

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

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

It is submitted for the information of Dear Shareholders.

Sincerely,  
**BOARD OF DIRECTORS**

**AGENDA FOR THE EXTRAORDINARY GENERAL MEETING  
OF BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş.**

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, provided that the Capital Markets Board has not expressed a negative opinion,
3. Amendment of Articles 3 (*Purpose and Subject of the Company*), and 15. (*General Meeting of Shareholders*) and
4. Questions and suggestions.

**BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş.**  
**AMENDMENT TO ARTICLES OF**  
**ASSOCIATION**

OLD TEXT	NEW TEXT
ARTICLE 3 - PURPOSE AND SUBJECT OF THE COMPANY	ARTICLE 3 - PURPOSE AND SUBJECT OF THE COMPANY
<p>I- The industrial, commercial, economic and financial purpose of the Company and the types and scope of the works that constitute its subject matter are mainly as follows:</p> <p>A-) CEMENT SECTOR:  Extraction and production of all kinds of cement and all kinds of materials, mortars and products made of cement or produced from cement or into which cement is added, extraction, and production, trade, foreign purchase, foreign sale, transportation of all kinds of raw, semi-finished and finished materials such as limestone, clay, stone, gypsum, sand, gravel, pozzolan materials, iron ore, coal and other raw, semi-finished and finished materials, auxiliary materials and materials used in the production and trade of cement and products made of cement.</p> <p>B-) MINING SECTOR:  In nature; all energy minerals, metal minerals, industrial minerals and precious stones found in nature as elements, compounds or mixtures and within the scope of the provisions of the Mining Law and related regulations and legislation, and all kinds of substances and minerals to be included within the scope of the aforementioned legislation by the decision of the <b>Council of Ministers</b>, operating, owning all kinds of rights over, obtaining and acquiring subsidiary, exploration, operating licenses and operating concessions, and engaging in industrial and commercial activities in all other mining matters, especially the <b>establishment</b> and operation of stone, sand, gravel, limestone, clay and similar quarries.</p> <p>C-) TRANSPORTATION SECTOR:  Transportation of people, goods and all other kinds of goods from abroad to the country and from the country to abroad both domestically and abroad by land, sea and air routes, as well as brokerage, representation and agency works related to all these businesses.</p> <p>D-) TOURISM SECTOR:  Within the framework of the laws, by-laws, regulations and communiqués in force and to be put into force in the field of hotel management and tourism, to carry out commercial and industrial activities in Türkiye and abroad, to establish touristic entities, to purchase and lease them, to accept and establish real and personal rights and obligations related to touristic enterprises, to carry out all kinds of tourism management and <b>agency</b>.</p> <p>E-) CONSTRUCTION SECTOR:  Construction and construction contracting of public works facilities such as roads, bridges, dams, harbors, ports, schools, hospitals, industrial and touristic facilities and manufacturing, domestic and foreign trade of all kinds of construction materials, especially lime, chemical lime, lime cream, crushed stone, ready-mixed mortar, ready-mixed plaster, manufacture, trade, domestic and foreign purchase and sale, transportation of ready-mixed concrete aggregate, ready-mixed concrete, lightweight concrete, lightweight aggregate and similar lightweight building elements, as well as pipes, briquettes, clay pipes, roofing, all kinds of floor tiles and parquet,</p>	<p>I- The industrial, commercial, economic and financial purpose of the Company and the types and scope of the works that constitute its subject matter are mainly as follows:</p> <p>A-) CEMENT SECTOR:  Extraction and production of all kinds of cement and all kinds of materials, mortars and products made of cement or produced from cement or into which cement is added, extraction, and production, trade, foreign purchase, foreign sale, transportation of all kinds of raw, semi-finished and finished materials such as limestone, clay, stone, gypsum, sand, gravel, pozzolan materials, iron ore, coal and other raw, semi-finished and finished materials, auxiliary materials and materials used in the production and trade of cement and products made of cement.</p> <p>B-) MINING SECTOR:  In nature; all energy minerals, metal minerals, industrial minerals and precious stones found in nature as elements, compounds or mixtures and within the scope of the provisions of the Mining Law and related regulations and legislation, and all kinds of substances and minerals to be included within the scope of the aforementioned legislation <b>in any way</b>, operating, owning all kinds of rights over, obtaining and acquiring subsidiary, exploration, operating licenses and operating concessions, and engaging in industrial and commercial activities in all other mining matters, especially the <b>establishment</b> and operation of stone, sand, gravel, limestone, clay and similar quarries.</p> <p>C-) TRANSPORTATION SECTOR:  Transportation of people, goods and all other kinds of goods from abroad to the country and from the country to abroad both domestically and abroad by land, sea and air routes, as well as brokerage, representation and agency works related to all these businesses.</p> <p>D-) TOURISM SECTOR:  Within the framework of the laws, by-laws, regulations and communiqués in force and to be put into force in the field of hotel management and tourism, to carry out commercial and industrial activities in Türkiye and abroad, to establish touristic entities, to purchase and lease them, to accept and establish real and personal rights and obligations related to touristic enterprises, to carry out all kinds of tourism management and <b>agency</b>.</p> <p>E-) CONSTRUCTION SECTOR:  <b>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</b></p>

<p>F-) ENERGY SECTOR: Establishing a generation facility <b>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</b>, producing electricity and heat energy, selling the electricity and heat energy and/or capacity produced within the framework of the said legislation <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><b>Becoming a partner in companies engaged in domestic and foreign energy production, all kinds of trade of petroleum, natural and liquid gases, as well as unloading, loading, storage and distribution.</b></p> <p>G-) INSURANCE AGENCY: All kinds of domestic and international insurance agency within the framework of insurance legislation.</p>	<p>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, leasing 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.</p> <p><b>In relation to all the activities listed above;</b> 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.</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>F-) ENERGY SECTOR: 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 <b>and 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>G-) INSURANCE AGENCY: All kinds of domestic and international insurance agency within the framework of insurance legislation.</p>
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<p>H-) ORGANIZATION, CONSULTANCY: Providing organization, consultancy, training and service services in all kinds of electronic, computer, data processing and information communication issues, production, manufacturing, trade, domestic and foreign purchase and sale of computers, hardware, software and auxiliary materials.</p> <p>II- In order to achieve its aims and objectives, the Company may acquire all rights and incur all debts within the framework of the above-mentioned fields of activity.</p> <p>Summing up, A-) Exploration, production, trade, foreign purchase, foreign sale, representation of all kinds of finished, semi-finished, raw and auxiliary materials, materials, fuel, energy, motor-machinery, tools, equipment, installations, spare parts, packaging materials made of paper or other materials and transportation vehicles in Türkiye and abroad, consultancy, representation, agency, dealership, project, pre-consent, research and development studies, supervision, and similar services, leasing, operation and transportation works and the use, utilization, partial or complete takeover and transfer of all rights, including foreign currency rights obtained from these works,</p> <p>B-) The obtaining and acquisition of all kinds of licenses, permits, trademarks, patents, licenses, licenses, technical information, technical assistance, intellectual rights and the like, and the partial or complete acquisition, transfer, lease and allocation of all these rights to the use of third parties,</p> <p>C-) Establishing all kinds of partnerships with <b>real or legal persons</b> with domestic, foreign and foreign capital in Türkiye or abroad, establishing, having established, operating, leasing enterprises, companies and facilities, or participating in such existing enterprises, companies, facilities and personal initiatives, making agreements with them for these purposes or financing them buying and selling the shares of these and all similar industrial companies, not engaging in investment services and activities, engaging in all kinds of industrial transactions, establishing industrial companies and facilities, and foreign purchase, foreign sale, trade, transportation of all kinds of goods related to all these, and transportation of goods and services to be exported, and import of goods and services to be exported in the form of goods instead of foreign currency, if the export regime allows, and engaging in activities related to these,</p> <p>D-) The Company may provide guarantees, sureties, collaterals or establish pledge rights, including mortgages, on its own behalf and in favor of third parties provided that it 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 in favor of persons. It is possible to buy and sell all kinds of movable and immovable properties and rights for the realization of the transactions for its purpose, and to lease them, and all kinds of pledges <b>in favor of</b> and against them, establishing and registering mortgages, usufruct, easement, condominium and all other real and personal rights and having them annulled and canceled, becoming a guarantor and giving bail in cases required by its purpose and fields of activity, <b>concluding</b> all kinds of loan agreements in Türkiye and abroad, obtaining loans from banks and other institutions,</p> <p>E-) The Company may carry out all other industrial, commercial, economic and financial transactions required by the purpose and subject matter of the Company.</p>	<p>H-) ORGANIZATION, CONSULTANCY: Providing organization, consultancy, training and service services in all kinds of electronic, computer, data processing and information communication issues, production, manufacturing, trade, domestic and foreign purchase and sale of computers, hardware, software and auxiliary materials.</p> <p>II- In order to achieve its aims and objectives, the Company may acquire all rights and incur all debts within the framework of the above-mentioned fields of activity.</p> <p>Summing up, A-) Exploration, production, trade, foreign purchase, foreign sale, representation of all kinds of finished, semi-finished, raw and auxiliary materials, materials, fuel, energy, motor-machinery, tools, equipment, installations, spare parts, packaging materials made of paper or other materials and transportation vehicles in Türkiye and abroad, consultancy, representation, agency, dealership, project, pre-consent, research and development studies, supervision, and similar services, leasing, operation and transportation works and the use, utilization, partial or complete takeover and transfer of all rights, including foreign currency rights obtained from these works,</p> <p>B-) The obtaining and acquisition of all kinds of licenses, permits, trademarks, patents, licenses, licenses, technical information, technical assistance, intellectual rights and the like, and the partial or complete acquisition, transfer, lease and allocation of all these rights to the use of third parties,</p> <p>C-) Establishing all kinds of partnerships with <b>real or legal persons</b> with domestic, foreign and foreign capital in Türkiye or abroad, establishing, having established, operating, leasing enterprises, companies and facilities, or participating in such existing enterprises, companies, facilities and personal initiatives, making agreements with them for these purposes or financing them buying and selling the shares of these and all similar industrial companies, not engaging in investment services and activities, engaging in all kinds of industrial transactions, establishing industrial companies and facilities, and foreign purchase, foreign sale, trade, transportation of all kinds of goods related to all these, and transportation of goods and services to be exported, and import of goods and services to be exported in the form of goods instead of foreign currency, if the export regime allows, and engaging in activities related to these,</p> <p>D-) The Company may provide guarantees, sureties, collaterals or establish pledge rights, including mortgages, on its own behalf and in favor of third parties provided that it 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 in favor of persons. It is possible to buy and sell all kinds of movable and immovable properties and rights for the realization of the transactions for its purpose, and to lease them, and all kinds of pledges <b>in favor of</b> and against them, establishing and registering mortgages, usufruct, easement, condominium and all other real and personal rights and having them annulled and canceled, becoming a guarantor and giving bail in cases required by its purpose and fields of activity, <b>concluding</b> all kinds of loan agreements in Türkiye and abroad, obtaining loans from banks and other institutions,</p> <p>E-) The Company <b>may carry out</b> all other industrial, commercial, economic and financial transactions required by the purpose and subject matter of the Company,</p>
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<p>F-) <b>The Company may make</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, 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 businesses and transactions, upon the proposal of the Board of Directors, the situation shall be submitted to the discussion and approval of the General Assembly, and in the event that a decision is taken in this way, it shall be ensured that the necessary permission is obtained from the Ministry of <b>Customs</b> and Trade and the Capital Markets Board for the implementation of this resolution, which is in the nature of an amendment to the Articles of Association, and that it is registered and announced.</p>	<p>F-) 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 businesses and transactions, upon the proposal of the Board of Directors, the situation shall be submitted to the discussion and approval of the General Assembly, and in the event that a decision is taken in this way, it shall be ensured that the necessary permission is obtained from the <b>T.R.</b> Ministry of and Trade and the Capital Markets Board for the implementation of this resolution, which is in the nature of an amendment to the Articles of Association, and that it is registered and announced.</p>
<p><b>ARTICLE 15 - GENERAL ASSEMBLY OF SHAREHOLDERS</b></p>	<p><b>ARTICLE 15 - GENERAL ASSEMBLY OF SHAREHOLDERS</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 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 <b>Chairman of the Board of Directors</b>. In case of <b>his/her excuse</b>, the <b>deputy chairman shall preside, and in his/her excuse</b>, 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</p> <p>Regulation through the system established pursuant to this provision of the Articles of Association.</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 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 <b>one of the executive members of the Board of Directors</b>. In case of <b>their excuse</b>, 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</p> <p>Regulation through the system established pursuant to this provision of the Articles of Association.</p>



## POWER OF ATTORNEY

### BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş.

Batiçim Batı Anadolu Çimento Sanayii A.Ş. will hold an ordinary general assembly meeting on Thursday, 31.10.2024 at 15.30 at 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;

- 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