

**CALL FOR EXTRAORDINARY GENERAL
ASSEMBLY MEETING BY BATAİÖKE SÖKE
ÇİMENTO SANAYİ TÜRK A.Ş. BOARD OF
DIRECTORS**

The Extraordinary General Assembly Meeting of our Company will be held on Wednesday, 22.11.2023 at 14.00 at the company headquarters general administration building at Ankara Caddesi No.335 Bornova-İZMİR in order to discuss and resolve on the following agenda items.

Pursuant to Article 30 of the Capital Markets Law, the list of attendees is prepared by our company based on the list of shareholders provided by Merkezi Kayıt Kuruluşu A.Ş. (MKK). In the preparation of the list of attendees, the "Shareholders' Schedule" to be provided by the Central Registry Agency before the meeting is taken as basis for the dematerialized shares. On the other hand, our shareholders who do not want their identities and the information regarding the shares in their accounts to be notified to our Company, and therefore the said information cannot be seen by our Company, are required to apply to the intermediary institutions where their accounts are held and to ensure that the "restriction" preventing their identities and the information regarding the shares in their accounts to be notified to our Company is removed until 16.30 at the latest one day before the Extraordinary General Assembly Meeting, in case they wish to participate in the General Assembly Meeting. The right holders whose names appear on this list may physically attend the Extraordinary General Assembly Meeting of our Company by presenting their identity cards.

Although it is entirely at the sole discretion of our esteemed shareholders to attend the General Assembly Meeting physically or electronically, within the scope of Covid-19 process measures, our esteemed shareholders are advised to attend the meeting electronically.

Shareholders may attend the Extraordinary General Assembly Meeting in person or through their representatives in physical or electronic environment. Our shareholders or their representatives who will attend the General Assembly electronically are required to register their contact information and have a secure electronic signature by registering at the e-MKK Information Portal at MKK. It is not possible for our shareholders or their representatives who have not registered to E-MKK Information Portal and do not have secure electronic signatures to participate in the General Assembly in electronic environment. In addition, our shareholders who will attend the General Assembly meeting electronically or appoint a representative electronically are required to enter these transactions into the Electronic General Assembly System before the General Assembly date in accordance with the electronic general assembly regulations.

In addition, shareholders or their representatives who wish to participate in the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies to be held electronically" published in the Official Gazette dated August 28, 2012 and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be implemented in the General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 and numbered 28396.

Shareholders who will not be able to attend the meeting in person physically or electronically should arrange their proxies in accordance with the sample below or submit the sample proxy form to our company headquarters or www.batisoke.com.tr and submit their proxies in accordance with the Capital Markets Board's Communiqué No. II-30.1 on Voting by Proxy and Proxy Solicitation.

It is submitted for the information of Dear Shareholders.

Sincerely,

BOARD OF DIRECTORS

BATISÖKE SÖKE ÇİMENTO SANAYİİ TÜRK A.Ş.
EXTRAORDINARY GENERAL ASSEMBLY MEETING AGENDA

1. Opening; formation of the Presidium and authorization of the Presidium to sign the minutes of the General Assembly Meeting,
2. Amendment of Articles 6 (Capital), 9 (Board of Directors and its Term), 18 (General Assembly Meeting Procedure), 19 (Appointment of Proxy), 20 (Method of Voting) and 25 (*Dividend Distribution Date*) of the Articles of Association of our Company and addition of Article 30 (*Compliance with Corporate Governance Principles*) to the Articles of Association of our Company,
3. Questions and suggestions.

DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 6-Capital	Article 6-Capital
<p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to this system with the decision of the Capital Markets Board dated 14.03.2013 and numbered 9/293.</p> <p>The Registered Capital of the Company is 800,000,000. (Eight Hundred Million) Turkish Liras and this capital amount is divided into 80,000,000,000 (Eighty billion) shares, each with a nominal value of 1 (One) Kuruş.</p> <p>The authorized capital ceiling permission granted by the Capital Markets Board is valid for five years from 2019 until the end of 2023.</p> <p>Even if by the end of 2023 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2023, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, no capital increase can be made with the decision of the Board of Directors.</p> <p>The issued capital of the company is 400,000,000 (Four hundred million) TL and has been paid in full free of collusion. This capital amount is divided into 40,000,000,000 (Forty Billion) shares with a nominal value of 1 (One) Kuruş each. The capital of the Company may be increased or decreased when necessary in accordance with the provisions of the Turkish Commercial Code and Capital Markets legislation.</p> <p>TL 400,000,000 of this capital, consisting of TL 14,956.13 of Group A registered shares, TL 59,824.54 of Group A bearer shares and TL 399,925,219.33 of Group B bearer shares, has been fully paid.</p> <p>Group A shares do not grant any rights and privileges to their holders other than those set forth in Article 9.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling, to issue shares above their nominal value, to partially or completely restrict the shareholders'</p>	<p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to this system with the decision of the Capital Markets Board dated 14.03.2013 and numbered 9/293.</p> <p>The Registered Capital of the Company is 2,000,000,000 (two billion) Turkish Liras and this capital amount is divided into 200,000,000,000 (two hundred billion) shares each with a nominal value of 1 (One) Kuruş.</p> <p>The authorized capital ceiling permission granted by the Capital Markets Board is valid for five years from 2023 until the end of 2027.</p> <p>Even if by the end of 2027 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2027, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, no capital increase can be made with the decision of the Board of Directors.</p> <p>The issued capital of the company is 400,000,000 (Four hundred million) TL and has been paid in full free of collusion. This capital amount is divided into 40,000,000,000 (Forty Billion) shares with a nominal value of 1 (One) Kuruş each. The capital of the Company may be increased or decreased when necessary in accordance with the provisions of the Turkish Commercial Code and Capital Markets legislation.</p> <p>TL 400,000,000 of this capital, consisting of TL 14,956.13 of Group A registered shares, TL 59,824.54 of Group A bearer shares and TL 399,925,219.33 of Group B bearer shares, has been fully paid.</p> <p>Group A shares do not grant any rights and privileges to their holders other than those set forth in Article 9.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling, to issue shares above their nominal value, to partially or completely restrict the shareholders'</p>

<p>rights to purchase new shares, and to take decisions on these matters when it deems necessary in accordance with the provisions of the Capital Markets Law between 2022 and 2026. The authorization to restrict the acquisition of new shares may not be used in a manner that may lead to inequality among shareholders.</p> <p>No new shares can be issued unless all of the issued shares are sold and the consideration is collected.</p> <p>While the nominal value of the shares was TL 500, it was first changed to 1 New Kuruş in accordance with the Decree No. 5274 on the Amendment of the Turkish Commercial Code, and then to 1 Kuruş in accordance with the Council of Ministers Decree No. 2007/11963 dated April 4, 2007, as the word "New" in the New Turkish Lira and New Kuruş was abolished on January 1, 2009. Due to this change, the total number of shares decreased and shares with a nominal value of 1 (New) Kuruş were given in exchange for 20 shares of TL 500. The rights of the shareholders arising from the shares they hold are reserved in relation to the said change.</p> <p>The expressions "Turkish Lira" in these articles of association are the expressions amended in accordance with the aforementioned Decree of the Council of Ministers</p> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p> <p>The share capital of the Company is 400,000,000.00 Turkish Liras in total, divided into 40000000000 shares each with a value of 0.01 Turkish Liras. Of these shares, 1495613 are registered shares and 39998504387 are bearer shares.</p>	<p>rights to purchase new shares, and to take decisions on these matters when it deems necessary in accordance with the provisions of the Capital Markets Law between 2022 and 2026. The authorization to restrict the acquisition of new shares may not be used in a manner that may lead to inequality among shareholders.</p> <p>No new shares can be issued unless all of the issued shares are sold and the consideration is collected.</p> <p>While the nominal value of the shares was TL 500, it was first changed to 1 New Kuruş in accordance with the Decree No. 5274 on the Amendment of the Turkish Commercial Code, and then to 1 Kuruş in accordance with the Council of Ministers Decree No. 2007/11963 dated April 4, 2007, as the word "New" in the New Turkish Lira and New Kuruş was abolished on January 1, 2009. Due to this change, the total number of shares decreased and shares with a nominal value of 1 (New) Kuruş were given in exchange for 20 shares of TL 500. The rights of the shareholders arising from the shares they hold are reserved in relation to the said change.</p> <p>The expressions "Turkish Lira" in these articles of association are the expressions amended in accordance with the aforementioned Decree of the Council of Ministers</p> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p> <p>The share capital of the Company is 400,000,000.00 Turkish Liras in total, divided into 40000000000 shares each with a value of 0.01 Turkish Liras. Of these shares, 1495613 are registered shares and 39998504387 are bearer shares.</p>
<p>Article 9- BOARD OF DIRECTORS AND TERMS</p>	<p>Article 9- BOARD OF DIRECTORS AND TERMS</p>
<p>The affairs and administration of the Company shall be carried out by the Board of Directors consisting of at least 5 (five) and at most 11 (eleven) members to be elected by the General Assembly for a maximum period of three years in accordance with the provisions of the Turkish Commercial Code and in compliance with the capital markets legislation.</p> <p>All members of the Board of Directors are elected from among the candidates proposed by the majority of Class A shareholders.</p> <p>Pursuant to Article 363 of the Turkish Commercial Code, the member to be elected to the Board of Directors to be opened shall be approved by the majority of Group A shareholders.</p> <p>Re-election of board members is permitted. If necessary, at the General Assembly meeting to be held, some or all of the members of the Board of Directors may be dismissed and others may be elected in their place. Even in this case the provisions of the second paragraph of this Article shall be reserved.</p> <p>For independent members of the Board of Directors, the regulations of the Capital Markets Board are complied with.</p>	<p>The affairs and administration of the Company shall be carried out by the Board of Directors consisting of at least 7 (seven) and at most 9 (nine) members to be elected by the General Assembly for a maximum period of three years in accordance with the provisions of the Turkish Commercial Code and in compliance with the capital markets legislation.</p> <p>All members of the Board of Directors are elected from among the candidates proposed by the majority of Class A shareholders.</p> <p>Pursuant to Article 363 of the Turkish Commercial Code, the member to be elected to the Board of Directors to be opened shall be approved by the majority of Group A shareholders.</p> <p>Re-election of board members is permitted. If necessary, at the General Assembly meeting to be held, some or all of the members of the Board of Directors may be dismissed and others may be elected in their place. Even in this case the provisions of the second paragraph of this Article shall be reserved.</p> <p>For independent members of the Board of Directors, the regulations of the Capital Markets Board are complied with.</p>
<p>Article 18 - GENERAL ASSEMBLY MEETING PROCEDURE</p>	<p>Article 18 - GENERAL ASSEMBLY MEETING PROCEDURE</p>
<p>General Assembly Meetings shall be chaired by the Chairman of the Board of Directors or, in his/her absence or inability to preside, by a member to be elected by the General Assembly from among the members of the Board of Directors.</p> <p>The chairman of the meeting shall elect a clerk, who need not be a shareholder, and a vote collector from among the shareholders.</p>	<p>General Assembly Meetings shall be chaired by the Chairman of the Board of Directors. In case of his/her excuse, the deputy chairman shall preside, and in his/her excuse, the chairman shall be elected by the General Assembly.</p> <p>The chairman of the meeting shall elect a clerk, who need not be a shareholder, and a vote collector.</p>
<p>Article 19 - APPOINTMENT OF PROXY</p>	<p>Article 19 - APPOINTMENT OF PROXY</p>

<p>Shareholders may be represented at the General Assembly meetings by proxies to be selected from</p> <p>Among themselves with the power of attorney they will give or they may be represented by proxies to be chosen from non-shareholders. In this case, proxies may cast their own votes and the votes of one or more shareholders for whom they are proxy.</p>	<p>The Capital Markets Board's regulations on voting by proxy shall be complied with in the General Assembly meetings. In order to exercise his/her rights arising from his/her shares, the shareholder may attend the general assembly himself/herself or may send a person who is or is not a shareholder to the general assembly as a representative within the framework of the Capital Markets Law and the relevant legislation regulations.</p>
<p>ARTICLE 20 METHOD OF VOTING</p>	<p>ARTICLE 20 METHOD OF VOTING</p>
<p>The provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation shall be complied with regarding voting at the General Assembly Meetings.</p> <p>At the General Assembly meetings, votes are cast by raising hands. However, secret ballot may be resorted to upon the request of the shareholders holding one tenth of the capital represented by the shareholders present.</p> <p>The regulations to be introduced by the internal directive of the general assembly established in accordance with the Turkish Commercial Code and the legal regulations regarding voting in electronic environment are reserved.</p>	<p>The provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation shall be complied with regarding voting at the General Assembly Meetings.</p> <p>If one tenth of the capital represented by the shareholders present at the meeting requests a secret ballot, the votes shall be cast in secret.</p> <p>The regulations to be introduced by the internal directive of the general assembly established in accordance with the Turkish Commercial Code and the legal regulations regarding voting in electronic environment are reserved.</p>
<p>ARTICLE 25 DIVIDEND DISTRIBUTION DATE</p>	<p>ARTICLE 25 DIVIDEND DISTRIBUTION DATE</p>
<p>The date of distribution of the portion of the annual profit belonging to the shareholders shall be determined by the General Assembly upon the proposal of the Board of Directors, in accordance with the provisions of the Capital Markets Law and the relevant legislation. Profits distributed in accordance with the provisions of these Articles of Association are irrevocable. Dividends not received within 5 years following the date of dividend distribution determined by the General Assembly shall lapse and shall be dealt with in accordance with the provisions of the applicable legislation.</p>	<p>The date of distribution of the portion of the annual profit belonging to the shareholders shall be determined by the General Assembly upon the proposal of the Board of Directors, in accordance with the provisions of the Capital Markets Law and the relevant legislation. Profits distributed in accordance with the provisions of these Articles of Association are irrevocable. Dividends not received within 5 years following the date of dividend distribution determined by the General Assembly shall lapse and shall be dealt with in accordance with the provisions of the applicable legislation.</p>
	<p>Article 30 - COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES</p>
	<p>Corporate governance principles required to be implemented by the Capital Markets Board are complied with.</p> <p>The regulations of the Capital Markets Board on corporate governance principles shall be complied with in transactions deemed to be material in terms of the application of corporate governance principles and in the Company's material related party transactions and in transactions regarding the provision of guarantees, pledges and mortgages in favor of third parties.</p> <p>The regulations of the Capital Markets Board on corporate governance principles shall be complied with in transactions deemed to be material in terms of the application of corporate governance principles and in the Company's material related party transactions and in transactions regarding the provision of guarantees, pledges and mortgages in favor of third parties.</p>

POWER OF ATTORNEY

BATISÖKE SÖKE ÇİMENTO SANAYİİ TÜRK A.Ş.

Batisöke Söke Çimento Sanayii Türk A.Ş. will hold a meeting on Wednesday, 22.11.2023 at 14.00 on Ankara Cad. No:335 Bornova- İZMİR on Wednesday, in order to be authorized to represent me, to vote, to make proposals and to sign the necessary documents in line with the views I have expressed below, I hereby appoint as my proxy, who is introduced in detail

Name/Surname/Title of Trade:

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

(*) For foreign proxies, the equivalent of the aforementioned information, if any, must be submitted.

A) SCOPE OF REPRESENTATION AUTHORIZATION

1. About the Matters on the Agenda of the General Assembly;

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

Agenda Items (*)	Acceptance	Rejection	Dissenting Opinion
1.			
2.			
3.			

(*) The items on the agenda of the General Assembly shall be listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure proxy voting.

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

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

B) The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.

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

- a) Order and series:*
- b) Number/Group:**
- c) Number-Nominal value:
- d) Whether there are voting privileges:
- e) Bearer-Registered:*
- f) Proportion of total shares/voting rights held by the shareholder:

*This information is not requested for dematerialized shares.

**For dematerialized shares, information regarding the group, if any, will be given instead of the number.

2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the general assembly prepared by the CRA one day before the general assembly date.

FULL NAME or TITLE of SHAREHOLDER(*) :

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

Address:

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

SIGNATURE