

**BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ ANONİM ŞİRKETİ**  
**INVITATION TO THE ORDINARY GENERAL MEETING**  
**FROM THE BOARD OF DIRECTORS**

The Ordinary General Assembly Meeting regarding the Company's activities for the year 2024 will be held on Wednesday, 18 June 2025 at 13:30 at the Company's headquarters located at Ankara Caddesi No.335, Bornova/İzmir, in order to discuss and resolve the matters on the agenda below.

Pursuant to Article 30 of the Capital Markets Law, the list of attendees is prepared by taking into consideration the list of shareholders obtained from the Central Securities Depository (MKK). For the preparation of the list of attendees, the 'Shareholders Chart' to be provided by the Central Securities Depository prior to the meeting for dematerialized shares is taken as the basis.

In addition, shareholders whose identities and shareholding information are not disclosed to our Company due to their request for confidentiality, and therefore cannot be viewed by our Company, are required to apply to their respective intermediary institutions and ensure that the 'restriction' preventing the disclosure of their identities and shareholding information to our Company is lifted no later than 16:30 on the day before the Ordinary General Assembly meeting, should they wish to attend the General Assembly Meeting. Shareholders whose names appear on this list may attend our Company's Ordinary General Assembly Meeting in person by presenting identification.

Shareholders may attend the Ordinary General Assembly Meeting of our Company either in person or through their representatives, in both physical and electronic environments. Shareholders or their representatives who will attend the General Assembly electronically must be registered with the e-MKK Information Portal of the Central Securities Depository (MKK), record their contact details, and possess a secure electronic signature.

Shareholders or their representatives who are not registered with the e-MKK Information Portal or who do not have a secure electronic signature will not be able to attend the General Assembly electronically. In addition, shareholders who will attend the meeting electronically or appoint a representative electronically must complete these transactions through the Electronic General Assembly System prior to the date of the General Assembly in accordance with the regulations on electronic general assembly meetings.

Moreover, shareholders or their representatives who wish to attend the meeting electronically are required to fulfil their obligations in accordance with the provisions of the 'Regulation on General Assembly Meetings of Joint Stock Companies to be Held in Electronic Environment' published in the Official Gazette dated 28 August 2012 and numbered 28395, and the 'Communiqué on the Electronic General Assembly System to be Applied at General Assembly Meetings of Joint Stock Companies' published in the Official Gazette dated 29 August 2012 and numbered 28396.

Shareholders who will not be able to attend the meeting in person, either physically or electronically, are required to prepare their powers of attorney in accordance with the sample provided below, or obtain a copy of the proxy form from our Company's headquarters or from our website at [www.baticim.com.tr](http://www.baticim.com.tr) and submit their duly executed proxy documents in compliance with the Capital Markets Board's Communiqué on Voting by Proxy and Proxy Solicitation No. II-30.1.

In accordance with the CMB Corporate Governance Principles and the relevant communiqués, the agenda items to be discussed at the Ordinary General Assembly, the 2024 financial statements, the Board of Directors' Annual Report, and the Audit Reports will be made available for the review of our shareholders at our Company's headquarters and on our website at [www.baticim.com.tr](http://www.baticim.com.tr) starting from 21 days prior to the date of the Ordinary General Assembly Meeting.

Presented for the information of our esteemed shareholders.

Respectfully,  
**BOARD OF DIRECTORS**

## BATICIM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş.

## ARTICLES OF ASSOCIATION AMENDMENT TEXT

<u>OLD VERSION</u>	<u>NEW VERSION</u>
<p><b>COMPANY'S CAPITAL:</b></p> <p><b>Article 6</b></p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law No. 6362, and transitioned to this system pursuant to the Capital Markets Board resolution dated 22.09.1994 and numbered 946.</p> <p>The Company's registered capital is TL 800,000,000 (eight hundred million), divided into 80,000,000,000 (eighty billion) shares, each with a nominal value of 1 (one) kuruş.</p> <p>The permission granted by the Capital Markets Board for the registered capital ceiling is valid for the years 2022–2026 (5 years). Even if the ceiling amount is not reached by the end of 2026, in order for the Board of Directors to adopt a capital increase resolution after 2026, it is mandatory to obtain authorization from the General Assembly—provided that approval is obtained from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount—for a new period not exceeding 5 years. If such authorization is not obtained, no capital increase may be made by a resolution of the Board of Directors.</p> <p>The Company's issued capital is TL 5,580,000,000 and this issued capital has been fully paid without any collusion. This capital is divided into 558,000,000,000 (five hundred fifty-eight billion) shares, each with a nominal value of 1 (one) kuruş.</p> <p>The Company's capital may be increased or reduced when necessary in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Legislation.</p> <p>Of this capital, 48,000 (forty-eight thousand) Turkish Lira corresponds to 4,800,000 (four million eight hundred thousand) bearer A Group shares with a nominal value of 1 kuruş each, and 5,579,952,000 (five billion five hundred seventy-nine million nine hundred fifty-two thousand) Turkish Lira corresponds to 557,995,200,000 (five hundred fifty-seven billion nine hundred ninety-five million two hundred thousand) bearer B Group shares with a nominal value of 1 kuruş each, making a total of 558,000,000,000 (five hundred fifty-eight billion) bearer shares, distributed to shareholders in proportion to their shares.</p> <p>The Board of Directors is authorized, between the years 2022–2026, to increase the issued capital up to the registered capital ceiling by issuing new shares when deemed necessary in accordance with the provisions of the Capital Markets Law; to issue shares above nominal value; to partially or fully restrict shareholders' preemptive rights; and to make decisions on these matters.</p>	<p><b>COMPANY'S CAPITAL:</b></p> <p><b>Article 6</b></p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law No. 6362, and transitioned to this system pursuant to the Capital Markets Board resolution dated 22.09.1994 and numbered 946.</p> <p>The Company's registered capital is TL 10,000,000,000 (ten billion), divided into 1,000,000,000,000 (one trillion) shares, each with a nominal value of 1 (one) kuruş.</p> <p>The permission granted by the Capital Markets Board for the registered capital ceiling is valid for the years 2025–2029 (5 years). Even if the ceiling amount is not reached by the end of 2029, in order for the Board of Directors to adopt a capital increase resolution after 2029, it is mandatory to obtain authorization from the General Assembly—provided that approval is obtained from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount—for a new period not exceeding 5 years. If such authorization is not obtained, no capital increase may be made by a resolution of the Board of Directors.</p> <p>The Company's issued capital is TL 5,580,000,000 and this issued capital has been fully paid without any collusion. This capital is divided into 558,000,000,000 (five hundred fifty-eight billion) shares, each with a nominal value of 1 (one) kuruş.</p> <p>The Company's capital may be increased or reduced when necessary in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Legislation.</p> <p>Of this capital, 48,000 (forty-eight thousand) Turkish Lira corresponds to 4,800,000 (four million eight hundred thousand) bearer A Group shares with a nominal value of 1 kuruş each, and 5,579,952,000 (five billion five hundred seventy-nine million nine hundred fifty-two thousand) Turkish Lira corresponds to 557,995,200,000 (five hundred fifty-seven billion nine hundred ninety-five million two hundred thousand) bearer B Group shares with a nominal value of 1 kuruş each, making a total of 558,000,000,000 (five hundred fifty-eight billion) bearer shares, distributed to shareholders in proportion to their shares.</p> <p>The Board of Directors is authorized, between the years 2025–2029, to increase the issued capital up to the registered capital ceiling by issuing new shares when deemed necessary in accordance with the provisions of the Capital Markets Law; to issue shares above nominal value; to partially or fully restrict</p>

<p>The authority to restrict pre-emptive rights cannot be exercised in a manner that causes inequality among shareholders.</p> <p>No new shares may be issued unless all previously issued shares are sold and their consideration fully collected.</p> <p>The nominal value of the shares was 500 (five hundred) Turkish Lira, which was first changed to 1 (one) New Kuruş pursuant to the Law No. 5274 amending the Turkish Commercial Code, and later changed to 1 (one) Kuruş due to the Council of Ministers Decree dated 4 April 2007 and numbered 2007/11963, which removed the word “New” from New Turkish Lira and New Kuruş as of 1 January 2009. Due to this change, the total number of shares decreased, and 1 (one) share with a nominal value of 1 (one) kuruş was issued in exchange for 20 (twenty) shares with a nominal value of 500 (five hundred) TL. The rights of shareholders arising from the shares they hold are reserved.</p> <p>The term “Turkish Lira” in this Articles of Association refers to the updated expression in accordance with the above-mentioned Council of Ministers Decree.</p> <p>The shares representing the capital are monitored in dematerialized form in accordance with dematerialization principles.</p>	<p>shareholders’ pre-emptive rights; and to make decisions on these matters. The authority to restrict pre-emptive rights cannot be exercised in a manner that causes inequality among shareholders.</p> <p>No new shares may be issued unless all previously issued shares are sold and their consideration fully collected.</p> <p>The nominal value of the shares was 500 (five hundred) Turkish Lira, which was first changed to 1 (one) New Kuruş pursuant to the Law No. 5274 amending the Turkish Commercial Code, and later changed to 1 (one) Kuruş due to the Council of Ministers Decree dated 4 April 2007 and numbered 2007/11963, which removed the word “New” from New Turkish Lira and New Kuruş as of 1 January 2009. Due to this change, the total number of shares decreased, and 1 (one) share with a nominal value of 1 (one) kuruş was issued in exchange for 20 (twenty) shares with a nominal value of 500 (five hundred) TL. The rights of shareholders arising from the shares they hold are reserved.</p> <p>The term “Turkish Lira” in this Articles of Association refers to the updated expression in accordance with the above-mentioned Council of Ministers Decree.</p> <p>The shares representing the capital are monitored in dematerialized form in accordance with dematerialization principles.</p>
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**BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ ANONİM ŞİRKETİ**  
**AGENDA OF THE ORDINARY GENERAL ASSEMBLY**  
**MEETING**

1. Opening, formation of the Presidential Board, and authorization for the Presidential Board to sign the General Assembly Meeting Minutes.
2. Reading, discussion, and approval of the Board of Directors' Annual Report, the reports of the Independent External Audit Firm, and the Company's 2024 balance sheet and profit/loss statements.
3. Presentation of information regarding related party transactions.
4. Presentation of information regarding donations and charitable contributions made in 2024.
5. Disclosure regarding guarantees, pledges, mortgages given by the company in favor of third parties, and income or benefits obtained.
6. The members of the Board of Directors shall be individually discharged from liability for their activities, accounts, and all other actions and transactions in 2024.
7. Determining the remuneration to be paid to the Board Members,
8. To submit for the approval of the General Assembly the appointment of Mr. Coşkun Kılıç, who was appointed to the vacant Board membership pursuant to Article 363 of the Turkish Commercial Code by the resolution of the Board of Directors dated 18 December 2024.
9. Approval of the Company's Donation Policy and Disclosure Policy, and discussion and adoption of the relevant resolutions.
10. Resolution on determining the upper limit for donations to be made in 2025.
11. Discussion and resolution on the Board of Directors' proposal regarding profit distribution
12. Election of the Independent External Audit Firm for the audit of the Company's accounts and financial statements for the year 2025.
13. Granting permission to the Members of the Board of Directors in accordance with Articles 395 and 396 of the Turkish Commercial Code.
14. To approve the transactions carried out pursuant to the Board of Directors' resolution dated 17 December 2024 and numbered 1555, whereby the past years' losses amounting to TRY 1,754,516,534.04 arising from the inflation adjustment as of 30 June 2024 were offset against extraordinary reserves, and the portion of the past years' losses arising from the inflation adjustment as of 31 December 2024 that could not be covered by extraordinary reserves was offset against the current period profit.
15. To increase the Company's registered capital ceiling from TRY 800,000,000 (eight hundred million) to TRY 10,000,000,000 (ten billion), to be valid for the years 2025–2029, and to amend Article 6 titled "Company's Capital" of the Company's Articles of Association accordingly.
16. Wishes and recommendations.

## PROXY FORM

### BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ ANONİM ŞİRKETİ To the Chair of the General Assembly of Shareholders,

I hereby appoint ..... as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of Batıçim Batı Anadolu Çimento Sanayii A.Ş. that will convene on June 18, 2025, Wednesday at 13:30 at the address of Ankara Cad. No:335 Bornova/İzmir.

The Attorney's (\*):

Name Surname/ Trade Name:

TR ID Number/Tax Number/ Trade Registry Number/MERSİS Number:

(\*) Foreign attorneys should submit the equivalent information mentioned above.

#### A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

##### 1. About the agenda items of the General Assembly:

- a) The attorney is authorized to vote according to his/her opinion. ☐
- b) The attorney is authorized to vote on proposals of the attorney partnership management. ☐
- c) The attorney is authorized to vote in accordance with the following instructions stated. ☐
- in the table.

Instructions:

If the shareholder chooses the option (c), instructions specific to the agenda item are given by marking one of the options (acceptance or rejection) next to the relevant agenda item and, if the rejection option is selected and if there is a statement of opposition that the shareholder wants to be written in the minutes of the general assembly, the shareholders should write this statement of opposition into the proxy form.

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening, formation of the Presidential Board, and authorization for the Presidential Board to sign the General Assembly Meeting Minutes.			
1. Reading, discussion, and approval of the Board of Directors' Annual Report, the reports of the Independent External Audit Firm, and the Company's 2024 balance sheet and profit/loss statements.			
2. Presentation of information regarding related party transactions.			
3. Presentation of information regarding donations and charitable contributions made in 2024.			
4. Disclosure regarding guarantees, pledges, mortgages given by the company in favor of third parties, and income or benefits obtained.			
5. The members of the Board of Directors shall be individually discharged from liability for their activities, accounts, and all other actions and transactions in 2024.			
6. Determining the remuneration to be paid to the Board Members,			
7. To submit for the approval of the General Assembly the appointment of Mr. Coşkun Kılıç, who was appointed to the vacant Board membership pursuant to Article 363 of the Turkish Commercial Code by the resolution of the Board of Directors dated 18 December 2024.			
8. Approval of the Company's Donation Policy and Disclosure Policy, and discussion and adoption of the relevant resolutions.			
9. Resolution on determining the upper limit for donations to be made in 2025.			
10. Discussion and resolution on the Board of Directors' proposal regarding profit distribution			
11. Election of the Independent External Audit Firm for the audit of the Company's accounts and financial statements for the year 2025.			

<b>12.</b> Granting permission to the Members of the Board of Directors in accordance with Articles 395 and 396 of the Turkish Commercial Code.			
<b>13.</b> To approve the transactions carried out pursuant to the Board of Directors' resolution dated 17 December 2024 and numbered 1555, whereby the past years' losses amounting to TL 1,754,516,534.04 arising from the inflation adjustment as of 30 June 2024 were offset against extraordinary reserves, and the portion of the past years' losses arising from the inflation adjustment as of 31 December 2024 that could not be covered by extraordinary reserves was offset against the current period profit.			
<b>14.</b> To increase the Company's registered capital ceiling from TL 800,000,000 (eight hundred million) to TL 10,000,000,000 (ten billion), to be valid for the years 2025–2029, and to amend Article 6 titled "Company's Capital" of the Company's Articles of Association accordingly.			
<b>15.</b> Wishes and recommendations.			

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion ☐
- b) The attorney is not authorized to vote in these matters. ☒ X
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions: ☐

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Order and Serial (\*)
- b) Number / Group (\*\*)
- c) Amount-Nominal Value
- d) Share with voting power or not
- e) Bearer-Registered (\*)
- f) Ratio of the total shares/voting rights of the shareholder

\*Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting. ☐

NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)

TR ID Number/Tax Number/ Trade Registry Number/MERSİS Number:

Address:

(\*) Foreign attorneys should submit the equivalent information mentioned above.