

**POWER OF ATTORNEY**  
**VERUSA HOLDING A.Ş.**  
**TO THE BOARD OF DIRECTORS**

Verusa Holding Inc.'s 2023 Annual General Meeting will be held on Thursday, October 31, 2024, at 12:00 p.m. at the address: Ayazağa Yolu, İz Plaza Giz No:9 Kat:14 D:49-50 34398 Maslak-İstanbul, to represent me, vote, make proposals, and sign the necessary documents in accordance with the views stated below. I hereby appoint .....’ as my proxy.

Proxy(\*);

Full Name/Trade Name:

Turkish ID No./Tax No., Trade Registry and Number, and MERSIS number:

*(\*)For foreign proxies, equivalent information must be provided if available.*

**A) SCOPE OF REPRESENTATION AUTHORITY**

**The scope of representation authority must be determined by selecting one of the options (a), (b), or (c) for sections 1 and 2 below.**

**1. Regarding Matters on the General Assembly Agenda;**

- a) The proxy is authorized to vote according to their own opinion.
- b) The proxy is authorized to vote in accordance with the recommendations of the company's management.
- c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

**Instructions: If option (c) is selected by the shareholder, the instructions for each specific agenda item are given by checking one of the options provided opposite the relevant general meeting agenda item (accept or reject) and, if the reject option is selected, indicating the dissenting opinion to be recorded in the general meeting minutes, if any.**

**Agenda Items**

**Accept**

**Reject**

**Dissenting Statement**

- 1. Opening and formation of the Chair of the Meeting.
- 2. Reading, discussion, and approval of the 2023 Activity Report prepared by the Company's Board of Directors.
- 3. Reading of the Independent Audit Report Summary for the 2023 fiscal year.
- 4. Reading, discussion, and approval of the Financial Statements for the 2023 fiscal year.
- 5. Separate discharge of the Board of Directors members for their activities in 2023.
- 6. Discussion and decision on the Board of Directors' proposal regarding the distribution of profits.
- 7. Provision of information to Shareholders and approval of payments made to Board Members and Senior Executives in accordance with Corporate Governance Principles.
- 8. Providing information to Shareholders regarding guarantees, pledges, mortgages, and sureties given in favor of third parties in 2023 and the income or benefits obtained in accordance with the Corporate Governance Principles.
- 9. Election of Board of Directors members, election of Independent Board of Directors members, and determination of the monthly remuneration of all Board of Directors members.

**10.** Selection of an Independent Audit Firm in accordance with the Turkish Commercial Code and Capital Markets Board regulations.

**11.** Informing Shareholders about donations made by the Company in 2023 and setting an upper limit for donations to be made in 2024.

**12.** Granting permission to shareholders holding management control, Board of Directors members, persons with administrative responsibility, and their spouses and relatives up to the second degree of kinship and affinity, within the framework of Articles 395 and 396 of the Turkish Commercial Code. and to provide shareholders with information about the transactions carried out in 2023 in accordance with Corporate Governance Principle No. 1.3.6 of the Capital Markets Board.

**13.** Informing shareholders and submitting for approval the share buyback transactions initiated under the decision of the Company's Board of Directors dated May 11, 2022, and revised by the decisions dated February 14, 2023, May 9, 2023, and December 27, 2023.

**14.** Requests and closing.

**2. Special instructions regarding other issues that may arise at the General Assembly meeting and, in particular, the exercise of minority rights:**

a) The proxy is authorized to vote according to his/her own opinion.

b) The proxy is not authorized to represent in these matters.

c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: Any special instructions to be given to the proxy by the shareholder, if any, are specified here.

**B) The shareholder indicates the shares he/she wants the proxy to represent by selecting one of the following options.**

**1. I approve the representation of my shares specified in detail below by the proxy.**

a) Class and series:\*

b) Number/Group:\*\*

c) Number-Nominal value:

ç) Whether it has voting privileges:

d) Bearer-Registered:\*

e) Ratio to the total shares/voting rights held by the shareholder:

*\*This information is not requested for registered shares.*

*\*\*For shares tracked by the Central Securities Depository, information about the group will be provided instead of the number, if available.*

**2. I approve the representation of all my shares listed in the list of shareholders eligible to attend the general meeting, prepared by the Central Securities Depository one day before the general meeting, by a proxy.**

**NAME AND SURNAME OR TITLE OF THE SHAREHOLDER(\*)**

Turkish ID Number/Tax Number, Trade Registry and Number, and MERSIS Number:

Address:

(\*)For foreign shareholders, equivalent information must be provided if available.SIGNATURE