobilisation.

Deputy Marmara Regional Manager and Advisor to the General Manager of T.C. Turizm Bankası A.Ş. and Managing Director of Turban Döviz Hizmetleri A.Ş.



KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

RESUMES OF INDEPENDENT BOARD MEMBER CANDIDATES

2) Independent Board Member Candidate: Assoc. Prof. Dr. Ahmet Sera Özbaşar (Continued)

Ataköy Turizm Tesisleri A.Ş. Vice Chairman of the Board of Directors, Development of the first modern shopping mall, marina, two international hotel projects, feasibility studies, design of management systems and marketing organisation.

A.R. Çarmıklı Holding A.Ş. Planning and Business Development Coordinator, Overseas contracting services, business development activities in Saudi Arabia and Gulf countries, marketing of residential investment projects in Istanbul.

Yönetim Geliştirme A.Ş. Management Consultancy, Chairman of the Board of Directors.

Istanbul University, Faculty of Business Administration, Chair of Management and Organisation,
Assistant Professor.



KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

3) Independent Board Member Candidate: Dr Rüya ESER

He graduated from Istanbul University, Faculty of Economics in 1983. He completed his master's degree in Business Finance programme at the Institute of Social Sciences of the same university in 1986. He also completed his master's degree in Money, Banking and Finance at the University of Birmingham in the UK in 1996. He received his PhD degree from Yıldız Teknik Üniversitesi, Institute of Social Sciences, Department of Economics in 2017.

He started his professional career as an assistant financial analyst at Türkiye Vakıflar Bankası in 1985, then worked at the Capital Markets Board of Türkiye between 1987 and 2013 as an expert, chief expert in research and audit departments, and retired from this institution in 2013. Between 2013-2017, he worked as Quality Control and Corporate Governance Director at Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri He also served as an independent board member of the Turkish Capital Markets Association between 2016-2018.

He has been serving as an Independent Board Member at Gedik Yatırım Menkul Değerler since October 2021, at Inveo Yatırım Holding AŞ. and Kartonsan Karton Sanayi ve Ticaret since March 2022 and at Marbaş Menkul Değerler since November 2023.

He has articles published in refereed journals and book chapters on capital markets, independent auditing, complexity economics, and papers presented and published in national and international scientific meetings. Currently, he is a part-time lecturer at Mimar Sinan Fine Arts University, Department of Statistics, teaching in the undergraduate programme. In addition, he holds a CPA licence, an independent auditor certificate and licence certificates issued by the Capital Markets Licensing Registry and Training Institution.

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

RESUMES OF INDEPENDENT BOARD MEMBER CANDIDATES

4) Independent Board Member Candidate: Prof. Dr. Recep BİLDİK

Prof. Dr. Recep Bildik, who has nearly 30 years of experience in capital markets and last worked as International Relations Director at Borsa Istanbul before moving to academia full-time in 2021, held managerial positions in many departments such as Equity Market, Business Development and Marketing, Product Development and Special Projects and Special Market within Borsa Istanbul, where he worked before leaving. He managed and contributed to projects in many areas such as regulation, operation, surveillance, establishment of the first electronic trading system in the stock market, creation of new financial products and markets, establishment of the Private Market, which is one of the first examples in a stock exchange in the world for the financing of innovative initiatives and SMEs, Islamic Finance and Sustainability-ESG. He served as an Auditor member of Takasbank Board of Directors in 2010-2011. In previous years, he worked on risk management at the Global Association of Risk Professionals (GARP), a professional organisation headquartered in New York.

In the past years, Recep Bildik has worked as a guest lecturer in the Finance Departments of the University of Chicago and DePaul University as part of the post-doctoral research programme. He is also a member of the Executive Board of TUBITAK Venture Capital Support Group, a member of the Executive Board of TUBITAK Entrepreneurship Support Group, a member of the TOBB Venture Capital Sector Council, a member and country delegate of the EU Horizon 2020 "SME and Venture Capital Committee", a member of the DEİK Foreign Investments Business Council, a member of the DEİK Public-Private Partnership (PPP) Committee, a member of the "National Mineral, Resource and Reserve Reporting Commission" (UMREK) of the Ministry of Energy and Natural Resources, He served as a member of the Advisory Board of the Responsible Mining Initiative of the Turkish Miners' Association, a member of the board of directors of the Financial Management Association, one of the world's largest associations in the field of academic finance, dean of the Faculty of Business Administration at Istanbul Commerce University, executive editor of the international academic journal Borsa Istanbul Review, president of the Harvard Alumni Association in Türkiye for two terms and a member of the board of directors of the Harvard University Alumni Association (USA).

Recep Bildik currently serves as a board member at publicly traded Kartonsan, İş Yatırım Ortaklığı and CGE Evaluation Sürdürülebilirlik Değerlendirme Merkezi ve Yazılım Hizmetleri Anonim Şirketi. He also serves as a board member at the Risk Managers Association of Türkiye, Acıbadem University Incubation Centre Evaluation Committee, Harvard Alumni Association Türkiye and Harvard Alumni for Global Women's Empowerment. She is also a member of the editorial boards of Global Finance Journal, International Journal of Islamic and Middle Eastern Finance and Management and BRSA Journal.

After completing his higher education at Istanbul University, Faculty of Economics, Department of Finance, Recep Bildik received his master's and doctorate degrees from the same university's Faculty of Business Administration, Department of Finance, and holds a master's degree in Public Administration from Harvard University's Kennedy School of Government, where he was accepted as a scholarship student. In addition to the Kennedy School, he also studied management, board of directors and entrepreneurship at Harvard Business School and MIT Sloan School of Management. Recep Bildik, who has published studies in national and international refereed academic journals in the field of finance, received the title of associate professor in Finance in 2005 and professor in 2022. Prof. Dr. Recep Bildik is currently a full-time lecturer at the Department of Finance and Banking at Istanbul Commerce University and has been teaching finance at Koç University Faculty of Economics and Administrative Sciences as a part-time lecturer since 2006.

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

Independent Board Member candidates Mr. Ali Ersin Güredin, Mr. Mr. Ali Ersin Güredin, Mr. Mr. Ahmet Sera Özbaşar, Mr. Recep Bildik and Mr. Rüya Eser have separately signed and submitted the following declarations of independence to our Company.

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ
INDEPENDENT BOARD MEMBER
DECLARATION OF INDEPENDENCE

As a candidate for the independent board membership of Kartonsan Karton Sanayi ve Ticaret A.Ş. (the Company), within the framework of the criteria set forth in the Capital Markets Board's Corporate Governance Communiqué numbered II-17.1, the articles of association and the relevant legislation;

a) I, my spouse and my relatives by blood or marriage up to the second degree have not been employed in an executive position to undertake important duties and responsibilities in the last five years, have not jointly or individually held more than 5% of the capital or voting rights or preferred shares, or have not established a significant commercial relationship with the partnerships in which the Company has management control or significant¹ influence, or shareholders who have management control or significant influence in the Company, and legal entities controlled by these shareholders,

b) I have not been a shareholder (5% or more), an employee in a managerial position with significant duties and responsibilities or a member of the board of directors in companies from which the Company purchases or sells services or products to a significant extent within the framework of agreements made, primarily for the audit (including tax audit, legal audit, internal audit), rating and consultancy of the Company within the last five years, during the periods when services or products were purchased or sold,

c) I have the professional training, knowledge and experience to duly fulfil the duties I will undertake as an independent board member,

ç) I have not worked full-time in public institutions and organisations after being elected as a member, except for university faculty membership, provided that it complies with the legislation to which they are affiliated,

d) I am deemed to be resident in Türkiye according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,

e) I have strong ethical standards, professional reputation and experience to contribute positively to the Company's activities, to maintain impartiality in conflicts of interest between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,

f) I will be able to allocate time for the Company's affairs to the extent that I can follow the functioning of the Company's activities and fully fulfil the requirements of the duties undertaken,

g) I have not been a member of the board of directors of the company for more than six years within the last ten years,

ğ) I have not served as an independent member of the Board of Directors in more than three of the companies controlled by the Company or the shareholders who control the management of the Company and in more than five of the companies traded on the stock exchange in total.

h) I have not been registered and announced on behalf of the legal entity elected as a Board Member,

ı) I will immediately inform the Company's Board of Directors and resign from my position in the event of any situation that removes the conditions of independence,

I declare and undertake the aforementioned articles.

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

INFORMATION ON OTHER BOARD MEMBER CANDIDATES

1) İlker Cengiz

Born in 1974 in Istanbul, İlker Cengiz graduated from Istanbul University Faculty of Law in 1997. In 1998, he completed his legal internship and started his career in the same year at Coşar Ortak Avukatlık office, which specialises in commercial and corporate law. After working as a lawyer and executive lawyer for 14 years, he joined Pak Group of Companies in 2012. İlker Cengiz, who has been working as Group Legal Coordinator at Pak Holding A.Ş., has been serving as the Board of Directors of Pak Group of Companies' real estate group company Ece Ticari Gayrimenkul Yatırım ve Yönetim Hiz. A.Ş., the real estate group company of Pak Group of Companies, since 2016. He was re-elected as a member of the Board of Directors of Kartonsan on 05.05.2020 and has been serving in this position since that date. Since 09.07.2024, he has been serving as the Chairman of the Board of Directors at Kartonsan Karton Sanayi ve Ticaret A.Ş.

2) Asli Balkir

After graduating from high school at Robert College, he completed his university education at Kent University, Faculty of Electronics. He worked at Pesaş Pak Elektrik between 1981-1985 and Tekağaç Tekirdağ Ağaç Sanayi between 1984-1985. In 1995, he started to work in Pak Group and served as a board member in all Group companies. He is currently a member of the Executive Committee responsible for IT, Purchasing and Human Resources at Pak Group of Companies. Since 2001, he has been a member of the Board of Directors of our Company and Vice Chairman of the Board of Directors since 2010. He is also a member of the Board of Directors of our Company's subsidiary Selka İç ve Dış Tic. A.Ş., a subsidiary of our Company, since 2001 and Vice Chairman of the Board of Directors since 2010.

3) Unal Bozkurt

He graduated from I.U. Faculty of Economics and then from the Certificate Programme of the Institute of Business Economics, Faculty of Business Administration. In 1969, he started to work as a research assistant at I.U. Faculty of Business Administration, Department of Finance, and in 1974, he received his M.B.A. degree from Indiana University, USA. After completing his doctorate at I.U. Faculty of Business Administration, he continued to work as a lecturer at the Faculty of Business Administration. On the other hand, he took part in different projects and training programmes in various industrial companies and banks in the private sector. In 1984, he started to work as a consultant in Pak Group companies. In addition to this position, he served as a member of the Board of Directors of banks (Tekstilbank), securities brokerage houses (Meksa Menkul Değerler A.Ş.), Tekstil Leasing A.Ş. and financial information company (Finar A.Ş.). In 2006, he retired from I.U. Faculty of Business Administration, where he served as a professor. He has nearly 100 articles and 5 books in the form of copyright or translation. He is currently serving as a member of the Board of Directors of Pak Group Companies. Since 2000, he has been a member of the Board of Directors of our Company and has served as Vice Chairman of the Board of Directors and Audit Committee Member. He served as the Chairman of the Board of Directors of our Company between 2014 and 2024.

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

INFORMATION ON OTHER BOARD MEMBER CANDIDATES(continued)

3) Unal Bozkurt (*Continued*)

Elected in 2000, he continues to be a member of the Board of Directors at Selka İç ve Dış Ticaret, a subsidiary of our Company, and has been serving as Vice Chairman of the Board of Directors at SELKA since 2014.

4) Hatice Canan PAK Imregün

Canan Pak Imregün graduated from German High School and completed her undergraduate education at American College in Paris and Boğaziçi University. She started her professional career at Pak Gıda Üretim ve Pazarlama and later worked in all Pak Group companies. He is currently serving as Vice Chairman of the Board of Directors in the Group companies. He was re-elected as a member of the Board of Directors of Kartonsan on 01.10.2012, a position he held on various dates in the previous years, and has been serving in this position since that date.

5) Mehmet Imregun

After graduating from I.T.U. as a Mechanical Engineer, he received a Master's degree in Advanced Applied Mechanics from Imperial College, UK and completed his PhD at the same university in 1984. In 1985, he founded ICATS, a company specialising in Vibration Engineering Software and Consultancy, which he managed until 2010. He also continued his academic career as Professor of Engineering Dynamics at Imperial College and was Director of the Rolls Royce University Technology Centre. He resigned from all these positions due to his definite return to Türkiye. He has more than 300 scientific papers published in international academic journals and 3 patents.

Since 2009, he has been serving as the Chairman of the Board of Directors of Pak Group companies. Since 2011, he has been a member of the Board of Directors of our Company.

6) Süleyman Kaya

He was born on 02.01.1956. After graduating from Istanbul Boys' High School, he completed his undergraduate education at I.T.U. Faculty of Mechanical Engineering and his master's degree at Aachen Technical University in Germany. Between 1983-1996, he worked at various levels of our Company. Between 1996 and February 2012, he served as Assistant General Manager of our Company. Since 2006, he has been serving as a Member of the Board of Directors (Vice Chairman of the Board of Directors since 2014). In 2006, he was elected to the Board of Directors of our Company's subsidiary Selka İç ve Dış Tic. A.Ş. (Chairman of the Board of Directors since 2014), a subsidiary of our Company to which he was elected in 2006, and between 2011 and 2015, he served as a Member of the Board of Directors at Dönkasan Kağıt, one of the dissolved subsidiaries of our Company between 2011 and 2015. In 2015, he was appointed as a Board Member at Dönkasan Kağıt, a subsidiary of our Company established as a result of the full spin-off of Dönkasan Kağıt, which is a subsidiary of our Company established in 2015 as a result of the full spin-off of Dönkasan He is also currently a member of the Board of Directors of Mel S.S.A-Greece, a subsidiary of Pak Group B.V. and Country Manager of Pak Group, and as of October 2012, he is the President of Pak Group Companies.



KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

INFORMATION ON OTHER BOARD MEMBER CANDIDATES(continued)

7) Umit Ozkan

He graduated from I.T.Ü Industrial Engineering. Between 2002 and 2020, he worked at various levels of Kartonsan Karton San. ve Tic. Inc. between 2002 and 2020. Between 2015-2020, he worked as Plant Manager at Kartonsan as Factory Manager between 2015-2020. From the beginning of 2021, he served as a Board Member and General Manager at Selka İç ve Dış Ticaret AŞ. He resigned from this position with the abolition of the General Manager position at the end of August 2024 and continues to serve as a Board Member. In addition, in 2015, he was appointed as the General Manager of Dönkasan in 2015, which is a subsidiary of Kartonsan, a subsidiary of Dönkasan, a subsidiary of Kartonsan since 15 August 2024, he has been serving as a Board Member at Kartonsan and as General Manager since 1 September 2024.

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

REMUNERATION AND REMUNERATION POLICY FOR THE BOARD OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

Members of the Board of Directors and Key Management Personnel working at Kartonsan earn the income stated in the following explanations.

1.) Benefits Provided to the Members of the Board of Directors

- Right of Attendance

The amount is determined at the General Assembly.

(Attendance Payments)

Pursuant to Article 61/4 of the Income Tax Law, remuneration (attendance fees) paid or provided to the chairman and members of the board of directors due to their position is considered as remuneration. Similar to salaries paid to other employees of the company, attendance fees paid to the chairman and members of the board of directors are also taxed with withholding tax.

- Dividend Payment

It is determined by the General Assembly at the "General Assembly Meeting" held every year within the framework of Article 25 of the Articles of Association of the Company.

2.) Benefits Provided to Key Management Personnel

The General Manager and Assistant General Managers, who are members of the Board of Directors, have the following income in addition to their Board membership;

- Monthly Fee (Determined annually.)
- Bonuses equal to one month's wage (4 per year)
- Merit Bonus (Awarded once at the end of the year)
- Seniority Incentive Bonus (given between 1 salary and 2.5 times salary in 5,10,15,20,25th years)
- Personal Accident and Health Insurance
- Vehicles and Fixtures Allocated for Duties.

Benefits provided to senior executives and members of the Board of Directors (salaries and attendance fees excluding dividend payments to the Board of Directors) are as follows: *

Consolidated Benefits	31.12.2024	31.12.2023
Benefits Provided to Key Management Personnel	23.438.883	14.816.833
Benefits Provided to the Members of the Board of Directors	2.085.706	1.673.036
Total	25.524.589	16.489.869

* Expressed in historical values not subject to inflation adjustment.

General Assembly of KARTONSAN Karton Sanayi ve Ticaret Anonim Şirketi

Internal Directive on Working Principles and Procedures

PART ONE

Purpose, Scope, Basis and Definitions

Purpose and scope

ARTICLE 1- (1) The purpose of this Internal Directive is to determine the working principles and procedures of the General Assembly of Kartonsan Karton Sanayi ve Ticaret Anonim Şirketi within the framework of the provisions of the Law, relevant legislation and articles of association. This Internal Directive covers all ordinary and extraordinary general assembly meetings of Kartonsan Karton Sanayi ve Ticaret Anonim Şirketi.

Basis

ARTICLE 2- (1) This Internal Directive has been prepared by the Board of Directors in accordance with the provisions of 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.

Definitions

ARTICLE 3- (1) In this Internal Directive;

- a) Session : A one-day meeting of the General Assembly,
- b) Law: Turkish Commercial Code dated 13/1/2011 and numbered 6102,
- c) Session: Each part of each session interrupted for rest, meal break and similar reasons,
- ç) Meeting: Ordinary and extraordinary general assembly meetings,

d) Meeting chairmanship: The board consisting of the chairman of the meeting elected by the general assembly to manage the meeting in accordance with the first paragraph of Article 419 of the Law, the deputy chairman of the meeting elected by the general assembly when necessary, the minutes clerk determined by the chairman of the meeting and the vote collector if deemed necessary by the chairman of the meeting,

means.

PART TWO

Working Procedures and Principles of the General Assembly

Provisions to be complied with

ARTICLE 4 - (1) The meeting shall be held in accordance with the provisions of the Law, the relevant legislation and the articles of association relating to the general assembly.

Entrance to the meeting place and preparations

ARTICLE 5 - (1) The shareholders registered in the list of attendees prepared by the board of directors or their representatives, members of the board of directors, auditor, if any, representative of the Ministry, if appointed, and persons to be elected or appointed as chairman of the meeting and other

executives of the company, employees, guests, audio and video recording technicians, members of the press and other persons may enter the meeting place if written permission is given by the chairman of the board of directors or vice chairman of the board of directors. (2) At the entrance to the meeting place, the real person shareholders and the representatives appointed through the electronic general assembly system established pursuant to article 1527 of the Law are required to show their identity cards, the representatives of the real person shareholders are required to show their identity cards together with their representation documents, and the representatives of the legal person shareholders are required to present their authorisation documents and sign the places indicated for them in the list of those present. The aforementioned control procedures shall be performed by the board of directors or by one or more members of the board of directors appointed by the board of directors or by a person or persons appointed by the board of directors.

(3) The duties regarding the preparation of the meeting place to accommodate all shareholders and making the stationery, documents, tools and equipment to be needed during the meeting available at the meeting place shall be fulfilled by the board of directors.

Opening of the meeting

ARTICLE 6 - (1) The meeting shall be opened by the chairman or vice chairman of the board of directors or one of the members of the board of directors at the place where the head office of the company is located or at another convenient place in the city where the head office of the company is located, at the time announced in advance, upon the determination with a minute that the quorums specified in the Turkish Commercial Code, Capital Market Law and regulations of the Capital Markets Board are met.

Establishment of the meeting chairmanship

ARTICLE 7- (1) Pursuant to the provision of Article 6 of this Internal Directive, a chairman and, if deemed necessary, a vice-chairman shall be elected from among the proposed candidates, who is not obliged to be a shareholder, to be responsible for the management of the general assembly under the management of the person who opens the meeting.

(2) At least one minute clerk and, if deemed necessary, sufficient number of vote collectors shall be assigned by the chairman. In addition, for the electronic general assembly, specialised persons may be assigned by the chairman of the meeting in order to fulfil the technical procedures at the time of the meeting.

(3) The chairman of the meeting is authorised to sign the minutes of the meeting and other documents forming the basis of these minutes.

(4) The chairman of the meeting shall act in accordance with the Law, articles of association and provisions of this Internal Directive while managing the general assembly meeting.

Duties and powers of the chairman of the meeting

ARTICLE 8 - (1) The chairmanship of the meeting shall fulfil the following duties under the direction of the chairman:

a) To examine whether the meeting has been held at the address shown in the announcement and if it is specified in the articles of association, to examine whether the meeting place is in compliance with this.

b) To examine whether the General Assembly has been called for the meeting as stipulated in the Articles of Association, Turkish Commercial Code, Capital Markets Law, Capital Markets Board

regulations, and whether this call has been made at least three weeks before the meeting date, excluding the announcement and meeting days, and to record this situation in the meeting minutes.

c) To check whether those who are not authorised to enter the meeting place have entered the meeting and whether the duties stipulated in the second paragraph of Article 5 of this Internal Directive regarding the entry to the meeting place have been fulfilled by the Board of Directors.

d) If any amendment is made, the articles of association including the amendments, share ledger, annual activity report of the board of directors, auditors' reports, financial statements, agenda, draft amendment prepared by the board of directors if there is an amendment to the articles of association on the agenda, and if the amendment to the articles of association is subject to the permission of the Ministry of Customs and Trade, the permission letter received from the Ministry and the attached draft amendment, To determine whether the list of attendees prepared by the board of directors, the adjournment minutes of the previous meeting if the general assembly is called to a meeting upon adjournment, and other necessary documents related to the meeting are present at the meeting place in full and to state this situation in the meeting minutes.

e) To check the identity of those attending the General Assembly in person or by proxy by signing the list of attendees upon objection or necessity and to check the accuracy of the representation documents.

f) To determine whether the executive members and at least one member of the Board of Directors and the auditor in companies subject to audit are present at the meeting and to indicate this situation in the meeting minutes.

g) To manage the activities of the General Assembly within the framework of the agenda, to prevent any deviation from the agenda except for the exceptions specified in the Law, to ensure the order of the meeting, to take the necessary measures for this purpose.

ğ) Opening and closing meetings and sessions and closing the meeting.

h) To read or have read to the General Assembly the resolutions, draft resolutions, minutes, reports, reports, proposals and similar documents related to the matters under discussion and to give the floor to those who wish to speak about them.

ı) To make voting on the decisions to be taken by the General Assembly and to report the results.

i) To observe whether the minimum quorum for the meeting is maintained at the beginning, during and at the end of the meeting and whether the decisions are taken in accordance with the quorums stipulated in the Law and the articles of association.

j) Pursuant to Article 436 of the Law, to prevent those who are deprived of voting rights from voting in the decisions specified in the aforementioned article, to observe all kinds of restrictions imposed on voting rights and privileged voting in accordance with the Law and the articles of association.

k) Upon the request of the shareholders holding one twentieth of the capital, to postpone the discussion of the financial statements and related matters to be discussed at the meeting to be held one month later without the need for the General Assembly to adopt a resolution in this regard.

l) To ensure that the minutes of the General Assembly activities are prepared, to record the objections in the minutes, to sign the decisions and minutes, to indicate the votes cast in favour and against the decisions taken at the meeting in the minutes of the meeting in a way that leaves no room for any doubt.

m) To deliver the minutes of the meeting, the annual activity report of the board of directors, auditor reports, financial statements, list of attendees, agenda, motions, voting papers and minutes of

the elections, if any, and all documents related to the meeting to one of the board members present at the end of the meeting with a minute.

Actions to be taken before the discussion of the agenda

ARTICLE 9 - (1) The chairman of the meeting shall read or have the agenda of the meeting read to the general assembly. The chairman shall ask whether there is a proposal for a change in the order of discussion of the agenda items, and if there is a proposal, this situation shall be submitted to the approval of the general assembly. The order of discussion of the agenda items may be changed by the decision of the majority of the votes present at the meeting.

Agenda and discussion of agenda items

ARTICLE 10 - (1) The following matters must be included in the agenda of the ordinary general assembly meeting:

- a) Opening and formation of the meeting chairmanship.
- b) Discussion of the annual activity report of the Board of Directors, auditor reports and financial statements in companies subject to audit.
- c) Release of the members of the board of directors and auditors.
- ç) Election of the members of the board of directors and the auditor whose term has expired.
- d) Determining the remuneration of the members of the Board of Directors and their rights such as attendance fees, bonuses and premiums.
- e) Determination of the utilisation and distribution of profits and dividend rates.
- f) Discussion of amendments to the articles of association, if any.
- g) Other subjects deemed necessary.

(2) The agenda of the extraordinary general assembly meeting shall consist of the reasons requiring the convening of the meeting.

(3) Except for the exceptions stated below, matters not included in the meeting agenda cannot be discussed and resolved:

- a) If all shareholders are present, an item can be added to the agenda by unanimous vote.
- b) Pursuant to Article 438 of the Law, the special audit request of any shareholder shall be resolved by the general assembly regardless of whether it is included in the agenda or not.
- c) The dismissal of the members of the Board of Directors and the election of new members shall be deemed to be related to the discussion of the year-end financial statements and shall be discussed and resolved directly upon request, regardless of whether there is an item on the agenda or not.
- ç) Even if there is no item on the agenda, in the presence of justified reasons such as corruption, incompetence, breach of the obligation of loyalty, difficulty in the performance of the duty due to membership in many companies, incompatibility, abuse of influence, the dismissal of the members of the Board of Directors and the election of new members in their place shall be included in the agenda by a majority vote of those present at the General Assembly.

(4) The agenda item that has been discussed and resolved in the General Assembly cannot be discussed and resolved again unless it is resolved by unanimous vote of those present.

(5) As a result of the audit conducted or for any reason whatsoever, the issues requested by the Ministry to be discussed in the general assembly of the company shall be included in the agenda.

(6) The agenda is determined by the convener of the general assembly meeting.

Speaking at the meeting

ARTICLE 11 - (1) Shareholders or other interested persons who wish to take the floor on the agenda item under discussion shall notify the chairmanship of the meeting. The chairmanship announces the persons who will take the floor to the general assembly and gives the right to speak to these persons according to the order of application. If the person whose turn it is to speak is not present at the meeting place, he/she loses his/her right to speak. Speeches shall be addressed to the general assembly from the place reserved for this purpose. Persons may change their turn to speak among themselves. In the event that the speaking time is limited, a person whose turn has come and whose speech has been made may continue his/her speech when his/her speaking time has expired, only if the first person to speak after him/her has given the right to speak, provided that he/she completes his/her speech within the speaking time of that person. Otherwise, the speaking time may not be extended.

(2) The chairman of the meeting may give the floor to the members of the board of directors and the auditor who wish to make a statement on the matters discussed, regardless of the order.

(3) The duration of the speeches shall be decided by the general assembly upon the proposal of the chairman or the shareholders, depending on the intensity of the agenda, the multiplicity and importance of the matters to be discussed and the number of those who wish to speak. In such cases, the general assembly shall first decide whether or not it is necessary to limit the duration of speeches and then decide on the duration of speeches by separate votes.

(4) Pursuant to Article 1527 of the Law, the procedures and principles set forth in the aforementioned article and sub-regulations shall be applied with respect to the submission of opinions and proposals by the shareholders or their representatives attending the general assembly meeting electronically.

Voting and voting procedure

ARTICLE 12 - (1) Before starting the voting, the chairman of the meeting shall explain to the general assembly the matter to be voted. If a draft resolution is to be voted, voting shall be started after it is determined in writing and read. After the announcement that the voting will proceed, the chairman may only ask for the floor on procedural matters. In the meantime, if there is a shareholder who has not been given the floor despite his/her request, he/she shall exercise his/her right to speak, provided that he/she is reminded and verified by the Chairman. No speech shall be given after the voting is started.

(2) Votes for the matters discussed at the meeting shall be cast by raising hands. These votes shall be counted by the chairmanship of the meeting. When necessary, the chairmanship may assign a sufficient number of persons to assist in counting the votes. Those who do not raise their hands shall be deemed to have cast a "reject" vote and such votes shall be deemed to have been cast against the relevant resolution. (3) Pursuant to article 1527 of the Law, the procedures and principles set forth in the said article and sub-regulations shall be applied with respect to the voting of the shareholders or their representatives who attend the general assembly meeting electronically.

Preparation of the minutes of the meeting

ARTICLE 13 - (1) The chairman of the meeting shall sign the list of attendees indicating the shareholders or their representatives, the shares held by them, their groups, numbers and nominal values, and shall ensure that the questions asked and answers given at the general assembly meeting

are summarised, the resolutions adopted and the number of affirmative and negative votes cast for each resolution are clearly indicated in the minutes and the minutes are prepared in accordance with the principles set forth in the Law and the relevant legislation.

(2) Minutes of the general assembly meeting shall be prepared at the meeting place and during the meeting by typewriter, computer or handwritten by using an ink pen in a legible manner. In order for the minutes to be written on computer, there must be a printer at the meeting place to enable print-outs to be taken.

(3) The minutes shall be drawn up in at least two copies and each page of the minutes shall be signed by the chairmanship of the meeting and the representative of the Ministry if he/she has attended the meeting.

(4) In the minutes; the trade name of the company, date and place of the meeting, total nominal value and number of shares of the company, total number of shares represented in person and by proxy at the meeting, name and surname of the representative of the Ministry if he/she attended, date and number of the letter of appointment, if the meeting is held with an announcement, how the invitation is made, if the meeting is held without an announcement, this must be stated.

(5) The number of votes for the decisions taken at the meeting shall be indicated in the minutes in numerical and written form in a way to avoid any doubt.

(6) The names, surnames and reasons for opposition of those who vote against the decisions taken at the meeting and who wish to have this opposition recorded in the minutes shall be written in the minutes.

(7) In case the reason for dissent is given in writing, this writing shall be attached to the minutes. In the minutes, the name and surname of the shareholder or his/her representative stating his/her dissent shall be written and it shall be stated that the dissenting letter is attached. The dissenting letter attached to the minutes shall be signed by the chairman of the meeting and the representative of the Ministry, if attended.

Actions to be taken at the end of the meeting

ARTICLE 14- (1) At the end of the meeting, the chairman of the meeting shall deliver a copy of the minutes and all other documents related to the general assembly to one of the members of the board of directors present at the meeting. This situation shall be determined by a separate minute to be drawn up between the parties.

(2) The Board of Directors is obliged to submit a notarised copy of the minutes of the meeting to the trade registry office within fifteen days at the latest as of the date of the meeting and to have the matters subject to registration and announcement included in these minutes registered and announced.

(3) The minutes shall also be posted on the website within five days at the latest following the date of the general assembly meeting.

(4) The chairman of the meeting shall also deliver a copy of the list of attendees, the agenda and the minutes of the general assembly meeting to the representative of the Ministry, if he has attended the meeting.

Attending the meeting electronically

ARTICLE 15- (1) In the event that the opportunity to attend the general assembly meeting electronically is provided pursuant to article 1527 of the Law, the transactions to be performed by the board of directors and the chairmanship of the meeting shall be performed by taking into consideration article 1527 of the Law and the relevant legislation.

PART THREE

Miscellaneous Provisions

Attendance of the Ministry representative and documents related to the general assembly meeting

ARTICLE 16 - (1) The provisions of 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 are reserved for the meetings where the attendance of the Ministry representative is compulsory.

(2) The provisions of the Regulation mentioned in the first paragraph must be complied with in the preparation of the list of those who may attend the general assembly and the list of those present, the representation documents to be used in the general assembly and the preparation of the minutes of the meeting.

Situations not foreseen in the Internal Directive

ARTICLE 17 - (1) In case a situation not foreseen in this Internal Directive is encountered in the meetings, the decision to be taken by the general assembly shall be acted upon.

Adoption of the Internal Directive and amendments

ARTICLE 18 - (1) This Internal Directive shall be put into effect, registered and announced by the Board of Directors upon the approval of the General Assembly of Kartonsan Karton Sanayi ve Ticaret Anonim Şirketi. Amendments to be made in the Internal Directive shall be subject to the same procedure.

Effectiveness of the Internal Directive

ARTICLE 19 - (1) This Internal Directive has been accepted at the General Assembly Meeting of Kartonsan Karton Sanayi ve Ticaret Anonim Şirketi dated 29.03.2013 and enters into force on the date of its announcement in the Turkish Trade Registry Gazette.

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ

PROFIT DISTRIBUTION POLICY

Our Company's dividend distribution policy is to distribute a minimum dividend of 5% of the distributable profit in accordance with the relevant legal regulations to all shares representing the capital, without prejudice to the rights arising from the dividend privilege in periods when the minimum dividend distribution rate is not determined or abolished. (Other regulations regarding the distribution of profit in the Company's articles of association and other legal regulations are reserved).

However, this policy will be reviewed every year in accordance with the developments in domestic and foreign economic conditions and the investment opportunities and financing possibilities of our company. Unless otherwise decided at the General Assembly, the Company will continue to distribute a minimum dividend of 5% of the distributable profit in accordance with the relevant legal regulations, taking into consideration a balance between the possible expectations of our shareholders and our growth strategies. In this framework, the dividend distribution proposal to be made from the profit for the period will be included as a separate section in the annual report and will be submitted for the information of shareholders and the public before the General Assembly.

Principles Regarding Calculation, Payment and Distribution of Dividends

The Company's Articles of Association, the Company's Dividend Distribution Policy, Capital Markets Legislation, the Turkish Commercial Code and the dividend distribution principles and regulations of the Capital Markets Board are complied with in the calculation of the dividend to be made from the Company's profit for the period. Accordingly

- a) As of the dividend distribution date, dividends are distributed equally to all existing shares in proportion to their shares, regardless of the issue and acquisition dates of the shares. (The rights regarding the dividend privilege of Class A shares specified in the Company's articles of association are reserved).
- b) It is the policy of the Company to pay dividends in cash in one instalment, provided that it is resolved at the General Assembly meeting at which dividend distribution is decided. However, it may be decided by the General Assembly upon the proposal of the Board of Directors to pay dividends in instalments or to distribute dividends in the form of bonus shares, provided that the dividend distribution principles and capital increase principles of the Capital Markets Legislation, the Turkish Commercial Code and the Capital Markets Board are complied with.
- c) Dividends are calculated in accordance with Article 25 of the Company's Articles of Association and distributed at the latest as of the end of the accounting period in which the General Assembly meeting at which the distribution decision is made is held.

Article 25 of the Company's articles of association is as follows

Article: 25- The amount remaining after deducting all kinds of expenses paid or accrued, depreciations, premiums and bonuses paid, provisions to be set aside, taxes and similar financial obligations and losses of previous years, if any, from the revenues generated by the Company from its activities in a balance sheet period shall constitute its net profit.

- a) *A legal reserve fund of 5 per cent is set aside until it reaches 1/5 of the Paid-in Capital.*

- b) *First dividend is allocated and distributed from the remaining portion at the amount and rate determined by the Capital Markets Board.*
- c) *After the 5% legal reserves and the first dividend mentioned in the above paragraphs have been set aside and paid in cash, 10 per cent of the paid-in capital is deducted from the amount taken as the basis for the calculation of the first dividend;*
 - i) *5 per cent to be distributed to Group (A) bearer shares,*
 - ii) *Of the remaining portion, an amount to be determined by the General Assembly is set aside to be paid to the members of the Board of Directors, excluding the independent members.*

The profit remaining after the distribution made in accordance with the above paragraphs may be distributed in whole or in part, or may be set aside as extraordinary reserves, or may be carried forward to future years, upon the proposal of the Board of Directors of the Company, by the decision of the General Assembly.

The provision of subparagraph (c) of paragraph 2 of Article 519 of the Turkish Commercial Code is reserved.

Unless the reserves required to be set aside by law and the first dividend determined for the shareholders in the Articles of Association are set aside, no decision can be made to set aside other reserves, to transfer profits to the following year and to distribute dividends to the members of the Board of Directors, officers, employees and workers, holders of usufruct / founding usufruct certificates, holders of preferred shares, foundations established for various purposes and persons / institutions of similar nature unless the first dividend is paid.

- d) *The Principles Regarding the Dividend Advance Distribution Application are shown below.*

Corporations wishing to distribute advance dividends in accordance with the capital markets legislation must have a provision in their articles of association and the board of directors must be authorised to distribute advance dividends limited to the relevant accounting period by a resolution of the general assembly.

There is no provision in the Company's current Articles of Association regarding the distribution of advance dividends. Therefore, our Company has not adopted a policy of distributing advance dividends. In the event that an amendment is made to the Company's articles of association in the future regarding the distribution of advance dividends, advance dividend distribution may be made provided that the dividend distribution principles of the Turkish Commercial Code and Capital Markets Legislation are complied with.

- e) *The base of distributable profit is determined within the framework of the Company's Articles of Association, Capital Markets Legislation and Turkish Commercial Code regulations. Within the framework of the relevant regulations, donations are added to the distributable profit base.*

KARTONSAN KARTON SANAYİ VE TİCARET A.Ş. 2024 DIVIDEND DISTRIBUTION TABLE

Considering the provisions of Article 25 of our Articles of Association from the profit of 2024, the profit distribution proposal is shown below. It is submitted for your examination and approval.

1- Paid-in/issued capital		75.000.000,00	
2-General Legal Reserves (According to Legal Records)		15.000.000,00	
If there is a privilege in dividend distribution in accordance with the Articles of Association, information on such privilege		After deducting the legal reserves and 10% of the paid-in capital from the net profit, 5% of the remaining profit is paid to the holders of (Class A) Preferred shares.	
		According to CMB	According to Legal Records
3.	Profit for the Period	(819.371.228)	(466.337.756,08)
4.	Taxes (-)	167.720.910	-
	Non-controlling Interests	(297.957)	-
5.	Net Profit for the Period (1)	(651.352.361)	(466.337.756,08)
6.	Prior Year Losses (-)	-	-
7.	General Legal Reserves (-)	-	-
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD	(651.352.361)	(466.337.756,08)
9.	Donations made during the year (+)	98.675	
10.	Net Distributable Profit for the Period Adding Donations	(651.253.686)	
11.	First Dividend to Shareholders	0,00	
	Cash	0,00	
	Free of charge	0,00	
	Total	0,00	
12.	Dividend Distributed to Privileged Shareholders	0,00	
13.	Other Dividends Distributed	0,00	
	Members of the Board of Directors	0,00	
	Employees	0,00	
	To Persons Other Than Shareholders	0,00	
14.	Dividends Distributed to Beneficial Shareholders	0,00	
15.	Second Dividend to Shareholders	0,00	
	Cash	0,00	
	Free of charge	0,00	
	Total	0,00	
16.	General Legal Reserves	0,00	
17.	Status Reserves	0,00	
18.	Special Reserves	0,00	
19.	EXTRAORDINARY RESERVE	0,00	0
20.	Other Resources Proposed to be Distributed	0,00	0,00

(1) Net profit (loss) of the Company for the period is TL 651.650.318 (-819.371.228+167.720.910) and since TL 297.957.957 of this amount is attributable to non-controlling interests, net profit (loss) attributable to equity holders of the parent amounting to TL 651.352.361 is taken as basis.

DIVIDEND RATES TABLE

	GROUP	TOTAL DIVIDENDS DISTRIBUTED		TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO 1 TL NOMINAL VALUE SHARE	
		CASH (TL)	FREE OF CHARGE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	0		0	0	0
	B	0		0	0	0
	TOTAL	0				

MEETING NO. : YK/2025-06
MEETING DATE : 04.03.2025
MEETING PLACE : Company Headquarters

MEMBERS OF THE BOARD OF DIRECTORS :Mr. Mr. İLKER CENGİZ, Mr. ASLI BALKIR, Mr. SULEYMAN KAYA, Mr. HATİCE CANAN PAK İMREGÜN, Mr. MEHMET İMREGÜN, Mr. ÜNAL BOZKURT, Mr. SINAN ERCAN GÜLÇUR, Mr. AHMET SERA ÖZBAŞAR, Mr. ALİ ERSİN GÜREDİN, Mr. RÜYA ESER, Mr. RECEP BİLDİK, UMİT ÖZKAN

Members of the Board of Directors convened at 14:30 at the chairmanship of the Chairman of the Board of Directors, Mr. The meeting was held under the chairmanship of Mr İlker Cengiz to discuss the following agenda items.

AGENDA

- 1) Discussing the Agenda, Place and Time of the Ordinary General Assembly Meeting regarding the activities of our Company for the year 2024,
- 2) Discussion of the Profit Distribution Proposal to be submitted to the General Assembly,
- 3) Discussion of the "Independent Board Member Candidate List", which was determined by the Corporate Governance Committee within the framework of the Corporate Governance Principles of the Capital Markets Board and submitted to the Board of Directors and applied to the Capital Markets Board for approval,
- 4) Discussing the proposal of the Audit Committee regarding the selection of the Independent Audit Company (Independent Auditor).

Members of the Board of Directors started to discuss the items on the agenda respectively.

DECISION

1. The Ordinary General Assembly Meeting regarding the activities of our Company for the year 2024 will be held on 28.03.2025 Friday, 28.03.2025 at 10:30 a.m. at the ENGİN PAK İŞ MERKEZİ, Prof. Dr. Bülent Tarcan Cad: 10:30 at ENGİN PAK BUSINESS CENTRE, Prof. Dr. Bülent Tarcan Cad. No:5 Gayrettepe/BEŞİKTAŞ-İSTANBUL/TÜRKİYE, to request a Ministry Representative from the Ministry of Customs and Trade, Provincial Directorate of Trade and to be held under the supervision of the Ministry Representative and to authorise the General Directorate to carry out the necessary procedures regarding the meeting and the announcements and notifications required to be made in accordance with the provisions of the Capital Markets legislation and the Commercial Code,
2. Regarding the Dividend Distribution Proposal of our Board of Directors; To propose to the General Assembly that the financial statements prepared in accordance with the regulations of the Capital Markets Board ("CMB") and the Legal Records as a result of the activities of our Company in the year 2024, that no dividend be distributed from other distributable resources, including extraordinary reserves, taking into account the working capital needs of the company, and that the loss for the year 2024 in the legal records be taken into account as the loss of previous years,
3. The "Independent Board Member Candidate List" determined by the Corporate Governance Committee within the framework of the Corporate Governance Principles of the Capital Markets Board and submitted to the Board of Directors and applied to the Capital Markets Board for approval was discussed. Accordingly, the candidates for Independent Board Membership within the framework of the Capital Markets legislation;
 - a) Prof. Dr. Recep Bildik (Turkish ID No: xxxxxxxxxxxxxx)
 - b) Dr Rüyâ Eser (TC ID No: xxxxxxxxxxxxxx)

c) Prof. Dr. Ali Ersin Güredin (Turkish ID No: xxxxxxxxxxxxxx)

d) Assoc. Prof. Dr. Ahmet Sera Özbaşar (Turkish ID No: xxxxxxxxxxxxxx)

To disclose their nominations to the public and to propose them to the General Assembly,

4. The report prepared by the Audit Committee regarding the Independent Audit Company was examined. In accordance with the Capital Markets legislation and within the framework of the Turkish Commercial Code No. 6102, MGI Bağımsız Denetim A.Ş., which has passed the preliminary approval of our Audit Committee as the Independent Auditor and Independent Audit Company, to be selected as the Independent Audit Company (Independent Auditor) for a period of 1 year covering the period 01.01.2025 - 31.12.2025 and to be submitted to the approval of the General Assembly,

It was decided unanimously. The meeting was adjourned since there were no other issues to be discussed on the agenda.

KARTONSAN KARTON SANAYİ VE TİCARET ANONİM ŞİRKETİ
2024 ORDINARY GENERAL ASSEMBLY AGENDA DATED 28.03.2025

1. Opening and Organisation of the Meeting Presidency
2. Reading and discussion of the Board of Directors' Annual Report for the 2024 Activity Year
3. Reading and Discussing the Report of the Independent External Audit Firm for the 2024 Activity Year
4. Reading, Discussion and Approval of 2024 Balance Sheet and Income Statement,
5. Release of the Members of the Board of Directors for the Activities of the Company for the Year 2024,
6. Providing information about the donations made during the year and setting an upper limit for donations to be made in 2025,
7. Reading of the Board of Directors' Proposal for Dividend Distribution for the Year 2024 (Proposal for Not Distributing Dividends Due to Losses in Legal Records), Discussion, Approval or Acceptance or Rejection of the Amendment Proposals, if any, on the Proposal,
8. Election and Approval of the Members of the Board of Directors, at least 1/3 of the Total Members of the Company's Board of Directors to be Independent Members in accordance with the Corporate Governance Principles of the Capital Markets Board,
9. Determination of the Remuneration of the Members of the Board of Directors,
10. Informing the General Assembly on the Principles of Remuneration of the Members of the Board of Directors and Senior Executives.
11. Submitting the Independent Auditing Firm Selected by the Board of Directors for the Audit of the Company's Financial Statements and Reports for the Year 2025 in accordance with the Capital Markets Law No. 6362 and the Independent Auditor within the scope of the Turkish Commercial Code No. 6102 to the Approval of the General Assembly,
12. Informing the General Assembly in accordance with the Capital Markets Legislation and Articles 395 and 396 of the Turkish Commercial Code regarding the Transactions of the Shareholders Holding the Management Dominance, Members of the Board of Directors, Senior Executives, their Spouses and Relatives by Blood and Marriage up to the Second Degree that may cause a Conflict of Interest with the Company or its Subsidiaries, and Competition, and Submitting for the Approval of the Said Transactions to the General Assembly. Articles 395 and 396 of the Capital Markets Legislation and the Turkish Commercial Code and Submitting the Authorisation of the Said Transactions to the Approval of the General Assembly.
13. Discussion on Offsetting the Inflation Adjustment Differences of the Shareholders' Equity Items in the Legal Records of the Company against the Previous Years' Losses Resulting from the Inflation Adjustment,
14. Wishes and opinions.

KARTONSAN KARTON SANAYİ VE TİCARET A.Ş. 2024 DIVIDEND DISTRIBUTION TABLE

Considering the provisions of Article 25 of our Articles of Association from the profit of 2024, the profit distribution proposal is shown below. It is submitted for your examination and approval.

1- Paid-in/issued capital		75.000.000,00	
2-General Legal Reserves (According to Legal Records)		15.000.000,00	
If there is a privilege in dividend distribution in accordance with the Articles of Association, information on such privilege		After deducting the legal reserves and 10% of the paid-in capital from the net profit, 5% of the remaining profit is paid to the holders of (Class A) Preferred shares.	
		According to CMB	Legal Records According to (AC)
3.	Profit for the Period	(819.371.228)	(466.337.756,08)
4.	Taxes (-)	167.720.910	-
	Non-controlling Interests	(297.957)	-
5.	Net Profit for the Period (1)	(651.352.361)	(466.337.756,08)
6.	Prior Year Losses (-)	-	-
7.	General Legal Reserves (-)	-	-
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD	(651.352.361)	(466.337.756,08)
9.	Donations made during the year (+)	98.675	
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	Free of charge	0,00	
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12.	Dividend Distributed to Privileged Shareholders	0,00	
13.	Other Dividends Distributed	0,00	
	Members of the Board of Directors	0,00	
	Employees	0,00	
	To Persons Other Than Shareholders	0,00	
14.	Dividends Distributed to Beneficial Shareholders	0,00	
15.	Second Dividend to Shareholders	0,00	
	Cash	0,00	
	Free of charge	0,00	
	Total	0,00	
16.	General Legal Reserves	0,00	
17.	Status Reserves	0,00	
18.	Special Reserves	0,00	
19.	EXTRAORDINARY RESERVE	0,00	0
20.	Other Resources Proposed to be Distributed	0,00	0,00

(1) Net profit (loss) of the Company for the period is TL 651.650.318 (-819.371.228+167.720.910) and since TL 297.957.957 of this amount is attributable to non-controlling interests, net profit (loss) attributable to equity holders of the parent amounting to TL 651.352.361 is taken as basis.

DIVIDEND RATES TABLE

	GROUP	TOTAL DIVIDENDS DISTRIBUTED		TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO 1 TL NOMINAL VALUE SHARE	
		CASH (TL)	FREE OF CHARGE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
GROSS	A	0,00		0,00	0,00	%0.00
	B	0,00		0,00	0,00	%0.00
	TOTAL	0,00				
	GROUP	TOTAL DIVIDENDS DISTRIBUTED		TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO 1 TL NOMINAL VALUE SHARE	
		CASH (TL)	FREE OF CHARGE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	0,00		0,00	0,00	%0.00
	B	0,00		0,00	0,00	%0.00
	TOTAL	0,00				

Class A shares also have the right to benefit from the dividends distributed to Class B shares. In the Dividend Ratios table, the total amount of dividends to be obtained and their ratios are shown.

DIVIDEND DISTRIBUTIONS	Total Gross Dividend	Tax Interruption	Total Net Dividend
- Ordinary Shares	0,00	0,00	0,00
-Preferred (Class A) Shares	0,00	0,00	0,00
-Dividend to the Board of Directors	0,00	0,00	0,00
TOTAL	0,00	0,00	0,00

İLKER CENGİZ

CHAIRMAN OF THE
BOARD OF DIRECTORS

T.R. ID No. xxxxxxxxxxx

ASLI BALKIR

VICE CHAIRMAN OF THE
BOARD OF DIRECTORS

T.R. ID No. xxxxxxxxxxx

SULEYMAN KAYA

VICE CHAIRMAN OF THE
BOARD OF DIRECTORS

T.R. ID No. xxxxxxxxxxx

MEHMET IMREGÜN

MEMBER

T.R. ID No. xxxxxxxxxxx

**HATICE CANAN PAK
IMREGUN**

MEMBER

T.R. ID No. xxxxxxxxxxx

SINAN ERCAN GULCHUR

MEMBER

T.R. ID No. xxxxxxxxxxx

ÜNAL BOZKURT

MEMBER

T.R. ID No. xxxxxxxxxxx

AHMET SERA ÖZBAŞAR

INDEPENDENT MEMBER

T.R. ID No. xxxxxxxxxxx

ALİ ERSİN GÜREDİN

INDEPENDENT MEMBER

T.R. ID No. xxxxxxxxxxx

RÜYA ESER

INDEPENDENT MEMBER

T.R. ID No. xxxxxxxxxxx

RECEP BİLDİK

INDEPENDENT MEMBER

T.R. ID No. xxxxxxxxxxx

ÜMİT ÖZKAN

BOARD MEMBER AND
GENERAL MANAGER

INFORMATION ON THE DISTRIBUTION OF DUTIES AND COMMITTEES OF THE BOARD OF DIRECTORS**Board of Directors**

Name Surname	Title	Outside Partnership Assignments Received	In Group/Out of Group	Start of Term of Office	End of Term of Office	Date of Re-election	New Term of Office
İlker Cengiz	Chairman of the Board of Directors	Board Member and Legal Director	In Group	30.03.2021	09.07.2025	09.07.2024	1 YEAR
Asli Balkir	Vice Chairman of the Board of Directors	Board Membership	In Group	02.08.2001	09.07.2025	09.07.2024	1 YEAR
Süleyman Kaya	Vice Chairman of the Board of Directors	Board Membership	In Group	06.02.2006	09.07.2025	09.07.2024	1 YEAR
Unal Bozkurt	Board Member	Board Membership	In Group	05.10.2000	09.07.2025	09.07.2024	1 YEAR
Sinan Ercan Gülçur	Board Member	Board Membership	In Group	05.10.2000	09.07.2025	09.07.2024	1 YEAR
Mehmet Imregun	Board Member	Board Membership	In Group	21.03.2011	09.07.2025	09.07.2024	1 YEAR
Hatice Canan Pak Imregun	Board Member	Board Membership	In Group	01.10.2012	09.07.2025	09.07.2024	1 YEAR
Umit Ozkan	Board Member and General Manager	Board Membership	In Group	15.08.2024	09.07.2025	15.08.2024	1 YEAR
Recep Bildik	Independent Member of the Board of Directors	Lecturer	Out of Group	31.03.2022	09.07.2025	09.07.2024	1 YEAR
Rüya Eser	Independent Member of the Board of Directors	Lecturer	Out of Group	31.03.2022	09.07.2025	09.07.2024	1 YEAR
Ahmet Sera Ozbasar	Independent Member of the Board of Directors	Lecturer	Out of Group	09.07.2024	09.07.2025	09.07.2024	1 YEAR
Ali Ersin Guredin	Independent Member of the Board of Directors	Lecturer	Out of Group	09.04.2024	09.07.2025	09.07.2024	1 YEAR

Audit Committee

Name Surname	Title	Start of Term of Office	End of Term of Office	Date of Re-election	New Term of Office
Ali Ersin Guredin	Audit Committee Chairman	09.07.2024	09.07.2025	09.07.2024	1 YEAR
Recep Bildik	Audit Committee Member	31.03.2022	09.07.2025	09.07.2024	1 YEAR
Rüya Eser	Audit Committee Member	31.03.2022	09.07.2025	09.07.2024	1 YEAR

Corporate Governance Committee

Name Surname	Title	Start of Term of Office	End of Term of Office	Date of Re-election	New Term of Office
Ahmet Sera Ozbasar	Corporate Governance Committee Chairman	09.07.2024	09.07.2025	09.07.2024	1 YEAR
Unal Bozkurt	Corporate Governance Committee Member	09.07.2024	09.07.2025	09.07.2024	1 YEAR
Recep Bildik	Corporate Governance Committee Member	31.03.2022	09.07.2025	09.07.2024	1 YEAR
Bülent Yılmaz	Corporate Governance Committee Member*	28.03.2014	09.07.2025	09.07.2024	1 YEAR

*Investor Relations Department Manager, not a member of the Board of Directors.

Early Detection of Risk Committee

Name Surname	Title	Start of Term of Office	End of Term of Office	Date of Re-election	New Term of Office
Rüya Eser	Early Detection of Risk Committee Chairman.	31.03.2022	09.07.2025	09.07.2024	1 YEAR
Mehmet Imregun	Early Detection of Risk Committee Member	09.04.2013	09.07.2025	09.07.2024	1 YEAR
Unal Bozkurt	Early Detection of Risk Committee Member	09.07.2024	09.07.2025	09.07.2024	1 YEAR

KARTONSAN KARTON SANAYİ VE TİCARET A.Ş.
YÖNETİM KURULU BAŞKANLIĞI'NDAN
OLAĞAN GENEL KURUL TOPLANTISINA DAVET
İSTANBUL TİCARET SİCİL MEMURLUĞU-TİCARET SİCİL NO 95869/41270-MERSİS NO: 0526005749100010

Şirketimizin 2024 faaliyet yılı Olağan Genel Kurul Toplantısı aşağıda yazılı gündem maddelerini görüşmek üzere 28.03.2025 tarihinde saat 10:30'da ENGİN PAK İŞ MERKEZİ, Prof. Dr. Bülent Tarcan Cad. No:5 Gayrettepe/Beşiktaş/İstanbul/Türkiye adresinde yapılacaktır.

Şirketimiz Sermaye Piyasası Kurulu düzenlemelerine tabi bir Anonim Şirket olduğundan, genel kurula katılmak isteyen ortaklarımız Genel Kurul Toplantısına, fiziki ortamda veya elektronik ortamda bizzat kendileri veya temsilcileri vasıtasıyla katılabileceklerdir. Toplantıya elektronik ortamda katılım, pay sahiplerinin veya temsilcilerinin güvenli elektronik imzaları ile mümkündür. Bu sebeple Elektronik Genel Kurul Sisteminde ("EGKS") işlem yapacak pay sahiplerinin öncelikle güvenli elektronik imza sahibi olmaları ve Merkezi Kayıt Kuruluşu A.Ş. ("MKK") e-MKK Bilgi Portalı'na kaydolmaları gerekmektedir. e-MKK Bilgi Portalı'na kaydolmayan ve güvenli elektronik imzaları bulunmayan pay sahipleri veya temsilcilerinin EGKS üzerinden elektronik ortamda genel kurul toplantısına katılmaları mümkün olmayacaktır.

Toplantıya elektronik ortamda katılmak isteyen pay sahiplerinin veya temsilcilerinin 28 Ağustos 2012 tarih ve 28395 sayılı Resmi Gazete'de yayımlanan "Anonim Şirketlerde Elektronik Ortamda Yapılacak Genel Kurullara İlişkin Yönetmelik", 29 Ağustos 2012 tarih ve 28396 sayılı Resmi Gazetede yayımlanan "Anonim Şirketlerin Genel Kurullarında Uygulanacak Elektronik Genel Kurul Sistemi Hakkında Tebliğ", hükümlerine, Sermaye Piyasası Mevzuatı, Sermaye Piyasası Kurulu Düzenlemeleri ve Merkezi Kayıt Kuruluşu düzenlemelerine uygun olarak yükümlülüklerini yerine getirmeleri gerekmektedir.

Toplantıya vekil vasıtasıyla katılacak pay sahiplerinin, Sermaye Piyasası Kurulu'nun Seri IV No:8 Tebliği'nde öngörülen hususları da yerine getirerek, aşağıdaki örneğe uygun olarak noterce düzenlenmiş vekaletnamelerini ibraz etmeleri gerekmektedir. Sermaye Piyasası Kanunu'nun ilgili maddesi uyarınca kayden izlenen payları tevdi edecek olan pay sahiplerinin, "Anonim Şirketlerin Genel Kurul Toplantılarının Usul ve Esasları İle Bu Toplantılarda Bulunacak Gümrük ve Ticaret Bakanlığı Temsilcileri Hakkında Yönetmelik" hükümleri gereğince, örnekleri yönetmelik ekinde yer alan "Tevdi Olunan Paylara İlişkin Temsil Belgesi" ve "Talimat Bildirim Formu" düzenlenmeleri gerekmektedir.

2024 Yılına ait Bilanço, Gelir Tablosu ile Yönetim Kurulu (Faaliyet Raporu), Bağımsız Denetçi Raporu ve Sermaye Piyasası Mevzuatı çerçevesinde hazırlanacak raporlar ilan ve toplantı günleri hariç olmak üzere genel kurul toplantı tarihinden en az üç hafta (21 Gün) önce Şirket merkezinde ortaklarımızın incelemesine hazır bulundurulacaktır.

Ortaklarımızın yukarıda belirtilen, yer, gün ve saatte toplantıya katılmalarını saygılarımızla rica ederiz.

Sayın Ortaklarımıza duyurulur.

KARTONSAN KARTON SANAYİ VE TİCARET A.Ş.
28.03.2025 TARİHLİ 2024 YILI OLAĞAN GENEL KURUL GÜNDEMİ

1. Açılış ve Toplantı Başkanlığının Teşekkülü
2. 2024 Faaliyet Yılına İlişkin Yönetim Kurulu Faaliyet Raporunun Okunması, Görüşülmesi
3. 2024 Faaliyet Yılına İlişkin Bağımsız Dış Denetleme Kuruluşu Raporunun Okunması, Görüşülmesi
4. 2024 Yılı Bilanço ve Gelir Tablosunun Okunması, Görüşülmesi ve Onaylanması,
5. Yönetim Kurulu Üyelerinin Şirketin 2024 Yılı Faaliyetlerinden Dolayı İbra Edilmeleri,
6. Yıl İçerisinde Yapılan Bağışlar Hakkında Bilgi Verilmesi ve 2025 yılında yapılacak bağışlar için üst sınır belirlenmesi,
7. Yönetim Kurulunun 2024 Yılı Kar Dağıtım Önerisinin (Yasal Kayıtlarda Zarar Oluşması Sebebiyle Kar Dağıtılmamasına İlişkin Teklifinin) Okunması, Öneri Üzerinde Varsa Değişiklik Tekliflerinin Görüşülmesi, Onaylanması veya Değiştirilecek Şekilde Kabulü veya Reddi,
8. Sermaye Piyasası Kurulu'nun Kurumsal Yönetim İlkeleri Gereğince Şirket Yönetim Kuruluna Toplam Üyelerin Asgari 1/3 ü Bağımsız Üye Olmak Üzere Yönetim Kurulu Üyelerinin Seçimi ve Onaylanması,
9. Yönetim Kurulu Üyeleri Ücretlerinin Tespiti,
10. Yönetim Kurulu Üyelerinin ve Üst Düzey Yöneticilerin Ücretlendirme Esasları Hakkında Genel Kurulun Bilgilendirilmesi.
11. Şirketin 2025 Yılı Mali Tablo ve Raporlarının 6362 Sayılı Sermaye Piyasası Kanunu Uyarınca Denetimi İçin Yönetim Kurulu Tarafından Seçilmiş Bulunan Bağımsız Denetleme Kuruluşu ve 6102 sayılı Türk Ticaret Kanunu kapsamında Bağımsız Denetçi olarak Seçilmesinin Genel Kurulun Onayına Sunulması,

KARTONSAN KARTON SANAYİ VE TİCARET A.Ş.
YÖNETİM KURULU BAŞKANLIĞI'NDAN
OLAĞAN GENEL KURUL TOPLANTISINA DAVET
İSTANBUL TİCARET SİCİL MEMURLUĞU-TİCARET SİCİL NO 95869/41270-MERSİS NO: 0526005749100010

12. Yönetim Hâkimiyetini Elinde Bulunduran Pay Sahiplerinin, Yönetim Kurulu Üyelerinin, Üst Düzey Yöneticilerin, Bunların Eş ve İkinci Dereceye Kadar Kan Ve Sihri Yakınlarının, Şirket veya Bağlı Ortaklıkları İle Çıkar Çatışmasına Neden Olabilecek Nitelikte İşlem Yapabilmesi ve Rekabet Edebilmesi Hususları İle İlgili Sermaye Piyasası Mevzuatı ve Türk Ticaret Kanununun 395. ve 396. Maddeleri Uyarınca Genel Kurulun Bilgilendirilmesi ve Söz Konusu İşlemlere İzin Verilmesi Hususunun Genel Kurulun Onayına Sunulması.
13. Şirket Yasal Kayıtlarında Oluşan Öz Sermaye Kalemlerine Ait Enflasyon Düzeltme Farklarının, Enflasyon Düzeltmesi Sonucu Oluşan Geçmiş Yıllar Zararlarına Mahsup Edilmesinin Görüşülmesi
14. Dilek ve görüşler.

KARTONSAN KARTON SANAYİ VE TİCARET A.Ş.
ADRES: Prof. Dr. Bülent Tarcan Cad. Engin Pak İş Merkezi No:5 K:3
34349 Gayrettepe/İstanbul Tel: 0 212 273 20 00 Fax: 0 212 273 21 64

VEKALETNAME
KARTONSAN KARTON SANAYİ VE TİCARET A.Ş.

Kartonsan Karton Sanayi ve Ticaret A.Ş.'nin 28.03.2025 Cuma günü, saat 10:30'da ENGİN PAK İŞ MERKEZİ, Prof. Dr. Bülent Tarcan Cad. No:5 Gayrettepe/Beşiktaş/İstanbul/Türkiye adresinde yapılacak olağan genel kurul toplantısında aşağıda belirttiğim görüşler doğrultusunda beni temsile, oy vermeye, teklifte bulunmaya ve gerekli belgeleri imzalamaya yetkili olmak üzere aşağıda detaylı olarak tanıtilan 'yi vekil tayin ediyorum.

VEKİLİN (*);

Adı Soyadı/Ticaret Unvanı :

TC Kimlik No/Vergi No, Ticaret Sicili ve Numarası ile MERSİS numarası :

(*Yabancı uyruklu vekiller için anılan bilgilerin varsa muadillerinin sunulması zorunludur.

A) TEMSİL YETKİSİNİN KAPSAMI

Aşağıda verilen 1 ve 2 numaralı bölümler için (a), (b) veya (c) şıklarından biri seçilerek temsil yetkisinin kapsamı belirlenmelidir.

1.Genel Kurul Gündeminde Yer Alan Hususlar Hakkında;

- a) Vekil kendi görüşü doğrultusunda oy kullanmaya yetkilidir.
- b) Vekil ortaklık yönetiminin önerileri doğrultusunda oy kullanmaya yetkilidir.
- c) Vekil aşağıda tabloda belirtilen talimatlar doğrultusunda oy kullanmaya yetkilidir.

Talimatlar:

Pay sahibi tarafından (c) şıkkının seçilmesi durumunda, gündem maddesi özelinde talimatlar ilgili genel kurul gündem maddesinin karşısında verilen seçeneklerden birini işaretlemek (kabul veya red) ve red seçeneğinin seçilmesi durumunda varsa genel kurul tutanağına yazılması talep edilen muhalefet şerhini belirtilmek suretiyle verilir.

Gündem Maddeleri	Kabul	Red	Muhalefet Şerhi
1. Açılış ve Toplantı Başkanlığının Teşekkülü			
2. 2024 Faaliyet Yılına İlişkin Yönetim Kurulu Faaliyet Raporunun Okunması, Görüşülmesi,			
3. 2024 Faaliyet Yılına İlişkin Bağımsız Dış Denetleme Kuruluşu Raporunun Okunması, Görüşülmesi,			
4. 2024 Yılı Bilanço ve Gelir Tablosunun Okunması, Görüşülmesi ve Onaylanması,			
5. Yönetim Kurulu Üyelerinin Şirketin 2024 Yılı Faaliyetlerinden Dolayı İbra Edilmeleri,			
6. Yıl içerisinde Yapılan Bağışlar Hakkında Bilgi Verilmesi ve 2025 yılında yapılacak bağışlar için üst sınır belirlenmesi,			
7. Yönetim Kurulunun 2024 Yılı Kar Dağıtım Önerisinin (Yasal Kayıtlarda Zarar Oluşması Sebebiyle Kar Dağıtılmamasına İlişkin Teklifinin) Okunması, Öneri Üzerinde Varsa Değişiklik Tekliflerinin Görüşülmesi, Onaylanması veya Değiştirilecek Şekilde Kabulü veya Reddi			
8. Sermaye Piyasası Kurulu'nun Kurumsal Yönetim İlkeleri Gereğince Şirket Yönetim			

KARTONSAN KARTON SANAYİ VE TİCARET A.Ş.
YÖNETİM KURULU BAŞKANLIĞI'NDAN
OLAĞAN GENEL KURUL TOPLANTISINA DAVET
İSTANBUL TİCARET SİCİL MEMURLUĞU-TİCARET SİCİL NO 95869/41270-MERSİS NO: 0526005749100010

Kuruluna Toplam Üyelerin Asgari 1/3 ü Bağımsız Üye Olmak Üzere Yönetim Kurulu Üyelerinin Seçimi ve Onaylanması,			
9. Yönetim Kurulu Üyeleri Ücretlerinin Tespiti,			
10. Yönetim Kurulu Üyelerinin ve Üst Düzey Yöneticilerin Ücretlendirme Esasları Hakkında Genel Kurulun Bilgilendirilmesi.			
11. Şirketin 2025 Yılı Mali Tablo ve Raporlarının 6362 Sayılı Sermaye Piyasası Kanunu Uyarınca Denetimi İçin Yönetim Kurulu Tarafından Seçilmiş Bulunan Bağımsız Denetleme Kuruluşu ve 6102 sayılı Türk Ticaret Kanunu kapsamında Bağımsız Denetçi olarak Seçilmesinin Genel Kurulun Onayına Sunulması,			
12. Yönetim Hâkimiyetini Elinde Bulunduran Pay Sahiplerinin, Yönetim Kurulu Üyelerinin, Üst Düzey Yöneticilerin, Bunların Eş ve İkinci Dereceye Kadar Kan Ve Sihri Yakınlarının, Şirket veya Bağlı Ortaklıkları İle Çıkar Çatışmasına Neden Olabilecek Nitelikte İşlem Yapabilmesi ve Rekabet Edebilmesi Hususları İle İlgili Sermaye Piyasası Mevzuatı ve Türk Ticaret Kanununun 395. ve 396. Maddeleri Uyarınca Genel Kurulun Bilgilendirilmesi ve Söz Konusu İşlemlere İzin Verilmesi Hususunun Genel Kurulun Onayına Sunulması.			
13. Şirket Yasal Kayıtlarında Oluşan Öz Sermaye Kalemlerine Ait Enflasyon Düzeltme Farklarının, Enflasyon Düzeltmesi Sonucu Oluşan Geçmiş Yıllar Zararlarına Mahsup Edilmesinin Görüşülmesi			
14. Dilek ve görüşler.			

2. Genel Kurul toplantısında ortaya çıkabilecek diğer konulara ve özellikle azlık haklarının kullanılmasına ilişkin özel talimat:

- a) Vekil kendi görüşü doğrultusunda oy kullanmaya yetkilidir.
- b) Vekil bu konularda temsile yetkili değildir.
- c) Vekil aşağıdaki özel talimatlar doğrultusunda oy kullanmaya yetkilidir.

ÖZEL TALİMATLAR; Varsa pay sahibi tarafından vekile verilecek özel talimatlar burada belirtilir.

B) Pay sahibi aşağıdaki seçeneklerden birini seçerek vekilin temsil etmesini istediği payları belirtir.

1. Aşağıda detayı belirtilen paylarımın vekil tarafından temsilini onaylıyorum.

- a) Tertip ve serisi (²):
- b) Numarası/Grubu (³):
- c) Adet-Nominal değeri:
- ç) Oyda imtiyazı olup olmadığı:
- d) Hamiline-Nama yazılı olduğu (²):
- e) Pay sahibinin sahip olduğu toplam paylara/oy haklarına oranı:

2. Genel kurul gününden bir gün önce MKK tarafından hazırlanan genel kurula katılabilecek pay sahiplerine ilişkin listede yer alan paylarımın tümünün vekil tarafından temsilini onaylıyorum.

PAY SAHİBİNİN (¹);

Adı Soyadı veya Ünvanı :
TC Kimlik No/Vergi No, Ticaret Sicili ve Numarası :
ile MERSİS numarası :
Adresi :

İMZASI :

(¹)Yabancı uyruklu pay sahipleri için anılan bilgilerin varsa muadillerinin sunulması zorunludur.

(²)Kayden izlenen paylar için bu bilgiler talep edilmemektedir.

(³)Kayden izlenen paylar için numara yerine varsa gruba ilişkin bilgiye yer verilecektir