

## DOĞANLAR MOBİLYA GRUBU İMALAT SANAYİ VE TİCARET ANONİM ŞİRKETİ

### INFORMATION DOCUMENT OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 28 JUNE 2024

To discuss and resolve the following agenda, the Ordinary General Assembly will be convened on Friday June 28, 2024, at 10:30 a.m. at İdealtepe Mahallesi Rıfki Tongsir Caddesi No:107 Maltepe/İstanbul.

The Board of Directors Annual Report for the 2023 accounting period, Corporate Governance Principles Compliance Report, Corporate Governance Information Form, Financial Statements, Independent Audit Report, Proposal on Dividend Distribution, General Assembly Information Document, Proxy Form and other relevant documents pertaining to our Company that must be submitted to the inspection of the shareholders prior to the general assembly as per the legislation will be available for review by our Shareholders within the legal three-week period prior to the meeting, excluding the meeting and announcement days at the Company address in at İdealtepe Mahallesi Rıfki Tongsir Caddesi No:107 Maltepe/İstanbul, on our company's website [www.doganlarmobilyagrubu.com](http://www.doganlarmobilyagrubu.com) and the Electronic General Meeting System ("e-GKS") system.

Shareholders who will not attend the meeting in person, to be able to use their voting rights through a proxy, must submit their notarized proxy form to our company in accordance with the sample attached and the regulations of the Communiqué on Voting by Proxy and Proxy Solicitation (II-30.1) of the Capital Markets Board. You can obtain a proxy form from our company headquarters or website [www.doganlarmobilyagrubu.com](http://www.doganlarmobilyagrubu.com). A proxy appointed via the Electronic General Meeting System ("e-GKS") can attend the General Meeting both in person or via the e-GKS without submitting any other proxy document. A proxy who wishes to attend the meeting in person, regardless of whether they have been appointed by a notarized proxy form or authorized via the e-GKS, must present an ID card to be able to participate in the meeting.

The Ordinary General Assembly Meeting will be open to stakeholders and the public without the right to speak. To electronically attend the Ordinary General Assembly, our shareholders or their representatives must fulfill the relevant obligations as per the "Communiqué on the Electronic General Assemblies of Joint Stock Companies" published in Official Gazette No. 28395 on August 28, 2012, and the "Communiqué on the Use of Electronic General Assembly System to be Implemented at the General Assemblies of Joint Stock Companies" published in Official Gazette No. 28396 on August 29, 2012. For more information on the regulations, please contact the MKK or visit [www.mkk.com.tr](http://www.mkk.com.tr)

As per the Turkish Commercial Code and the Capital Markets Law, shareholders who want to participate in the Ordinary General Assembly are not required to deposit their shares in an institution. To attend to the General Assembly, our shareholders must fulfill the procedures publicly disclosed by the MKK. Only the shareholders whose names are in the list of attendees, which is based on the "list of shareholders" provided by the MKK, can attend the General Assembly. The list of attendees will be used to verify the shareholders or proxies coming to the conference hall to participate in the Ordinary General Assembly.

Respectfully submitted to our esteemed shareholder.

## ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

Of the additional explanations required under the “Corporate Governance Communiqué” numbered II-17.1 of the Capital Market Board (CMB), those related to the agenda items are provided in the relevant item below, and other mandatory general explanations are presented for your information in this section:

### 1. Shareholding Structure and Voting Rights:

In the Company Articles of Association, there is no privilege for the exercise of voting rights. Each share equals one voting right. The total number of shares and votes reflecting the shareholding structure of our Company as of the announcement of this information document is presented below:

#### Doğanlar Mobilya Grubu İmalat Sanayi ve Ticaret Anonim Şirketi Shareholding Structure (03.06.2024)

Shareholder	Share amount (TRY)	Share Percentage (%)	Voting Rights (TRY)	Voting Right Percentage (%)
Doğanlar Yatırım Holding A.Ş.	174.569.552,79	49,88	174.569.552,79	49,88
Other Shareholders	175.430.447,21	50,12	175.430.447,21	50,12
<b>Total Issued Capital</b>	<b>350.000.000,00</b>	<b>100,00</b>	<b>350.000.000,00</b>	<b>100,00</b>

### 2. Information on the Changes in the Management and Activities of Our Company and Affiliates that have taken place in the previous accounting period or planned in the future accounting periods that will significantly affect the partnership activities and the Reasons for these Changes.

There are no management or operational changes of the company or its critical subsidiaries that took place in the previous accounting period or are planned for the subsequent accounting period, which may materially affect the company's operations. Such matters are disclosed to the public through material disclosures, and these are available at [www.kap.org.tr](http://www.kap.org.tr) or the Investor Relations tab at [www.doganlarmobilyagrubu.com](http://www.doganlarmobilyagrubu.com)

### 3. Information about the Requests of Shareholders, Capital Markets Board and Other Public Bodies to Add Items to the Agenda:

Shareholders, the Capital Market Board and other Public Institutions and Organizations have not requested any article to be added to the agenda.

### 4. Information about Discharge, Replacement or Election of Board Members:

In the 2023 accounting period, none of the members of the Board of Directors changed and were not dismissed.

**5. The Board Resolution on the Amendments to the Articles of Association, Former and Current Forms of the Amendments:**

With the decision taken by the Board of Directors of the Company on 29.03.2024, it was decided to amend Article 6 titled "Capital" of the Articles of Association of the Company by increasing the registered capital ceiling. The Capital Markets Board has given its approval with its letter dated 24.04.2024 and numbered E-29833736-110.04.04.04-52936. The amendment text of the Articles of Association is presented in **Annex-2**.

## **AGENDA OF THE GENERAL ASSEMBLY DATED 28 JUNE 2024 AND STATEMENTS REGARDING THE AGENDA**

### **1. Opening and election of the Meeting Chairperson, authorizing the Meeting Chairperson to sign the minutes of Meeting,**

In accordance with the provisions of the Turkish Commercial Code No. 6102 ("TCC") and 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 ("Regulation"), the Meeting Chair will be established to preside over the General Assembly meeting.

Within the framework of the provisions of the Turkish Commercial Code, the Regulation and the Company's Articles of Association, authorization of the Meeting Chair to record the decisions taken at the General Assembly meeting and to sign the minutes of the meeting will be submitted to the approval of our Shareholders.

### **2. Reading, discussion, and approval of the Board of Directors' Annual Report for the 2023 operating period,**

The General Assembly will be informed on the Board of Directors' Annual Report for the 2023 operating period made available for the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at [www.doganlarmobilyagrubu.com](http://www.doganlarmobilyagrubu.com) for three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the report will be presented for the opinion and approval of the General Assembly.

### **3. Reading, discussion, and submitting for approval, of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2023 operating period,**

The General Assembly will be informed on the Independent Auditor's Report for the 2023 operating period made available for the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at [www.doganlarmobilyagrubu.com](http://www.doganlarmobilyagrubu.com) for three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the report will be presented for the opinion and approval of the General Assembly.

### **4. Reading, discussion, and submitting for approval, of the Financial Statements for the 2023 operating period,**

The General Assembly will be informed on the Financial Statements for the 2023 operating period made available for the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at [www.doganlarmobilyagrubu.com](http://www.doganlarmobilyagrubu.com) three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the financial statements will be presented for the opinion and approval of the General Assembly.

**5. Informing the General Assembly about the measures to be taken pursuant to Article 403 of the Turkish Commercial Code since the Independent Audit Report contains a Conditional Opinion,**

Pursuant to Paragraph 5 of Article 403 of the Turkish Commercial Code, in cases where the Independent Audit Report contains a Conditional Opinion, the General Assembly must decide on the measures to be taken and the regulations to be implemented to correct the non-compliances that do not have a comprehensive impact on the result. The General Assembly will be informed about the measures and corrections to be taken in cases subject to conditional opinion.

**6. Making a resolution on release of the members of the Board of Directors on an individual basis for their activities and transactions for 2023,**

Release of the members of the Board of Directors on an individual basis for their activities, transactions, and accounts for 2023 will be submitted to the approval of the General Assembly. The members of the Board of Directors will not be able to vote for their own release.

**7. Discussion and voting on the Board of Directors' proposal on dividend distribution,**

In our consolidated balance sheet for the accounting period 01.01.2023 - 31.12.2023, prepared in accordance with the Turkish Accounting Standards (TAS) promulgated by the Public Oversight Accounting Standards Authority ("POA") in accordance with the provisions of the Communiqué on Principles Regarding International Financial Reporting within the framework of the provisions of the Capital Markets Board's Communiqué Serial II, No. 14.1 on Principles Regarding Financial Reporting in Capital Markets, and audited by Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş., the profit for the period attributable to equity holders of the parent company amounts to TRY 718,320,271. The Board of Directors' proposal for the distribution of the profit for the year 2023, the proposed Dividend Distribution Table and the related Board of Directors' resolution are presented in **Annex-1**.

**8. Informing the General Assembly on related party transactions performed in 2023,**

The General Assembly will be informed on the related party transactions realized in 2023 within the framework of the Capital Markets Law No. 6362 ("CMB Law"), TCC, Corporate Governance Communiqué (II-17.1) and other relevant capital markets legislation, Turkish Accounting Standards Communiqué (TAS 24) (No. 17) and other legislation and regulations regarding the performance of related party transactions.

**9. Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,**

Information regarding the payments made to the Board of Directors and senior executives during the 2023 fiscal period, in accordance with our company's Remuneration Policy will be provided to the General Assembly.

**10. Submission of the independent audit firm appointed by the Board of Directors for 2024 upon proposal by the Audit Committee, for the approval of the General Assembly,**

In accordance with the Turkish Commercial Code and Capital Markets Board regulations and based on the recommendation of the Audit Committee, the audit firm to be designated by the Board of Directors as our Company's independent auditor to conduct the audit activities specified under the regulations, including the auditing of financial reports for the 2024 fiscal period, will be submitted for the approval of the Shareholders.

**11. Informing the General Assembly Within the Scope of Principle No. 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 Corporate Governance,**

Pursuant to the Capital Markets Board's Communiqué No. II-17.1 on "Corporate Governance, the General Assembly will be informed on whether the controlling shareholders, members of the Board of Directors, executives with administrative functions, and their spouses and relatives by blood or marriage up to the second degree have made any significant transaction that may cause a conflict of interest with the partnership or its subsidiaries and/or whether they have carried out any commercial transaction on their own behalf or on behalf of others or otherwise participated in another partnership engaged in the same type of commercial business as a partner with unlimited liability in 2023.

**12. Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2023 in accordance with the Capital Markets Board regulations,**

In accordance with the Capital Markets Board's Communiqué No. II-17.1 on Corporate Governance, the General Assembly will be informed on the guarantees, pledges, mortgages, and sureties given by our Company in favour of third parties in 2023. This issue has been addressed in Footnote (15) of our financial statements as of December 31, 2023.

**13. Informing the General Assembly about the share buy-back transactions carried out pursuant to the resolution of the Board of Directors of our Company dated 23.05.2018 and the share buy-back transactions initiated with the resolutions of the Board of Directors dated 17.02.2023, 07.08.2023 and 31.10.2023 within the framework of the announcement made by the Capital Markets Board ("CMB") on 14.02.2023,**

As a result of the effects of the developing market and market conditions and global economic developments on the sector in which the Company operates and their reflections on the Turkish capital markets, on the grounds that the value of our Company's shares in Borsa Istanbul does not reflect the actual performance of the Company's activities and in order to contribute to healthy price formation, the share repurchase transactions carried out in accordance with the decision of our Company's Board of Directors dated 23.05.2018 and within the framework of the announcement made by the Capital Markets Board on 14.02.2023, within the scope of the share buy-back

transactions initiated with the decisions of the Board of Directors dated 07.08.2023 and 31.10.2023, the General Assembly will be informed about the purchase transactions carried out in 2023.

**14. Discussing the amendment text of the Articles of Association regarding the amendment of Article 6 of the Company's Articles of Association and submitting it to the approval of the General Assembly,**

With the decision taken by the Board of Directors of the Company on 29.03.2024, it was decided to amend Article 6 of the Articles of Association of the Company by renewing the registered capital ceiling. The Capital Markets Board's letter dated 24.04.2024 and numbered E-29833736-110.04.04.04-52936 has given a favourable opinion and an application has been made to the Ministry of Trade in accordance with the provision of Article 333 of the Turkish Commercial Code No. 6102. Thus, the amendment of the Articles of Association regarding the increase of the Company's registered capital ceiling to TL 1,500,000,000 for the years 2024-2028 will be submitted to the approval of the General Assembly. The text of the amendment to the Articles of Association is presented in **Annex-2**.

**15. Informing the shareholders about the application made by the Board of Directors to the Capital Markets Board and the opinion of the Capital Markets Board with the report prepared by the Corporate Governance Committee regarding the 3 (three) Independent Members of the Board of Directors currently serving due to the inclusion of our Company in Group 1 Companies as of 2024 with the Capital Markets Board's Announcement dated 25.01.2024 and numbered 2024/6,**

Due to the inclusion of our Company in Group 1 Companies as of 2024 as per the Bulletin of the Capital Markets Board dated 25.01.2024 and numbered 2024/6, a report was prepared and submitted to the Board of Directors by the Corporate Governance Committee, which also fulfils the duties of the nomination committee within the Board of Directors of our Company, in accordance with Corporate Governance Principles 4.3.7 in the annex of the Corporate Governance Communiqué (II-17.1), about 3 (three) Independent Members of the Board of Directors who are currently serving. Based on the report, the Board of Directors took a decision and applied to the Capital Markets Board for an opinion on the Independent Members of the Board of Directors together with the report. As a result of the Capital Markets Board's meeting dated 04.04.2024 and numbered 19/543, no negative opinion was expressed about the aforementioned independent member candidates of the Board of Directors, taking into account the independence declarations and resumes of Berna Akyüz Öğüt, Zeynep Yalim Uzun and Mutlu Erturan, who serve as Independent Members of the Board of Directors in our Company, that they meet the conditions specified in Article 4.3.6 of the Corporate Governance Principles. Shareholders will be informed about the Corporate Governance Committee's report on the Independent Members of the Board of Directors, the Board of Directors' resolution on this matter and the opinion of the Capital Markets Board at the General Assembly.

**16. Determining the attendance fees to be paid to the members of the Board of Directors,**

In accordance with the provisions of the Turkish Commercial Code, the relevant legislation and the Remuneration Policy of our Company, the attendance fees to be paid to the members of the Board of Directors will be determined in the activity period of 2024.

**17. Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2023 and setting an upper limit for donations to be made in 2024 in accordance with the Capital Markets Board regulations,**

Pursuant to the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board, the General Assembly will be informed about the donations and aids made by the Company for social aid purposes in 2023. In 2023, the Company donated a total of TL 4,060,566, of which TL 2,775,714 was donated in kind to the earthquake zone through AFAD, and TL 1,284,852 was donated for voluntary work, charity work and donations to charity associations. The details of these donations will be disclosed to shareholders at the General Assembly.

Pursuant to Article 19/5 of the Capital Markets Law No. 6362, the limit of donations to be made by the Company in 2024 will be determined by the General Assembly.

**18. Authorizing the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code and informing the General Assembly about the transactions carried out within this scope in 2023 in line with the Corporate Governance Principles,**

The approval of the General Assembly is required for the members of the Board of Directors to carry out transactions within the framework of Article 395 titled 'Prohibition of Transactions with the Company and Borrowing from the Company' and Article 396 titled 'Prohibition of Competition' of the TCC.

In this context, the General Assembly will be informed about the authorisation to be granted to the members of the Board of Directors.

**19. Wishes and adjournment.**



**ANNEX**

**ANNEX-1:** Dividend Distribution Table

**ANNEX-2:** Articles of Association Amendment Text

**ANNEX-3:** Power of Attorney

**ANNEX-1 DIVIDEND DISTRIBUTION TABLE**

<b>DOĞANLAR MOBİLYA GRUBU İMALAT SANAYİ VE TİCARET ANONİM ŞİRKETİ</b>			
<b>2023 Period Dividend Payment Table (TL)</b>			
1. Paid-In / Issued Capital		350.000.000	
2. Total Legal Reserves (According to Legal Records)		15.275.159	
Information concerning preferred shares, if, as per the company Articles of Association, there are any privileges for preferred shares in distribution of dividend			No
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	805.362.038	494.868.072
4.	Taxes Payable (-)	(120.997.822)	(45.906.091)
5.	Net Current Period Profit	718.320.271	448.961.981
6.	Losses in Previous Years (-)		
7.	Primary Legal Reserve (-)	(22.448.099)	(22.448.099)
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT	695.872.172	426.513.882
9.	Donations Made During The Year ( + )	4.060.566	
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	699.932.738	426.513.882
11.	First Dividend to Shareholders	21.325.694	21.325.694
	- Cash	21.325.694	21.325.694
	- Stock		
	- Total		
12.	Dividend Distributed to Owners of Privileged Shares		
13.	Other Dividend Distributed - To the Members of the Board of Directors, - To the Employees, - To Non-Shareholders		
14.	Dividend to Owners of Redeemed Shares		
15.	Second Dividend to Shareholders	78.674.306	78.674.306
16.	Secondary Legal Reserves	7.867.431	7.867.431
17.	Statutory Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES	318.646.452	318.646.452
20.	Other Distributable Resources		

<b>DIVIDEND PAYMENT RATES TABLE</b>						
<b>Share Group Info</b>	<b>Payment</b>	<b>Cash Dividend To Be Paid For Share With Par Value of 1 TL - Gross (TL)</b>	<b>Cash Dividend To Be Paid For Share With Par Value of 1 TL - Gross (%)</b>	<b>Withholding Rate (%)</b>	<b>Cash Dividend To Be Paid For Share With Par Value of 1 TL - Net (TL)</b>	<b>Cash Dividend To Be Paid For Share With Par Value of 1 TL - Net (%)</b>
---	Payment In Advance	0,2857142	28,57142	10	0,257143	25,71427

### **Board of Directors Decision on Dividend Distribution**

1. 1. In accordance with the attached Dividend Distribution Table prepared for discussion at the Ordinary General Assembly Meeting of our Company for the year 2023, which is planned to be held on 28 June 2024 at 10:30 a.m., taking into account the capital requirements, investment and financing policies, long-term strategy and cash flow situation of our Company, its subsidiaries and affiliates, as stated in the Capital Markets Legislation, Article 12 titled 'Distribution of Profit' of the Articles of Association of our Company and the Dividend Distribution Policy approved by the shareholders at the Extraordinary General Assembly Meeting held on 08.08.2023;

a. To set aside TL 22,448,099 as the 5% general legal reserves required to be set aside pursuant to Article 519 of the Turkish Commercial Code as of 31.12.2023 as the amount of general legal reserves available in the Tax Procedure Law records,

b. To distribute TL 100,000,000 (TL 0.2857142 per TL 1 share, gross 28.57142% over the issued capital) of the net distributable profit calculated in accordance with the regulations and resolutions of the Capital Markets Board regarding dividend distribution to the shareholders as cash dividend,

c. To set aside TL 7,867,431 as general legal reserves in accordance with Article 519/(2) of the Turkish Commercial Code,

d. To set aside the remaining profit as extraordinary reserves,

2. To submit the dividend distribution proposal of our Board of Directors for the approval of our shareholders at the Ordinary General Assembly Meeting dated 28 June 2024,

3. To determine and approve the date of cash dividend payment by the General Assembly,

4. It has been resolved that our decision regarding this profit distribution proposal and the Profit Distribution Table for 2023 prepared within the framework of the regulations of the Capital Markets Board regarding profit distribution be disclosed to the public.

## ANNEX-2: ARTICLES OF ASSOCIATION AMENDMENT TEXT

OLD TEXT	NEW TEXT
<p><b>CAPITAL</b></p> <p><b>ARTICLE 6</b></p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Market Law. It converted to this system with the permission of Capital Markets Board dated January 31, 1991, number 64. The shares representing the capital are monitored through records based on the principles of dematerialization.</p> <p>The registered capital ceiling of the Company is <b>500,000,000</b> Turkish liras divided into <b>50,000,000,000</b> shares each with a nominal value of 1 kurus.</p> <p>The registered capital ceiling authorization granted by the Capital Markets Board is valid for the period <b>2020-2024</b> (five years). Even if the registered capital ceiling is not reached by the <b>end of 2024</b>, in order for the Board of Directors to decide on a new capital increase after <b>2024</b>, it is required to submit a new application to the Capital Markets Board for the re-approval of the previously approved ceiling amount or for a new amount. The Board should subsequently obtain an authorization from the General Assembly for a new period of validity in case the said authorisation is not obtained, no capital increase can be made with the decision of the Board of Directors.</p> <p>The issued and fully paid-in capital of the Company is TL 350,000,000. The issued capital of the Company is divided into 35,000,000,000 bearer shares with a nominal value of 1 kurus each and a total value of TL 350,000,000.</p>	<p><b>CAPITAL</b></p> <p><b>ARTICLE 6</b></p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Market Law. It converted to this system with the permission of Capital Markets Board dated January 31, 1991, number 64. The shares representing the capital are monitored through records based on the principles of dematerialization.</p> <p>The registered capital ceiling of the Company is <b>1,500,000,000</b> Turkish liras divided into <b>150,000,000,000</b> shares each with a nominal value of 1 kurus.</p> <p>The registered capital ceiling authorization granted by the Capital Markets Board is valid for the period <b>2024-2028</b> (five years). Even if the registered capital ceiling is not reached by the <b>end of 2028</b>, in order for the Board of Directors to decide on a new capital increase after <b>2028</b>, it is required to submit a new application to the Capital Markets Board for the re-approval of the previously approved ceiling amount or for a new amount. The Board should subsequently obtain an authorization from the General Assembly for a new period of validity in case the said authorisation is not obtained, no capital increase can be made with the decision of the Board of Directors.</p> <p>The issued and fully paid-in capital of the Company is TL 350,000,000. The issued capital of the Company is divided into 35,000,000,000 bearer shares with a nominal value of 1 kurus each and a total value of TL 350,000,000.</p>

The Board of Directors is authorized to increase the issued capital between the years **2020 and 2024** by issuing shares at times it deems appropriate, in the form of bonus shares up to the ceiling of the registered capital, at a premium or a discount, or limit pre-emptive rights in accordance with the provisions of the Capital Market Law and other legislation. Capital shares that are increased by capitalizing the general reserves or the funds of the Company shall be distributed to the Company shareholders as bonus shares in proportion to their shareholdings.

The Board of Directors is authorized to increase the issued capital between the years **2020 and 2024** by issuing shares at times it deems appropriate, in the form of bonus shares up to the ceiling of the registered capital, at a premium or a discount, or limit pre-emptive rights in accordance with the provisions of the Capital Market Law and other legislation. Capital shares that are increased by capitalizing the general reserves or the funds of the Company shall be distributed to the Company shareholders as bonus shares in proportion to their shareholdings.

## ANNEX-3 POWER OF ATTORNEY

### POWER OF ATTORNEY

#### TO THE CHAIRMAN OF THE BOARD OF DIRECTORS OF DOĞANLAR MOBİLYA GRUBU İMALAT SANAYİ VE TİCARET ANONİM ŞİRKETİ

I hereby appoint ----- introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Doğanlar Mobilya Grubu İmalat Sanayi Ve Ticaret Anonim Şirketi A.Ş. that will convene on June 28, 2024, Friday at 10:30 a.m at the address of İdealtepe Mahallesi Rifkî Tongsir Caddesi No:107 Maltepe/İstanbul.

The Attorney's (\*):

Name Surname / Trade Name:

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number:

(\* ) Foreign shareholders should submit the equivalent information mentioned above.

#### A) Scope Of Representation

**The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.**

##### **1. About the agenda items of General Assembly;**

- a. The attorney is authorized to vote according to his/her opinion.
- b. The attorney is authorized to vote on proposals of the attorney partnership management.
- c. The attorney is authorized to vote in accordance with the following instructions stated in the table.

#### **Instructions:**

**In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.**

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Chairperson, authorizing the Meeting Chairperson to sign the minutes of Meeting,			
2. Reading, discussion, and approval of the Board of Directors' Annual Report for the 2023 operating period,			
3. Reading, discussion, and submitting for approval, of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2023 operating period,			
4. Reading, discussion, and submitting for approval, of the Financial Statements for the 2023 operating period,			
5. Informing the General Assembly about the measures to be taken pursuant to Article 403 of the Turkish Commercial Code since the Independent Audit Report contains a Conditional Opinion,			
6. Making a resolution on release of the members of the Board of Directors on an individual basis for their activities and transactions for 2023,			
7. Discussion and voting on the proposal of the Board of Directors regarding dividend distribution			
8. Informing the General Assembly on related party transactions performed in 2023,			
9. Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,			
10. Submission of the independent audit firm appointed by the Board of Directors for 2024 upon proposal by the Audit Committee, for the approval of the General Assembly,			
11. Informing the General Assembly Within the Scope of Principle No. 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 Corporate Governance,			

<p><b>12.</b> Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2023 in accordance with the Capital Markets Board regulations,</p>			
<p><b>13.</b> Informing the General Assembly about the share buy-back transactions carried out pursuant to the resolution of the Board of Directors of our Company dated 23.05.2018 and the share buy-back transactions initiated with the resolutions of the Board of Directors dated 17.02.2023, 07.08.2023 and 31.10.2023 within the framework of the announcement made by the Capital Markets Board ("CMB") on 14.02.2023,</p>			
<p><b>14.</b> Discussing the amendment text of the Articles of Association regarding the amendment of Article 6 of the Company's Articles of Association and submitting it to the approval of the General Assembly,</p>			
<p><b>15.</b> Informing the shareholders about the application made by the Board of Directors to the Capital Markets Board and the opinion of the Capital Markets Board with the report prepared by the Corporate Governance Committee regarding the 3 (three) Independent Members of the Board of Directors currently serving due to the inclusion of our Company in Group 1 Companies as of 2024 with the Capital Markets Board's Announcement dated 25.01.2024 and numbered 2024/6</p>			
<p><b>16.</b> Determining the attendance fees to be paid to the members of the Board of Directors,</p>			
<p><b>17.</b> Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2023 and setting an upper limit for donations to be made in 2024 in accordance with the Capital Markets Board regulations,</p>			
<p><b>18.</b> Authorizing the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code and informing the General Assembly about the transactions carried out within this scope in 2023 in line with the Corporate Governance Principles,</p>			
<p><b>19.</b> Wishes and adjournment.</p>			



**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

**Special Instruction: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.**

**B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as below**

- a) Order and Serial: \*
- b) Number/Group: \*\*
- c) Amount-Nominal Value:
- ç) Privilege on Vote or not:
- d) Bearer- Registered: \*
- e) Ratio of the total shares/voting rights of the shareholder:

(\* ) Such information is not required for dematerialized shares.

(\*\* ) For dematerialized shares, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.**

**SHAREHOLDER'S (\*)**

Name Surname OR Tittle:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number:

Address:

Signature:

(\* ) Foreign shareholders should submit the equivalent information mentioned above.