

**MINUTES OF THE EXTRAORDINARY GENERAL
ASSEMBLY MEETING OF
BATISÖKE SÖKE ÇİMENTO SANAYİİ T.A.Ş. HELD ON
22.11.2023**

The Extraordinary General Assembly Meeting of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi (our Company/Company) was held on 22.11.2023 at 14.00 in the meeting hall at the Company's head office address "Ankara Caddesi No.335 Bornova/İZMİR" under the supervision of Ministry representatives Kadir Çayır and Aydoğan Taşdemir, who were assigned by the letter dated 17.11.2023 and numbered E-52101085-431.03-0009 1 077691 of İzmir Provincial Directorate of Trade on behalf of the Republic of Türkiye Ministry of Trade.

The invitation to the meeting was made in due time, as stipulated in the law and the Articles of Association and including the agenda, by being published in the Turkish Trade Registry Gazette issue no. 10947 dated October 31, 2023, on the Company's website at www.batisoke.com.tr, on the Public Disclosure Platform (PDP) and on the Electronic General Assembly System (e-GENEL KURUL) of the Central Registry Agency.

Upon examination of the List of Attendants, out of 40,000,000,000 shares corresponding to the Company's total capital of 400,000,000,000 Turkish Liras, 7,428,067 Group A shares with a nominal value of 74,280.670 Turkish Liras and 29,841,977,210.8 Group B shares with a total nominal value of 298.419.772,108 Turkish Liras and 29.841.977.210,8 Group B shares with a total nominal value of 298.494.052,778 Turkish Liras, representatively, and zero shares with a total nominal value of zero Turkish Liras, in person, and 29.849.405,277.8 shares with a total nominal value of 298,494,052.778 Turkish Liras attended the meeting and thus it was understood that the minimum meeting quorum stipulated in both the law and the Articles of Association was present and it was determined that the Company fulfilled the preparations for the electronic general assembly in accordance with the legal regulations within the framework of the Turkish Commercial Code No. 6102 (TCC), Capital Markets Legislation and Central Registry Agency regulations, the meeting was opened by Mr. Gülant Candaş, Deputy Chairman of the Board of Directors. Mr. Gülant Candaş, Deputy Chairman of the Board of Directors, opened the meeting and read the agenda items.

Proceeded to the Item 1 of the agenda;

Pursuant to Article 18 of the Company's Articles of Association, in order to constitute the Chairmanship of the Extraordinary General Assembly Meeting, upon the excuse of the Chairman of the Board of Directors, Gülant Candaş, Deputy Chairman of the Board of Directors, was elected as the Chairperson of the Extraordinary General Assembly Meeting, with 29,953,398,215.80 affirmative votes against zero dissenting votes

The Meeting Chairman appointed Ömer Çağdaş Selvi, representing Batıçim Batı Anadolu Çimento Sanayii A.Ş., as Vote Collector and Gözde Güliz Ceyhan as Minutes Clerk. Authorizing the Meeting Chairmanship to sign the minutes of the meeting and all other documents, especially the minutes and annexes to the minutes, on behalf of the General Assembly was approved with 29,953,398,215.80 affirmative votes against zero dissenting votes.

Proceeded to the Item 2 of the agenda;

With the permission letter of the Capital Markets Board dated 16.11.2023 and numbered E-29833736-110.04.04-45303 and the permission letter of the Republic of Türkiye Ministry of Trade dated 20.11.2023 and numbered E-50035491-431.02-0009 II O1878, the draft amendments to the Articles of Association of the Company for the 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) and the addition of Article 30 (Compliance with Corporate Governance Principles) to the Articles of Association of the Company were presented.

The draft amendment to Article 6 (Capital) of the Company's Articles of Association, as approved by the Capital Markets Board and the Ministry of Trade, was approved with 29,953,398,215.80 affirmative votes against zero dissenting votes.

The draft amendment to Article 9 (Board of Directors and its Term) of the Company's Articles of Association, as approved by the Capital Markets Board and the Ministry of Trade, was approved with 29,953,398,215.80 affirmative votes against zero dissenting votes.

The draft amendment to Article 18 (General Assembly Meeting Procedure) of the Company's Articles of Association, as approved by the Capital Markets Board and the Ministry of Trade, was approved with 29,953,398,215.80 affirmative votes against zero dissenting votes.

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The draft amendment to Article 19 (*Appointment of Proxy*) of the Company's Articles of Association, as approved by the Capital Markets Board and the Ministry of Trade, was approved with 29,953,398,215.80 affirmative votes against zero dissenting votes.

The draft amendment to Article 20 (*Method of Voting*) of the Company's Articles of Association, as approved by the Capital Markets Board and the Ministry of Trade, was approved with 29,953,398,215.80 affirmative votes against zero dissenting votes.

The draft amendment to Article 25 (*Dividend Distribution Date*) of the Company's Articles of Association, as approved by the Capital Markets Board and the Ministry of Trade, was approved with 29,953,398,215.80 affirmative votes against zero dissenting votes.

The draft amendment to addition of Article 30 (*Compliance with Corporate Governance Principles*) to the Company's Articles of Association, as approved by the Capital Markets Board and the Ministry of Trade, was approved with 29,953,398,215.80 affirmative votes against zero dissenting votes.

Proceeded to the Item 3 of the agenda;

It was observed that there were no wishes and suggestions.

Since the agenda was completed, the meeting was adjourned by the Meeting Chairman.

Meeting Chairman.

Gülant Candaş

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Ministry of Trade Representative

Kadir Çayır

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**Ministry of Trade
Representative**

Aydoğan Taşdemir

[Signature]

Vote Collection Officer

Representing Batıçim Batı Anadolu Çimento Sanayii A.Ş.

Ömer Çağdaş Selvi

[Signature]

Minutes Clerk

Gözde Güliz Ceyhan

[Signature]

Annexes to the Minutes: A total of one annex

1- Amendment to the Articles of Association

BATISÖKE SÖKE ÇİMENTO SANAYİİ TÜRK A.Ş.
AMENDMENT TEXT OF ARTICLES OF
ASSOCIATION

OLD TEXT	NEW TEXT
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>Authorized Capital of the Company is equal to 800,000,000 (Eight hundred million) Turkish Lira and this capital amount is divided into 80,000,000,000 (Eighty billion) shares with a nominal value of 1 (One) Kuruş each.</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 TL 400,000,000 (Four Hundred Million) and has been fully paid 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 Class A registered shares, TL 59,824.54 of Class A bearer shares and TL 399,925,219.33 of Class B bearer shares, has been fully paid.</p> <p>From 2019 until the end of 2023, the Board of Directors is authorized to increase</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>Authorized Capital of the Company is equal to 2,000,000,000 (Two billion) Turkish Lira and this capital amount is divided into 200,000,000,000 (Two hundred billion) shares with a nominal value of 1 (One) Kuruş each.</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 TL 400,000,000 (Four Hundred Million) and has been fully paid 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 Class A registered shares, TL 59,824.54 of Class A bearer shares and TL 399,925,219.33 of Class 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>From 2019 until the end of 2023, the Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the registered capital ceiling, to issue shares above their nominal value,</p>

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<p>the issued capital by issuing bearer shares up to the registered capital ceiling, to issue shares above their nominal value, to partially or completely restrict the rights of shareholders to acquire new shares and to take decisions on these matters when it deems necessary in accordance with the provisions of the Capital Markets Law. The authorization to restrict the right to acquire new shares shall not be used in a manner that would 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>to partially or completely restrict the rights of shareholders to acquire new shares and to take decisions on these matters when it deems necessary in accordance with the provisions of the Capital Markets Law. The authorization to restrict the right to acquire new shares shall not be used in a manner that would 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 the capital markets legislation.</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 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>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 I</p>
<p>General Assembly Meetings shall be chaired by the Chairman of the Board of Directors or, in his 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 among themselves or from non-shareholders with a power of attorney to be given in accordance with the Capital Markets Law and Capital Markets Board regulations. 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, However, it may resort to secret ballot upon the request of shareholders holding one tenth of the capital represented by the shareholders present.</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>It may resort to secret ballot upon the request of shareholders holding one tenth of the capital represented by the shareholders present at the meeting.</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 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 cannot be taken back. 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>Upon the proposal of the Board of Directors, the General Assembly determines the date of distribution of the portion of the annual profit belonging to the shareholders in accordance with the provisions of the Capital Markets Law and the relevant legislation. Dividends distributed in accordance with the provisions of these Articles of Association cannot be taken back.</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 number and qualifications of the independent members of the Board of Directors are determined in accordance with the regulations of the Capital Markets Board on corporate governance.</p>

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