

**ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.**  
**INFORMATION DOCUMENT FOR THE 2024 ORDINARY GENERAL ASSEMBLY**  
**MEETING TO BE HELD ON 27 MARCH 2025**

**AGENDA FOR THE 2024 ORDINARY GENERAL ASSEMBLY MEETING**

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1. Opening and formation of the Meeting Council,
2. Reading and discussion of the 2024 Annual Report of the Board of Directors,
3. Reading the 2024 Auditor's Reports,
4. Reading, discussion and approval of the 2024 Financial Statements,
5. Release of the members of the Board of Directors with regard to the 2024 activities,
6. Resolution on the Board of Directors' proposal on dividend distribution,
7. Determination of monthly gross salaries payable to the members of the Board of Directors,
8. Election of the Auditor,
9. Discussion and approval of the amendment to Article 6 of the Company's Articles of Association
10. Discussion and approval of authorizing the Board of Directors to distribute advance dividends for the fiscal year 2025,
11. Approval and briefing of the donations and grants made by the Company in 2024,
12. Determination of the upper limit for donations to be made in 2025,
13. Granting permission to the Chairperson and the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code.
14. Wishes and remarks.

**AGENDA ITEMS FOR THE 2024 ORDINARY GENERAL**  
**ASSEMBLY MEETING TO BE HELD ON 27 MARCH 2025**

**1- Opening and formation of the Meeting Council**

Pursuant to Article 15 of the Articles of Association and the Internal Directive on the Working Principles and Procedures of the General Assembly, the Chairman of the Meeting and the Presiding Committee will be formed to conduct the General Assembly meeting.

**2- Reading and discussion of the 2024 Annual Report of the Board of Directors**

The Annual Report of the Board of Directors, which will be made available for the review of our shareholders at our Company's Headquarters and on our Company's corporate website at [www.cimsa.com.tr](http://www.cimsa.com.tr) for three weeks prior to the General Assembly meeting, will be read out at the General Assembly and submitted to the opinion of our shareholders.

**3- Reading the 2024 Auditor's Reports**

The Auditors' Reports, which will be made available for the review of our shareholders at our Company's Head Office, on the Electronic General Assembly Platform of the Central Registry Agency and on our Company's corporate website [www.cimsa.com.tr](http://www.cimsa.com.tr) for a period of three weeks prior to the General Assembly meeting, will be read out at the General Assembly and submitted to the opinion of our shareholders.

**4- Reading, discussion and approval of the 2024 Financial Statements**

The financial statements for the year 2024, which were disclosed to the public on 27.02.2025 on the Public Disclosure Platform (PDP) and on our Company's corporate

website [www.cimsa.com.tr](http://www.cimsa.com.tr), and which will be made available for the review of our shareholders at our Company's Headquarters and on the Electronic General Assembly Platform of the Central Registry Agency for three weeks prior to the General Assembly meeting, will be submitted for the opinion and approval of our shareholders at the General Assembly.

#### **5- Release of the members of the Board of Directors with regard to the 2024 activities**

The release of the members of the Board of Directors for their activities, transactions and accounts for the year 2024 will be submitted to the approval of the General Assembly.

#### **6- Resolution on the Board of Directors' proposal on dividend distribution**

According to our financial statements for the accounting period 01.01.2024-31.12.2024 prepared by our Company in accordance with the Capital Markets Board's "Communiqué on Principles Regarding Financial Reporting in Capital Markets" (II-14.1) and independently audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a net profit for the period of TL 3.054.336.000,00 TL was obtained.

The profit distribution table regarding the proposal of the board of directors is given in Annex-1.

#### **7- Determination of monthly gross salaries payable to the members of the Board of Directors**

Determination of the remuneration of the members of the Board of Directors will be submitted to the approval of the General Assembly.

#### **8- Election of the Auditor**

The proposal of the Board of Directors for the appointment of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi as Auditor at the General Assembly in order to audit the financial reports and annual report of our Company for the 2025 activity period, to subject the sustainability reports of our Company for the years 2024 and 2025 to assurance audit within the framework of the sustainability legislation and to carry out other activities within the scope of the relevant regulations in accordance with the principles determined in accordance with the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362 will be submitted to the approval of the General Assembly.

#### **9- Discussion and approval of the amendment to Article 6 of the Company's Articles of Association**

The application to the Capital Markets Board regarding the planned amendment to Article 6 of the Company's Articles of Association was approved on 20.01.2025 and the application to the Ministry of Trade General Directorate of Domestic Trade was approved on 27.01.2025. The approved draft amendment to the Articles of Association will be submitted to the approval of the shareholders at the 2024 Ordinary General Assembly meeting. The text of the amendment to the Articles of Association is given in Annex-2

#### **10- Discussion and approval of authorizing the Board of Directors to distribute advance dividends for the fiscal year 2025**

In accordance with Article 26 of the Company's Articles of Association, the Dividend Distribution Policy and the Capital Markets Board's Dividend Communiqué No. II-19.1, the matter of authorizing the Board of Directors to decide on the distribution of advance dividends limited to the fiscal year 2025 will be submitted to the approval of the

shareholders at the General Assembly.

**11- Approval and briefing of the donations and grants made by the Company in 2024**

Between January 01, 2024 and December 31, 2024, a total of TL 96.666.000 in cash and in-kind donations were made to various public institutions and organizations. This matter will be submitted for the information of the General Assembly.

**12- Determination of the upper limit for donations to be made in 2025**

The limit of donations to be made by the Company in 2025 will be decided by our shareholders at the General Assembly will be determined.

**13- Granting permission to the Chairperson and the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code**

It is only possible for the members of our Board of Directors to carry out transactions within the framework of Articles 395/1 titled "Prohibition of Transactions with the Company and Borrowing from the Company" and 396 titled "Prohibition of Competition" of the TCC only with the approval of the General Assembly. In order to fulfill the requirements of these regulations, the said authorization will be submitted to the approval of our shareholders at the General Assembly, and our shareholders will be informed about the transactions carried out in this nature during the year.

**14- Wishes and remarks**

The General Assembly meeting will end by sharing wishes and remarks.

**DISCLOSURES MADE PURSUANT TO ARTICLE 1.3 GENERAL ASSEMBLY OF THE CAPITAL MARKETS BOARD COMMUNIQUÉ ON CORPORATE GOVERNANCE (II-17.1) ANNEXED CORPORATE GOVERNANCE PRINCIPLES**

**a) Total number of shares and voting rights reflecting the shareholding structure of the partnership as of the date of disclosure, if there are privileged shares in the partnership capital, the number of shares and voting rights representing each privileged share group and the nature of the privileges;**

The shareholding structure of the company is represented in the table below. There is no privileged shares in the company capital.

<b>SHAREHOLDER</b>	<b>RATIO (%)</b>	<b>AMOUNT (TL)</b>
<b>HACI ÖMER SABANCI HOLDİNG A.Ş.</b>	54,54	515.719.405,10
<b>AKÇANSA ÇİMENTO SANAYİ A.Ş.</b>	8,98	84.913.920,00
<b>OTHERS</b>	36,48	344.957.768,90
<b>TOTAL</b>	<b>100,00</b>	<b>945.591.094,00</b>

**b) Information on the changes in the management and activities of the Incorporation and its subsidiaries that occurred in the previous accounting period or planned for the future accounting periods that will significantly affect the operations of the Incorporation and the reasons for these changes;**

There are no changes in the management and operations of the Company and its

subsidiaries that have occurred in the previous accounting period or planned in the future accounting periods that will significantly affect the Company's operations.

**c) If the agenda of the general shareholders' meeting includes dismissal, replacement or election of board members, the grounds for dismissal and replacement, the backgrounds of the persons whose candidacy for board membership has been submitted to the partnership, 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 partnership and related parties of the partnership, whether they have the qualifications of independence, and information on similar issues that may affect the activities of the partnership in case these persons are elected as board members**

There is no election of the members of the Board of Directors whose term of office has expired on the agenda of the Ordinary General Assembly Meeting for the year 2024 to be held on March 27, 2025.

**ç) Requests submitted in writing to the Investor Relations Department by the Company's shareholders for the inclusion of items on the agenda, and in cases where the Board of Directors does not accept the shareholders' agenda proposals, the rejected proposals and the reasons for rejection;**

There is no request within the scope of the Article 1.3.1 subparagraph (ç) of the CMB "Corporate Governance Communiqué" numbered II-17.1.

**d) 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 resolution**

There is an amendment to the Articles of Association on the agenda of the Ordinary General Assembly Meeting for the year 2024 to be held on March 27, 2025. The amendment text of the Articles of Association is given in Annex-2.

**ANNEX-1**

<b>ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.</b>			
<b>DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2024 (TRY)</b>			
1. Paid-in Capital			945.591.094,00
2. General Legal Reserves (As per Turkish GAAP)			331.922.238,62
Information privilege in dividend distribution in accordance with the articles of association			No
		As per IFRS	As per Turkish GAAP
3.	Profit	3.904.509.000,00	713.804.600,44
4.	Taxes (-)	850.173.000,00	34.622.234,20
5.	Net Profit For the Period (=)	2.687.840.000,00	679.182.366,24
6.	Previous Years' Losses (-)		
7.	General Legal Reserves (-)	33.959.118,31	33.959.118,31
8.	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>2.653.880.881,69</b>	<b>645.223.247,93</b>
9.	Donations Granted During The Year (+)	96.666.000,00	
10.	<b>NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS</b>	<b>2.750.546.881,69</b>	
11.	First Category Dividend For Shareholders	47.279.554,70	47.279.554,70
	-Cash	47.279.554,70	47.279.554,70
	-Share		
	-Total	47.279.554,70	
12.	Dividends Distributed to the Privileged Shareholders		
13.	Other Dividends Distributed		
	- Members of the Board of Directors		
	- Employees		
	- Non Shareholders		
14.	Dividends Distributed to the Holders of Usufruct Right Certificates		
15.	Second Category Dividend For Shareholders	552.720.445,30	540.135.586,35
16.	General Legal Reserves	55.272.044,53	
17.	Status Reserves		
18.	Special Reserves		2.536.062,35
19.	Extraordinary Reserves	1.998.608.837,16	
20.	Other Resource Planned for Distribution		12.584.858,95
	- Previous Years' Profit		12.584.858,95
	- Extraordinary Reserve		
	- Other Distributable Reserves As Per The Legislation and the Articles of Association		

<b>DIVIDEND RATES TABLE FOR THE YEAR 2024</b>					
	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE OF TRY 1 NOMINAL VALUE	
	CASH (TRY)	SHARES (TRY)	RATIO (%)	AMOUNT (TL)	RATIO (%)
<b>GROSS</b>	600.000.000,00		22,61	0,6345	63,45
<b>NET (*)</b>	510.000.000,00		19,22	0,5393	53,93
(*) Net amount is calculated by assuming 15% withholding tax will apply.					

## ANNEX-2

OLD VERSION	NEW VERSION
<p><b>PAID CAPITAL :</b></p> <p><b>Article 6</b> – The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to this system with the permission of the Capital Markets Board dated 30.03.1989 and numbered 17/155.</p> <p>The registered capital ceiling of the Company is <del>350.000.000.000 (Three hundred and fifty million)</del> Turkish Liras, divided into <del>35.000.000.000.000 (Thirty-five billion)</del> shares with a nominal value of 1 (One) Kurus each.</p> <p>The registered capital ceiling permission granted by the Capital Markets Board is valid for the years <del>2021-2025</del> (5 years). Even if by the end of <del>2025</del> the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after <del>2025</del>, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorization is not obtained, the Company cannot increase its capital by a resolution of the Board of Directors.</p> <p>The issued and fully paid-in capital of the Company is 945,591,094 (Nine Hundred Forty-Five Million Five Hundred Ninety-One Thousand and Ninety-Four) Turkish Liras, divided into 94,559,109,400 (Ninety-Four Billion Five Hundred Fifty-Nine Million One Hundred Nine Thousand Four Hundred) bearer shares with a nominal value of 1 (One) Kurus each. In the last capital increase, the Company's capital of TL 135,084,442 was increased by TL 810,506,652 to TL 945,591,094, all of which was funded from</p>	<p><b>PAID CAPITAL:</b></p> <p><b>Article 6</b> – The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to this system with the permission of the Capital Markets Board dated 30.03.1989 and numbered 17/155.</p> <p>The registered capital ceiling of the Company is <b>10.000.000.000.000 (Ten Billion)</b> Turkish Liras, divided into <b>1.000.000.000.000.000 (One Trillion)</b> shares with a nominal value of 1 (One) Kuruş each.</p> <p>The registered capital ceiling permission granted by the Capital Markets Board is valid for the years <b>2025-2029</b> (5 years). Even if by the end of <b>2029</b> the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after <b>2029</b>, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorization is not obtained, the Company cannot increase its capital by a resolution of the Board of Directors.</p> <p>The issued and fully paid-in capital of the Company is 945,591,094 (Nine Hundred Forty-Five Million Five Hundred Ninety-One Thousand and Ninety-Four) Turkish Liras, divided into 94,559,109,400 (Ninety-Four Billion Five Hundred Fifty-Nine Million One Hundred Nine Thousand Four Hundred) bearer shares with a nominal value of 1 (One) Kurus each. In the last capital increase, the Company's capital of TL 135,084,442 was increased by TL 810,506,652 to TL 945,591,094, all of which was funded from</p>

<p>internal resources.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered and/or bearer shares between <del>2021 and 2025</del> in accordance with the provisions of the Capital Markets Law, whenever it deems necessary, provided that it remains within the registered capital ceiling.</p> <p>The Board of Directors may decide that the value of newly issued shares shall be higher than their nominal value. The share amounts corresponding to the capital subscribed in cash shall be paid in advance and in full at the time of subscription.</p> <p>In the increase of the issued capital, the shareholders shall exercise their pre-emptive rights in proportion to the increase in the issued capital. However, the Board of Directors may restrict the exercise of pre-emptive rights.</p> <p>Shares representing the capital shall be monitored in dematerialized form within the framework of dematerialization principles.</p>	<p>internal resources.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered and/or bearer shares between <b>2025-2029</b> in accordance with the provisions of the Capital Markets Law, whenever it deems necessary, provided that it remains within the registered capital ceiling.</p> <p>The Board of Directors may decide that the value of newly issued shares shall be higher than their nominal value. The share amounts corresponding to the capital subscribed in cash shall be paid in advance and in full at the time of subscription.</p> <p>In the increase of the issued capital, the shareholders shall exercise their pre-emptive rights in proportion to the increase in the issued capital. However, the Board of Directors may restrict the exercise of pre-emptive rights.</p> <p>Shares representing the capital shall be monitored in dematerialized form within the framework of dematerialization principles.</p>
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