

BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş.
CALL FOR EXTRAORDINARY GENERAL ASSEMBLY
MEETING BY THE CHAIRMANSHIP OF THE BOARD OF
DIRECTORS

The Extraordinary General Assembly Meeting of our Company will be held on Wednesday, 22.11.2023 at 15.00 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.

Although it is entirely at the sole discretion of our esteemed shareholders to attend the General Assembly Meeting physically or electronically, within the scope of Covid-19 process measures, our esteemed shareholders are advised to attend the meeting electronically.

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.baticim.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

BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ 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. Amendment of Articles 7. (*Board of Directors*), 17. (*Representative of the Ministry of Customs and Trade*), 20. (*Proxy*) and 21. (*Casting of Votes*) and addition of Article 34 (*Compliance with Corporate Governance Principles*) to the Articles of Association of our Company,
3. Questions and suggestions.

DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 7 - BOARD OF DIRECTORS	Article 7 - BOARD OF DIRECTORS
<p>The business and administration of the Company shall be carried out by the Board of Directors consisting of at least 5 (five) and at most 11 (eleven) members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and in compliance with the capital markets legislation.</p> <p>All members of the Board of Directors are elected among the candidates to be nominated by the majority of the Group A bearer shareholders.</p> <p>Pursuant to Article 363 of the Turkish Commercial Code, the member to be elected to the Board of Directors shall be approved by the majority of the holders of Group A bearer shares.</p> <p>For independent members of the Board of Directors, the regulations of the Capital Markets Board are complied with. The Board of Directors is responsible for the management and representation of the Company against outsiders.</p>	<p>The business and administration of the Company shall be carried out by the Board of Directors consisting of at least 7 (seven) and at most 9 (nine) members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and in compliance with the capital markets legislation.</p> <p>All members of the Board of Directors are elected among the candidates to be nominated by the majority of the Group A bearer shareholders.</p> <p>Pursuant to Article 363 of the Turkish Commercial Code, the member to be elected to the Board of Directors shall be approved by the majority of the holders of Group A bearer shares.</p> <p>For independent members of the Board of Directors, the regulations of the Capital Markets Board are complied with. The Board of Directors is responsible for the management and representation of the Company against outsiders.</p>
Article 17 - REPRESENTATIVE OF THE MINISTRY OF CUSTOMS AND TRADE	Article 17 - MINISTRY OF COMMERCE REPRESENTATIVE
<p>A representative of the Ministry of Customs and Trade shall be present at the ordinary and extraordinary meetings of the General Assembly of Privileged Shareholders in accordance with the Turkish Commercial Code and related legislation.</p>	<p>A representative of the Ministry of Trade shall be present at the ordinary, extraordinary or privileged shareholders' general assembly meetings in accordance with the Turkish Commercial Code and related legislation.</p>
Article 20 - PROXY	Article 20 - PROXY
<p>Shareholders may be represented at the General Assembly meetings by proxies to be selected from</p> <p>Among themselves with the power of attorney they will give or they may be represented by proxies to be chosen from non-shareholders. In this case, proxies may cast their own votes and the votes of one or more shareholders for whom they are proxy.</p>	<p>The Capital Markets Board's regulations on voting by proxy shall be complied with in the General Assembly meetings. In order to exercise his/her rights arising from his/her shares, the shareholder may attend the general assembly himself/herself or may send a person who is or is not a shareholder to the general assembly as a representative within the framework of the Capital Markets Law and the relevant legislation regulations.</p>
Article 21 - CASTING OF VOTES:	Article 21 - CASTING OF VOTES:
<p>The provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation shall be complied with regarding voting at the General Assembly Meetings.</p>	<p>The provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation shall be complied with regarding voting at the General Assembly Meetings.</p>

<p>At the General Assembly meetings, votes are cast by raising hands. If one tenth of the capital represented by the shareholders present at the meeting requests a secret ballot, the votes shall be cast in secret.</p> <p>The regulations to be introduced by the internal directive of the general assembly established in accordance with the Turkish Commercial Code and the legal regulations regarding voting in electronic environment are reserved.</p>	<p>If one tenth of the capital represented by the shareholders present at the meeting requests a secret ballot, the votes shall be cast in secret.</p> <p>The regulations to be introduced by the internal directive of the general assembly established in accordance with the Turkish Commercial Code and the legal regulations regarding voting in electronic environment are reserved.</p>
	<p>Article 34 - COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES</p>
	<p>Corporate governance principles required to be implemented by the Capital Markets Board are complied with.</p> <p>The regulations of the Capital Markets Board on corporate governance principles shall be complied with in transactions deemed to be material in terms of the application of corporate governance principles and in the Company's material related party transactions and in transactions regarding the provision of guarantees, pledges and mortgages in favor of third parties.</p> <p>The regulations of the Capital Markets Board on corporate governance principles shall be complied with in transactions deemed to be material in terms of the application of corporate governance principles and in the Company's material related party transactions and in transactions regarding the provision of guarantees, pledges and mortgages in favor of third parties.</p>

POWER OF ATTORNEY

BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş.

Batıçım Batı Anadolu Çimento Sanayii A.Ş. will hold a meeting on Wednesday, 22.11.2023 at 14.00 on Ankara Cad. No:335 Bornova- İZMİR on Wednesday, 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;

- The proxy is authorized to vote in accordance with his/her own opinion.
- The proxy is authorized to vote in line with the recommendations of the partnership management.
- 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:

- The proxy is authorized to vote in accordance with his/her own opinion.
- The proxy is not authorized to represent in these matters.
- 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.

- Order and series:*
- Number/Group:**
- Number-Nominal value:
- Whether there are voting privileges:
- Bearer-Registered:*
- 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