

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
OF BATISÖKE SÖKE ÇİMENTO SANAYİİ TÜRK A.Ş.
HELD ON 31.10.2024**

The Extraordinary General Assembly Meeting of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi (**our Company/Company**) was held on 31.10.2024 at 11.00 in the meeting hall at the Company's head office address "*Ankara Caddesi No.335 Bornova/İZMİR*" under the supervision of Ministry representatives Ayda Bozoğlu and Ömer Alyörük, who were assigned by the letter dated 25.10.2024 and numbered E-52101085-431.03-00102257266 of İzmir Provincial Directorate of Trade on behalf of the Republic of Türkiye Ministry of Trade.

The invitation for the meeting was published in the Turkish Trade Registry Gazette dated 09.10.2024 and numbered 11182, 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 Company's total capital of 400,000,000 Turkish Liras, 31,084,673,777.80 shares with a nominal value of 310,846,737.778 Turkish Liras were represented by proxy and 2,470.3096 shares with a nominal value of 24.703096 Turkish Liras were represented in person, and 31,085,676,248.1096 shares with a total nominal value of 310,856,762.481096 Turkish Liras were represented at the meeting, and it was thus understood that the minimum meeting quorum stipulated in both the law and the Articles of Association was present, and that the Company has 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.

Proceeded to the Item 1 of the agenda;

Pursuant to Article 18 of the Company's Articles of Association, Gülant Candaş, Deputy Chairman of the Board of Directors among the executive members of the Board of Directors, was appointed as the Chairman of the Extraordinary General Assembly Meeting. The Meeting Chairman appointed Adil Uludağ as the Vote Collector and Orçun Turan as the 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 30,980,228,448.1096 affirmative votes against 105,447,800 dissenting votes.

Proceeded to the Item 2 of the agenda;

Pursuant to Article 363 of the Turkish Commercial Code and Article 9 of the Company's Articles of Association, the membership of Enis Turan Erdoğan, independent member candidate for the Board of Directors, who was elected for the vacant Board membership, was approved with 31,050,576,248.1096 affirmative votes against 35,100,000 dissenting votes.

Proceeded to the Item 3 of the agenda;

With the permission letter of the Capital Markets Board dated 25.09.2024 and numbered E-29833736-110.03.03-60234 and the permission letter of the Republic of Turkey Ministry of Trade dated 30.09.2024 and numbered E-50035491-431.02-00101292616, the 15th amendment of the Articles of Association of the Company was approved. (Purpose and Subject) of the Company's articles of association was submitted to the approval of the shareholders as approved by the Capital Markets Board and the Ministry of Trade of the Republic of Turkey., it was submitted to the approval of the shareholders and was approved with 30,980,228,448.1096 affirmative votes against 105,447,800 dissenting votes.

Proceeded to the Item 4 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

Ayda Bozoğlu

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Ministry of Trade Representative

Ömer Alyörük

[Signature]

Vote Collection Officer

Adil Uludağ

[Signature]

Minutes Clerk

Orçun Turan

[Signature]

Annexes to the Minutes: Total 1 (one) attachment 1-

1- Amendment to the Articles of Association (4 (four) pages)

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

OLD TEXT

ARTICLE 3 - PURPOSE SUBJECT

The Company's purpose of establishment and field of activity areas follows.

- 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,
- 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,
- 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,
- d) To be related to the purpose and subject of the Company **on the record** 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,
- e) Engaging in construction related to its subject matter, carrying out plans, projects and other studies and works for this purpose,
- 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,
- g) Provided that the other paragraphs shall remain in full force and effect,

NEW TEXT

ARTICLE 3 - PURPOSE SUBJECT

The Company's purpose of establishment and field of activity are as follows:

- 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,
- 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,
- 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,
- d) To be related to the purpose and subject of the Company **on the record** 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,
- e) Engaging in construction related to its subject matter, carrying out plans, projects and other studies and works for this purpose,
- 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,
- g) provided that the other paragraphs shall remain in full force and effect,

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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, 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,

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,

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,

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,

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,

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,

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, 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,

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,

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,

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,

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,

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,

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m) To be active in marketing, economic organization, consultancy and feasibility studies related to the above-mentioned businesses

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,

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) 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,

m) To be active in marketing, economic organization, consultancy and feasibility studies related to the above-mentioned businesses

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,

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) 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.

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.

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,

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interior architecture and garden arrangement, buying, selling, manufacturing, importing and exporting of finished, by-products and raw materials.

r) Utilizing all kinds of

technology and rationalization measures to achieve the subject of business, and cooperating in this regard,

s) Engaging in all kinds of advertisement and advertising works related to the purpose and subject of the Company,

t) Establishing a generation facility within the framework of the autoproducer license in accordance with the relevant legislation on the electricity market, mainly to meet its own electricity and heat energy needs, producing electricity and heat energy, selling the electricity and heat energy and/or capacity produced within the framework of the said legislation in case of surplus production, to other legal entities holding a license and eligible consumers and providing all equipment and fuel related to the electricity generation facility on a non-commercial basis.

u) Employment of local and foreign technical and specialized persons in the facilities to be established, conclusion of service **contracts** with these persons, and obtaining work permits for foreigners.

v) **The Company** 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.

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 **approval** of the General Assembly upon the proposal of the **Board of Directors**, 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.

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r) Utilizing all kinds of

technology and rationalization measures to achieve the subject of business,
and cooperating in this regard,

s) Engaging in all kinds of advertisement and advertising works related to the purpose and subject of the Company,

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 eligible consumers within the framework of the said legislation and non-eligible consumers and the availability of all equipment and fuel related to the electricity generation plant including all kinds of activities in the electricity market within the scope of the legislation to be found.

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.

u) Employment of local and foreign technical and specialized persons in the facilities to be established, conclusion of service **contracts** with these persons, and obtaining work permits for foreigners.

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; making 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.

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 **approval** of the General Assembly upon the proposal of the **Board of Directors**, 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 **T.R.** Ministry of Trade and the Capital Markets Board, and it will be ensured that it is registered and announced.

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