



BRİSA BRIDGESTONE SABANCI LASTİK SANAYİ VE TİCARET A.Ş.
2024 ORDINARY GENERAL ASSEMBLY MEETING INFORMATION DOCUMENT

The Company's 2024 Ordinary General Assembly Meeting will be held to discuss the agenda below on **26 March 2025, Wednesday**, at **2.00 PM**, at the address of Sabancı Center, 4. Levent 34330 Beşiktaş-İSTANBUL.

Our shareholders, whose shares are monitored by the Central Securities Depository of Türkiye (MKK) in dematerialized form and who are entitled to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature via the Electronics General Assembly System provided by the Central Securities Depository of Türkiye.

Shareholders could authorize their representatives by using Electronics General Assembly System or by way of filling the proxy form attached to the invitation or the proxy form which is available at the Company headquarters and the Company's website (<http://www.brisa.com.tr>) and notarizing their signature in line with the provisions of the Capital Markets Board's Communiqué numbered II-30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Securities Depository of Türkiye's website (www.mkk.com.tr).

Our shareholders and their representatives, who will be attending the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint-Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 as well as "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint-Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The Financial Statements, The Board of Directors' Annual Report, Independent Audit Reports, Profit Distribution Proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2024 are made available for the shareholders examination at least three weeks before the date of the meeting on the Electronic General Assembly System section of the Central Securities Depository of Türkiye website (www.mkk.com.tr), on the "Investors Relations" section of the Company's website (<http://www.brisa.com.tr>), and on Public Disclosure Platform (www.kap.org.tr), as well as at the above-mentioned address of the Company's headquarters. In addition to the above-mentioned documents, information documents prepared within the framework of Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1 are made available at least three weeks before the date of the meeting on the Company's website (<http://www.brisa.com.tr>).

Our shareholders are respectfully requested to honor the meeting on mentioned day and time.

BRİSA BRIDGESTONE SABANCI LASTİK SANAYİ VE TİCARET A.Ş.
CHAIR OF THE BOARD



BRIDGESTONE SABANCI LASTİK SANAYİ VE TİCARET A.Ş
AGENDA FOR THE ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 26 MARCH 2025, AT 2:00 PM

- 1-** Opening and formation of the Meeting Council,
- 2-** Presentation and discussion of the Board of Directors' Annual Report, covering the activities and the financial results of the year 2024,
- 3-** Presentation of the Auditor's Reports related to the fiscal year 2024,
- 4-** Presentation, discussion and approval of the year 2024 Financial statements,
- 5-** Presenting the assignment of the Board Members who were elected to serve due to vacancy in the board membership within the activity year, to the approval of General Assembly,
- 6-** Release of the Board of Directors for the activities of the Company in 2024,
- 7-** Discussion and resolution of the Board of Directors' proposal in relation with the use of 2024 year profits, distribution and dividend rates of the same,
- 8-** Resolution of the wage and per diem fee and premium rights of Board of Directors,
- 9-** Election of the Auditor,
- 10-** Informing the General Assembly regarding donations and aids made in 2024,
- 11-** Deciding the Company donation limit for the year 2025,
- 12-** Providing the respective permissions to the Board of Directors Chairman and Members for performing the transactions stipulated under the Articles 395 and 396 of the Turkish Commercial Code,
- 13-** Wishes and remarks.

ADDITIONAL INFORMATION AS PER CORPORATE GOVERNANCE PRINCIPLES OF THE CAPITAL MARKETS BOARD OF TÜRKİYE

General statutory information pursuant to the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 and attached Corporate Governance Principles is provided in this section, whereas the information concerning the agenda items are presented under the relevant agenda item below.

1. Information Regarding Shareholding Structure, Shares Representing Capital and Voting Rights

The registered capital ceiling of the Company is 750,000,000,- (SevenHundredFiftyMillion) TL. It has been divided into 75,000,000,000 units of shares, each having a nominal value of 1 kr (One Kurush). The permission by the Capital Markets Board for the registered capital ceiling is applicable between the years of 2023-2027 (5 years).

The issued capital of the Company is 305,116,875.- (Three hundred and five million and one hundred and sixteen thousand and eight hundred and seventy-five) TL and it is fully paid up. It has been divided into 30,511,687,500 units of registered shares, each having a nominal value of 1 kr (One Kr).

The shares are divided into seven classes, such as (A), (B), (C), (D), (E), (F) and (G) as listed below. In case of increase of the issued capital, new shares shall be issued for each class of shares in proportion with their share ratios in the issued capital.

Share Classes	Number of Shares	Issued Capital Amount (TL)
A	6,865,129,687.50	68,651,296.875
B	762,792,187.50	7,627,921.875
C	762,792,187.50	7,627,921.875
D	762,792,187.50	7,627,921.875
E	10,679,090,625.00	106,790,906.250
F	3,059,101,102.00	30,591,011.020
G	7,619,989,523.00	76,199,895.230
Total	30,511,687,500.00	305,116,875.000

According to Article 21 of the Articles of Association, at the General Assembly meetings, the shareholders use their voting rights in proportion with the total nominal value of their shares and there are no privileged shares. On the other hand, according to Article 10 of the Articles of Association, above-mentioned share classes have the privilege to nominate Board of Directors.



The shareholding structure of our Company holding more than 10% of the capital is represented in the table below:

Title/Name-Surname	Share in Capital (TL)	Ratio in Capital (%)	Voting Right Ratio (%)
Hacı Ömer Sabancı Holding A.Ş.	133,111,388	43.63%	43.63%
Bridgestone Corporation	133,111,388	43.63%	43.63%
Other	38,894,099	12.74%	12.74%
Total	305,116,875	100.00%	100.00%

2. Information Regarding Material Changes Affecting the Activities of Brisa and Its Subsidiary

There has not been any material change that took place in 2024, and no material change is contemplated for the forthcoming periods with regard to the management and activities of Brisa and its subsidiary.

3. Information Regarding Requests for Placing Agenda Item

There has not been any request for placing an agenda item to be discussed on the 2024 Ordinary General Assembly of Brisa, neither from shareholders nor Capital Markets Board and other public institutions and authorities.

ORDINARY GENERAL ASSEMBLY MEETING DATED 26 MARCH 2025
EXPLANATIONS REGARDING AGENDA ITEMS

1) Opening and Formation of the Meeting Council

Chairperson that governs the General Assembly meeting, Vote Collector and Secretary shall be elected within the framework of the provisions of Turkish Commercial Code No. 6102, the Regulation of the Ministry of Customs and Commerce Regarding Principles and Procedures of General Assembly Meetings of Joint-Stock Companies and Representatives of the Ministry to be Present in these Meetings (Regulation), the Articles of Association, and Internal Directive of the General Assembly of the Company.

2) Presentation and Discussion of the Board of Directors' Annual Report, Covering the Activities and the Financial Results of the Year 2024

The Board of Directors' 2024 Annual Report, which is available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Securities Depository of Türkiye, and the Company website (<http://www.brisa.com.tr>) three weeks before the General Assembly meeting will be presented to the opinions and discussions of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, Internal Directive of the General Assembly, and the Capital Market Law.

3) Presentation of the Auditor's Reports Related to the Fiscal Year 2024

The Auditor's Reports for the year 2024, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Securities Depository of Türkiye, and the Company website (<http://www.brisa.com.tr>) three weeks before the General Assembly meeting will be presented to the opinions of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, Internal Directive of the General Assembly, and the Capital Market Law.

4) Presentation, Discussion and Approval of the year 2024 Financial Statements

The Financial Statements for the year 2024, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Securities Depository of Türkiye, and the Company website (<http://www.brisa.com.tr>) three weeks before the General Assembly meeting will be presented to the opinions and approvals of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, Internal Directive of the General Assembly, and the Capital Market Law.

5) Presenting the Assignment of the Board Members Who Were Elected to Serve Due to Vacancy in the Board Membership Within the Activity Year, to the Approval of General Assembly

In accordance with the Board of Directors decision dated 22 August 2024 and numbered 2024/20, it has been resolved to accept resignation of Board Member Frederic Jean Hubert

Cecile Hendrickx and to appoint Arianna Antonella as Board Member to be submitted to the approval of the first General Assembly to be held in accordance with the article 363 of the Turkish Commercial Code.

In accordance with the Board of Directors decision dated 26 February 2025 and numbered 2025/10, it has been resolved to accept resignation of Board Member Mete Ekin and to appoint Jacques Johannes Fourie as Board Member to be submitted to the approval of the first General Assembly to be held in accordance with the article 363 of the Turkish Commercial Code.

6) Release of the Board of Directors for the Activities of the Company in 2024

Release of the Members of the Board of Directors with regard to the 2024 activities will be presented to the approvals of our shareholders in accordance with the provisions of Turkish Commercial Code, the Regulation, Internal Directive of the General Assembly, and the Capital Market Law.

7) Discussion and Resolution of the Board of Directors' Proposal in relation with the Use of 2024 Year Profits, Distribution and Dividend Rates of the Same

The Profit Distribution Proposal of the Board of Directors is presented in ANNEX-1, which was based on the financial statements for the accounting period between 01.01.2024-31.12.2024 that was prepared in compliance with the Turkish Accounting Standards/Turkish Financial Reporting Standards, Capital Markets Board's Communiqué on Principles of Financial Reporting in Capital Markets No. II-14.1 and related regulation, and that was audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte) and which was prepared according to capital requirements, investment and financing policies, profitability and cash position of our Company, will be presented to the opinions and approvals of the General Assembly.

8) Resolution of the Wage and Per Diem Fee and Premium Rights of Board of Directors

As per the Capital Markets Board's mandatory Corporate Governance Principle numbered 4.6.2., Remuneration Policy for the Members of the Board and top management has been presented at the 2011 Ordinary General Assembly Meeting dated 18 April 2012 to the opinions of our shareholders and published on the corporate website. In this context, the monthly remuneration for each member of the Board of Directors during their term of office will be determined by submitting it to the opinions and approvals of our shareholders at the General Assembly.

9) Election of the Auditor

Upon the recommendation of the Audit Committee, the Board of Directors have resolved, in line with the regulations of the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, to submit the election of **DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte)** as to perform the auditing of the financial reports of our Company in the fiscal period 2025 and to realize other acts under the coverage of related regulations of

the aforementioned Laws and as well as to perform assurance audit to the sustainability report of our Company in the fiscal periods 2024 and 2025 in accordance with the Turkish Commercial Code No. 6102, the relevant provisions of the Decree Law No. 660 and other relevant legislation. This proposal will be presented to the approval of the General Assembly.

10) Informing the General Assembly regarding Donations and Aids Made in 2024

The information regarding the donations made during the year must be submitted to the General Assembly in accordance with Article 6 of the Capital Markets Board's Communiqué on Dividends No. II-19.1 and Article 1.3.10. of the Corporate Governance Principles attached to the Communiqué on Corporate Governance No II-17.1. In 2024, the amount of donations made was 1,914,317 TL; of which the beneficiaries are given in the table below. This agenda item is for the purpose of informing the General Assembly only, and not subject to approval.

Donations in 2024/Beneficiary	Amount - TL
Ogem-Vak Foundation	900,000
Vaksa Hacı Ömer Sabancı Foundation	200,000
Sabancı University	169,947
Hamit-Fatma Atay Autism, Disability Life, Care, Rehabilitation and Family Counselling Centre	162,167
Sabancı Hatay Incubation Center	93,900
Darüşşafaka Society	54,000
Kocaeli Provincial Directorate of Labor and Employment	50,000
Kocaelispor Club Association	50,000
Life Without Cancer Association	49,509
Kocaeli Provincial Disaster and Emergency Management Authority	40,549
Habitat Association	38,000
Brisa Employees Education Support Association	32,500
Turkish Education Foundation	8,250
Koruncuk Foundation	5,131
İstanbul Atatürk High School of Science	2,500
Other	57,863
Total	1,914,317

11) Deciding the Company Donation Limit for the Year 2025

According to Article 19.5 of the Capital Market Law numbered 6362, the upper limit of the donations to be made in 2025 will be submitted to the approval of the General Assembly. As per the Board of Directors' resolution dated 26 February 2025 and numbered 2025/09, it has been resolved to propose the upper limit of the donations to be made in 2025 as 3% of the commercial profit in 2025.

12) Providing the Respective Permissions to the Board of Directors Chairman and Members for Performing the Transactions Stipulated under the Articles 395 and 396 of the Turkish Commercial Code

The members of our Board of Directors may do business as stipulated in the first subsection of Article 395 titled "Ban to Enter into Business with the Company and Borrowing" and Article

396 titled “Competition Ban” of the Turkish Commercial Code, provided that the permission of the General Assembly is obtained. In order to fulfill the necessities of the regulation, the granting of the permission shall be presented to our shareholders’ approval at the General Assembly meeting.

13) Wishes and Remarks

The floor will be given to participants for their wishes and desires and the meeting will be closed.

ANNEX-1

PROFIT DISTRIBUTION PROPOSAL

1.	Paid-In / Issued Capital		305,116,875.00
2.	Total Legal Reserves (According to Legal Records)		3,085,868,149.54
If there is a privilege in dividend distribution in accordance with the Articles of Association, information on such privilege			None
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	2,134,981,636.00	1,711,211,714.66
4.	Taxes Payable (-)	-621,928,052.00	-43,056,910.42
5.	Net Current Period Profit (=)	1,518,775,313.00	1,668,154,804.24
6.	Losses in Previous Years (-)	-	-
7.	Primary Legal Reserve (-)	-	-
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	1,518,775,313.00	1,668,154,804.24
9.	Donations Made During The Year (+)	1,914,316.73	
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	1,520,689,629.73	
11.	First Dividend to Shareholders	15,255,843.75	
	-Cash	15,255,843.75	
	-Bonus Issues	-	
	-Total	15,255,843.75	
12.	Dividend Distributed to Owners of Privileged Shares	-	
14.	Dividend to Owners of Usufruct	106,749,081.80	
15.	Second Dividend to Shareholders	634,521,053.25	
16.	Secondary Legal Reserves	74,127,013.51	
17.	Statutory Reserves	-	-
18.	Special Reserves	-	-
19.	EXTRAORDINARY RESERVES	688,122,320.70	837,501,811.94
20.	Other Distributable Resources	-	-
	- Profit of the Previous Year	-	-
	- Extraordinary Reserves	-	-
	- Other	-	-



DIVIDEND TO SHAREHOLDERS (TL)					
	DIVIDEND TO SHAREHOLDERS		DIVIDEND TO SHAREHOLDERS / NET DISTRIBUTABLE PROFIT	DIVIDEND PER 1 TL NOMINAL SHARE	
	CASH (TL)	BONUS ISSUES (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
GROSS	649,776,897.00	-	42.78	2.12960	212.960
NET*	552,310,362.45	-	36.37	1.81016	181.016

**Net calculation is based on the assumption of 15% income tax withholding. Withholding tax will be withheld at a rate varying according to the legal status of the shareholders and related double taxation avoidance agreements.*