

## **KUZEY BORU A.Ş.**

### **FROM THE PRESIDENCY OF THE BOARD OF DIRECTORS**

#### **INVITATION TO THE ORDINARY GENERAL BOARD MEETING DATED 21 MAY 2026**

The Ordinary General Board of Directors Meeting of our Company for the 2025 operating year will be held on Thursday, May 21, 2026, at 14:00, at the Company Headquarters at Kırımlı Organize Sanayi Bolgesi Mahallesi Mehmetçik Bulvarı No:2 Merkez/Aksaray, and the following topic of the day items will be discussed.

Shareholders of our company will be able to attend the Ordinary General Board Meeting in person or through their representatives, either physically or electronically.

Participating in the meeting electronically; Central Registry Agency Inc. It will be held through the Electronic General Board System ("e-GKS") provided by ("MKK"). Shareholders who will transact on e-GKS must first register with MKK's Investor Information Center and also have a secure electronic signature or mobile signature. Shareholders or their representatives who wish to participate in the meeting electronically are required to comply with the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395 and the "On General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396. They must fulfill their obligations in accordance with the provisions of the "Communiqué on the Electronic General Board System to be Applied".

Shareholders who will attend the general Board electronically via the Electronic General Board System can obtain information about the procedures and principles regarding participation, appointment of representatives, making suggestions, expressing opinions and voting from MKK's website (<https://egk.mkk.com.tr>).

Participate physically in the General Board meeting;

- Identities of real person shareholders,
- Legal entity shareholders, identities and authorization documents of the persons authorized to represent and bind the legal entity,
- Representatives of real and legal persons, identity documents and representation documents,
- Representatives authorized through the Electronic General Board System must submit their identities.

They can participate by presenting and signing the list of those present.

Shareholders who will attend the meeting by proxy are required to fulfill the requirements set out in the Capital Markets Board's Communiqué on Proxy Voting and Proxy Collection No. II-30.1, and submit their notarized power of attorney in accordance with the example below. The power of attorney sample in question is also available at our Company headquarters and in the "Investor Relations" section of the Company's corporate website. Powers of attorney that do not comply with the sample power of attorney attached to the General Board Invitation Announcement, which is required by the Capital Markets Board within the framework of the above Communiqué, will not be accepted at the general assembly.

The proposal of the Board of Directors regarding the Management and Independent Auditing Firm Reports, Financial Statements and Profit Distribution of our Company for the 2025 Activity Year can be made at least three weeks before the General Board meeting date, from the Electronic General Board System, on the website [kuzeyboruyatirimciiliskileri.com](http://kuzeyboruyatirimciiliskileri.com) and on the website [www.kuzeyboru.com.tr](http://www.kuzeyboru.com.tr). It will be accessible from the "Investor Relations" page and will also be available for inspection by the partners at the Company Headquarters.

At the Ordinary General Board Meeting, open voting by show of hands will be used, provided that the provisions of electronic voting are reserved for voting on the topic of the day items.

All rights and stakeholders, as well as press and media organs, are invited to our General Board meeting.

It is submitted for the information of our esteemed shareholders. BOARD OF DIRECTORS

## **AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF KUZEY BORU ANONİM ŞİRKETİ DATED MAY 21, 2026**

1. Opening and election of the Meeting Chairmanship
2. Reading and discussion of the Board of Directors' activity report for the year 2025
3. Reading of the independent audit report for the year 2025
4. Reading, discussion, and approval of the financial statements for the year 2025
5. Individual release of the members of the Board of Directors from their activities for the year 2025
6. Discussion, acceptance, acceptance with amendments, or rejection of the Board of Directors' proposal regarding the distribution of profits for the year 2025
7. Determination and resolution of the remuneration and all financial rights such as attendance fees for the members of the Board of Directors
8. Approval of the Independent Audit Firm to be appointed by the Board of Directors for the fiscal year 2026, in accordance with the Communiqué on Independent Auditing Standards in Capital Markets issued by the Capital Markets Board and the Turkish Commercial Code
9. Submission for approval of the Board of Directors' proposal regarding the appointment of a Sustainability Auditor within the framework of the Turkish Commercial Code, the Sustainability Audit Regulation, and related legislative regulations
10. Providing information on donations and aids made in 2025 and determining the upper limit for donations and aids for 2026
11. Granting permission, within the scope of Articles 395 and 396 of the Turkish Commercial Code, to shareholders who have management control, members of the Board of Directors, senior executives, and their spouses and relatives up to the second degree by blood or marriage
12. Providing information to the shareholders regarding the transactions specified within the framework of Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board
13. Providing information, in accordance with the regulations of the Capital Markets Board, about the guarantees, pledges, mortgages, and sureties given by the Company in favor of third parties in 2025, as well as the income and benefits obtained from them

### **LETTER OF ATTORNEY**

#### **KUZEY BORU A.Ş. TO THE PRESIDENCY OF THE BOARD OF DIRECTORS**

In line with the views I have stated below, you are welcome to represent me and vote at the 2025 Ordinary General Board Meeting of Kuzey Boru A.Ş., which will be held on Thursday, May 21, 2026, at 14:00, at the address of Kırımlı Organize Sanayi Bolgesi Mahallesi Mehmetçik Bulvarı No:2 Merkez Aksaray Turkey. , authorized to make an offer and sign the necessary documents, as described in detail below.  
..... I appoint ..... as my representative.

#### **Attorney's (\*);**

Name Surname/Trade Name:

T.R. Identity Number/Tax Number, Trade Registry and Number and MERSİS number:

(\* ) For foreign representatives, it is mandatory to submit equivalent information, if any.

#### **A) Scope of Representation Authority**

For sections 1 and 2 given below, the scope of the representation authority must be determined by choosing one of the options (a), (b) or (c).

#### **1.About the Issues on the topic of the General Assembly;**

- a) The proxy is authorized to vote in line with his own opinion.
- b) The proxy is authorized to vote in line with the recommendations of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions set out in the table below.

**Instructions:**

If option (c) is selected by the shareholder, instructions specific to the topic item are given by marking one of the options given opposite the relevant general Board topic item (acceptance or rejection) and in case the rejection option is selected, the dissenting opinion requested to be written in the general Board minutes, if any, is given.

Topic of the day Articles (*)	Accept	Rejection Rejection	Dissenting Comment
1. Opening and election of the Meeting Chairmanship			
2. Reading and discussion of the Board of Directors' activity report for the year 2025			
3. Reading of the independent audit report for the year 2025			
4. Reading, discussion, and approval of the financial statements for the year 2025			
5. Individual release of the members of the Board of Directors from their activities for the year 2025			
6. Discussion, acceptance, acceptance with amendments, or rejection of the Board of Directors' proposal regarding the distribution of profits for the year 2025			
7. Determination and resolution of the remuneration and all financial rights such as attendance fees for the members of the Board of Directors			
8. Approval of the Independent Audit Firm to be appointed by the Board of Directors for the fiscal year 2026, in accordance with the Communiqué on Independent Auditing Standards in Capital Markets issued by the Capital Markets Board and the Turkish Commercial Code			
9. Submission for approval of the Board of Directors' proposal regarding the appointment of a Sustainability Auditor within the framework of the Turkish Commercial Code, the Sustainability Audit Regulation, and related legislative regulations			
10. Providing information on donations and aids made in 2025 and determining the upper limit for donations and aids for 2026			
11. Granting permission, within the scope of Articles 395 and 396 of the Turkish Commercial Code, to shareholders who have management control, members of the Board of Directors, senior executives, and their spouses and relatives up to the second degree by blood or marriage			
12. Providing information to the shareholders regarding the transactions specified within the framework of Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board			
13. Providing information, in accordance with the regulations of the Capital Markets Board, about the guarantees, pledges, mortgages, and sureties given by the Company in favor of third parties in 2025, as well as the income and benefits obtained from them			

\* There is no voting on informational items.

**2. Special instructions regarding other issues that may arise at the General Board meeting and especially regarding the exercise of minority rights:**

- a) The proxy is authorized to vote in line with his own opinion.
- b) The attorney is not authorized to represent on these matters.
- c) The proxy is authorized to vote in accordance with the special instructions below.

Special Instructions; Special instructions, if any, to be given by the shareholder to the proxy are stated here.

**B) The shareholder indicates the shares he wants the proxy to represent by choosing one of the options below.**

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

- a) Quantity-Nominal value:
- b) Whether there is a voting privilege or not:
- c) Ratio of shareholder to total shares/voting rights:

**2. I approve the representation by proxy of all my shares in the list of shareholders who can attend the general board of directors prepared by MKK one day before the general board of directors day.**

**SHAREHOLDER:**

Name Surname/Trade Name (\*):

TR Identity Number/Tax Number, Trade Registry and Number and MERSİS number:

Address:

(\* ) For foreign shareholders, it is mandatory to submit equivalent information, if any.

Signature: