

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

The Extraordinary General Assembly Meeting of our Company will be held on Thursday, 31.10.2024 at 11.00 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.

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](http://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 SANAYİ 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. Submitting the independent board member candidate Enis Turan Erdoğan, who was elected for the vacant board membership pursuant to Article 363 of the Turkish Commercial Code, for the approval of the general assembly,
3. Amendment of Article 3 (*Purpose and Subject*) of the Articles of Association of our Company and
4. Questions and suggestions.

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

OLD TEXT	NEW TEXT
ARTICLE 3 - PURPOSE SUBJECT	ARTICLE 3 - PURPOSE SUBJECT
<p>The Company's purpose of establishment and field of activity are as follows:</p> <p>a) Producing, making, marketing, buying and selling, importing and exporting, cement and clinker materials, establishing commercial and industrial facilities in Türkiye and abroad for this purpose, leasing, renting, buying and selling these facilities, becoming a partner or participating in the established ones,</p> <p>b) Producing, manufacturing, marketing, buying and selling, importing and exporting, all kinds of cement products and their intermediate and final products, establishing commercial and industrial facilities in Türkiye and abroad for this purpose, leasing, renting, buying and selling them,</p> <p>c) Manufacturing, marketing, buying and selling, leasing, renting, leasing, importing and exporting all kinds of machinery, cranes, construction and heavy construction machinery, their equipment, tools and equipment, including electronic devices, durable consumer goods, finished and semi-finished products, spare parts, establishing, leasing, renting, buying and selling commercial and industrial facilities in Türkiye and abroad for this purpose, becoming a partner or participating in the established ones,</p> <p>d) <b>Provided that</b> it is related to the purpose and subject of the Company, carrying out transportation activities in Türkiye and abroad, manufacturing, marketing, buying, selling, leasing, renting, leasing, importing and exporting tires and spare parts of all kinds of land and sea vehicles for this purpose, establishing, leasing, renting, buying and selling commercial and industrial facilities in Türkiye and abroad for this purpose, becoming a partner or participating in those already established,</p> <p>e) Engaging in construction related to its subject matter, carrying out plans, projects and other studies and works for this purpose,</p> <p>f) Producing, marketing, buying and selling, importing and exporting, raw materials, fuel, energy, operating and repair materials required for the performance of the activities set forth in paragraphs (a) and (b) above, establishing commercial and industrial facilities in Türkiye and abroad for this purpose, leasing, renting, buying and selling such facilities, becoming a partner or participating in such facilities,</p> <p>g) <b>Provided that</b> the other paragraphs shall remain in full force and effect, to engage in mining related to the purpose and subject matter of the company on a project basis, to extract minerals and ores for this purpose, to sell them domestically and abroad, to process all kinds of marble, granite, limestone, travertine and other marble derivatives and to establish all kinds of facilities for this purpose,</p>	<p>The Company's purpose of establishment and field of activity are as follows:</p> <p>a) Producing, making, marketing, buying and selling, importing and exporting, cement and clinker materials, establishing commercial and industrial facilities in Türkiye and abroad for this purpose, leasing, renting, buying and selling these facilities, becoming a partner or participating in the established ones,</p> <p>b) Producing, manufacturing, marketing, buying and selling, importing and exporting, all kinds of cement products and their intermediate and final products, establishing commercial and industrial facilities in Türkiye and abroad for this purpose, leasing, renting, buying and selling them,</p> <p>c) Manufacturing, marketing, buying and selling, leasing, renting, leasing, importing and exporting all kinds of machinery, cranes, construction and heavy construction machinery, their equipment, tools and equipment, including electronic devices, durable consumer goods, finished and semi-finished products, spare parts, establishing, leasing, renting, buying and selling commercial and industrial facilities in Türkiye and abroad for this purpose, becoming a partner or participating in the established ones,</p> <p>d) To be related to the purpose and subject of the Company <b>on the record</b> engaging in transportation activities in Turkey and abroad, manufacturing, marketing, buying, selling, leasing, renting, renting out, importing and exporting tires and spare parts of all kinds of land and sea vehicles for this purpose, establishing, leasing, renting, buying and selling commercial and industrial facilities in Turkey and abroad for this purpose, becoming a partner or participating in the established ones,</p> <p>e) Engaging in construction related to its subject matter, carrying out plans, projects and other studies and works for this purpose,</p> <p>f) Producing, marketing, buying and selling, importing and exporting, raw materials, fuel, energy, operating and repair materials required for the performance of the activities set forth in paragraphs (a) and (b) above, establishing commercial and industrial facilities in Türkiye and abroad for this purpose, leasing, renting, buying and selling such facilities, becoming a partner or participating in such facilities,</p> <p>g) <b>Provided that</b> the other paragraphs shall remain in full force and effect, to engage in mining related to the purpose and subject matter of the company on a project basis, to extract minerals and ores for this purpose, to sell them domestically and abroad, to process all kinds of marble, granite, limestone, travertine and other marble derivatives and to establish all kinds of facilities for this purpose,</p>

<p>engaging in all kinds of stone and sand quarry, lime production activities and engaging in construction and contracting works for these activities, acquiring, transferring and assigning the exploration, pre-operation and operation licenses of mines, marble and derivatives and stone and sand quarries,</p> <p>h) Acquiring, buying and selling, leasing, renting, renting out, making all kinds of other dispositions on trademarks, models, pictures and trade names, know-how and special manufacturing and production methods, consultancy and engineering services and other similar intangible rights useful for the activities related to the purpose and subject of the Company, and carrying out all kinds of other works and transactions in these matters,</p> <p>i) Provided that the Company complies with the principles determined within the framework of the capital markets legislation in terms of providing guarantees, sureties, collaterals or establishing pledge rights, including mortgages, on its own behalf and in favor of third parties; Acquisition, sale or construction of real estates related to the purpose and subject of the Company or auxiliary or facilitating it and making all kinds of legal dispositions on it. In order to realize the purpose and subject matter of the Company, the Company may borrow money domestically and from abroad with or without collateral in return for mortgages or any other collateral, enter into and terminate commercial enterprise pledges, become a surety for the debts of third parties, establish and terminate mortgages and pledges and all other kinds of real rights,</p> <p>j) Participating in legal entities in order to carry out auxiliary and facilitating activities in relation to the purpose and subject matter of the Company, establishing partnerships with local and foreign real and legal persons, buying and selling shares and shares belonging to public law and private law legal entities, and making all kinds of dispositions on them, provided that they are not in the nature of investment services and activities,</p> <p>k) Buying and selling stocks and all other kinds of securities issued by private law or public law legal entities that are auxiliary to or facilitating the Company's field of activity, and making all kinds of legal dispositions, provided that they are not in the nature of investment services and activities,</p> <p>l) Issuing, trading and selling all kinds of securities and making all kinds of legal dispositions on them, provided that they are not in the nature of investment services and activities,</p> <p>m) To be active in marketing, economic organization, consultancy and feasibility studies related to the above-mentioned businesses</p> <p>n) Granting, acquiring, transferring, leasing and establishing representation, brokerage, agency and dealerships in Türkiye and abroad in relation to the purpose and subject matter of the Company,</p>	<p>engaging in all kinds of stone and sand quarry, lime production activities and engaging in construction and contracting works for these activities, acquiring, transferring and assigning the exploration, pre-operation and operation licenses of mines, marble and derivatives and stone and sand quarries,</p> <p>h) Acquiring, buying and selling, leasing, renting, renting out, making all kinds of other dispositions on trademarks, models, pictures and trade names, know-how and special manufacturing and production methods, consultancy and engineering services and other similar intangible rights useful for the activities related to the purpose and subject of the Company, and carrying out all kinds of other works and transactions in these matters,</p> <p>i) Provided that the Company complies with the principles determined within the framework of the capital markets legislation on the issues of providing guarantees, sureties, collaterals or establishing pledge rights including mortgages on its own behalf and in favor of third parties; Acquisition, sale or construction of real estates related to the purpose and subject of the Company or auxiliary to it or facilitating it and making all kinds of legal dispositions on it, In order to realize the purpose and subject matter of the Company, the Company may borrow money from domestic and foreign countries in return for mortgages or other collateral or without any collateral, enter into and terminate commercial enterprise pledges, become a surety for the debts of third parties, establish and terminate mortgages and pledges and any other real rights,</p> <p>j) Participating in legal entities in order to carry out auxiliary and facilitating activities in relation to the purpose and subject matter of the Company, establishing partnerships with local and foreign real and legal persons, buying and selling shares and shares belonging to public law and private law legal entities, and making all kinds of dispositions on them, provided that they are not in the nature of investment services and activities,</p> <p>k) Buying and selling stocks and all other kinds of securities issued by private law or public law legal entities that are auxiliary to or facilitating the Company's field of activity, and making all kinds of legal dispositions, provided that they are not in the nature of investment services and activities,</p> <p>l) Issuing, trading and selling all kinds of securities and making all kinds of legal dispositions on them, provided that they are not in the nature of investment services and activities,</p> <p>m) To be active in marketing, economic organization, consultancy and feasibility studies related to the above-mentioned businesses</p> <p>n) Granting, acquiring, transferring, leasing and establishing representation, brokerage, agency and dealerships in Türkiye and abroad in relation to the purpose and subject matter of the Company,</p>
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<p>o) To engage in all kinds of training and educational activities related to the purpose and subject matter of the Company, to cooperate with relevant organizations and to participate in their activities,</p> <p><b>p) Establishing, constructing, leasing or leasing all kinds of ports, roads, bridges, canals, sewers, tunnels and railways related to the purpose and subject matter of the Company and carrying out loading and unloading operations, leasing, buying and selling commercial and industrial facilities and acquiring shares from those already established in the country and becoming a partner,</b></p> <p>r) Utilizing all kinds of technology and rationalization measures to achieve the subject of business, and cooperating in this regard,</p> <p>s) Engaging in all kinds of advertisement and advertising works related to the purpose and subject of the Company,</p> <p>t) Establishing a generation facility within the framework of the <b>autoproducer license in accordance with the relevant legislation on the electricity market, mainly to meet its own electricity and heat energy needs</b>, producing electricity and heat energy, selling the electricity and heat energy and/or capacity produced within the framework of the said legislation</p>	<p>o) To engage in all kinds of training and educational activities related to the purpose and subject matter of the Company, to cooperate with relevant organizations and to participate in their activities,</p> <p><b>p) Construction of all kinds of constructions including but not limited to residences, mass housing, workplaces, shopping malls, factories, production facilities, all kinds of workshops, workshops, cultural and social buildings, sports facilities, entertainment centers, public works facilities such as schools and hospitals, industrial and touristic facilities, airport terminals, hangars and facilities, dams, roads, bridges, tunnels, subways, ports, telephone lines and other infrastructure and transportation facilities, real estate project development, contractor, participating in public and private sector tenders as a sub-contractor or in any other capacity, making commitments and carrying out construction activities, purchasing land, buildings and lands for the purpose of building on them or having them built by third parties, selling, renting these places, acting as an intermediary in these matters, carrying out restoration, repair, decoration and maintenance works in existing buildings and constructions, electrical installation, plumbing, central heating systems and all other installation works that may be required.</b></p> <p><b>In relation to all the activities listed above; construction and construction contracting and all kinds of construction materials manufacturing, domestic and foreign trade, especially lime, chemical lime, lime skim, crushed stone, ready-mixed mortar, ready-mixed plaster, ready-mixed concrete aggregate, ready-mixed concrete, lightweight concrete, lightweight aggregate and similar lightweight building elements, and the manufacture, trade, domestic and foreign trade, domestic and foreign purchase and sale, transportation of these or clay made of them, or of clay, such as briquettes, briquettes, cinders, roofing, all kinds of floor tiles and parquet, bricks and all kinds of prefabricated building elements.</b></p> <p><b>Producing, buying, selling, importing and exporting of all the above-mentioned facilities, iron and steel productions, roofs and all kinds of shutters; all kinds of construction and installation materials made of aluminum and plastic, timber, wood, chipboard and home and decoration and materials made of them, making all kinds of urban furniture, prefabricated building elements and all kinds of kitchen and bathroom accessories, ready-made kitchens, interior architecture and garden arrangement, buying, selling, manufacturing, importing and exporting of finished, by-products and raw materials.</b></p> <p>r) Utilizing all kinds of technology and rationalization measures to achieve the subject of business, and cooperating in this regard,</p> <p>s) Engaging in all kinds of advertisement and advertising works related to the purpose and subject of the Company,</p> <p>t) Establishment of generation facilities, generation of electricity and heat energy in accordance with the relevant legislation on the electricity market, and transfer of the generated electricity and heat energy and/or capacity to other legal entities and</p>
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<p><b>in case of surplus production</b>, to other legal entities <b>holding a license</b> and eligible consumers and providing all equipment and fuel related to the electricity generation facility on a <b>non-commercial basis</b>.</p> <p>u) Employment of local and foreign technical and specialized persons in the facilities to be established, conclusion of service <b>contracts</b> with these persons, and obtaining work permits for foreigners.</p> <p>v) <b>The Company</b> may make aids and donations to departments included in the general budget, administrations with annexed budgets, special provincial administrations, municipalities and villages, foundations and associations established for social purposes, institutions and organizations engaged in scientific research and development activities, provided that such aids and donations do not constitute a violation of the Capital Markets Law, necessary material disclosures are made and the donations made during the year are submitted for the information of the shareholders at the general assembly.</p> <p>In the event that it is desired to engage in any other business that may be deemed beneficial and necessary for the Company in the future other than the above-mentioned transactions, the matter shall be submitted to the <b>approval</b> of the General Assembly upon the proposal of the <b>Board of Directors</b>, and after such decision is taken, the desired business may be carried out. For the implementation of this resolution, which is in the nature of an amendment to the Articles of Association, the necessary permission will be obtained from the Ministry of Customs and Trade and the Capital Markets Board, and it will be ensured that it is registered and announced.</p>	<p>eligible consumers within the framework of the said legislation and <b>non-eligible consumers</b> and the availability of all equipment and fuel related to the electricity generation plant <b>including all kinds of activities in the electricity market within the scope of the legislation</b> to be found.</p> <p><b>Participation in the capital and management of companies engaged in the above-mentioned activities, including but not limited to all of these activities, providing maintenance and operation services of all technical infrastructure and systems and establishing all kinds of service units for the electrical energy sector, including power grids and power generation facilities.</b></p> <p>u) Employment of local and foreign technical and specialized persons in the facilities to be established, conclusion of service <b>contracts</b> with these persons, and obtaining work permits for foreigners.</p> <p>v) Provided that it does not constitute a violation of the Capital Markets Law, necessary material disclosures are made and the donations made during the year are presented to the shareholders at the general assembly; <b>making</b> aids and donations to departments included in the general budget, administrations with annexed budgets, special provincial administrations, municipalities and villages, foundations and associations established for social purposes, institutions and organizations engaged in scientific research and development activities.</p> <p>In the event that it is desired to engage in any other business that may be deemed beneficial and necessary for the Company in the future other than the above-mentioned transactions, the matter shall be submitted to the <b>approval</b> of the General Assembly upon the proposal of the <b>Board of Directors</b>, and after such decision is taken, the desired business may be carried out. For the implementation of this resolution, which is in the nature of an amendment to the Articles of Association, the necessary permission will be obtained from the <b>T.R.</b> Ministry of Trade and the Capital Markets Board, and it will be ensured that it is registered and announced.</p>
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**POWER OF ATTORNEY  
BATISÖKE SÖKE ÇİMENTO SANAYİİ TÜRK A.Ş.**

Batisöke Söke Çimento Sanayii Türk A.Ş. will hold an Extraordinary General Assembly Meeting on Thursday, 31.10.2024 at 11.00. at Ankara Cad. No:335 Bornova- İZMİR 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 MKK one day before the day of the general assembly.**

**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