

## **INFORMATION DOCUMENT OF THE 2022 ORDINARY GENERAL ASSEMBLY MEETING OF BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ ANONİM ŞİRKETİ TO BE HELD ON 07 JUNE 2023**

The Ordinary General Assembly Meeting of our company will be held on Friday, 07.06.2023 at 15.30 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 2022, 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 400.000.000,00 TRY has 18.000.000.000 shares and its value is 180.000.000 TRY which includes 48.000 TRY bearer to A Group with 4.800.000 shares all of which is paid, 179.952.000 TRY bearer to B Group which includes 17.995.200.000 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.
- Each group A share gives its owner 15 (Fifteen) votes at the General Assembly meetings.
- 10% of the net profit is distributed to group A shareholders in proportion to their shares provided that there is no prejudice to the first dividend.
- It is essential to amend articles 7., (excluding paragraph 1 in which the number of member of Executive Council) 8., 9., 10., 15., 18., 19., 24., 25., 27., increase the Company's capital by subtracting more than the amount in article 6 of the Main Contract bearer to A Group or in new A Group's name share, to change types, group or amounts of shares in the name of A Group, Positive vote of at least 3/4 (three quarters) of the shareholders holding a group A bearer shareholder in the decisions to be obtained from the General Assembly in order to replace with shares in name of Group A or transform shares bearer to Group B or in name of Group B which are subtracted or will be subtracted herein after.

The statement which shows total share number and vote rights which reflect the partnership structure of our company on May 12th, 2023 is given below:

Commercial Title / Name and Surname of the Shareholder	Nominal Value (TRY)	Share in Capital (%)	Vote Right Rate (%)
ÇİFTAY İNŞAAT TAAHHÜT VE TİC. A.Ş.	74,044,994.11	41.14	41.13
FATMA GÜLGÜN ÜNAL	25,004,950.83	13.89	13.86
DİĞER	80,950,055.06	44.97	45.01
<b>TOTAL</b>	<b>180,000,000,00</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, its major subsidiaries and affiliates 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:**

The agenda items include the election of Members of the Board of Directors.

The CVs and independence statements of our independent members of the Board of Directors are presented in Appendix-3

**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 2022 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 07 JUNE 2022**

**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 15 of the Main contract, the Board Chairman presides the Annual Meetings. In case of excuse, the deputy chairman presides, and in case of his excuse, the chairman is elected by the General Assembly.

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 2022 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 01.01.2022-31.12.2022 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 2022 will be read and discussed at the General Assembly and submitted for 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 2022,**

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.

**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. Submitting the candidate for the Board of Directors, Ufuk Bala Yücel, to the approval of the General Assembly, as per Article 363 of the Turkish Commercial Code,**

It will be discussed that Ufuk Bala Yücel, the member candidate determined by the Corporate Governance Committee and elected as a member of the Board of Directors, will be submitted to the approval of the General Assembly, replacing the resigned Board Member Yusuf Kaya.

**7. Discharge of the Members of the Board of Directors separately for 2022 activities, accounts and all other savings,**

The release of the Members of the Board of Directors due to the activities, transactions and accounts of 2022 will be submitted to the approval of the General Assembly within the framework of the provisions of the Turkish Commercial Code and the Regulation.

**8. Election of the members of the Independent Board of Directors and determination of their period of duty,**

The election and terms of office of independent board member candidates Mustafa Teoman Gürkan, Şükrü Serdar Bağcıoğlu and Ufuk Bala Yücel will be discussed.

**9. 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 2023 will be submitted to the approval of the General Assembly.

**10. Deciding on the upper limit of donations to be made in 2023,**

The upper limit of donations to be made in 2023 will be determined by the General Assembly.

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

According to our financial statements of the fiscal period 01.01.2022-31.12.2022 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 2022 activities are ended with 447,736,661 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-1, Profit Distribution Proposal is in ANNEX-2.

**12. Selection of the Independent External Auditing Firm for the audit of our company's 2022 accounts and financial statements,**

Serial of TTK and Capital Markets Board: X, No: 22 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.

**13. 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.

**14. Wishes and suggestions.**

**ANNEXES**

1. Profit Distribution Table
2. Profit Distribution Offer
3. Resume and Independence Declaration

## ANNEX -1

### BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş. PROFIT DISTRIBUTION STATEMENT FOR 2022 (TL)

1	Paid / Issued Capital	180,000,000.00	
2	Total Legal Reserve Fund (According to Legal Records)	16,000,000.00	
	If there is a privilege in profit distribution in accordance with the articles of association, information related to the mentioned privilege	10% of net profit is distributed to privileged shareholders on condition that the first dividend is not prejudiced.	
		<b>According to SPK</b>	<b>According to Legal Records (YK)</b>
3	Period Profit	(717,197,481)	154,635,065
4	Taxes Payable (-)	61,298,424	(1,331,480)
5	<b>NET PROFIT FOR THE PERIOD</b>	<b>(447,736,661)</b>	<b>153,303,585</b>
6	Losses of previous years (-)	-	-
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 of charge	-	-
	- 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 OF CHARGE	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							
<b>PROFIT SHARE AMOUNT DISTRIBUTED TO PARTNERS (TRY)</b>			<b>RATIO OF DIVIDEND DISTRIBUTED TO DISTRIBUTED NET DISTRIBUTABLE PROFIT (%)</b>				

**ANNEX -2**  
**Profit Distribution Offer**

The net period loss of our company, calculated in compliance with the CMB legislation is 447.736.661 TRY.

It is decided to propose to our shareholders at the Ordinary General Assembly Meeting to be held on June 07, 2023, not to distribute profits due to the loss of 2022 activities.

## ANNEX -3

### RESUME AND INDEPENDENCE DECLARATION

#### **Mustafa Teoman Gürgan (Independent Member of the Board)**

Mustafa Teoman Gürgan was born in Nazilli in 1944. He graduated from the Department of Finance and Economics of the Faculty of Political Sciences of Ankara University. He started his working life in Izmir in 1967 as a dormant partner in the family company dealing with import and domestic trade, has served as a director, founding partner and a member of the board in various companies since then. He has been an Independent Member of the Board of Directors of Batıçim Batı Anadolu Çimento Sanayii A.Ş. and Batisöke Söke Çimento Sanayii T.A.Ş. since 2020.

#### **Şükrü Serdar Bağcıoğlu (Independent Member of the Board)**

Şükrü Serdar Bağcıoğlu was born in İzmir in 1954. He graduated from the Department of Industrial Engineering of Boğaziçi University. He completed his master's degree at Swansea University in England. He has worked as a manager in the field of engineering in various industrial organizations between 1979-1984, as a branch manager in various banks between 1984-1996, as the Deputy General Manager at Yapı ve Kredi Bankası A.Ş., as the Deputy General Manager at Koçbank A.Ş. between 2000-2004, and as the General Manager and the Member of the Board of Directors at Çiftçiler Gayrimenkul Yatırım Danışmanlık A.Ş. between 2005 and 2015. He has been an Independent Member of the Board of Directors of Batıçim Batı Anadolu Çimento Sanayii A.Ş. and Batisöke Söke Çimento Sanayii T.A.Ş. since 2020.

#### **Ufuk Bala Yücel (Bağımsız Yönetim Kurulu Üye Adayı)**

Ufuk Bala Yücel graduated from Boğaziçi University, and she also has a master's degree from Marmara University, Institute of Banking & Insurance. She started her career at Uluslararası Endüstri ve Ticaret Bankası A.Ş. in 1987. Afterwards, she worked as "Corporate Banking Branch Manager" at Yapı ve Kredi Bankası A.Ş. between 1987 and 1999 and at Finansbank A.Ş. between 1999 and 2000. Then she worked as the "Manager of the Loans Department" between 2001 and 2007 and "Assistant General Manager" between 2008 and 2018 at Türkiye Kalkınma ve Yatırım Bankası; Afterwards, she served as the "Assistant General Manager for Credits and Legal Affairs" at Türkiye Kalkınma ve Yatırım Bankası between May 2019 and 2022. Ufuk Bala Yücel served as a Member of the Board of Directors in various companies in the years between 2006 and 2014. She also appointed as the Chairman of the Board of Directors at TSKB GYO A.Ş. between 2014 and 2018. She still continues to serve as a member of the board of directors in different companies.

## INDEPENDENCE DECLARATION

**To Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi Corporate Management Committee;**

Since I applied to the Corporate Governance Committee as an “Independent Member” candidate on 31/03/2023, as required by the Capital Markets Board Corporate Governance Communiqué of the Article II-17.1; I declare that I have read and understood the Corporate Governance Principles of the Capital Markets Board and I declare that I meet all the criteria for Independent Membership of the Board of Directors listed below and listed in the principle No. 4.3.6. ;

- 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 Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi with the partnerships which has significant impact or has the management control of Batıçim Batı Anadolu Çimento Sanayii 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 Batıçim Batı Anadolu Çimento Sanayii 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 31.12.1960 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 Batıçim Batı Anadolu Çimento Sanayi Anonim Şirketi, and the shareholders in case of conflicts of interest, and contribute positively in the activities of Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi.
- g) I can spare time for the Company transactions in order to follow the activities of Batıçim Batı Anadolu Çimento Sanayi 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 Batıçim Batı Anadolu Çimento Sanayii 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 Batıçim Batı Anadolu Çimento Sanayii 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 : Mustafa Teoman GÜRGAN

Signature :

## INDEPENDENCE DECLARATION

**To Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi Corporate Management Committee;**

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- 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 Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi with the partnerships which has significant impact or has the management control of Batıçim Batı Anadolu Çimento Sanayii 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 Batıçim Batı Anadolu Çimento Sanayii 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,
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- e) I was regarded as settled in Turkey according to the Revenue Law dated 31.12.1960 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 Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi, and the shareholders in case of conflicts of interest, and contribute positively in the activities of Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi.
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- 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

Signature :

## INDEPENDENCE DECLARATION

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- e) I was regarded as settled in Turkey according to the Revenue Law dated 31.12.1960 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 Batıçim Batı Anadolu Çimento Sanayi Anonim Şirketi, and the shareholders in case of conflicts of interest, and contribute positively in the activities of Batıçim Batı Anadolu Çimento Sanayii Anonim Şirketi.
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- j) I was not registered or declared as a Member of Board in the name of the elected legal

person. Kind regards,

Name Surname : Ufuk Bala YÜCEL

Signature :