

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY
MEETING OF BATISÖKE SÖKE ÇİMENTO SANAYİ T.A.Ş.
HELD ON 02.07.2024**

The Ordinary General Assembly Meeting of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi (the Company) for the year 2023 will be held on 02.07.2024 at **10:30** am at the Company's headquarters address "*Ankara Caddesi No.335 Bornova/İZMİR*" under the supervision of the representatives of the Ministry assigned by the letter dated 27.06.2024 and numbered E-52101085-431.03-00098143259 of İzmir Provincial Directorate of Commerce on behalf of the Ministry of Commerce, Pinar Demir with the ID number 28334412658 and Mustafa Düzen with the ID number 61555193050.

The invitation for the meeting was published in the Turkish Trade Registry Gazette dated 10.06.2024 and numbered 11100, as stipulated in the law and the articles of association, and including the agenda, and in the Company's www.batisoke.com.tr the Public Disclosure Platform (KAP) and the Electronic General Assembly System (EGKS) of the Central Registry Agency.

Upon examination of the List of Attendants, it is understood that out of 40,000,000,000 shares corresponding to the total capital of the Company amounting to 400,000,000 Turkish Liras, 29,856,317,277.8 shares with a nominal value of 298,563,172,778 Turkish Liras, 12,470,3096 shares with a nominal value of 298,563,297,481096 Turkish Liras, 124,703096 shares with a total nominal value of 298,563,297,481096 Turkish Liras, and it was thus 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. opened the meeting and read the agenda items.

Proceeded to the Item 1 of the agenda;

Pursuant to Article 18 (*General Assembly Meeting Procedure*) of the Company's Articles of Association, due to the excuse of Mr. Sabit Aydın, the Chairman of the Board of Directors, Mr. Gülant Candaş, Deputy Chairman of the Board of Directors, assumed the duty of the Chairman of the Ordinary General Assembly Meeting on behalf of the Board of Directors that called for the meeting. The Meeting Chairman appointed Adil Uludağ as Vote Collector and Orçun Turan as Minutes Clerk. Authorizing the Meeting Chairmanship to sign all other documents, especially the minutes and annexes to the minutes of the meeting, on behalf of the General Assembly was unanimously approved with 29,856,329,748.1096 affirmative votes against 0 dissenting votes.

Proceeded to the Item 2 of the agenda;

The Company's annual report for the year 2023, the report of the independent external auditing firm, the balance sheet and profit and loss accounts shall be published on the Public Disclosure Platform, on the Electronic General Assembly System of the Central Registry Agency, prior to the General Assembly Meeting, and the Company's www.batisoke.com.tr Due to the fact that the annual report was announced on the Company's website and in the printed annual report booklet, and that it was made available for shareholders' review at the Company's headquarters and branches, the proposal made by Çiftay İnşaat Taahhüt ve Ticaret A.Ş., a shareholder of the Company, not to read the annual report and to read only the conclusion part of the independent external audit firm's report, considering its volume, was submitted to the approval of the general assembly, and was accepted with 29,856,329,748.1096 affirmative votes against 0 dissenting votes.

Evrin Serken Çokşen, the representative of the independent external audit firm, read the conclusion part of the independent external audit firm's report.

The Company's 2023 annual report, independent external auditors' report and financial statements were discussed. As a result of the voting, the Company's 2023 annual report, independent external auditors' report, balance sheet and profit and loss accounts were unanimously approved with 29,856,329,748.1096 affirmative votes against 0 dissenting votes.

Proceeded to the Item 3 of the agenda;

Ömer Çağdaş Selvi, member of the Board of Directors of the Company, provided the following information regarding the related party transactions of the Company in 2023:

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The amount of cement sales made by the Company to its subsidiary Batibeton Sanayi A.Ş. and its shareholder Batıçim Batı Anadolu Çimento Sanayii A.Ş. within the scope of related party transactions at market prices (comparable price method) in 2023 is 271,907 (*two hundred seventy-one thousand nine hundred and seven*) tons, clinker sales amount is 2,078 (*two thousand seventy-eight*) tons and petcoke sales amount is 10,321 (*ten thousand three hundred and twenty-one*) tons. Regarding these sales, cement sales amounted to 365,657,501 (*two hundred and sixty-five million six hundred and fifty-seven thousand five hundred and one*) Turkish Liras, clinker sales amounted to 1,766,538 (*one million seven hundred and sixty-six thousand five hundred and thirty-eight*) Turkish Liras and petcoke sales amounted to 42,029,631 (*forty-two million twenty-nine thousand six hundred and thirty-one*) Turkish Liras.

206,040 (*two hundred six thousand forty*) tons of cement sold was sent to various concrete plants of Batibeton Sanayi A.Ş., 65,867 (*sixty five thousand eight hundred sixty seven*) tons of cement, 2,078 (*two thousand seventy eight*) tons of clinker and 10,321 (*ten thousand three hundred twenty one*) tons of petcoke were sold to Batıçim Batı Anadolu Çimento Sanayii A.Ş.

This information is provided in accordance with the SEC communiqué since the Company's transactions with related party companies exceed 10% of the Company's total turnover.

Proceeded to the Item 4 of the agenda;

Ömer Çağdaş Selvi, member of the Board of Directors of the Company, provided the following information regarding the donations and grants made by the Company in 2023:

In 2023, the total amount of donations and grants made amounted to 288,766.80 (*two hundred and eighty-eight thousand seven hundred and sixty-six Turkish Liras and eighty kuruş*) Turkish Liras. The aforementioned donations and grants consist of payments made to Söke Municipality, Sazlı Neighborhood Mukhtar's Office, Ministry of Environment, Urbanization and Climate Change, and organizations engaged in community activities.

Proceeded to the Item 5 of the agenda;

Gülant Candaş, Deputy Chairman of the Board of Directors of the Company, informed that there were no guarantees, pledges and mortgages given by the Company and its subsidiaries in favor of third parties within the activity year 2023

Proceeded to the Item 6 of the agenda;

The release of Mr. Sabit AYDIN was submitted to the approval of the General Assembly and he was unanimously discharged with 29,856,329,748.1096 affirmative votes against 0 negative votes for the activities, accounts and all other disposals for the year 2023. The release of Mr. Gülant CANDAŞ was submitted to the approval of the General Assembly and he was unanimously discharged with 29,856,329,748.1096 affirmative votes against one dissenting vote for the activities, accounts and all other disposals for the year 2023. The release of Mr. Erdoğan GÖĞEN was submitted to the approval of the General Assembly and he was unanimously discharged with 29,856,329,748.1096 affirmative votes against one dissenting vote for the activities, accounts and all other disposals for the year 2023. The release of Mr. Ömer Çağdaş SELVİ was submitted to the approval of the General Assembly and he was unanimously discharged with 29,856,329,748.1096 affirmative votes against one dissenting vote for the activities, accounts and all other disposals for the year 2023.

The release of Mr. Şükrü Serdar BAĞCIOĞLU was submitted to the approval of the General Assembly and he was unanimously discharged with 29,856,329,748.1096 affirmative votes against one dissenting vote for the activities, accounts and all other disposals for the year 2023.

The release of Mr. Mustafa Teoman GÜRGAN was submitted to the approval of the General Assembly and he was unanimously discharged with 29,856,329,748.1096 affirmative votes against one dissenting vote for the activities, calculated and all other disposals for the year 2023.

The release of Mr. Ufuk Bala YÜCEL was submitted to the approval of the General Assembly and he was unanimously discharged with 29,856,329,748.1096 affirmative votes against one dissenting vote for the activities, accounts and all other disposals for the year 2023.

Proceeded to the Item 7 of the agenda;

With the permission letter of the Capital Markets Board dated 24.05.2024 and numbered E-29833736-110.03.03-54468 and the permission letter of the Ministry of Trade dated 14.06.2024 and numbered E-50035491 -431.02-00097926933, the directive regarding the draft amendment to the Articles of Association for the amendment of Article 18 (General Assembly Meeting Procedure) of the Company's Articles of Association was informed by Ömer Çağdaş Selvi, member of the Board of Directors of the Company. The draft amendment to the Articles of Association was submitted to the approval of the General Assembly as approved by the Capital Markets Board and the Ministry of Trade.

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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 unanimously approved with 29,856,329,748.1096 affirmative votes against 0 dissenting votes.

Proceeded to the Item 8 of the agenda;

Pursuant to Article 9 (*Board of Directors and Duration*) of the Articles of Association of the Company, since the Board of Directors of the Company may consist of at least 7 and at most 9 members, the number of members of the Board of Directors was put to vote. The proposal submitted by the representative of Batıçim Batı Anadolu Çimento Sanayii A.Ş., a shareholder of our Company, to determine the number of members of the Board of Directors as 7 (seven) and the term of office as 3 (three) years was submitted to the approval of the General Assembly and was accepted with 29,849,417,748.1096 affirmative votes against 6,912,000 dissenting votes.

The Board of Directors member nominees determined at the Special General Assembly Meeting of Group A Shareholders and the Independent Board of Directors member nominees determined to be submitted for the approval of the General Assembly pursuant to the Board of Directors decision dated 05.06.2024 and numbered 718 of our Company's Board of Directors and approved at the Special General Assembly Meeting of Group A Shareholders were submitted for the approval of the General Assembly. Accordingly, Mr. Sabit Aydın, Mr. Gülant Candaş, Mr. Ömer Çağdaş Selvi and Mr. Erdoğan Göğen were elected as members of the Board of Directors and Mr. Mehmet Şahne, Mr. Ufuk Bala Yücel and Mr. Mustafa Teoman Gürkan were elected as independent members of the Board of Directors for a term of 3 years with 29,849,417,748.1096 affirmative votes against 6,912,000 dissenting votes.

Proceeded to the Item 9 of the agenda;

The proposal made by the representative of Batıçim Batı Anadolu Çimento Sanayii A.Ş., a shareholder of the Company, regarding the remuneration to be paid to the members of the Board of Directors was read. The payment of a monthly gross salary of 50,000 (fifty thousand) Turkish Liras to each member of the Board of Directors was approved with 29,849,417,748.1096 affirmative votes against 6,912,000 dissenting votes.

Proceeded to the Item 10 of the agenda;

The proposal made by the representative of Batıçim Batı Anadolu Çimento Sanayii A.Ş., a shareholder of the Company, to determine the upper limit of donations to be made in 2024 as 6,000,000 (*six million*) Turkish Liras was read. 6,000,000 (six million) Turkish Liras as the upper limit of donations for the 2024 accounting year was approved with 29,849,417,748.1096 affirmative votes against 6,912,000 dissenting votes.

Proceeded to the Item 11 of the agenda;

2023 profit distribution proposal of the Company's Board of Directors was read. As stated in the decision dated 06.06.2024 and numbered 720 taken by the Board of Directors, the proposal that "872,801. 767 (eight hundred and seventy-two million eight hundred and one thousand seven hundred and sixty-seven) Turkish Liras, which is the net distributable profit for the period of 2023, calculated in accordance with the Capital Markets legislation, will not be distributed through bonus issue or in cash, but will be allocated entirely to extraordinary reserves" was first read and voted by the Chairman of the Meeting as "to distribute" by mistake, and then it was read again with the correction made by the Chairman of the Meeting as "not to distribute" and submitted to the approval of the General Assembly. The proposal of the Board of Directors not to distribute dividends was unanimously approved with 29,856,329,748.1096 positive votes against 0 negative votes.

Proceeded to the Item 12 of the agenda;

Pursuant to the proposal given by the Board of Directors and as stated in the resolution dated 29.04.2024 and numbered 716 taken by the Board of Directors, the selection of DRT Bağımsız Denetim ve SMMM A.Ş. as the independent external audit company for the fiscal year 2024 in line with the proposal of the Audit Committee of the Company was approved with 29,856,329,748.1096 affirmative votes against 0 dissenting votes.

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Proceeded to the Item 13 of the agenda;

Granting permission to Mr. Sabit AYDIN for the duration of his term of office in accordance with Articles 395 and 396 of the TCC was approved with 29,856,329,648.1096 affirmative votes against 100 dissenting votes.
Granting permission to Mr. Gülant CANDAS for the duration of his term of office pursuant to Articles 395 and 396 of the TCC was approved with 29,856,329,648.1096 affirmative votes against 100 dissenting votes.
Granting permission to Mr. Erdoğan GÖĞEN for the duration of his term of office in accordance with Articles 395 and 396 of the TCC was approved with 29,856,329,648.1096 affirmative votes against 100 dissenting votes.
Granting permission to Mr. Ömer Çağdaş SELVİ for the duration of his term of office in accordance with Articles 395 and 396 of the TCC was approved with 29,856,329,648.1096 affirmative votes against 100 dissenting votes.
Granting permission to Mr. Mehmet ŞAHNE for the duration of his term of office pursuant to Articles 395 and 396 of the TCC was approved with 29,856,329,648.1096 affirmative votes against 100 dissenting votes.
Granting permission to Mr. Mustafa Teoman GÜRGAN for the duration of his term of office in accordance with Articles 395 and 396 of the TCC was approved with 29,856,329,648.1096 affirmative votes against 100 dissenting votes.
Granting permission to Mr. Ufuk Bala YÜCEL for the duration of his term of office in accordance with Articles 395 and 396 of the TCC was approved with 29,856,329,648.1096 affirmative votes against 100 dissenting votes.

Proceeded to the Item 14 of the agenda;

It was seen that there were no wishes and suggestions and there were no objections to the decisions taken.

The Chairman of the Meeting took the floor and thanked everyone who contributed to the activities of 2023 on behalf of himself, the Board of Directors and the shareholders.

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

**Meeting
Chairman**

Ministry of Trade Representative
Pınar Demir

Ministry of Trade Representative
Mustafa Düzen

Gülant Candaş

[Signature]

[Signature]

[Signature]

Vote Collection Officer

Adil Uludağ
[Signature]

Minutes Clerk

Orçun Turan
[Signature]

Annexes to the Minutes: Total 1 (one)
annex

1- Amendment Text of the Articles of
Association

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**Batisöke Söke Çimento Sanayi T.A.Ş.
AMENDMENT TO ARTICLES OF
ASSOCIATION**

<i>OLD FORM</i>	<i>NEW FORM</i>
<p>GENERAL ASSEMBLY MEETING PROCEDURE Article 18</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>GENERAL ASSEMBLY MEETING PROCEDURE Article 18</p> <p>General Assembly Meetings are chaired by one of the executive members of the Board of Directors. In case of their 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>

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[Ministry Representative: Pınar Demir Mustafa Düzen Signature]