

## **INFORMATION DOCUMENT OF THE 2019 ORDINARY GENERAL ASSEMBLY MEETING OF BATISÖKE SÖKE ÇİMENTO SANAYİİ TÜRK ANONİM ŞİRKETİ TO BE HELD ON 24 JULY 2020**

The Ordinary General Assembly Meeting of our company will be held on Friday, 24.07.2020 at 10.15 at the address of the headquarters of the company headquarters at Ankara Caddesi No.335 Bornova-İZMİR for the purpose of discussing and deciding on the agenda items given below.

Pursuant to the Article 30 of the Capital Markets Law, the list of attendees is created by considering the list of shareholders provided from Merkezi Kayıt Kuruluşu A.Ş. (MKK) by our company. In the preparation of the list of attendees, the "Shareholders Chart" which will be provided before the meeting following Merkezi Kayıt Kuruluşu is taken as a basis in periods of the shares monitored. On the other hand, if our shareholders who do not want their identity and the information in their accounts to be given to our Company and therefore cannot see the information in question, want to attend the General Assembly meeting, they should apply to the intermediary institutions with their accounts and remove the "limitations" which hinder their identities and details of shares in their accounts to be given to our Company. The shareholders whose name is given in this list can physically attend the Ordinary General Assembly Meeting by showing their identity.

While our dear shareholders attend the General Assembly Meeting physically or electronically at their own disposal, it is recommended that our shareholders attend the meeting electronically within the scope of Covid-19 process measures.

Our shareholders can attend the Ordinary General Assembly Meeting themselves, either physically or electronically as well as through their representatives. Our shareholders or their representatives who will attend the General Assembly in electronically must register their e-MKK Information Portal at MKK and save their contact details and have a secure electronic signature. It is impossible for our shareholders or their representatives, who are not registered to the E-MKK Information Portal and do not have secure electronic signatures, to attend the General Assembly electronically. Additionally, our shareholders who will attend the General Assembly meeting electronically or appoint representatives electronically must enter these transactions before the General Assembly date in compliance with the electronic general assembly regulations.

Also the shareholders and representatives who want to attend the meeting electronically must fulfill their obligations in compliance with the provisions of "Regulation on General Assemblies to be Held in Electronic Media in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396.

It is required for the shareholders who cannot attend the meeting themselves physically or electronically to arrange their attorneys in accordance with the example below or obtain the proxy form sample from our company center or on our website at [www.baticim.com.tr](http://www.baticim.com.tr) and Vote by the Capital Market Board No II - 30.1. and must submit their power of attorney in compliance with the Communiqué on Attorney Gathering by Call.

In accordance with the CMB Corporate Governance Principles and related communiqués of our company, the agenda of the General Assembly Meeting, the financial statements of 2019, the Board of Directors Annual Report, Audit Reports, the General Assembly meeting date, 21 days before the date of the Ordinary General Assembly meeting will be made available for the examination of our shareholders in our Company center and on our website at [www.baticim.com.tr](http://www.baticim.com.tr).

It is submitted to the information of Dear Shareholders.

Kind regards,

**BOARD OF DIRECTORS**

## OUR ADDITIONAL EXPLANATIONS UNDER SPK REGULATIONS

The ones related to the agenda items among the additional explanations to be made in compliance with the Corporate Management Principle numbered 1.3.1 included in the “Corporate Management Declaration” of SPK numbered II-17.1 are given in the related agenda item given below and general explanations are provided for your information in this section.

**1. if there is a privileged share in the partnership capital, details on the total number of shares and voting rights reflecting the partnership structure, the number of shares representing each privileged share group, the voting right and the nature of the privileges:**

The updated subtracted capital of our Company within the registered capital limit up to 800.000.000,00 TRY has 40.000.000.000 shares and its value is 400.000.000 TRY which includes 59.824.54 TRY bearer to A Group with 5.982.454 shares all of which is paid, 399.925.219.33 TRY bearer to B Group which includes 39.992.521.933 shares.

A Group share owners have the following franchises in compliance with the main company contract:

All of the members of the Board of Directors are elected among the candidates to be determined by the majority of the A group bearer shareholders.

The statement which shows total share number and vote rights which reflect the partnership structure of our company on June 17th, 2020 is given below:

<b>Commercial Title / Name and Surname of the Shareholder</b>	<b>Nominal Value (TRY)</b>	<b>Share in Capital (%)</b>	<b>Vote Right Rate (%)</b>
BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A Ş	298,494,052.78	74.62	74.62
OTHER	101,505,947.22	25.38	25.38
<b>TOTAL</b>	<b>400,000,000.00</b>	<b>100</b>	<b>100</b>

**2. Details about the changes in the management and activities of our company and our subsidiaries that occurred in the past fiscal period or that will significantly affect the company activities which are planned in the next fiscal periods and the reasons of these changes:**

There are no changes in the management and activities of our company observed in the previous fiscal period or planned in the next fiscal period which can significantly affect the company's activities.

**3. Details about discharge and change reasons if the members of the Board of Directors are dismissed, changed or elected in the General Assembly Meeting Agenda; backgrounds, duties they performed in the last 10 years and their reason for quitting the job, quality and importance level of their relation with the partnership and related parts of the partnership of the Candidates for Board Membership nomination, whether they have independence quality and similar matters that may affect their partnership activities in case they are elected as a Board Member:**

In accordance with the 7th item of the agenda; the determination of their period of office and the election of the Members of the Board of Directors and Independent Members of the Board according to the number of members determined will be submitted to the approval of the General Assembly due to the expiration of the period of office of the members of the Board of Directors. The independence declarations of Dear Şükrü Serdar BAĞCIOĞLU and Dear Mustafa Teoman GÜRHAN who are the independent member candidates And proposed to the General Assembly by the Board of Directors And submitted to the General Assembly by the Corporate Management Committee is given in ANNEX-2.

- 4. The requests which are submitted by the shareholders of the partnership to the Investor Relations Department related to the addition of the item to the agenda, in cases where the Board of Directors does not accept the suggestions of the partners, and the reasons for rejection:**

As of the publication date of our information document for the Ordinary General Assembly Meeting where the activities of 2019 will be discussed, no agenda item requests were submitted in writing.

- 5. In case of a change in the articles of association, the old and new versions of the articles of association together with the decision of the relevant Board of Directors:**

There is no change in the articles of association to be submitted for approval on the agenda of the meeting.

## **OUR EXPLANATIONS ON THE ORDINARY GENERAL ASSEMBLY MEETING AGENDA DATED 24 JULY 2020**

### **1. Opening; Authorization to sign by the Presidential Board of the Formation of the Presidential Board and the General Assembly Meeting Minutes,**

In compliance with article 18 of the Main Contract, The General Assembly Meetings are presided by the Chairman of the Board of Directors or a member who will be elected by the General Assembly among the members of the Board of Directors if he is not present or unable to chair.

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, the issue of the General Assembly's authorization to the Presidential Board will be voted on to record the decisions taken in the General Assembly.

### **2. Reading, discussing and approving the company's balance sheet, profit and loss accounts for 2019 with the Board of Directors' Annual Report and Independent External Auditing Company's reports,**

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, Annual Report of the Board of Directors for the period of 01.01.2019-31.12.2019 which is submitted for the examination of our shareholders at our Company's Headquarters and on the Company website ([www.baticim.com.tr](http://www.baticim.com.tr)) 21 days before the General Assembly, The Reports of the Independent External Auditing Firm, the company's consolidated balance sheet, profit and loss accounts for 2019 will be read and discussed at the General Assembly and submitted to the approval of the General Assembly.

The report can be accessed from our Company Headquarters, Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)) or the company's website ([www.baticim.com.tr](http://www.baticim.com.tr)).

### **3. Presentation of information about related party transactions,**

In accordance with the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board; Information on related party transactions will be given.

### **4. Information presentation on donations and aids made in 2019,**

Donations made by our Company during the year will be presented to the information of the General Assembly in accordance with the 2nd paragraph of Article 6 of the Communiqué on Dividends No II-19.1 of the Capital Markets Board. The total amount of donations made by our company to various institutions and organizations in 2019 is 5,081 TRY.

### **5. Informing the company about the guarantees, pledges, mortgages and revenues or benefits it has gained in favor of third parties,**

In accordance with the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board; Information will be given on the guarantees, pledges, mortgages and income or benefits it has obtained in favor of third parties.

### **6. Discharge of the Members of the Board of Directors separately for 2019 activities, accounts and all other savings,**

The release of the Members of the Board of Directors due to the activities, transactions and accounts of 2019 will be submitted to the approval of the General Assembly within the framework of the provisions of the Turkish Commercial Code and the Regulation.

### **7. Election of the members of the Board of Directors and determination of their period of duty,**

The determination of their period of office and the election of the Members of the Board of Directors and Independent Members of the Board according to the number of members determined will be submitted to the approval of the General Assembly due to the expiration of the period of office of the members of the Board of Directors.

Independence Statements Regarding Independent Board Member Candidates are given in ANNEX-2.

## **8. Determining the fee to be paid to the Members of the Board of Directors,**

The principles determined in accordance with the Article 4.5.11 of the Corporate Governance Principles, the Committee Duties and Working Principles of Corporate Governance Committee and the proposal regarding the wages to be paid to the members of the board of directors for 2020 will be submitted to the approval of the General Assembly.

## **9. Deciding on the upper limit of donations to be made in 2020,**

The upper limit of donations to be made in 2020 will be determined by the General Assembly.

## **10. Discussing and decision-making of the Board of Directors' proposal on profit distribution,**

According to our financial statements of the fiscal period 01.01.2019-31.12.2019 audited by Güney Bağımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik A.Ş and prepared by our Company in compliance with "Communiqué on Principles Regarding Financial Reporting in Capital Markets" numbered II-14.1 of the Capital Markets Board, our 2019 activities are ended with 198.700.046 TRY net loss. The proposal of our company's board of directors on this matter will be discussed.

Profit Distribution Statement is given in ANNEX-3, Profit Distribution Proposal is in ANNEX-4.

## **Selection of the Independent External Auditing Firm for the audit of our company's 2020 accounts and financial statements,**

Serial of TTK and Capital Markets Board: X, No: Within the framework of the "Communiqué on Independent Auditing Standards in the Capital Markets", it will be submitted to the approval of the General Assembly in compliance with the proposal of the Audit Committee and the recommendation of the Board of Directors.

## **12. Graduation of the Members of the Board of Directors in compliance with Articles 395 and 396 of the Turkish Commercial Code,**

The issue of authorization of the members of the Board of Directors to carry out the transactions within the framework of the 395th article of the TCC titled "Transaction with the Company, the Ban on Borrowing to the Company" and 396 with the title of "Competition Ban" is submitted for the approval of the General Assembly.

## **13. Wishes and suggestions.**

### **ANNEXES**

- 1. Power of Attorney Sample**
- 2. Independence Statements Regarding Independent Board Member Candidates**
- 3. Profit Distribution Table**
- 4. Profit Distribution Offer**

## ANNEX -1

### POWER OF ATTORNEY BATISÖKE SÖKE ÇİMENTO SANAYİİ T. A.Ş.

Batisöke Söke Çimento Sanayii T. I depute .....who is introduced in detail below to represent me, vote, propose and sing necessary documents with regard to the remarks I made below in the Ordinary General Meeting of Batıçim Batı Anadolu Çimento Sanayii A.Ş on 24/07/2020 Friday at 10:15 at Ankara Cad No: 335 Bornova- İZMİR. Name and Commercial Title:

TR Identity No / Tax No, Trade Registry and Number and MERSİS number:

(\* ) It is compulsory to submit the equivalents (if any) of the aforementioned information for foreign representatives.

#### A) SCOPE OF REPRESENTATION AUTHORIZATION

##### 1.Related to the Issues on the Agenda of the General Assembly;

- The attorney is authorized to vote in compliance with his own opinion.
- The proxy is authorized to vote in compliance with the suggestions of the partnership management.
- The attorney is authorized to vote in line with the instructions specified in the table below.

Agenda Items (*)	Admission	Rejectio	Opposition Comment
1.			
2.			
3.			

(\* ) The items on the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also mentioned in order to ensure voting by proxy.

##### 2. Particular instructions regarding other issues that may arise at the General Assembly meeting and especially the exercise of minority rights:

- The attorney is authorized to vote in compliance with his own opinion.
- The proxy is not authorized to represent on these issues.
- The attorney is authorized to vote in compliance with the special instructions below.

#### B) The shareholder specifies the shares he wants the representative to represent by choosing one of the options given below.

##### 1. I kindly approve the representation of my shares, the details of which are given below, by the proxy.

- Array and series: \* .....
- Number / Group: \*\* .....
- Number-Nominal Value: .....
- Whether there is a privilege in the vote: .....
- Bearer-Nama is written: \* .....
- Ratio of shareholder to total shares / voting rights: .....

\* This information is not required for the shares monitored on record.

\*\* Information related to the group, if any, will be added instead of the number for the shares monitored from the record.

##### 2. I approve the representation of all of my shares in the list related to the shareholders who can attend the General Assembly prepared by MKK one day before the General Assembly day by the proxy.

NAME SURNAME or TITLE OF THE SHAREHOLDER (\*): .....

TR Identity No / Tax No, Trade Registry and Number and MERSİS number: .....

Address:.....

(\* ) It is compulsory to submit the equivalents (if any) of the aforementioned information for foreign shareholders

SIGNATURE

## ANNEX -2

### INDEPENDENCE DECLARATION

**To Batisöke Söke Çimento Sanayii Türk Anonim Şirketi Corporate Management Committee;**

Since I applied to the Corporate Governance Committee as an “Independent Member” candidate on 17/06/2020, as required by the Capital Markets Board Corporate Governance Communiqué;

- a) I submit for the Parties’ your Committee’s and Board of Manager’s information that; I do not have any employment relation in manager title to take over significant duties and responsibilities in last 5 years between the shareholders who has the management control of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi with the partnerships which has significant impact or has the management control of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi and legal entities which has the management control of the shareholders, with me, my wife or my relatives by blood or marriage, I do not have more than 5 % of privileged shares or vote rights or capitals on my own or together or there is not any significant commercial relation established
- b) Within the last five years, especially the audit (tax audit, legal audit and internal audit) of Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi, rating and consultancy, in the companies where Batisöke Söke Çimento Sanayii Türk Anonim Şirketi purchased or sold a significant amount of services or products within the framework of the agreements made, I was not a worker in manager title to take over significant duties and responsibilities and nor a Board Member in terms where service is purchased or sold (5% or above),
- c) I have professional training, information and skill to carry out the duties I will take over as I am an Independent Member of Board,
- d) I have not worked full time in state institutions and organizations after I was elected as Member, excluding University faculty membership,
- e) I was regarded as settled in Turkey according to the Revenue Law dated 31.12.2960 and numbered 193,
- f) I have strengthened ethics standards, professional reputation and skills that I can give significant decisions freely by considering rights of stakeholders, keep the objectiveness between Batisöke Söke Çimento Sanayii Türk Anonim Şirketi, and the shareholders in case of conflicts of interest, and contribute positively in the activities of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi.
- g) I can spare time for the Company transactions in order to follow the activities of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi and completely carry out the requirements of the duties it took over,
- h) I have not been a member of board in the Board of Manager of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi for more than six years in the last ten years,
- i) I did not take over any duty as an independent Member of Board in more than three of the companies, management control of which is managed by the shareholders who has the management control of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi or the company, or more than five of the companies which are processed in the stock market,
- j) I was not registered or declared as a Member of Board in the name of the elected legal person. Kind

regards,

Name Surname : Şükrü Serdar BAĞCIOĞLU

Date : 17/06/2020

Signature :

## INDEPENDENCE DECLARATION

**To Batisöke Söke Çimento Sanayii Türk Anonim Şirketi Corporate Management Committee;**

Since I applied to the Corporate Governance Committee as an “Independent Member” candidate on 17/06/2020, as required by the Capital Markets Board Corporate Governance Communiqué;

- k) I submit for the Parties’ your Committee’s and Board of Manager’s information that; I do not have any employment relation in manager title to take over significant duties and responsibilities in last 5 years between the shareholders who has the management control of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi with the partnerships which has significant impact or has the management control of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi and legal entities which has the management control of the shareholders, with me, my wife or my relatives by blood or marriage, I do not have more than 5 % of privileged shares or vote rights or capitals on my own or together or there is not any significant commercial relation established
- l) Within the last five years, especially the audit (tax audit, legal audit and internal audit) of Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi, rating and consultancy, in the companies where Batisöke Söke Çimento Sanayii Türk Anonim Şirketi purchased or sold a significant amount of services or products within the framework of the agreements made, I was not a worker in manager title to take over significant duties and responsibilities and nor a Board Member in terms where service is purchased or sold (5% or above),
- m) I have professional training, information and skill to carry out the duties I will take over as I am an Independent Member of Board,
- n) I have not worked full time in state institutions and organizations after I was elected as Member, excluding University faculty membership,
- o) I was regarded as settled in Turkey according to the Revenue Law dated 31.12.2960 and numbered 193,
- p) I have strengthened ethics standards, professional reputation and skills that I can give significant decisions freely by considering rights of stakeholders, keep the objectiveness between Batisöke Söke Çimento Sanayii Türk Anonim Şirketi, and the shareholders in case of conflicts of interest, and contribute positively in the activities of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi.
- q) I can spare time for the Company transactions in order to follow the activities of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi and completely carry out the requirements of the duties it took over,
- r) I have not been a member of board in the Board of Manager of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi for more than six years in the last ten years,
- s) I did not take over any duty as an independent Member of Board in more than three of the companies, management control of which is managed by the shareholders who has the management control of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi or the company, or more than five of the companies which are processed in the stock market,
- t) I was not registered or declared as a Member of Board in the name of the elected legal person. Kind

regards,

Name Surname : Mustafa Teoman GÜRGAN

Date : 17/06/2020

Signature :



**ANNEX -3**

**BATISÖKE SÖKE ÇİMENTO SANAYİİ T.A.Ş. PROFIT DISTRIBUTION STATEMENT FOR 2019 (TRY)**

1	Paid / Issued Capital	400,000,000.00	
2	Total Legal Reserve Fund (According to Legal Records)	10,313,318.57	
	If there is a privilege in profit distribution in accordance with the articles of association, information related to the mentioned privilege	There is no privilege in profit distribution.	
		<b>According to SPK</b>	<b>According to Legal Records (YK)</b>
3	Period Profit	(206.525.982)	(197.764.216)
4	Taxes Payable (-)	7,825,936	-
5	<b>NET PROFIT FOR THE PERIOD</b>	<b>(198.700.046)</b>	<b>(197.764.216)</b>
6	Losses of previous years (-)	-	(44.979.504)
7	General Legal Reserve Fund (-)	-	-
8	<b>NET DISTRIBUTABLE PROFIT FOR THE TERM</b>	-	-
9	Donations Made During the Year	-	
10	<b>NET PROFITABLE TERM PROFIT IN WHICH DONATIONS ARE ADDED IN WHICH THE FIRST DIVIDEND IS CALCULATED</b>	-	
11	First Dividend to Partners	-	
	- Cash	-	
	- FREE	-	
	- Total	-	
12	Dividend Distributed to Privileged Stockholders	-	
13	Dividend to Board Members, Employees, etc.	-	
14	Dividend Distributed to Owners of Redeemed Shares	-	
15	Second Dividend to Partners	-	
16	General Legal Reserve Fund	-	
17	Statuary Reserves	-	-
18	Special Reserves	-	-
19	<b>EXTRAORDINARY SPARE</b>	-	-
20	Other Resources to be Distributed	-	-
	Previous Years Profits	-	-
	- Extraordinary Reserves	-	-
	- Cash	-	-
	- FREE	-	-
	- Total	-	-
	- Other Spares That Can Be Distributed In Compliance With The Law And Main Contract	-	-

INFORMATION ABOUT DISTRIBUTED PROFIT SHARE RATIO							
DIVIDEND INFORMATION PER SHARE							
GROUP	ON THE PROFIT OF THE PERIOD		TOTAL DIVIDEND AMOUNT	1 TL NOMINAL VALUE SHARE DIVIDENDS			
	CASH	FREE		CASH	FREE	TOTAL SUM (TRY)	RATIO (%)
GROSS A (Privileged)	-	-	-	-	-	-	-
GROSS B	-	-	-	-	-	-	-
<b>TOTAL</b>	-	-	-	-	-	-	-
NET A (Privileged)	-	-	-	-	-	-	-
NET B	-	-	-	-	-	-	-
<b>TOTAL</b>	-	-	-	-	-	-	-
RATE OF DISTRIBUTED PROFIT SHARE TO NET PROFITABLE DISTRIBUTABLE PERIOD							
PROFIT SHARE AMOUNT DISTRIBUTED TO PARTNERS (TRY)			RATIO OF DIVIDEND DISTRIBUTED TO DISTRIBUTED NET DISTRIBUTABLE PROFIT (%)				
-			-				

## **ANNEX -4**

### **Profit Distribution Offer**

The net period loss of our company, calculated in compliance with the CMB legislation is 198.700.046 TRY.

It is decided to propose to our shareholders at the Ordinary General Assembly Meeting to be held on July 24, 2020, not to distribute profits due to the loss of 2019 activities.