

ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT

Our Company's 2023 Shareholders General Assembly Meeting will be held to discuss and decide on the agenda items specified below on April 16, 2024, Tuesday at 09:30 am at the address of "Fatih Sultan Mehmet Mahallesi, Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul".

Meeting agenda along with General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices, at the address of Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul, our website at www.adel.com.tr, at Public Disclosure Platform, Electronic General Assembly System and E-Company Platform, 21 days prior to the meeting.

Shareholders may attend the General Assembly Meeting in person or electronically, by themselves or by proxy. Since having a secure e-signature is a prerequisite for electronic attendance to the General Meeting, the shareholders or their representatives who will attend the meeting electronically through the Electronic General Assembly System ("EGKS") should have a secure e-signature and also be registered with the "e-Yatırımcı: Yatırımcı Bilgi Merkezi" of Merkezi Kayıt İstanbul A.S. The shareholders or their representatives who do not have secure e-signature or are not registered with the "e-Yatırımcı: Yatırımcı Bilgi Merkezi", will not be able to attend the meeting electronically through EGKS.

Our shareholders and their representatives, who attend 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 and "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 shareholders attending the General Meeting in person, are requested to present their ID cards or Passports at the venue.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template that is attached (APPENDIX-1) or published at our Company's website addressed www.adel.com.tr or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the "Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué.

Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Istanbul, <http://www.mkk.com.tr>, in order for them to perform their

obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies.

Pursuant to paragraph 4 Article 415 of Turkish Commercial Code number 6102 and paragraph 1 Article 30 of Capital Market Law the right to participate and cast votes in general assemblies is not subject to the condition of depositing share certificates. Accordingly, shareholders are not required to block their shares to attend the General Assembly.

Respectfully submitted to the attention of the Shareholders.

**AGENDA OF THE ORDINARY GENERAL
ASSEMBLY OF ADEL KALEMCİLİK
TİCARET VE SANAYİ A.Ş.
TO BE HELD ON APRIL 16, 2024**

1. Opening and the establishment of the Board of Assembly;
2. Authorizing the meeting chairmanship to sign the minutes at the end of the meeting
3. Reading and discussion of the reports of the Board of Directors (Annual Report) for 2023;
4. Reading the Independent Audit Report for the fiscal year 2023,
5. Reading, discussing and approval of the Financial Statements for the year 2023 prepared in accordance with the Capital Market Legislation,
6. Acquittal of the Board of Directors separately regarding their activities in 2023;
7. Discussion of the increasing the registered capital ceiling and extension of the registered capital system for five years, valid for 2024-2028, and the replacement of 10th article titled “Capital” of the Company's Articles of Association with the amendment proposal included in Annex-1, on the condition that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade of the Republic of Turkey.
8. Discussing of the profitability for the year 2023 and discussing and resolving the proposal of the Board of Directors regarding dividend distribution prepared within the framework of the company's dividend distribution policy,
9. Appointment of the Board of Directors and determination of their term of office and fees
10. According to the Capital Markets Board’s legislation, information to be given to the shareholders on any income and benefits obtained by granting collaterals, pledges, mortgages and guarantees in favor of third persons;
11. Election of the Independent Audit Firm for the fiscal year 01.01.2024 - 31.12.2024 to audit the financial statements and reports for the fiscal year 2024 in accordance with the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362,
12. Informing the General Assembly, on the transactions, if any, within the context of Article 1.3.6. of Annex-I of the Corporate Governance Communique (II-17.1.) of the of the Capital Markets Board
13. Granting authority to Members of the Board of Directors according to Articles 395 and 396 of Turkish Commercial Code
14. Informing the General Assembly on the donations made by the Company in 2023
15. Informing the General Assembly if there is any transaction made within the framework of the Capital Markets Board Resolution No. 14/382 dated 07/03/2024
16. Requests, Opinions and Closing

PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING**ADEL KALEMCİLİK TİCARET VE SANAYİ A.Ş.****To the Chair of the General Assembly of Shareholders**

In accordance with the opinions I have stated below, I appoint, who is authorized to represent me, to vote, to make proposals and to sign the necessary documents, at the ordinary General Assembly Meeting of Adel Kalemcilik Ticaret ve Sanayi A.Ş. will be held on Tuesday, 16 April 2024, at 09:30 at Fatih Sultan Mehmet Mah. Balkan Cad. No:58 Buyaka E Blok 34771 Tepeüstü- Ümraniye / İstanbul/Türkiye.

The Attorney's(*):

Name Surname/ Trade Name:

TR ID Number:

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

A) Scope of Representation

The scope of representation power should be determined by choosing one of the options (a), (b) or (c) for the sections 1 and 2 given below.

1. About the matters in the General Assembly Agenda:

- a) The attorney is authorized to vote in line with his / her own opinion. ☐
- b) The attorney is authorized to vote in line with the suggestions of the partnership management ☐
- c) The attorney is authorized to vote in line with the instructions in the table below ☐

Instructions:

In the event that option (c) is chosen by the shareholder, instructions specific to the agenda item are given by marking one of the options given against the relevant general assembly agenda item (acceptance or rejection) and, if any, by stating the dissenting opinion, which is requested to be included in the minutes of the General Assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and the establishment of the Board of Assembly			
2. Authorizing the meeting chairmanship to sign the minutes at the end of the meeting,			
3. Reading and discussion of the reports of the Board of Directors (Annual Report) for 2023			
4. Reading the Independent Audit Report for the fiscal year 2023			
5. Reading, discussing and approval of the Financial Statements for the year 2023 prepared in accordance with the Capital Market Legislation,			
6. Acquittal of the Board of Directors separately regarding their activities in 2023			

7. Discussion of the increasing the registered capital ceiling and extension of the registered capital system for five years, valid for 2024-2028, and the replacement of 10th article titled “Capital” of the Company's Articles of Association with the amendment proposal included in Annex-1, on the condition that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade of the Republic of Turkey.			
8. Discussing of the profitability for the year 2023 and discussing and resolving the proposal of the Board of Directors regarding dividend distribution prepared within the framework of the company's dividend distribution policy			
9.Appointment of the Board of Directors and determination of their term of office and fees			
10. According to the Capital Markets Board’s legislation, information to be given to the shareholders on any income and benefits obtained by granting collaterals, pledges, mortgages and guarantees in favor of third persons			
11. Election of the Independent Audit Firm for the fiscal year 01.01.2024 - 31.12.2024 to audit the financial statements and reports for the fiscal year 2024 in accordance with the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362,			
12. Informing the General Assembly, on the transactions, if any, within the context of Article 1.3.6. of Annex-I of the Corporate Governance Communique (II-17.1.) of the of the Capital Markets Board			
13. Granting authority to Members of the Board of Directors according to Articles 395 and 396 of Turkish Commercial Code			
14. Informing the General Assembly on the donations made by the Company in 2023			
15. Informing the General Assembly if there is any transaction made within the framework of the Capital Markets Board Resolution No. 14/382 dated 07/03/2024			
16. Requests, Opinions and Closing			

(*) The matters included in the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure voting by attorney.

2. Special instructions regarding other issues that may arise during the General Assembly meeting and especially the use of minority rights:

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

SPECIAL INSTRUCTIONS: If any special instructions, to be given by the shareholder to the attorney are stated here.

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

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

a) Order and Series: *

b) Number/Group: **

c) Piece-Nominal Value:

d) Whether there is a privilege in voting:

e) Is written to the bearer-registered name: *

f) The ratio of the total shares / voting rights owned by the shareholder:

* This information is not required for dematerialized shares.

** For dematerialized shares, information about the group will be given instead of the number, if available

2. I approve the representation of all of my shares in the list of shareholders, who can attend the General Assembly Meeting, prepared by CRA one day before the day of the General Assembly by the attorney.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

Full Name and Title:

Address:

Tax ID Number:

(*)For foreign shareholders, the aforementioned information, if any, must be submitted.

SIGNATURE

ADEL KALEMCİLİK TİCARET VE SANAYİ ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION AMENDMENT TEXT

OLD VERSION	NEW VERSION
<u>Article 10 - SHARE CAPITAL</u> The Company accepted the registered capital system as per the provisions of the Capital Markets Law and implemented the registered capital system upon the Capital Markets Board's approval dated 03/05/2013 and numbered 4718. The registered share capital ceiling amount of the Company is TL 35,000,000 (thirty five million Turkish Liras). The increased share capital of the Company is TL 23,625,000 (twenty three million six hundred twenty five thousand) and the increased share capital has been fully paid in without any encumbrances. The increased share capital of TL 23,625,000 (twenty three million six hundred twenty five thousand) has been divided in 23.625.000 shares each with a nominal value of 3.637.941 of which are registered shares and 19.987.059 of which are bearer shares. The registered share capital ceiling amount granted by the Capital Markets Board is valid between 2020-2024 (for five years). Even if the granted ceiling is not reached at the end of 2024, an authorization should be obtained from the general assembly for a term of five years by means of obtaining an approval from the Capital Markets Board either for the previously granted ceiling or a new one in order for the board to resolve on a share capital increase. Otherwise, the Company cannot increase the share capital through a Board of Directors resolution. The board of directors, in accordance with the provisions of the Capital Markets Law, is entitled to resolve on increasing the registered share capital of the Company by issuing new shares up to the ceiling amount, restricting the rights of the privileged shareholders, restricting the shareholders' right to acquire new shares, issuance of shares with privileged shares or shares over or below the nominal value and issuance of dedicated shares. The Board of Directors shall exercise this power in line with the equal treatment principle.	<u>Article 10 - SHARE CAPITAL</u> The Company accepted the registered capital system as per the provisions of the Capital Markets Law and implemented the registered capital system upon the Capital Markets Board's approval dated 03/05/2013 and numbered 4718. The registered share capital ceiling amount of the Company is TL 1.450.000.000 (one billion four hundred and fifty million Turkish Liras). The increased share capital of the Company is TL 23,625,000 (twenty three million six hundred twenty five thousand) and the increased share capital has been fully paid in without any encumbrances. The increased share capital of TL 23,625,000 (twenty three million six hundred twenty five thousand) has been divided in 23.625.000 shares each with a nominal value of 3.637.941 of which are registered shares and 19.987.059 of which are bearer shares. The registered share capital ceiling amount granted by the Capital Markets Board is valid between <u>2024-2028</u> (for five years). Even if the granted ceiling is not reached at the end of <u>2028</u>, an authorization should be obtained from the general assembly for a term of five years by means of obtaining an approval from the Capital Markets Board either for the previously granted ceiling or a new one in order for the board to resolve on a share capital increase. Otherwise, the Company cannot increase the share capital through a Board of Directors resolution. The board of directors, in accordance with the provisions of the Capital Markets Law, is entitled to resolve on increasing the registered share capital of the Company by issuing new shares up to the ceiling amount, restricting the rights of the privileged shareholders, restricting the shareholders' right to acquire new shares, issuance of shares with privileged shares or shares over or below the nominal value and issuance of dedicated shares. The Board of Directors shall exercise this power in line with the equal treatment principle.