



GÜLERMAK

Annual Report 2025

**Engineering which shapes the
Rhythm of Cities**

Company Information

TRADE NAME

GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş.

MERSİS NUMBER

0419003123500021

TRADE REGISTRY OFFICE

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TRADE REGISTRY NUMBER

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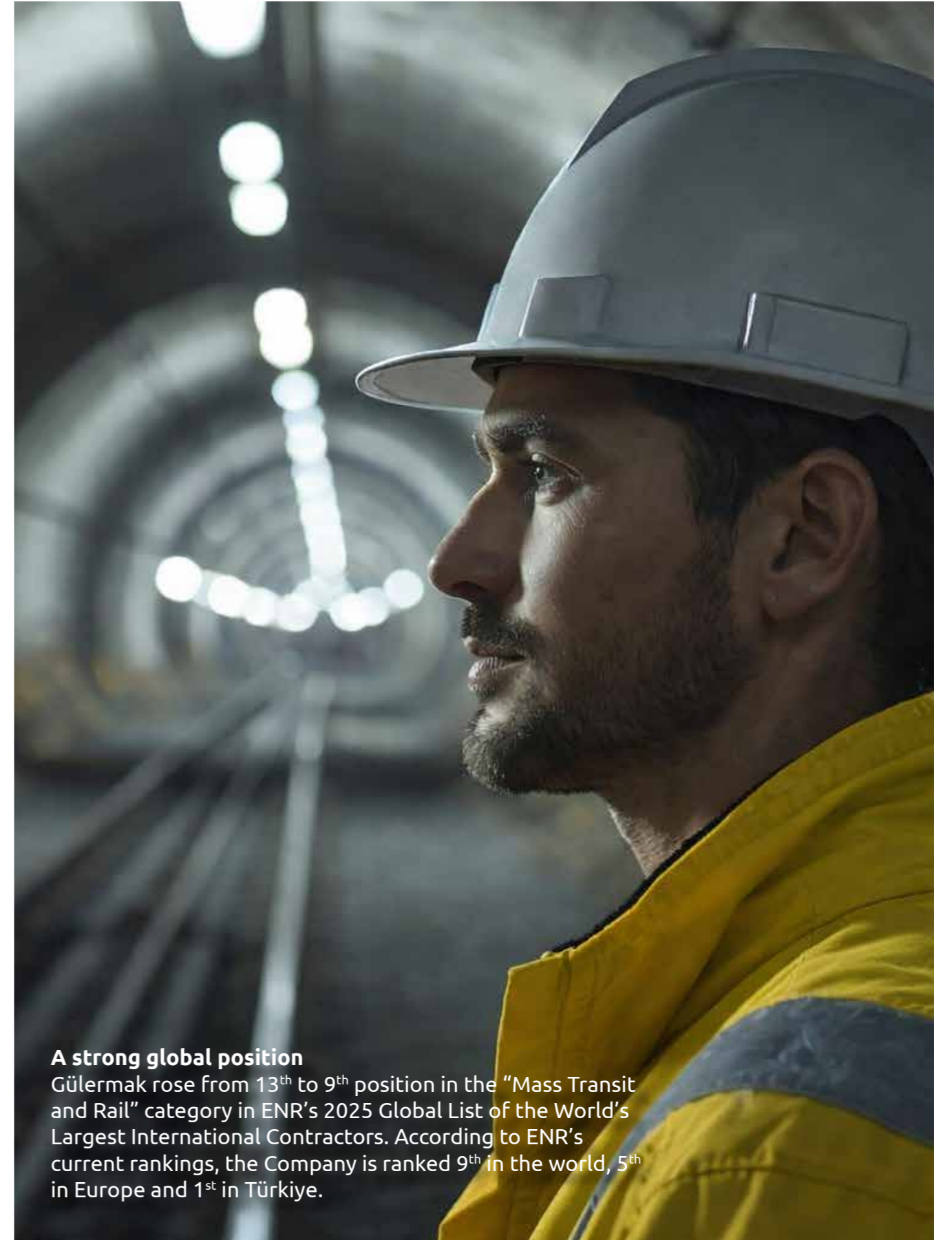
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Getting Started

A Strong Engineering Tradition Since 1958

Founded in 1958, Gülermak has evolved into an international engineering and contracting powerhouse specialising in large-scale and complex infrastructure projects, backed by its deep-rooted engineering tradition and continuously advancing technical expertise. Deepening its experience in transportation infrastructure over the last 25 years, the Group has established a strong global position as a reliable, competent, and preferred business partner through projects implemented over a wide geographical reach.



A strong global position

Gülermak rose from 13th to 9th position in the "Mass Transit and Rail" category in ENR's 2025 Global List of the World's Largest International Contractors. According to ENR's current rankings, the Company is ranked 9th in the world, 5th in Europe and 1st in Türkiye.

Engineering Power

We build our engineering strength on intelligence below ground and trust above ground, designing the future of cities today.

67
years of engineering
experience

400 km
tunnels

1,600 km
railway

120 underground metro
stations

Around 60 TBM
operations



*TBM: Tunnel Boring Machine
All data mentioned above pertains to December 31, 2025.

Gülermak at a Glance

With our extensive engineering expertise, we create value on a global scale in large-scale infrastructure projects.



A strong engineering background built on a long history

Founded in 1958, Gülermak is an international engineering and contracting group specialised in large-scale and complex infrastructure projects, leveraging its accumulated knowledge and engineering expertise gained over the course of its long history. The Group* has deepened its expertise in transportation infrastructure, particularly in the last 25 years, establishing itself as a reliable and preferred business partner through successfully delivered projects across diverse geographies.

Gülermak, which conducts its operations from its headquarters in Türkiye, carries out its operations over a wide geographical area, primarily in Europe, the Middle East and Asia, through branches, subsidiaries, and joint ventures.

Creating value on a global scale through integrated infrastructure solutions

Gülermak operates in turnkey infrastructure projects, primarily metro, railway, tram, tunnels, highway, and bridge projects. In addition, it provides engineering and construction services for industrial facilities and energy and environmental projects.

Projects are generally implemented within the framework of the Engineering, Procurement and Construction (EPC) model, using an integrated approach that covers the entire project lifecycle from the design and construction to the procurement and commissioning.

Operational power shaped by expertise

Gülermak's operational strength is shaped by its capacity to develop advanced engineering solutions, its experience gained in large-scale and multi-stakeholder projects and its strong project management discipline. The Group possesses deep technical expertise, particularly in metro, light rail systems, tram, railway, and highway projects.

Having bored approximately 400 kilometres of tunnels and built nearly 1,600 kilometres of railway and light rail lines and 120 underground metro stations around the world to date, Gülermak has developed an advanced application capacity in tunnelling with around 60 TBM (Tunnel Boring Machine) operations. Ongoing projects across a wide geographical reach demonstrate the Group's scaleable and sustainable operational structure.

Operational structure and regional organisational model

Gülermak's contracting activities are organised under three main regional structures to support operational efficiency and geographical specialisation. This structure offers a flexible organisational model that is able to respond quickly and effectively to different market dynamics and project requirements.

Gülermak conducts its operations under three main geographical groups: the Western Group, encompassing projects in Poland; the Eastern Group, covering operations in

regions such as Romania, North Macedonia, the Philippines, the UAE, India, and Serbia; and the Türkiye Group. Each regional structure is responsible for managing projects within its own area of responsibility, while operating in accordance with the common corporate principles and standards established across the Group.

In addition to its regional organisational structure, the Group works with an independent PPP (Public-Private Partnership) structure based in Poland, responsible for the Group's PPP projects worldwide. This structure is closely intertwined with operational teams in the relevant regions to support the development, operation, and management of investment projects.

Selective growth and sustainable strategy

Gülermak's strategic approach is based on selective growth in its specialised infrastructure areas, the balanced expansion of its presence in international markets and the continuous improvement of its technical capacity. In addition to turnkey contracting projects, the Group diversifies its portfolio with investment projects developed under the public-private partnership (PPP) model with the aim of generating long-term revenue.

Operational excellence, financial discipline, and a strong corporate governance approach form the core components of Gülermak's growth strategy.

Long-term value perspective

Gülermak closely monitors the increasing infrastructure and transportation investments on a global scale and aims to play an active role in projects requiring advanced engineering. With its order backlog, experience in international operations and solid financial infrastructure, the Group aims to create long-term value with a resilient, flexible, and sustainable business model which is able to withstand changing conditions in the economy and the sector.

Building on this strong operational experience and balanced growth approach, Gülermak's activities form the basis of its strategic priorities and long-term value perspective for the coming period.

Gülermak's strategic approach is based on selective growth in its specialised infrastructure areas, achieving a balanced expansion of its presence in international markets and the continuous enhancement of its technical capacity.



Gülermak Ağır Sanayi İnşaat Taahhüt A.Ş. ("the Company") and its subsidiaries, branches and joint arrangements are all together referred to as the "Group".

Gülermak at a Glance

Gülermak at a Glance - 2025 Year-End

The selected indicators offer a snapshot of Gülermak's operational footprint, financial size and breadth of activities as of year-end 2025.

28 continuing projects
~3,500 employees

A backlog of EUR 4.91 billion



~400 km of tunnels
~1,600 km of railway
~60 TBM operations

67 years of experience

Gülermak

The Company rose from 13th to 9th place in the "Mass Transit and Rail" category in Engineering News-Record's (ENR) 2025 Global List of the World's Largest International Contractors. The Company ranks 9th in the world, 5th in Europe and 1st in Türkiye.

Vision and Mission

Gülermak's vision and mission form the fundamental corporate framework that outlines the Company's long-term direction, value set and sense of responsibility to its stakeholders.

This approach is shaped by a focus on engineering competence, quality and reliability, as well as the goals of sustainable development and social benefit. Gülermak conducts its operations in line with this vision and mission, prioritising the creation of long-term and lasting value for all its stakeholders.

Vision

As a globally recognised and widely trusted construction and infrastructure company, Gülermak aims to support sustainable development and social welfare. By embracing the principles of innovation, quality and environmental compliance, it strives for excellence as a solution partner in meeting global infrastructure needs.

Mission

Gülermak operates with a mission to create value for its customers, employees, stakeholders and society. With its engineering skills and industry expertise, it prioritises quality and reliability in its projects, aiming to maximise customer satisfaction. At the same time, Gülermak aims to maximise the positive impact of its construction activities on the environment and society with a focus on its environmental and social responsibilities, and work towards long-term sustainable growth and development in collaboration with its stakeholders.

Capital and Ownership Structure

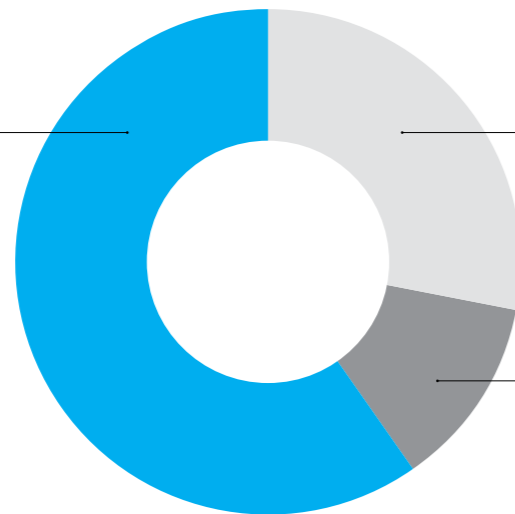
The ownership structure of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. as of December 31, 2025, based on Central Registry Agency data, is presented in the table below.

Gülermak shares have been traded on the Borsa Istanbul Star Market under the GLRMK.E ticker under the continuous trading method since January 17, 2025.

31.12.2025		
Shareholder Name / Trade Name	Share in Capital (TL)	Share in Capital (%)
Gülermak Emlak Yapı İnşaat Yatırım A.Ş.	193,011,200	59.83
Gülermak Turizm İşletme Yatırımı A.Ş.	90,828,800	28.16
Other (Free Float)	38,760,000	12.01
Nominal Capital	322,600,000	100.00

Gülermak Emlak Yapı İnşaat Yatırım A.Ş.

59.83



Gülermak Turizm İşletme Yatırımı A.Ş.

28.16

Other

12.01

Milestones

- 1958** - Activities commence in the field of steel construction
- 1974** - Gölbaşı steel factory established
- 1984** - The Company changes its name to Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş.
- 1994-1998** - Industrial facilities, glass, mining, and infrastructure projects are implemented, with the first large-scale public infrastructure project undertaken with the Golden Horn Rehabilitation Project
- 2002** - Strategic focus on transportation infrastructure, public transport and rail system projects implemented
- 2006** - Operational scale stepped up and corporate structure strengthened through an intra-group merger
- 2009** - First large-scale international rail system project undertaken with the Warsaw Metro Line II Project
- 2009-2020** - Specialisation process in TBM operations and tunnelling gains momentum
- 2021** - Dubai Expolink 2020 Metro Project completed, establishing a significant benchmark in the Gulf Region

Gülermak's corporate development

reflects a steady transformation process, starting with industrial-based engineering expertise and extending to specialisation in transportation infrastructure and growth on an international scale.

- 2021-2023** - Gülermak implements large scale engineering projects such as highways, metro, tram and tunnel projects in Poland, including the Świna Canal Tunnel, expanding its international project portfolio
- 2025** - IPO successfully completed, paving the way for capital structure to be strengthened and ushering in a new phase of global growth

This historical development trajectory forms the basis of Gülermak's corporate strategy, which is focused on continuously deepening its engineering expertise, pursuing selective growth and creating lasting value in international markets.

Highlights from Gülermak's Project Portfolio

ONGOING PROJECTS					
Project	Country	Client	Contract Date	Total Contract Size ¹	Company Share (%)
Türkiye					
Hamzadere Dam Project	Türkiye	State Water Works	19/08/13	TL 214,931,714	33
Sincan Ankara Kayaş Railway Project	Türkiye	State Railways	25/03/16	EUR 186,235,935	50
Ümraniye - Ataşehir - Göztepe Metro Project	Türkiye	Istanbul Metropolitan Municipality	14/04/17	TL 2,469,924,400	33
İzmir HRS Vehicle Depot Construction	Türkiye	Izmir Metropolitan Municipality Rail Systems Branch Directorate	31/08/21	TL 595,435,763	100
İzmir Buca Metro Project	Türkiye	Izmir Metropolitan Municipality	04/01/22	TL 3,921,498,000	100
Halkalı - İspartakule Railway Project	Türkiye	Infrastructure Investments Directorate, Ministry of Transport and Infrastructure	27/07/22	TL 5,994,032,947	40
Çerkezköy - İspartakule Railway Project	Türkiye	Infrastructure Investments Directorate, Ministry of Transport and Infrastructure	30/12/22	EUR 399,928,819	50
Alaşehir Irrigation System Renovation and Completion Project	Türkiye	State Water Works	18/03/24	TL 478,954,090 and USD 49,966,000	40
Mersin Mezitli Metro Project	Türkiye	Mersin Metropolitan Municipality	16/07/24	TL 3,379,404,875	100
Gebze Köseköy Railway Signaling, Telecommunication and Support Systems Project	Türkiye	State Railways	25/07/25	TL 1,875,000,000	100
Ankara-Dikimevi Natoyolu Light Rail System Project	Türkiye	Ankara Metropolitan Municipality	12/05/25	TL 14,084,200,000	100
Poland					
Warsaw Metro Mory Project	Poland	Warsaw Municipality	09/11/18	PLN 2,037,958,063	100
Krakow S-52 Highway Project	Poland	Polish National Roads and Highways Directorate General	13/11/18	PLN 1,392,220,778	100
Krakow High-Speed Tram PPP Project (Phase 4)	Poland	Krakow Municipality	21/12/20	PLN 636,065,088	100
Krakow S-7 Highway Project	Poland	Polish National Roads and Highways Directorate General	15/07/21	PLN 1,451,788,885	100
Limanowa - Klęczany Railway Project	Poland	Polish State Railways	08/03/24	PLN 1,675,643,625	50
S19 Jawornik - Lutcza Highway Project	Poland	Polish State Railways	13/11/24	PLN 1,552,564,000	50
Szczyrzyc - Tymbark Railway Project	Poland	Polish State Railways	06/10/25	PLN 1,734,816,352	50

¹Total contract amounts are as of the date the contracts were first signed, and the prices presented in the table exclude VAT.

ONGOING PROJECTS					
Project	Country	Client	Contract Date	Total Contract Size ¹	Company Share (%)
India					
Pune Metro UG1 Project	India	Maharashtra Metro Rail System Authority	01/12/18	INR 7,274,231,675 and USD 33,567,738	50
Pune Metro UG0201 Project	India	Maharashtra Metro Rail System Authority	18/02/19	INR 7,377,298,010 and USD 36,224,196	50
Surat Metro Project	India	Gujarat Metro Rail System Authority	01/03/21	INR 7,417,857,143 and USD 24,759,203	100
Kanpur Metro Project	India	Uttar Pradesh Metro Rail System Authority	08/03/21	INR 7,692,367,457 and USD 36,744,901	100
North Macedonia					
Beljakovce Railway Corridor Project	North Macedonia	Railways of the Republic of North Macedonia	20/07/22	EUR 135,142,959	100
Philippines					
Package Rail Project S-07 Depot Package	Philippines	Ministry of Transport of the Republic of the Philippines	06/10/22	PHP 14,096,333,218 and USD 21,333,428	35
Romania					
Cluj Lot 3 Railway Project	Romania	Romanian State Railways	10/11/22	RON 2,117,167,899	50
Cluj Metro Project	Romania	Cluj-Napoca Municipality	25/05/23	RON 9,059,483,352	100
Bucharest Metro M6 Lot 1.2 Project	Romania	Romanian Ministry of Transport	02/05/23	RON 1,278,415,271	100
Serbia					
Belgrade-Nis, Stalac-Djunis Railway Project	Serbia	Serbian Railways Infrastructure General Directorate	05/12/25	EUR 348,905,039	50

A selection of the projects completed by Gülermak between 1966 and 2024 is set out on page 195 of the report.

¹Total contract amounts are as of the date the contracts were first signed, and the prices presented in the table exclude VAT.

Key Developments in 2025

Gülermak achieved multifaceted advancements in the financial, operational and corporate areas, and in terms of international visibility and social impact in 2025.



Corporate and Financial Developments

- **Successful Completion of the IPO**
The IPO, conducted in 2025, raised TL 4,845 billion, strengthening the Company's capital structure. Details regarding the IPO are presented on page 39 of this report.
- **Start of trading on the Borsa Istanbul**
The shares started trading on the BIST Star Market under the "GLRMK" ticker on January 17, 2025.
- **Strengthening the Corporate Governance Structure**
Following the IPO, the governance structure was advanced with the appointment of two independent Board members, the establishment of committees and the adoption of the Disclosure Policy, the Dividend Distribution Policy, the Remuneration Policy and the Donation and Aid Policy.
- **Strong Position in International Rankings**
Gülermak rose from 13th to 9th place in the "Mass Transit and Rail" category of Engineering News-Record Record's (ENR) 2025 Global List of the World's Largest International Contractors. The Company ranks 9th in the world, 5th in Europe and 1st in Türkiye.

For the first time in its history, Gülermak Polska was included in Deloitte's annual Top 15 list, which ranks Poland's largest construction companies. The list, traditionally published every December, is compiled based on data from the previous calendar year. Gülermak Polska's 14th place in the ranking reflects the international recognition of the Company's sustainable growth performance, the large-scale and technically complex infrastructure projects undertaken throughout Poland and its operational competence.



Operational and Project-Based Developments

- **Domestic New Rail System Projects**
Operational capacity has been increased in Türkiye by undertaking new projects in the metro and railway sector.
- **Strategic Project Achievements Abroad**
The Company has expanded its geographical reach with new projects.
- **Opening of Kanpur Metro KNPCC-05 Project**
The KNPCC-05 metro line, constructed in Kanpur, India, began carrying passengers on May 30, 2025.
- **Progress on Metro, Railway and Highway Projects in Poland**
Considerable progress has been achieved in projects involving bridge and tunnel construction using TBM (Tunnel Boring Machine) technology.
- **Progress on the Romania Cluj-Napoca Metro Project**
A key stage has been reached in the underground work on the Cluj-Napoca metro; construction of the starting shaft for the TBMs (Tunnel Boring Machines) that will bore the metro tunnels began on August 11.

International Recognition and Awards

- **Finalist in RegioStars Awards 2025**
The Świna River Underpass Tunnel Project was among the five finalists in the European Commission's RegioStars Awards 2025 competition.
- **International Award in Underground Construction**
The Warsaw Metro Line 2 tunnels have won the prestigious Tytan Award in the field of underground construction.



Interaction between Investors, the Public and Stakeholders

- **Public Outreach Activities within the Scope of the Initial Public Offering Process**
Effective communication was established with the capital markets through press conferences, gong ceremonies and investor meetings.
- **Listing of Gülermak shares on the BIST 100 Index**
Gülermak shares began trading on the BIST 100 index from July 1, 2025.
- **International High Profile Visits**
The Polish Prime Minister and diplomatic representatives underscored the national and regional significance of the projects through their site visits.
- **Construction Site Days Open to the Public and Press**
Public access to Warsaw's metro projects was ensured through open days.

Academy and Knowledge Sharing

- **Technical Interaction with Universities**
Knowledge sharing was facilitated with young engineers through events organised with METU, Çankaya University and the Warsaw University of Technology.
- **Participation in InfraBIM 2025**
The InfraBIM 2025 conference held in Krakow provided a forum for the sharing of experiences regarding BIM applications.
- **Educational Tunnel Technology Collaborations**
Symbolic and technical contributions to academic institutions have supported engineering education.

Social, Cultural and Institutional Life

- **Awareness Studies in the Field of Equality and Diversity**
The Company participated in panels themed around equality and inclusion within the scope of the Women-Friendly Brands platform.
- **Health and Awareness Activities**
Information activities were carried out for employees as part of Breast Cancer Awareness Month.
- **Corporate Events to increase Employee Participation**
Internal tournaments and cultural events have strengthened a sense of corporate belonging within the Company.



"Collect Wishes for Me" Project

Gülermak aims to add multifaceted value to society and people in the different regions where it operates, and serves this purpose through corporate social responsibility projects which it develops or participates in.

As part of its corporate social responsibility efforts in 2025, Gülermak provided a meaningful contribution by supporting the "Collect Wishes for Me" project organised by LÖSEV - Leukaemia Children's Health and Education Foundation. This support helped fulfil the New Year dreams of children undergoing treatment for leukaemia.

We sincerely thank the team at Lösev, who hosted this very meaningful and valuable event where the happiness of a child offered hope to all participants, and our colleagues at Gülermak for their unwavering support.



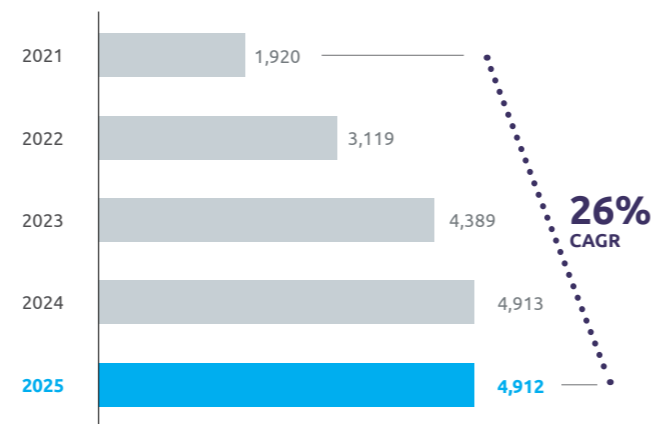
Key Operational and Financial Indicators for 2025

OPERATIONAL INDICATORS

EUR 4,912 million

Gülermak's order backlog had increased to EUR 4,912 million by the end of 2025.

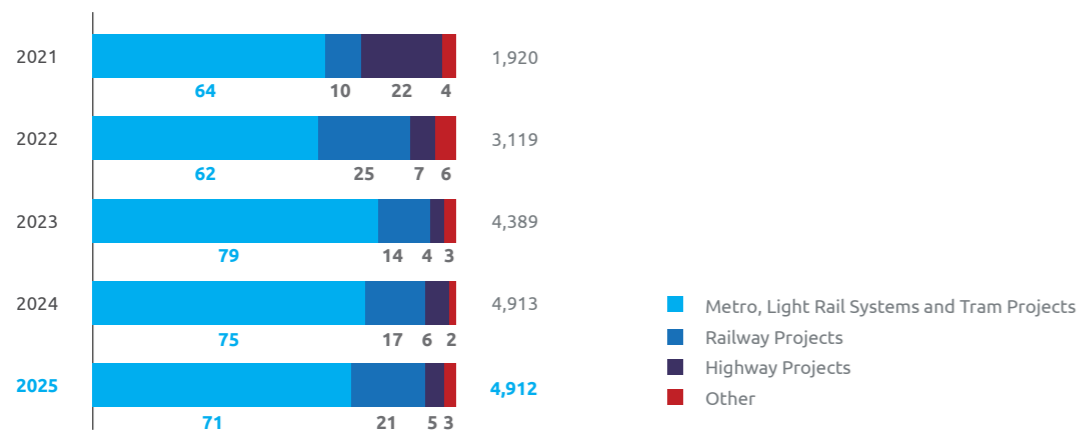
Gülermak Backlog Growth (million Euro)



Viewed on a segmental basis, metro, light rail systems and tram projects represent the area where the Company has undertaken the most projects, with a 71% share.

Segment	2021	2022	2023	2024	2025	Orders (million Euro) 2025
Metro, Light Rail Systems and Tram Projects	64%	62%	79%	75%	71%	3,498
Railway Projects	10%	25%	14%	17%	21%	1,017
Highway Projects	22%	7%	4%	6%	5%	228
Other	4%	6%	3%	2%	3%	169
Total	100%	100%	100%	100%	100%	4,912

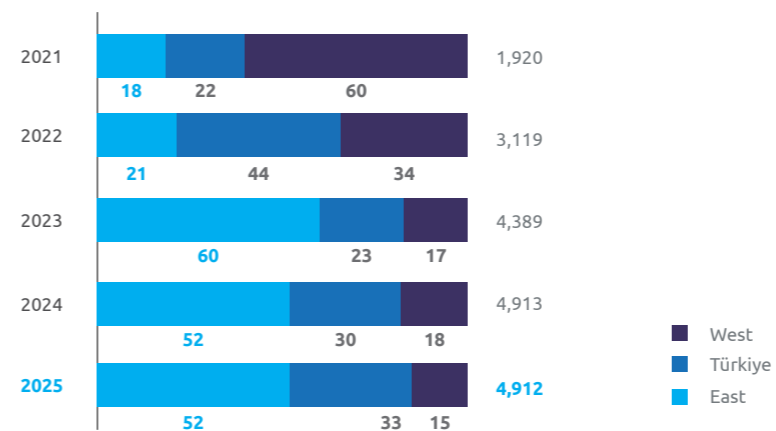
Project Distribution by Segment (%) (2021-2025)



Looking at Gülermak's regional operations, the Eastern Group, which covers markets such as Romania, North Macedonia, the Philippines, the UAE, India and Serbia, accounts for 52% of the Company's operations, representing the highest geographical concentration in terms of projects.

Area	2021	2022	2023	2024	2025	Orders (million Euro) 2025
East	18%	21%	60%	52%	52%	2,547
West	60%	34%	17%	18%	15%	733
Türkiye	22%	44%	23%	30%	33%	1,631
Total	100%	100%	100%	100%	100%	4,912

Project Distribution by Region (%) (2021-2025)



Key Operational and Financial Indicators for 2025

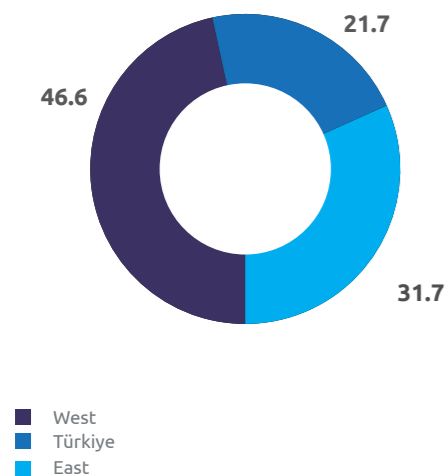
FINANCIAL INDICATORS*

Summary Income Statement (TL million)	2023	2024	2025
Revenue	34,636	45,179	45,533
Gross Profit	3,636	5,220	5,747
Operating Profit	4,019	4,802	5,188
EBITDA**	4,523	5,840	6,099
Profit Before Tax	1,704	5,670	6,132
Net Profit for the Period	2,147	4,671	4,282

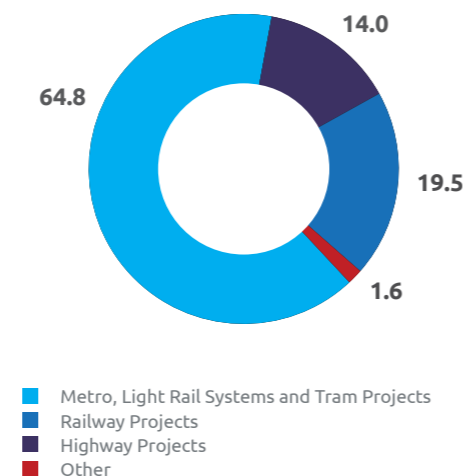
Summary Balance Sheet (TL million)	2023	2024	2025
Current Assets	33,593	48,356	57,211
Non-Current Assets	5,923	6,248	7,846
Total Assets	39,516	54,604	65,057
Current Liabilities	21,920	27,497	26,119
Non-Current Liabilities	10,553	16,329	21,189
Total Equity	7,043	10,778	17,749

*IAS 29 (Financial Reporting in High Inflation Economies) has been applied
 **Other operating income and expenses are not included

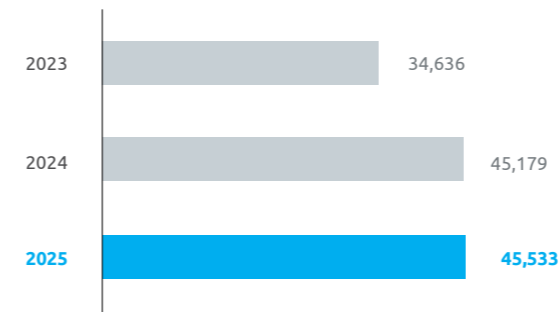
Revenue Breakdown by Region (%)



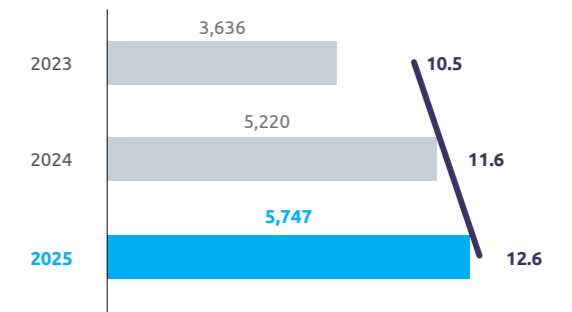
Revenue Breakdown by Category (%)



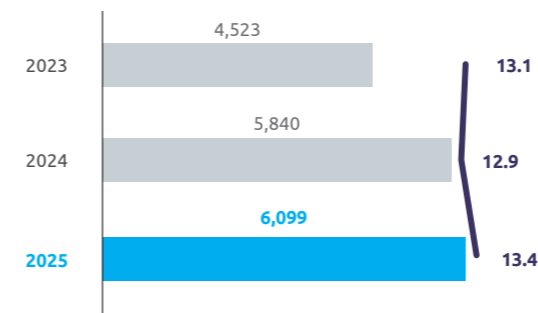
Revenue (TL million)



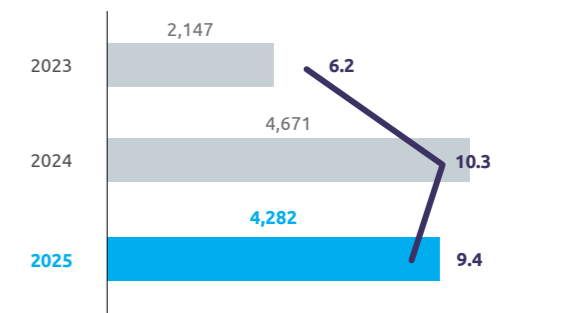
Gross Profit (TL million) & Gross Profit Margin (%)



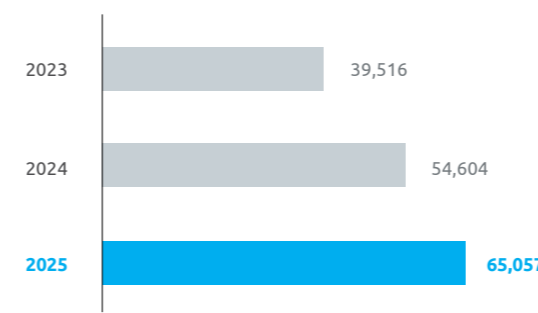
EBITDA** (TL million) & EBITDA Margin (%)



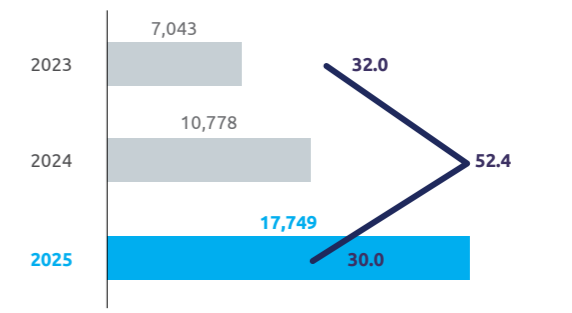
Net Profit for the Period (TL million) & Net Profit Margin (%)



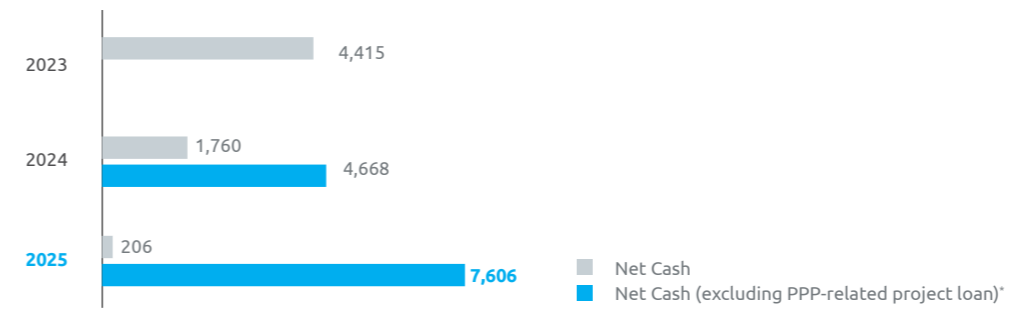
Total Assets (TL million)



Total Equity (TL million) and Return on Equity (%)



Net Cash (TL million)



*Financial liabilities exclude secured project loans related to the PPP project.

Gülermak Management's Assessment of Activities for 2025

Railway, metro, highway and energy infrastructure projects remained priority areas for public investments, with projects requiring high technical competence presenting significant opportunities for experienced and disciplined contractors.

Geopolitical developments, trade tensions, volatility in energy and raw material costs and tightening financing conditions all affected decisions taken by companies operating in the global contracting and infrastructure sector during 2025. At the same time, vulnerabilities in supply chains and rising logistics costs have further increased the importance of flexibility in project management as well as the use of local resources and strong contractual discipline.

On a geographical basis, transportation infrastructure investments continue in Central Asia, the Middle East and Europe while railway, metro, highway, and energy infrastructure projects have remained a priority area for public investment with projects requiring high technical competence presenting significant opportunities for experienced and disciplined contractors.

In Türkiye, it was a period of reconstruction and progress in large-scale infrastructure projects in the wake of the earthquakes. While the relative improvement in macroeconomic balances provided a more predictable environment for planning medium and long-term projects, cost management and maintaining financial soundness become even more critical amid high financing costs and inflationary pressures.

In this multifaceted external environment, Gülermak has maintained its approach of transforming uncertainties into manageable areas and positioning cost control, balanced risk sharing, and financial discipline as strategic priorities. Gülermak's multinational project management experience, proven performance track record and integrated turnkey approach have enabled it to selectively evaluate opportunities in different regions with a careful balance, and reflect this to its financial and operational performance.

Gülermak's backlog has reached EUR 4.91 billion by the end of 2025

The project portfolio, which stood at EUR 1.9 billion in 2021, has grown at a CAGR of 26% over the last four years, a tangible result of a selective project approach focused on areas of expertise and technical depth. This growth not only represents a quantitative increase but also reflects its portfolio of high-quality projects with strong engineering content, long-term visibility and a balanced risk-reward approach.

Closely monitoring project-based cash flows, managing contract terms in a manner that balances risks and effectively operating cost control mechanisms play a crucial role in maintaining a solid balance sheet.

On a segmental basis, metro, light rail and tram projects account for 71% of order backlog with railway projects comprising a 21% share and highway projects a 5% share. This deepening expertise in transportation infrastructure positions Gülermak in a niche area of specialisation on a global scale, supported by its strong capacity in tunnelling operations. Managing tunnel operations on an in-house basis provides a significant competitive advantage when it comes to efficiency, quality and time management.

In terms of geographical distribution, projects undertaken in Eastern Europe and Asia account for 67% of Gülermak's order backlog. Activities in markets such as Poland, Romania, North Macedonia, India the Philippines and Serbia, along with projects in Türkiye, demonstrate Gülermak's balanced geographical structure. This portfolio, structured without reliance on a single market, strengthens resilience in the face of variable economic conditions.

Gülermak's strategic positioning is based on an approach which prioritises long-term resilience. The Company maintains a flexible and balanced structure in response to diverse market conditions through its holistic approach to geographical diversification, operational discipline and risk management.

In line with the concept of operational excellence, the balance between cost, time and quality in long-term and highly technical projects is maintained through disciplined project management processes. Rather than attempting to eliminate risks, they are accurately identified, monitored and managed in a balanced manner. The harmonious collaboration of multinational and multicultural teams operating in different regions is one of the fundamental pillars of Gülermak's success in international projects. In this vein, close monitoring of project-based cash flows, management of contract terms to balance risks and effective operation of cost control mechanisms play a decisive role in maintaining a sound balance sheet.

Maintaining stable growth thanks to a sustainable business model, solid financial structure and agile and experienced management

Despite the challenging conditions of continued global economic uncertainty in 2025, Gülermak maintained its stable growth and achieved strong consolidated financial results thanks to its sustainable business model, robust financial structure and agile and experienced management approach.

In 2025, Gülermak recorded revenue of TL 45.5 billion, with 78% of total revenue generated from international operations, maintaining its high share. EBITDA increased by 4% compared to the previous year reaching TL 6.1 billion with an EBITDA margin of 13.4%.

Despite challenging market conditions, our Company maintained its operational efficiency and financial discipline, achieving a net profit of TL 4.3 billion and a net profit margin of 9.4% in 2025.

Two new projects in Türkiye and two new projects abroad

2025 was also a significant period in terms of new project acquisitions. Our Company undertook a total of four new projects, two in foreign markets and two in the Turkish market, bringing the total number of ongoing projects to 28.

Türkiye's strong position in the field of rail systems was reinforced with the Ankara Natoyolu-Dikimevi Metro Line project. The Gebze-Köseköy Railway Line Section project marks a major step, highlighting our technology and integration capabilities in railway systems.

Winning the project for the reconstruction and modernisation of the Stalac -Djunis section of the Belgrade -Niš line in Serbia is a concrete reflection of the strategy of geographical diversification in the Balkans.

Some of the most important milestones of 2025 included the signing of the contract for the Szczyrzyc - Tymbark railway project in Poland, which was signed in October 2025, as well as the progress made in existing railway and tunnel projects, and the transition to the TBM (Tunnel Boring Machine) phase in the Cluj-Napoca Metro Project in Romania. The scheduled opening of the Kanpur Metro KNPCC-05 project in India, with passenger transport to begin by May 30, 2025, serves as a clear indicator of the project's delivery performance in international projects.

TL 45.5 billion Revenues

Our revenues reached TL 45.5 billion in 2025, with 78% of our total revenue generated from international operations, thus maintaining the high share of international activities in our revenue base. EBITDA increased by 4% compared to the previous year reaching TL 6.1 billion with an EBITDA margin of 13.4%.

Gülermak Management's Assessment of Activities for 2025

Backed by 67 years of engineering experience, Gülermak has constructed approximately 400 kilometres of tunnels, 1,600 kilometres of railways and 120 underground metro stations to date, while successfully completing around 60 TBM (Tunnel Boring Machine) operations.

A significant year from an international visibility perspective

The rise from 13th to 9th place in the "Mass Transit and Rail" category of the "World's Largest International Contractors" list published by Engineering News Record (ENR) serves as confirmation of the project volume and technical capacity achieved on a global scale. Being ranked 9th in the world, 5th in Europe and 1st in Türkiye in the rail systems category demonstrates Gülermak's strong position in its area of expertise. Furthermore, the inclusion of Gülermak Polska in Deloitte's Top 15 list of Poland's largest construction companies, for the first time in its history, marks a recognition of the Company's sustainable growth performance in the Polish market at the local level.

Backed by 67 years of engineering experience, Gülermak has constructed approximately 400 kilometres of tunnels, 1,600 kilometers of railways and 120 underground metro stations to date, and successfully completed around 60 TBM (Tunnel Boring Machine) operations. This experience and technical capacity is plain to see in the Company's ongoing activities with 28 projects and approximately 3,500 employees as of the end of 2025.

Gülermak shares start trading on the Borsa Istanbul's Star Market in 2025

The initial public offering (IPO) process was successfully completed, securing TL 4.845 billion in funding, while the shares began trading on the Borsa Istanbul Star Market on January 17, 2025. In terms of transaction volume, our Company's IPO was the second largest in USD terms and third largest in TL terms in 2025. This development not only reflects a strengthening of the financing structure but also serves to confirm its corporate transparency and accountability by the capital markets.

The Company's corporate governance structure has been significantly strengthened following the initial public offering. A more systematic and transparent structure has been established through the appointment of two independent Board members, the formation of committees and the adoption of fundamental governance policies. Its inclusion in the BIST 100 index on July 1, 2025 serves as a significant indicator of the Company's scale and market credibility.

Strategic technology integration in rail systems

Our collaboration with AstraG, established in 2024 to operate in the field of railway signaling and control systems, is a significant complement to our technology-focused growth vision. AstraG's engineering expertise, field experience and innovative approach add value to our projects, particularly through solutions developed in areas such as data analytics, Internet of Things-based field applications and AI-powered fault prediction systems. Through this partnership, we are supporting our goals of safety, operational efficiency and long-term maintenance optimization in rail systems with a stronger technical infrastructure.

With a wide range of solutions extending from track safety interlocking systems, platform safety solutions and central monitoring to control infrastructures and field control panels, AstraG develops applications adapted to local needs and which have proven their success in the field. Our strategic collaboration not only increases the technical capacity of our existing projects but also strengthens our goal of contributing to Türkiye's position as a technology developer in the field of rail systems. We reinforce our commitment to increasing the visibility of our engineering capabilities in national and international projects with this synergy.

Looking ahead

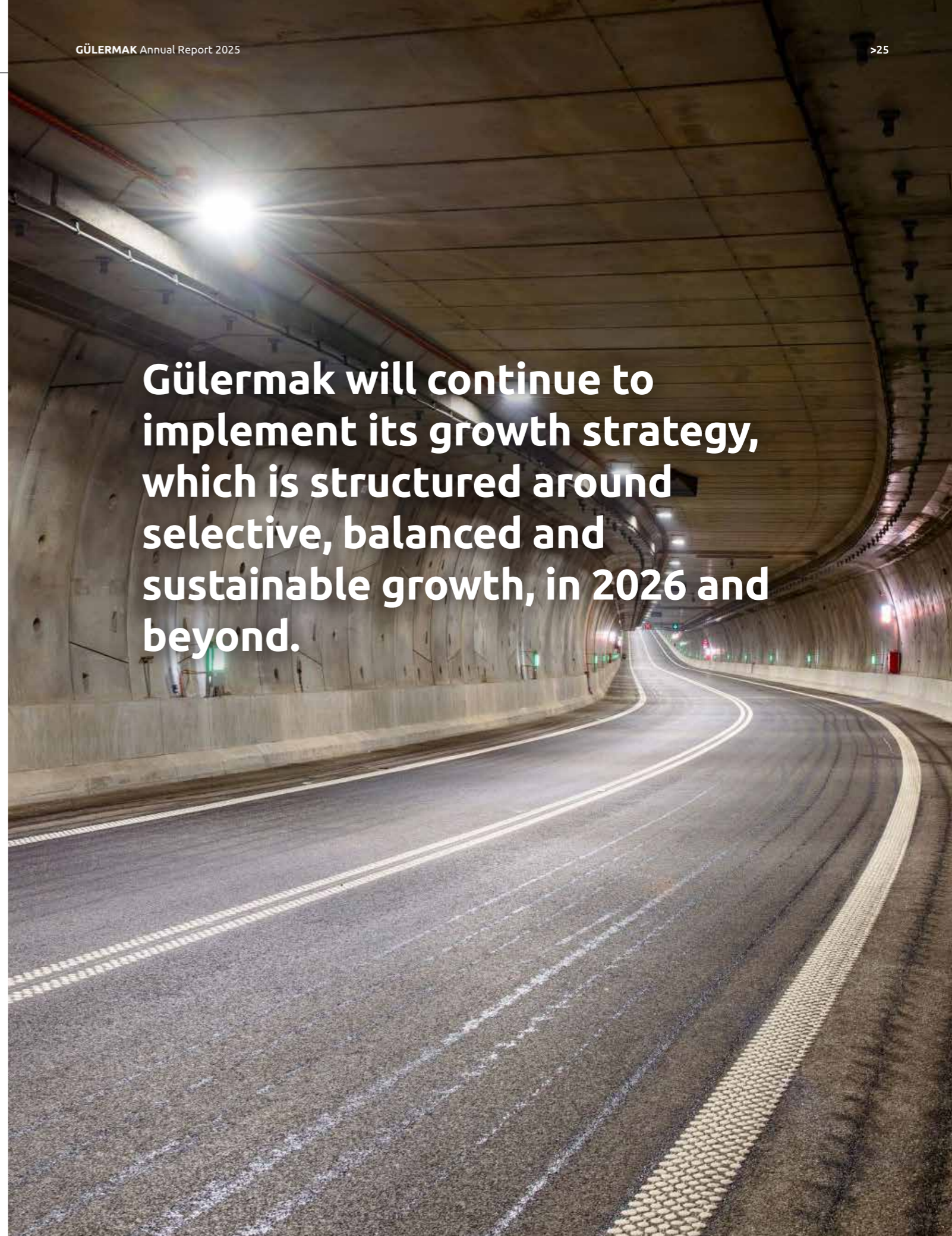
Gülermak will continue to implement its growth strategy, which is structured around selective, balanced and sustainable growth, in 2026 and beyond.

Key priorities for the coming period include maintaining a strong balance sheet structure and transforming technical depth and project management discipline into a competitive advantage in the global infrastructure market.

Gülermak resolutely maintains its claim to be a reliable solution partner in complex and long-term infrastructure projects requiring advanced engineering expertise. Durability, discipline and a long-term perspective will continue to form the basis of its roadmap in the coming period.

We would like to take this opportunity to thank all our stakeholders, especially our employees, for their contribution to our financial and operational performance in 2025.

With our best regards...



Gülermak will continue to implement its growth strategy, which is structured around selective, balanced and sustainable growth, in 2026 and beyond.

IN 2025

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Strong financial results

Despite the challenging conditions marked by continued uncertainty in the global economy in 2025, Gülermak maintained its stable growth and achieved strong consolidated financial results thanks to its sustainable business model, robust financial structure and agile and experienced management approach.

Industry Experience and Attractive Industry Dynamics
Projects undertaken in Eastern Europe and Asia comprise 67% of Gülermak's order backlog. With activities in markets such as Poland, Romania, North Macedonia, India, the Philippines and Serbia, along with projects in Türkiye, the Company demonstrates a balanced geographical structure.



Ambitious Goals

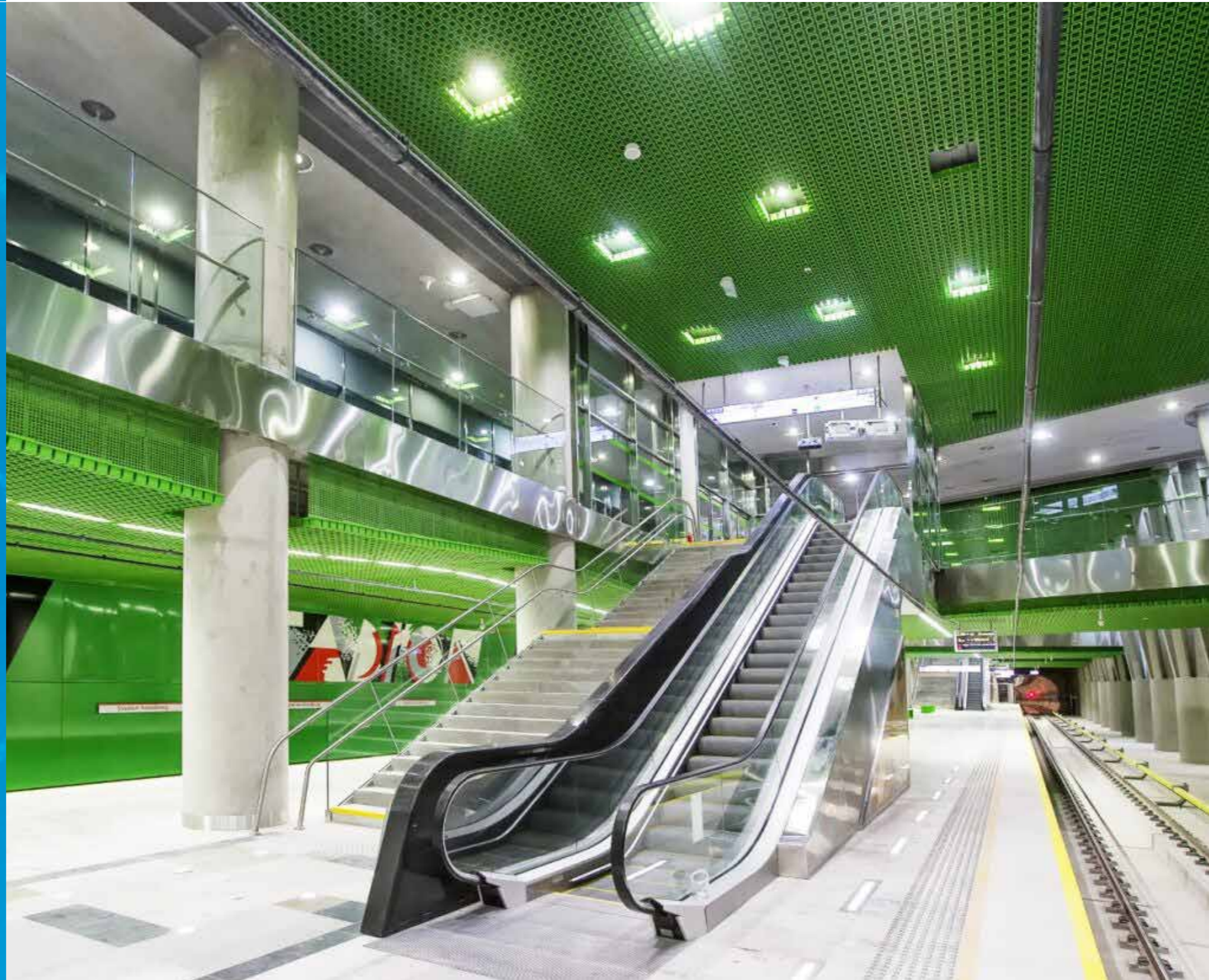
With every project we complete, we move towards more ambitious goals and a stronger future.

4,912

million Euro
Backlog

28

Ongoing Projects



Sectoral Developments and External Environment

In 2025, global transportation infrastructure investments are projected to stand out in an external environment dominated by projects requiring advanced engineering solutions and high technical expertise, and which possess the potential to create long-term value.

Key Trends in the Global Transportation Infrastructure Sector

Global transportation infrastructure investments gained momentum in 2025 in line with the green transformation goals, the rising need for urbanisation and intra-city mobility, the strengthening of strategic trade and energy corridors and the need for resilient infrastructure to ensure long-term security, continuity and performance in the face of climate change, natural disasters and increasing operational burdens. Railway, metro, tunnel, bridge and highway projects stand out as the main areas of investment, supported by public financing, multilateral development banks and public-private partnership models. This global outlook reveals an external environment where projects requiring advanced engineering solutions and high technical expertise, and possessing long-term value creation potential, are gaining prominence.

Regional Trends and Opportunities (Global Overview)

The Asia Pacific Leads the Way

Asia stands out as the region receiving the largest share of global transportation infrastructure investments. Rapid economic growth, intense urbanisation and the need to develop logistics networks in the region are driving large-scale transportation projects. This general trend is supporting high demand in markets such as India, where investments in rail, metro systems and highways are gaining pace.

Investor Interest in Europe

Europe is estimated to have attracted 34% of global private equity infrastructure investments in 2025, becoming a significant investment focus in transport and energy infrastructure (Source: Preqin, 2025 Global Infrastructure Report). This increased capital flow is directed towards large-scale transport projects that offer long-term and predictable returns. This trend creates a favourable market for contractors with extensive technical competence and experience in complex projects.

The Gulf and the Middle East

Gulf states, particularly the United Arab Emirates and Saudi Arabia, continue to place transportation infrastructure investments at the heart of their national development strategies. Metro, rail and integrated city infrastructure projects are being implemented with mega-scale budgets and public-private partnership models, presenting a project structure that necessitates international partnerships. This framework creates significant opportunities for contractors who are financially strong and specialize in technically complex projects.

Geographic Connections and Supply Corridors

The development of new land and rail corridors to ensure the continuity of global trade and energy flows is increasing the strategic importance of transportation infrastructure investments. The new land transportation and trade corridors developed between Iraq and Europe, aimed at reducing logistics costs and strengthening regional integration, stand out as prime examples.

Pressure for Sustainability and the Green Transition

Low-carbon solutions, improvements to rail systems, energy efficiency and technologies aimed at reducing environmental impacts are becoming increasingly crucial in transportation infrastructure investments. The demand for low-emission systems in urban transportation is influencing project selection criteria with this trend broadening the focus of both public and private equity investments. Global consulting and industry reports indicate that sustainability criteria are becoming a permanent trend in infrastructure projects.

The transportation and communication sector in Türkiye

The transportation and communications sector in Türkiye received the highest share of the total investment allocation, at 30.5%. The allocation of TL 440 billion for transportation investments in 2025, representing an increase of 38%, demonstrates that railways, high-speed railway lines, metro systems and logistic lines remain priority investment areas under public leadership.

Outlook for Transportation Infrastructure in Türkiye in 2025

Within the scope of the 2025 Investment Program, the transportation and communication sector in Türkiye received the highest share of the total investment allocation, with a share of 30.5%. The allocation of TL 440 billion for transportation investments in 2025, representing an increase of 38%, demonstrates that railways, high-speed railway lines, metro systems and logistics continue to be priority investment areas under public leadership. In particular, high-standard railway projects such as Halkalı-Kapıkule, Ankara-İzmir, Mersin-Adana-Osmaniye-Gaziantep and Bandırma-Bursa-Yenişehir-Osmaneli stand out as large-scale infrastructure investments requiring technical competence and scale. In line with global trends, the Turkish market offers selective but sustainable opportunities for contractors who possess experience, high capability and engineering expertise.

Main Risk Factors

Key risk areas to watch for the global contracting sector

Financing and Capital Flows

Fluctuations in global direct investment may present hurdles in accessing finance in capital-intensive sectors such as infrastructure, water and energy, especially in developing countries.

Permit and Regulatory Processes:

In some regions, the lengthy environmental permit processes and complexity of administrative procedures may increase timeline and cost risks in large-scale transportation projects.

Cost Pressures

Supply chain costs, volatility in raw material prices and rising financing costs are putting pressure on project pricing and planning processes. This highlights the importance of effective risk management and flexible contract structures.



Gülermak's Sector Positioning and Advantages

In global transportation infrastructure investments

We are observing that projects requiring high technical expertise are gaining prominence, project scales are increasing and a more disciplined evaluation approach is being adopted in financing processes. In this context, competitive advantage in the sector is shaped not only by scale but also by engineering depth, project management competence and the ability to operate simultaneously in multiple regions.

In line with these dynamics, Gülermak commands a strong and distinctive position in the field of transportation infrastructure.

Gülermak's position in the sector is distinguished by its extensive expertise, particularly in **rail systems and transportation infrastructure**. Its long-standing experience in metro systems, railways, light rail systems, tunnels and highway projects position the Group as a preferred solution partner in large-scale and complex projects. The application experience gained in these projects, which require extensive engineering expertise, enables the Group to effectively respond to market needs in different regions.

Another key element supporting the Group's competitiveness is its integrated **EPC (Engineering, Procurement, and Construction)** approach. The ability to manage the entire project lifecycle, from design and procurement to construction and commissioning, enables a holistic approach to be taken to time, cost and quality objectives. This approach supports the effective management of project risks, particularly in large-scale and multi-stakeholder projects.

Gülermak's capacity **to operate in multiple regions** is a significant advantage which strengthens its position in the sector. Projects simultaneously undertaken in different countries are managed within the framework of changing regulatory structures, financing models and local application conditions. The corporate knowledge gained during this process enhances the Group's flexibility and adaptability, while the regional organisational structure and centralised coordination approach enable effective management of this extensive operational network.

Human resources and engineering expertise are among the fundamental pillars of Gülermak's position in the sector. The Company's experienced technical staff, low employee churn, strong local corporate identity built in the regions where it operates, effective organisational structure and strong field management contribute to its sustainable performance in projects with a high technical content. This structure supports the Group's ability to consistently apply quality, occupational safety and environmental standards in different regions.

Considering these factors together, Gülermak commands a strong position in the global transportation infrastructure market, particularly in **large-scale and complex projects requiring high technical expertise and** demonstrates a resilient competitive advantage in the face of changing sector dynamics. These advantages also form the basis of the Group's long-term growth and value creation strategy.

THESE FACTORS ALLOW GÜLERMAK TO CREATE A SUSTAINABLE COMPETITIVE ADVANTAGE IN THE MARKETS IT OPERATES IN AND TO POSITION ITSELF AS A PREFERRED SOLUTION PARTNER IN LARGE-SCALE INFRASTRUCTURE PROJECTS.

Key Factors Strengthening Our Position in the Industry

WHERE ARE WE?						
1	INDUSTRY POSITION	International scale	Strong global position	Deepening transportation infrastructure	Competence in complex projects	
		Capacity to execute projects simultaneously in different regions	Strong project experience and a global portfolio of references, confirmed by international rankings and evaluations	Metro, tram, railway, high-speed rail (HSR) and highway projects	Proven performance in multi-stakeholder projects requiring advanced engineering	
WHAT ARE WE DOING?						
2	AREAS OF ACTIVITY AND EXPERTISE	Metro and light rail systems	Railway and high-speed rail	Tunnels and underground structures	Highways, bridges and transportation infrastructure	Public-Private Partnership (PPP) projects
		Integrated solutions in urban transportation infrastructure	Long-distance, high-capacity transportation projects	Extensive experience in tunnel design and construction, including technically challenging conditions, and the effective use of TBMs (Tunnel Boring Machines) and advanced tunnel boring technologies that have fully mechanised the tunnel excavation process	Infrastructure projects that strengthen regional and international connections	Activities requiring long-term investment and operational responsibility
WHY ARE WE STRONG?						
3	COMPETENCIES THAT CREATE COMPETITIVE ADVANTAGE	Integrated EPC Model	Strong project management	Operations in multiple regions	Engineering and human resources	
		An end-to-end approach encompassing design, procurement and manufacturing	A disciplined approach that manages time, cost, and quality simultaneously	Effective implementation under different market and regulatory conditions	High technical expertise and experienced team structure	

2025 Operating Results

Strong financial results

Despite the challenging conditions of continued uncertainty in the global economy in 2025, Gülermak maintained its stable growth and recorded a strong set of consolidated financial results thanks to its sustainable business model, robust financial structure and agile and experienced management approach.

The Company's revenues reached TL 45.5 billion in 2025. EBITDA increased by 4% compared to the previous year reaching TL 6.1 billion with an EBITDA margin of 13.4%. Despite challenging market conditions, the Company maintained its operational efficiency and financial discipline, reporting a net profit of TL 4.3 billion in 2025 with a net profit margin of 9.4%. Maintaining a strong balance sheet structure with a net cash position of TL 7.6 billion* and a negative net debt/equity ratio as of the end of 2025, Gülermak generates a high return on equity (ROE) without resorting to leverage, thus demonstrating its ability to create quality and sustainable returns through operational efficiency and disciplined capital management.

An order backlog approaching EUR 5 billion

Gülermak's committed project backlog, which stood at EUR 1.9 billion in 2021, reached approximately EUR 4.9 billion by the end of 2025.

Gülermak's order backlog grew at a CAGR of 26% in Euro terms between 2021 and 2025.

This sharp rise in project stock and project sizes is a tangible result of the Company's selective project approach focused on its areas of expertise, its technical capabilities and its controlled geographical diversification strategy.

Portfolio quality is maintained through meticulous project selection.

Gülermak evaluates criteria such as location, competition intensity, financing structure, profitability potential, and the client's financial soundness from a holistic perspective in its project selection processes. Even when technical competence is ensured, strategic decisions to avoid participating in projects with low profitability or high risk significantly contribute to maintaining portfolio quality and sustainable profitability. This approach ensures that the Company focuses on projects which generate high added value and provide long-term visibility, rather than solely on quantitative growth.

The driving force behind order growth: Expertise in transportation infrastructure and tunneling

The Company is positioned as an engineering and contracting firm specialised in transportation infrastructure, particularly tunnel projects on an international basis. Carrying out all TBM (Tunnel Boring Machine) operations in-house enables high efficiency, low operational risk and higher quality standards in

In 2025, Gülermak maintained its operations in line with a selective growth approach and strong operational discipline, managing its project-based performance with financial rigor and cash flow visibility. During this period, the Company's activities were guided by an approach focused on growth, based on its expertise in transportation infrastructure, while balancing risk with geographical diversification.



*Net cash has been calculated excluding secured project loans related to PPP project, which are classified under financial liabilities.

tunnel projects. This niche expertise places Gülermak as one of a small number of competent firms globally, while the high margin and added value potential of tunnel projects constitutes one of the main driving forces behind the growth in the project portfolio.

Our human resources and their competitive advantage

Gülermak's experienced workforce, comprised of individuals who have served the Company for many years, provides the Company with a significant competitive advantage in international tenders. Maintaining its leading position in tunnel and infrastructure projects in Türkiye, the Company also stands out as a strong player in international projects requiring high technical competence and complex pre-qualification requirements. The limited number of specialized firms in the market, the high demand for technical capacity and complex the contract structures are among the key factors supporting Gülermak's competitiveness.

In this vein, the ability to establish partnerships with companies in other regions which compete in some markets (such as collaborations with global players such as Budimex, Tata, Acciona and PORR) demonstrates the Company's reliability and corporate reputation in international markets.

Geographic distribution and risk management

Gülermak's geographical diversification strategy focuses on markets with strong contractual mechanisms, reliable legal infrastructure and support from international financial institutions (such as EU funds, the EIB and EBRD). This approach contributes to the effective management of project risks while supporting the quality and sustainable growth of the project portfolio.

In this respect, the Balkans and Eastern Europe are positioned as priority focus regions in terms of existing experience, access to financing and risk profile.

In 2025, Gülermak achieved significant milestones that strengthened both its operational capabilities and international visibility through projects carried out on a global scale.

An impressive rise in global rankings

Gülermak climbed to 92nd place in the "World's Top 250 International Contractors" list published by Engineering News Record (ENR). Furthermore, it upheld its global position in its field of expertise by ranking 9th in the world, 5th in Europe and 1st in Türkiye in the "Public Transportation and Rail Systems" category. These rankings serve as a concrete indicator of the Company's international competitiveness and project scale.

Polish Prime Minister's Visit to the LK 104 Railway Tunnel Construction Site

Polish Prime Minister Donald Tusk's visit to the LK 104 railway tunnel construction site, part of the Podtęże-Piekietko project, confirmed the project's strategic importance on a national scale. The work on the tunnel, progressing with TBM technology, is setting a new standard in Polish railway infrastructure and reinforcing Gülermak's technical leadership in the country. The visit also strengthened the Company's credible position with public authorities.

One of the top five finalists in the RegioStars Awards 2025

The Świna River Underpass Tunnel Project was selected as one of the five finalists from a pool of 266 projects in the RegioStars Awards 2025 organised by the European Commission. This achievement demonstrates the project's exemplary position in Europe in terms of engineering quality, public value and regional impact. Being selected as a finalist showcased Gülermak's strong position in EU-funded infrastructure projects at an international level.

Kanpur Metro KNPCC-05 project enters service

KNPCC -05 metro line, constructed in Kanpur, India, entered passenger service on May 30, 2025 in a ceremony attended by high-ranking government officials. The successful completion of the project demonstrates Gülermak's operational competence and delivery capabilities in the Indian market. The Kanpur Metro serves as a strong reference point for the Company in the Asian market.

Cluj-Napoca Metro Project enters the TBM (Tunnel Boring Machine)

The underground excavation phase got underway in the Cluj-Napoca metro project in Romania, with construction on the starting shaft for the TBMs (Tunnel Boring Machines) getting underway. This milestone, attended by the Mayor, demonstrates the successful initiation of one of the most critical technical phases of the project, further strengthening Gülermak's presence in metro projects across Eastern Europe.

Line 622 Poland takes the lead in TBM tunneling

With the contract signed within the scope of railway line number 622, Gülermak has added the longest railway tunnel constructed using TBM technology in Poland to its portfolio. This project represents an unparalleled technical scale in the country and positions Gülermak as the undisputed leader in tunnel construction. With this contract, the Company aims to leave a lasting engineering impression on Polish railway infrastructure.

2025 Operating Results

Domestic Projects - Newly Awarded Contracts

Gülermak added significant new projects to its portfolio in Türkiye during 2025.

A contract was signed with Ankara Metropolitan Municipality in May 2025 within the scope of the construction work on the Ankara Natoyolu-Dikimevi Metro line, in line with the bid of TL 14.1 billion submitted on November 22, 2024.

In addition, a TL 1.9 billion contract was signed with the General Directorate of Turkish State Railways in July 2025 for the Signaling, Telecommunications and Support Systems Construction work on the Gebze-Köseköy Railway Line.

Newly Awarded Contracts in International Projects -

Gülermak secured significant railway, metro, and tunnel projects abroad in 2025, expanding its project portfolio and volume. A EUR 349 million contract for the reconstruction and modernisation of the Stalac-Djunis section of the Belgrade - Niš line and the construction of a second railway line in Serbia was signed in December 2025.

In Poland, consortiums including Gülermak S.A., a subsidiary of Gülermak, submitted the winning bids for the Szczyrzyc-Tymbark section railway and tunnel construction works and the C1 Tymbark-Limanowa section railway projects. The contract for the Szczyrzyc-Tymbark Project had been signed in October 2025, and the contract for the C1 Tymbark-Limanowa Project was signed on March 12, 2026. These projects have further strengthened the Company's strong position in the Polish market.

Within the scope of the Poland Warsaw Metro A1 Kabaty Metro Station Line Expansion project, the bid submitted by Gülermak was announced as the winning bid on December 11, 2025. The project cost, including VAT was PLN 33.8 million with the contract signed in February 2026.

Gülermak was awarded first place in the tender for the modernisation of radio systems of Line 1 of the Warsaw Metro in Poland. With a contract value of PLN 29.8 million including VAT, the tender has been communicated to Gülermak, which is awaiting an invitation to sign the contract.



The 2025 operating results confirm the effectiveness of Gülermak's growth strategy, which is focused on its areas of expertise and manages risks in a balanced manner. Within this framework, expectations for the upcoming period are shaped by a selective and disciplined growth approach centered on transportation infrastructure.

PROJECTS WON OR SIGNED IN 2025

Domestic Projects

Ankara Natoyolu-Dikimevi Line Metro

Project Type: Metro line construction work
Client: Ankara Metropolitan Municipality
Contract Date: May 2025
Contract Value: TL 14.1 billion
Company share: 100%.
Status: Tender won - contract process completed

Gebze-Köseköy Railway Section

Project Type: Railway systems (Signalling, Telecommunications and Support Systems)
Client: General Directorate of Turkish State Railways
Contract Date: July 2025
Contract Value: TL 1.9 billion
Company Share: 100%
Status: Tender won - contract process completed

International Projects

Belgrade-Niš Railway Stalac-Djunis Section Reconstruction and Modernisation

Country: Serbia
Project Type: Railway infrastructure
Client: Serbian Railway Infrastructure General Directorate
Contract Date: December 2025
Contract Price: EUR 348.9 million (excluding VAT)
Company Share: 50%
Status: Tender won - contract process completed

Szczyrzyc-Tymbark Railway and Tunnel Construction Work

Country: Poland
Project Type: Railway and tunnel construction work
Client: PKP Polskie Linie Okulowe SA
Contract Date: October 2025
Contract Price: PLN 2.1 billion (including VAT)
Company Share: 50%
Status: Tender won - contract process completed

C1 Tymbark-Limanowa Section Railway Construction and Design Work

Country: Poland
Project Type: Railway infrastructure and design
Client: PKP Polskie Linie Okulowe SA
Contract Date: March 2026
Contract Price: 1.6 billion PLN (including VAT)
Company Share: 65%
Status: Tender won - contract process completed in March 2026

Warsaw Metro A1 Kabaty Metro Station Line Extension

Country: Poland
Project Type: Metro line construction work
Client: Metro Warszawskie
Contract Date: February 2026
Contract Price: PLN 33.8 million
Company Share: 100%
Status: Tender won - contract process completed in February 2026

Modernisation of Radio Systems of Line 1 on Warsaw Metro

Country: Poland
Project Type: Metro line construction work
Client: Metro Warszawskie
Contract Price: PLN 29.8 million
Company Share: 100%
Status: Tender won - awaiting invitation to contract

Looking ahead

Since the early 2000s, Gülermak's growth perspective has been shaped around its focus area of transportation infrastructure projects. The revenue breakdown is a concrete indication of this strategic focus, with approximately 65% of revenue expected to be derived from metro and tram projects, 20% from railway projects and 14% from highway projects in 2025. These segments are expected to be the primary drivers of growth in the coming period.

The Company continues to pursue its geographical diversification strategy with an operational structure that is not dependent on a single market. Strengthening its position in currently operating countries is a priority, with the Balkans and Eastern Europe being key regions to focus on through a selective growth approach. Ongoing projects in Poland, Romania, and North Macedonia reinforce the Company's regional presence, with the winning of a railway tender in Serbia marking the entry into a new market.

The Gulf Region and Indian markets are being monitored with a controlled and partnership-based growth approach. The Company meanwhile maintains its competitive position in Türkiye with new project opportunities closely followed in line with the successes achieved in large-scale tenders.

Gülermak maintains its principle of operating in markets with strong legal and regulatory infrastructure and low levels of risk while focusing on taking advantage of opportunities in the Middle East, Central Europe and Central Asian markets with a long-term perspective.

Investor Relations

Not limiting its activities to the local market alone, Gülermak has developed a strong operational structure on an international scale through infrastructure projects carried out simultaneously in different regions.

Factors Generating Investor Value at Gülermak

Gülermak's long-term growth and value creation approach is built upon sectoral expertise, a high-quality project portfolio, geographical diversification, financial discipline, and a strong governance structure. The elements listed below highlight the Group's key strengths for investors within the framework of short medium and long-term growth perspectives.

Sectoral Experience and Attractive Sector Dynamics

Founded in 1958, Gülermak has built strong corporate expertise in the infrastructure and construction sectors thanks to the scale and diversity of its completed projects. This long-standing experience supports the Group's position as a reliable solution partner in new business development processes and its access to high quality projects in different regions.

Gülermak has focused on turnkey projects in transportation infrastructure, public transport and rail systems, especially in the past 25 years. Globally, it has successfully bored nearly 400 kilometres of tunnels, built 120 underground metro stations around constructed 1,600 kilometres of railway and high-speed rail lines, with around 60 TBM (Tunnel Boring Machine) operations. This experience places the Group as a preferred contractor for large-scale projects requiring high technical expertise.

Revenue Conversion Performance in Developing Regions

Gülermak's strong operational presence in emerging markets such as Türkiye, Poland, Romania, India, the Philippines, the United Arab Emirates and North Macedonia contributed to the steady growth of its backlog between 2021 and 2025, with a compound annual growth rate (CAGR) of 26% in Euro terms. The technical scope, financing structure and public sector - dominated character of the projects undertaken in these markets support the qualitative growth of the project portfolio.

The average revenue conversion rate of 20% indicates that projects are progressing effectively according to the planned schedule with operational efficiency reflected strongly in the financial results.

Approach to International Operations and Balanced Growth

Gülermak has developed a strong international operational structure by not limiting its activities solely to the local market, while simultaneously carrying out infrastructure projects in different regions. The experience gained in different countries and market conditions has strengthened the Company's ability to adapt to regulatory, financial and cultural differences, supporting the Group's entry into new markets and its deepening presence in markets where it is already present. This geographical diversity contributes to a more balanced and sustainable growth strategy.

Strong Financial Structure and Predictable Revenue Stream

With its backlog reaching approximately EUR 5 billion at the end of 2025, Gülermak demonstrates a predictable revenue outlook for the coming periods. The diversification of operations across different regions contributes to achieving a balance of currency-based risks and maintaining balance sheet stability.

The high revenue conversion rate, increasing sales revenue and strong profitability indicators are among the key elements supporting the Group's operational discipline and sustainable profitability capacity. This financial structure enables Gülermak to both effectively manage its existing projects and capitalize on new growth opportunities.

An experienced Management Team and Strong Governance Structure

Gülermak's specialised and experienced management team is one of the fundamental pillars of its long-term value creation ability. The technical knowledge, project management experience and strategic perspective of the management team enable the successful execution of large-scale and complex infrastructure projects in diverse regions.

The appointment of independent board members and the establishment of Board Committees in the post - IPO period have further advanced corporate governance practices, supporting transparency, accountability and sustainable governance.



A milestone which has embodied the trust placed in the Gülermak brand - the IPO process

Gülermak successfully raised a total of TL 4,845 million through its initial public offering (IPO) in 2025. Excluding the over-allotment, the IPO was 3.2 times oversubscribed, attracting TL 103,446,374 in demand for TL 32,300,000 of nominally valued shares. This strong demand is a clear demonstration of investor confidence in the Company.

In terms of transaction volume, the IPO was recorded as the second largest in USD terms and the third largest in TL terms in 2025. The Company's shares began trading on the Borsa Istanbul Star Market on January 17, 2025, under the "GLRMK" ticker with a base price of TL 125, using the continuous trading method.

The funds raised from the IPO are planned to be allocated to machinery and equipment investments, reducing financing costs and meeting working capital needs for Public - Private Partnership (PPP) projects. This approach to fund utilisation aims to increase the Company's financial flexibility, strengthen its operational efficiency and support the sustainability of ongoing large-scale projects. The strengthened capital structure resulting from the IPO has helped Gülermak achieve a more solid and competitive position in both its current operations and long-term strategic growth plans.

During the first General Meeting held after the IPO, two independent members were elected to the Board of Directors and the Disclosure Policy, Dividend Distribution Policy, Remuneration Policy and Donation and Aid Policy were adopted. Following the General Meeting, the Corporate Governance Committee, Audit Committee and the Early Detection of Risk Committee were established, further strengthening the Company's corporate governance structure and transparency practices.

Key Indicators of the Initial Public Offering

- **Total Resources: TL 4,845 billion**
- **Shares Offered to the Public: TL 32,300,000** nominally valued
- **Total Demand: TL 103,446,374** nominally valued
- **Rate at which oversubscribed: 3.20x**
- **Additional Sale: TL 6,460,000** nominally valued
- **Total shares offered to the public, including additional sale: TL 38,760,000** nominally valued
- **Market Position (2025):**
 - » **Second largest IPO** in USD terms.
 - » **Third largest IPO** in Turkish Lira terms.

Stock Exchange Trading Information

- **Transaction Date:** January 17, 2025
- **Market:** Istanbul Stock Exchange - Star Market
- **Transaction Ticker:** GLRMK
- **Base Price:** TL 125
- **Processing Method:** Continuous trading

Investor Relations

2025 STOCK PERFORMANCE

Number of Shares Outstanding	322,600,000
Number of Free Float Shares	38,760,000
Highest Share Price During the Year (TRY)	203,3
Lowest Share Price During the Year (TRY)	125
Year-End Share Price (TRY)	175
Market Capitalization (TRY)*	56,035,620,000

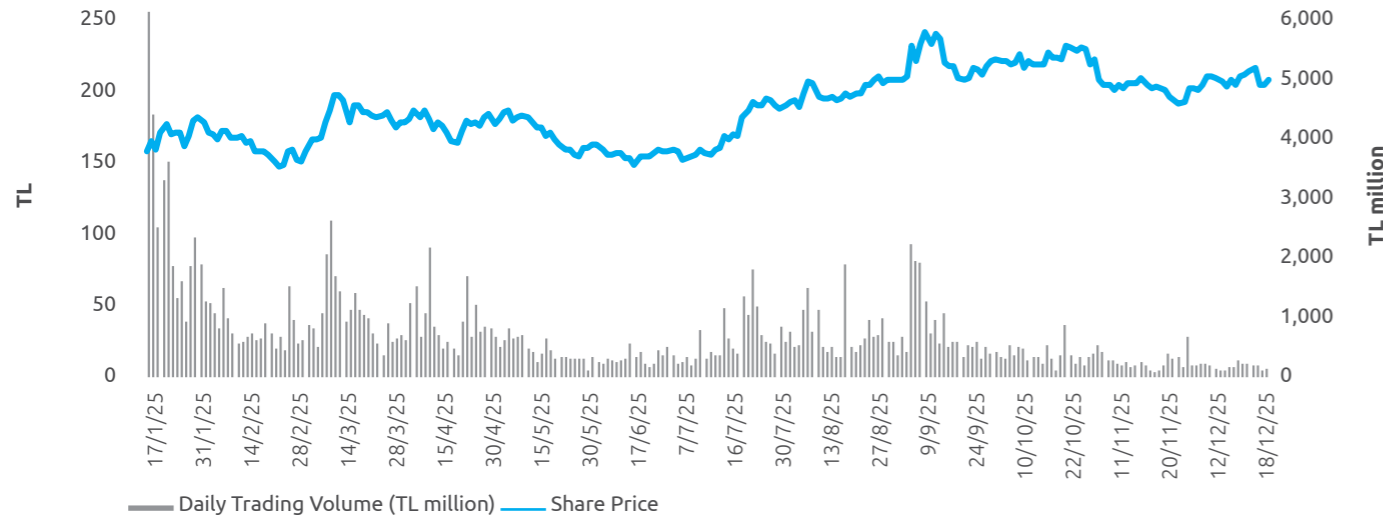
*As of December 31, 2025

The price of the Company's shares, which were offered to the public on January 17, 2025, at TL 125, increased by 40% as of December 31, 2025, when compared to the IPO price.

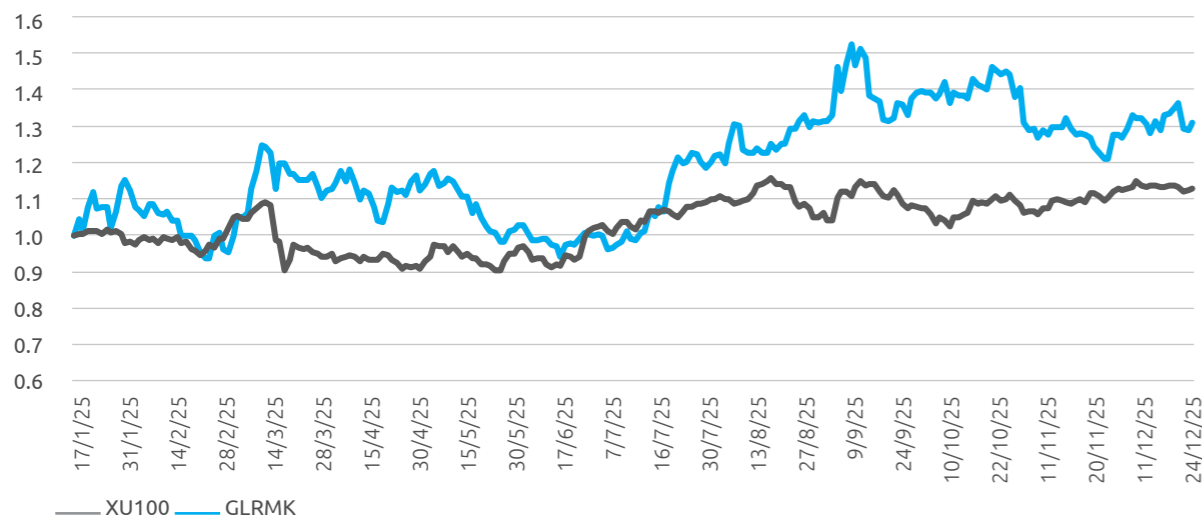
Gülermak's market value stood at TL 56 billion at the end of 2025. The Company's shares recorded an average daily trading volume of TL 608 million.

As of the end of 2025, Gülermak, which is traded on the Yıldız (Star) Market, was included in the following indices: BIST 100, BIST 100-30, BIST PARTICIPATION 50, BIST SERVICES, BIST CONSTRUCTION, BIST ALL, BIST IPO, BIST ANKARA, BIST YILDIZ, BIST PARTICIPATION 30, BIST PARTICIPATION ALL, BIST 500 and the BIST PARTICIPATION 100.

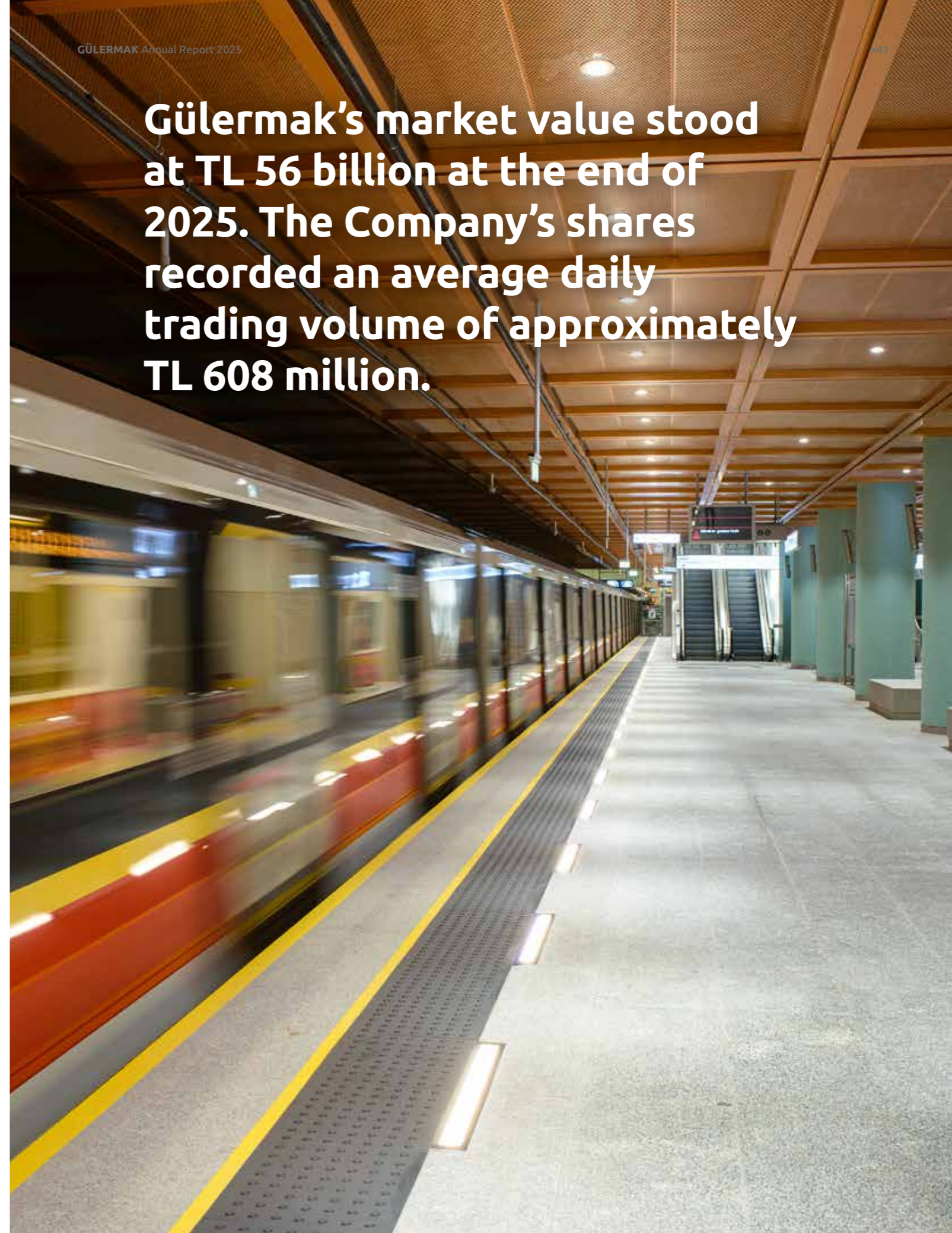
Gülermak Share Performance and Trading Volume



Gülermak - Relative Performance



Gülermak's market value stood at TL 56 billion at the end of 2025. The Company's shares recorded an average daily trading volume of approximately TL 608 million.



Work on Cybersecurity and Information Privacy A Facilitator of the Value Creation Journey

In view of the different countries and project sites in which it operates, Gülermak regards ensuring the confidentiality, integrity, and accessibility of information as a strategic priority

Considering the different countries and project sites in which it operates, Gülermak regards ensuring the confidentiality, integrity and accessibility of information as a strategic priority. In line with this, the Company maintains and continuously improves an efficient, reliable and high-performance Information Security Management System (ISMS).

The ISMS is an integral part of Gülermak’s Integrated Management System, structured in accordance with ISO 9001, ISO 14001 and ISO 45001 standards. The system is designed in compliance with the ISO/IEC 27001 standard and is implemented to encompass information interactions with suppliers, subcontractors, stakeholders and clients.

Through this structure, Gülermak secures business continuity and traceability processes, while managing its commitments regarding the availability, confidentiality and integrity of information within a measurable and verifiable framework.

The Company’s Information Security Management System Policy may be accessed from the following link: <https://www.gulermak.com.tr/tr/Makale/Kurumsal/Politikalar>

Approach to Security of Corporate Information

Information security and cybersecurity at Gülermak have been treated not merely as a technical matter, but as a fundamental component of corporate sustainability and operational continuity throughout 2025. In line with this approach, IT infrastructures located in different cities and project sites were integrated under a single central security monitoring structure.

By ensuring that log records from security devices (firewalls) in all major locations can be monitored from a single central location, a structure has been created which allows for a faster and more controlled response to potential security incidents.

The necessary legal and organizational arrangements within the scope of personal data protection and information security were completed during the same period, and document and data management processes started to be moved to more secure and corporate platforms. As a result, data security was strengthened and a common security approach was established throughout the Company.

Strengthening Infrastructure against Cyber Threats

The digital infrastructure was restructured in 2025 in line with the principle of “equal security for all” in order to protect existing IT systems from cyber threats.

The restructuring ensured centralised management of critical systems, clarification of corporate standards in areas such as file sharing, remote access and user authorisation.

Employee access to systems was shifted from a password-only system to a mandatory multi-factor authentication (MFA) system for all users. Furthermore, office, construction site, guest and infrastructure systems were separated to prevent any potential security risk from affecting the entire structure.

Information Security Management System and Institutionalisation

The year 2025 marked a significant milestone in terms of documenting and institutional processes within the scope of the Information Security Management System. Clear and enforceable policies were established in areas such as access to information, data sharing, equipment usage, communication security and project management.

These arrangements have increased security and transparency not only in internal company processes but also in the exchange of data with business partners and stakeholders. Documents were prepared to guide audit processes with a common technical architecture approach adopted in office and construction site setups. As such, information security has been transformed from being an individual responsibility to being a corporate reflex.

Employee Awareness and Cybersecurity Culture

Recognising that the human factor is one of the most critical components of cybersecurity, priority has been given to training and awareness-raising initiatives aimed at strengthening employee awareness. In this context, online training sessions have been delivered, covering key risks that may be encountered in daily life, including phishing, voice phishing (vishing) and malware. These topics are communicated in a clear and accessible manner to support employees’ ability to identify and respond to potential threats.

Throughout the year, informative releases were published and evaluation meetings held with technical teams to regularly address systemic vulnerabilities and areas open to improvement. These efforts reinforced the understanding that security is not solely the responsibility of the IT department, but a shared responsibility of all employees.

Technological Developments, Organisational Structure and Future Steps

With the aim of continuously improving the cybersecurity infrastructure, cloud-based identity and access management applications were implemented during 2025 with user access more tightly controlled, and the traceability of historical records increased. Geographical access isolation was implemented to provide a high level of protection for digital credentials. Event intelligence data from security devices was migrated to a cloud-centric structure and this data began to be tested with AI-powered analysis tools.

In the same period, Gülermak initiated a phased organizational restructuring process in the field of cybersecurity. Although a full-time CMS (Critical Security Operations Center) structure is not yet in place, responsibilities for monitoring and controlling critical systems have been clearly defined. Cybersecurity risks are identified through regular tests and audits with the findings addressed within the scope of Corrective and Preventive Actions (CAPA). The compliance of the infrastructure’s ability to tackle current threats is continuously ensured in line with internationally accepted security approaches.

In the coming period, the goals include implementing a centralised security monitoring and analysis structure, increasing network and endpoint security investments, the establishment of a data loss prevention (DLP) infrastructure and the deployment of data labelling applications.

The Digital Transformation

Approach to the Digital Transformation

The year 2025 marked a period of accelerated digital transformation at Gülermak on a corporate scale. Corporate information and document management was consolidated under a single umbrella, allowing project teams to collaborate on the same data. With the goal of eliminating paper-based processes, work was initiated to move critical business processes to fully digital structures based on BPM and BPA systems.

Business Processes, Data Management and Operational Efficiency

Cloud-based centralised data management solutions have strengthened coordination between teams and facilitated access to information in projects. This structure has contributed to faster and more flawless execution of customer-facing processes.

By centralising process management and project planning practices, which are widely accepted in the construction industry, human resources and project capacities have become more effectively managed and a corporate and sustainable approach has been adopted instead of individual solutions.

Employee Productivity and Collaboration Infrastructure

By bringing internal document management, communication and online meeting solutions under a single structure, Gülermak has facilitated access to information and strengthened a collaborative work culture. Centralised project information and documents have reduced time losses and improved communication between teams with these developments directly contributing to employee productivity.



Integrated Management Systems and Audits

Gülermak adopts an integrated management approach in the areas of quality, the environment and occupational health and safety, and considers management systems as an integral part of its operational processes

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Gülermak holds ISO 9001 Quality Management System, ISO 14001 Environmental Management System, and ISO 45001 Occupational Health and Safety Management System certifications, with surveillance audits conducted annually and recertification audits performed every three years in accordance with these standards.

No revisions were made to the aforementioned standards in 2025, and management systems continued to operate in accordance with the existing standards. However, expected revisions to the ISO 9001 standard in the coming period are being closely monitored, when management systems will be reviewed and necessary adaptations will be undertaken in line with any changes.

Project-based requirements and compliance

Each new project undertaken by Gülermak includes different technical and managerial requirements within the scope of client specifications and contracts. Accordingly, in addition to the existing integrated management system, documentation, processes and practices needed specifically for the project are defined and management systems are implemented in a flexible structure to comply with project requirements.

Internal and external audits

No nonconformities were detected during external audits carried out in 2025 under the ISO 9001, ISO 14001 and ISO 45001 standards, with only improvement suggestions regarding some processes being reported. These results confirm that the management systems are being implemented effectively.

During the same period, comprehensive internal audits were conducted by the internal audit team, covering the head offices and all ongoing projects. These internal audits encompassed core processes such as project management, cost control, planning, technical design, procurement, quality assurance and control, occupational health and safety, environment, document checks, subcontractor management, claims, human resources, warehouse management and equipment management.



Internal audits have identified a number of areas for improvement, particularly in warehousing, purchasing, equipment management, occupational health and safety (OHS), environmental process and quality processes, with process development efforts being initiated in these areas. The status and effectiveness of the actions taken are monitored by the internal audit team at predetermined intervals.

Risk analysis and audit planning

In early 2025, a more strategic and holistic approach was adopted in risk analysis and internal audit processes within the scope of Integrated Management Systems. The organisational structure has been updated to increase operational efficiency and reduce potential risks with risk analyses conducted using risk matrices prepared with the participation of relevant department and process managers. Through these efforts, operational and process-based risks are systematically evaluated in addition to financial risks.

The Internal Audit Plan prepared for 2025 is structured to cover all central offices and ongoing projects. Each central office and project undergoes at least one internal audit per year, with follow-up audits then carried out in the subsequent six-month period. Audit frequency may be increased or unscheduled audits can be conducted as deemed necessary by the senior management requests or risk analyses. The scope of internal audits is determined by considering management system standards, project specifications and relevant national regulations.



Risk analyses and internal audits conducted throughout the year contributed to the timely identification of risks and the implementation of necessary measures which, in turn, has helped strengthen Gülermak’s financial and operational performance.

Gülermak builds its operations on a strong governance framework, defined policy sets and integrated management systems. Principles and standards defined by corporate policies are implemented in all operational processes, particularly in quality, environmental and occupational health and safety processes, through Integrated Management Systems and monitored through regular audits. As well as ensuring the effectiveness of internal processes, this structure also ensures that the performance on project sites meets client expectations. Accordingly, the output and implementation effectiveness of the management systems on site are evaluated under the heading of client satisfaction.

CLIENT SATISFACTION

Gülermak considers client satisfaction in large-scale and long-term infrastructure projects as one of the key indicators of project success, sustainable business relationships and corporate reputation. Accordingly, the “Client Complaints and Satisfaction Evaluation Procedure” is implemented to systematically collect, evaluate and integrate client feedback into improvement processes.

Client satisfaction is assessed using a two-stage approach. In addition to periodic evaluations conducted during the project execution phase, final feedback is received at the project completion stage. These evaluations are conducted through meetings with the client and address key performance areas such as quality, on-time delivery, occupational health and safety, reliability, communication, resource availability, personnel competence and equipment capacity. The process is carried out in accordance with the requirements of the ISO 9001 Quality Management System.

Measurement Methods and Areas of Development

During 2025, work got underway on developing client satisfaction surveys to complement the current meeting-based feedback method. This approach, implemented on a limited scale in certain projects, aims to obtain measurable data that can be analysed, with the widespread implementation of a standardised survey structure planned for 2026. The goal here is to ensure that project-based feedback is more comparable and traceable.

Client satisfaction assessments are conducted annually during the project execution phase and as a final assessment at the project completion phase. The findings are discussed at the Annual Management Review meetings, where necessary improvement actions are identified.

Integrated Management Systems and Audits

Gülermak has established a comprehensive policy framework to conduct its operations in accordance with the principles of transparency, accountability and ethics

Awareness, Education and Process Improvement

To enhance client satisfaction, regular briefings are provided to project management teams within the scope of internal audit processes with internal auditors on hand to convey the importance of the process and expectations. These activities aim to increase the project team’s responsiveness to client expectations and to identify potential support needs at an early stage.

Factors Affecting Client Satisfaction and Measures Taken

Due to the nature of contract projects, the factors affecting client satisfaction may vary from one project to another. The main factors standing out in this regard and the measures taken are discussed below:

- **Project timeline adherence:** Strengthening time management through the preparation of detailed work schedules and effective monitoring systems.
- **Cost and budget control:** Regular cost control reports and closely monitored budget management.
- **Occupational health and safety:** Job-based risk analyses, daily field inspections, training, and emergency plans.
- **Environmental risks:** Environmental impact and extent analyses, daily environmental audits and training
- **Quality management:** Inspection and testing plans, incoming material quality control and employee training
- **Claims management:** Processes conducted by specialist managers and legal professionals

Through this holistic approach, the aim is to manage project performance in line with client expectations and to strengthen long-term client relationships.

CORPORATE POLICIES AND GOVERNANCE FRAMEWORK

Gülermak has established a comprehensive policy framework to conduct its operations in accordance with the principles of transparency, accountability and ethics.

The policies published publicly on the corporate website outline the Company’s governance approach, its operational standards and the fundamental principles in its relationships with stakeholders.

The main policies published within this scope are: Business Ethics and Morality Regulation, Sustainability Policy, Environmental Policy, Occupational Health and Safety Policy, Quality Policy, Personal Data Processing and Protection Policy, Information Security Management System Policy, Information Security Policy, Anti-Bribery and Corruption Policy, Supply Chain Policy, Cooperative Business Relationship Policy, Donations and Aid Policy, Disclosure Policy, Dividend Distribution Policy and remuneration Policy.

These policies are prepared in accordance with relevant legislation and international best practices and are reviewed regularly and kept up-to-date.

In addition to publicly available policies, there are also procedures, instructions, and guidelines in place which that govern internal company practices and are shared exclusively with employees. These documents are made accessible to employees through internal communication channels such as the intranet, supporting the conduct of daily operations in accordance with the policy framework.

Policy and implementation targets for 2026

Gülermak continues its activities to improve its corporate governance approach and aims to systematically integrate the Diversity, Equality and Inclusion (DEI) approach into corporate processes by 2026. Accordingly, the Company plans strengthen the concept of inclusive leadership and to make training on safe working environment management mandatory. These steps aim to strengthen Gülermak’s people-centric management approach, increase employee commitment and create a common corporate culture across the wide geographical reach of its operations.



SUSTAINABILITY ACTIVITIES

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A holistic approach

Infrastructure investments are one of the most important pillars of economic development, but they are also bring environmental and social impacts which extend over many years. Gülermak addresses these impacts with a holistic approach in the projects it implements in different regions, evaluating sustainability with engineering standards, operational discipline and corporate governance structure.



Environmental and Social Performance

Gülermak systematically monitors and improves the environmental and social performance of its projects through its practices in the areas of tackling climate change, energy efficiency, conservation of natural resources, occupational health and safety and social impact management.

Strategic Focus

For us, sustainability is not a separate area of activity, but an integral part of our strategic decision-making processes and operational practices.

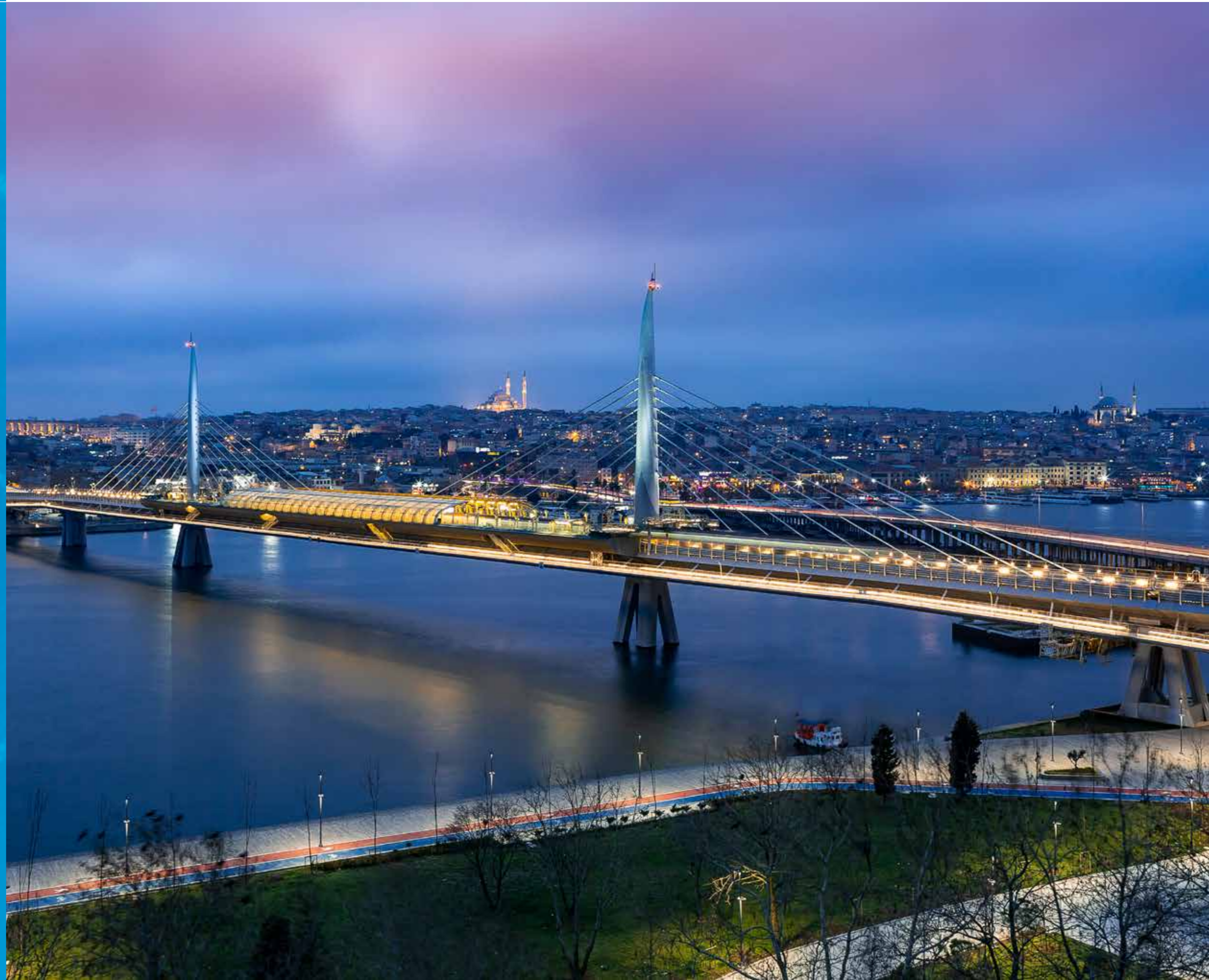
Four main themes

Supporting local communities

Environmentally friendly practices

Promoting health, safety and well-being

Supporting economic development



Approach

Gülermak is a solution partner that creates lasting public value in the regions where it operates. Investments implemented within the scope of transportation infrastructure and industrial projects aim to improve the quality of life of local communities and contribute to economic and social development in the long term.

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In line with this approach, sustainability is not a separate area of activity for Gülermak, but an integral part of our strategic decision-making processes and operational practices. Our short-term and long-term decisions are shaped around a framework of ethical principles, responsible governance, and holistic risk assessment.

Gülermak's sustainability approach is built on three fundamental pillars: social, environmental and economic development. These pillars are addressed in line with the United Nations 2030 Sustainable Development Goals with the aim of providing tangible contributions, particularly in the areas of increasing social welfare, inclusive growth, quality employment, health and safety and environmental responsibility.

Four main themes have been identified within this framework which guide our sustainability focus:

- Supporting local communities
- Environmentally friendly practices
- Promoting health, safety and well-being and supporting economic development

These themes are addressed holistically across the entire value chain, from project design and implementation to supply chain and stakeholder relations.

Four Key Themes



This approach is considered from a perspective of long-term climate goals and a low-carbon transition; a roadmap consistent with the global sustainability agenda is followed in all regions in which the Group operates.

As a global engineering and contracting group, Gülermak is aware of the transboundary impacts of supply chains and climate change. It accordingly acts with a sense of responsibility that extends beyond project sites, aiming to minimize negative impacts and increase the scope and sustainability of positive contributions.

Our sustainability approach, supported by our strong governance structure, high engineering standards and disciplined operational practices forms one of the fundamental pillars of our goal to be a reliable and preferred business partner, both in the present and in the future.

[Click here to read Gülermak's Sustainability Policy](#)

Climate and Energy Management

Strengthening the emission calculation and reporting infrastructure at the corporate level is considered a key objective and component of the sustainability management system structuring process at Gülermak.

2053 Net Zero Target

Gülermak has adopted the Net Zero target for 2050, in line with Türkiye's Net Zero target for 2053 and climate policies in other geographies where it operates. In parallel with this target, the Group is gradually strengthening its infrastructure for emission management, energy efficiency and carbon reduction practices.

Emission management and carbon infrastructure

Energy and fuel consumption data are collected across all Group activities; greenhouse gas emissions are calculated at Scope 1 and Scope 2 levels in accordance with the GHG Protocol methodology while data collection and methodological development work for Scope 3 emissions is ongoing. In addition, the 2023 greenhouse gas emissions inventory in Poland have been verified by the independent verification body Bureau Veritas in 2025, thus initiating the verification processes. These practices demonstrate the continuous improvement of carbon management across the Group.

Strengthening the emission calculation and reporting infrastructure at the corporate level is considered a key objective and component of the sustainability management system structuring process at Gülermak.

Energy efficiency and operational applications

At Gülermak, energy management activities are carried out in accordance with the ISO 50001 Energy Management System approach and the following practices have been highlighted in the Company's ongoing efforts to monitor and improve energy performance in 2025:



- Widespread adoption of Stage V powered equipment
- Preference for machines with low fuel consumption
- LED lighting conversions and automation systems
- Variable speed drives (VSD/VFD) and load-based control systems
- Leak reduction in compressed air systems
- Replacing electric motors with high-efficiency models
- Electric gantry crane investments
- Telematics systems that reduce idling time

These practices have brought measurable energy savings in specific operations, reducing fuel consumption and consequently emission intensity.

Making energy management more systematic is one of the areas of development for Gülermak in the coming period.

Climate and Energy Management

In 2025, Gülermak pressed ahead with its efforts to comply with the regulations arising from the European Green Deal

The European Green Deal and Regulatory Alignment

With the aim of complying with regulations arising from the European Green Deal, the following steps were taken in 2025;

- Strengthening of the carbon footprint calculation infrastructure
- Improvements in reporting of site-based energy, fuel, water and waste performance indicators
- Strengthening of existing environmental provisions in supplier contracts with environmental and social criteria developed and integrated into the contract structure

- Updating of waste reduction and recycling practices
- Continued work on establishment of a sustainability reporting infrastructure

Reporting standards may vary in line with regional obligations, and compliance processes are carried out in line with the relevant legislation.



Environmental Management

Environmental and social risks are assessed at the beginning of each project with a Construction Environmental Management Plan and sub-management plans prepared specifically for each project.

Gülermak considers environmental management as an integral part of the project lifecycle in the metro, light rail, highway, high-speed train and renewable energy projects it undertakes, and conducts all its operations within the framework of the ISO 14001 Environmental Management System. Its environmental management approach goes beyond legal requirements and is structured in accordance with the environmental and social performance criteria of international financial institutions.

Environmental Risk Management in the Project Life Cycle

Environmental and social risks are assessed at the beginning of each project with a Construction Environmental Management Plan and sub-management plans prepared specifically for each project. Topics such as dust, noise and vibration, water and wastewater management, waste and excavation management, pollution prevention, soil conservation, biodiversity and cultural heritage are addressed within the framework of project-based risk analysis and monitoring.

Environmental performance is monitored on a regular basis in line with the Plan-Do-Check-Act (PDCA) cycle with the effectiveness of the system evaluated through internal audits, field applications and central office oversight. Indicators are consolidated through monthly Environmental Performance Reports and corrective and preventive actions are implemented to resolve nonconformities.

Environmental Monitoring and Performance Indicators

Environmental performance is monitored through the following key indicators:

- Greenhouse gas emissions (Scope 1, 2 and partly 3)
- Energy, fuel and water consumption
- Waste production and recycling rates
- Noise and vibration measurements
- Number of environmental incidents and non-conformities
- Biodiversity and cultural heritage monitoring outputs
- Education numbers

The monitoring framework was reviewed in 2025 with biodiversity and cultural heritage indicators in particular being included in the reporting scope in a more systematic way. The traceability of project-based data was strengthened by expanding digital record systems. Performance indicators in Turkish and international projects were monitored as "environmental and social" performance indicators in 2025. Additionally, data on the social criteria of the undertaken projects was also recorded.

Climate Change and Carbon Reduction Practices

Gülermak calculates greenhouse gas emissions in the regions where it operates and implements carbon reduction practices on a project basis. The Group seeks to achieve logistics optimization, high occupancy rates, reduced packaging and a preference for shorter transportation routes when it comes to reducing carbon intensity.

Environmental performance criteria are taken into account in the procurement of new machinery and equipment with the aim of reducing fuel consumption and emissions by using Stage V engine equipment. Waste generation is also reduced by extending maintenance intervals. In line with the 2050 Net Zero target adopted at the group level, carbon reduction plans are being developed in our regions of operation. Accordingly, carbon inventories are prepared in line with the Greenhouse Gas Protocol methodology and are undergoing independent verification processes.

International Financing Requirements and EIA Processes

In internationally financed projects undertaken by Gülermak, the environmental and social performance requirements of lending institutions such as the EBRD, IFC, AIIB, AFD, EIB and IDB are systematically applied. In projects falling within the scope of the Environmental Impact Assessment Directive, environmental impact assessment reports are prepared, stakeholder consultations are conducted and the environmental decisions taken are integrated into project implementations.

Improvements for 2025

The following actions have been taken within the scope of environmental management in 2025;

- Environmental aspects and impact analyses have been updated.
- Waste management infrastructure and temporary storage areas have been improved.
- Monitoring of subcontractor environmental non-compliance has begun through digital platforms.
- Noise modelling and ecological crossing assessment studies have been carried out.
- Environmental awareness training and field information sessions for employees have been stepped up.

Governance and Management Oversight

Environmental management is monitored at a strategic level by the Board of Directors at Gülermak and the Company's senior management with performance indicators evaluated in Management Review meetings and decisions reached on continuous improvement. This approach ensures proactive management of environmental risks and corporate ownership of environmental performance.

Training to Raise Environmental and Social Awareness

Gülermak organises training to raise awareness on environmental issues, community safety and the protection of cultural heritage for all project teams and subcontractor personnel in the projects it undertakes.

Training to raise Environmental and Social Awareness

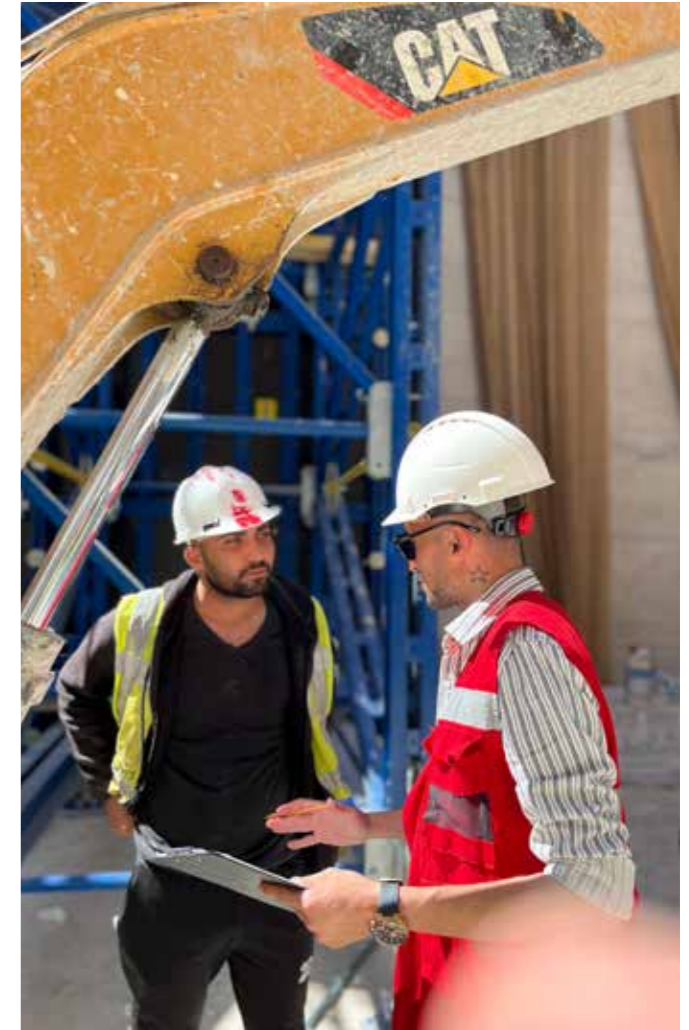
Gülermak organises training to raise awareness on environmental issues, community safety and the protection of cultural heritage for all project teams, including employees and subcontractor personnel, in the projects it undertakes. These training programs aim to raise awareness among of environmental and social responsibilities among project teams and to promote a culture of safe and responsible behaviour in the regions where the projects are carried out.

Awareness - raising activities targeting local communities, especially children, is aimed at reducing the risks associated with approaching construction sites and to strengthen safety awareness.

Images from the training and awareness activities carried out throughout 2025

The training provided within the scope of the projects covers topics such as environmental awareness, waste management, environmental emergencies, spill and leak response, zero waste practices, conditions for the use of temporary waste storage areas, water efficiency and wastewater management. Furthermore, information is provided on biodiversity conservation, cultural heritage awareness and mitigation measures determined within the scope of environmental management plans. Personnel working in archaeologically sensitive areas receive training on accidental discovery procedures and practices related to the protection of cultural heritage.

Environmental Information Boards have been placed in various common areas of the project sites to continuously maintain environmental awareness among employees, with these boards providing regularly updated information on seasonal risks, environmental practices and site regulations.



Management of Natural Resources and Control of Environmental Impacts

Gülermak manages its environmental impacts in all regions where it operates in line with the project scale and local legal requirements, systematically maintaining practices aimed at reducing the use of natural resources and keeping operational environmental risks under control.

Gülermak manages its environmental impacts in all regions where it operates in accordance with the project scale and local legal requirements and systematically carries out practices aimed at reducing the use of natural resources and keeping operational environmental risks under control.

Waste Management

Waste management is carried out at central offices and project sites with an approach focused on reduction at source, separation and recycling.

Waste Management Plans are prepared for all projects with roles, responsibilities and monitoring processes defined specifically for each project.

Gülermak continues its work under the Eastern Group (Romania, Philippines, North Macedonia, India and Serbia) and Western Group (Poland) organisational structures as well as in Türkiye.

A total of 1,510,374.38 tonnes of hazardous and non-hazardous waste (including excavation material) was recycled, reused and recovered in Gülermak's areas of operation during the reporting period, with 21.9% of the hazardous and non-hazardous waste generated from all projects during the reporting period originating from the Türkiye Group, 77.7% from the West Group and 0.4% from the East Group. Similarly, excluding excavation material, a total of 164,919.89 tonnes of hazardous and non-hazardous waste was recycled, reused and recovered with the Türkiye Group accounting for 94.5% of this hazardous and non-hazardous waste, the West group accounting for 1.9% of the total and the East Group comprising 3.6% of the waste.

Recycled, reused and recovered hazardous and non-hazardous waste by Group (%) (2024-2025)

Year	Group	Hazardous Waste %	Non-hazardous Waste %
2024	Türkiye	0.39	99.61
2024	West	0.34	99.66
2024	East	51.94	48.06
Year	Group	Hazardous Waste %	Non-hazardous Waste %
2025	Türkiye	3.10	96.90
2025	West	0.001	100.00
2025	East	2.76	97.24

Apart from excavation materials, 99% of non-hazardous waste generated in Türkiye, across both Eastern and Western regions, was directed to recycling in 2025 with 1% sent to landfill.

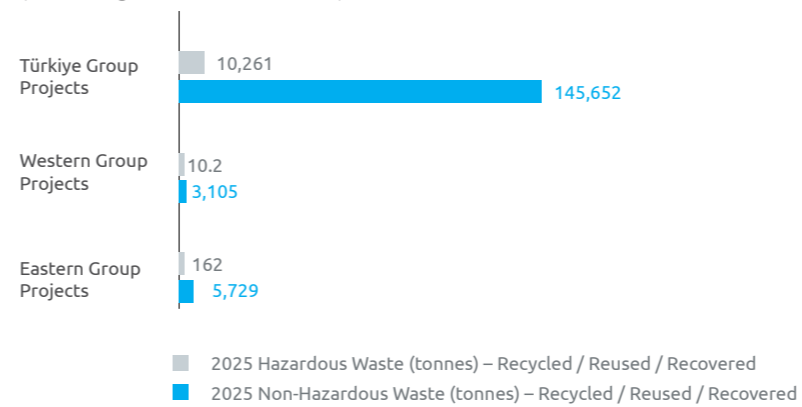
Hazardous waste is classified in temporary storage areas compliant with regulations at project sites and transported to authorised recycling or disposal facilities using licensed carriers. Waste coding, labelling and declaration processes are regularly monitored.

The Ankara Head Office received its Zero Waste Certificate on January 8, 2025, while Zero Waste systems are being

established in project areas, and processes for obtaining "Zero Waste Certificates" specific to each project are underway. In this vein, the Ispartakule-Çerkezköy Railway Line Project received its Zero Waste Certificate on December 16, 2024 and the Üçyol - Buca Metro Project received its Zero Waste Certificate on December 26, 2024.

Gülermak carries out its waste management activities in projects within Türkiye in accordance with the Waste Management Regulation. In other regions, the Company acts in accordance with the local legislation in place in the relevant countries. All types and quantities of waste produced are recorded digitally.

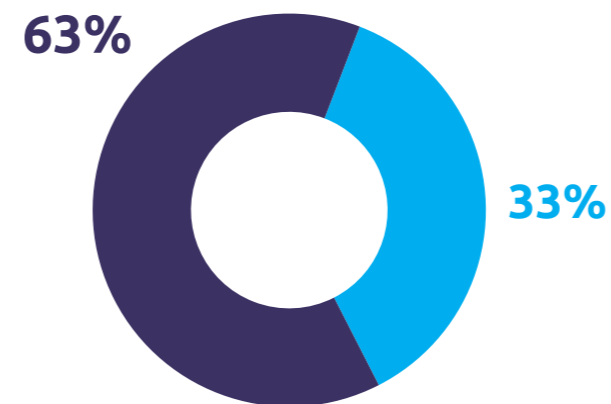
2025 Hazardous / Non-Hazardous Waste Distribution by Region (tonnes) (Excluding Excavated Material)



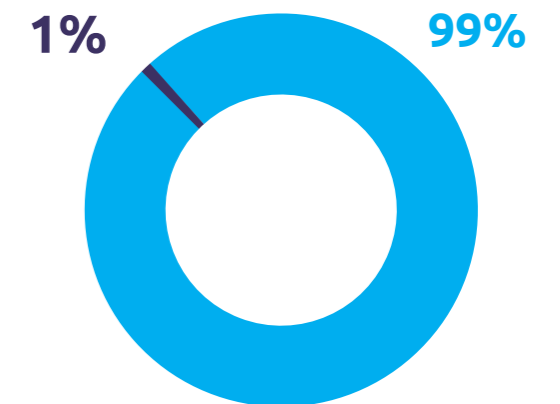
Waste Quantities Excluding Excavation Material (2025)	Türkiye Group Projects	Western Group Projects	Eastern Group Projects
Hazardous Waste (Recycled / Reused / Recovered) in 2025 (tonnes)	10,261.16	10.2	162.52
Non-hazardous waste (recycled / reused / recovered) in 2025 (tonnes)	145,652.10	3,105.00	5,729

According to 2025 data, in Türkiye, 37% of non-hazardous waste generated in the Eastern and Western regions was directed to recycling while 63% was sent to landfill (including excavation materials). The recovery of scrap metal and steel fragments has provided a significant contribution to circular resource use.

Apart from excavation materials, 99% of non-hazardous waste generated in Türkiye, across both Eastern and Western regions, was directed to recycling in 2025 with just 1% sent to landfill.



■ Non-Hazardous Waste Recycled / Reused / Recovered (including scrap and excavated material; excluding TBM excavated material)
■ Non-Hazardous Waste Landfilled (including TBM tunnel excavated material and municipal solid waste)



■ Non-Hazardous Waste Recycled / Reused / Recovered (including scrap; excluding excavated material)
■ Non-Hazardous Waste Landfilled (excluding excavated material)

Management of Natural Resource and Control of Environmental Impacts

Within the scope of water reclamation practices carried out in the Türkiye and the Eastern Group, water obtained from field sources is subjected to pre-treatment processes after undergoing quality analysis and then made available for reuse.

Water and Wastewater Management

Practices aimed at increasing water efficiency in water-intensive operations were strengthened throughout 2025.

Water obtained from field sources is subjected to pre-treatment processes after undergoing quality analysis and then made available for reuse within the scope of water recovery practices carried out in the Türkiye and the Eastern Groups.

A number of practices at construction sites were implemented including;

- Closed-loop process water usage
- Package water treatment systems
- Sedimentation pond capacity improvements
- Separation systems for petroleum-derived substances
- Treatment and reuse of process water in TBM (Tunnel Boring Machine) processes



In our operational areas, the Western Group carries out groundwater monitoring, process water treatment and on-site reuse applications in Poland in accordance with project-based EIA decisions. The treatment and on-site reuse of process water helps reduce the need for municipal water, particularly in tunnel projects.

As a result of these implemented practices, Group-wide improvements have been achieved in reducing water consumption and keeping wastewater discharge under control.



Biodiversity and Habitat Conservation

Biodiversity management in Gülermak's projects is shaped according to the type of project and the sensitivity of the ecosystem in which it is located. More comprehensive monitoring and protection programs are implemented, especially in large-scale projects financed by loans.

The following practices were implemented in certain projects carried out in the Türkiye and the Eastern Group during 2025:

- Monitoring wintering, migrating and breeding species
- Checking nests belonging to vulnerable species
- Collecting seeds of endemic and rare plant species and planting them in suitable habitats
- Species translocation studies
- Camera trap monitoring systems
- Ecological underpass and overpass designs

These studies have contributed to more controlled planning of construction activities in terms of time and space, helping to alleviate potential pressure on sensitive species and habitats.

In Poland, one of our areas of operation, biodiversity management is carried out in accordance with the Environmental Impact Assessment Directive and relevant national regulations, with obligations related to nature monitoring and species and habitat conservation implemented within the framework of project decisions.

Environmental Impact Assessment and Client Requirements

Environmental impact management in domestic and international projects is carried out in accordance with national legislation, EIA/ESIA decisions and, in some projects, the requirements of international financial institutions.

In the projects, systematic reporting and monitoring is carried out in areas such as the following;

- Noise and vibration control
- Reducing dust emissions
- Soil and groundwater conservation
- Management of hazardous and non-hazardous waste
- Management of chemical and fuel risks
- Species and habitat conservation practices

With this approach, Gülermak manages the environmental impacts of its projects in different regions in a controlled manner and complies with client requirements and regulatory obligations.

Occupational Health and Safety (OHS) at Gülermak

Gülermak treats occupational health and safety as a fundamental element of operational excellence and corporate sustainability, in line with the nature and scale of the infrastructure projects it undertakes. New practices implemented in the field of occupational health and safety in 2025 are aimed at strengthening site safety and expanding the use of a proactive risk management approach.

Highlights from the 2025 activities

Gülermak introduced a series of new applications focused on technical, organisational and training aspects in 2025, including a digital occupational health and safety (OHS) platform enabling the tracking of incident reports, notification of nonconformities and corrective actions which was widely implemented across all projects. Monthly OHS reports, incident analyses risk categories and levels of employee participation in preventive activities were regularly monitored.

Gas detectors and environmental monitoring systems have been installed in tunnels and confined spaces to enhance safety in high-risk work areas with toolbox meetings tailored to real hazards, internal audits and an annual risk-safety assessment cycle being implemented.

Tunnel monitoring systems have been found to be highly effective in preventing negative consequences related to harmful gases.

Site safety was directly monitored through regular site visits by managers, with leadership-level participation in preventive actions being ensured. These practices led to a decrease in the number of incidents compared to the previous year, with shorter closure times for reported nonconformities and an increase in hazard reports submitted by employees.

Management system audits

Internal audits conducted on all projects in 2025 confirmed that occupational health and safety (OHS) processes were compliant with ISO 45001 Occupational Health and Safety Management System requirements and internal company regulations. A limited number of nonconformities were identified during the audits; these mainly concerned the timing of emergency drills and post-incident risk assessment methodologies. All findings were addressed and verified through follow-up audits.

Furthermore, the ISO 45001 external audit conducted by SGS revealed that the system was being implemented effectively; however, it also pointed to areas open to improvement regarding closer monitoring of employee participation in near miss reports. Corrective actions were implemented based on the audit findings and the safety culture was strengthened through training.

Risk assessments and preventive measures

As part of the 2025 risk assessments, the following major occupational health and safety (OHS) risks were identified based on the project execution processes:

- Working at height and falls
- Harmful gases and dust in tunnels
- Vertical transport operations and on-site vehicular traffic
- Extreme weather events and climate-related risks
- Exposure to chemicals and dust
- Psychosocial risks and work-related stress

Safety training, authorised work systems, access controls, environmental monitoring systems, emergency procedures and regular drills have been implemented to address these risks. Ergonomic workspaces, well-being programs, stress assessments, anti-mobbing practices and a chemical management system have been incorporated to address employee health through a holistic approach.

The effectiveness of the applications is regularly monitored through incident and near-miss analyses, action tracking via digital platforms, internal and external audit results, employee feedback and performance indicators such as TRIR and LTIR. These efforts have eliminated gas-related incidents in tunnels, reduced the number of falls and increased proactive hazard reporting.

Practices within the scope of the “Zero Accident” target

In line with the goal of “completely preventing serious and fatal work accidents”, measures have been taken to standardize subcontractor occupational health and safety requirements, implement digital incident and action management systems at all construction sites, strengthen near-miss reporting processes and expand toolbox meetings before critical work. In addition, first aid, fire safety and working at height training cycles have been broadened.

The significant decrease in accident rates achieved over the past two years serves to confirm the effectiveness of these measures.

Digitalisation and a future-oriented approach in Occupational Health and Safety

While Gülermak does not currently use direct AI-based occupational health and safety (OHS) systems at its construction sites, incident notifications, checklists, tracking of nonconformities and corrective action management are effectively carried out through digital tools such as Dalux. These systems provide a strong preventive contribution in trend analysis and the identification of recurring risks. The Company considers digital solutions for automated alerts and real-time risk detection as a natural area for development in the future.



Training and the Occupational Health and Safety culture

Safety Day events, thematic bulletins, Safety Stop applications, OHS committee meetings, wellbeing and stress management programs were implemented in 2025 in order to strengthen the culture of Occupational Health and Safety (OHS) with basic OHS, task-based risk awareness, first aid, fire safety, working at height, tunnel operations and ergonomics training provided within the scope of the comprehensive training programs.

The practical training provided has raised Gülermak employees’ awareness of Occupational Health and Safety and their preparedness for emergencies. The impact of the training has been regularly monitored through field observations and performance indicators.

By the end of 2025, approximately 65% of employees had completed practical intervention training.



Human Resources at Gülermak

Gülermak has a broad and multifaceted human resources structure operating over a diverse geographical reach and on large-scale project sites, working in highly technically demanding fields. This structure, shaped by a project-based organisational model, relies on the coordination of field and office teams, a balanced distribution of blue-collar and white-collar employees and the collaboration of multinational teams.

The Company's human resources profile is planned to support operational continuity and quality standards; projects carried out in different countries are managed in accordance with common corporate principles and standards.

Human Resources Profile Key Indicators (2025)	
Total Number of Employees:	3,492
Number of Countries of Operation:	9
Employee Breakdown	
Blue-Collar Employees:	1,884
White-Collar Employees:	1,608
Gender Breakdown	
Female:	506
Male:	2,986
Employees in Management Positions	
Female:	27
Male:	286

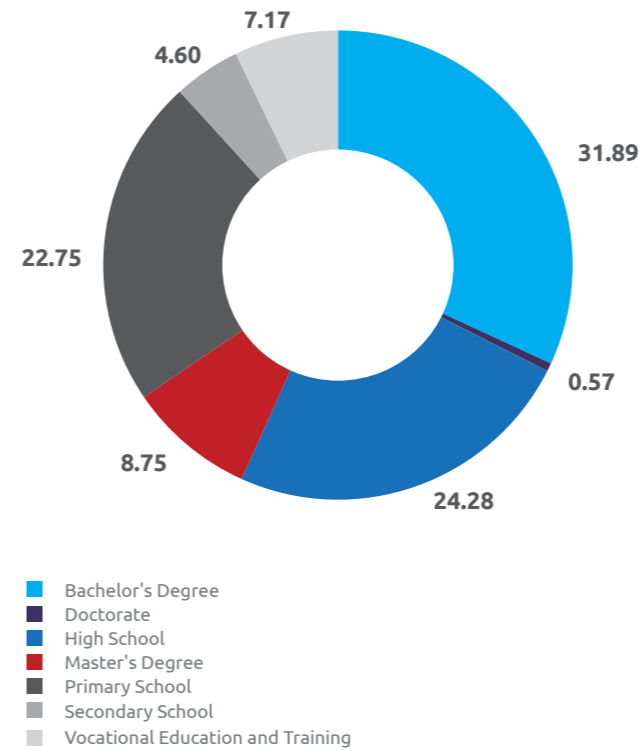
This broad and dynamic workforce is managed within a strong corporate framework and through a holistic human resources approach.



Gülermak has a broad and multifaceted human resource structure comprised of specialised individuals working in highly technical fields, operating in diverse regions and on large-scale project sites.

Country	Blue-Collar Employees	White-Collar Employees	Total
India	119	180	299
Philippines	52	94	146
Poland	75	521	596
North Macedonia	82	67	149
Romania	62	232	294
Türkiye	1,492	491	1,983
Suudi Arabistan		4	4
The U.A.E.	2	14	16
Serbia		5	5
Total	1,884	1,608	3,492

Distribution of Employees by Educational Level (%)



A culture based on ethics, transparency and compliance
Gülermak defines its approach to business and management ethics with its Business Ethics and Morality Regulation and applies these rules to its employees as well as its supply chain stakeholders¹. This framework aims to establish a working culture consistent with the Company's values and to prevent unethical behaviour.

Compliance with ethical standards is deemed an integral part of the recruitment and orientation processes, with employee awareness supported through regular training and information activities. The Group adopts a zero-tolerance approach to harassment, mobbing and discrimination with ethical reporting processes conducted in accordance with the principles of confidentiality and non-retaliation^{2, 3}.

All relevant policies and procedures may be accessed from the Policies section on Gülermak's corporate website¹.

Approach to human resources and strategy

Gülermak views human resources not merely as an operational element, but as a strategic asset supporting long-term success, sustainable growth and project performance. Managing employees working in different countries and project sites within a framework of common principles and standards forms the basis of its Human Resources approach.

This approach supports the efficient and harmonious management of an organisational structure with a wide geographical reach led by a management team with many years of industry experience.

This approach is built on a culture of ethics, transparency and compliance¹, competency and development-focused practices², employee experience and engagement³, fair and competitive remuneration⁴ and digital integrated HR processes⁵.

Within this framework, Human Resources practices aim to ensure a consistent, fair and accessible management approach for all employees, while considering the requirements of a project-based organizational structure.



¹The Business Ethics and Morality Regulation and related policies/procedures are publicly available and cover employees and supply chain stakeholders.
²Ethical reporting and training processes are conducted in accordance with the principles of confidentiality, non-retaliation and independent evaluation.
³Processes related to harassment, mobbing, and discrimination are supported by specific policies and reporting mechanisms.

Human Resources at Gülermak

Gülermak’s training and development approach aims to improve employees’ technical and behavioural competencies from a holistic perspective. Programs implemented in accordance with common quality standards in all countries are conducted under the umbrella of the Gülermak Academy.

Training, development and competency management

Gülermak’s training and development approach aims to improve employees’ technical and behavioural competencies from a holistic perspective. Programs implemented in accordance with common quality standards in all countries are conducted under the umbrella of the Gülermak Academy.

Training content is determined based on competency and needs analyses, occupational safety requirements, managerial feedback and annual goals. The effectiveness of the training is monitored through participation rates, satisfaction surveys, performance indicators and field outcomes.

Training and development activities are addressed in integration with occupational health and safety priorities, with the aim of supporting behavioural transformation in field applications.

Going forward, the Group will maintain its efforts to develop its digital learning infrastructure ensure technical training is more practical.

Employee satisfaction and commitment

Employee satisfaction and engagement are fundamental components of Gülermak’s sustainable performance approach. Employee feedback is collected through satisfaction surveys, suggestion systems, one-to-one interviews and digital channels with the findings evaluated through project and country-based analyses³.

These studies enable the effects of strengthening the employee experience on project efficiency, quality performance and customer satisfaction to be monitored.

Remuneration and benefits management

Remuneration policies at Gülermak are implemented in accordance with the principles of fairness, transparency and competitiveness. Salary structures are determined by considering the value of the position, the scope of responsibility, market data, the employee experience and performance results⁴.

Benefits include health insurance and support for meals and transportation, along with accommodation, with country-specific policies implemented for employees working on international projects. Monetary thresholds and detailed band structures related to pay and benefits are summarised in the report⁴.

Personnel matters and digital HR processes

Personnel and benefits processes are carried out in coordination with the Human Resources and Occupational Health and Safety units. Digital personnel systems have facilitated access to document management, leave, and payroll processes while reducing processing times and the operational burden⁵.

The software infrastructure used in the processes is managed in accordance with data security and authorisation management principles, while technical details are excluded from the scope of this report⁶.

Future focus on human resources

Gülermak aims to continuously improve its Human Resources practices while maintaining the flexibility and scalability required by its project-based and multi-location human resources structure. In the coming period, the focus of the Human Resources unit will be on a holistic approach that addresses both operational needs and long-term competency requirements.

⁴Monetary thresholds, pay bands, and country-specific variations regarding remuneration and benefits are summarised in the report; details are managed through internal processes.

⁵The technical infrastructure, data security and access permissions of digital HR systems are excluded from the scope of this report.

⁶Human Resources future focuses express strategic orientations and do not constitute binding commitments.



GÜLERMAK’S MAIN PRIORITY AREAS

Competency and Leadership Development

In addition to technical expertise, programs aimed at strengthening project management, leadership and team management skills should be widely implemented

Digital HR and Data-Driven Management

Improving digital infrastructure in training, personnel and competency processes; increasing data-driven approaches in decision-making processes

Employee Experience and Commitment

Strengthening practices that address the needs of both field and office employees together and are supported by feedback mechanisms

Strengthening Ethics, Compliance and Corporate Culture

Continuously supporting ethical awareness and a culture of compliance through training and communication

Diversity, Equality and Inclusion

Developing practices that support equal opportunities and strengthen an inclusive work environment

Human Resources practices are continuously being developed to support Gülermak’s sustainable growth objectives and project performance.

Supply Chain Management

Gülermak applies a holistic approach in managing the supply chain in large-scale and technically complex infrastructure projects in line with the principles of operational continuity, cost effectiveness, quality assurance and sustainability.



Gülermak applies a holistic approach in managing the supply chain in large-scale and technically complex infrastructure projects based on the principles of operational continuity, cost effectiveness, quality assurance and sustainability. The main objective of the supply chain strategy is to ensure the procurement of high-quality products and services at the right time, at competitive costs and within a structure that supports long-term value creation.

The Company adopts the fundamental principles of a multi-supplier structure, risk distribution, localisation, long-term contracts and performance-oriented evaluation in supply chain management. Priority is placed on establishing close relationships with local suppliers in the countries where projects are carried out and optimising the procurement of local products, both from a perspective of logistical efficiency and operational flexibility at project sites. Suppliers are positioned as long-term business partners rather than short-term transactional relationships.

Substitute supplier strategies are implemented in critical material and service groups with purchasing, inventory, and logistics processes monitored in real-time through demand forecasting models and integrated ERP systems. In logistics operations, route optimisation, high occupancy rates and environmentally friendly transportation options are preferred to achieve cost efficiency as well as reductions in the carbon footprint.

Effective Use of IT Infrastructure and Digitalisation
Gülermak effectively utilises IT infrastructure in its supply chain processes. Order management, inventory tracking, cost control, subcontractor payment management and supplier performance analysis are carried out through the ERP system. Document management, contract tracking and bid comparisons are carried out on digital platforms, minimising manual processes.

Project management software and BIM-based systems are used to regularly monitor costs, inventory levels, order automation and delivery performance. This strengthens process transparency, traceability, and data-driven decision-making capabilities.

Supplier Selection, Sustainability and Ethical Approach
Supplier selection and evaluation processes consider not only technical and financial criteria, but also environmental impacts, occupational health and safety practices, working conditions, legal compliance, carbon footprint management, waste policies, energy efficiency and ethical compliance. These criteria are assessed during the bidding phase and integrated into periodic performance evaluations.



Supply chain management is carried out within the framework of Gülermak's Sustainability Policy, Business Ethics and Morality Policy and Environmental and Occupational Health and Safety policies. A zero-tolerance approach has been adopted to child labour, forced labour, discrimination and occupational health and safety violations. In this scope, environmental and social obligations are included in supplier contracts, with suppliers expected to follow the same standards of compliance.

Preliminary qualification assessments are conducted for new suppliers while existing suppliers are subject to regular performance and compliance audits. Suppliers with management system certifications such as ISO 14001 and ISO 45001 are preferred while processes aimed at strengthening the ESG performance of suppliers are standardised.

Third-party audits are conducted for certain projects carried out within Gülermak to evaluate environmental and social performance. A risk-based audit approach is taken with monitoring activities carried out for critical suppliers, with corrective and preventive action mechanisms implemented where necessary. In projects financed by loans, the supplier management processes are conducted in accordance with the Environmental and Social Performance Requirements determined by the European Bank for Reconstruction and Development (EBRD). Gülermak aims to standardize this approach and extend it to non-financial projects as well.

Suppliers are expected to provide details of their waste management practices, information on their carbon footprint and data on their environmental performance, with regional pilot programs conducted in this regard.

Relations with Suppliers and Performance Management
Gülermak manages its supplier relationships based on regular communication, transparency, performance-based evaluation and long-term collaborations. Trust and transparency are reinforced by providing feedback to companies that have participated in tender processes but have not been selected. Supplier visits are conducted to evaluate companies' production capacities and operational capabilities on-site.

Delivery times, quality, cost-effectiveness, contract compliance, service and sustainability criteria are regularly monitored within the scope of the Procurement, Performance and Improvement approach. Performance indicators include the rate of on-time deliveries, delivery time, order accuracy, number of complaints, ethical performance indicators and carbon footprint data.

In terms of sustainability, monitoring is focused on the percentage of suppliers undergoing ESG assessments, the number of suppliers subject to environmental and social audits and the percentage of certified suppliers. Work is underway to extend these indicators to all projects.

Improvements made in 2025
In 2025, significant steps were taken in supply chain management with a focus on efficiency and optimisation. Stock levels were optimised, order-delivery cycle times were shortened and digital document management processes were implemented. The automation rate in the bidding and evaluation processes was increased with efforts to increase the effectiveness of ERP usage while employee competencies in this area were supported with training.

During the same period, there was an increase observed in the rate of working with local suppliers, with important advantages in reducing logistics costs, shortening delivery times, supporting the local economy and ensuring progress was aligned with sustainability goals.

Education and Future Priorities
Competent human resources are vital in ensuring the efficiency of supply chain processes. In this vein, employees receive training on supply chain management, ethical compliance, sustainability and the use of digital tools while suppliers receive training on quality standards, occupational health and safety, environmental compliance and documentation processes.

Going forward, Gülermak aims to increase the level of digitalization, deepen risk analysis, expand third-party audit practices and integrate ESG criteria more systematically into pre-qualification processes. Other priority areas for development include strengthening collaborations with local communities, chambers of commerce and other stakeholders.

Social Impact and Community Relations Management

Gülermak addresses the social impacts of its infrastructure projects in line with the project scale, local sensitivities and financing institution requirements, and implements systematic practices in the areas of community health and safety, the preservation of cultural heritage and stakeholder participation.



Gülermak considers the social impacts that may arise in its infrastructure projects as an integral part of the project life cycle and implements systematic practices in the areas of community health and safety, the preservation of cultural heritage, stakeholder participation and local economic contribution. The Company's social impact management approach is structured in accordance with national legislation, environmental and social impact assessment processes, the environmental and social performance requirements of international financial institutions and client requirements.

Social risks are assessed from the planning stage of the projects with the aim of mitigating potential impacts, protecting the safety of local communities and creating long-term social value in the regions where the projects are being carried out. In this process, stakeholder participation processes, community safety practices, grievance management mechanisms and social performance monitoring studies are integrated into project management processes.

Gülermak's social impact management approach is implemented in accordance with established principles and procedures in projects carried out within the scope of the Türkiye Group, the West Group and the East Group. Thus, social risk management, stakeholder communication, and community safety practices are conducted within a consistent framework in projects carried out in different geographical locations.

In Türkiye, similar management mechanisms are implemented in railway, metro and transportation infrastructure projects carried out under the Western and Eastern Groups, focusing on community health and safety, stakeholder participation, the preservation of cultural heritage and the local economic contribution. In this vein, archaeological monitoring studies are conducted to protect cultural heritage in railway projects in Türkiye while information mechanisms strengthening stakeholder communication have been implemented in the Railway Corridor VIII Project in North Macedonia, while stakeholder participation processes have been

implemented in line with European Union environmental and social legislation in projects carried out in Poland under the Western Group. As a result, social impact management in Gülermak's projects is carried out within a consistent approach across different countries.

Community Health and Safety

Community health and safety is considered a top priority in areas where infrastructure projects are being carried out. Accordingly, potential community safety risks are assessed in projects near residential areas with necessary measures implemented in areas such as traffic safety, site access control and environmental impact mitigation.

The work to enhance community safety may include awareness-raising activities for local communities in certain projects. For example, training programs on railway and construction safety and environmental awareness were organized for children in the Çayırdere and Küçüksinekli neighborhoods within the scope of the Ispartakule-Çerkezköy Railway Project in Türkiye, with similar programs held for pupils at the 80th Year Eşrefpaşa Primary School and within the scope of the Üçyol-Buca Metro Project. These programs aimed to teach children about the dangers they may encounter on railway and construction sites, to instill safe behavioral habits regarding the use of safe routes, staying away from construction areas and keeping clear of construction machinery, while more broadly improving their environmental awareness. The education was supported by interactive and visual presentations, games and practical activities, ensuring active participation of children in the learning process and reinforcing safety awareness. As well as reducing the risk of unauthorized entry into construction sites, these efforts helped foster a culture of safe and conscious behaviour among children and the neighborhood community in general.

The work in this direction aims to reduce the risk of unauthorised entry into construction sites and to raise awareness of community safety.

Applications were submitted to the relevant Conservation Board regarding three registered 19th century buildings (a lodging building, a gasworks and a water tower) located in the project area, with the decision taken for these buildings would be documented and relocated under appropriate conditions.



Protection of Cultural Heritage

Gülermak considers the preservation of tangible and intangible cultural heritage as a crucial component of project implementation. As part of the environmental and social impact assessments conducted during the project preparation phase, cultural assets located within the project area are analyzed with measures for their preservation being determined.

In this respect, Cultural Heritage Management Plans are prepared specifically for the project with roles, responsibilities and monitoring processes being defined. The Accidental Discovery Procedure is being implemented to address the possibility of coming across unexpected cultural assets during construction activities, with project personnel receiving training in this area.

Archaeological monitoring is carried out at the construction sites on a daily basis, and the findings are recorded in regular reports.

In the Ispartakule-Çerkezköy Railway Line Project being carried out in Türkiye, the design and implementation processes related to high-risk archaeological sites have been reviewed and necessary protection measures have been implemented. For the Anastasius Walls, which are located along the same project route and have the status of being a first-degree archaeological site, the project design has been revised, ensuring the protection of the archaeological remains by planning divert below the relevant section through a tunnel.

Social Impact and Community Relations Management

At Gülermak, social impact management is not limited to implementation activities; it is also systematically monitored through monitoring and evaluation mechanisms.



Local Stakeholder Participation

Stakeholder participation is considered a systematic process in Gülermak's projects which is carried out throughout the project lifecycle. Regular consultation meetings are held with local communities, municipalities, public institutions and relevant stakeholders, starting from the project preparation phase.

These meetings are generally held before construction activities begin, during critical phases of the project or before activities that are important for community health and safety. The stakeholder engagement processes starts by identifying stakeholders who may be directly or indirectly affected by the project, with special information meetings organised for vulnerable groups, women and local community representatives.

The views of local communities are taken into account in the project design and expropriation processes, whereupon the project design may undergo various adjustments in line with the requests of municipalities and local stakeholders. Design revisions such as widening of underpasses and culverts and adding new transportation connections may then implemented in some projects to meet local transportation needs.

In international projects, various communication tools are used to strengthen stakeholder communication. For example, within the scope of the Railway Corridor VIII Project carried out in North Macedonia, information signs were placed along the project route to enable local people to directly contact project teams, and complaint mechanisms were actively put in place.

In order to increase local employment opportunities, coordinated efforts are being carried out with municipalities, client organizations, and İŞKUR (Turkish Employment Agency).

Measuring Social Influence

At Gülermak, social impact management is not limited to implementation activities alone; it is also systematically monitored through monitoring and evaluation mechanisms. A holistic approach is adopted in measuring social performance, using both quantitative and qualitative indicators.

Accordingly, quantitative indicators such as the number of training and information activities, the number of participants, the reach of the target groups and the number of community complaints are regularly monitored. Qualitative evaluation methods such as stakeholder feedback, focus group interviews, field observations, and community acceptance analyses are also used.

The impact of the social activities carried out is also evaluated through behavioural change indicators. In particular, indicators such as any decrease in unauthorised entry to construction sites, increased awareness of community safety and strengthened communication with local stakeholders following training activities conducted within the scope of community safety are regularly monitored.

Thanks to this comprehensive monitoring approach, social performance indicators are reliably tracked in line with the environmental and social performance requirements of international financial institutions, and the findings are integrated into project management processes.

Corporate Social Responsibility

Gülermak's corporate social responsibility approach is based on the principles of environmental sustainability, employee well-being, occupational health and safety, ethical supply chain practices and building strong relationships with the community. This approach is developed in line with national legislation as well as the environmental and social performance requirements of international financial institutions.

Corporate social responsibility strategies are determined and continuously improved upon based on environmental and social risk analyses conducted at the start of the project, stakeholder engagement processes and regular performance monitoring results.

Social responsibility activities carried out within this scope focus particularly on community safety, social awareness and strengthening relationships with local stakeholders.

The construction safety and environmental awareness training for children, conducted as part of the Ispartakule-Çerkezköy High-Speed Train Project and the Üçyol-Buca Metro Project in 2025, is a significant example of these efforts. The aim of this training is to reduce the risk of children approaching construction sites and to develop safety awareness at an early age.

The implemented activities contributed to the development of a safety culture in local communities and supported the spread of safety awareness at a societal level through families and schools. The training also contributed to strengthening communication between local communities and the Company and increasing the social acceptance of the project.

The impact of corporate social responsibility activities is monitored through quantitative and qualitative indicators. There is regular analysis of the number of training programs and events, number of participants, community feedback, and safety indicators, with the findings integrated into project management processes.

The social responsibility activities carried out are financed within the scope of project budgets.



Management and Corporate Governance Practices

Report of the Board of Directors

Statement of Compliance with Corporate Governance Principles

Corporate Governance Principles Compliance Report

Corporate Governance Information Form



Management and Corporate Governance Practices

REPORT OF THE BOARD OF DIRECTORS

I. General Information

1. Company Profile

Founded in 1958 in Ankara, Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. ("Gülermak" or the "Company") has, to date, completed projects involving approximately 400 kilometers of tunnels, 120 underground metro stations, and nearly 1,600 kilometers of railway/high-speed rail (HSR) lines worldwide, as well as the operation and utilization of nearly 60 tunnel boring machines (TBMs). With its extensive experience in turnkey and EPC (Engineering, Procurement and Construction) metro and rail systems projects, Gülermak has successfully completed and delivered more than 100 projects both domestically and internationally, primarily in Türkiye, Poland, Sweden, the UAE, and India. The shares of Gülermak have been traded on the Star Market of Borsa İstanbul under the ticker symbol "GLRMK" since January 17, 2025. For further information, please visit www.gulermak.com.tr.

2. Reporting Period: January 1, 2025 - December 31, 2025

Trade Name : GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş.
Trade Registry Number : 32151
Head Office Address : Bahçelievler Mahallesi, Ankara Caddesi No: 111, Gölbaşı-Ankara/Türkiye
Branches : The Company has 7 branches.

Contact Information

Phone : (+90 312) 484 14 89
 Fax : (+90 312) 484 14 88
 Web : www.gulermak.com.tr

3. The Company's Organizational, Capital and Shareholding Structure and Changes During the Reporting Period

Registered Capital Ceiling : TL 400,000,000
 Paid-in Capital : TL 322,600,000

The Company's shares with a nominal value of TL 322,600,000, representing its capital, were listed by Borsa İstanbul A.Ş. on January 14, 2025, in accordance with Article 8 of the Listing Directive. The Company's shares with a nominal value of TL 38,760,000 offered to the public have been traded on the BIST Star Market under the ticker symbol "GLRMK" with the continuous trading method since January 17, 2025.

Following the public offering, within the registered capital ceiling of TL 400,000,000, the Company increased its issued capital from TL 300,000,000 to TL 322,600,000. The related amendment to the Articles of Association, carried out pursuant to Article 25/1 (ç) of the Communiqué No. VII-128.1 on Shares, was approved by the Capital Markets Board of Turkey. The amendment was registered with the Ankara Trade Registry on March 11, 2025, and announced in the Turkish Trade Registry Gazette dated March 12, 2025 and numbered 11290.

Shareholding Structure:

The Company's shareholding structure as of December 31, 2025 is as follows:

Shareholder's Name/Trade Name	December 31, 2025		December 31, 2024	
	Share in Capital (TL)	Share in Capital (%)	Share in Capital (TL)	Share in Capital (%)
Gülermak Emlak Yapı İnşaat Yatırım A.Ş.	193,011,200	59.83	204,000,000	68.00
Gülermak Turizm İşletme Yatırımı A.Ş.	90,828,800	28.16	96,000,000	32.00
Other	38,760,000	12.01	-	-
Nominal Capital	322,600,000	100.00	300,000,000	100.00

4. Information on Privileged Shares

The Company's issued capital amounts to TL 322,600,000 (three hundred twenty-two million six hundred thousand Turkish Lira), divided into 322,600,000 shares, each with a nominal value of TL 1. Of the shares representing the Company's capital, a total of 153,000,000 shares with a nominal value of TL 153,000,000 consist of registered (A) Group shares. The remaining 169,600,000 shares with a nominal value of TL 169,600,000 consist of bearer (B) Group shares. (A) Group shares grant certain privileges, including voting rights at General Assembly meetings and the right to nominate candidates for the Board of Directors. (B) Group shares do not have any privileges.

5. Information on Cross-Shareholdings where Direct Participation in Share Capital exceeds 5%

There are no cross-shareholding relationships exceeding 5% direct participation in capital.

6. Amendments to the Articles of Association During the Period and Their Reasons

Following the public offering of the Company's shares, and within the registered capital ceiling of TL 400,000,000, the Company increased its issued capital from TL 300,000,000 to TL 322,600,000. The related amendment to the Articles of Association, carried out pursuant to Article 25/1 (ç) of the Communiqué No. VII-128.1 on Shares, was approved by the Capital Markets Board of Turkey. The amendment was registered with the Ankara Trade Registry on March 11, 2025, and announced in the Turkish Trade Registry Gazette dated March 12, 2025 and numbered 11290.

7. Information on the Board of Directors

At the Ordinary General Assembly Meeting for the year 2024 held on April 11, 2025, it was resolved that the Company's Board of Directors shall consist of six (6) members. Kemal Tahir Gülerüz, Necdet Demir, Mustafa Tuncer, and Umut Postlu were elected as members of the Board of Directors, while Murat Öztapak and Güray Çargallı were elected as Independent Board Members, all to serve until June 30, 2026.

Name	Position	Independent Member or Not	Executive or Not
Kemal Tahir Gülerüz	Chairman of the Board	Non-independent Member	Non-executive
Necdet Demir	Vice Chairman of the Board	Non-independent Member	Non-executive
Mustafa Tuncer	Board Member	Non-independent Member	Executive
Umut Postlu	Board Member	Non-independent Member	Executive
Murat Öztapak	Independent Board Member	Independent Member	Non-executive
Güray Çargallı	Independent Board Member	Independent Member	Non-executive

At the Board of Directors meeting held on April 11, 2025, in line with the resolution adopted at the Ordinary General Assembly Meeting held on the same date regarding the distribution of duties, Kemal Tahir Gülerüz was elected as Chairman of the Board, and Necdet Demir was elected as Vice Chairman of the Board.

Management and Corporate Governance Practices

Board of Directors

Kemal Tahir Güteryüz **Chairman of the Board**

Kemal Tahir Güteryüz graduated from Stanford University, Department of Mechanical Engineering. He speaks English, French, German, Russian, and Italian. For more than 30 years, he has held senior leadership roles in the Company's international projects. As Chairman of the Board, his knowledge, experience, and strategic vision play a key role in shaping the Company's long-term objectives and driving its growth and expansion.

Necdet Demir **Vice Chairman of the Board**

Necdet Demir graduated from Middle East Technical University, Department of Mechanical Engineering. He speaks English. He has been with Gülermak for over 45 years and held senior management positions in both domestic and international projects. With extensive experience in multidisciplinary industrial, superstructure, and infrastructure projects in Türkiye, Poland, Sweden, the Middle East, and the Far East, he has made significant contributions to the Company's growth and expansion leveraging his engineering and management skills.

Mustafa Tuncer **Board Member**

Mustafa Tuncer graduated from Middle East Technical University, Department of Civil Engineering. He speaks English. With over 35 years of industry experience, including over 25 years at Gülermak, he possesses strong expertise and extensive management experience in multidisciplinary industrial, superstructure, and infrastructure projects across Türkiye, Poland, Sweden, the Middle East, and the Far East. He currently serves as Chairman of the Executive Committee, playing a key role in the Company's European market expansion.

Umut Postlu **Board Member**

Umut Postlu graduated from Başkent University Faculty of Law and completed postgraduate studies in International Trade Law abroad. He speaks English. With over 20 years of expertise in corporate, energy and banking law, as well as capital markets, project finance, mergers and acquisitions, public-private partnerships, construction contracts, arbitration, and dispute resolution, he has extensive knowledge and experience in contract management and implementation of large-scale multinational turnkey projects.

Murat Öztapak **Independent Board Member**

Murat Öztapak graduated from Middle East Technical University, Department of Civil Engineering, and later earned an MBA from Santa Clara University. He began his career at Pawa Complex Int'l Co. and later held various positions at Eko İnşaat ve Ticaret Ltd. Şti., GMR Group India, and Eser Taahhüt ve Sanayi A.Ş. He currently serves as General Manager of Özar Elektrik Makine Tesisat İthalat İhracat ve Ticaret Ltd. He speaks English.

Güray Çargallı **Independent Board Member**

Güray Çargallı graduated from Dokuz Eylül University, Faculty of Economics and Administrative Sciences, Department of Econometrics. After holding various roles at G-Mak Proje İnşaat Ltd., he specialized in project budgeting, coordination, supervision, and investment consultancy in several companies. Leveraging his cross-sector experience, he has also led projects in strategic planning, process management, and organizational development. He currently serves as an investment and project consultant at AE Erdil İnşaat Turizm Sanayi ve Ticaret Ltd. He speaks English.

Declarations of Independent Board Members

March 19, 2025

Statement of Independence

I hereby declare that I am a candidate for assuming the role of an "Independent Member" on the Board of Directors of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. ("the Company") within the scope of the criteria stipulated in the legislation, the Company's Articles of Association, and the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, and in that regard;

a) Within the last five years, no employment relationship has been established between me, my spouse and my relatives by blood or marriage up to second degree and the Company, the affiliated companies which the Company controls the management of or has material influence over, shareholders who control the management of or have material influence over the Company and legal entities which these shareholders control the management of, in an executive position with important duties and responsibilities, nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,

b) Within the last five years, I have not been a shareholder (5% and more), or held an executive position with significant duties and responsibilities, or served as a Board member in any company from or to which the Company purchases or sells a significant quantity of products or services based on the agreements made during the periods these products or services were sold or purchased including particularly those companies which provide auditing (including tax audit, legal audit and internal audit), rating and consultancy services to the Company,

c) I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent Board member,

d) I will not be working as a full time employee at any public institution or organization after being elected as a Board member with the exception of working as a faculty member at a university provided that this is in compliance with the relevant legislation,

e) I am deemed to be a resident in Turkey according to the Income Tax Law dated 31 December 1960 and numbered 193,

f) I have strong ethical standards, professional reputation and experience which will allow me to make positive contributions to the activities of the Company, to protect my neutrality in case of conflicts of interest between the Company and the shareholders and to decide independently by taking into consideration the rights of the stakeholders,

g) I will be able to dedicate a sufficient amount of time to the affairs of the Company in a manner to follow up the conduct of the Company activities and to duly perform the duties I shall assume,

h) I have not served as a Board member at the Company's Board of Directors for more than 6 years within the last ten years,

i) I am not serving as an independent board member at more than three companies whose management is controlled by the shareholders controlling the Company and Company management and at more than five companies which are traded on the stock exchange,

j) I am not registered and declared on behalf of the legal entity which is elected as a board member.

Murat Öztapak

Management and Corporate Governance Practices

March 19, 2025

Statement of Independence

I hereby declare that I am a candidate for assuming the role of an “Independent Member” on the Board of Directors of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. (“the Company”) within the scope of the criteria stipulated in the legislation, the Company’s Articles of Association, and the Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1, and in that regard;

a) Within the last five years, no employment relationship has been established between me, my spouse and my relatives by blood or marriage up to second degree and the Company, the affiliated companies which the Company controls the management of or has material influence over, shareholders who control the management of or have material influence over the Company and legal entities which these shareholders control the management of, in an executive position with important duties and responsibilities, nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,

b) Within the last five years, I have not been a shareholder (5% and more), or held an executive position with significant duties and responsibilities, or served as a Board member in any company from or to which the Company purchases or sells a significant quantity of products or services based on the agreements made during the periods these products or services were sold or purchased including particularly those companies which provide auditing (including tax audit, legal audit and internal audit), rating and consultancy services to the Company,

c) I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent Board member,

d) I will not be working as a full time employee at any public institution or organization after being elected as a Board member with the exception of working as a faculty member at a university provided that this is in compliance with the relevant legislation,

e) I am deemed to be a resident in Turkey according to the Income Tax Law dated 31 December 1960 and numbered 193,

f) I have strong ethical standards, professional reputation and experience which will allow me to make positive contributions to the activities of the Company, to protect my neutrality in case of conflicts of interest between the Company and the shareholders and to decide independently by taking into consideration the rights of the stakeholders,

g) I will be able to dedicate a sufficient amount of time to the affairs of the Company in a manner to follow up the conduct of the Company activities and to duly perform the duties I shall assume,

h) I have not served as a Board member at the Company’s Board of Directors for more than 6 years within the last ten years,

i) I am not serving as an independent board member at more than three companies whose management is controlled by the shareholders controlling the Company and Company management and at more than five companies which are traded on the stock exchange,

j) I am not registered and declared on behalf of the legal entity which is elected as a board member.

Güray Çargallı

Number of Board Meetings Held During the Year and Attendance of Board Members

The Board of Directors convened three times in 2025. Board members attended the meetings on a regular basis, and the attendance rate of the Board members was 100%.

8. Board Committees

In line with the Corporate Governance Principles of the Capital Markets Board of Turkey, the following appointments were made by the Board of Directors resolution dated April 11, 2025 to the committees established to support the Board in the effective fulfillment of its duties and responsibilities:

1. For the Audit Committee, Murat Öztapak, Independent Board Member, was appointed as Chairperson, and Güray Çargallı, Independent Board Member, as Member;
2. For the Early Detection of Risk Committee, Murat Öztapak, Independent Board Member, was appointed as Chairperson, and Güray Çargallı, Independent Board Member, together with Umut Postlu, Board Member, were appointed as Members;
3. For the Corporate Governance Committee, Murat Öztapak, Independent Board Member, was appointed as Chairperson, and Güray Çargallı, Independent Board Member, together with Başak Dalga, Head of Investor Relations, were appointed as Members;
4. Considering that there is no requirement to establish separate Nomination and Remuneration Committees within the Company, it was resolved that the Corporate Governance Committee shall also assume the duties of the Nomination Committee and the Remuneration Committee.

At the Board of Directors meeting held on April 21, 2025, it was resolved to approve the working principles of the Audit Committee, the Corporate Governance Committee, and the Early Detection of Risk Committee, and that the committees shall perform their duties in accordance with these principles. The relevant working principles are published on the Public Disclosure Platform (PDP) (<https://www.kap.org.tr/tr/Bildirim/1427863>) and on the Company’s website.

Activities and Meeting Outcomes of the Audit Committee

At the Ordinary General Assembly Meeting held on April 11, 2025, independent members of the Board of Directors were appointed. On the same date, the Board of Directors resolved, in order to ensure compliance with the Capital Markets Law No. 6362, the Turkish Commercial Code No. 6102, and the Communiqué on Corporate Governance (II-17.1), to establish the Audit Committee and to appoint Murat Öztapak as Chairperson and Güray Çargallı as Member.

The Audit Committee held its first meeting of 2025 on May 12, 2025, prior to the disclosure of the first-quarter financial statements. During this meeting, the Committee reviewed the financial statements as of March 31, 2025, and confirmed that it had overseen the Company’s accounting system, public disclosure of financial information, independent audit process, and the effectiveness of the internal control system. The Committee further notified the Board of Directors that the financial statements for the period January 1 - March 31, 2025, prepared by the Company’s management for public disclosure, were in compliance with the accounting principles applied by the Company and presented a true and fair view.

The Committee held its second meeting on May 15, 2025, to review the assumption and use of proceeds reports prepared in accordance with the Communiqué No. VII-128.1 on Shares of the Capital Markets Board of Turkey. Article 29/5 of the said Communiqué requires that, the corporation, the shares of which are offered to public for the first time, is required to prepare a report stating whether or not the assumptions used in determination of public offering price have been realized, and if not, the causes thereof, within ten business days following the date of offering of its financial statements to public throughout two years following the starting date of trading of its shares in the exchange. This report is required to be published on the corporate website and in Public Disclosure Platform (PDP). This obligation is fulfilled by the Audit Committee. Following the disclosure of the first-quarter results, the report assessing whether the assumptions used in determining the IPO price had been realized was prepared by the Audit Committee of Gülermak and disclosed on PDP on May 15, 2025.

Furthermore, pursuant to Article 33 of the same Communiqué, a report assessing whether the proceeds from the capital increase through public offering were used in line with the prospectus must be prepared by the Audit Committee within ten business days following the disclosure of the first two financial statements after the completion of the capital increase, and published on the Company’s website and PDP.

Management and Corporate Governance Practices

Accordingly, following the disclosure of the first-quarter results, the report evaluating the use of proceeds from the public offering in line with the prospectus was prepared by the Audit Committee and disclosed on PDP on May 15, 2025.

The Committee held its third meeting on August 12, 2025, to review the second-quarter financial statements. The fourth meeting was held on August 20, 2025, to review the assumption and use of proceeds reports, which were disclosed on PDP on the same date. The fifth meeting was held on November 7, 2025, for the review of the third-quarter financial statements. The sixth meeting was held on November 12, 2025, for the review of the assumption report, which was disclosed on PDP on the same date.

9. Board of Directors' Assessment of the Working Principles and Effectiveness of the Board Committees

In 2025, the Board Committees performed their duties and responsibilities effectively as required in the Corporate Governance Principles and their own Working Principles.

In order to ensure the effective performance of their duties, the committees convened in line with the annual meeting schedules set out in their Working Principles:

- The Corporate Governance Committee met three times,
- The Audit Committee met six times,
- The Early Detection of Risk Committee met four times,

and submitted reports to the Board of Directors, including information on their activities and the outcomes of their meetings.

Accordingly:

- The Corporate Governance Committee, which was established in line with the Capital Markets Board's Communiqué on Corporate Governance in order to monitor the Company's compliance with the Corporate Governance Principles, carry out studies for improvement, and submit proposals to the Board of Directors, monitored the Company's compliance with the Corporate Governance Principles, made recommendations to management to enhance compliance with non-mandatory principles, and oversaw the activities of the Investor Relations Department. The Corporate Governance Committee also fulfilled the duties of the Remuneration Committee.
- The Audit Committee, which was established for the supervision of the Company's accounting system, the independent audit, public disclosure of financial information, and functioning and efficiency of the Company's internal control and internal audit system, presented its views and recommendations in the areas of its responsibility to the Board of Directors.
- The Early Detection of Risk Committee, which was established for the early detection of risks that could threaten the Company's existence, development and continuity, to take necessary measures regarding identified risks, and to manage such risks, carried out activities in line with these objectives and reviewed the Company's risk management systems.

10. Information on Senior Management and Number of Employees

As of December 31, 2025, the Company has a total of 3,492 employees (December 31, 2024: 3,847).

Information on the senior executives currently in office is provided below:

Mustafa Tuncer Chairman of the Executive Committee

Mustafa Tuncer graduated from Middle East Technical University, Department of Civil Engineering. He speaks English. With over 35 years of industry experience, including over 25 years at Gülermak, he possesses strong expertise and extensive management experience in multidisciplinary industrial, superstructure, and infrastructure projects across Türkiye, Poland, Sweden, the Middle East, and the Far East. He currently serves as Chairman of the Executive Committee, playing a key role in the Company's European market expansion.

Alper Uzman Executive Committee Member

Alper Uzman graduated from Middle East Technical University, Department of Civil Engineering. He speaks English and German. With over 30 years of professional experience, including 25 years at Gülermak, he has served as Executive Committee Member and Project Director in major multinational turnkey projects. He currently oversees project operations in Türkiye and leads the development of new projects in the country.

Gürdal Yiğitbaşı Executive Committee Member

Gürdal Yiğitbaşı graduated from Middle East Technical University, Department of Civil Engineering. He speaks English and has over 30 years of professional experience, including 15 years at Gülermak. As an Executive Committee Member, he is responsible for the operations, management, and development of large-scale international projects across the Balkans, the Middle East, South Asia, and the Far East.

Bülent Özdemir Executive Committee Member

Bülent Özdemir graduated from Middle East Technical University, Department of Civil Engineering. He speaks English and Polish. With over 30 years of professional experience, including 15 years at Gülermak, he has served as an Executive Committee Member and Project Director in large-scale multidisciplinary international turnkey projects. He currently oversees operations, management, and new project development across Europe.

Altay Türkekel Doğan Executive Committee Member

Altay Türkekel Doğan graduated from Boğaziçi University, Department of Electrical and Electronics Engineering. He holds an MBA from Koç University and attended the High Potential Leadership Program at Harvard Business School. With over 30 years of professional experience, he has held managerial positions at global banks such as Citigroup, JPMorgan Chase, and WestLB. He has been with Gülermak for 10 years and also serves as Head of Public-Private Partnership (PPP) Solutions. His primary responsibilities include structuring and enhancing financing for large-scale projects in emerging markets and contributing to the infrastructure sector.

Umut Postlu Executive Committee Member

Umut Postlu graduated from Başkent University Faculty of Law and completed postgraduate studies in International Trade Law abroad. He speaks English. With over 20 years of expertise in corporate, energy and banking law, as well as capital markets, project finance, mergers and acquisitions, public-private partnerships, construction contracts, arbitration, and dispute resolution, he has extensive knowledge and experience in contract management and implementation of large-scale multinational turnkey projects.

Rıza Eray Bağcı Executive Committee Member

Rıza Eray Bağcı graduated from Hacettepe University, Department of Statistics, and holds an MBA from Başkent University as well as a Master's in Banking and Finance from Bilgi University. He speaks English. He began his 22-year career in independent auditing at PricewaterhouseCoopers and later held senior finance and accounting roles in the contracting sector. He has been with Gülermak for over 4 years and serves as an Executive Committee Member.

Banu Pelin İmre Executive Committee Member

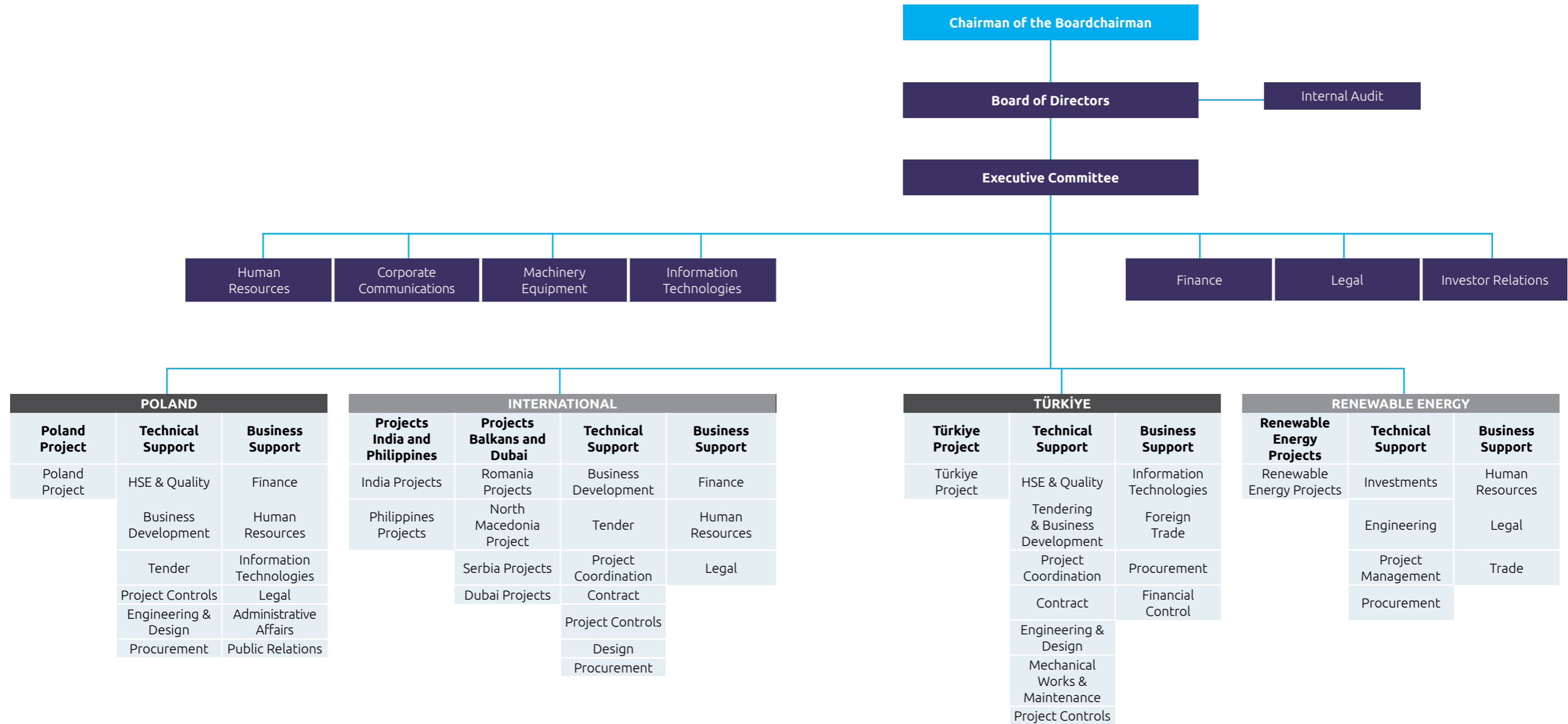
Banu Pelin İmre graduated from Başkent University, Department of Business Administration, and completed postgraduate studies in Strategic Human Resources Management. She speaks English and German. With more than 20 years of expertise in human resources and field experience, she has played an active role in the Company's global strategic management, organizational development, and growth. She has been with Gülermak for 15 years and serves as an Executive Committee Member.

Management and Corporate Governance Practices

11. Organizational Structure, Collective Labor Agreements, and Employee Rights and Benefits

There are no employees covered by a collective labor agreement within the Company. All employee rights and benefits are protected and governed in accordance with the Labor Law No. 4857.

As of December 31, 2025, the provision for severance and retirement indemnity amounts to TL 168,570,832.



Management and Corporate Governance Practices

Financial Benefits Provided to Employees

Employees within scope are provided with the following rights and benefits: Net/Gross Salary, Overtime Pay, Weekly Rest Day, Public Holidays, Leave of Absence, Annual Leave, and other statutory leave entitlements.

12. Information on Transactions Carried Out by Members of the Governing Body with the Company on Their Own Behalf or on Behalf of Others, and Their Activities Within the Scope of the Non-Compete Clause Under the Authorization Granted by the General Assembly

No information has been received by the Company regarding any such transactions or activities within this scope.

13. Legislative Changes That May Significantly Affect the Company's Operations

The Company closely monitors all legislative changes that may affect its operations. No legislative changes occurred in 2025 that would have a significant impact on the Company's activities.

II. Financial Benefits Provided to Members of the Board of Directors and Senior Management

At the Ordinary General Assembly Meeting for the year 2024 held on April 11, 2025, it was resolved that Independent Board Members Güray Çargallı and Murat Öztapak shall be paid a gross monthly fee of TL 60,000, effective as of the date of the General Assembly, and that no remuneration shall be paid to the other members of the Board of Directors.

The total amount of financial benefits and other payments provided to the members of the Board of Directors and senior executives for the period between January 1 and December 31, 2025 amounted to TL 59,399,958.

III. Research and Development Activities of the Company

None.

IV. Activities of the Company and Significant Developments Regarding the Activities

1. Evaluation of Our Operations

The metro sector, a subsegment of the construction industry, plays a critical role in the development of urban infrastructure and the advancement of public transportation systems worldwide. The Group operates actively across a broad range of projects within this sector, including rail systems, metro lines, bridges, and tunnels. Its activities encompass infrastructure development, underground excavation, tunneling, rail installation, as well as the structural and architectural enhancement of stations, technological upgrades, and integration with existing urban networks.

Operating in the transportation and infrastructure sector requires extensive technical expertise and know-how. The Group is recognized for its comprehensive experience and innovative solutions in this field. Its core activities include the construction of metro lines, station development, and the modernization of existing lines, primarily serving the urban infrastructure and public transportation sectors. In this context, the solutions offered by the Group offer innovative alternatives to challenges faced by cities, such as traffic congestion and air pollution.

The Group's position in the sector has been further strengthened by its leading role in urban transformation projects, as well as in the planning and implementation of new metro lines. The markets served by the Group include not only rapidly growing metropolitan areas but also major cities seeking to modernize and expand their existing infrastructure.

According to the 2025 ranking of ENR (Engineering News Record), one of the leading international construction industry ranking organizations, the Group ranks 9th globally and 1st in Türkiye in the "Mass Transit and Rail" category.

Net Sales and Breakdown of Revenues

The Group's net sales increased by 1% in 2025, reaching TL 45,532,849,493.

The breakdown of the Group's total revenues by transportation and infrastructure projects for the periods ending December 31, 2025 and December 31, 2024 is presented below:

Project	January 1 - December 31, 2025		January 1 - December 31, 2024	
	TL	%	TL	%
Metro, Light Rail Systems and Tram	29,521,423,635	64.8	28,425,969,928	62.9
Railway	8,893,895,337	19.5	5,314,736,748	11.8
Highway	6,393,960,481	14.0	11,001,397,353	24.4
Other	723,570,040	1.6	437,063,858	1.0
Total	45,532,849,493	100.0	45,179,167,887	100.0

The geographical breakdown of the Group's total revenues for the periods ended December 31, 2025 and December 31, 2024 is set out below:

	January 1 - December 31, 2025		January 1 - December 31, 2024	
	TL	%	TL	%
West	21,214,306,426	46.6	23,107,954,282	51.1
Poland	21,214,306,426	46.6	21,247,570,392	47.0
Sweden	-	-	1,860,383,890	4.1
East	14,437,851,893	31.7	10,509,203,271	23.3
The U.A.E.	-	-	974,572,532	2.2
Philippines	250,394,001	0.5	146,954,223	0.3
India	6,563,930,943	14.4	4,407,777,540	9.8
North Macedonia	1,024,909,082	2.3	1,770,131,293	3.9
Romania	6,598,617,867	14.5	3,209,767,683	7.1
Türkiye	9,880,691,174	21.7	11,562,010,334	25.6
Total	45,532,849,493	100.0	45,179,167,887	100.0

As of the period ended December 31, 2025, approximately 78% of the Group's total revenues (after the allocation of elimination effects) were generated from its international operations outside Türkiye. The Group's Western Contracting Group accounted for approximately 47% of the Group's total revenues (after the allocation of elimination effects) for the same period and primarily covers operations in Poland. The Group's Eastern Contracting Group, on the other hand, accounted for approximately 32% of total revenues (after the allocation of elimination effects) and comprises all other international operations not included within the scope of the Western Contracting Group, including Romania, North Macedonia, the Philippines, and India.

In addition to these three contracting groups, the Group also has a PPP (Public-Private Partnership) Group, headquartered in Poland, which is responsible for all public-private partnership projects worldwide and provides technical support to the other contracting groups.

Backlog Information of the Group

As of the reporting dates, the Group monitors, under the concept of backlog, revenues arising from signed contracts that have not yet been recognized or invoiced as progress billings under the concept of backlog. This key performance indicator, which represents the total contract value of work yet to be completed in the construction industry, plays a critical role in the planning and execution phases of projects and supports their timely and on-budget completion. It also provides insight into future billings to customers in line with the Group's contractual commitments.

Management and Corporate Governance Practices

The breakdown of the Group's total backlog by project type for the periods ended December 31, 2025 and December 31, 2024 is presented below:

Project	January 1 - December 31, 2025		January 1 - December 31, 2024	
	TL	%	TL	%
Metro, Light Rail Systems and Tram	176,502,687,907	71.2	186,558,415,920	75.3
Railway	51,292,795,734	20.7	41,196,379,259	16.6
Highway	11,481,091,967	4.6	15,675,273,388	6.3
Other	8,533,633,990	3.4	4,454,910,537	1.8
Total	247,810,209,598	100.0	247,884,979,104	100.0

The geographical breakdown of the Group's total backlog for the periods ended December 31, 2025 and December 31, 2024 is set out below:

	January 1 - December 31, 2025		January 1 - December 31, 2024	
	TL	%	TL	%
West	36,994,555,436	14.9	44,549,401,701	18.0
Poland	36,994,555,436	14.9	44,549,401,701	18.0
East	128,519,133,286	51.9	129,339,991,985	52.2
The U.A.E.	-	-	895,311,169	0.4
Philippines	3,792,700,591	1.5	4,499,662,166	1.8
India	2,295,185,737	0.9	4,745,110,335	1.9
North Macedonia	6,054,365,652	2.4	6,501,921,377	2.6
Romania	107,575,193,450	43.4	112,697,986,938	45.5
Serbia	8,801,687,856	3.6	-	-
Türkiye	82,296,520,876	33.2	73,995,585,418	29.9
Total	247,810,209,598	100.0	247,884,979,104	100.0

Developments During the Period

Initial Public Offering (IPO)

The shares of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş., representing a nominal value of TL 322,600,000, were listed in accordance with Article 8 of the Listing Directive. Shares with a nominal value of TL 38,760,000 offered to the public have been traded on the BIST Star Market since January 17, 2025, with a base price of TL 125, under the ticker symbol "GLRMK" and using the continuous trading method.

Investor Relations Department

Başak Dalga assumed her role as Investor Relations Manager at the Company on a full-time basis as of March 10, 2025.

Investor Relations Contact Information:

yatirimci.iliskileri@gulermak.com.tr

Developments Regarding the Design and Construction Works of the Jawornik-Lutcza Section of the S19 Highway in Poland

The Company participated in the tender for the design and construction of the Jawornik-Lutcza section of the S19 highway in Poland through a joint venture formed by Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. (together with its Poland-based subsidiary Gülermak S.A.) and Budimex SA, along with seven other participants. A contract with a total value of PLN 1,909,653,720 was signed on November 13, 2024 between the joint venture and the General Directorate for National Roads and Motorways of Poland (GDDKiA), and the design works for the project has commenced. Material developments regarding the project will be disclosed to the public in accordance with the applicable legislation.

Ankara Natoyolu-Dikimevi Metro Line Construction Works Tender

The Company submitted a bid of TL 14,084,200,000 on November 22, 2024 for the construction works of the Ankara Natoyolu-Dikimevi Metro Line. Within the scope of the project, a contract was signed between the Company and the Ankara Metropolitan Municipality in May 2025.

Solar Energy Investments

In line with the Company's renewable energy strategy, and in addition to agreements already signed for the acquisition of licenses and project rights for solar power plants with a total installed capacity of 52 MW, the Board of Directors resolved on February 19, 2025 to increase renewable energy investments up to 300 MW installed capacity in the initial phase. Material developments regarding this matter will be disclosed to the public in accordance with applicable regulations.

Acquisition of 100% of the Shares of Hanningfield 1 Limited

Pursuant to the Board of Directors' resolution dated May 23, 2025, a share purchase agreement has been signed for the acquisition of 100% of the shares of Hanningfield 1 Limited by the Company's wholly owned subsidiary Gülermak Renewables Ltd. from Fes Systems Limited and Cell Infrastructure Limited for a total consideration of GBP 2,508,000. Following this acquisition, the total solar energy licenses and permits held by the Company through its subsidiaries will reach 104.4 MW.

Gebze-Köseköy Railway Line Section Signaling, Telecommunications and Support Systems Construction Works Tender

The Company submitted a bid of TL 1,875,000,000 on August 21, 2024 for the construction works of signaling, telecommunications, and support systems for the Gebze-Köseköy railway section. A contract was signed between the Company and the General Directorate of Turkish State Railways (TCDD) on July 25, 2025.

JCR Eurasia Rating Credit Rating

On July 28, 2025, the credit rating agency JCR Eurasia Rating (JCR-ER) has evaluated Gülermak Ağır Sanayi İnşaat ve Taahhüt AŞ in investment grade category with very high credit quality and affirmed the Long-Term National Issuer Credit Rating at "AA+ (tr)" and the Short-Term National Issuer Credit Rating at "J1+ (tr)" with "Stable" outlooks. The Long Term International Foreign and Local Currency Issuer Credit Ratings and outlooks have been assigned as "BBB-/Stable".

Establishment of a Mining Company

In line with the Company's growth strategy and as a result of ongoing efforts to evaluate investment opportunities in different sectors, it was resolved to establish a new company to operate in the mining sector. Accordingly, pursuant to the Board of Directors' resolution dated August 7, 2025, it has been decided to establish a joint stock company under the trade name Anka Teknik Maden A.Ş. with a share capital of TL 2,500,000, in which the Company will hold a 100% stake. Material developments regarding this matter will be disclosed to the public in accordance with applicable regulations.

Tender for the Construction Works of Railway and Tunnel on the Szczyrzyc-Tymbark Section of the Polish Railways

The Company submitted a bid of PLN 2,082,826,134 on April 24, 2025, under the consortium of Budimex S.A. - Budimex Kolejnictwo S.A. - Gülermak S.A., which includes its wholly owned subsidiary incorporated in Poland, for the railway and tunnel construction works of the Szczyrzyc-Tymbark section of Polish Railways. Within the scope of the project, a contract was signed in October 2025 between the consortium and PKP Polskie Linie Kolejowe S.A.

Acquisition of 100% of the shares of Corshellach Energy Storage Ltd.

Pursuant to the resolution of the Board of Directors of the Company's wholly owned subsidiary Gülermak Renewables Ltd. dated October 16, 2025, a share purchase agreement was signed for the acquisition of 100% of the shares of Corshellach Energy Storage Ltd. from RES UK & Ireland Limited for a total consideration of GBP 3,494,000. Corshellach Energy Storage Ltd., whose shares have been acquired, holds a planning permission to establish an electricity storage facility with a capacity of 49.9 MW.

Tender for the Construction and Design Works of the C1 Tymbark-Limanowa Railway Section

The Company, through its wholly-owned subsidiary in Poland, Gülermak S.A., participated in the tender for "Modernization of the Podleze-Szczyrzyc-Tymbark Mszana Dolna and Chabowka-Nowy Sacz railway lines" of the Polish Railways as part of the consortium "Gülermak S.A. - INTOP Warszawa Sp. z o.o." together with six other bidders and ranked first in the tender. The finalized tender award notification has been officially communicated to the Company by the contracting authority. The contract value is PLN 1,636,744,956 including VAT. The invitation to sign the contract is awaited and material developments regarding this matter will be disclosed to the public in accordance with applicable regulations.

Warsaw Metro Line 1 Radio Systems Modernization Tender

The tender for the modernization of the radio systems of Warsaw Metro Line 1 in Poland was re-tendered, and the Company ranked first. The tender award notification was received by the Company on January 7, 2025. The contract value amounts to PLN 29,827,500 (including VAT). The Company is currently awaiting the invitation to contract. Material developments will be disclosed in accordance with applicable regulations.

Management and Corporate Governance Practices

Reconstruction and Modernization of the Belgrade-Niš, Stalać-Đunis Railway Section and Construction of the Second Line

The Company participated in the tender for the reconstruction and modernization of the Belgrade-Niš, Stalać-Đunis railway section in Serbia and the construction of a second railway line under a joint venture with YSE Yapı Sanayi ve Ticaret A.Ş., together with three other participants. A contract valued at EUR 348,905,039.28 (excluding VAT) was signed on December 5, 2025 between the joint venture and the Serbian Railway Infrastructure Authority.

Expansion of Track Layout at Warsaw Metro A1 Kabaty Station

The Company, participated in the tender for “Expansion of the Line Layout of Poland Warsaw Metro A1 Kabaty Metro Station” of the Metro Warszawskie Sp. z o.o and its bid was announced as the first bid on the bid opening held on 11 December 2025. The contract value amounts to PLN 33,772,110 (including VAT). The Company is currently awaiting the invitation to contract. Material developments will be disclosed in accordance with applicable regulations.

Acquisition of 100% of Orrön Klein Teetzleben AGRI-PV GmbH, Orrön Javenitz Agri-PV GmbH and Orrön Trebenow Agri-PV GmbH

Pursuant to the resolution of the Board of Directors of Gülermak Renewables Deutschland Holding GmbH, our Company’s 100% indirectly owned subsidiary, dated 22 December 2025, a conditional share purchase agreement has been signed for the acquisition of 100% of the shares of Orrön Klein Teetzleben AGRI-PV GmbH, Orrön Javenitz Agri-PV GmbH, and Orrön Trebenow Agri-PV GmbH from Orrön Energy Greenfield AB. The transfer transaction and the purchase price are subject to certain conditions, and if all conditions are fulfilled, the total maximum consideration will amount to EUR 11,231,040. Within the acquired companies, subject to obtaining the required permits, it is planned to construct solar power plants (agrivoltaic - Agri-PV) with a total estimated installed capacity of approximately 233.98 MW. Material developments regarding this matter will be disclosed to the public in accordance with applicable regulations.

2. Information on the investments made and incentives received by the Company during the relevant reporting period

None.

3. Information on the Company’s internal control system and internal audit activities, along with the opinion of the governing body on this matter

Audit and Internal Control Structure at Gülermak Group

At Gülermak Group, the internal audit function is structured in line with a corporate governance approach required by its international project operations carries out its activities under the direct oversight of the Board of Directors and the Audit Committee. The Internal Audit function operates in accordance with the International Internal Audit Standards (IIA) and within the framework of an annual risk-based audit plan approved by the Board of Directors. Audit results are reported to senior management through reports issued after each engagement, while the Board of Directors is informed through a consolidated evaluation report at year-end.

Considering the Group’s metro, railway, and infrastructure projects in Türkiye, Poland, Romania, North Macedonia, and other countries, the audit approach is not limited to financial accuracy; it also covers operational areas such as contract management, progress payment processes, subcontractor management, procurement, ERP usage, cash flow, and fraud risks.

The IFS ERP system, centralized finance organization, and project-based budget management constitute the core components of the audit scope.

Internal Audit Approach

At Gülermak, internal audit activities are carried out on a risk-based approach. The annual audit plan is prepared by taking into consideration criteria such as:

- Project size,
 - Cash flow and liquidity risk,
 - ERP control environment,
 - Contract and claims management,
 - Subcontractor intensity and operational complexity,
- and is submitted for the approval of the Board of Directors.

During fieldwork, internal controls addressing high-impact and high-likelihood risks are specifically tested. ERP records, bank reconciliations, progress payment files, contracts, and actual practices are reviewed comparatively. Audit findings are first shared with the relevant project management as a draft report; after considering feedback and counterarguments, the final report is submitted to the Board of Directors and senior management. Following the issuance of the final report, actions are evaluated within the framework of the 4T approach (Treat, Terminate, Transfer, Tolerate) and monitored through a dedicated dashboard.

Financial Audit and ERP Control Processes

Within the Group, financial accuracy and the reliability of reporting are given particular importance, especially in overseas projects, through a centralized finance structure. In this context, the following are regularly monitored:

- Reconciliation between IFS records and bank balances,
- Accurate period recognition of progress payment revenues,
- Realistic reflection of claim budgets,
- Subcontractor deductions and penalty allocation mechanisms,
- Risks related to manual payments and off-system transactions.

In areas where the ERP system does not operate effectively or is susceptible to manual intervention, process improvement recommendations are developed. The audit function is positioned not only as a detection mechanism but also as a structure that contributes to strengthening the overall system.

Internal Control Structure

At Gülermak, the internal control system is carried out under the joint responsibility of project management, central finance, and relevant functions. The Internal Audit function provides guidance to management in establishing, strengthening, and ensuring the sustainability of the internal control environment.

The annual internal control work plan is developed by taking into account:

- Systemic weaknesses identified through audit reports,
- The ERP transformation process,
- Management requests,
- Corporate risk areas.

Internal control activities aim to reduce implementation differences across projects, promote the dissemination of best practices, and establish a standardized control culture across multi-country operations.

Corporate Contribution of the Audit Function

At Gülermak, the Internal Audit function operates as a structure that:

- identifies fraud risks at an early stage,
- strengthens the principle of segregation of duties in progress payment and procurement processes,
- enhances visibility over cash management and interest opportunities,
- proactively reports claim and budget risks,
- contributes to the institutionalization of ERP/IFS processes.

In an engineering and contracting group with international projects, included in ENR rankings, and continuing to grow, the audit function is positioned not only as a control mechanism but also as a strategic assurance and advisory function supporting corporate sustainability.

Management and Corporate Governance Practices

4. Information on the Company's Direct and Indirect Subsidiaries and Shareholding Ratios

The subsidiaries, branches, and joint arrangements included in the Group's consolidation as of 31 December 2025 and 2024 are as follows:

Entity	Construction Project	Type of Ownership	Country	Operation	Effective Ownership Ratio (%) December 31, 2025/2024	
1 Gülermak-Kolin A.O.	Keçiören Subway Project	Joint Arrangement	Türkiye	Construction	-	50
2 Gülermak-Kolin A.O.	Başkentray Tramway Project	Joint Arrangement	Türkiye	Construction	50	50
3 Gülermak-Kolin-Kalyon A.O.	Mahmutbey-Mecidiyeköy Subway Project	Joint Arrangement	Türkiye	Construction	34	34
4 Kolin-Aydeniz-Gülermak A.O.	Hamzadere Dam Project	Joint Arrangement	Türkiye	Construction	33	33
5 Astaldi-Gülermak A.O.	Haliç Bridge Project	Joint Arrangement	Türkiye	Construction	49	49
6 Avrasya Metro Group A.O.	Kadıköy-Kartal Subway Project	Joint Arrangement	Türkiye	Construction	17	17
7 Gülermak-YSE A.O.	Sabiha Gökçen Subway Project	Joint Arrangement	Türkiye	Construction	50	50
8 Çelikler-Gülermak-AZD A.O.	Samsun Kalın Railway Project	Joint Arrangement	Türkiye	Construction	50	50
9 Gülermak-Nurol-Makyol A.O.	Göztepe-Ümraniye Subway Project	Joint Arrangement	Türkiye	Construction	33	33
10 Gülermak-YDA A.O.	Kayseri Tramway Project	Joint Arrangement	Türkiye	Construction	51	51
11 Gülermak-Yapıyapı-Taşyapı Ortak Girişimi	Halkalı-Ispartakule Railway Project	Joint Arrangement	Türkiye	Construction	40	40
12 Aydeniz-Gülermak Ortak Girişimi	Alaşehir Irrigation Renovation Replenishment Project	Joint Arrangement	Türkiye	Construction	40	-
13 Astrag Technology Investment Inc.	-	Subsidiary	Türkiye	Engineering Services	60	-
14 Anka Teknik Maden	-	Subsidiary	Türkiye	Mining	100	-
15 Budimex - Gulermak s.c.	Limanowa - Klęczany Railway	Joint Arrangement	Türkiye	Construction	50	-
16 GP Mosty S.C.	S2 Highway Project	Joint Arrangement	Poland	Construction	90	90
17 Tunel Swinoujscie S.C. (PORR- Gülermak-Energopol)	Tunnel Swinoujscie Project	Joint Arrangement	Poland	Construction	40	40
18 Tunel Swinoujscie S.C. (PORR- Gülermak)	Tunnel Swinoujscie Project	Joint Arrangement	Poland	Construction	50	50
19 Poznan Tramwaj S.C.	Poznan Tramwaj Project	Joint Arrangement	Poland	Construction	100	100
20 Krakow S-52 S.C.	S-52 Express Road Project	Joint Arrangement	Poland	Construction	100	100
21 Gülermak Invest Sp. Z.o.o.	-	Subsidiary	Poland	Construction	100	100
22 Gülermak S.A.	Brodno, Mory, Wola Subway, S7 Express Road Projects	Subsidiary	Poland	Construction	100	100
23 Carrigan Investments Sp. z.o.o.	K.Pomorski Municipal Infrastructure Project	Subsidiary	Poland	Construction	100	100
24 Gülermak Poland Branch	West, Brodno, Mory, Wola Subway Projects	Branch	Poland	Construction	100	100
25 PPP Solutions Polska 2 Sp.z.o.o.	PPP Project of Krakow Fast Tram (Stage IV) Project	Subsidiary	Poland	Construction	100	100

Entity	Construction Project	Type of Ownership	Country	Operation	Effective Ownership Ratio (%) December 31, 2025/2024	
26 Gulermak - Budimex s.c.	S19 Jawornik - Lutcza Highway Project	Joint Arrangement	Poland	Construction	50	-
27 Brodnica Sp. Z o.o.	-	Subsidiary	Poland	Energy Production	100	-
28 Powidz Green S.p. Z.o.o.	-	Subsidiary	Poland	Energy Production	100	-
29 Glinnik Green Sp. z o.o.	-	Subsidiary	Poland	Energy Production	100	-
30 Budimex - Gulermak H.S.C	(LK622H) Szczyrzyc-Tymbark Railway Project	Joint Arrangement	Poland	Construction	50	-
31 Gülermak-TATA U JV	Pune Subway Project	Joint Arrangement	India	Construction	50	50
32 Gulermak India Private Ltd.	-	Subsidiary	India	Construction	100	100
33 Gulermak-Sam India Kanpur Metro JV	Kanpur Subway Project	Joint Arrangement	India	Construction	100	100
34 Gulermak-Sam India Surat Metro UG P1 JV	Surat Subway Project	Joint Arrangement	India	Construction	100	100
35 Gulermak Suisse SA	-	Subsidiary	Switzerland	Trade	100	100
36 Acciona - Gülermak JV	Dubai Subway Project	Joint Arrangement	U.A.E.	Construction	40	40
37 Gülermak Dubai Branch	-	Branch	U.A.E.	Construction	100	100
38 Gülermak Sweden Branch	Kista KG40 Tramway Project	Branch	Sweden	Construction	100	100
39 Gülermak Europe Sweden Branch	Kista KG40 Tramway Project	Branch	Sweden	Construction	100	100
40 Gülermak Romania Branch	Cluj Subway, Bükreş Subway M6 Lot 1.2, Cluj Lot 3 Railway	Branch	Romania	Construction	100	100
41 Gülermak Romania S.A	-	Subsidiary	Romania	Construction	100	-
42 Gülermak Philippines Branch	-	Branch	Philippines	Construction	100	100
43 Lotte-Gulermak-EEI JV	Infrastructure-Package S-07 Railway	Joint Arrangement	Philippines	Construction	35	35
44 Gülermak N. Macedonia Branch	Infrastructure-Rail Corridor VIII, Beljakovce	Branch	N. Macedonia	Construction	100	100
45 Gülermak Serbia Branch	-	Branch	Serbia	Construction	100	-
46 Hanningfield 1 Limited	-	Subsidiary	England	Energy Production	100	-
47 Gülermak Renewables Ltd.	-	Subsidiary	England	Investment	100	-
48 Corshellach Energy Storage Ltd.	-	Subsidiary	England	Energy Production	100	-
49 Gulermak Renewables Deutschland Holding GmbH	-	Subsidiary	Germany	Energy Production	100	-

Information regarding the Company's own shares acquired

There are none.

5. Explanations regarding special audits and public audits conducted during the accounting period

No special audit has been conducted other than the independent audit.

Management and Corporate Governance Practices

6. Information on lawsuits filed against the Company that may affect its financial position and operations, and their possible outcomes

There are no significant lawsuits filed against the Company that could materially affect its financial position and operations.

7. Explanations regarding administrative or judicial sanctions imposed on the Company and members of the governing body due to practices contrary to legislation

During the year, no significant administrative sanctions or monetary fines have been imposed on the Company or the members of the Board of Directors.

8. Information and evaluations regarding whether the targets set in previous periods have been achieved, whether the resolutions of the general assembly have been fulfilled, and if not, the reasons thereof

The resolutions adopted at the Ordinary General Assembly Meeting for the year 2024 were implemented in 2025. In addition, the Company evaluated its compliance with the information contained in the Price Determination Report and the Fund Utilization Reports through reports disclosed on the Public Disclosure Platform (PDP) on March 21, May 15, August 20, and November 12, 2025.

9. Information regarding the General Assembly

The Ordinary General Assembly Meeting of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. for the year 2024 was held on Friday, April 11, 2025, at 14:00, at Kronos Hotel, Sahil Yolu Cad., Konya Yolu 363 No: 2, 06830 Gölbaşı/Ankara.

At the 2024 Ordinary General Assembly Meeting, members of the Board of Directors, including independent members, were appointed; the Profit Distribution Policy and the Donation and Aid Policy were approved; the independent auditor for 2025 was elected; and the upper limit for the donations and attendance fees were determined.

The resolutions of the 2024 Ordinary General Assembly Meeting were registered with the Ankara Trade Registry Directorate on April 18, 2025.

The PDP disclosure regarding the meeting results can be accessed via the following link:
<https://www.kap.org.tr/en/Bildirim/1424355>

10. Information regarding the Extraordinary General Assembly, if held during the year, including the date of the meeting, resolutions adopted, and related actions

No extraordinary general assembly meeting was held in 2025.

11. Information on donations and grants made by the Company during the year, as well as expenditures within the scope of corporate social responsibility projects

At the Ordinary General Assembly Meeting for the year 2024 held on April 11, 2025, the upper limit for donations to be made during the 01.01.2025 - 31.12.2025 fiscal year was determined as TL 5,000,000. In 2025, the total amount of donations and grants made by the Company in line with its Donation and Aid Policy amounted to TL 3,947,497.

Operating across diverse geographies, Gülermak aims to create multifaceted value for society and individuals, pursuing this objective through corporate social responsibility initiatives that it develops or supports. Within the scope of its 2025 corporate social responsibility activities, Gülermak supported the "Collect Wishes for Me" project organized by LÖSEV - The Foundation for Children with Leukemia. Through this support, the Company contributed to fulfilling the New Year wishes of children undergoing leukemia treatment. In addition, corporate engagement was strengthened during the year through in-house tournaments and cultural events organized for employees.

12. Information on the Company's sources of financing and, if any, the nature and amount of issued capital market instruments

Shares of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş., representing a nominal value of TL 322,600,000, have been listed in accordance with Article 8 of the Listing Directive. The Company's shares with a nominal value of TL 38,760,000 offered to the public have been traded on the BIST Star Market since January 17, 2025, with a base price of TL 125, under the ticker symbol "GLRMK" and using the continuous trading method.

13. Information on related party transactions and balances in accordance with legislation

Detailed information regarding related party transactions is provided in Note 4 of the Company's financial statements.

14. Conflicts of interest between the Company and the institutions from which it obtains investment advisory, rating and similar services, and the measures taken by the Company to prevent such conflicts

In 2025, our Company received independent audit and credit rating services. These services were obtained from independent institutions authorized by the Capital Markets Board (CMB) and the Banking Regulation and Supervision Agency (BRSA). No information has been received indicating the existence of any potential conflict of interest between our Company and the institutions providing these services.

V. Financial Position

1. Analysis and evaluation of the financial position and operating results by the governing body, the level of realization of planned activities, and the Company's status in relation to its determined strategic objectives

Detailed analyses and evaluations regarding the Company's financial position and operating results are provided in the section titled "Evaluation of Our Activities."

2. Information on the Company's sales, efficiency, revenue-generating capacity, profitability, and debt/equity ratio during the year compared to previous years, as well as other matters that may provide insight into the results of the Company's operations, and future expectations

The Company's summarized income statement and balance sheet are as follows:

Summary Income Statement (TL million)	2025	2024
Revenue	45,533	45,179
Gross Profit	5,747	5,220
Operating Profit	5,188	4,802
EBITDA*	6,099	5,840
Profit Before Tax	6,132	5,670
Net Profit	4,282	4,671

Summary Balance Sheet (TL million)	December 31, 2025	December 31, 2024
Current Assets	57,211	48,356
Non-Current Assets	7,846	6,248
Total Assets	65,057	54,604
Current Liabilities	26,119	27,497
Non-Current Liabilities	21,189	16,329
Total Equity	17,749	10,778

* Other income and expenses from operating activities are not included.

Some key financial ratios and indicators calculated based on the information in the Company's financial statements are as follows:

I- Liquidity Ratios	December 31, 2025	December 31, 2024
Current Ratio		
(Current Assets/Current Liabilities)	2.19	1.76
Acid-Test Ratio		
(Current Assets-Inventories/Current Liabilities)	2.17	1.75
II- Financial Structure Ratios	December 31, 2025	December 31, 2024
Total Liabilities/Total Assets	0.73	0.80
Equity/Total Liabilities	0.38	0.25
III- Operating and Profitability Ratios	January 1 - December 31, 2025	January 1 - December 31, 2024
Gross Profit Margin		
(Gross Profit/Net Sales)	12.6%	11.6%
EBITDA Margin		
(EBITDA*/Net Sales)	13.4%	12.9%
Net Profit Margin		
(Net Profit/Net Sales)	9.4%	10.3%

* EBITDA is calculated by subtracting General Administrative Expenses from Gross Profit and then adding depreciation expenses.

Management and Corporate Governance Practices

3. Determination of whether the Company's capital has become impaired or whether it is over-indebted, and the evaluations of the governing body

The Company's capital adequacy has been evaluated within the scope of Article 376 of the Turkish Commercial Code No. 6102 and the relevant legislation, and it has been determined that the capital has not become impaired and is at a sufficient level.

4. Information on the dividend distribution policy, and if no dividend distribution will be made, the justification and proposal regarding the use of undistributed profit

The Dividend Distribution Policy adopted at the Ordinary General Assembly Meeting for the year 2024 held on April 11, 2025, can be accessed via the following link: <https://www.gulermak.com.tr/Politikalar>

The resolution regarding dividend distribution adopted at the Ordinary General Assembly Meeting for the year 2024 held on April 11, 2025, is provided below.

The Company recorded TL 3,568,707,868 net profit attributable to equity holders of the parent company in its consolidated financial statements prepared within the framework of the "Communiqué on Principles of Financial Reporting in the Capital Markets" numbered II.14.1 of the Capital Markets Board ("CMB") and in accordance with the formats determined by the Public Oversight Accounting and Auditing Standards Authority ("KGK") and CMB based on the Turkish Financial Reporting Standards ("TFRS") put into effect by the KGK and audited by Eren Bağımsız Denetim A.Ş.; and a net loss of TL 431,209,650 in its statutory financial statements prepared in accordance with the relevant provisions of the Tax Procedure Law No. 213 ("TPL").

By the Board of Directors' resolution dated March 19, 2025, it was decided to submit to the approval of the shareholders at the Ordinary General Assembly Meeting for the 2024 financial year the proposal not to distribute dividends, due to the absence of distributable profit in the Company's statutory financial statements prepared. The Board of Directors' proposal not to distribute dividends for the 2024 financial year was approved at the 2024 Ordinary General Assembly Meeting.

VI. Risks and Evaluation of the Governing Body

The Early Detection of Risk Committee was established with the appointment of independent members of the Board of Directors at the Ordinary General Assembly Meeting for the year 2024 held on April 11, 2025. Risk management within the Company is carried out by taking into account the activities of this committee. The Committee holds regular meetings and reports to the Board of Directors. Detailed information regarding the Committee's activities is presented under the heading "Board of Directors' Evaluation on the Working Principles and Effectiveness of Board Committees."

VII. Other Matters

Expansion of the Track Layout at the A1 Kabaty Metro Station of the Warsaw Metro, Poland

Pursuant to the material event disclosure dated December 11, 2025, the Company received the invitation to execute the contract on January 30, 2026 and material developments regarding this matter will be disclosed to the public in accordance with applicable regulations.

VIII. Disclosures Required within the Scope of Article 8 of the Corporate Governance Communiqué No. II-17.1 titled "Compliance Reports on Corporate Governance Principles"

STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. conducts all its activities in compliance with the applicable legislation and the Capital Markets Board's "Corporate Governance Principles". The Company fully complies with all the compulsory principles in the Corporate Governance Principles appended to the CMB's Communiqué on Corporate Governance (II-17.1).

No notification has been received indicating the existence of any conflict of interest arising from the inability to fully comply with non-mandatory principles.

Being aware of the positive contributions of adopting Corporate Governance Principles within its structure, Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. continues its efforts to further enhance its level of compliance with these principles and to ensure compliance with the majority of the non-mandatory principles that have not yet been implemented. For the reporting period ending December 31, 2025, disclosures regarding compliance with the corporate governance principles included in the annex of the Corporate Governance Communiqué, as well as those principles not yet complied with, are provided in the Corporate Governance Compliance Report ("URF"), the Corporate Governance Information Form ("KYBF"), and other relevant sections of the annual report. In the event of any significant changes in the URF or KYBF during the period, material event disclosures are made in accordance with the legislation, and such changes are also included in interim activity reports.

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
1.1.2 - Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1- Management did not enter into any transaction that would complicate the conduct of special audit.	X					
1.3. GENERAL ASSEMBLY						
1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7 - Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.					X	There were no transactions within this scope in 2025.
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10- The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.					X	The General Assembly was informed that no donations were made during 2024.
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.					X	No request for attendance at the Ordinary General Assembly was received from parties other than shareholders and officials.

Management and Corporate Governance Practices

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					
1.4.2- The company does not have shares that carry privileged voting rights.			X			Group A shares carry voting privileges at General Assembly meetings and the privilege to nominate members to the Board of Directors. Group B shares do not have any privileges. No changes to this structure are envisaged.
1.4.3 - The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.					X	The Company does not have any cross-shareholding relationship that give rise to a controlling relationship.
1.5. MINORITY RIGHTS						
1.5.1- The company pays maximum diligence to the exercise of minority rights.	X					
1.5.2- The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			X			As the minimum safeguards regarding minority rights are ensured within the framework of the provisions of the Turkish Commercial Code (TCC), the Capital Markets Board (CMB) regulations, and other relevant legislation, minority rights have not been set at a level lower than one-twentieth of the share capital in the articles of association. The Company acts in compliance with the applicable legal framework, and there is no plan to extend minority rights through additional provisions in the articles of association.
1.6. DIVIDEND RIGHT						
1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X					
1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X					
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	X					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					
1.7. TRANSFER OF SHARES						
1.7.1 - There are no restrictions preventing shares from being transferred.			X			Article 7 of the Articles of Association sets out certain restrictions on the transfer of Group A shares to shareholders other than holders of Group A shares. No changes to this structure are envisaged.
2.1. CORPORATE WEBSITE						
2.1.1 - The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X					
2.1.2- The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	X					
2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.	X					
2.2. ANNUAL REPORT						
2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website.	X					
3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues.	X					
3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner.	X					

Management and Corporate Governance Practices

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.			X			Through the open-door policy implemented in at the Company, as well as communication tools such as regular information meetings and surveys conducted with the participation of all employees, employees are able to participate indirectly in management. However, this practice has not been formalized in the articles of association or internal regulations, as such communication is occasionally project-based and is continuously revised in line with the needs of the Company and its employees. It is planned to continue this practice in the same manner in the upcoming period.
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					
3.3. HUMAN RESOURCES POLICY						
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2 - Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	X					
3.3.4 - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X					
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X					
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.	X					
3.3.9 - A safe working environment for employees is maintained.	X					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1- The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X					
3.4.2 - Customers are notified of any delays in handling their requests.	X					
3.4.3 - The company complied with the quality standards with respect to its products and services.	X					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					
3.5.2- The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					
4.1. ROLE OF THE BOARD OF DIRECTORS						
4.1.1- The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X					
4.1.2- The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X					
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1- The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2- Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					

Management and Corporate Governance Practices

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.2.3 - The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4- Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	X					
4.2.7- The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X					
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9- The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.			X			Due to the dynamics of the contracting sector in which our Company operates, no target ratio or timeline has been set for the representation of female members on the Board of Directors. Currently, there are no female members on the Board. However, the ratio of female employees is monitored and plans are developed to increase it. The structure of the Board of Directors is reviewed on an annual basis.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.			X			As our Company has a well-established and competent finance department, independent members of the Board of Directors have been selected to contribute to the Company across various areas. The structure of the Board of Directors is reviewed on an annual basis.
4.4. BOARD MEETING PROCEDURES						
4.4.1 - Each board member attend the majority of the board meetings in person or via an electronic board meeting system	X					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.			X			As the Company went public in 2025, no minimum period has been defined; however, information and documents that will facilitate the decision-making of Board members are shared with them via email as soon as they are ready. It is planned to bring this matter to the agenda of the Board of Directors in the upcoming period.
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.					X	Although Board members have the opportunity to submit their opinions, during the relevant period there were no Board members who were unable to attend Board meetings and submitted their opinions to the Board in writing.
4.4.4 - Each member of the board has one vote.	X					
4.4.5 - The board has a charter/written internal rules defining the meeting procedures of the board.			X			As the Company went public in 2025, there is no written regulation in place. However, utmost care is taken to ensure that meetings of the Board of Directors are conducted effectively. This matter will be brought to the agenda of the Board of Directors in the upcoming period.
4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X					
4.4.7 - There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.		X				Members of the Board of Directors are not restricted from holding positions outside the Company, provided that such positions comply with the provisions of the Turkish Commercial Code (TCC), the Capital Markets Board (CMB) regulations, and other relevant legislation. The external positions held by Board members are disclosed to shareholders at the General Assembly through their inclusion in the annual report and the General Assembly information document. No restrictions are planned to be introduced in this regard in the upcoming period.

Management and Corporate Governance Practices

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.5. BOARD COMMITTEES						
4.5.5 - Board members serve in only one of the Board's committees.			X			Due to the structure of the Board of Directors, Board members serve on more than one committee. It has been observed that this enhances interaction among committees and increases their effectiveness. No changes are currently planned in this regard, considering the number of independent Board members.
4.5.6- Committees have invited persons to the meetings as deemed necessary to obtain their views.	X					
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.					X	The committees have not received any external consultancy services.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					
4.6. FINANCIAL RIGHTS						
4.6.1 - The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.			X			As the Company went public in 2025, a Board performance evaluation has not been conducted. This matter will be reassessed by the Board of Directors in the following year.
4.6.4 - The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X					
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.		X				Attendance fees paid to the members of the Board of Directors are determined and disclosed at the General Assembly. In addition, the aggregate amounts of the benefits provided to the Board members and senior executives are reported in the financial statements. In line with common practice in Türkiye, it is not planned to disclose the remuneration of executives with administrative responsibilities on an individual basis.

CORPORATE GOVERNANCE INFORMATION FORM

1. SHAREHOLDERS

1.1. Facilitating the Exercise of Shareholders Rights

The number of investor meetings (conference, seminar/etc.) organised by the company during the year	During the year, a total of 24 meetings were held with investors and analysts via telephone, video conference, and face-to-face, 1 investor meeting was organized, and 1 investor conference was attended.
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1.2. Right to Obtain and Examine Information

The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-

1.3. General Assembly

Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/1408507
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Although the relevant documents were not provided simultaneously in English alongside Turkish, they were uploaded to the Company's website in English following the completion of the General Assembly.

The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There are no transactions within this scope.
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The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There are no transactions within this scope.
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The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	There are no transactions within this scope.
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The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations/Corporate Governance/Policies
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The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/1424355
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The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	None.
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Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There was no participation other than shareholders.
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1.4. Voting Rights

Whether the shares of the company have differential voting rights	Yes
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In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Pursuant to Article 6 of the Articles of Association, the Company's shares are divided into two groups as Group A and Group B. Group A shares grant their holders privileged voting rights at General Assembly meetings and the privilege to nominate candidates for the election of Board members. According to the Company's Articles of Association, Group A shares entitle their holders to five votes each at General Assembly meetings. In addition, half of the members of the Board of Directors are elected from among the candidates nominated by Group A shareholders. Pursuant to Article 479/3(a) of the Turkish Commercial Code (TCC), voting privileges cannot be exercised in relation to amendments to the Articles of Association at the General Assembly. Group A shares represent 47.4% of the capital and correspond to 81.9% of the total voting rights.
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The percentage of ownership of the largest shareholder	59.83%
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Management and Corporate Governance Practices

1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	No
If yes, specify the relevant provision of the articles of association.	None.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations/Corporate Governance/Policies
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	The Company recorded TL 3,568,707,868 net profit attributable to equity holders of the parent company in its consolidated financial statements prepared within the framework of the "Communiqué on Principles of Financial Reporting in the Capital Markets" numbered II.14.1 of the Capital Markets Board ("CMB") and in accordance with the formats determined by the Public Oversight Accounting and Auditing Standards Authority ("KGK") and CMB based on the Turkish Financial Reporting Standards ("TFRS") put into effect by the KGK and audited by Eren Bağımsız Denetim A.Ş.; and a net loss of TL 431,209,650 in its statutory financial statements prepared in accordance with the relevant provisions of the Tax Procedure Law No. 213 ("TPL"). As there is no distributable profit in the Company's financial statements prepared in accordance with TPL principles, it has been resolved not to distribute dividends.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/Bildirim/1424355

GENERAL ASSEMBLY MEETINGS

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
11.04.2025	None.	88.11%	0.01%	88.09%	Investor Relations/Corporate Governance/General Assembly Meetings	Investor Relations/Corporate Governance/General Assembly Meetings	None.	None.	https://www.kap.org.tr/Bildirim/1424355

2. DISCLOSURE AND TRANSPARENCY

2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations/About the Company/Shareholding Structure
List of languages for which the website is available	Turkish, English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	I. General Information/7. Information on the Board of Directors
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	I. General Information/8. Board Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	I. General Information/7. Information on the Board of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	I. General Information/13. Legislative Changes That May Significantly Affect the Company's Operations
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	IV. Activities of the Company and Significant Developments Regarding the Activities/6. Information on lawsuits filed against the Company that may affect its financial position and operations, and their possible outcomes
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	IV. Activities of the Company and Significant Developments Regarding the Activities /14. Conflicts of interest between the Company and the institutions from which it obtains investment advisory, rating and similar services, and the measures taken by the Company to prevent such conflicts
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	I. General Information/5. Information on Cross-Shareholdings where Direct Participation in Share Capital exceeds 5%
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	IV. Activities of the Company and Significant Developments Regarding the Activities /11. Information on donations and grants made by the Company during the year, as well as expenditures within the scope of corporate social responsibility projects

Management and Corporate Governance Practices

3. STAKEHOLDERS

3.1. Corporation's Policy on Stakeholders

The name of the section on the corporate website that demonstrates the employee remedy or severance policy	There is no compensation policy in place, as the relevant Social Security (SSI) legislation is complied with in this regard.
The number of definitive convictions the company was subject to in relation to breach of employee rights	There are 87 finalized decisions in 2025.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Committee: Banu Pelin Gürkan (CHRO), Mustafa Tuncer (Board Member), Umut Postlu (Board Member), Anna Dmochowska-Jurczyk (Lawyer - Data Protection and Compliance Officer), Magdalena Piechocka (Occupational Health and Safety Manager)
The contact detail of the company alert mechanism	ethic@gulermak.com

3.2. Supporting the Participation of the Stakeholders in the Corporation's Management

Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	-
Corporate bodies where employees are actually represented	Occupational Health and Safety Board

3.3. Human Resources Policy

The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The succession planning process for key management positions is prepared by the Human Resources department and, following evaluation by Senior Management, is submitted to the Board of Directors for information and approval. The Board of Directors monitors succession plans for critical positions and provides necessary guidance to ensure the Company's sustainability and corporate continuity. The succession planning process is conducted in accordance with internal regulations and Human Resources policies and procedures.
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The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Human Resources/Human Resources Policy
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Whether the company provides an employee stock ownership programme	There isn't an employee stock ownership programme.
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The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Human Resources/Human Resources Policy
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The number of definitive convictions the company is subject to in relation to health and safety measures	There are 12 finalized court decisions against the Company.
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3.5. Ethical Rules and Social Responsibility

The name of the section on the corporate website that demonstrates the code of ethics	Corporate/Policies/Code of Business Ethics
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The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Gülermak operates with a mission to create value for its customers, employees, stakeholders, and society. Leveraging its engineering capabilities and industry expertise, the Company aims to maximize customer satisfaction by prioritizing quality and reliability across its projects. At the same time, it focuses on its environmental and social responsibilities, aiming to maximize the positive impact of its construction activities on the environment and society. By collaborating with its stakeholders, the Company works towards long-term sustainable growth and development. The Company's Sustainability Policy, Environmental Policy, Occupational Health and Safety Policy, and Supply Chain Policy are available on its website.
Any measures combating any kind of corruption including embezzlement and bribery	Gülermak operates with a zero-tolerance approach to bribery and corruption. The Company's Anti-Bribery and Anti-Corruption Policy is available on its website and is incorporated into the orientation process for all employees.

4. BOARD OF DIRECTORS-I

4.2. Activity of the Board of Directors

Date of the last board evaluation conducted	-
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	-
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	A total of 31 reports were submitted to the management by the internal control department.
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	IV. Activities of the Company and Significant Developments Regarding the Activities /3. Information on the Company's internal control system and internal audit activities, along with the opinion of the governing body on this matter
Name of the Chairman	KEMAL TAHİR GÜLERYÜZ
Name of the CEO	MUSTAFA TUNCER
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	They are different individuals.
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	0 and 0%

Management and Corporate Governance Practices

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director or Not	Whether Independent Director or Not	The First Election Date to Board	Link to PDP Notification that Includes the Independency Declaration	Whether the Independent Director Considered by the Nomination Committee	Whether She/ He is the Director Who Ceased to Satisfy the Independence or Not	Whether the Director Has at Least 5 Years' Experience on Audit, Accounting and/or Finance or Not
KEMAL TAHİR GÜLERYÜZ	Non-executive	Not independent director	27/01/2023	-	Irrelevant	Irrelevant	Irrelevant
NECDET DEMİR	Non-executive	Not independent director	27/01/2023	-	Irrelevant	Irrelevant	Irrelevant
MUSTAFA TUNCER	Executive	Not independent director	27/01/2023	-	Irrelevant	Irrelevant	Irrelevant
UMUT POSTLU	Executive	Not independent director	11.04.2025	-	Irrelevant	Irrelevant	Irrelevant
GÜRAY ÇARGALLI	Non-executive	Independent director	11.04.2025	https://www.kap.org.tr/tr/Bildirim/1408507	Irrelevant	No	No
MURAT ÖZTABAK	Non-executive	Independent director	11.04.2025	https://www.kap.org.tr/tr/Bildirim/1408507	Irrelevant	No	No

4. BOARD OF DIRECTORS-II

4.4. Meeting Procedures of the Board of Directors

Number of physical or electronic board meetings in the reporting period	3
Director average attendance rate at board meetings	100%
Whether the board uses an electronic portal to support its work or not	No
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	-
The name of the section on the corporate website that demonstrates information about the board charter	-
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no policy limiting the ability of Board members to hold positions outside the Company. The member with the highest number of external roles holds a total of 9 positions, while the average number of external roles held by all Board members is 3.

4.5. Board Committees

Page numbers or section names of the annual report where information about the board committees are presented	I. General Information/8. Board Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1427863

Composition of Board Committees-I

Names of the Board Committees	Name of Committees Defined As "Other" in the First Column	Name-Surname of Committee Members	Whether Committee Chair or Not	Whether Board Member or Not
Audit Committee	-	Murat Öztapak	Yes	Board Member
Audit Committee	-	Güray Çargallı	No	Board Member
Corporate Governance Committee	-	Murat Öztapak	Yes	Board Member
Corporate Governance Committee	-	Güray Çargallı	No	Board Member
Corporate Governance Committee	-	Başak Dalga	No	Not Board Member
Early Detection of Risk Committee	-	Murat Öztapak	Yes	Board Member
Early Detection of Risk Committee	-	Güray Çargallı	No	Board Member
Early Detection of Risk Committee	-	Umut Postlu	No	Board Member

4. BOARD OF DIRECTORS-III

4.5. Board Committees-II

Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	I. General Information/9. Board of Directors' Assessment of the Working Principles and Effectiveness of the Board Committees
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	I. General Information/9. Board of Directors' Assessment of the Working Principles and Effectiveness of the Board Committees
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	I. General Information/9. Board of Directors' Assessment of the Working Principles and Effectiveness of the Board Committees
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	I. General Information/9. Board of Directors' Assessment of the Working Principles and Effectiveness of the Board Committees
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	I. General Information/9. Board of Directors' Assessment of the Working Principles and Effectiveness of the Board Committees

4.6. Financial Rights

Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	IV. Activities of the Company and Significant Developments Regarding the Activities /1. Evaluation of Our Operations
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations/Corporate Governance/Policies
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	II. Financial Benefits Provided to Members of the Board of Directors and Senior Management

Composition of Board Committees-II

Names of the Board Committees	Name of committees defined as "Other" in the first column	The Percentage of Non-executive Directors	The Percentage of Independent Directors in the Committee	The Number of Meetings Held in Person	The Number of Reports on its Activities Submitted to the Board
Audit Committee	-	100%	100%	6	8
Corporate Governance Committee	-	67%	67%	3	3
Early Detection of Risk Committee	-	67%	67%	4	4

Statement of Responsibility Regarding the Acceptance of Financial Statements and the Annual Report

STATEMENT OF RESPONSIBILITY PREPARED PURSUANT TO ARTICLE 9 OF THE CAPITAL MARKETS BOARD'S COMMUNIQUÉ NO. II-14.1 ON THE PRINCIPLES OF FINANCIAL REPORTING IN CAPITAL MARKETS

BOARD OF DIRECTORS' RESOLUTION REGARDING THE APPROVAL OF THE FINANCIAL STATEMENTS AND THE ANNUAL REPORT
RESOLUTION DATE : 05.03.2026
RESOLUTION NUMBER : 2026/05

The consolidated financial statements of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. for the period between 01.01.2025 and 31.12.2025, which have been prepared in accordance with the Capital Markets Board's Communiqué Series II, No. 14.1 on "Principles of Financial Reporting in Capital Markets" and have been independently audited, together with the Board of Directors' annual report approved by the Board of Directors' resolution dated March 5, 2026, have been reviewed by us;

Within the scope of our duties and responsibilities within the Company and based on the information available to us:

- We declare that the financial statements, the annual report, and the corporate governance compliance reports do not contain any untrue statements on material matters or any omissions that could render such disclosures misleading as of the date of disclosure,
- We declare that the financial statements prepared in accordance with the applicable financial reporting standards present fairly and accurately the Company's assets, liabilities, financial position, and profit or loss, and that the annual report fairly reflects the development and performance of the business and the Company's financial position, together with the significant risks and uncertainties it faces.

Yours sincerely,

Eray Bağcı
CFO

Murat Öztapak
Chairperson of the Audit Committee

Güray Çargallı
Member of the Audit Committee

Independent Auditor's Report on the Annual Report of the Board of Directors

(Convenience translation of a report originally issued in Turkish)

To the Shareholders of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş.

1) Opinion

We have audited the annual report of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. ("the Company"), its subsidiaries, joint arrangements and branches (all together "the Group") for the period of 1/1/2025-31/12/2025.

In our opinion, the consolidated financial information provided in the annual report of the Board of Directors and the discussions made by the Board of Directors on the situation of the Group are presented fairly and consistent, in all material respects, with the audited full set consolidated financial statements and the information we obtained during the audit.

2) Basis for Opinion

We conducted our audit in accordance with standards on auditing as issued by the Capital Markets Board of Turkey and Independent Auditing Standards (InAS) which are part of the Turkish Auditing Standards as issued by the Public Oversight Accounting and Auditing Standards Authority of Turkey (POA). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Annual Report section of our report. We are independent of the Group in accordance with the Code of Ethics for Independent Auditors (Code of Ethics) as issued by the POA, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3) Our Auditor's Opinion on the Full Set Consolidated Financial Statements

We have expressed an unqualified opinion in our auditor's report dated March 5, 2026 on the full set consolidated financial statements of the Group for the period of 1/1/2025-31/12/2025.

4) The Responsibility of the Board of Directors on the Annual Report

In accordance with Articles 514 and 516 of the Turkish Commercial Code 6102 ("TCC") and the provisions of the Communiqué II-14.1 on the Principles of Financial Reporting In Capital Markets ("the Communiqué") of the Capital Market Board ("CMB"), the management of the Group is responsible for the following items:

- a) Preparation of the annual report within the first three months following the balance sheet date and submission of the annual report to the general assembly.
- b) Preparation and fair presentation of the annual report; reflecting the operations of the Group for the year, along with its financial position in a correct, complete, straightforward, true and honest manner. In this report, the financial position is assessed according to the consolidated financial statements. The development of the Group and the potential risks to be encountered are also noted in the report. The evaluation of the board of directors is also included in this report.

Independent Auditor's Report on the Annual Report of the Board of Directors

c) The annual report also includes the matters below:

- Subsequent events occurred after the end of the fiscal year which have significance,
- The research and development activities of the Group,
- Financial benefits such as salaries and bonuses paid to the board members and to those charged with governance, allowances, travel, accommodation and representation expenses, financial aids and aids in kind, insurances and similar deposits.

When preparing the annual report, the board of directors takes into account the secondary legislative arrangements published by the Ministry of Trade and related institutions.

5) Auditor's Responsibilities for the Audit of the Annual Report

Our aim is to express an opinion, based on the independent audit we have performed on the annual report in accordance with provisions of the Turkish Commercial Code and the Communiqué, on whether the consolidated financial information provided in this annual report and the discussions of the Board of Directors are presented fairly and consistent with the Group's audited consolidated financial statements and to prepare a report including our opinion.

The independent audit we have performed is conducted in accordance with InAS and the standards on auditing as issued by the Capital Markets Board of Turkey. These standards require compliance with ethical provisions and the independent audit to be planned and performed to obtain reasonable assurance on whether the consolidated financial information provided in the annual report and the discussions of the Board of Directors are free from material misstatement and consistent with the consolidated financial statements.

The name of the engagement partner who supervised and concluded this audit is Emir Taşar.

Eren Bağımsız Denetim A.Ş.
A member firm of Grant Thornton International

Emir Taşar,
CPA Partner
March 5, 2026 Ankara, Turkey

GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş., ITS SUBSIDIARIES, JOINT ARRANGEMENTS AND BRANCHES

CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2025 AND INDEPENDENT AUDITORS'REPORT

(Convenience translation of consolidated financial statements originally issued in Turkish)

INDEPENDENT AUDITOR'S REPORT

To the General Assembly of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş.

Report on the Audit of the Consolidated Financial Statements

1) Opinion

We have audited the consolidated financial statements of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. ("the Company"), its subsidiaries, joint arrangements and branches (all together "the Group"), which comprise the consolidated statement of financial position as at December 31, 2025 and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025 and its consolidated financial performance and its consolidated cash flow for the year then ended in accordance with Turkish Financial Reporting Standards (TFRSs).

2) Basis for Opinion

Our audit was conducted in accordance with the Standards on Independent Auditing (the "SIA") that are part of Turkish Standards on Auditing Issued by the Public Oversight Accounting Standards Authority (the "POA"). Our responsibilities under these standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We hereby declare that we are independent of the Company in accordance with the Ethical Rules for Independent Auditors (the "Ethical Rules") and the ethical requirements regarding independent audit in regulations issued by POA that are relevant to our audit of the financial statements. We have also fulfilled our other ethical responsibilities in accordance with the Ethical Rules and regulations. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3) Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

3) Key Audit Matters (continued)

Key Audit Matter	How the matter was addressed in the audit
<p>Recognition of revenue related to construction contracts</p> <p>As presented in Note 22, the Group's consolidated revenue for the period ended December 31, 2025 to TL 45.532.849.493 of the consolidated revenue was accounted for using the percentage of completion method in accordance with TFRS 15 Revenue from Contracts with Customers ("TFRS 15"). Due the scope of this method, the amounts recorded as revenue and cost of ongoing projects are based on the estimates and assumptions in the budgets of the projects.</p> <p>Recognition of revenue and determination of the results of construction projects with conditions specific to the relevant projects are based on management's estimates and judgments, especially the estimation of the cost to be incurred to complete the projects, the impact of contract income on uncertainties due to the consequences of future events, and the recording of amounts related to project change requests.</p> <p>In addition, these estimations and assumptions mainly consist of compliance with the conditions specified in TFRS 15, the expected costs to be incurred for the completion of the project, the conclusion of the contracts and the estimation of the completion rate.</p> <p>The financial performance of construction contracts is reviewed regularly by management. The management evaluates the effects of contract changes, additional payment demands and penalty conditions on the estimated cost of completion and revenue of the contract, and their expectations that the contract work will be completed within the estimated time while calculating the project profitability.</p> <p>Revenue and profit margin are recorded as of the reporting date by calculating the ratio of the costs occurred until the reporting date for each construction contract, to the estimated total costs, and multiplying the amount determined in accordance with the contract by the percentage of completion reached. As the percentage of completion method includes the management's expectations, estimations and assumptions regarding the cost and profitability estimates that will occur in the future periods regarding the project profitability, it naturally includes the uncertainties regarding the events that will occur during the projects.</p>	<p>The details of the audit procedures we apply for construction contracts are as follows:</p> <p>The processes and controls applied for the calculation of profit margin based on the construction contracts reflected in the financial statements by the Group Management have been understood and evaluated.</p> <p>Major construction contracts were analyzed and have controlled the terms and conditions of the contract and checked whether the conditions specified in the contract are correctly reflected in the accounting records during the accounting of the relevant contracts in accordance with TFRS 15. Changes in amount of construction contracts as a result of project costs and changes in the scope of work have been confirmed in the contracts and their appendices.</p> <p>Cost budgets of major construction projects were analyzed, and the historical accuracy and prudence of these budgets and forecasts were evaluated. The Group Management, including the managers responsible for the construction projects, was inquired about the completion status of the construction projects and the change of the cost budgets, and it was tested whether the budget changes were made based on the supportable developments.</p> <p>The actual construction costs (expenditures for personnel, materials, subcontractors, etc.) were tested by examining the supporting documents by the methods of sampling.</p> <p>Completion percentages calculated by the Group Management were checked. Within the scope of this control, the existence and accuracy of the incurred costs, the additional cost that will have to be incurred to complete the project, the accuracy of the percentage of completion calculation and finally the total calculations have been checked by us through the recalculation method. The expectations in the project schedule were inquired in the meetings held with the accounting and technical teams, and by also inquiring whether the provision amounts calculated for the projects lagging behind the Schedule. If any, we evaluated the reasonables of the provisions within the framework.</p>

INDEPENDENT AUDITOR'S REPORT

3) Key Audit Matters (continued)

Key Audit Matter	How the matter was addressed in the audit
<p>Recognition of revenue related to construction contracts</p> <p>Recognition of revenue related to construction contracts has been identified as a key audit matter as it relies significantly on management's estimations and judgements.</p> <p>Explanations on the recognition of revenue related to construction contracts are presented in Note 2.6 Summary of Significant Accounting Policies and details of Revenue are presented in Note 22.</p>	<p>Subsequent event realizations have been analyzed in order to audit whether the estimations and assumptions used in the year-end reporting have been realized.</p> <p>Collections after the balance sheet date have been controlled in order to reliably measure whether the receivables related to construction projects are collectible.</p> <p>In addition, we have evaluated the adequacy of the disclosures in Note 22, Revenue within the scope of TFRS.</p>
Key Audit Matter	How the matter was addressed in the audit
<p>Application of inflation accounting</p> <p>As explained in Note 2, due to the assessment of the Group's functional currency (Turkish Lira) as a currency of a hyperinflationary economy as of December 31, 2025, the Group has started to apply the "IAS 29 Financial Reporting in Hyperinflationary Economies" standard.</p> <p>In accordance with IAS 29, the financial statements and prior period financial information have been restated to reflect changes in the general purchasing power of the Turkish Lira, and as a result, they are presented in terms of the purchasing power of the Turkish Lira as of the reporting date.</p> <p>In accordance with the guidelines of IAS 29, the Group has used the Turkish consumer price indices to prepare inflation-adjusted financial statements. The principles applied for inflation adjustment are explained in Note 2.</p> <p>Considering the significant impact of IAS 29 on the Group's reported results and financial position, hyperinflation accounting has been considered a key audit matter.</p>	<p>The audit procedures applied are outlined below:</p> <p>Discussions were held with management responsible for financial reporting to review the principles considered during the application of IAS 29, the identification of non-monetary accounts, and the tests performed on the designed IAS 29 models.</p> <p>The inputs and indices used have been tested to ensure the completeness and accuracy of the calculations.</p> <p>The financial statements restated in accordance with IAS 29 and the related financial information have been reviewed.</p> <p>The adequacy of the information provided in the financial statements with inflation accounting applied and the note disclosures related has been evaluated in terms of IAS 29.</p>

4) Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

5) Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

INDEPENDENT AUDITOR'S REPORT**B) Report on Other Legal and Regulatory Requirements**

In accordance with paragraph four of the Article 402 of TCC, nothing has come to our attention that may cause us to believe that the Company's set of accounts and financial statements prepared for the period January 1- December 31, 2025 do not comply with TCC and the provisions of the Company's articles of association in relation to financial reporting.

In accordance with paragraph four of the Article 402 of TCC, the Board of Directors provided us all the required information and documentation with respect to our audit.

The engagement partner on the audit resulting in this independent auditor's report is Emir Taşar.

Additional paragraph for convenience translation to English

In the accompanying consolidated financial statements, the accounting principles described in Note 2 (defined as Turkish Accounting Standards/Turkish Financial Reporting Standards) differ from International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board with respect to the application of inflation accounting. Accordingly, the accompanying consolidated financial statements are not intended to present the financial position and results of operations in accordance with IFRS.

Eren Bağımsız Denetim A.Ş.
A member firm of Grant Thornton International

Emir Taşar, CPA
Partner
Ankara, 5 March 2026

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**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş.,
ITS SUBSIDIARIES, JOINT ARRANGEMENTS AND BRANCHES
CONSOLIDATED STATEMENT OF
FINANCIAL POSITION AS OF DECEMBER 31, 2025**

(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

Assets	Notes	Current Period Audited December 31, 2025	Prior Period Audited December 31, 2024
Current Assets		57.211.225.296	48.356.067.768
Cash and Cash Equivalents	5	14.411.673.021	10.802.779.260
Financial Investments	7	480.330.133	498.696.493
Trade Receivables		6.012.934.233	9.156.292.261
- Trade Receivables From Related Parties	6,4	4.071.869	2.524.942
- Trade Receivables From Third Parties	6	6.008.862.364	9.153.767.319
Other Receivables		1.659.584.041	2.060.613.140
- Other Receivables From Related Parties	9,4	1.436.623.197	1.746.611.977
- Other Receivables From Third Parties	9	222.960.844	314.001.163
Costs And Estimated Earnings In Excess Of Billings On Uncompleted Contracts	12	28.986.940.657	20.852.180.943
Financial Assets Related To Service Concession Agreements	17	7.604.188	6.173.739
Inventories	10	508.906.076	295.505.732
Prepaid Expenses	11	3.553.175.615	3.666.878.962
Current Income Tax Assets	27	161.432.978	109.390.722
Other Current Assets	20	1.428.644.354	907.556.516
Non-Current Assets		7.846.087.781	6.248.217.404
Financial Investments	7	754.331	754.331
Trade Receivables		2.795.592	3.659.389
- Trade Receivables From Third Parties	6	2.795.592	3.659.389
Other Receivables		81.318.934	20.442.511
- Other Receivables From Third Parties	9	81.318.934	20.442.511
Investment Properties	14	146.348.848	146.348.848
Property, Plant And Equipment	13	2.893.830.204	2.536.349.812
Right of Use Assets	16	1.496.324.591	422.887.171
Goodwill	15a	765.668.080	448.211.019
Intangible Assets	15b	70.189.448	11.422.002
Financial Assets Related To Service Concession Agreements	17	11.944.642	18.521.206
Prepaid Expenses	11	1.531.169.957	816.683.822
Deferred Tax Assets	27	845.743.154	1.822.937.293
Total Assets		65.057.313.077	54.604.285.172

The accompanying notes form an integral part of these consolidated financial statements

**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş.,
ITS SUBSIDIARIES, JOINT ARRANGEMENTS AND BRANCHES
CONSOLIDATED STATEMENT OF
FINANCIAL POSITION AS OF DECEMBER 31, 2025**

(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

Liabilities	Notes	Current Period Audited December 31, 2025	Prior Period Audited December 31, 2024
Current Liabilities		26.119.142.683	27.497.145.614
Short Term Borrowings	8	4.913.773.576	5.417.160.354
Lease Liabilities	8	239.813.674	29.732.787
Trade Payables		7.629.665.611	8.811.774.503
- Trade Payables To Third Parties	6	7.629.665.611	8.811.774.503
Liabilities For Employee Benefits	19	455.511.840	338.778.646
Other Payables		639.426.986	1.276.195.003
- Other Payables To Related Parties	9,4	497.926	-
- Other Payables To Third Parties	9	638.929.060	1.276.195.003
Billings In Excess Of Costs And Estimated Earnings On Uncompleted Contracts	12	3.302.460.922	4.037.564.801
Current Income Tax Liabilities		82.216.668	214.111.228
Short Term Provisions		691.016.126	715.034.717
- Short Term Provisions For Employment Benefits	19	220.041.277	141.527.385
- Other Short Term Provisions	18	470.974.849	573.507.332
Deferred Income	11	7.538.696.204	6.317.557.192
Other Current Liabilities	20	626.561.076	339.236.383
Non-Current Liabilities		21.189.021.377	16.329.032.295
Long Term Borrowings	8	8.105.368.493	3.550.819.923
Lease Liabilities	8	946.698.148	44.966.421
Trade Payables		21.252.981	27.474.420
- Trade Payables To Third Parties	6	21.252.981	27.474.420
Other Payables		110.001.435	114.394.259
- Other Payables To Related Parties	9,4	8.106.195	-
- Other Payables To Third Parties	9	101.895.240	114.394.259
Long Term Provisions		73.427.839	81.312.682
- Long Term Provisions For Employment Benefits	19	69.257.601	81.312.682
- Other long term provisions		4.170.238	-
Deferred Tax Liabilities	27	2.969.822.311	2.334.959.341
Deferred Income	11	8.962.450.170	10.175.105.249
Equity Holders Of The Parent		17.746.392.856	10.778.118.528

The accompanying notes form an integral part of these consolidated financial statements

**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş.,
ITS SUBSIDIARIES, JOINT ARRANGEMENTS AND BRANCHES
CONSOLIDATED STATEMENT OF
FINANCIAL POSITION AS OF DECEMBER 31, 2025**

(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

Liabilities	Notes	Current Period Audited December 31, 2025	Prior Period Audited December 31, 2024
Paid In Share Capital	21	322.600.000	300.000.000
Inflation Adjustment Of Capital	21	941.143.964	937.154.364
Share premium		3.570.723.613	-
<u>Other Comprehensive Income/Expense Not To Be Reclassified To Profit Or Loss</u>			
- Actuarial Gain/Loss Arising From Defined Benefit Plans	21	35.599.048	16.481.099
<u>Other Comprehensive Income/Expense To Be Reclassified To Profit Or Loss</u>			
- Foreign Currency Translation Reserve	21	(4.177.020.903)	(3.239.879.866)
Restricted Reserves	21	201.865.200	201.865.200
Retained Earnings		12.572.049.271	7.890.576.625
Profit For The Year		4.279.432.663	4.671.921.106
Non-controlling interest		2.756.161	(11.265)
Total Equity		17.749.149.017	10.778.107.263
Total Liabilities And Equity		65.057.313.077	54.604.285.172

The accompanying notes form an integral part of these consolidated financial statements

**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş.,
ITS SUBSIDIARIES, JOINT ARRANGEMENTS AND BRANCHES
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE PERIOD ENDED DECEMBER 31, 2025**

(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

	Notes	Current Period Audited January 1- December 31, 2025	Prior Period Audited January 1- December 31, 2024
Profit Or Loss			
Revenue	22	45.532.849.493	45.179.167.887
Cost Of Sales (-)	22	(39.785.776.221)	(39.959.606.058)
Gross Profit		5.747.073.272	5.219.561.829
General And Administrative Expenses (-)	23	(809.841.603)	(608.382.255)
Other Operating Income	24	1.207.560.863	1.315.033.358
Other Operating Expenses (-)	24	(956.444.246)	(1.124.008.166)
Operating Profit		5.188.348.286	4.802.204.766
Income From Investing Activities	25	597.038.029	88.297.824
Expense From Investing Activities (-)	25	(7.641.828)	(19.581.513)
Operating Profit Before Financial Income		5.777.744.487	4.870.921.077
Financial Income	26	1.373.779.034	543.383.121
Financial Expense (-)	26	(1.840.792.422)	(791.936.130)
Monetary Gain/(Loss)	30	821.243.307	1.047.442.811
Profit Before Tax		6.131.974.406	5.669.810.879
Tax Expense From Continued Operations			
- Current Tax Expense For The Year	27	(122.371.385)	(208.177.159)
- Deferred Tax Expense	27	(1.727.402.932)	(790.247.473)
Profit For The Year For Continuing Operations		4.282.200.089	4.671.386.247
Profit For The Year		4.282.200.089	4.671.386.247
Attributable To:			
Equity Holders Of The Parent		4.279.432.663	4.671.921.106
Non-Controlling Interests		2.767.426	(534.859)
Earnings Per Share	28	13,455	20,303
Other Comprehensive Income/(Expense)		(918.023.088)	(925.254.966)
Items Not To Be Reclassified To Profit Or Loss		19.117.949	18.940.104
- Income Arising From Defined Benefit Plans	19	23.897.436	23.675.129
- Deferred Tax Income Expense	27	(4.779.487)	(4.735.025)
Items To Be Reclassified To Profit Or Loss		(937.141.037)	(944.195.070)
- Currency Translation Differences		(937.141.037)	(944.195.070)
Total Comprehensive Income		3.364.177.001	3.746.131.281
Attributable To:			
Non-Controlling Interests		2.767.426	(534.859)
Equity Holders Of The Parent		3.361.409.575	3.746.666.140

The accompanying notes form an integral part of these consolidated financial statements

**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş.,
ITS SUBSIDIARIES, JOINT ARRANGEMENTS AND BRANCHES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED DECEMBER 31, 2025**

(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

	Paid in share capital	Adjustment to share capital	Share premiums ^(*)	Other comprehensive income/expense not to be reclassified to profit or loss	Other comprehensive income/expense to be reclassified to profit or loss	Restricted reserves	Retained earnings	Profit for the period	Equity holders of the parent	Non Controlling Interests	Total
				Funds for actuarial gain/loss on employee termination benefits	Foreign currency translation reserve						
Balances at January 1, 2024	80.000.000	1.157.154.364	-	(2.459.004)	(2.295.684.796)	201.865.200	5.755.441.922	2.146.843.068	7.043.160.754	-	7.043.160.754
Transfers	-	-	-	-	-	-	2.146.843.068	(2.146.843.068)	-	-	-
Capital increase	220.000.000	(220.000.000)	-	-	-	-	-	-	-	-	-
Acquisition of subsidiary	-	-	-	-	-	-	(11.708.365)	-	(11.708.365)	-	(11.708.365)
The impact of initial consolidation	-	-	-	-	-	-	-	-	-	523.594	523.594
Total comprehensive income/ (expenses)	-	-	-	18.940.103	(944.195.070)	-	-	4.671.921.106	3.746.666.139	(534.859)	3.746.131.280
Balances at December 31, 2024	300.000.000	937.154.364	-	16.481.099	(3.239.879.866)	201.865.200	7.890.576.625	4.671.921.106	10.778.118.528	(11.265)	10.778.107.263
Balances at January 1, 2025	300.000.000	937.154.364	-	16.481.099	(3.239.879.866)	201.865.200	7.890.576.625	4.671.921.106	10.778.118.528	(11.265)	10.778.107.263
Transfers	-	-	-	-	-	-	4.671.921.106	(4.671.921.106)	-	-	-
Share premiums ^(*)	-	-	3.570.723.613	-	-	-	-	-	3.570.723.613	-	3.570.723.613
Capital increase	22.600.000	3.989.600	-	-	-	-	-	-	26.589.600	-	26.589.600
Acquisition of subsidiary	-	-	-	-	-	-	9.551.540	-	9.551.540	-	9.551.540
Total comprehensive income/ (expenses)	-	-	-	19.117.949	(937.141.037)	-	-	4.279.432.663	3.361.409.575	2.767.426	3.364.177.001
Balances at December 31, 2025	322.600.000	941.143.964	3.570.723.613	35.599.048	(4.177.020.903)	201.865.200	12.572.049.271	4.279.432.663	17.746.392.856	2.756.161	17.749.149.017

^(*) Shares representing a nominal value of TRY 322.600.000 in Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. were listed by Borsa İstanbul A.Ş. on January 14, 2025, in accordance with Article 8 of the Listing Directive. Publicly offered shares with a nominal value of TRY 38.760.000 began trading on Yıldız Pazar as of January 17, 2025, at a base price of TRY 125 under the ticker symbol "GLRMK" and using the continuous trading method.

**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş.,
ITS SUBSIDIARIES, JOINT ARRANGEMENTS AND BRANCHES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2025**

(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

Notes	Current Period Audited January 1- December 31, 2025	Prior Period Audited January 1- December 31, 2024
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax - continuing operations	6.131.974.406	5.669.810.879
Adjustments to reconcile net profit before tax and net cash provided by operating activities		
Adjustments for depreciation and amortisation	13 1.161.894.667	1.228.510.556
Adjustment for (gain)/loss on sales of fixed assets, net	25 (19.287.455)	2.320.519
Adjustments for lawsuit provisions	24 12.657.863	23.921.545
Adjustments for retirement pay provision	19 44.105.685	15.599.745
Adjustments for unused vacation liabilities	19 76.398.192	(10.996.379)
Adjustments for doubtful receivables	6 46.000.781	9.108.471
Adjustments for other provisions	(244.601.691)	(13.344.370)
Adjustments for interest expenses	26 1.053.957.748	374.241.436
Adjustments for interest income	26 (612.794.051)	(351.298.650)
Adjustments for discount on receivables and payables	24 (75.372.076)	(97.409.633)
Adjustment for monetary loss	4.928.943.239	4.115.332.041
Changes in working capital		
Change in trade receivables from third parties	2.121.182.299	(6.567.710.587)
Change in trade receivables from related parties	(1.546.927)	(16.453)
Change in other receivables from third parties	30.163.896	(21.244.599)
Change in other receivables from related parties	309.988.780	(31.056.245)
Change in trade payables from third parties	(1.188.330.330)	(903.656.290)
Change in other payables from third parties	(649.764.962)	(3.473.476)
Change in other payables from related parties	8.604.121	-
Change in asset from uncompleted contracts	(8.134.759.714)	(6.916.540.172)
Change in liabilities from uncompleted contracts	(735.103.879)	426.022.051
Change in financial assets related to service concession agreements	5.146.115	14.084.492
Change in liabilities for employee benefits	116.733.194	121.736.024
Change in provisions	133.581.583	43.032.391
Change in deferred income	8.483.933	7.141.013.798
Change in other assets	(521.087.838)	101.798.504
Change in other liabilities	287.324.693	(606.496.427)
Change in prepaid expenses	(652.825.044)	473.454.379
Change in inventories	(213.400.344)	264.613.687
Payments for employment termination benefits	19 (12.193.579)	(3.316.219)
Corporate taxes paid	(254.265.945)	(292.221.226)
Cash provided from operating activities	3.161.807.360	4.205.819.792
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Cash outflows from the purchase of property, plant and equipment (-)	13 (1.470.469.670)	(2.076.140.467)
Cash inflows from the sales of property, plant and equipment	13-15-16-25 409.004.026	452.798.039
Cash outflows from the purchase of intangible assets (-)	15 (64.913.034)	(7.869.848)
Cash outflow from right of use assets	16 (22.714.304)	(29.337.322)
Cash inflows from the sales of investment properties	-	19.648.066
Change outflow from acquisition for subsidiary	(326.907.835)	(460.581.944)
Cash inflows from changes in financial investments	7 18.366.360	59.109.843
Cash used in investing activities	(1.457.634.457)	(2.042.373.633)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Share premium	2.825.000.000	-
Capital increase	22.600.000	-
Interest received	26 612.794.051	351.298.650
Cash inflow from borrowings	8 3.333.392.388	4.522.581.494
Cash outflow from borrowings	8 (4.604.496.907)	(1.643.208.995)
Cash used in by financing activities	2.189.289.532	3.230.671.149
NET CHANGES IN CASH AND CASH EQUIVALENTS	3.893.462.435	5.394.117.308
Monetary gain on cash and cash equivalents	(3.004.472.235)	(2.579.234.172)
Total effect of the changes in foreign currency	2.719.903.561	(403.802.957)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	5 10.802.779.260	8.391.699.081
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	5 14.411.673.021	10.802.779.260

The accompanying notes form an integral part of these consolidated financial statements

**GÜLERMAK AĞIR SANAYİ İNŞAAT VE TAAHHÜT A.Ş.,
ITS SUBSIDIARIES, JOINT ARRANGEMENTS AND BRANCHES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2025**

(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

1. Organization and Nature of Activities of the Group

Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. (“the Company” or “Gülermak”) was established on March 18, 1976 in Ankara, Turkey. The Company has been active in large-scale and complex infrastructure projects since its establishment in the construction sector and is one of the leading international Engineering Procurement and Construction (“EPC”) contractors. The Company’s core business is the execution of turnkey infrastructure and industrial construction projects such as subways, railways, trams, tunnels, roads, bridges, dams, cement factories, glass factories, sugar factories and power plants for public and private institutions in Turkey and abroad. In addition to its headquarters in Turkey, the Company operates in Poland, Romania, Switzerland, the Philippines, North Macedonia, the U.A.E. and India.

Since its establishment in 1976, Gülermak, which traces its roots back to a sole proprietorship founded in 1958 by Vildan Gülerüz, has undertaken many projects in the local and international market in the fields of public transportation and rail systems such as metro, tramway, railway, highway and bridge, as well as industrial projects such as dams, irrigation systems, industrial plants, water and waste water systems and thermal power plants, and steel construction structures. The Company is involved in the realization of investments in different sectors, which provides the Company with a diversity of activities within the construction sector.

The Company’s core business consists of turnkey transportation and infrastructure projects and other construction projects, which represent its main line of business, and transportation sector investment projects for which it is responsible for the operation as an investor and maintenance and repair during the operation period.

Shares representing a nominal value of TRY 322.600.000 in Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. were listed by Borsa İstanbul A.Ş. on January 14, 2025, in accordance with Article 8 of the Listing Directive. Publicly offered shares with a nominal value of TRY 38.760.000 began trading on Yıldız Pazar as of January 17, 2025, at a base price of TRY 125 under the ticker symbol “GLRMK” and using the continuous trading method.

The Company’s registered office address is Bahçelievler Mahallesi., Ankara Caddesi, No: 111, Gölbaşı, Ankara, Turkey.

Gülermak Ağır Sanayi İnşaat Taahhüt A.Ş. (“the Company”) and its subsidiaries, branches and joint arrangements -+are all together referred to as the “Group”.

As of December 31, 2025, the number of personnel employed within the Company is 3.492 (2024: 3.847 personnel).

Approval of Consolidated Financial Statements:

The special purpose financial statements have been approved and authorized to be published on March 5, 2026 by the Board of Directors. The General Assembly is authorised to amend the financial statements.

Ongoing projects undertaken by the Group as of December 31, 2025 are summarized below:

Country	Construction Project	Country	Construction Project
Turkey	İzmir Buca Subway Project	Poland	(LK622H) Szczyrzyc-Tymbark Railway Project
Turkey	İzmir HRS Vehicle Storage Facilities Construction	Poland	Krakow S-52 Express Road Project
Turkey	Sabiha Gökçen Subway Project	Poland	Krakow S-7 Express Road Project
Turkey	Ümraniye-Ataşehir-Göztepe Subway Project	Poland	Poznan Tramway Project
Turkey	Halkalı-Ispartakule Railway Project	Poland	Swinoujscie Tunnel Project
Turkey	Çerkezköy-Ispartakule Railway Project	Poland	Warsaw Subway Mory Project
Turkey	Hamzadere Dam Project	Poland	Limanowa - Kłęczany Railway
Turkey	Alaşehir Irrigation System Renovation and Completion Project	Poland	Krakow High Speed Tram BOT Project (4 th Stage)
Turkey	Mersin Mezitli Subway Project	Poland	Infrastructure - Rzeszów - Express Road S-19
Turkey	Gebze Köseköy Railway Signaling, Telecommunication ve Support Systems Project	Romania	Infrastructure-Cluj Lot 3 Railway
Turkey	Ankara- Dikimevi Natoyolu Light Rail System	Romania	Cluj Railway
India	Kanpur Subway Project	Romania	Bucharest Metro M6 Lot 1.2
India	Pune Subway Project	Philippines	Infrastructure-Package S-07 Railway
India	Surat Subway Project	N. Macedonia	Infrastructure-Rail Corridor VIII, Beljakovce

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(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

1. Organization and Nature of Activities of the Group (continued)

a) Line by line consolidated subsidiaries, branches and joint arrangements of the Group included in the consolidation as of December 31, 2025 and 2024, are as follows:

Entity	Construction Project	Type of Ownership	Country	Operation	Effective Ownership Rate (%)	
					December 31,	
					2025	2024
1 Gülermak-Kolin A.O.	Keçiören Subway Project	Joint Arrangement	Turkey	Construction	-	50
2 Gülermak-Kolin A.O.	Başkentray Tramway Project	Joint Arrangement	Turkey	Construction	50	50
3 Gülermak-Kolin-Kalyon A.O.	Mahmutbey-Mecidiyeköy Subway Project	Joint Arrangement	Turkey	Construction	34	34
4 Kolin-Aydeniz-Gülermak A.O.	Hamzadere Dam Project	Joint Arrangement	Turkey	Construction	33	33
5 Astaldi-Gülermak A.O.	Haliç Bridge Project	Joint Arrangement	Turkey	Construction	49	49
6 Avrasya Metro Group A.O.	Kadıköy-Kartal Subway Project	Joint Arrangement	Turkey	Construction	17	17
7 Gülermak-YSE A.O.	Sabiha Gökçen Subway Project	Joint Arrangement	Turkey	Construction	50	50
8 Çelikler-Gülermak-AZD A.O.	Samsun Kalın Railway Project	Joint Arrangement	Turkey	Construction	50	50
9 Gülermak-Nurol-Makyol A.O.	Göztepe-Ümraniye Subway Project	Joint Arrangement	Turkey	Construction	33	33
10 Gülermak-YDA A.O.	Kayseri Tramway Project	Joint Arrangement	Turkey	Construction	51	51
11 Gülermak-Yapıyapı-Taşyapı Ortak Girişimi	Halkalı-Ispartakule Railway Project	Joint Arrangement	Turkey	Construction	40	40
12 Aydeniz-Gülermak Ortak Girişimi	Alaşehir Irrigation Renovation Replenishment Project	Joint Arrangement	Turkey	Construction	40	-
13 Astrag Technology Investment Inc.	-	Subsidiary	Turkey	Engineering Services	60	-
14 Anka Teknik Maden	-	Subsidiary	Turkey	Mining	100	-
15 Budimex - Gulermak s.c.	Limanowa - Klęczany Railway	Joint Arrangement	Turkey	Construction	50	-
16 GP Mosty S.C.	S2 Highway Project	Joint Arrangement	Poland	Construction	90	90
17 Tunel Swinoujscie S.C.(PORR- Gülermak-Energopol)	Tunnel Swinoujscie Project	Joint Arrangement	Poland	Construction	40	40
18 Tunel Swinoujscie S.C.(PORR- Gülermak)	Tunnel Swinoujscie Project	Joint Arrangement	Poland	Construction	50	50
19 Poznan Tramwaj S.C.	Poznan Tramwaj Project	Joint Arrangement	Poland	Construction	100	100
20 Krakow S-52 S.C.	S-52 Express Road Project	Joint Arrangement	Poland	Construction	100	100
21 Gülermak Invest Sp. Z.o.o.	-	Subsidiary	Poland	Construction	100	100
22 Gülermak S.A.	Brodno, Mory, Wola Subway, S7 Express Road Projects	Subsidiary	Poland	Construction	100	100
23 Carrigan Investments Sp. z.o.o.	K. Pomorski Municipal Infrastructure Project	Subsidiary	Poland	Construction	100	100
24 Gülermak Poland Branch	West, Brodno, Mory, Wola Subway Projects	Branch	Poland	Construction	100	100

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1. Organization and Nature of Activities of the Group (continued)

a) Line by line consolidated subsidiaries, branches and joint arrangements of the Group included in the consolidation as of December 31, 2025 and 2024, are as follows: (continued)

Entity	Construction Project	Type of Ownership	Country	Operation	Effective Ownership Rate (%)	
					December 31,	
					2025	2024
25 PPP Solutions Polska 2 Sp.z.o.o.	PPP Project of Krakow Fast Tram (Stage IV) Project	Subsidiary	Poland	Construction	100	100
26 Gulermak - Budimex s.c.	S19 Jawornik - Lutcza Highway Project	Joint Arrangement	Poland	Construction	50	-
27 Brodnica Sp. Z o.o.	-	Subsidiary	Poland	Energy Production	100	-
28 Powidz Green S.p. Z.o.o.	-	Subsidiary	Poland	Energy Production	100	-
29 Glinnik Green Sp. z o.o.	-	Subsidiary	Poland	Energy Production	100	-
30 Budimex - Gulermak H.S.C	(LK622H) Szczyrzyc-Tymbark Railway Project	Joint Arrangement	Poland	Construction	50	-
31 Gülermak-TATA U JV	Pune Subway Project	Joint Arrangement	India	Construction	50	50
32 Gulermak India Private Ltd.	-	Subsidiary	India	Construction	100	100
33 Gulermak-Sam India Kanpur Metro JV	Kanpur Subway Project	Joint Arrangement	India	Construction	100	100
34 Gulermak-Sam India Surat Metro UG P1 JV	Surat Subway Project	Joint Arrangement	India	Construction	100	100
35 Gulermak Suisse SA	-	Subsidiary	Switzerland	Trade	100	100
36 Acciona - Gülermak JV	Dubai Subway Project	Joint Arrangement	U.A.E.	Construction	40	40
37 Gülermak Dubai Branch	-	Branch	U.A.E.	Construction	100	100
38 Gülermak Sweden Branch	Kista KG40 Tramway Project	Branch	Sweden	Construction	100	100
39 Gülermak Europe Sweden Branch	Kista KG40 Tramway Project	Branch	Sweden	Construction	100	100
40 Gülermak Romania Branch	Cluj Subway, Bükreş Subway M6 Lot 1.2, Cluj Lot 3 Railway	Branch	Romania	Construction	100	100
41 Gülermak Romania S.A	-	Subsidiary	Romania	Construction	100	-
42 Gülermak Philippines Branch	-	Branch	Philippines	Construction	100	100
43 Lotte-Gulermak-EEI JV	Infrastructure-Package S-07 Railway	Joint Arrangement	Philippines	Construction	35	35
44 Gülermak N. Macedonia Branch	Infrastructure-Rail Corridor VIII, Beljakovce	Branch	N. Macedonia	Construction	100	100
45 Gülermak Serbia Branch	-	Branch	Serbia	Construction	100	-
46 Hanningfield 1 Limited	-	Subsidiary	England	Energy Production	100	-
47 Gülermak Renewables Ltd. (*)	-	Subsidiary	England	Investment	100	-
48 Corshellach Energy Storage Ltd.	-	Subsidiary	England	Energy Production	100	-
49 Gulermak Renewables Deutschland Holding GmbH	-	Subsidiary	Germany	Energy Production	100	-

(*) As of December 31, 2025, the company has consolidated Gülermak Renewables Ltd., which it had previously consolidated at cost, using the full consolidation method.

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(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

1. Organization and Nature of Activities of the Group (continued)

b) Equity method consolidated joint arrangements of the Group included in consolidation and the effective rates of ownership as of December 31, 2025 and 2024, are as follows:

Entity	Operation Status	Type of Ownership	Country	Operation	Effective Ownership Rate (%)	
					December 31, 2025	2024
1. Avrasya Metro Group S.r.l	Inactive	Associate	Italy	Investment	50	50
2. Gülermak Renewables Ltd. ^(*)	Active	Subsidiary	England	Investment	-	100
3. Gülermak AB	Inactive	Subsidiary	Sweden	Construction	100	100
4. PPP Solutions Polska 1 Sp.z.o.o.	Inactive	Subsidiary	Poland	PPP Investment	100	100
5. PPP Solutions Polska 3 Sp.z.o.o.	Inactive	Subsidiary	Poland	PPP Investment	100	100
6. PPP Solutions Polska 5 Sp.z.o.o.	Inactive	Subsidiary	Poland	PPP Investment	100	100
7. PPP Solutions Polska 7 Sp.z.o.o.	Inactive	Subsidiary	Poland	PPP Investment	100	100

^(*) As of December 31, 2025, the company has consolidated Gülermak Renewables Ltd., which it had previously consolidated at cost, using the full consolidation method.

2. Basis of Presentation of the Consolidated Financial Statements

2.1 Basis of Presentation

Statement of Compliance with TFRS

The Parent Company and its subsidiaries maintain their statutory books of account in accordance with the Turkish Commercial Code No. 6102 ("TCC"), tax legislation, and the Uniform Chart of Accounts issued by the Republic of Turkey Ministry of Treasury and Finance.

The accompanying consolidated financial statements have been prepared in accordance with the Turkish Accounting Standards (TAS) issued by the Public Oversight Accounting and Auditing Standards Authority (POA), as enforced under the provisions of the Capital Markets Board of Turkey (CMB) Communiqué on Principles of Financial Reporting in the Capital Markets (Communiqué No. II-14.1), published in the Official Gazette dated June 13, 2013 and numbered 28676. TAS comprises the Turkish Accounting Standards, Turkish Financial Reporting Standards (TFRS), and the related annexes and interpretations. TFRS are updated through communiqués to ensure alignment with the changes introduced in the International Financial Reporting Standards (IFRS). The Group's accompanying consolidated financial statements have also been prepared in compliance with the CMB's announcement dated June 7, 2013 titled "Announcement on Financial Statement and Footnote Formats," and with its Board Resolutions dated February 8, 2024 (No. 9/221) and March 7, 2024 (No. 14/382). Additionally, the accompanying consolidated financial statements have been presented in accordance with the 2016 TAS Taxonomy, which was approved by the POA Board Resolution No. 30 dated June 2, 2016, issued based on Article 9(b) of Decree Law No. 660.

Pursuant to the Capital Markets Board of Turkey (CMB) decision dated December 28, 2023 (No. 81/1820) and the announcement made by the Public Oversight Accounting and Auditing Standards Authority (POA) on November 23, 2023, along with the published "Implementation Guide on Financial Reporting in Hyperinflationary Economies," it has been decided that issuers and capital market institutions subject to financial reporting regulations based on TAS/TFRS shall apply inflation accounting in accordance with the provisions of TAS 29, starting from the annual financial reports for the accounting periods ending on December 31, 2023.

The consolidated financial statements have been prepared on the historical cost basis, except for the presentation of certain financial assets at fair value. In determining the historical cost, the fair values paid for the assets are taken into consideration.

The Parent Company and its subsidiaries maintain their statutory books in accordance with the Turkish Commercial Code No. 6102 ("TCC"), tax legislation, and the Uniform Chart of Accounts issued by the Republic of Turkey Ministry of Treasury and Finance.

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(Amounts are expressed in the purchasing power of the Turkish Lira (TL) as of December 31, 2025, unless otherwise stated.)

2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.1 Basis of Presentation (continued)

Currency Used

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the financial statements, the functional and presentation currency of the Group is accepted as Turkish Lira "TL".

Group companies and branches the use the local currency as its functional currency because the local currency typically drives sales prices in the local market and the majority of costs are denominated and settled in the local currency. For consolidation purposes, amounts are translated from the functional currency into the Group's reporting currency using the exchange rates.

Group companies whose functional currency is a currency other than Turkish Lira (TRY) are disclosed in this note. The companies use as their functional currency the currency that mainly influences their operations or reflects the primary economic environment in which they operate. In this context, the Group companies whose functional currency is other than TRY, as determined in accordance with TAS 21 ("The Effects of Changes in Foreign Exchange Rates"), are listed below.

Name of The Company	Functional Currency	Name of The Company	Functional Currency
Avrasya Metro Grubu S.r.l	Euro (EUR)	Gülermak Sp. Z.o.o.	Poland Zloty (PLN)
Çelikler - Gülermak - AZD A.O.	Euro (EUR)	GP Mosty S.C.	Poland Zloty (PLN)
Gülermak - YDA A.O.	Euro (EUR)	Tunel Swinoujscie S.C.	Poland Zloty (PLN)
Gülermak - Kolin A.O. (Başkentray)	Euro (EUR)	Poznan Tramwaj S.C.	Poland Zloty (PLN)
Gulermak Suisse SA	Switzerland Frank (CHF)	Krakow S-52 S.C.	Poland Zloty (PLN)
Gülermak Renewables Ltd	U.K. Sterlin (GBP)	Carrigan Investments Sp. z.o.o.	Poland Zloty (PLN)
Gülermak AB	Sweden SEK (SEK)	Gülermak Poland Branch	Poland Zloty (PLN)
Gülermak Europe Sweden Branch	Sweden SEK (SEK)	PPP Solutions Polska 1 Sp. z.o.o.	Poland Zloty (PLN)
Gülermak Sweden Branch	Sweden SEK (SEK)	PPP Solutions Polska 2 Sp. z.o.o.	Poland Zloty (PLN)
AGN Haga AB	Sweden SEK (SEK)	PPP Solutions Polska 3 Sp. z.o.o.	Poland Zloty (PLN)
Acciona - Gülermak JV	U.A.E Dirhem (AED)	PPP Solutions Polska 5 Sp. z.o.o.	Poland Zloty (PLN)
Shibumi International DMCC	U.A.E Dirhem (AED)	PPP Solutions Polska 6 Sp. z.o.o.	Poland Zloty (PLN)
Gülermak Dubai Branch	U.A.E Dirhem (AED)	PPP Solutions Polska 7 Sp. z.o.o.	Poland Zloty (PLN)
Gülermak - TATA U JV (Pune Metro)	Indian Rupee (INR)	Budimex-Gulermak s.c.	Poland Zloty (PLN)
Gulermak India Private Ltd	Indian Rupee (INR)	Gulermak-Budimex s.c.	Poland Zloty (PLN)
Gulermak - Sam India Kanpur Metro JV	Indian Rupee (INR)	Glinnik Green 3 Sp. Z.o.o.	Poland Zloty (PLN)
Gulermak - Sam India Surat Metro Ug P1 JV	Indian Rupee (INR)	Gülermak Romania Branch	Romanian Leu (RON)
Gülermak Sırbistan Şube	Serbian Dinar (RSD)	Gülermak N. Macedonia Branch	N. Macedonia Denar (MKD)
Gülermak Inv. Sp. Z.o.o.	Poland Zloty (PLN)	Gülermak Philippines Branch	Philippines Peso (PHP)
Brodnica 3 Sp. z o.o.	Poland Zloty (PLN)	Lotte-Gulermak-EEI JV	Philippines Peso (PHP)
Powidz Green 3 Sp. Z.o.o.	Poland Zloty (PLN)	Hanningfield 1 Limited	British Pound (GBP)
Gülermak S.A.	Poland Zloty (PLN)	Corshellach Energy Storage Ltd.	British Pound (GBP)

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.1 Basis of Presentation (continued)

Currency Used (continued)

Exchange rates used for translation of financials to Turkish Lira (TL) of group companies during consolidation are as follows:

	Year-end Rates		Average Rates	
	December 31, 2025	December 31, 2024	2025	2024
US Dollars (USD)	42,8623	35,2233	39,4384	32,7825
Euro (EUR)	50,4532	36,7429	44,6577	35,4779
Poland Zloty (PLN)	11,9381	8,6407	10,5364	8,2487
U.A.E. Dirhem (AED)	11,6054	9,5361	10,6774	8,8754
Indian Rupee (INR)	0,4778	0,4123	0,4528	0,3921
Sweden SEK (SEK)	4,6486	3,1890	4,0221	3,0899
Romanian Leu (RON)	9,8463	7,3414	8,8015	7,0917
N. Macedonia Denar (MKD)	0,8199	0,6088	0,7260	0,5766
Philippines Peso (PHP)	0,7293	0,5986	0,6866	0,5728
Switzerland Frank (CHF)	54,2141	38,9510	47,5824	37,1790
British Pound (GBP)	57,8159	44,2458	51,9686	41,8466
Serbian Dinar (RSD)	0,4304	0,3144	0,3813	0,3038

Restatement of financial statements during periods of high inflation

The consolidated financial statements and the relevant figures for prior periods have been restated to reflect changes in the general purchasing power of the functional currency and, as a result, have been expressed in terms of the measuring unit current at the end of the reporting period, in accordance with TAS 29 "Financial Reporting in Hyperinflationary Economies." Accordingly, the Group has presented its consolidated financial statements as of December 31, 2024, based on the purchasing power as of December 31, 2025, as it has also applied the necessary indexation adjustments to the prior period financial statements.

TAS 29 applies to the financial statements, including the consolidated financial statements, of each entity whose functional currency is the currency of a hyperinflationary economy. If an economy is subject to hyperinflation, TAS 29 requires an entity whose functional currency is the currency of a hyperinflationary economy to present its financial statements in terms of the measuring unit current at the end of the reporting period.

As at the reporting date, entities operating in Turkey are required to apply TAS 29 "Financial Reporting in Hyperinflationary Economies" for the reporting periods ending on or after December 31, 2023, as the cumulative change in the general purchasing power of the last three years based on the Consumer Price Index ("CPI") is more than 100%.

POA made a announcement on November 23, 2023 regarding the scope and application of TAS 29. It stated that the financial statements of the entities applying Turkish Financial Reporting Standards for the annual reporting period ending on or after December 31, 2023 should be presented in accordance with the related accounting principles in TAS 29, adjusted for the effects of inflation.

In accordance with the CMB's decision dated December 28, 2023 and numbered 81/1820, issuers and capital market institutions subject to financial reporting regulations applying Turkish Accounting/Financial Reporting Standards are required to apply inflation accounting by applying the provisions of TAS 29 to their annual financial statements for the accounting periods ending on December 31, 2024.

In this framework, while preparing the consolidated financial statements dated December 31, 2025 inflation adjustment has been made in accordance with TAS 29.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.1 Basis of Presentation (continued)

Currency Used (continued)

Restatement of financial statements during periods of high inflation (continued)

The table below shows the inflation rates for the relevant years calculated by taking into account the Consumer Price Indices published by the Turkish Statistical Institute (TURKSTAT):

Date	Index	Adjustment coefficient	Three-year cumulative inflation rates
31.12.2025	3.513,87	1,00000	211%
31.12.2024	2.684,55	1,30899	291%

The main components of the Group's restatement for financial reporting in hyperinflationary economies are as follows:

- The current period consolidated financial statements prepared in Turkish Lira are expressed in terms of the purchasing power as of the balance sheet date, and the figures for prior reporting periods have also been restated to reflect the purchasing power at the end of the reporting period. As of the balance sheet date, all items other than those stated in terms of current purchasing power are restated by using the relevant price index coefficients. Prior year amounts are also restated in the same way.
- Monetary assets and liabilities are expressed in terms of the purchasing power at the balance sheet date and are therefore not subject to restatement. Monetary items are cash and items to be received or paid in cash.
- Fixed assets, subsidiaries and similar assets are indexed to their acquisition values, which do not exceed their market values. Depreciation has been adjusted in a similar manner. Amounts included in shareholders' equity have been restated by applying general price indices for the periods in which they were contributed to or arose within the Company.
- All items in the income statement, except for the effects of non-monetary items in the balance sheet on the income statement, have been restated by applying the multiples calculated over the periods when the income and expense accounts were initially recognised in the financial statements.
- The gain or loss arising on the net monetary position as a result of general inflation is the difference between the adjustments to non-monetary assets, equity items and income statement accounts. This gain or loss on the net monetary position is included in net profit.
- Inflation accounting has not been applied for the Group's foreign branches, joint ventures, subsidiaries, and associates whose functional currency is not Turkish Lira. The items in the statements of financial position of these foreign entities have been translated into Turkish Lira using the closing exchange rates at year-end, while the items in the statements of profit or loss have been translated using the annual average exchange rates for the respective years, and have been included in the consolidation accordingly.

Consolidated financial statements

The financial statements of a subsidiary whose functional currency is the currency of a hyperinflationary economy are restated by applying the general price index before they are included in the consolidated financial statements prepared by the parent company. If the subsidiary is a foreign subsidiary, its restated financial statements are translated at the closing rate.

When consolidating financial statements with different reporting period ends, all monetary and non-monetary items are restated in accordance with the measuring unit current at the date of the consolidated financial statements.

Comparative figures

Relevant figures for the previous reporting period are restated by applying the general price index so that the comparative financial statements are presented in the measuring unit applicable at the end of the reporting period. Information disclosed for prior periods is also expressed in terms of the measuring unit current at the end of the reporting period.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.1 Basis of Presentation (continued)

Going Concern

The consolidated financial statements including the accounts of the parent Company, its subsidiaries, foreign branches and joint arrangements have been prepared assuming that the Group will continue as a going concern on the basis that the entity will be able to realize its assets and discharge its liabilities in the normal course of business.

Comparative Information and Adjustment of Consolidated Financial Statements of Previous Period

In order for allowing the determination of financial status and performance trends, the Group's current period financial statements were prepared as comparative with the previous period. In terms of providing compliance with the presentation of financial statements for the current period, the comparative information is re-classified if required.

Principles of Consolidation

Subsidiaries

As of December 31, 2025 and 2024, the details of the Group's subsidiaries are provided in Note 1.

The consolidated financial statements incorporate the financial statements of the Group and entities controlled by the Group and its subsidiaries. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns

If an event or circumstance arises that may lead to a change in any of the criteria listed above, The Company reassesses whether it has control over the investee.

Even though the Group has voting rights less than a majority, if it has ability to manage the operation of the investee unintentionally, then the Group assess that it has control over that investee. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- comparison of voting rights of the Group and the others,
- potential voting rights held by the Group, and others,
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate the Group has, or does have, the current ability to direct the relevant activities at the time that decisions need to be made (including voting patterns at previous shareholders' meeting).

The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. Income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Each item of profit or loss and other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to along with the Group accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income and expenses, profits and losses and cash flows relating to transactions between members of the Group are eliminated during consolidation.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.1 Basis of Presentation (continued)

Principles of Consolidation (continued)

Subsidiaries (continued)

Changes in the Group's Ownership Interest in Existing Subsidiaries

Changes in the Group's ownership interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the owners of the Group.

If the Group loses control over a subsidiary, the gain or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest, and (ii) the carrying amount of the assets (including goodwill), liabilities, and non-controlling interests of the subsidiary at the date of loss of control. Amounts previously recognized in other comprehensive income and accumulated in equity in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities (i.e., reclassified to profit or loss or transferred to retained earnings in accordance with the relevant TFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under TFRS 9 Financial Instruments, or, when applicable, the cost on initial recognition of an investment in an associate or a joint arrangement.

Investments in Associates and Joint arrangements

As of December 31, 2025 and December 31, 2024, the details of the Group's associates and joint arrangements are disclosed in Note 1.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control or joint control of those policies.

A joint arrangement is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an economic activity, and it exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

In the accompanying financial statements, the results of operations and the assets and liabilities of associates and joint arrangements, other than those classified as held for sale in accordance with TFRS 5, are accounted for using the equity method. Under the equity method, investments in associates and joint arrangements are recognized in the consolidated balance sheet at cost, as adjusted for post-acquisition changes in the Group's share of the net assets of the associate or joint arrangement, less any impairment in the value of individual investments. Losses of an associate or joint arrangement in excess of the Group's interest in the associate or joint arrangement (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint arrangement) are not recognized. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint arrangement.

Profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate or joint arrangement.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.1 Basis of Presentation (continued)

Principles of Consolidation (continued)

Interest in Joint Arrangements

As of December 31, 2025 and 2024, the details of the Group's joint arrangements are disclosed in Note 1.

A joint arrangement is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control over an economic activity, and it exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Where the activities of a Group entity are conducted through joint arrangements, the Group recognizes in its financial statements, in proportion to its share in the joint arrangement:

- its share of the assets held jointly, together with its own assets;
- its share of any liabilities incurred jointly, together with its own liabilities;
- its share of the revenue from the sale of the output arising from the joint arrangement;
- its share of the revenue from the sale of the joint output; and
- its share of any expenses incurred jointly, as well as its own expenses.

The Group accounts for its share of the joint arrangement's assets, liabilities, revenues, and expenses in accordance with the relevant TFRS that apply to the particular assets, liabilities, income, and expenses.

2.2 Significant Change in the Accounting Policies

Accounting policies are amended if the Group's financial position, performance or cash flows and the effects of events are likely to result in a more appropriate and reliable presentation of the financial statements. If the amendments to the accounting policies affect previous periods, the policy is applied retroactively in the financial statements as if the policy have always been exercised. Accounting policy changes arising from the application of a new standard shall be applied retroactively or in accordance with the transition provisions of the standard, if any. Changes that are not covered by any transitional provision are applied retrospectively. There is no change in the accounting policies in the current year.

2.3 Restatement and Errors in the Accounting Policies Estimates

The Group captures, values and presents financial statements of similar transactions, events and circumstances consistently. Significant accounting errors are applied retrospectively and the prior period financial statements are restated. The Group has applied its accounting policies consistent with the previous year.

Changes in the accounting estimates are applied prospectively only in the period in which the change is made and in the future if it relates to a future period in the current period in which the change is made. The significant estimates used in preparing the financial statements for the periods ended December 31, 2025 is consistent with the estimates applied during the preparation of the financial statements for the year ended December 31, 2024.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.4 New and Amended Turkish Financial Reporting Standards

The new standards, amendments and interpretations

The accounting policies adopted in preparation of the consolidated financial statements as of December 31, 2025 are consistent with those of the previous financial year, except for the adoption of new and amended TFRS and TFRS interpretations effective as of January 1, 2025 and thereafter. The effects of these standards and interpretations on the Group's financial position and performance have been disclosed in the related paragraphs.

i) The new standards, amendments and interpretations which are effective as of January 1, 2025 are as follows:

Amendments to TAS 21 - Lack of exchangeability

In May 2024, POA issued amendments to TAS 21. The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. When an entity estimates a spot exchange rate because a currency is not exchangeable into another currency, it discloses information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. When applying the amendments, an entity cannot restate comparative information.

The amendments did not have a significant impact on the financial position or performance of the Group.

ii) Standards issued but not yet effective and not early adopted

Standards, interpretations and amendments to existing standards that are issued but not yet effective up to the date of issuance of the consolidated financial statements are as follows. The Group will make the necessary changes if not indicated otherwise, which will be affecting the consolidated financial statements and disclosures, when the new standards and interpretations become effective.

Amendments to TFRS 10 and TAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

In December 2017, POA postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting. Early application of the amendments is still permitted.

The Group will wait until the final amendment to assess the impacts of the changes.

TFRS 17 - The new Standard for insurance contracts

POA issued TFRS 17 in February 2019, a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. TFRS 17 model combines a current balance sheet measurement of insurance contract liabilities with the recognition of profit over the period that services are provided. Certain changes in the estimates of future cash flows and the risk adjustment are also recognised over the period that services are provided. Entities will have an option to present the effect of changes in discount rates either in profit and loss or in OCI. The standard includes specific guidance on measurement and presentation for insurance contracts with participation features. In accordance with amendments issued by POA in December 2021, entities have transition option for a "classification overlay" to avoid possible accounting mismatches between financial assets and insurance contract liabilities in the comparative information presented on initial application of TFRS 17.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.4 New and Amended Turkish Financial Reporting Standards (continued)

The new standards, amendments and interpretations (continued)

ii) Standards issued but not yet effective and not early adopted (continued)

The mandatory effective date of the Standard for the following entities has been postponed to accounting periods beginning on or after January 1, 2026 with the announcement made by the POA:

- Insurance, reinsurance and pension companies.
- Banks that have ownership/investments in insurance, reinsurance and pension companies and
- Other entities that have ownership/investments in insurance, reinsurance and pension companies.

The Group is in the process of assessing the impact of the standard on financial position or performance of the Group

Amendments to TFRS 9 and TFRS 7 - Classification and measurement of financial instruments

In August 2025, POA issued amendments to the classification and measurement of financial instruments (amendments to TFRS 9 and TFRS 7). The amendment clarifies that a financial liability is derecognised on the "settlement date". It also introduces an accounting policy option to derecognise financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met. The amendment also clarified how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features as well as the treatment of non-recourse assets and contractually linked instruments. Additional disclosures in TFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income are added with the amendment. The amendment will be effective for annual periods beginning on or after January 1 2026. Entities can early adopt the amendments that relate to the classification of financial assets plus the related disclosures and apply the other amendments later. The new requirements will be applied retrospectively with an adjustment to opening retained earnings.

The Group is in the process of assessing the impact of the amendments on financial position or performance of the Group.

Annual Improvements to TFRSs - Volume 11

In September 2025, POA issued Annual Improvements to TFRSs - Volume 11, amending the followings:

- *TFRS 1 First-time Adoption of International Financial Reporting Standards - Hedge Accounting by a First-time Adopter*: These amendments are intended to address potential confusion arising from an inconsistency between the wording in TFRS 1 and the requirements for hedge accounting in TFRS 9.
- *TFRS 7 Financial Instruments: Disclosures - Gain or Loss on Derecognition*: The amendments update the language on unobservable inputs in the Standard and include a cross reference to TFRS 13.
- *TFRS 9 Financial Instruments - Lessee Derecognition of Lease Liabilities and Transaction Price*: TFRS 9 has been amended to clarify that, when a lessee has determined that a lease liability has been extinguished in accordance with TFRS 9, the lessee is required to apply derecognition requirement of TFRS 9 and recognise any resulting gain or loss in profit or loss. TFRS 9 has been also amended to remove the reference to "transaction price".
- *TFRS 10 Consolidated Financial Statements - Determination of a "De Facto Agent"*: The amendments are intended to remove the inconsistencies between TFRS 10 paragraphs.
- *TAS 7 Statement of Cash Flows - Cost Method*: The amendments remove the term of "cost method" following the prior deletion of the definition of "cost method".

Improvements are effective for annual reporting periods beginning on or after January 1 2026. Earlier application is permitted for all.

The Group is in the process of assessing the impact of the amendments on financial position or performance of the Group.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.4 New and Amended Turkish Financial Reporting Standards (continued)

The new standards, amendments and interpretations (continued)

ii) Standards issued but not yet effective and not early adopted (continued)

Amendments to TFRS 9 and TFRS 7 - Contracts Referencing Nature-dependent Electricity

In August 2025, POA issued Contracts Referencing Nature-dependent Electricity (Amendments to TFRS 9 and TFRS 7). The amendment clarifies the application of the "own use" requirements and permits hedge accounting if these contracts are used as hedging instruments. The amendment also adds new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows. The amendment will be effective for annual periods beginning on or after January 1, 2026. Early adoption is permitted but will need to be disclosed. The clarifications regarding the "own use" requirements must be applied retrospectively, but the guidance permitting hedge accounting have to be applied prospectively to new hedging relationships designated on or after the date of initial application.

The Group is in the process of assessing the impact of the amendments on financial position or performance of the Group.

TFRS 18 - The new Standard for Presentation and Disclosure in Financial Statements

In May 2025, POA issued TFRS 18 which replaces TAS 1. TFRS 18 introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals. TFRS 18 requires an entity to classify all income and expenses within its statement of profit or loss into one of five categories: operating; investing; financing; income taxes; and discontinued operations. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified "roles" of the primary financial statements and the notes. In addition, there are consequential amendments to other accounting standards, such as TAS 7, TAS 8 and TAS 34. TFRS 18 and the related amendments are effective for reporting periods beginning on or after January 1 2027, but earlier application is permitted. TFRS 18 will be applied retrospectively.

The Group is in the process of assessing the impact of the standard on financial position or performance of the Group.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.4 New and Amended Turkish Financial Reporting Standards (continued)

The new standards, amendments and interpretations (continued)

ii) Standards issued but not yet effective and not early adopted (continued)

TFRS 19 - The new Standard for Subsidiaries without Public Accountability: Disclosures

In August 2025, POA issued TFRS 19, which allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other TFRS accounting standards. Unless otherwise specified, eligible entities that elect to apply TFRS 19 will not need to apply the disclosure requirements in other TFRS accounting standards. An entity that is a subsidiary, does not have public accountability and has a parent (either ultimate or intermediate) which prepares consolidated financial statements, available for public use, which comply with TFRS accounting standards may elect to apply TFRS 19. TFRS 19 is effective for reporting periods beginning on or after January 1 2027 and earlier adoption is permitted. If an eligible entity chooses to apply the standard earlier, it is required to disclose that fact. An entity is required, during the first period (annual and interim) in which it applies the standard, to align the disclosures in the comparative period with the disclosures included in the current period under TFRS 19.

The Group is in the process of assessing the impact of the amendments on financial position or performance of the Group.

iii) The new amendments that are issued by the International Accounting Standards Board (IASB) but not issued by Public Oversight Authority (POA)

The following amendments to IAS 21 are issued by IASB but not yet adapted/issued by POA. Therefore, they do not constitute part of TFRS. The Group will make the necessary changes to its consolidated financial statements after the amendments are issued and become effective under TFRS.

Amendments to IAS 21 - Translation to a Hyperinflationary Presentation

The amendments issued by the Board in November 2025 require translation from a non-hyperinflationary functional currency into a hyperinflationary presentation currency at the closing rate. Accordingly, if an entity's functional currency is the currency of a non-hyperinflationary economy, but its presentation currency is the currency of a hyperinflationary economy, its results and financial position are translated into the presentation currency by translating all amounts (i.e., assets, liabilities, equity items, income and expenses) and all comparatives at the closing rate at the end of the current reporting period. Furthermore, an entity whose functional currency and presentation currency are the currency of a hyperinflationary economy, restates the comparative amounts of a foreign operation, whose functional currency is that of a non-hyperinflationary economy, by applying the general price index, in accordance with IAS 29, to the foreign operation's comparative figures. The amendments also introduce certain additional disclosure requirements.

2.5 Summary of Significant Accounting Policies

Related Parties

A related party is a person or entity that is related to the entity that is preparing its financial statements (referred to as the "reporting entity").

- a) A person or a close member of that person's family is related to a reporting entity if that person:
- (i) has control or joint control over the reporting entity;
 - (ii) has significant influence over the reporting entity;
 - (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

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2. Basis of Presentation of the Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Related Parties (continued)

- b) An entity is related to a reporting entity if any of the following conditions applies:
- (i) The entity and the reporting entity are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment defined benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Transaction with related party is a transfer of resources, services or liabilities between the reporting entity and the related party, disregarding it is with or without a value.

Revenue

Revenue is recognized in the consolidated financial statements within the scope of the five step model described below.

- Definition of contracts with customers,
- Definition of liabilities in contracts,
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the entity; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

The Group evaluates the goods or services it undertakes in each contract with the customers and determines each commitment to transfer the said goods or services as a separate performance obligation. For each performance obligation, it is determined at the beginning of the contract that the performance obligation will be fulfilled over time or at a certain time. If the Group transfers the control of a good or service over time and thus fulfils the performance obligations related to the related sales over time, it measures the progress of the fulfilment of the performance obligations and recognizes the revenue in the financial statements.

Revenue related to performance obligations involving the transfer of goods or services is recognized when control of the goods or services is transferred to the customer.

- a) The Company's entitlement to payment for the goods or services,
- b) The customer's legal title to the goods or services,
- c) The transfer of physical possession of the goods or services,
- d) The customer's assumption of the significant risks and rewards of ownership,
- e) The customer's acceptance of the goods or services.

At the inception of the contract, if the Company expects that the period between the transfer of the promised good or service and the payment by the customer will be one year or less, no adjustment is made for the effects of a significant financing component in the transaction price. On the other hand, if a significant financing component is determined to be present in the revenue arrangement, the amount of revenue is calculated by discounting the future cash inflows using the interest rate implicit in the financing component. The difference is recognized on an accrual basis as other income from operating activities over the relevant periods.

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2. Basis of Presentation of the Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Revenue (continued)

Construction contract works

Contract revenue and costs are recognized as revenue and expenses, respectively, when the outcome of a construction contract can be estimated reliably. Contract revenues are recognized in the consolidated financial statements using the percentage of completion method. The percentage of completion is determined by the ratio of the total contract costs incurred to date to the estimated total contract costs, and this percentage is used to recognize the portion of the total contract revenue attributable to the current period in the consolidated financial statements. Contracts to manage, supervise or coordinate the construction activity of others are recognized only to the extent of the fee revenue.

Contract costs include all direct material and labour costs and those indirect costs related to contract performance, such as indirect labour, supplies, tools, repairs and depreciation costs. Selling, general and administrative expenses are charged to the income statements as incurred. Provisions for estimated losses on uncompleted contracts are made in full, in the period in which such losses are determined. Changes in job performance, job conditions and estimated profitability, including those arising from contract penalty provisions and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined. Additional claims are recognized as revenue on an accrual basis when the amounts can be measured reliably based on the best available information and it is probable that the economic benefits associated with the claims will be realized. If it is determined that the realization of additional claims is no longer probable, the amounts previously recognized in the financial statements are reversed through the statement of profit or loss in the subsequent reporting period.

For ongoing construction contracts, the Group compares the gross amount due from customers with the recognized revenue calculated by adding the profit (or deducting the loss) attributable to the costs incurred. If the gross amount due from customers exceeds the calculated revenue, the excess is presented as an asset under “receivables from unbilled construction projects” within trade receivables. Unpaid certified amounts and retention amounts withheld by customers based on certified progress are also presented under trade receivables. If the gross amount due from customers is less than the calculated revenue, the difference is presented as a liability under “payables from unbilled construction projects” within trade payables.

Receivables from ongoing construction contracts represent the excess of revenue recognized in the consolidated financial statements over the amounts invoiced, while liabilities from ongoing construction contracts represent the excess of amounts invoiced over the revenue recognized in the consolidated financial statements

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition.

Inventories

Inventories are valued at the lower of cost or net realizable value. Cost elements included in inventories are materials, labour and an appropriate amount for factory overheads. The cost of borrowings is not included in the costs of inventories. The cost of inventories is determined on the weighted average basis for each purchase. Net realizable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and any impairment in value.

The initial cost of property, plant and equipment comprises its purchase price and non-refundable purchase taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenses for the repair of property, plant and equipment are normally charged against income. They are, however, capitalized in exceptional cases if they result in an enlargement or substantial improvement of the respective assets.

Gain or losses on disposal of property, plant and equipment are included in the related operating income or expense line item and are determined as the difference between the carrying value and amounts received.

Leased assets are subject to similar amortization procedures, as with the other property, plant and equipment on the shorter of the related leasing period and economic life of the asset.

Cost amounts of property, plant and equipment assets excluding land and construction in progress are subject to amortization by using the straight-line and balance method in accordance with their expected useful life. There is no depreciation allocated for lands due to indefinite useful lives. The depreciation periods for property, plant and equipment, which approximate the economic useful lives of such assets, are as follows:

	Useful Lives
Buildings	10-50 years
Land improvements	5-25 years
Machinery and equipment	3-17 years
Motor vehicles	5 years
Furniture, fixtures and other equipment	4-50 years

Intangible Assets

Intangible assets which are mainly software licenses measured initially at cost. An intangible asset is recognized if it meets the identifiability criterion of intangibles, control exists over the asset; it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the costs can be measured reliably.

Intangible assets are carried at cost less accumulated amortization and impairment. Amortization of intangible assets is allocated on a systematic pro-rata basis using the straight-line and balance method over their estimated useful economic lives (5-10 years).

Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Goodwill

Goodwill represents the excess of the cost of an acquired entity over the fair value of its identifiable net assets at the acquisition date. The Group does not amortize goodwill. Instead, goodwill is reviewed for impairment at least annually or whenever circumstances indicate that its carrying amount may not be recoverable.

Goodwill arising from the acquisition of foreign operations, along with the fair value adjustments made to the carrying amounts of the assets and liabilities of those foreign operations at the acquisition date, is treated as part of the assets and liabilities of the foreign operation. Accordingly, such goodwill is expressed in the functional currency of the foreign operation and translated using the closing exchange rate at the reporting date.

Investment Properties

Land held to earn rentals or for the capital appreciation or both, rather than for use in the production or supply of goods or services, or for administrative purposes or sale in the ordinary course of business, are classified as investment property. Investment properties are carried at cost less accumulated depreciation. Investment properties (except land) are depreciated on a straight-line basis. Depreciation is calculated on the values of investment properties. The depreciation periods for investment property, which approximate the economic useful lives of such assets, are 50 years. Investment properties are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Impairment of Assets

The carrying amounts of the Group's assets other than goodwill are reviewed at each balance sheet date to determine whether there is any indication of impairment. When an indication of impairment exists, the Group compares the carrying amount of the asset with its net realizable value which is the higher of value in use or fair value less costs to sell. Impairment exists if the carrying value of an asset or a cash generating unit is greater than its recoverable amount which is the higher of value in use or fair value less costs to sell. An impairment loss is recognized immediately in the comprehensive statement of income

The increase in carrying value of the assets (or a cash generated unit) due to the reversal of recognized impairment loss shall not exceed the carrying amount of the asset (net of amortization amount) in case where the impairment loss was reflected in the financial statements in prior periods. Such a reversal is accounted for in the comprehensive statement of income.

Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Leases (continued)

The Group as lessee (continued)

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification

The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under TMS 37. To the extent that the costs relate to a right-of use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Leases (continued)

The Group as lessee (continued)

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies TMS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the “Property, Plant and Equipment” policy.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in “Other expenses” in profit or loss.

As a practical expedient, TFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group’s net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group’s net investment outstanding in respect of the leases.

Subsequent to initial recognition, the Group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of TFRS 9, recognising an allowance for expected credit losses on the lease receivables. Finance lease income is calculated with reference to the gross carrying amount of the lease receivables, except for credit-impaired financial assets for which interest income is calculated with reference to their amortised cost (i.e. after a deduction of the loss allowance).

When a contract includes both lease and non-lease components, the Group applies TFRS 15 to allocate the consideration under the contract to each component.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Borrowing Costs

In the case of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, borrowing costs that are directly attributable to the acquisition, construction, or production of such assets are capitalized as part of the cost of the asset until the asset is ready for its intended use or sale.

Investment income earned on the temporary investment of the unutilized portion of borrowings specifically obtained for the purpose of financing a qualifying asset is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized as an expense in profit or loss in the period in which they are incurred.

Offsetting

All items with significant amounts and nature, even with similar characteristics, are presented separately in the financial statements. Insignificant amounts are grouped and presented by means of items having similar substance and function. Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Financial Assets

At initial recognition, the Group measures a financial asset at its fair value, except for trade receivables that do not contain significant financing component. The Group measure trade receivables at their transaction price if the trade receivables do not contain a significant financing component in accordance with TFRS 15 (or when the entity applies the practical expedient) at initial recognition.

At initial recognition, Group measures a financial asset at its fair value plus or minus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset. When the Group uses settlement date accounting for an asset that is subsequently measured at amortised cost, the asset is recognised initially at its fair value on the trade date.

The Group classifies its financial assets based on:

- the business model used for managing the financial assets, and
- the characteristics of the contractual cash flows of the financial asset.

Accordingly, financial assets are classified and subsequently measured at amortized cost, at fair value through other comprehensive income, or at fair value through profit or loss.

An entity reclassifies financial assets only when it changes its business model for managing those financial assets. All affected financial assets are reclassified prospectively from the reclassification date. In such cases, no adjustments are made to previously recognized gains, losses (including impairment gains or losses), or interest.

Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Financial Assets (continued)

Financial assets measured at amortised cost (continued)

Interest revenue of financial assets measured at amortised cost is calculated by using the effective interest method. This is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for:

- (a) purchased or originated credit-impaired financial assets. For those financial assets, the Group applies the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition.
- (b) financial assets that are not purchased or originated credit-impaired financial assets but subsequently have become credit-impaired financial assets. For those financial assets, the Group applies the effective interest rate to the amortised cost of the financial asset in subsequent reporting periods.

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset, the Group recalculates the gross carrying amount of the financial asset and recognises a modification gain or loss in profit or loss.

The Group directly reduces the gross carrying amount of a financial asset when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

Financial assets measured at fair value through other comprehensive income

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- (a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A gain or loss on a financial asset measured at fair value through other comprehensive income is recognised in other comprehensive income, except for impairment gains or losses and foreign exchange gains and losses, until the financial asset is derecognised or reclassified. When the financial asset is derecognised the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

If the financial asset is reclassified out of the fair value through other comprehensive income measurement category, the Group accounts for the cumulative gain or loss that was previously recognised in other comprehensive income in consolidated financial statements. Interest calculated using the effective interest method is recognised in profit or loss.

At initial recognition, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument that is not held for trading.

Financial assets measured at fair value through profit or loss

A financial asset shall be measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Financial Assets (continued)

Financial assets measured at fair value through profit or loss (continued)

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically,

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss;
- for debt instruments measured at FVTOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in profit or loss. Other exchange differences are recognised in other comprehensive income;
- for financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss; and
- for equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables and contract assets, as well as financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Financial liabilities

At initial recognition, the Group measures a financial liability at its fair value plus or minus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the issue of the financial liability.

The Group classifies all financial liabilities as subsequently measured at amortised cost, except for:

- (a) financial liabilities at fair value through profit or loss: Such liabilities, including derivatives that are liabilities, are subsequently measured at fair value.
- (b) financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies. If a transfer does not result in derecognition because the Group has retained substantially all the risks and rewards of ownership of the transferred asset, the Group continues to recognise the transferred asset in its entirety and recognises a financial liability for the consideration received. In subsequent periods, the Group recognises any income on the transferred asset and any expense incurred on the financial liability.
- (c) contingent consideration recognised by an acquirer in a business combination to which TFRS 3 applies. Such contingent consideration is subsequently be measured at fair value with changes recognised in profit or loss.

The Group does not reclassify any financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Trade Receivables

Trade receivables that are created by way of providing goods or services directly to a debtor are carried at amortized cost. Trade receivables, net of unearned financial income, are measured at amortized cost, using the effective interest rate method, less the unearned financial income. Short duration receivables with no stated interest rate are measured at the original invoice amount unless the effect of imputing interest is significant.

A doubtful receivable provision for trade receivables is established if there is objective evidence that the Group will not be able to collect all amounts due. The amount of provision is the difference between the carrying amount and the recoverable amount, being the present value of all cash flows, including amounts recoverable from guarantees and collateral, discounted based on the original effective interest rate of the originated receivables at inception.

If the amount of the impairment subsequently decreases due to an event occurring after the write-down, the release of the provision is credited to other operating income.

Cash and Cash Equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank deposits with original maturities of more than three months are classified under short-term financial investments.

Trade Payables

Trade payables are payments to be made arising from the purchase of goods and services from suppliers within the ordinary course of business. Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Provisions, Contingent Assets and Liabilities

Provisions are recognized when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date considering the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount of provision shall be the present value of the expenditures expected to be required to settle the obligation. The discount rate reflects current market assessments of the time value of money and the risks specific to the liability. The discount rate shall be a pre-tax rate and shall not reflect risks for which future cash flow estimates have been adjusted.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Foreign Currency Transactions

Foreign Currency Transactions and Balances

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The results and financial position of each entity are expressed in TL, which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than TL (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated into TL at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognized in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets where they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences arising from transactions to hedge foreign currency exposures (accounting policies for hedging are described below);
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur, which form part of the net investment in a foreign operation, and which are recognized in the foreign currency translation reserve and recognized in profit or loss on disposal of the net investment.

Earnings Per Share

Earnings per share disclosed in the accompanying statement of income is determined by dividing net income by the weighted average number of shares circulating during the year concerned. In Turkey, companies can raise their share capital by distributing "Bonus Shares" to shareholders from retained earnings. In computing earnings per share, such "Bonus Share" distributions are assessed as issued shares. Accordingly, the retrospective effect for those share distributions is taken into consideration in determining the weighted-average number of shares outstanding used in this computation.

Events After the Reporting Date

The Group adjusts the amounts recognized in its financial statements to reflect adjusting events occurring after the reporting date. If non-adjusting events after the reporting date have material influence on the economic decisions of users of the financial statements, they are disclosed in the notes to the financial statements.

Onerous Contracts

A contract is considered onerous when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received by the Group. Present obligations arising under onerous contracts are measured and recognized as a provision.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Government Grants

Grants from the government are recognized at fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the required conditions.

Current Income Tax and Deferred Tax

Turkish Tax Legislation does not permit a parent company and its subsidiary to file a consolidated tax return. Therefore, provisions for taxes, as reflected in the accompanying consolidated financial statements, have been calculated on a separate-entity basis.

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" as reported in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other years and it excludes items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the balance sheet date.

Taxation of foreign branches and activities

Foreign branches, which are consolidated in the accompanying consolidated financial statements, are subject to corporate tax and income tax withholding in the countries in which they operate. (Official) tax rates applicable in the countries in which the Group operates are disclosed in Note 27.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases which are used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.5 Summary of Significant Accounting Policies (continued)

Deferred tax (continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period

Current and deferred tax are recognized as in profit or loss, except when they relate to items that are recognized directly in equity, in which case, the current and deferred tax are also recognized directly in equity.

Employee Benefits

Termination and retirement benefits:

Under Turkish law and union agreements, lump sum payments are made to employees retiring or involuntarily leaving the Group. Such payments are considered as being part of defined retirement benefit plan as per Turkish Accounting Standard No. 19 (revised) *Employee Benefits* ("TAS 19").

The retirement benefit obligation recognized in the consolidated statement of financial position represents the present value of the defined benefit obligation. The actuarial gains and losses are recognized in other comprehensive income.

Service Concession Arrangements

Revenue relating to construction or upgrade services under a service concession arrangement is recognized based on the stage of completion of the work performed. Operation or service revenue is recognized in the period in which the services are provided by the Group. The Group provides construction works in a service concession arrangement. The consideration for the services delivered is calculated by reference to the service concession arrangement. TFRS Interpretation 12 gives guidance on the accounting by operators for public-to-private service concession arrangements. The service concession arrangements signed with the Municipality of Kamień Pomorski/Poland ("the Grantor") for the works concerning reconstruction of roads, are accounted for in accordance with TFRS Interpretation 12.

The Group applies TFRS Interpretation 12 for the accounting of revenues as the agreement between the Group and the Municipality of Kamień Pomorski/Poland constitutes a service concession agreement. Based on the decision criteria in TFRS Interpretation 12, the "Financial asset model" is used for such revenue streams. The Group is responsible for providing the works concerning reconstruction of roads mentioned in the agreement

2.6 Significant Accounting Judgments, Estimates and Assumptions

Statement of Cash Flows

In statement of cash flows, cash flows are classified according to operating, investing and financing activities.

Share Capital and Dividends

Common shares are classified as equity. Dividends on common shares are recognized in equity in the period in which they are approved and declared.

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.6 Significant Accounting Judgments, Estimates and Assumptions (continued)

Share Capital and Dividends (continued)

The preparation of financial statements in conformity with TFRS requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. These estimates are reviewed periodically and, as adjustments become necessary, they are reported in earnings in the periods in which they become known.

Critical judgments in applying the Group's accounting policies

In the process of applying the Group's accounting policies, which are described in Note 2.5, management has made the following judgments that have the most significant effect on the amounts recognized in the consolidated financial statements (apart from those involving estimations, which are dealt with below):

Deferred Tax

The Group recognizes deferred tax assets and liabilities for temporary timing differences arising from the differences between the tax base legal financial statements and the financial statements prepared in accordance with TFRS. Currently, there are deferred tax assets resulting from operating loss carry-forwards and deductible temporary differences, all of which could reduce taxable income in the future. Based on available evidence, both positive and negative, it is determined whether it is probable that all or a portion of the deferred tax assets will be realized. The main factors which are considered include future earnings potential; cumulative losses in recent years; history of loss carry-forwards and other tax assets expiring; the carry-forward period associated with the deferred tax assets; future reversals of existing taxable temporary differences; tax-planning strategies that would, if necessary, be implemented, and the nature of the income that can be used to realize the deferred tax asset. In light of the evidence obtained, the Group believes that taxable profit will be available sufficient to utilize these deferred tax assets, therefore all of the deferred tax assets are recognized.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Useful lives of property, plant and equipment

The Group reviews the estimated useful lives of its property, plant and equipment at the end of each reporting period. The Group takes into consideration the intended use of the property, plant and equipment, the advancement in technology related to the particular type of property, plant and equipment as well as other factors that may require management to extend or shorten the useful lives and the assets' related depreciation.

Legal provisions

While allocating provisions for the lawsuits, the possibilities of losing the lawsuits and liabilities that will arise in case of a loss have been evaluated by the Group management by taking the legal counsel and expert opinions of the Company and its subsidiaries. The Group Management determines the lawsuit provisions based on the best estimates.

Employment termination benefits and seniority incentive bonus

Employment termination benefits and seniority incentive bonus are determined with actuarial assumptions (discount rate, future salary increase and turnover rates) (Note 19).

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2. Basis of Presentation of the Consolidated Financial Statements (continued)

2.6 Significant Accounting Judgments, Estimates and Assumptions (continued)

Share Capital and Dividends (continued)

Change of contract price

Modifications to contracts for construction projects are recognised when they can be measured reliably and it is probable that they will result in revenue. This requires management to make judgements based on previous experience, the application of contract terms and its relationship with the counterparty. Contract modifications generally include material, labour, general and administrative expenses incurred for various reasons such as extension of time, change in project scope and change in materials used in the project. In the calculations made within the scope of these changes, the Group management makes an assessment at the end of each period by utilising the information received from the project management and past experiences and reflected in the consolidated financial statements.

Percentage of completion

The Company uses the percentage of completion method in accounting for construction contracts. According to this method, the ratio of the contract expense incurred until a certain date to the estimated total cost of the contract is calculated.

Construction cost estimates

The Group calculates the remaining project costs in construction contracts through internally developed estimation mechanisms. Factors such as increases in raw material prices, labour and other costs are included in these estimates based on the best estimate as of the balance sheet date. In subsequent periods, it is necessary to reassess the remaining costs of construction contracts for unexpected increases that may occur.

2.7 Restatement of prior period financial statements

Comparative information and restatement of financial statements for prior periods The Company's accounting records and statutory financial statements are prepared in accordance with the principles and conditions issued by the Capital Markets Board (CMB), applicable commercial and regulatory legislation, and CMB circulars. To enable the identification of financial position and performance trends, the Company's financial statements are prepared on a comparative basis with the previous period. While there are no retrospective adjustments, the classification made in the Company's financial position statement as of December 31, 2024 is as follows.

- Other receivables amounting to TL 27.675.034, which were previously recorded under "Other receivables from related parties," have been reclassified and recorded under the "Other receivables from unrelated parties" account. This reclassification has no effect on the cash flow statement.

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3. Segment Reporting

The Group management monitors its operations in three main segments: Turkey, West and East. The Western segment includes Poland, while the Eastern segment includes India, Philippines, North Macedonia, Romania and the results are as follows:

January 1-December 31, 2025	Turkey	West	East	Eliminations	Total
Revenue	9.873.358.714	30.490.458.649	14.601.391.140	(9.432.359.010)	45.532.849.493
Cost of sales (-)	(8.730.486.372)	(27.351.044.349)	(13.117.210.444)	9.412.964.944	(39.785.776.221)
Gross profit	1.142.872.342	3.139.414.300	1.484.180.696	(19.394.066)	5.747.073.272
Operating expenses (-)	(52.799.273)	(300.414.189)	(476.022.207)	19.394.066	(809.841.603)
Other operating income/ (expenses), net	311.031.976	(11.269.478)	(22.197.497)	(26.448.384)	251.116.617
Operating profit	1.401.105.045	2.827.730.633	985.960.992	(26.448.384)	5.188.348.286
Income/(expenses) from investing activities, net	565.190.582	131.289.800	2.034.286	(109.118.467)	589.396.201
Operating Profit Before Financial Income	1.966.295.627	2.959.020.433	987.995.278	(135.566.851)	5.777.744.487
Financial income/(expenses), net	(45.097.560)	(531.148.914)	109.233.086	-	(467.013.388)
Monetary Gain/(Loss)	1.033.099.868	(125.561.136)	(86.295.425)	-	821.243.307
Profit/(loss) before tax from continued operations	2.954.297.935	2.302.310.383	1.010.932.939	(135.566.851)	6.131.974.406
Tax expense for the year	-	43.113.219	(165.484.604)	-	(122.371.385)
Deferred tax income/(expense), net	(647.631.103)	(1.064.577.578)	(15.194.251)	-	(1.727.402.932)
Net profit/(loss) for the year from continuing operations	2.306.666.832	1.280.846.024	830.254.084	(135.566.851)	4.282.200.089
December 31, 2025	Turkey	West	East	Eliminations	Total
Total assets	26.900.117.398	37.406.489.557	25.216.769.449	(24.466.063.327)	65.057.313.077
Total liabilities	26.900.117.398	37.406.489.557	25.216.769.449	(24.466.063.327)	65.057.313.077

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3. Segment Reporting (continued)

January 1-December 31, 2024	Turkey	West	East	Eliminations	Total
Revenue	11.672.150.146	33.182.688.069	10.705.901.181	(10.381.571.509)	45.179.167.887
Cost of sales (-)	(10.269.895.464)	(31.490.994.247)	(8.580.287.856)	10.381.571.509	(39.959.606.058)
Gross profit	1.402.254.682	1.691.693.822	2.125.613.325	-	5.219.561.829
Operating expenses (-)	(170.234.996)	(146.432.221)	(291.715.038)	-	(608.382.255)
Other operating income/ (expenses), net	143.350.484	24.789.716	22.884.992	-	191.025.192
Operating profit	1.375.370.170	1.570.051.317	1.856.783.279	-	4.802.204.766
Income/(expenses) from investing activities, net	24.274.912	42.941.201	1.500.198	-	68.716.311
Operating Profit Before Financial Income	1.399.645.082	1.612.992.518	1.858.283.477	-	4.870.921.077
Financial income/(expenses), net	(976.112)	(401.732.121)	154.155.224	-	(248.553.009)
Monetary Gain/(Loss)	1.409.299.229	(148.171.726)	(213.684.692)	-	1.047.442.811
Profit/(loss) before tax from continued operations	2.807.968.199	1.063.088.671	1.798.754.009	-	5.669.810.879
Tax expense for the year	-	(97.088.120)	(111.089.039)	-	(208.177.159)
Deferred tax income/(expense), net	(846.441.455)	189.807.333	(133.613.351)	-	(790.247.473)
Net profit/(loss) for the year from continuing operations	1.961.526.744	1.155.807.884	1.554.051.619	-	4.671.386.247
December 31, 2024	Turkey	West	East	Eliminations	Total
Total assets	21.895.382.441	29.320.936.512	26.260.259.772	(22.872.293.553)	54.604.285.172
Total liabilities	21.895.382.441	29.320.936.512	26.260.259.772	(22.872.293.553)	54.604.285.172

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4. Related Party Disclosures

Balances and transactions between the Company and branches, joint arrangements and subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Trade receivables from related parties arise mainly from sale transactions and these receivables are unsecured in nature and bear no interest. Trade payables to related parties arise mainly from purchase transactions and these payables are unsecured in nature and bear no interest. Other receivables from related parties mainly arise from share sales and financing transactions and are not unsecured. Other payables to related parties arise from intra-group financing transactions and are not subject to collateral. As at December 31, 2025, the interest rate used in the calculation of interest rate for foreign currency receivables is 3.78% and the interest rate used in the calculation of interest rate for Turkish Lira receivables is 42,25%.

Current trade receivables from related parties	December 31, 2025	December 31, 2024
Innovative Stone Tech. B.V. Hollanda Ankara Merkez Şubesi ⁽²⁾	4.071.869	2.524.942
	4.071.869	2.524.942
Other current receivables from related parties	December 31, 2025	December 31, 2024
Tilton Investment Sp Zoo ^{(1) (2)}	1.063.387.888	983.388.374
Innovative Stone Tech. B.V. Holland Ankara Branch ⁽²⁾	367.502.565	190.533.400
Gülermak Emlak Yapı İnşaat Yatırım A.Ş. ⁽¹⁾	5.362.865	257.107.266
Avrasya Metro Grubu SRL ⁽³⁾	207.407	271.492
Gülermak İnovasyon Mühendislik Yüzey Tasarım A.Ş. ⁽³⁾	78.560	-
Gülermak Çelik Konstrüksiyon San. ve Tic. A.Ş. ⁽²⁾	64.972	111.839
Gülermak Emlak-Gülermak Turizm Ortak Girişimi ⁽²⁾	18.940	85.648
Gülermak Turizm İşletme Yatırımı A.Ş. ⁽¹⁾	-	313.730.776
Gülermak Gölbaşı Çelik Sanayi ve Ticaret A.Ş. ⁽²⁾	-	1.383.182
	1.436.623.197	1.746.611.977

⁽¹⁾ Consists of receivables arising from the sale of Shibumi DMCC shares owned by Gulermak Suisse SA, an affiliate of the Company, to Tilton Investment Sp. z o.o.

Other current payables to related parties	December 31, 2025	December 31, 2024
Gülermak Turizm İşletme Yatırımı A.Ş. ⁽¹⁾	497.926	-
	497.926	-
Other non-current payables to related parties	December 31, 2025	December 31, 2024
Gülermak Gölbaşı Çelik Sanayi ve Ticaret A.Ş. ⁽²⁾	8.106.195	-
	8.106.195	-

⁽¹⁾ Main shareholder

⁽²⁾ Other subsidiary of the main shareholder

⁽³⁾ Other

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4. Related Party Disclosures (continued)

Related party transactions

January 1-December 31, 2025	Sales	Purchases	Rent Income/Expense	Interest income/expense
Tilton Investment Sp Zoo ⁽²⁾	-	-	-	26.531.773
Innovative Stone Technologies B.V.	308.842	-	-	4.743.997
Gülermak Gölbaşı Çelik Sanayi ve Ticaret A.Ş. ⁽²⁾	1.806.042	-	-	-
Gülermak İnovasyon Mühendislik Yüzey Tasarım A.Ş. ⁽³⁾	6.000	-	-	-
	2.120.884	-	-	31.275.770

January 1-December 31, 2024	Sales	Purchases	Rent Income/Expense	Interest income/expense
Gülermak Emlak Yapı İnşaat Yatırım A.Ş. ⁽¹⁾	-	-	-	4.648.233
Gülermak Turizm İşletme Yatırımı A.Ş. ⁽¹⁾	-	-	-	3.807.179
Innovative Stone Technologies B.V. Holland Ankara Branch ⁽³⁾	-	-	-	2.689.539
Tilton Investment Sp Zoo ⁽²⁾	1.161	21.581	-	29.662.901
Gülermak İnovasyon Mühendislik Yüzey Tasarım A.Ş. ⁽³⁾	-	-	7.854	-
	1.161	21.581	7.854	40.807.852

⁽¹⁾ Main shareholder

⁽²⁾ Other subsidiary of the main shareholder

⁽³⁾ Other

Key management personnel compensation

The Group consists of key management personnel, members of the board of directors. Benefits for key management include salaries and bonuses etc.

	January 1- December 31, 2025	January 1- December 31, 2024
Short-term benefits	59.399.958	51.066.655
	59.399.958	51.066.655

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5. Cash and Cash Equivalents

	December 31, 2025	December 31, 2024
Cash on hand	299.670.549	11.822.716
Cash at banks	12.705.946.615	10.790.956.544
Demand deposits	4.868.842.987	1.469.567.530
- Turkish Lira	60.096.600	14.190.036
- USD	188.217.916	68.483.436
- EUR	496.352.672	420.039.237
- PLN	3.663.925.629	406.176.324
- MKD	4.697.695	57.813.600
- INR	41.473.629	300.728.720
- SEK	17.421.636	5.842.355
- AED	363.013.559	1.848.396
- RON	4.685.733	3.865.262
- Other currency	28.957.918	190.580.164
Time deposits with a maturity of 3 months or less	7.837.103.628	9.321.389.014
- Turkish Lira	126.605.586	80.012.875
- USD	119.370.766	156.882.287
- EUR	3.963.055.902	1.842.947.020
- PHP	426.472.339	836.110.660
- PLN	3.103.005	1.958.306.318
- RON	665.644.253	4.447.129.854
- RSD	2.532.851.777	-
Other liquid assets (*)	1.406.055.857	-
Total	14.411.673.021	10.802.779.260

(*) As of December 31, 2025, investment funds consist of money market and liquid investment funds.

The effective interest rates for the Group's bank deposits with maturity of less than 3 months is between 42% for TL, 3,50% for USD, 1,80% for EUR, 2,76% for PHP, 4,50% for PLN, 4,80% for RON (2024: 43% for TL, 3,90% for PHP, 3,50-5,60% for RON)

The nature and level of risks related to cash and cash equivalents are explained in Note 29.

6. Trade Receivables and Payables

	December 31, 2025	December 31, 2024
Current trade receivables		
Trade receivables	5.113.556.563	8.545.742.599
Trade receivables from related parties (Note 4)	4.071.869	2.524.942
Income accruals	895.305.801	608.024.720
Doubtful receivables	71.872.754	35.504.021
Provision for doubtful receivables (-)	(71.872.754)	(35.504.021)
Total	6.012.934.233	9.156.292.261

The effective interest rates for discount of the receivables are 38,75% for TL, 3,87% for USD and 1,92% for EUR (2024: 48,25% for TL, 5,4% for USD and 3,9% for EUR).

The Group allocates a provision for customer-specific allowance for trade receivables based on past experience of uncollectability and future expectations. Provisions amount includes receivables that are not expected to be collected from related customers.

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6. Trade Receivables and Payables (continued)

The movements of the provision for doubtful receivables as of December 31, 2025 and 2024 are as follows:

	January 1 - December 31, 2025	January 1 - December 31, 2024
Opening balance, January 1	35.504.021	33.041.794
Provisions during the period (Note 24)	46.000.781	9.108.471
Inflation effect	(9.632.048)	(6.646.244)
Closing balance, December 31	71.872.754	35.504.021
Non current trade receivables	December 31, 2025	December 31, 2024
Trade receivables	2.795.592	3.659.389
	2.795.592	3.659.389

Trade receivables consist of receivables from customers for services rendered that are sold in the normal course of business. The maturity of trade receivables is generally 40-45 days (2024: 40-45 days)

Details on the credit risk, currency risk and impairment of the Group's trade receivables are disclosed in Note 29.

	December 31, 2025	December 31, 2024
Current trade payables		
Trade payables	7.422.938.700	8.554.489.669
Notes payable	206.726.911	257.284.834
Total	7.629.665.611	8.811.774.503
Non current trade payables	December 31, 2025	December 31, 2024
Trade payables	21.252.981	27.474.420
Total	21.252.981	27.474.420

Trade payables are comprised mainly of purchases of construction materials, machinery and subcontractor service purchases. The collection for payment period for payables are 40-45 days (2024: 40-45 days). There is no interest payment for the trade payables which are paid after the due date.

The effective interest rates for discount of the payables are 38,75% for TL, 3,87% for USD and 1,92% for EUR (2024: 48,25% for TL, 5,4% for USD and 3,9% for EUR).

7. Financial Investments

	December 31, 2025	December 31, 2024
Current		
Investment funds	-	30.372.765
Restricted bank balances (*)	480.330.133	468.323.728
Total	480.330.133	498.696.493

(*) Restricted bank balances have comprised due to the cash deposit given to the bank until the final guarantee is provided for the Group's Romania projects.

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7. Financial Investments (continued)

	December 31, 2025	December 31, 2024
Non current		
Avrasya Metro Grubu S.R.L.	60.603	60.603
PPP Solutions Polska 5 Sp. z.o.o.	137.497	137.497
PPP Solutions Polska 7 Sp. z.o.o.	136.052	136.052
PPP Solutions Polska 1 Sp. z.o.o.	132.442	132.442
PPP Solutions Polska 3 Sp. z.o.o.	132.442	132.442
Gulermak AB	155.295	155.295
Total	754.331	754.331

8. Financial Liabilities

Current financial liabilities	December 31, 2025	December 31, 2024
Short-term borrowings	4.913.773.576	5.417.160.354
Financial lease payables	239.813.674	29.732.787
Total	5.153.587.250	5.446.893.141
Non current financial liabilities	December 31, 2025	December 31, 2024
Long-term borrowings	8.105.368.493	3.550.819.923
Financial lease payables	946.698.148	44.966.421
Total non current financial liabilities	9.052.066.641	3.595.786.344
Total financial liabilities	14.205.653.891	9.042.679.485

The repayment schedule of the financial liabilities is as follows:

Financial liabilities	December 31, 2025	December 31, 2024
Within 1 year	5.153.587.250	5.446.893.141
1 - 2 years	3.656.820.670	1.454.559.055
2 - 3 years	877.003.637	450.689.696
3 - 4 years	409.708.698	386.308.648
More than 5 year	4.108.533.636	1.304.228.945
Total	14.205.653.891	9.042.679.485

The Group's bank loans amounting to TL 7,400,087,647 consist of secured project loans used by PPP Solutions Polska 2 Spolka z.o.o., a project company (special purpose vehicle) established and operating under Polish law, for the purpose of carrying out the construction, operation, and maintenance of the fourth phase of the Krakow High-Speed Tramway Project.

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8. Financial Liabilities (continued)

	Interest Rate %		Original currency		Amount "TL"	
	December 31		December 31		December 31	
	2025	2024	2025	2024	2025	2024
Current borrowings:						
- EUR bank borrowings	2,50-6,10%	3,20-6,58%	57.852.038	96.412.125	2.918.820.459	3.542.461.069
- PLN bank borrowings	1,55%	1,55%	167.108.095	216.961.506	1.994.953.151	1.874.699.286
Current financial lease payables:						
- EUR financial lease payables			384.075	426.255	19.377.817	15.661.839
- PLN financial lease payables			17.955.780	1.601.576	214.357.903	13.838.740
- MKD financial lease payables			-	387.943	-	232.207
- GBP financial lease payables			8.334.252	-	6.077.920	-
					5.153.587.250	5.446.893.141
Non current borrowings:						
- EUR bank borrowings	2,50-6,10%	3,20-6,58%	12.342.386	30.179.899	622.712.882	1.108.897.022
- PLN bank borrowings	1,55%	1,55%	626.787.813	282.607.069	7.482.655.590	2.441.922.901
Non current financial lease payables:						
- TL financial lease payables			11.841.240	27.074.621	11.841.240	27.074.620
- PLN financial lease payables			57.098.069	1.092.037	681.642.458	9.435.961
- MKD financial lease payables			-	14.126.971	-	8.455.840
- GBP financial lease payables			21.210.617	-	253.214.471	-
					9.052.066.641	3.595.786.344

The Group's guarantees and liabilities related to the financial liabilities are explained in Note 18.

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9. Other Receivables and Payables

Other current payables	December 31, 2025	December 31, 2024
Deposits and guarantees received	638.929.060	1.270.213.156
Other current payables to related parties (Note 4)	497.926	-
Other	-	5.981.847
Total	639.426.986	1.276.195.003
Other non current payables	December 31, 2025	December 31, 2024
Deposits and guarantees received	81.592.396	101.206.486
Other non-current payables to related parties (Note 4)	8.106.195	-
Other	20.302.844	13.187.773
Total	110.001.435	114.394.259
Other current receivables	December 31, 2025	December 31, 2024
Other current receivables from related parties (Note 4)	1.436.623.197	1.746.611.977
Deposits and guarantees given	145.176.539	138.764.578
Receivables from the tax office	52.033.392	99.848.325
Other receivables	25.750.913	75.388.260
Total	1.659.584.041	2.060.613.140
Other non current receivables	December 31, 2025	December 31, 2024
Deposits and guarantees given	81.318.934	20.442.511
Total	81.318.934	20.442.511

The nature and level of risks related to other receivables are explained in Note 29.

10. Inventories

	December 31, 2025	December 31, 2024
Raw materials	313.731.593	243.930.592
Other inventories	195.174.483	51.575.140
Total	508.906.076	295.505.732

As of December 31, 2025 and 2024, the Group's inventories mainly consist of iron, sheet metal, profile, rail and rail connection materials, spare parts and consumables and there is no pledge, annotation or guarantee on inventories.

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11. Prepaid Expenses and Deferred Income

Prepaid expenses in current assets	December 31, 2025	December 31, 2024
Order advances given for inventories	1.599.753.536	2.252.676.617
Prepaid expenses ^(*)	875.192.162	957.737.476
Advances given to subcontractors	1.078.229.917	456.464.869
Total	3.553.175.615	3.666.878.962
Prepaid expenses in non current assets	December 31, 2025	December 31, 2024
Prepaid expenses ^(*)	720.409.007	218.748.299
Prepaid taxes and funds ^(**)	664.795.355	550.027.592
Advances given for tangible assets	145.965.595	47.907.931
Total	1.531.169.957	816.683.822
Deferred income	December 31, 2025	December 31, 2024
Current		
Advances received from customers ⁽¹⁾	7.538.696.204	6.317.557.192
Total	7.538.696.204	6.317.557.192
Deferred income	December 31, 2025	December 31, 2024
Non current		
Advances received from customers ⁽¹⁾	8.962.450.170	10.175.105.249
Total	8.962.450.170	10.175.105.249

^(*) The Group follows insurance expenses under prepaid expenses account in accordance with the principle of periodicity. Material portion of the prepaid expenses is comprised of the insurance expenses of joint arrangements.

^(**) In accordance with Turkish Income Tax Law No.42, 1% retention is made from each progress report issued in respect of non current construction contracts. These retentions are recorded in prepaid taxes and are offset from the corporation tax liability of the accounting year in which the contract is completed.

⁽¹⁾ The balance is related to the projects carried out by the Group and consists of advances received from domestic and foreign customers.

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12. Unbilled Contract Costs and Deferred Contract Revenue

	December 31, 2025	December 31, 2024
Cost incurred on uncompleted contracts	161.884.613.480	214.198.774.323
Estimated earnings	12.652.771.569	11.281.953.720
Total	174.537.385.049	225.480.728.043
Less: Contract progress payment to date recognized in the income statement	(148.852.905.314)	(208.666.111.901)
Net contract assets/liabilities arising from ongoing construction and contracting works	25.684.479.735	16.814.616.142
Costs and estimated earnings in excess of billings on uncompleted contracts	28.986.940.657	20.852.180.943
Billings in excess of costs and estimated earnings on uncompleted contracts	(3.302.460.922)	(4.037.564.801)
Total	25.684.479.735	16.814.616.142

13. Property, Plant and Equipment

As of December 31, 2025 details of property, plant and equipment were as follows:

	December 31, 2024	Addition	Disposal	Transfer	Translation differences	December 31, 2025
Cost						
Land	33.323.160	-	-	-	1.848.946	35.172.106
Land improvements	67.911.083	1.954.529	(3.694.703)	-	2.068.909	68.239.818
Buildings	354.332.852	18.443.640	(11.245.025)	-	1.749.888	363.281.355
Machinery and equipment	5.880.695.753	512.954.450	(378.580.673)	331.094.470	(26.499.572)	6.319.664.428
Vehicles	404.050.338	74.420.250	(6.471.222)	-	6.165.834	478.165.200
Fixtures	510.605.265	51.381.839	(7.402.982)	-	17.606.048	572.190.170
Other fixed assets	223.816.132	11.527.112	(15.448.953)	57.986.450	(2.158.771)	275.721.970
Construction in progress	209.916.186	799.407.947	(26.448.384)	(312.636.380)	101.046.409	771.285.778
Leasehold improvements	1.805.449	379.902	(700.097)	-	-	1.485.254
	7.686.456.218	1.470.469.669	(449.992.039)	76.444.540	101.827.691	8.885.206.079
Accumulated depreciation						
Land improvements	18.666.616	12.942.424	(652.066)	-	(1.234.305)	29.722.669
Buildings	232.427.247	36.277.207	(2.070.926)	-	878.398	267.511.926
Machinery and equipment	4.172.092.966	723.693.804	(103.477.480)	54.556.678	(28.863.211)	4.818.002.757
Vehicles	267.429.972	39.265.194	11.739.039	10.190.641	(5.739.987)	322.884.859
Fixtures	415.434.521	42.280.820	(219.269)	-	(5.431.843)	452.064.229
Other fixed assets	44.055.084	54.422.358	(15.124.900)	11.697.221	6.139.672	101.189.435
	5.150.106.406	908.881.807	(109.805.602)	76.444.540	(34.251.276)	5.991.375.875
Net book value	2.536.349.812					2.893.830.204

As of December 31, 2025, there are no pledgees or mortgages on tangible fixed assets (December 31, 2024: None).

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13. Property, Plant and Equipment (continued)

As of December 31, 2024 details of property, plant and equipment were as follows:

	December 31, 2023	Addition	Disposal	Transfer	Translation differences	December 31, 2024
Cost						
Land	144.408.262	33.324.143	-	(144.409.245)	-	33.323.160
Land improvements	54.396.252	13.514.831	-	-	-	67.911.083
Buildings	318.140.094	51.125.065	(1.230)	-	(14.931.077)	354.332.852
Machinery and equipment	5.377.824.248	1.368.833.729	(466.397.848)	-	(399.564.376)	5.880.695.753
Vehicles	278.738.173	137.007.699	(961.034)	-	(10.734.500)	404.050.338
Fixtures	387.720.524	128.852.455	(787.573)	-	(5.180.141)	510.605.265
Other fixed assets	104.462.922	131.714.498	(3.316.715)	-	(9.044.573)	223.816.132
Construction in progress	22.130	209.962.598	-	-	(68.542)	209.916.186
Leasehold improvements	-	1.805.449	-	-	-	1.805.449
	6.665.712.605	2.076.140.467	(471.464.400)	(144.409.245)	(439.523.209)	7.686.456.218
Accumulated depreciation						
Land improvements	15.397.670	3.268.946	-	-	-	18.666.616
Buildings	222.827.476	41.484.826	(963)	-	(31.884.092)	232.427.247
Machinery and equipment	3.532.418.124	859.846.572	(59.432.108)	-	(160.739.622)	4.172.092.966
Vehicles	210.988.334	56.505.695	-	-	(64.057)	267.429.972
Fixtures	303.709.067	116.187.950	(29.408)	-	(4.433.088)	415.434.521
Other fixed assets	36.533.494	13.329.133	(2.026.055)	-	(3.781.488)	44.055.084
	4.321.874.165	1.090.623.122	(61.488.534)	-	(200.902.347)	5.150.106.406
Net book value	2.343.838.440					2.536.349.812

As of December 31, 2024, there are no pledgees or mortgages on tangible fixed assets (December 31, 2023: None).

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13. Property, Plant and Equipment (continued)

The distribution of depreciation charge of the Group is as follows:

	January 1 - December 31, 2025	January 1 - December 31, 2024
Depreciation of property, plant and equipment	908.881.807	1.090.623.122
Amortization of intangible assets (Note 15)	13.428.412	7.055.553
Amortization of right of use assets (Note 16)	239.584.448	130.831.881
Total	1.161.894.667	1.228.510.556

	January 1 - December 31, 2025	January 1 - December 31, 2024
Cost of sales (Note 22)	1.123.906.933	1.181.125.032
General administration expenses (Note 23)	37.987.734	47.385.524
Total	1.161.894.667	1.228.510.556

14. Investment Properties

As of December 31, 2025 and 2024 investment properties are as follows:

	December 31, 2025	December 31, 2024
Investment properties	146.348.848	146.348.848
	146.348.848	146.348.848

The Group's investment properties are recognized at cost. Investment properties consist of lands located in Kırıkkale-Kalecik-Mevkii, Çorum Osmancık, Bodrum Muğla region and residences under construction in İzmir Buca region As of December 31, 2024, these lands have been valued by Başkent Taşınmaz Değerleme A.Ş., which has a CMB valuation license and is not affiliated with the Company, in order to monitor their fair values. As of August 13, 2024, the total value of these revalued lands and residences has been determined as TL 127.940.000 by the independent valuation company by using the market transaction prices related to similar real estates as reference and cost management together. Since the indexed values of these lands after TAS 29 are TL 146.348.848, the difference has been evaluated by the Company management within the scope of the materiality level and it has been decided to be carried at cost.

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15. Intangible Assets

a) Goodwill

The company acquired 100% of the shares of Hanningfield 1 Limited, which holds a solar energy license as of 2025. Provisional goodwill was calculated based on the net assets acquired according to the financial statements dated December 31, 2025 (The company acquired 100% of the shares of Powidz Green Sp. z o.o., Glinnik Green Sp. z o.o., and Brodnica Green Sp. z o.o., which held solar energy licenses as of 2024. Goodwill was calculated based on the net assets acquired as of December 31, 2024). The provisional goodwill amount calculated as of December 31, 2025 is TL 765.668.080 (December 31, 2024: TL 448,211,019).

December 31, 2025	Brodnica Green Sp. z o.o.	Powidz Green Sp. z o.o.	Glinnik Green Sp. z o.o.	Hanningfield 1 Limited	Corshellach Energy Storage Ltd.	Total
Assets	Turkish Lira	Turkish Lira	Turkish Lira	Turkish Lira	Turkish Lira	Turkish Lira
Cash and Cash Equivalents	4.211.867	130.298	5.712	3.057	6.467.230	10.818.164
Trade Receivables	301.878	35.176	-	-	-	337.054
Other Receivables	-	-	764.548	-	6.547.419	7.311.967
Other Current Assets	-	305.554	679	-	1.286.981	1.593.214
Property, Plant And Equipment	5.787.484	3.057.863	2.124.403	37.175.463	32.153.561	80.298.774
Right of Use Assets	-	-	-	180.972.335	85.734.042	266.706.377
Prepaid Expenses	-	-	2.547.520	-	-	2.547.520
Total Assets	10.301.229	3.528.891	5.442.862	218.150.855	132.189.233	369.613.070

December 31, 2025	Brodnica Green Sp. z o.o.	Powidz Green Sp. z o.o.	Glinnik Green Sp. z o.o.	Hanningfield 1 Limited	Corshellach Energy Storage Ltd.	Total
Liabilities	Turkish Lira	Turkish Lira	Turkish Lira	Turkish Lira	Turkish Lira	Turkish Lira
Short Term Borrowings	22.424.306	2.454.389	-	-	-	24.878.695
Lease Liabilities	-	-	-	-	2.058.188	2.058.188
Trade Payables	228.167	1.017.949	-	15.815.823	7.942.170	25.004.109
Other Payables	-	-	-	-	45.131.728	45.131.728
Other Current Liabilities	-	-	136	-	-	136
Long Term Borrowings	-	-	5.518.960	-	-	5.518.960
Lease Liabilities	-	-	-	-	84.384.619	84.384.619
Other Payables	-	-	-	202.354.909	-	202.354.909
Total Liabilities	22.652.473	3.472.338	5.519.096	218.170.732	139.516.705	389.331.344

Net assets acquired (12.351.244) 56.553 (76.234) (19.877) (7.327.472) (19.718.274)

Payment (-) (319.102.905) (42.118.609) (74.618.580) (133.794.807) (176.314.905) (745.949.806)

Provisional Goodwill 331.454.149 42.062.056 74.694.814 133.814.684 183.642.377 765.668.080

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15. Intangible Assets (continued)

a) Goodwill (continued)

December 31, 2024	Brodnica Green Sp. z o.o.	Powidz Green Sp. z o.o.	Glinnik Green Sp. z o.o.	Total
	Turkish Lira	Turkish Lira	Turkish Lira	Turkish Lira
Assets				
Cash and Cash Equivalents	4.211.867	130.298	5.712	4.347.877
Trade Receivables	301.878	35.176	-	337.054
Other Receivables	-	-	764.548	764.548
Other Current Assets	-	305.554	679	306.233
Property, Plant And Equipment	5.787.484	3.057.863	2.124.403	10.969.750
Prepaid Expenses	-	-	2.547.520	2.547.520
Total Assets	10.301.229	3.528.891	5.442.862	19.272.982
December 31, 2024	Brodnica Green Sp. z o.o.	Powidz Green Sp. z o.o.	Glinnik Green Sp. z o.o.	Total
	Turkish Lira	Turkish Lira	Turkish Lira	Turkish Lira
Liabilities				
Short Term Borrowings	22.424.306	2.454.389	-	24.878.695
Trade Payables	228.167	1.017.949	-	1.246.116
Other Current Liabilities	-	-	136	136
Long Term Borrowings	-	-	5.518.960	5.518.960
Total Liabilities	22.652.473	3.472.338	5.519.096	31.643.907
Net assets acquired	(12.351.244)	56.553	(76.234)	(12.370.925)
Payment (-)	(319.102.905)	(42.118.609)	(74.618.580)	(435.840.094)
Provisional Goodwill	331.454.149	42.062.056	74.694.814	448.211.019

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15. Intangible Assets (continued)

b) Other Intangible Assets

As at December 31, 2025 and 2024, intangible assets are as follows:

	December 31, 2024	Addition	Disposal	Translation differences	December 31, 2025
Cost					
Rights	32.304.229	498.780	(329.256)	748.114	33.221.867
Development costs	1.212.533	-	-	-	1.212.533
Other intangible assets	97.448.316	64.414.254	(238.607)	5.881.239	167.505.202
	130.965.078	64.913.034	(567.863)	6.629.353	201.939.602
Accumulated amortisation					
Rights	21.055.033	1.967.415	(290.027)	429.345	23.161.766
Development costs	1.212.533	-	-	-	1.212.533
Other intangible assets	97.275.510	11.460.997	(307.350)	(1.053.302)	107.375.855
	119.543.076	13.428.412	(597.377)	(623.957)	131.750.154
Net Book Value	11.422.002				70.189.448
	December 31, 2023	Addition	Disposal	Translation differences	December 31, 2024
Cost					
Rights	28.826.505	3.558.784	-	(81.060)	32.304.229
Development costs	1.212.533	-	-	-	1.212.533
Other intangible assets	103.573.627	4.311.064	(32.287)	(10.404.088)	97.448.316
	133.612.665	7.869.848	(32.287)	(10.485.148)	130.965.078
Accumulated amortisation					
Rights	19.145.089	2.569.957	-	(660.013)	21.055.033
Development costs	1.212.533	-	-	-	1,212.533
Other intangible assets	98.856.030	4.485.596	(30.752)	(6.035.364)	97.275.510
	119.213.652	7.055.553	(30.752)	(6.695.377)	119.543.076
Net Book Value	14.399.013				11.422.002

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16. Right of Use Assets

As at December 31, 2025 and 2024, right of use assets are as follows:

	December 31, 2024	Addition	Disposal	Translation differences	December 31, 2025
Cost					
Land (*)	-	620.439.068	-	77.606.179	698.045.247
Buildings	14.002.325	7.691.739	-	(151.019)	21.543.045
Machinery and equipment (**)	775.759.185	593.149.107	(177.063.345)	78.576.052	1.270.420.999
Vehicles	69.801.012	642.574	(14.722.923)	(1.081.715)	54.638.948
Furniture and fittings	9.320.371	-	(2.170.314)	228.415	7.378.472
	868.882.893	1.221.922.488	(193.956.582)	155.177.912	2.052.026.711
Accumulated depreciation					
Buildings	4.496.616	7.699.367	-	(717.822)	11.478.161
Machinery and equipment	412.345.936	215.918.587	(133.791.322)	15.427.781	509.900.982
Vehicles	26.369.691	12.303.080	(10.605.612)	(779.210)	27.287.949
Other fixed assets	2.783.479	3.663.414	-	588.135	7.035.028
	445.995.722	239.584.448	(144.396.934)	14.518.884	555.702.120
Net Book Value	422.887.171				1.496.324.591
	December 31, 2023	Addition	Disposal	Translation differences	December 31, 2024
Cost					
Buildings	5.436.575	8.565.750	-	-	14.002.325
Machinery and equipment	1.842.646.706	20.771.572	(86.565.570)	(1.001.093.523)	775.759.185
Vehicles	109.989.253	-	(6.789.000)	(33.399.241)	69.801.012
Other fixed assets	11.708.942	-	-	(2.388.571)	9.320.371
	1.969.781.476	29.337.322	(93.354.570)	(1.036.881.335)	868.882.893
Accumulated depreciation					
Buildings	2.124.364	2.372.252	-	-	4.496.616
Machinery and equipment	1.352.102.381	119.015.321	(43.930.634)	(1.014.841.132)	412.345.936
Vehicles	67.820.256	8.431.927	(4.282.777)	(45.599.715)	26.369.691
Other fixed assets	2.164.546	1.012.381	-	(393.448)	2.783.479
	1.424.211.547	130.831.881	(48.213.411)	(1.060.834.295)	445.995.722
Net Book Value	545.569.929				422.887.171

(*) Consists of land use rights related to energy companies acquired by the Group.

(**) Consists of machinery and equipment leased for use in the Group's new projects.

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16. Right of Use Assets (continued)

The depreciation periods for right of use assets, which approximate the economic useful lives of such assets, are as follows:

	Useful Lives
Buildings	10-50 years
Machinery and equipment	3-17 years
Motor vehicles	5 years
Furniture, fixtures and other equipment	4-50 years

17. Financial Assets Related to Service Concession Agreements

The financial asset is related to the service concession agreement signed with Municipality of Kamień Pomorski (Poland) in 2018 for the works concerning reconstruction of roads, render service and guarantee inspections.

The maturities of financial assets from service concession agreements are as follows:

	December 31, 2025	December 31, 2024
Within one year	7.604.188	6.173.739
1-2 year	7.604.188	6.173.739
2-3 year	4.340.454	6.173.739
3-4 year	-	6.173.728
Total	19.548.830	24.694.945

18. Provisions, Contingent Assets and Liabilities

	December 31, 2025	December 31, 2024
Short-term provisions		
Construction contract loss and warranty provision	416.048.061	520.200.333
Provision for litigations (*)	54.926.788	53.306.999
Total	470.974.849	573.507.332

(*) The majority of the provision for litigation arises from the lawsuits between the employees and the employer.

The movements in the provision for lawsuits are as follows:

	January 1 - December 31, 2025	January 1 - December 31, 2024
Opening balance, January 1	53.306.999	44.868.259
Additional provisions during the period (Note 24)	12.657.863	23.921.545
Inflation effect	(11.038.074)	(15.482.805)
Closing balance, December 31	54.926.788	53.306.999

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18. Provisions, Contingent Assets and Liabilities (continued)

Collaterals, pledges and mortgages CPM given by the Group as of December 31, 2025 and 2024 are as follows:

	December 31, 2025	December 31, 2024
A CPM's given in the name of own legal personality	11.610.015.117	8.179.870.249
B CPM's given on behalf of the fully consolidated companies	40.798.864.692	24.134.551.213
C CPM's given on behalf of third parties for ordinary course of business	-	-
D Total amount of other CPM's given		
i. Total amount of CPM's given on behalf of the majority shareholder	-	-
ii. Total amount of CPM's given on behalf of the group companies which are not in scope of B and C CPM's given in favor of Group Companies	-	-
iii. Total amount of CPM's given on behalf of third parties which are not in scope of C	-	-
	52.408.879.809	32.314.421.462

As of December 31, 2025 and 2024, details of the CPM's given in the name of own legal personality are as follows:

Letters of guarantee	Turkish Lira Equivalent of						TL Equivalent Total
	TL	ABD\$	AVRO	AED	PLN	RON	
December 31, 2025	5.440.836.918	2.675.531.550	19.434.004.310	1.700.006.493	16.429.646.274	6.728.854.264	52.408.879.809
December 31, 2024	2.689.281.989	2.421.139.581	12.174.839.746	1.359.337.108	6.675.259.368	6.994.563.670	32.314.421.462

As of December 31, 2025 and 2024, the Group does not have any mortgages given

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19. Employee Benefits

Current liabilities for employee benefits	December 31, 2025	December 31, 2024
Social security premiums payable	184.229.170	129.179.060
Due to personnel	250.786.738	185.529.955
Other	20.495.932	24.069.631
Total	455.511.840	338.778.646
Current provisions for employee benefits	December 31, 2025	December 31, 2024
Unused vacation provision	215.742.256	139.344.064
Other provisions	4.299.021	2.183.321
Total	220.041.277	141.527.385
Non current provisions for employee benefits	December 31, 2025	December 31, 2024
Provision for employee termination benefits	69.257.601	81.312.682
	69.257.601	81.312.682

The provision for the employee termination benefits

Provision for severance pay for Turkish personnel working abroad:

The Group is obliged to pay severance benefits for each employee working abroad in accordance with the applicable legislation. In addition, based on the Group's severance pay policy, the Group pays severance benefits to employees who are entitled to severance and retire.

Provision for severance pay for Turkish personnel working in Turkey:

Under Turkish Labor Law, the Group is required to pay termination benefits to each employee who has completed certain years of service and whose employment is terminated without due cause, who is called up for military service, dies or retires after completing 25 years of service and reaches the retirement age (58 for women and 60 for men). The amount payable consists of one month's salary limited to a maximum of TL 53.919,68 for each period of service at December 31, 2025 (2024: TL 41.828,42).

Retirement pay liability is not subject to any kind of funding legally. Provision for retirement pay liability is calculated by estimating the present value of probable liability amount arising due to retirement of employees. TMS 19 Employee Benefits stipulates the development of company's liabilities by using actuarial valuation methods under defined benefit plans.

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19. Employee Benefits (continued)

The provision for the employee termination benefits (continued)

In this direction, actuarial assumptions used in calculation of total liabilities are described as follows:

The principal assumption is that the maximum liability for each year of service will increase parallel with inflation. Thus, the discount rate applied represents the expected real rate after adjusting for the anticipated effects of future inflation. Consequently, in the accompanying financial statements as at December 31 2025, the provision has been calculated by estimating the present value of the future probable obligation of the Company arising from the retirement of the employees. Ceiling amount of TL 64.948,77 which is in effect since January 1, 2026 is used in the calculation of Groups' provision for retirement pay liability (January 1, 2025: TL 46.655,43).

Movements of employee termination benefits provisions are as follows:

	January 1 - December 31, 2025	January 1 - December 31, 2024
Beginning of the period, January 1	81.312.682	90.345.064
Service expense during the period	32.547.609	29.023.786
Actuarial (gain)/loss	(23.897.436)	(23.675.129)
Interest expense (Note 24)	11.558.076	1.710.323
Payments during the period (-)	(12.193.579)	(3.316.219)
Translation differences	(2.344.801)	1.398.538
Inflation effect	(17.724.950)	(14.173.681)
Closing balance, December 31	69.257.601	81.312.682

The principal actuarial assumptions used to calculate the liability at the balance sheet date are as follows:

	December 31, 2025	December 31, 2024
Interest rate	27,1%	27,2%
Annual inflation rate	23,1%	23,5%
Real discount rate	3,2%	3,5%

20. Other Assets and Liabilities

Other current assets	December 31, 2025	December 31, 2024
VAT carried forward	1.381.735.595	739.659.998
Advances given for business purposes	23.657.609	148.039.551
Advances given to personnel	1.313.314	1.025.048
Other	21.937.836	18.831.919
Total	1.428.644.354	907.556.516
Other current liabilities	December 31, 2025	December 31, 2024
Taxes and dues payable	626.561.076	339.236.383
	626.561.076	339.236.383

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21. Equity

a. Share Capital

The composition of shareholders and their respective percentage of ownership is as follows:

	December 31, 2025	Share Rate (%)	December 31, 2024	Share Rate (%)
Gülermak Emlak Yapı İnşaat Yatırım A.Ş.	193.011.200	59,83	204.000.000	68,00
Gülermak Turizm İşletme Yatırımı A.Ş.	90.828.800	28,16	96.000.000	32,00
Publicly traded shares	38.760.000	12,01	-	0,00
Capital amount	322.600.000	100,00	300.000.000	100,00

Number of shares

Adjustment to share capital	941.143.964	937.154.364
Restated capital	1.263.743.964	1.237.154.364

By the resolution of the General Assembly dated March 21, 2024, it was resolved that the Company's share capital be divided into a total of 80.000.000 shares, consisting of 54.400.000 Class A shares and 25.600.000 Class B shares, each with a nominal value of TRY 1.00. The General Assembly resolution regarding the share structure change was published in the Trade Registry Gazette dated March 22, 2024.

Pursuant to the Board of Directors resolution dated April 26, 2024, the Company's share capital of TRY 80.000.000 was increased by TRY 220.000.000 to TRY 300.000.000 through internal resources. As a result of this transaction, the share capital was divided into a total of 300.000.000 shares, consisting of 153.000.000 Class A shares and 147.000.000 Class B shares, each with a nominal value of TRY 1.00. The Board of Directors resolution regarding the capital increase was published in the Trade Registry Gazette dated May 9, 2024.

Shares of Gülermak Ağır Sanayi İnşaat ve Taahhüt A.Ş. representing a nominal value of TRY 322.600.000 were listed on Borsa İstanbul on January 14, 2025, within the scope of Article 8 of the Listing Directive. Publicly offered shares with a nominal value of TRY 38.760.000 started to be traded on the Stars Market (Yıldız Pazar) as of January 17, 2025, with a base price of TRY 125 under the ticker symbol "GLRMK" using the continuous trading method.

b. Other Comprehensive Income or Profit

	December 31, 2025	December 31, 2024
Foreign currency translation differences	(4.177.020.903)	(3.239.879.866)
Actuarial gain/(loss) from defined benefit plans	35.599.048	16.481.099
Total	(4.141.421.855)	(3.223.398.767)

Provision for employee termination benefits actuarial gain/(loss) funds

The amendment in TMS 19 "Employee Benefits" does not permit the actuarial gain/(loss) considered in the calculation of provision for employee termination benefits to be accounted for under the statement of income. The gains and losses arising from the changes in the actuarial assumption have been accounted for by "Revaluation Funds" under the equity. The funds for actuarial gains/(losses) in the employee termination benefits is not in a position to be reclassified under profit and loss.

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21. Equity (continuation)

c. Restricted Reserves

	December 31, 2025	December 31, 2024
Legal Reserves	201.865.200	201.865.200
	201.865.200	201.865.200

Retained earnings in the statutory financial statements can be distributed as dividends other than judgments related to legal reserves described below.

The legal reserves consist of first and second legal reserves in accordance with the Turkish Commercial Code. The first legal reserve is appropriated out of the statutory profits at the rate of 5%, until the total reserve reaches a maximum of 20% of the Group's share capital. The second legal reserve is appropriated at the rate of 10% of all distributions in excess of 5% of the Group's share capital. The legal reserves are not available for distribution unless they exceed 50% of the issued capital, other than that legal reserves cannot be used.

d. Share Premiums

	December 31, 2025	December 31, 2024
Share Premiums	3.570.723.613	-
	3.570.723.613	-

The company increased its paid-in capital from TL 300.000.000 to TL 322.600.000 through a public offering. The public offering proceeds exceeding the nominal capital increase amount were recorded in the share premium account after deducting public offering expenses.

22. Revenue and Cost of Sales

	January 1 - December 31, 2025	January 1 - December 31, 2024
Revenue from construction contracts	42.051.985.775	43.246.318.250
Construction related sales	3.480.863.718	1.932.849.637
Net revenue	45.532.849.493	45.179.167.887
	January 1 - December 31, 2025	January 1 - December 31, 2024
Cost of constructions contracts	37.750.500.974	38.079.125.980
Cost of construction related sales	2.035.275.247	1.880.480.078
Cost of goods sold	39.785.776.221	39.959.606.058
Gross profit	5.747.073.272	5.219.561.829

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22. Revenue and Cost of Sales (continued)

Cost of Sales by nature	January 1 - December 31, 2025	January 1 - December 31, 2024
Construction contract execution expenses	19.570.658.712	22.942.482.696
Direct material costs	13.120.486.202	9.345.799.940
Personnel expenses	3.052.812.974	3.915.472.884
Depreciation and amortization expense (Note 13)	1.123.906.933	1.181.125.032
Rent expenses	576.742.097	534.722.044
Other	2.341.169.303	2.040.003.462
Total	39.785.776.221	39.959.606.058

23. General Administrative Expenses

General administrative expenses	January 1 - December 31, 2025	January 1 - December 31, 2024
Salary and wages	268.575.569	220.175.511
Outsourced benefit and services expenses	138.518.746	80.412.322
Business development and tender expenses	85.161.972	75.097.094
Consulting, notary and litigation expenses	72.855.575	33.586.309
Rent expenses	55.635.137	37.138.436
Depreciation and amortization expense (Note 13)	37.987.734	47.385.524
Insurance expenses	37.126.722	7.330.743
Taxes, duties and fees	32.557.319	12.691.229
Transportation, food and hosting expenses	22.714.304	16.724.387
Office stationery expenses	5.516.452	4.825.993
Other general and administrative expenses	53.192.073	73.014.707
Total	809.841.603	608.382.255

The service fees received by the Group from the independent auditor/independent auditing firm as of the reporting period, based on the Board Decision of the Public Oversight, Accounting and Auditing Standards Authority "KGK" published in the Official Gazette, are as follows:

Independent audit fee	January 1 - December 31, 2025	January 1 - December 31, 2024
Independent audit fee for the reporting period	16.000.000	9.817.390
	16.000.000	9.817.390

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24. Other Income and Expenses from Operating Activities

	January 1 - December 31, 2025	January 1 - December 31, 2024
Other income from operating activities		
Foreign exchange gains - related to trading activities	1.069.667.996	1.136.623.668
Discount on notes payable	29.282.065	10.174.160
Interest income - related to trading activities	26.821.497	55.278.059
Scrap sales income	9.825.650	12.672.046
Other	71.963.655	100.285.425
Total	1.207.560.863	1.315.033.358
Other expenses from operating activities		
Foreign exchange loss - related to trading activities	686.073.369	922.430.331
Discount on notes receivables	104.654.141	107.583.793
Doubtful receivable provision expense (Note 6)	46.000.781	9.108.471
Penalty, lawsuit, compensation and other expenses (Note 18)	12.657.863	23.921.545
Interest expense of retirement pay provision (Note 19)	11.558.076	1.710.323
Other	95.500.016	59.253.703
Total	956.444.246	1.124.008.166

25. Income and Expenses from Investing Activities

	January 1 - December 31, 2025	January 1 - December 31, 2024
Income from investing activities		
Interest income on investing activities	557.174.887	31.413.256
Profit on sale of fixed assets	26.817.972	17.186.983
Rent income ^(*)	13.045.170	39.697.585
Total	597.038.029	88.297.824

^(*) Rent income is mainly resulted from machinery and equipment rentals on occasion. These rentals arise from machinery and equipment leased either to subcontractors working jointly with the Company at construction sites from time to time, or to third parties.

	January 1 - December 31, 2025	January 1 - December 31, 2024
Expenses from investing activities		
Loss on sale of fixed assets	7.530.517	19.507.502
Rent expense	111.311	74.011
Total	7.641.828	19.581.513

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26. Financial Income and Expenses

	January 1 - December 31, 2025	January 1 - December 31, 2024
Financial income		
Foreign exchange gains	760.984.983	192.084.471
Interest income	612.794.051	351.298.650
Total	1.373.779.034	543.383.121
Financial expense		
Interest expense	1.053.957.748	382.425.787
Foreign exchange losses	431.517.070	98.446.380
Letters of guarantee and credit expenses	353.819.576	287.807.230
Other	1.498.028	23.256.733
Total	1.840.792.422	791.936.130

27. Taxation on Income (Including Deferred Tax Assets and Liabilities)

Turkey

The Corporation tax rate for 2025 is 25% (2024: 25%) in Turkey. Corporation tax rate is applicable on the total income of companies after adjusting for certain disallowable expenses, income tax exemptions (participation exemption, investment allowance exemption, etc.) and income tax deductions (like research and developments expenses).

Advance (prepaid) corporation taxes are payable on quarterly profits at the rate of 25%. Such taxes after deduction of the taxes prepaid quarterly must be declared by the 14th of the second month following any tax period and paid by the 17th. Advance corporation tax may be offset against other debts to the government

In Turkey, there is no procedure for a final and definitive agreement on tax assessments. Group file their tax returns within the 25th of the fourth month following the close of the related financial year. Tax returns are open for five years from the beginning of the year that follows the date of filing during which time the tax authorities have the right to audit tax returns, and the related accounting records on which they are based and may issue re-assessments based on their findings.

Under the Turkish taxation system, tax losses can be carried forward to offset against future taxable income up to five years. Tax losses cannot be carried back to offset profits from previous periods. Taxes on profit for the period consist of the following:

Articles 19 and 22 of Law No. 7456 have amended the provisions of the Corporate Tax Law (CTL) regarding the exemption from corporate tax on gains derived from the sale of immovable properties. Under the amendment, the term "immovable properties" in Article 5/1-e of the CTL has been removed, thereby abolishing the related tax exemption. As a result, the exemption no longer applies to gains from the sale of immovable properties that were capitalized on or after the effective date of the law, July 15, 2023.

Dividends paid to non-resident corporations which have a place of business in Turkey or resident corporations are not subject to withholding tax. Otherwise, dividends paid are subject to withholding tax at the rate of 15%. An increase in capital via issuing bonus shares is not considered as a profit distribution and thus does not incur withholding tax.

Poland

Corporation tax is payable at a rate of 19% on the income of the Group after eliminating disallowable expenses, interest expenses and other provisions (2024: 19%).

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27. Taxation on Income (Including Deferred Tax Assets and Liabilities) (continued)

India

Corporation tax is payable at an average rate of 42% on the income of the Group after eliminating disallowable expenses, interest expense and other provisions (2024: 42%).

Switzerland

Corporation tax is payable at an average rate of 13,5% on the income of the Group after eliminating disallowable expenses, interest expense and other provisions (2024: 13,5%).

North Macedonia

Corporation tax is payable at an average rate of 10% on the income of the Group after eliminating disallowable expenses, interest expense and other provisions (2024: 10%).

Philippines

Corporation tax is payable at an average rate of 25% on the income of the Group after eliminating disallowable expenses, interest expense and other provisions (2024: 25%).

Romania

Corporation tax is payable at an average rate of 16% on the income of the Group after eliminating disallowable expenses, interest expense and other provisions (2024: 16%).

Dubai

According to tax laws, there is no tax calculated and paid on profits in Dubai. Therefore, the Group do not make a tax account on the earnings it gained in Dubai.

Assets related to the current period taxes are as follows:

Current	December 31, 2025	December 31, 2024
Current income tax assets (-)	161.432.978	109.390.722
	161.432.978	109.390.722

According to Turkish Tax Legislation, Corporate Tax has to be paid in advance. This payment is calculated at the rate of 25% (2024: 25%) over the quarterly actual profits. The Corporate Tax paid on quarterly basis can be deducted from the Corporate Tax on the year in which the payment is made. There is also a possibility to deduct from other taxes payable.

The tax amounts reflected in the income statements for December 31, 2025 and 2024 are summarized below:

Tax provision in the consolidated statement of income	January 1 - December 31, 2025	January 1 - December 31, 2024
Corporate tax expense	(122.371.385)	(208.177.159)
Deferred tax expenses	(1.727.402.932)	(790.247.473)
Total	(1.849.774.317)	(998.424.632)

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27. Taxation on Income (Including Deferred Tax Assets and Liabilities) (continued)

Deferred Tax

The Company recognizes deferred tax assets and liabilities based upon the temporary differences between financial statements as reported in accordance with TFRS and its tax base of statutory financial statements. These differences usually result in the recognition of revenue and expense items in different periods for TFRS and statutory tax purposes.

Deferred tax assets and liabilities calculated using the cumulative temporary differences and tax rates are as follows:

Deferred tax assets/(liabilities)	December 31, 2025	December 31, 2024
Tangible and intangible assets	450.230.401	405.866.082
Provisions for employee benefits	42.549.683	48.441.403
Provision for litigation	10.876.486	10.837.417
Provision for doubtful receivables	3.710.965	3.577.564
Construction contracts	(2.499.757.053)	(1.109.594.565)
Unrealized finance income/(expenses), net	(159.958.259)	(122.399.079)
Provision for construction contracts	(77.354.197)	(27.179.791)
Other provision	79.305.503	133.114.050
Other temporary differences	26.317.314	145.314.871
Total	(2.124.079.157)	(512.022.048)
Deferred tax assets	845.743.154	1.822.937.293
Deferred tax liabilities (-)	(2.969.822.311)	(2.334.959.341)
Deferred tax assets/(liabilities), net	(2.124.079.157)	(512.022.048)

The deferred tax movement table for the years December 31, 2025 and 2024 is as follows

	January 1 - December 31, 2025	January 1 - December 31, 2024
Balance at the beginning of the year	(512.022.048)	(28.934.394)
Charged to profit or loss	(1.727.402.932)	(790.247.473)
Charged to the other comprehensive income	(4.779.487)	(4.735.025)
Translation difference	(189.318.302)	226.023.113
Inflation effect	309.443.612	85.871.731
Closing Amount	(2.124.079.157)	(512.022.048)

28. Earnings Per Share

Earnings per share (EPS) is calculated by dividing the net profit for the year attributable to the ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

	January 1 - December 31, 2025	January 1 - December 31, 2024
Profit for the year	4.282.200.089	4.671.386.247
Weighted average number of shares with nominal value	318.253.846	230.082.192
Earnings per share	13,455	20,303

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29. The Nature and Level of Risks Arising From Financial Instruments

I. Capital Management Policies and Procedures

The risk related with each of the capital class and group capital cost is considered by the top management of the Group.

The primary objective of the Group's capital management objectives is to ensure that it maintains a healthy capital structure in order to support its business and maximize shareholder value. The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions.

To maintain or adjust the capital structure, the Group may obtain new loans, repay existing loans; make cash and non cash dividend payments to shareholders, issue new shares based on Management's evaluation. The Group manages the capital structure so as to ensure the Group's ability to continue as a going concern; and maximize its profitability by maintaining an adequate capital to overall financing structure ratio.

The Group monitors capital using a net debt to total equity ratio, which is net financial debt divided by total equity. The Group includes within net financial debt, borrowings and trade payables, less cash and cash equivalents.

The Group's net financial debt/total equity ratio used as follows:

	December 31, 2025	December 31, 2024
Total financial liabilities (Note 8)	14.205.653.891	9.042.679.485
Less: cash and cash equivalents and financial investments (Note 5) ^(*)	(14.411.673.021)	(10.802.779.260)
Net financial debt	(206.019.130)	(1.760.099.775)
Total equity	17.746.392.856	10.778.118.528

Net financial debt/Total equity

^(*) As of December 31, 2025 and 2024, investment funds included in financial investments consist of liquid investment funds.

II. Financial Risk Factors

The Group's principal financial instruments are cash, short-term time deposits and bank borrowings. The main purpose of use of these financial instruments is to raise finance for the Group's operations and to hedge interest rate risk. The Group has various other financial instruments such as trade receivables and trade payables, which arise directly from its operations. The main risks arising from the Group's financial instruments are liquidity risk, foreign currency risk, interest rate risk and credit risk.

a. Credit risk management

Credit risk arises from the possibility that counterparties may fail to fulfill their contractual obligations. The Group manages this risk by limiting the average exposure to each counterparty through credit limits and obtaining collateral when necessary. The Group's credit risk primarily stems from its trade receivables. The Group manages this risk by restricting credit limits through guarantees and collateral. The use of credit limits is continuously monitored by the Group, and the credit quality of customers is regularly evaluated based on their financial positions, historical experience, and other relevant factors. Trade receivables are assessed in accordance with the Group's policies and procedures. After recognizing provisions for doubtful receivables, they are presented on a net basis in the financial position statement. Trade receivables consist of a large number of customers spread across various sectors and geographical regions. The creditworthiness of customers is regularly reviewed based on their trade receivable balances. The Group does not have any significant concentration of credit risk with any single customer.

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29. The Nature and Level of Risks Arising From Financial Instruments (continued)

II. Financial Risk Factors (continued)

a. Credit risk management (continued)

December 31, 2025

Credit risks exposed through types of financial instruments	Receivables				Cash at banks
	Trade Receivables	Other Receivables			
	Related Parties	Third Parties	Related Parties	Third Parties	
Maximum credit risk exposed as of balance sheet date ⁽¹⁾ (A+B+C+D+E)	4.071.869	6.011.657.956	1.436.623.197	304.279.778	12.705.946.615
- The part of maximum risk under guarantee with collaterals etc. ⁽²⁾	-	-	-	-	-
A. Net book value of the financial assets that are neither overdue nor impaired	4.071.869	6.011.657.956	1.436.623.197	304.279.778	12.705.946.615
- The part of maximum risk under guarantee with collaterals etc.	-	-	-	-	-
B. Net book of financial assets that are renegotiated, if not that will be accepted as part due or impaired	-	-	-	-	-
- The part of maximum risk under guarantee with collaterals etc.	-	-	-	-	-
C. Carrying value of financial assets that are past due but not impaired ⁽³⁾	-	-	-	-	-
- The part of maximum risk under guarantee with collaterals etc.	-	-	-	-	-
D. Net book value of impaired assets	-	-	-	-	-
- Past due (gross carrying amount)	-	-	-	-	-
- Impairment (-)	-	71.872.754	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-
- Not past due (gross carrying amount)	-	-	-	-	-
- Impairment (-)	-	(71.872.754)	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-
E. Off-balance sheet items with credit risk	-	-	-	-	-

⁽¹⁾ When determining the amount, the guarantees received and factors increasing the credibility are not considered.

⁽²⁾ The guarantees consist of letters of guarantees, guarantee cheques and mortgages received from customers. The portion of guarantees which covers the risk has not been taken into consideration

⁽³⁾ The Group did not have any collection problems with these customers in the past

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29. The Nature and Level of Risks Arising From Financial Instruments (continued)

II. Financial Risk Factors (continued)

a. Credit risk management (continued)

December 31, 2024

Credit risks exposed through types of financial instruments	Receivables				Cash at Banks
	Trade Receivables		Other Receivables		
	Third Parties	Related Parties	Third Parties	Related Parties	
Maximum credit risk exposed as of balance sheet date ⁽¹⁾ (A+B+C+D+E)	2.524.942	9.157.426.708	1.746.611.977	334.443.674	10.790.956.544
- The part of maximum risk under guarantee with collaterals etc. ⁽²⁾	-	-	-	-	-
A. Net book value of the financial assets that are neither overdue nor impaired	2.524.942	9.157.426.708	1.746.611.977	334.443.674	10.790.956.544
- The part of maximum risk under guarantee with collaterals etc.	-	-	-	-	-
B. Net book of financial assets that are renegotiated, if not that will be accepted as part due or impaired	-	-	-	-	-
- The part of maximum risk under guarantee with collaterals etc.	-	-	-	-	-
C. Carrying value of financial assets that are past due but not impaired ⁽³⁾	-	-	-	-	-
- The part of maximum risk under guarantee with collaterals etc.	-	-	-	-	-
D. Net book value of impaired assets	-	-	-	-	-
- Past due (gross carrying amount)	-	-	-	-	-
- Impairment (-)	-	35.504.021	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-
- Not past due (gross carrying amount)	-	-	-	-	-
- Impairment (-)	-	(35.504.021)	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-
E. Off-balance sheet items with credit risk	-	-	-	-	-

⁽¹⁾ When determining the amount, the guarantees received and factors increasing the credibility are not considered

⁽²⁾ The guarantees consist of letters of guarantees, guarantee cheques and mortgages received from customers. The portion of guarantees which covers the risk has not been taken into consideration.

⁽³⁾ The Group did not have any collection problems with these customers in the past

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29. The Nature and Level of Risks Arising From Financial Instruments (continued)

II. Financial Risk Factors (continued)

b. Liquidity risk

Liquidity risk is the risk that an entity will be unable to meet its net funding requirements. The Group manages its liquidity needs by regularly planning its cash flows or by maintaining sufficient funds and borrowing sources by matching the maturities of liabilities and assets. Prudent liquidity risk management implies maintaining sufficient cash, securing availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The risk is mitigated by matching the cash in and out flow volume supported by committed lending limits from qualified credit institutions.

December 31, 2025

Contractual maturities	Net book value	Contractual cash outflow (I+II+III)	Less than 3 months (I)	3-12 months (II)	1-5 years (III)
Financial lease liabilities	1.186.511.822	1.242.809.145	207.286.249	84.276.037	951.246.859
Borrowings	13.019.142.069	13.283.999.140	851.025.980	4.285.836.624	8.147.136.536
Trade payables	7.650.918.592	7.693.093.074	6.757.348.274	914.491.819	21.252.981
Other payables and liabilities	740.824.300	740.824.300	740.824.300	-	-
Total liabilities	22.597.396.783	22.960.725.659	8.556.484.803	5.284.604.480	9.119.636.376

December 31, 2024

Contractual maturities	Net book value	Contractual cash outflow (I+II+III)	Less than 3 months (I)	3-12 months (II)	1-5 years (III)
Financial lease liabilities	74.699.208	81.525.201	25.527.459	10.378.658	45.619.084
Borrowings	8.967.980.277	9.150.781.884	662.077.129	4.926.057.102	3.562.647.653
Trade payables	8.839.248.923	8.882.113.468	8.788.378.218	66.260.831	27.474.419
Other payables and liabilities	1.390.589.262	1.390.589.263	1.390.589.263	-	-
Total liabilities	19.272.517.670	19.505.009.816	10.866.572.069	5.002.696.591	3.635.741.156

c. Market risk

The Group is exposed to financial risks arising from changes in currency rate, interest rate and price risk which arise directly from its operations. The market risks that the Group is exposed to are measured on the basis of sensitivity analysis. When compared to prior periods, there has been no change in the Group's exposure to market risks, hedging methods used or the measurement methods used for such risks.

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29. The Nature and Level of Risks Arising From Financial Instruments (continued)

II. Financial Risk Factors (continued)

c. Market risk (continued)

c1. Foreign currency risk

The Group is exposed to foreign currency risk arising from the translation of foreign currency denominated assets and liabilities to TL. The Group is also exposed to foreign currency risk due to the transactions made in foreign currency. This risk occurs due to purchases, sales and bank borrowings of the Group which are denominated in currencies other than the functional currency.

	December 31, 2025	December 31, 2024
Foreign currency assets	4.781.177.725	3.894.364.187
Foreign currency liabilities (-)	(3.160.307.262)	(2.271.190.907)
Net foreign currency position	1.620.870.463	1.623.173.280

The Group's foreign currency positions in terms of original currency as of December 31, 2025 is as follows:

December 31, 2025	USD	EURO	GBP	TL Equivalent
1. Trade receivables	330.838	-	-	14.180.478
2a. Monetary financial assets, (cash and banks account included)	7.176.206	88.387.031	-	4.766.997.247
2b. Non monetary financial assets	-	-	-	-
3. Other	-	-	-	-
4. Current assets (1+2+3)	7.507.044	88.387.031	-	4.781.177.725
5. Trade receivables	-	-	-	-
6a. Monetary financial assets	-	-	-	-
6b. Non monetary financial assets	-	-	-	-
7. Other	-	-	-	-
8. Non-current assets (5+6+7)	-	-	-	-
9. Total assets (4+8)	7.507.044	88.387.031	-	4.781.177.725
10. Trade payables	8.033.848	14.575.092	18.456	1.080.776.323
11. Financial liabilities	-	28.717.028	-	1.448.865.939
12a. Other monetary liabilities	-	-	-	-
12b. Other non monetary liabilities	-	-	-	-
13. Current liabilities (10+11+12)	8.033.848	43.292.120	18.456	2.529.642.262
14. Trade payables	-	-	-	-
15. Financial liabilities	-	12.500.000	-	630.665.000
16a. Other monetary liabilities	-	-	-	-
16b. Other non monetary liabilities	-	-	-	-
17. Non-current liabilities (14+15+16)	-	12.500.000	-	630.665.000
18. Total liabilities (13+17)	8.033.848	55.792.120	18.456	3.160.307.262
19. Derivative items	-	-	-	-
20. Net foreign assets/(liability) position (9-18+19)	(526.804)	32.594.911	(18.456)	1.620.870.463

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29. The Nature and Level of Risks Arising From Financial Instruments (continued)

II. Financial Risk Factors (continued)

c. Market risk (continued)

c1. Foreign currency risk (continued)

The Group's foreign currency positions in terms of original currency as of December 31, 2024 is as follows:

December 31, 2024	USD	EURO	GBP	TL Equivalent
1. Trade receivables	-	-	-	-
2a. Monetary financial assets, (cash and banks account included)	13.889.110	60.690.704	3.224	3.559.543.971
2b. Non monetary financial assets	-	-	-	-
3. Other	-	-	-	-
4. Current assets (1+2+3)	13.889.110	60.690.704	3.224	3.559.543.971
5. Trade receivables	330.938	6.644.259	-	334.820.216
6a. Monetary financial assets	-	-	-	-
6b. Non monetary financial assets	-	-	-	-
7. Other	-	-	-	-
8. Non-current assets (5+6+7)	330.938	6.644.259	-	334.820.216
9. Total assets (4+8)	14.220.048	67.334.963	3.224	3.894.364.187
10. Trade payables	251.571	5.980.948	-	299.258.308
11. Financial liabilities	-	40.000.000	-	1.923.836.682
12a. Other monetary liabilities	-	-	-	-
12b. Other non monetary liabilities	-	-	-	-
13. Current liabilities (10+11+12)	251.571	45.980.948	-	2.223.094.990
14. Trade payables	-	-	-	-
15. Financial liabilities	-	1.000.000	-	48.095.917
16a. Other monetary liabilities	-	-	-	-
16b. Other non monetary liabilities	-	-	-	-
17. Non-current liabilities (14+15+16)	-	1.000.000	-	48.095.917
18. Total liabilities (13+17)	251.571	46.980.948	-	2.271.190.907
19. Derivative items	-	-	-	-
20. Net foreign assets/(liability) position (9-18+19)	13.968.477	20.354.015	3.224	1.623.173.280

Foreign currency sensitivity

The table below presents the Group's sensitivity to a 20% deviation (2024: 20%) in exchange rates (especially USD, EUR, PLN, CAD and TL). 20% is the rate used by the Group when generating its report on exchange rate risk; the related rate stands for the presumed possible change in the foreign currency rates by the Group's management. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 20% change in foreign currency rates. This analysis includes foreign currency denominated bank loans other than the functional currency of the ultimate user or borrower of the bank loans. The positive amount indicates increase in profit/loss before tax or equity.

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29. The Nature and Level of Risks Arising From Financial Instruments (continued)

II. Financial Risk Factors (continued)

c. Market risk (continued)

c1. Foreign currency risk (continued)

Foreign currency sensitivity

	Foreign Currency Sensitivity Analysis Table			
	Profit/(Loss)		Profit/(Loss)	
	December 31, 2025		December 31, 2024	
	Foreign currency appreciation	Foreign currency depreciation	Foreign currency appreciation	Foreign currency depreciation
Change of USD against TL by 20%				
1- Net USD assets/liabilities	(4.516.004)	4.516.004	128.808.307	(128.808.307)
2- Hedged portion of USD risk (-)	-	-	-	-
3- USD net effect (1+2)	(4.516.004)	4.516.004	128.808.307	(128.808.307)
Change of EUR against TL by 20%				
4- Net EUR assets/liabilities	328.903.512	(328.903.512)	195.789.003	(195.789.003)
5- Hedged portion of EUR risk (-)	-	-	-	-
6- EUR net effect (3+4)	328.903.512	(328.903.512)	195.789.003	(195.789.003)
Change of GBP against TL by 20%				
7- Net GBP assets/liabilities	(213.416)	213.416	37.345	(37.345)
8- Hedged portion of GBP risk (-)	-	-	-	-
9- GBP net effect (7+8)	(213.416)	213.416	37.345	(37.345)
Total (3+6+9)	324.174.092	(324.174.092)	324.634.655	(324.634.655)

c2. Interest rate risk

The Group is not materially exposed to interest rate risk since there is no significant amount of floating rate financial asset/liabilities.

Fair values

Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation, and is best evidenced by a quoted market price, if one exists. The estimated fair values of financial instruments have been determined by the Group using available market information and appropriate valuation methodologies. However, judgment is necessarily required to interpret market data to estimate the fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Group could realize in a current market exchange.

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29. The Nature and Level of Risks Arising From Financial Instruments (continued)

c2. Interest rate risk (continued)

Fair values (continued)

The following methods and assumptions were used to estimate the fair value of the financial instruments for which it is practicable to estimate fair value:

i) Financial Assets: The fair values of certain financial assets carried at cost in the financial statements, including cash and cash equivalents plus the respective accrued interest and other financial assets are considered to approximate their respective carrying values due to their short-term nature and negligible credit losses. The carrying value of trade receivables along with the related allowance for uncollectibility is estimated to be their fair values. The financial assets which are denominated in foreign currencies are evaluated by the foreign exchange rates prevailing on the date of balance sheet which approximate to market rates.

ii) Financial Liabilities: Trade payables and other monetary liabilities are considered to approximate their respective carrying values due to their short-term nature. The bank borrowings are stated at their amortized costs and transaction costs are included in the initial measurement of loans and bank borrowings. The fair value of bank borrowings are considered to state their respective carrying values since the interest rate applied to bank loans and borrowings are updated periodically by the lender to reflect active market price quotations. The carrying value of trade payables is estimated to be their fair values. The financial liabilities which are denominated in foreign currencies are evaluated by the foreign exchange rates prevailing on the date of balance sheet which approximate to market rates.

December 31, 2025	Financial assets and liabilities at amortized cost	FVTPL	Carrying value
Financial assets			
Cash and cash equivalents	14.411.673.021	-	14.411.673.021
Trade receivables	6.015.729.825	-	6.015.729.825
Other receivables	1.740.902.975	-	1.740.902.975
Other financial assets	-	481.084.464	481.084.464
Financial liabilities			
Financial payables	14.205.653.891	-	14.205.653.891
Trade payables	7.650.918.592	-	7.650.918.592
Other payables	749.428.421	-	749.428.421

December 31, 2024	Financial assets and liabilities at amortized cost	FVTPL	Carrying value
Financial assets			
Cash and cash equivalents	10.802.779.260	-	10.802.779.260
Trade receivables	9.159.951.650	-	9.159.951.650
Other receivables	2.081.055.651	-	2.081.055.651
Other financial assets	-	499.450.824	499.450.824
Financial liabilities			
Financial payables	9.042.679.485	-	9.042.679.485
Trade payables	8.839.248.923	-	8.839.248.923
Other payables	1.390.589.262	-	1.390.589.262

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30. Disclosures on Net Monetary Position Gains/(Losses)

The Group's net monetary position gains/(losses) as of December 31, 2025, in accordance with IAS 29, are detailed as follows:

Varlıklar

Non Monetary Items	December 31, 2025	December 31, 2024
Statement of Financial Position Items	1.173.767.461	1.874.224.115
Inventories	108.935	182.380
Prepaid Expenses	631.022.225	1.096.387.155
Other Current Assets	9.932	95.262
Financial Investments	40.681.751	-
Investment Properties	142.128.849	140.824.930
Property, Plant And Equipment	687.425.760	(376.125.252)
Right of Use Assets	90.107.414	117.699.460
Intangible Assets	(28.041.187)	119.134.525
Deferred Tax Assets	274.622.382	819.685.815
Deferred Tax Liabilities	(238.990.008)	(205.104.174)
Paid In Share Capital	(942.720.666)	(844.458.764)
Restricted Reserves	(171.884.514)	(162.620.923)
Share Premiums	(842.867.514)	-
Retained Earnings	1.532.164.102	1.168.523.701
Statement of Profit or Loss Items	(352.524.154)	(826.781.304)
Revenue	(5.219.332.377)	(4.122.778.067)
Cost Of Sales (-)	4.802.391.862	3.616.635.653
General And Administrative Expenses (-)	88.789.200	85.807.647
Other Operating Income	(223.594.106)	(110.442.237)
Other Operating Expenses (-)	167.842.403	84.887.739
Income From Investing Activities	(120.399.749)	(10.673.478)
Expense From Investing Activities (-)	1.465.695	2.367.021
Financial Income	(241.851.245)	(61.470.022)
Financial Expense (-)	254.910.212	95.549.560
Current Tax Expense For The Year	-	25.164.541
Deferred Tax Income/(Expense)	137.253.951	(431.829.661)
Net Monetary Position Gains/(Losses)	821.243.307	1.047.442.811

31. Events After the Reporting Date

Pursuant to the decision of the Board of Directors of Gülermak Renewables Deutschland Holding GmbH, a 100% indirect subsidiary of the Group, dated December 22, 2025; A conditional share purchase agreement has been signed for the acquisition of 100% of the shares of Orrön Klein Teetzleben AGRI-PV GmbH, Orrön Javenitz Agri-PV GmbH, and Orrön Trebenow Agri-PV GmbH from Orrön Energy Greenfiel AB. The transfer and the transfer price are conditional, and if all conditions are met, the total maximum sale price will be EUR 11.231.040. The share purchase transactions for Orrön Klein Teetzleben AGRI-PV GmbH were completed in January 2026, and its name was updated to Klein Teetzleben Green GmbH.

Selected Completed Projects

DOMESTIC PROJECTS	Country	Completion Date
Trakya Cam Glass Factory	Türkiye	1996
Golden Horn Rehabilitation Project	Türkiye	1998
Atatürk Airport – Yenibosna Light Rail System	Türkiye	2002
Temelli Natural Gas Combined Cycle Power Plant	Türkiye	2003
Nuh Cement Factory Production Line – 3	Türkiye	2004
Çumra Sugar Factory	Türkiye	2004
Aksaray Sugar Factory	Türkiye	2005
Kadıköy – Kartal Metro	Türkiye	2012
İstanbul Otogar – Bağcılar Metro	Türkiye	2013
Golden Horn Metro Crossing Bridge	Türkiye	2014
Eskişehir High Speed Railway Passing Station	Türkiye	2014
Eskişehir Tramway Extension Lines	Türkiye	2014
Polatlı Şişecam Glass Factory	Türkiye	2014
Kargı Hydroelectric Power Plant	Türkiye	2015
Tandoğan – Keçiören (M4) Metro	Türkiye	2016
Konya – Karaman High Speed Railway	Türkiye	2016
Konak and Karşıyaka Tramways	Türkiye	2019
Mecidiyeköy – Mahmutbey Metro	Türkiye	2019
Gaziray Railway	Türkiye	2019
Samsun Kalın Railway	Türkiye	2019
Ankara High Speed Train Depot & Maintenance Complex	Türkiye	2019
Sekapark – Bus Terminal Tramway	Türkiye	2021
Sabiha Gökçen Metro	Türkiye	2022
Sincan – Ankara – Kayaş Railway	Türkiye	2023
Kayseri Tramway	Türkiye	2024

Selected Completed Projects

INTERNATIONAL PROJECTS	Country	Completion Date
Manama Bahrain ALBA Coke Calcination and Sea Water Desalination Plant	Bahrain	2002
Warsaw Metro 2	Poland	2014
Warsaw S2 Highway	Poland	2020
Dubai Expolink 2020 Metro	United Arab Emirates	2021
Warsaw Metro Brodno	Poland	2022
Warsaw Metro Bemowo	Poland	2022
Warsaw Wola Metro	Poland	2022
Poznan Tramway	Poland	2023
Kvarnberget Railway	Sweden	2024
Swinoujście Tunnel	Poland	2024

Contact

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