

**INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING  
OF BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ ANONİM ŞİRKETİ FOR  
THE YEAR 2023 TO BE HELD ON JULY 2, 2024**

The Ordinary General Assembly Meeting regarding the activities of our Company for the year 2023 will be held on Tuesday, 02.07.2024 at 15.30 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 Ordinary 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 Ordinary General Assembly Meeting of our Company by presenting their identity cards.

Shareholders may attend the Ordinary 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](http://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.

Pursuant to the CMB Corporate Governance Principles and related communiqués of our Company, the agenda of the General Assembly Meeting, 2023 financial statements, Board of Directors' Annual Report, Audit Reports, regarding the issues to be discussed at the Ordinary General Assembly Meeting will be made available for the review of our shareholders at our company headquarters and on our website at [www.baticim.com.tr](http://www.baticim.com.tr) starting 21 days prior to the date of the Ordinary General Assembly Meeting.

It is submitted for the information of Dear Shareholders.

Sincerely,

**BOARD OF  
DIRECTORS**

## ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF SPK REGULATIONS

Of the additional disclosures required to be made pursuant to Corporate Governance Principle No. 1.3.1 of the SEC's "Corporate Governance Communiqué" numbered (II-17.1), those related to the agenda items have been made below under the relevant agenda item, and general explanations are presented for your information in this section:

**1. Total number of shares and voting rights reflecting the shareholding structure of the Company, and if there are privileged shares in the Company's capital, the number of shares and voting rights representing each privileged share group and the nature of the privileges:**

The current issued capital of our company within the registered capital ceiling of TL 800,000,000.00 is fully paid;

- 4,800,000 Group A bearer shares with a nominal value of TL 48,000,
- 17,995,200.000 Group B bearer shares with a nominal value of TL 179,952.000,

the Company consists of 18,000,000,000 shares in total and has a value of TL 180,000,000. Group A

shareholders are entitled to the following privileges according to the Company's articles of association:

- All members of the Board of Directors are elected from among the candidates proposed by the majority of Class A bearer shareholders.
- Each Class A share entitles its holder to 15 (fifteen) votes at the General Meetings.
- Without prejudice to the first dividend, 10% of the net profit is distributed to Class A shareholders in proportion to their respective shares.
- Amend Articles 7 (except paragraph 1 specifying the number of members of the Administrative Board), 8, 9, 10, 15, 18, 19, 24, 25, 27 of the Articles of Association, decide on the dissolution of the Company, increase the Company's capital by issuing more Group A bearer shares or new Group A registered shares than the number specified in Article 6 of the Articles of Association, change the type of Group A bearer shares, at least 3/4 (three-fourths) of the shareholders holding Group A bearer shares shall be required for the resolutions to be adopted by the General Assembly in order to change the group or number of Group B bearer or registered shares issued or to be issued henceforth, or to convert registered or bearer shares of any other group into Group A shares or to replace them with Group A registered or bearer shares.

The table below shows the total number of shares and voting rights reflecting the shareholding structure of our Company as of 05.06.2024:

Trade Name/Surname of the Partner	Nominal Value (TRY)	Share in Capital (%)	Proportion of Voting Rights (%)
ÇİFTAY İNŞAAT TAAHHÜT VE TİC. A.Ş.	81,769,226.09	45.43	45.42
İSTANBUL PORTFÖY YÖNETİMİ A.Ş. PRE-IPO GİRİŞİM SERMAYESİ YATIRIM FONU (PRE-IPO VENTURE CAPITAL INVESTMENT FUND)	21,594,239.93	12	11.95
İSTANBUL PORTFÖY İKİNCİ SERBEST FON (SECOND HEDGE FUND)	11,781,443	6.55	6.52
OTHER	64,855,090.98	36.02	36.11
<b>TOTAL</b>	<b>180,000,000.00</b>	<b>100</b>	<b>100</b>

**2. Information about the changes in the management and activities of our company and our subsidiaries that have taken place in the previous accounting year or planned in the future accounting periods that will significantly affect the company's activities and the reasons for these changes:**

There are no changes in the management and operations of the Company and its significant subsidiaries and affiliates that have taken place in the previous accounting period or that are planned for the next accounting period that will significantly affect the Company's operations.

- 3. If there is dismissal, replacement or election of the members of the Board of Directors in the Agenda of the General Assembly Meeting, the grounds for dismissal and replacement, the backgrounds of the persons whose candidacy for Board Membership has been submitted to the Incorporation, the duties they have carried out in the last ten years and the reasons for their departure, the nature and materiality level of their relationship with the Incorporation and the related parties of the Incorporation, whether they have the qualifications of independence, and information on similar issues that may affect the activities of the Incorporation in case these persons are elected as members of the Board of Directors:**

Agenda items include the election of board members.

An application was made by our Company to the Capital Markets Board, regarding Mehmet Şahne's nomination as an independent member of the Board of Directors, and the Capital Markets Board decided not to express a negative opinion, taking into consideration Mehmet Şahne's declaration of independence and his resume, which fulfills the conditions set forth in Article 4.3.6. of the Corporate Governance Principles.

Mehmet Şahne was born in Ankara in 1967. In 1989, he graduated from the Police Academy. In the last 10 years, he served as Provincial Police Chief in Karaman, Mersin and İzmir respectively. He left his duty due to retirement.

Mehmet Şahne has no relationship with the Company and its related parties and is an independent candidate for the Board of Directors.

- 4. Requests submitted in writing to the Investor Relations Department by the shareholders of the Incorporation for the inclusion of items on the agenda, and in cases where the Board of Directors does not accept the agenda proposals of the shareholders, the rejected proposals and the reasons for rejection:**

As of the date of publication of our information document, no written request for any agenda item has been submitted for the Ordinary General Assembly Meeting where the activities of 2023 will be discussed.

- 5. In case there is an amendment to the articles of association on the agenda, the old and new versions of the amendments to the articles of association together with the relevant Board of Directors resolution:**

Article 7 of the meeting agenda is the amendment to the Articles of Association to be submitted to the approval of the General Assembly. The amendment of Article 15 of the Articles of Association titled General Assembly of Shareholders will be discussed. The old and new versions of the amendment text of the Articles of Association are as follows:

<b>OLD FORM</b>	<b>NEW FORM</b>
<p><b>GENERAL MEETING OF SHAREHOLDERS:</b></p> <p><b>Article 15</b></p> <p>The General Assembly of Shareholders convenes either ordinarily or extraordinarily. The Ordinary General Assembly meeting shall be held every year within the legal period starting from the end of the accounting year. The General Assembly must convene at least once a year. In this meeting, the matters required pursuant to the capital markets legislation and the matters on the agenda to be prepared pursuant to Article 409 of the Turkish Commercial Code shall be discussed and the necessary decisions shall be reached.</p> <p>The Extraordinary General Assembly shall convene in accordance with the provisions of the law and these</p>	<p><b>GENERAL MEETING OF SHAREHOLDERS:</b></p> <p><b>Article 15</b></p> <p>The General Assembly of Shareholders convenes either ordinarily or extraordinarily. The Ordinary General Assembly meeting shall be held every year within the legal period starting from the end of the accounting year. The General Assembly must convene at least once a year. In this meeting, the matters required pursuant to the capital markets legislation and the matters on the agenda to be prepared pursuant to Article 409 of the Turkish Commercial Code shall be discussed and the necessary decisions shall be reached.</p> <p>The Extraordinary General Assembly shall convene in accordance with the provisions of the law and these</p>

<p>Articles of Association in cases and times required by the Company's business or in the event of the emergence of the reasons specified in Article 410 and the following articles of the Turkish Commercial Code, and the necessary decisions shall be taken. The meetings are 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>Electronic participation in the general assembly meeting:</p> <p>Right holders who have the right to attend the general assembly meetings of the Company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the Regulation on General Assembly Meetings of Joint Stock Companies to be Held Electronically, the Company may establish an electronic general assembly system that will enable the right holders to participate in the general assembly meetings electronically, to express their opinions, to make suggestions and to vote, or may purchase services from systems established for this purpose. In all general assembly meetings to be held, it is ensured that the right holders and their representatives can exercise their rights specified in the provisions of the said Regulation through the system established pursuant to this provision of the Articles of Association.</p>	<p>Articles of Association in cases and times required by the Company's business or in the event of the emergence of the reasons specified in Article 410 and the following articles of the Turkish Commercial Code, and the necessary decisions shall be taken. 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>Electronic participation in the general assembly meeting:</p> <p>Right holders who have the right to attend the general assembly meetings of the Company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the Regulation on General Assembly Meetings of Joint Stock Companies to be Held Electronically, the Company may establish an electronic general assembly system that will enable the right holders to participate in the general assembly meetings electronically, to express their opinions, to make suggestions and to vote, or may purchase services from systems established for this purpose. In all general assembly meetings to be held, it is ensured that the right holders and their representatives can exercise their rights specified in the provisions of the said Regulation through the system established pursuant to this provision of the Articles of Association.</p>
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## **02 JULY 2024, OUR EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING**

### **1. Opening, formation of the Chairperson's Committee, and granting authority for the Chairperson's Committee to sign the Minutes of the General Meeting;**

According to Article 15 of the Articles of Association, the Chairman of the Board of Directors presides over the General Assembly Meetings. In case of an excuse, the deputy chairman presides. In his/her excuse as well, the General Assembly shall elect the chairperson.

In accordance with the provisions of the relevant legislation, the General Assembly will vote to authorize the Presidium to record the decisions taken at the General Assembly in the minutes.

### **2. Reading, discussing, and approving the Board of Directors' Annual Report and the reports of the Independent External Audit Firm, as well as the company's balance sheet and profit-loss statements for the year 2023;**

Within the framework of the provisions of the relevant legislation, the Board of Directors' Annual Report for the accounting year 01.01.2023-31.12.2023, the reports of the Independent External Audit Firm and the balance sheet and profit and loss accounts of our Company for the year 2023, which have been made available for the review of our shareholders at our Company's headquarters and on our Company's website([www.baticim.com.tr](http://www.baticim.com.tr)) 21 days prior to the General Assembly, will be read and discussed at the General Assembly and submitted to the approval of the General Assembly.

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

### **3. Presentation of information regarding related party transactions;**

In accordance with the Capital Markets Board's Corporate Governance Communiqué numbered II-17.1; information on related party transactions will be provided.

### **4. Presentation of information regarding donations and contributions made in 2023;**

Pursuant to paragraph 2 of Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, the donations made by the Company during the year will be submitted for the information of the General Assembly.

### **5. Information on the guarantees, liens, and mortgages provided by the Company in favor of third parties, as well as the income or benefits received;**

Pursuant to the Capital Markets Board's Corporate Governance Communiqué numbered II-17.1; information will be provided on the guarantees, liens, and mortgages given by our Company in favor of third parties and the income or benefits obtained.

### **6. Release of the Members of the Board of Directors individually for their activities, accounts, and any other actions taken during the year 2023;**

Within the framework of the provisions of the relevant legislation, the release of the members of the Board of Directors for the activities, transactions and accounts of 2023 will be submitted to the approval of the General Assembly.

### **7. Amendment of Article 15 of the Company's Articles of Association;**

Amendment of Article 15 of the Company's Articles of Association will be submitted to the approval of the General Assembly.

### **8. Determination of the number and terms of office of the Board of Directors members and their election;**

Determination of the number and terms of office of the members of the Board of Directors and election of the members of the Board of Directors will be submitted to the approval of the General Assembly.

### **9. Resolution on the remuneration to be paid to the Members of the Board of Directors;**

The proposal of the Corporate Governance Committee regarding the principles determined by the Capital Markets Board pursuant to Article 4.5.13 of the Corporate Governance Principles and the Committee's Duties and Working Principles and the remuneration to be paid to the members of the Board of Directors for the year 2024 will be submitted to the approval of the General Assembly and resolved.

**10. Resolution on the upper limit of donations to be made in 2024;**

In 2024, the upper limit of donations will be determined by the General Assembly.

**11. Discussion and resolution regarding the Board of Directors' proposal for profit distribution;**

According to our financial statements for the accounting year 01.01.2023-31.12.2023, prepared by our Company in accordance with the Capital Markets Board's "Communiqué on Principles Regarding Financial Reporting in Capital Markets" numbered II-14.1 and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., our operations in 2023 resulted in a net profit for the period of TL 1,833,899.000. The proposal of our Company's Board of Directors on this matter will be discussed.

Dividend Distribution Table is presented in Annex-1 and Dividend Distribution Proposal is presented in Annex-2.

**12. Selection of the Independent External Audit Firm for the audit of the Company's accounts and financial statements for the year 2024;**

TCC and Capital Markets Board's Serial: X, No: 22 Within the framework of the "Communiqué on Independent Auditing Standards in Capital Markets", it will be submitted to the approval of the General Assembly upon the proposal of the Audit Committee and the recommendation of the Board of Directors.

**13. Granting permission to the Members of the Board of Directors in accordance with Articles 395 and 396 of the Turkish Commercial Code;**

The issue of authorizing the members of our Board of Directors to carry out transactions within the framework of Articles 395 titled "Prohibition of Transactions with the Company and Borrowing from the Company" and 396 titled "Prohibition of Competition" of the TCC will be submitted to the approval of the General Assembly.

**14. Questions and suggestions.**

**APPENDICES**

1. Profit Distribution Table
2. Profit Distribution Proposal

## ANNEX 1-

### BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş. (JOINT STOCK COMPANY) 2023 STATEMENT OF PROFIT DISTRIBUTION (TRY)

1	Paid-in / Issued Capital	180,000,000.00	
2	Total Legal Reserves (Based on Statutory Records)	16,000,000.00	
	If there are any privileges related to profit distribution in accordance with the Articles of Association, information regarding such privileges	Without prejudice to the first dividend, 10% of the net profit is distributed to privileged shareholders.	
		According to the SEC	According to Statutory Records (SR)
3	Profit for the Period	754,701,000	507,202,196
4	Taxes Payable (-)	1,300,356,000	139,859,130
5	<b>NET PROFIT FOR THE PERIOD</b>	<b>1,833,899,000</b>	<b>367,343,067</b>
6	Accumulated Losses (-)	-	-
7	General Legal Reserve (-)	9,000,000	9,000,000
8	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>1,824,899,000</b>	<b>358,343,067</b>
9	Donations Made During the Year	957,386	957,386
10	<b>DONATIONS FOR WHICH THE FIRST DIVIDEND WILL BE CALCULATED NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>1,825,856,386</b>	<b>359,300,452</b>
11	First Dividend to Shareholders	-	-
	- Cash	-	-
	- Free of charge	-	-
	- Total	-	-
12	Dividends Distributed to Preferred Shareholders	-	-
13	Dividends to Board Members, Employees, etc	-	-
14	Dividends Distributed to the Holders of Redeemable Shares	-	-
15	Second Dividend to Shareholders	-	-
16	General Legal Reserve (-)	-	-
17	Statutory Reserves	-	-
18	Special Reserves	-	-
19	<b>EXTRAORDINARY RESERVE</b>	<b>1,824,899,000</b>	<b>358,343,067</b>
20	Other Resources Planned for Distribution	-	-
	- Retained Earnings	-	-
	- Extraordinary Reserves	-	-
	- Cash	-	-
	- Bonus Shares	-	-
	- Total	-	-
	- Distributable in accordance with the Law and Articles of Association Other Reserves	-	-

INFORMATION REGARDING THE DISTRIBUTED PROFIT SHARE RATIO							
INFORMATION REGARDING DIVIDEND PER SHARE							
GROUP	DIVIDEND ALLOCATED TO A SHARE		TOTAL DIVIDEND AMOUNT	WITH A NOMINAL VALUE OF TRY 1 FROM THE PERIOD PROFIT			
	CASH	BONUS SHARES		CASH	BONUS SHARES	TOTAL AMOUNT (TL)	RATE (%)
GROSS A (preferred)-----	-	-	-	-	-	-	-
GROSS B	-	-	-	-	-	-	-
<b>TOTAL</b>	-	-	-	-	-	-	-
NET A (preferred)	-	-	-	-	-	-	-
NET B	-	-	-	-	-	-	-
<b>TOTAL</b>	-	-	-	-	-	-	-
RATIO OF THE DISTRIBUTED PROFIT SHARE TO THE NET DISTRIBUTABLE PROFIT FOR THE PERIOD INCLUDING DONATIONS							
DIVIDENDS DISTRIBUTED TO SHAREHOLDERS (TL)			DIVIDENDS DISTRIBUTED TO SHAREHOLDERS NET OF DONATIONS RATIO TO NET DISTRIBUTABLE PROFIT FOR THE PERIOD (%)				
-			-				

**ANNEX -2-**

**DIVIDEND DISTRIBUTION PROPOSAL OF THE BOARD OF DIRECTORS**

Our Company's net distributable profit for the year 2023, calculated in accordance with the SEC legislation, for which the first dividend is to be calculated, is 1,825,856.386 (one billion eight hundred twenty-five million eight hundred fifty-six thousand three hundred eighty-six) Turkish Liras.

It has been unanimously resolved to propose to the shareholders at the General Assembly meeting to be held on Tuesday, July 2, 2024, our proposal that this profit will not be distributed through bonus issue or in cash, but will be allocated entirely to extraordinary reserves.