

GENERAL ASSEMBLY OF YÜNSA WOOLEN INDUSTRY AND TRADE CORPORATION
ON WORKING PRINCIPLES AND PROCEDURES
INTERNAL DIRECTIVE

PART I.

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 Yünsa Yünlü Sanayi ve Ticaret Anonim Şirketi within the framework of the provisions of the Law, Capital Markets Law, relevant legislation and the Articles of Association. This Internal Directive covers all ordinary and extraordinary General Assembly meetings of Yünsa Yünlü 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 Ministry Representatives 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 that is interrupted for rest, meal breaks and similar reasons,
 - d) Meeting: Ordinary and Extraordinary General Assembly Meetings,
 - e) Meeting Presidency: 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 appointed by the Chairman of the Meeting and the Vote Collector if deemed necessary by the Chairman of the Meeting,
- refers to.

PART II

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, Capital Markets Law, relevant legislation and the Articles of Association regarding the General Assembly.

ENTRANCE TO THE MEETING PLACE AND PREPARATIONS

Article 5

(1) Shareholders registered in the list of attendees prepared by the Board of Directors by taking into consideration the list of shareholders provided by Merkezi Kayıt Kuruluşu Anonim Şirketi or their representatives authorized within the framework of the regulations of the Capital Markets Board regarding voting by proxy, Members of the Board of Directors, Candidates for Members of the Board of Directors, Auditor, Ministry Representative, persons to be elected or assigned to the Presidency of the Meeting, certified users who will use the Electronic General Assembly System and technical persons who will intervene in this system when necessary, other executives and employees of the Company, company personnel assigned in the formation of the list of attendees, guests and members of the press may enter the meeting place.

(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 shall be required to show their identity cards, the representatives of the real person shareholders shall be required to show their identity cards together with their representation documents, and the representatives of the legal person shareholders shall be required to present their authorization documents and sign the places indicated for them in the list of attendees in this way. Such control procedures shall be performed by the Board of Directors or by one or more Board Members 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 or by the person or persons assigned by the Board of Directors.

Without prejudice to the provisions of the legislation regarding the electronic general assembly system, the meeting may be audio and video recorded.

OPENING OF THE MEETING

Article 6

(1) The meeting shall be opened simultaneously in physical and electronic media 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 Company's head office is located, at another place within the borders of the province where the head office is located upon the decision of the Board of Directors, or at the places where the

Company's industrial facility is located, at the previously announced time, upon the determination by a minute that the quorums specified in Articles 418 and 421 of the Law have been met.

FORMATION OF THE MEETING CHAIRMANSHIP

Article 7

(1) The General Assembly meetings shall be chaired by a Chairman elected by the General Assembly, who need not be a shareholder.

(2) At least one minute clerk and, if deemed necessary, a vote collector shall be assigned by the Chairman. In addition, experts may be assigned by the chairman of the meeting to use the electronic general assembly system at the time of the meeting.

(3) The chairman of the meeting is authorized 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, Capital Markets Law, Articles of Association and provisions of this Internal Directive while managing the General Assembly Meeting.

DUTIES AND POWERS OF THE MEETING CHAIRMAN

Article 8

(1) The Meeting Presidency, under the direction of the Chairman, shall fulfill the following duties:

a) To examine whether the meeting is held at the address indicated in the announcement and, if specified in the articles of association, whether the meeting place is in compliance therewith,

b) To examine whether the General Assembly has been called for the meeting by means of an announcement published on the Company's website, Public Disclosure Platform, other places designated by the Board and in the Turkish Trade Registry Gazette, as set forth in the Articles of Association, and whether this announcement has been made at least three weeks prior to 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 authorized 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) The Articles of Association including the amendments, if any, the Share Book, the Annual Report of the Board of Directors, the Auditors' Reports, the financial statements, the agenda, the draft amendment prepared by the Board of Directors if there is an amendment to the Articles of Association on the agenda, the permission letter received from the Ministry of Trade and the Capital Markets Board regarding the amendment to the Articles of Association and the attached draft amendment, To determine whether the list of attendees prepared by the Board of Directors by taking into consideration the list of shareholders provided by the Central Registry Agency Inc. from the Central Registry Agency, the minutes of the previous meeting if the General Assembly is convened 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 the persons 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 Managing Directors, at least one Board Member and the Auditor are present at the meeting and to indicate this in the minutes of the meeting.

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 and Capital Markets Legislation, to ensure the order of the meeting, and to take the necessary measures for this purpose.

h) To open and close meetings and sessions and to close the meeting.

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

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

k) 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, Capital Markets Legislation and the Articles of Association.

l) Pursuant to Article 436 of the Law, to prevent those deprived of voting rights from voting in the decisions referred to in the said article.

m) 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.

n) 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 favor and against the decisions taken at the meeting in the minutes of the meeting in a way that leaves no room for any doubt.

o) To deliver the minutes of the meeting, the Annual Report of the Board of Directors, the Auditors' Reports, the Financial Statements, the list of those present, the agenda, the motions, the 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.

ACTIONS TO BE TAKEN BEFORE DISCUSSING 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 with the decision of the majority of the votes present at the meeting.

AGENDA AND DISCUSSION OF AGENDA ITEMS

Article 10

(1) The following issues must be included in the agenda of the Ordinary General Assembly:

- a) Opening and formation of the Meeting Chairmanship.
- b) Discussion of the Annual Report of the Board of Directors, Auditors' reports in companies subject to audit and Financial Statements.
- c) Release of the Members of the Board of Directors and Auditors, if any.
- d) Election of the Board Members and Auditors whose terms have expired.
- e) Determination of the remuneration of the Members of the Board of Directors and their rights such as attendance fees, bonuses and premiums.
- f) Determination of the utilization and distribution of profits and dividend rates.
- g) Discussion of amendments to the Articles of Association, if any.
- h) Other issues deemed necessary.

(2) The agenda of the Extraordinary General Assembly Meeting shall consist of the reasons requiring the convening of the meeting.

(3) Subjects not included in the agenda of the meeting cannot be discussed and resolved, with the exceptions stated below:

- a) If all shareholders are present, an item may 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.
- d) Even if there is no item on the agenda, in the presence of justifiable reasons such as corruption, incompetence, breach of loyalty obligation, difficulty in the performance of duties due to membership in many companies, incompatibility, abuse of influence, the dismissal of Board Members and election of new ones shall be included in the agenda by majority vote of those present at the General Assembly.

(4) Agenda items that have been discussed and resolved at the General Assembly may not be discussed and resolved again unless decided 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 or the Board to be discussed at the General Assembly of the Company shall be included in the agenda.

(6) The agenda shall be determined by the person calling the General Assembly to the meeting.

TAKING THE FLOOR 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 Meeting Chairmanship. The Chairmanship shall announce the persons who will take the floor to the General Assembly and give the floor 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 delivered may continue his/her speech when his/her speaking time has expired, only if the first person to speak after him/her has been given the right to speak, provided that he/she completes his/her speech within that person's speaking time. 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 number and importance of the matters to be discussed and the number of those who wish to take the floor. In such cases, the General Assembly shall first decide whether or not it is necessary to limit the speaking time and then decide on the duration 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 suggestions by the shareholders or their representatives attending the General Assembly electronically.

VOTING AND VOTING PROCEDURE

Article 12

(1) Before voting begins, the Chairman of the Meeting shall explain the matter to be voted on to the General Assembly. If a draft resolution is to be voted on, this shall be stated in writing and read out, after which voting shall commence. After the announcement that the voting will proceed, only a procedural question may be asked. In the meantime, if there is a shareholder who has not been given the floor despite his/her request, he/she may 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 regarding the matters discussed at the meeting shall be cast by raising hands and/or by electronic participation. 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 vote counting. Those who do not raise their hands and those who do not vote electronically shall be deemed to have cast a "reject" vote and such votes shall be deemed to have been cast against the relevant resolution in the evaluation. However, if the shareholders holding one tenth of the issued capital so request, it is obligatory to resort to written or secret ballot.

(3) Pursuant to Article 1527 of the Law, the procedures and principles set forth in the aforementioned article and sub-regulations shall apply with respect to the voting of the shareholders or their representatives attending the General Assembly electronically.

PREPARATION OF THE MEETING MINUTES

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 summary of the questions asked and answers given at the General Assembly, the resolutions adopted and the number of affirmative and negative votes cast for each resolution are clearly indicated in the minutes and that the minutes are prepared in accordance with the principles set forth in the Law and the relevant legislation.

(2) The minutes of the General Assembly 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 a computer, there must be a printer at the meeting place to enable printouts to be taken.

(3) The minutes shall be prepared in at least two copies and each page of the minutes shall be signed by the Meeting Presidency and the Ministry Representative.

(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 Ministry Representative, date and number of the appointment letter, and if the meeting is held with an announcement, how the invitation is made.

(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 leave no room for any doubt.

(6) The names, surnames and reasons for dissent of those who voted against the decisions taken at the meeting and who wish to have this dissent 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 chairmanship of the meeting and the Ministry Representative.

ACTIONS TO BE TAKEN AT THE END OF THE MEETING

Article 14

(1) At the end of the meeting, the Meeting Chairman shall deliver a copy of the minutes and all other documents related to the General Assembly to one of the Board Members present at the meeting. This situation shall be determined by a separate minute to be prepared between the parties.

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

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

(4) The chairman of the meeting shall also deliver a copy of the list of attendants, agenda and minutes of the general assembly meeting to the Ministry Representative.

ATTENDING THE MEETING ELECTRONICALLY

Article 15

(1) The procedures to be fulfilled by the Board of Directors and the chairmanship of the meeting for the General Assembly Meeting to be held electronically pursuant to Article 1527 of the Law shall be performed by taking into consideration Article 1527 of the Law and the relevant legislation.

SECTION III.

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 Ministry Representatives to be present in these Meetings regarding the request for a Ministry Representative and the duties and powers of such representative are reserved.

(2) The provisions of the Regulation referred to 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 the event that a situation not stipulated in this Internal Directive is encountered during the meetings, the General Assembly shall act in accordance with the decision to be taken by the General Assembly.

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 Yünsa Yünlü Sanayi ve Ticaret Anonim Şirketi. Amendments to the Internal Directive shall be subject to the same procedure.

ENFORCEMENT OF THE INTERNAL DIRECTIVE

Article 19

(1) This Internal Directive has been adopted at the General Assembly meeting of Yünsa Yünlü Sanayi ve Ticaret Anonim Şirketi dated May 24, 2024 and enters into force on the date of its publication in the Turkish Trade Registry Gazette.