

# **TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.**

## **INFORMATION DOCUMENT RELATED TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 26 MARCH 2024**

### **1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING ON 26 MARCH 2024**

As our Company's 2023 Shareholders Ordinary General Assembly Meeting will be held on March 26th, 2024, Tuesday, at 10.00 at the Company headquarters situated at İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla/Istanbul in order to discuss and take resolutions on the contents of the below-indicated agenda; our Esteemed Shareholders or their representatives are requested to honor the meeting on the mentioned day and at the mentioned hour.

The shareholders are allowed to participate in our Company's Ordinary General Assembly Meeting personally in physical environment or in electronic environment and they are also allowed to participate in the meeting by means of their representatives. It is possible to participate in the General Assembly Meeting in electronic environment by secure electronic signatures of the shareholders or their representatives. Therefore; the shareholders, who will perform transactions through the Electronic General Assembly System (EGKS) are firstly required to be registered with the e-MKK Information Portal of the Central Registry Agency (CRA) and thereby, they are required to ensure that their contact information are recorded into the system and; in addition, they are required to have a secure electronic signature. The shareholders or their representatives, who have not been registered with the e-MKK Information Portal and do not have a secure electronic signature, are not allowed to participate in the General Assembly Meeting in electronic environment.

In addition; the shareholders or their representatives, who wish to participate in the meeting in electronic environment, are required to fulfill their obligations in compliance with the provisions of "the Regulation on the General Assembly Meetings to be held in Electronic Environment in Joint Stock Companies" published in the Official Gazette dated August 28th, 2012 and No 28395 and with the provisions of "the Communiqué on the Electronic General Assembly System to Apply in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated August 29th, 2012 and No 28396.

The shareholders, who will not be able to participate personally in the meeting in physical or electronic environment, are required to prepare their powers of attorney in compliance with the Annex-1 or are required to obtain a copy of the powers of attorney form from our Company Headquarters or from the corporate web site at [www.sisecam.com.tr](http://www.sisecam.com.tr) and are also required to fulfill the requirements of the matters stipulated in the Capital Market Board's Communiqué Nr. II-30.1 on "Casting Votes By Proxy and Collection of Proxies By Way of Calls" and thereby, they are required to submit their powers of attorney, the signatures of which shall have been affirmed by a public notary. The shareholders, who wish to participate personally in the General Assembly meeting in physical environment, are, by submitting their identity cards, allowed to exercise their rights concerning their shares registered with "Shareholders List" contained in the system pertaining to the Central Registry Agency (CRA).

Our shareholders, who will participate in the General Assembly Meeting in electronic environment through the Electronic General Assembly System, may obtain information about the principles and procedures regarding participation, appointment of a representative, submission of proposals, declaration of opinions and voting, by using the link, <https://www.mkk.com.tr>, which is the web address belonging to the Central Registry Agency.

Reports of the Board of Directors and the Independent Auditing Firm pertaining to the activity year 2023, the Financial Statements and the Board of Directors' proposal on Distribution of Profit will be made available for reviews of the shareholders at the Company Headquarters situated İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla /Istanbul and, will be accessible through the page "Investor Relations" on the web site of the Company at [www.sisecam.com.tr](http://www.sisecam.com.tr) in advance of minimum 3 weeks to the date of the General Assembly Meeting.

For invitation to the General Assembly Meeting, no registered letters will additionally be sent to our shareholders, as per the Article 29 of the Capital Markets Law No 6362.

The above matters are respectfully submitted for information of the Esteemed Shareholders.

## 2. ADDITIONAL DISCLOSURES RELEASED WITHIN THE SCOPE OF ARTICLE 1.3.1 OF CMB'S CORPORATE GOVERNANCE PRINCIPLES

Pursuant to CMB's Communiqué No. II-17.1 on Corporate Governance, in addition to the notifications and disclosures to be made by the Company as required by the legislation and in addition to the documents to be made available for reviews by shareholders, together with the General Assembly Meeting announcement, on the Company's corporate web site and on PDP within the framework of Article 437 of the Turkish Commercial Code No. 6102 a minimum of three weeks before the date of the General Assembly Meeting provided that the dates of the announcement and the meeting are excluded; the additional disclosures, which are relevant to the Articles of the Agenda, are provided in the relevant below Article of the Agenda, and the general disclosures are submitted for the information of our shareholders in this chapter.

### 2.1 Partnership Structure and Voting Rights

In the Company Articles of Association, there is no privilege for the exercise of voting rights. Pursuant to the Company Articles of Association, each share provides one vote.

The Company's shareholder structure is as follows and there is no real person ultimate controlling shareholder among the Company's shareholders.

Shareholders	Share Amount (TRY)	Share Rate (%)
Türkiye İş Bankası A.Ş.	1.563.980.452,65	51,06
Efes Holding A.Ş.	207.319.559,32	6,77
Diğer	1.291.914.044,20	42,17
<b>Toplam</b>	<b>3.063.214.056,17</b>	<b>100,00</b>

### 2.2 Requests of Shareholders, the Capital Markets Board (CMB) and/or Other Public Institutions or Organizations, with which the Company is concerned, for Inclusion of Articles into the Agenda

No such written demand has been made for the Ordinary General Assembly Meeting to discuss the operations in the year 2023.

### 2.3 Planned Changes in Management and Operations of the Company and its Affiliates, Subsidiaries in the Previous of Future Accounting Period which Significantly Affect Company Operations

As revealed in the PDP disclosures dated 2 February 2023 and 26 May 2023, an agreement was reached on 1 February 2023, between Şişecam Resources LP ("SIRE") and Şişecam Chemicals Resources LLC ("SCR"), to privatize the company by acquiring the publicly traded shares of Şişecam Resources LP. The purchase of these shares by Şişecam Chemicals Wyoming LLC was finalized at a rate of USD 25 per share in cash. The entire process of delisting the company from public trading was successfully concluded on 26 May 2023.

As outlined in the PDP disclosures dated 29 March 2023 and 11 May 2023, our Board of Directors has resolved that Sisecam Chemicals USA Inc. (now known as Sisecam USA Inc.) will acquire a 50% ownership stake in Denmar US LLC (now known as Stockton Soda Ash Port LLC). Denmar US LLC, previously fully owned by Denmar Holdings LLC, is participating in Ciner Group's Stockton Port Management Project through a capital increase. Consequently, Sisecam Chemicals USA Inc. (now known as Sisecam USA Inc.) now holds a 50% stake in this project. The transaction, finalized on 11 May 2023, received approval from the Committee on Foreign Investment in the United States of America (CFIUS), as it is required for foreign investors participating in strategic investments such as port developments in the United States. As part of this transaction, Sisecam Chemicals USA Inc. (now known as Sisecam USA Inc.) made a payment of USD 12.2 million for its 50% participation in the Stockton Port Management Project.

As outlined in the PDP disclosures dated 19 April 2023 and 25 April 2023, our Company has opted to exercise the purchase option stipulated in the sale and purchase right agreement for the shares of our subsidiary, Şişecam Çevre Sistemleri A.Ş., signed with the European Bank for Reconstruction and Development ('EBRD') on 28 June 2016. This

decision pertains to acquiring EBRD's 10% ownership stake in Şişecam Çevre Sistemleri A.Ş. In connection with this transaction, a payment of EUR 1,993,656.95 was remitted to EBRD as the share purchase price. Consequently, our Company has attained full ownership, becoming the sole shareholder of Şişecam Çevre Sistemleri A.Ş.

As disclosed in the PDP disclosures dated 6 June 2023, 23 October 2023, 25 December 2023, 15 January 2024, and 30 January 2024, a letter of intent was executed with the Turkish technology company ICRON, outlining the preliminary intentions of the parties to initiate partnership negotiations. Subsequently, on 23 October 2023, a Share Purchase Agreement through Participation in a Capital Increase was finalized between Şişecam Investment B.V. and ICRON. The transaction received approval from the Competition Board on 21 December 2023. On 15 January 2024, Şişecam Investment B.V. acquired 3% of ICRON's shares from its existing shareholders for a cash payment of USD 3 million. Subsequently, Şişecam Investment B.V.'s stake in ICRON increased to 15.66% through a capital increase, with Şişecam Investment B.V. being the sole participant with a USD 5 million investment. The agreement signed with Icron Teknoloji Bilişim A.Ş. also incorporates a call option right, granting Şişecam Investment B.V. the opportunity to progressively increase its total shareholding to 49% in the future.

As indicated in the PDP disclosure dated 3 November 2023, the establishment procedures for our new company, Sisecam UK Limited, have been successfully concluded. This entity, based in England and Wales with a capital of GBP 350,000, operates under the 100% ownership of Türkiye Şişe ve Cam Fabrikaları A.Ş. The official formation date is 1 November 2023, aiming to enhance the efficiency of our Company's foreign trade operations.

Except for the transactions mentioned above, there are no changes in the management and activities of our Company and its subsidiaries that took place in 2023 or planned in the next accounting periods that will significantly affect the activities of our Company. Material event disclosures made by our Company within the scope of the relevant legislation can be accessed at <https://www.sisecam.com.tr/en/investor-relations/presentations-and-bulletins/material-disclosures> or <https://www.kap.org.tr/en/>.

### **3. OUR EXPLANATIONS REGARDING THE ARTICLES ON THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED ON 26 MARCH 2024**

#### **1. Opening of the Meeting and Election of the Presiding Board of the General Assembly,**

Elections of the members of the Chairmanship Council and the Chairman, who will manage the General Assembly meeting, shall be accomplished within the framework of the provisions contained in "the Turkish Commercial Code" (TCC) and in "the Regulation on the General Assembly Meetings of Trading Companies" (the Regulation) prepared by the Ministry of Customs and Trade.

#### **2. Reading of the Summary of the Reports prepared by the Board of Directors and the Independent Auditor on the activities that have been performed by our Company in the year 2023,**

Within the framework of TCC, the Regulation and the Capital Markets Law and related regulations, Annual Report of the Board of Directors and summary of the Independent Auditor's Report prepared and signed Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi A member firm of Ernst & Young Global Limited, which has been submitted at the Headquarters of our Company and on the website of the Company at [www.sisecam.com.tr](http://www.sisecam.com.tr) for examination of our shareholders for a period of three weeks before the General Assembly meeting and they shall be presented for evaluation and approval of our shareholders.

#### **3. Reviews, Discussions and Approval of the Financial Statements as of 2023,**

Within the framework of the TCC and the Regulation, following the reviews and discussions on the Balance Sheet as of the year 2023 and Income Statement for the year ended 2023, they shall be presented for evaluation and approval of our shareholders.

#### **4. Release of Each Member of the Board of Directors from their Liability for the Company's activities for the 2023,**

Within the framework of provisions of TCC and the Regulation, release of the members of Board of Directors one by one due to activities, transactions and accounts of the year 2023 shall be presented for approval of the General Assembly pursuant to Article 408 of the TCC.

**5. Taking a Resolution on the Profit Distribution of the year 2023 and the date of the dividend distribution,**

According to our financial statements for the period January 1, 2023, and December 31, 2023 audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi A member firm of Ernst & Young Global Limited, in accordance with the International Financial Reporting Standards and within the framework of the provisions contained in the Capital Markets Board's Communiqué Nr. II.14.1 "on the Principles Concerning Financial Reporting in Capital Markets", the "Consolidated Net Profit for the Period" belonging to equity holders of the Parent is amounting to 17.121.367 thousand TL. The proposal for the distribution of profit, which has been submitted by our Board of Directors to the General Assembly for approval, has been prepared as Annex 3 in accordance with the principles mentioned in the "Profit Distribution Policy" which has been revised at our Board of Directors' meeting dated February 27th, 2013 and has been disclosed to the public on the same date, as well as the arrangements issued by CMB in relation to distribution of profit and Article 25 of our Articles of Association.

**6. Authorization of the Board of Directors for Distribution of Dividend Advance in 2024,**

Pursuant to the provisions of the Capital Markets Board (CMB) Communiqué numbered II-19.1, authorization for the distribution of dividend advances will be submitted to the approval of the General Assembly in 2024 with the decision of the Board of Directors.

**7. Resolution of gross salaries of the Members of the Board of Directors,**

Monthly gross salaries of the members of the Board of Directors shall be determined by the General Assembly within the framework of the provisions contained in the TCC and in the Regulation and within the framework of the principles contained in the Articles of Association.

**8. Election of the Members of the Board of Directors and Determination of their Terms of Office**

The members of our Company's Board of Directors were elected to serve a one-year term during the Ordinary General Assembly Meeting of Shareholders on 29 March 2023. Given that the statutory term of office for our Board of Directors is set to conclude on 28 March 2024, it has become imperative to legally renew their elections.

Simultaneously, the one-year legal term of office for the independent members of the Board of Directors will also terminate on the same date. Consequently, the processes for re-electing independent members have been initiated in alignment with the guidelines outlined in Article 4.3.7 of the Capital Markets Board (CMB) Corporate Governance Principles.

For the appointment of Ms Saime Gonca Artunkal, Ms Gül Ayşem Sargın and Ms Dilek Duman as "independent members" of the Company's Board of Directors; within the framework of the independence criteria stipulated in Principle 4.3.6 of the Corporate Governance Principles, together with the Board of Directors' resolution dated 11 January 2024, the report of the "Corporate Governance Committee", their resumes and their declarations of independence in Annex-2 were submitted to the CMB on 12 January 2024. Our Company received notification that the CMB, in its letter dated 2 February 2024, opted not to express any adverse opinions regarding the Independent Board Member candidates.

**9. Taking a resolution on the appointment of an independent auditing firm as per the Turkish Commercial Code and the regulations issued by the Capital Markets Board,**

In accordance with the regulations of the Turkish Commercial Code and the CMB, at the meeting of the Board of Directors held on 15 September 2023 in consultation with the Audit Committee, it was resolved to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the financial reports of our Company for the fiscal year 2024 and to carry out other activities within the scope of the relevant regulations in these laws, and this selection will be submitted to the approval of the General Assembly.

**10. Presenting information to shareholders with respect to the donations granted within the year and determination of the limit pertaining to the donations to be granted in 2024,**

In accordance with the principles of "the Donation Policy" which has been established in line with the provisions contained in the Turkish Commercial Code, the Capital Markets Law, the Communiqués, Principle Resolutions and other arrangements issued by the Capital Markets Board as well as the provisions contained in the Company's Articles of Association; any donations and aids, which have, for social aid purposes, been granted to the foundations and associations (societies) by the Company in the year 2023, shall be submitted to the General Assembly for information. In addition, the limit of the donations to be granted by publicly-held corporations shall be determined by the General Assembly of Shareholders in accordance with the provisions of the Capital Markets Law No. 6362, Article 19 paragraph

5. In this context, the sum of the donations which shall be granted in the activity year of 2024 has been determined by our Board as TL 50,000,000 and shall be submitted to the General Assembly for approval. In 2023, the Company and its consolidated subsidiaries collectively donated TL 247,688,128 for earthquake disaster relief and various foundations and associations.

**11. Giving information to the General Assembly Regarding the Share Buyback Executions Including the Purpose of the Share Buy-Back, Use of Resources and the Summary of Transactions in Accordance with the Decision Taken by the Board of Directors,**

Pursuant to the announcements of the Capital Markets Board dated 21.07.2016 and 25.07.2016, it was decided to initiate the buy-back program allowing the buy-back of shares with a fund of TL 1,200,000,000 at the meeting of the Company's Board of Directors dated 26 February 2021. On 30 June 2022, the Board of Directors determined the maximum number of shares that can be subject to the purchase of the Company's own shares from the stock exchange as 15,000,000,000 shares (TL 150,000,000 nominal) and determined the fund to be allocated for the repurchase to be maximum TL 4,200,000,000 to be covered from the Company's internal resources by allocating an additional fund of TL 3,000,000,000 for the share purchases to be carried out in the repurchase program. The Repurchase Program carried out with the decision of the Board of Directors was approved at the General Assembly dated 29 March 2023 and it was decided to maintain the share repurchase limit. The resources used and the summary of the repurchase transactions will be submitted for the information of the General Assembly.

**12. Presenting information to shareholders with respect to the collateral, pledges, mortgages provided in favor of third parties,**

As per Capital Markets Board's Corporate Governance Communiqué No. II-17.1 Article 12 entitled "Collaterals, pledges, mortgages and sureties", information has been provided under footnote no. 23 pertaining to the financial statements for the year 2023 issued in line with the provisions of the Capital Markets Board's Communiqué No. II.14.1 "on the Principles Concerning Financial Reporting in Capital Markets" and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi A member firm of Ernst & Young Global Limited.

**13. Granting permissions to the Members of the Board of Directors as per the Articles 395 and 396 of the Turkish Commercial Code,**

The authorization of the Board Members to conduct business in accordance with Article 395 of Turkish Commercial Code titled as "Prohibition to Conduct Business with a Company, Borrowing from a Company" and Article 396 titled as "Prohibition of Competition" will be submitted for the approval of the General Assembly.

**14. Presenting Information to the Shareholders on the Subjects held in Capital Markets Board Corporate Governance Communiqué Principle No 1.3.6,**

In case of any transactions that fall under the scope of the CMB Corporate Governance Principles principle no. 1.3.6, information will be given about the relevant issues.

**15. Wishes and Requests.**

**ANNEX**

ANNEX -1	:	Power of Attorney
ANNEX -2	:	Resumes and Declarations of Independence of Independent Board Member Candidates
ANNEX -3	:	Profit Distribution Table of the Board of Directors Regarding the Distribution of 2023 Profit (Please refer to the Dividend Distribution Proposal section of the Annual Report)

## POWER of ATTORNEY

## TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.

I hereby appoint .....as my agent who is introduced in details below; so that he/she is authorized to represent me, vote, submit proposals and sign the required documents, accordingly with the considerations that I indicate below, at Türkiye Şişe ve Cam Fabrikaları A.Ş.'s 2023 Ordinary General Assembly Meeting to be held at İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla /İstanbul on March 26, 2024, Tuesday, at 10.00.

**The Agent's (\*)**;

Name and Surname/Trade Name:

T.R. Identity No/Tax ID No, Trade Registry and Trade Registration Number and Central Registration System (MERSIS) No:

(\*)For the foreign agents, it is mandatory to submit the equivalents (if any) of the above information..

**A) Scope of Representative Authority**

For the Sections No 1 and 2 provided below, one of the alternatives indicated as (a), (b) and (c) should be checked and thereby; the scope of the representative authority should be determined..

**1. In respect of the matters contained in the agenda of the General Assembly Meeting;**

- a) The Agent is authorized to vote accordingly with his/her own opinion.
- b) The Agent is authorized to vote accordingly with the recommendations of the Company's management.
- c) The Agent is authorized to vote accordingly with the instructions declared in the table below.

**Instructions:**

In case the alternative (c) is checked by the shareholder; the instructions specific to the article of the agenda shall be given by checking one of the alternatives provided next to the relevant agenda article of the general assembly meeting (affirmative or dissentient) and, in case the alternative "dissentient" is checked, by indicating the dissenting opinion (if any) requested to be written on the minutes of the General Assembly Meeting.

Articles of the Agenda (*)	Affirmative	Dissentient	Dissenting Opinion
1. Opening of the Meeting and Election of the Presiding Board of the General Assembly,			
2. Reading of the Summary of the Reports prepared by the Board of Directors and the Independent Auditor on the activities that have been performed by our Company in the year 2023,			
3. Reviews, Discussions and Approval of the Financial Statements as of 2023,			
4. Release of Each Member of the Board of Directors from their Liability for the Company's activities for the 2023,			
5. Taking a Resolution on the Profit Distribution of the year 2023 and the date of the dividend distribution,			
6. Authorization of the Board of Directors for Distribution of Dividend Advance in 2024,			
7. Resolution of gross salaries of the Members of the Board of Directors,			
8. Election of the Members of the Board of Directors and Determination of their Terms of Office			
9. Taking a resolution on the appointment of an independent auditing firm as per the Turkish Commercial Code and the regulations issued by the Capital Markets Board,			
10. Presenting information to shareholders with respect to the donations granted within the year and determination of the limit pertaining to the donations to be granted in 2024,			
11. Giving information to the General Assembly Regarding the Share Buyback Executions Including the Purpose of the Share Buy-Back, Use of Resources and the Summary of Transactions in Accordance with the Decision Taken by the Board of Directors,			
12. Presenting information to shareholders with respect to the collateral, pledges, mortgages provided in favor of third parties,			
13. Granting permissions to the Members of the Board of Directors as per the Articles 395 and 396 of the Turkish Commercial Code,			
14. Presenting Information to the Shareholders on the Subjects held in Capital Markets Board Corporate Governance Communiqué Principle No 1.3.6,			
15. Wishes and Requests.			

- There is no voting on information items.

**2. Special instructions for any other matters that may emerge at the General Assembly Meeting and particularly for exercising minority rights:**

- a) The Agent is authorized to vote accordingly with his/her own opinion.
- b) The Agent is not authorized to represent with respect to these matters.
- c) The Agent is authorized to vote accordingly with the special instructions below.

Special Instructions; any special instructions (if any), which will be given to the agent by the shareholder, shall be specified here.

**B) The shareholder shall check one of the alternatives below and thereby, shall indicate the shares, which the shareholder requests the agent to represent.**

**1. I grant approval for representation of my shares by the agent, the details of which are provided below.**

- a) Quantity-Nominal value:
- b) Whether or not there is a privilege in voting:
- c) Its rate to the voting rights/total shares held by the shareholder:

**2. I grant approval for the agent's representation of all of my shares contained in the list which is relevant to the shareholders that are allowed to participate in the General Assembly Meeting and has been prepared by the Central Registry Agency on the day before the day of the General Assembly Meeting.**

**THE SHAREHOLDER'S:**

Name and Surname/Trade Name (\*):

T.R. Identity No/Tax ID No, Trade Registry and Trade Registration Number and Central Registration System (MERSIS) No:

Address:

(\*) For the foreign shareholders, it is mandatory to submit the equivalents (if any) of the above information.

Signature:



## RESUMES OF INDEPENDENT MEMBER CANDIDATES FOR THE BOARD OF DIRECTORS

### Saime Gonca Artunkal

(57) After completing her undergraduate studies in Economics at Oglethorpe University, Saime Gonca Artunkal earned an MSc from the London School of Economics and an MBA from Boğaziçi University. She commenced her career at Andersen Consulting in 1991, gaining experience in investment banking and corporate finance across the London and Istanbul offices of The Chase Manhattan Bank, Morgan Stanley, Citi, Societe Generale, and UBS. Artunkal, honored with the "Best Female Banker" award in Turkey by Dünya Newspaper, served as the CEO and Chairman of the Board of UBS Turkey until the close of 2018. Currently, she advises leading local and international organizations on M&A, corporate finance, and corporate governance. She holds positions as a member of the Board of Trustees at Sabancı University, a member of the Board of Trustees at Robert College, an Advisory Board member of FODER, and is a founding member of the 65+ Elderly Rights Association. Saime Gonca Artunkal has been nominated as an Independent Member candidate for the General Assembly Meeting scheduled on 26 March 2024.

### Gül Ayşem Sargın

(53) Gül Ayşem Sargın graduated from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Economics in 1992 and initiated her career at the Money Markets Department of Türk Eximbank. Between 1997 and 2010, Gül Ayşem Sargın served as a Senior Economic Advisor at the Embassy of the United States of America, focusing on enhancing Turkish-American investment and trade relations, particularly in the energy, aviation, healthcare, and telecommunications sectors. From 2010 to 2012, she held the position of Foreign Affairs Manager at British Petroleum (BP) Turkey, followed by serving as Public Affairs and Policy Director at General Electric (GE) Turkey from 2012 to 2015. Since September 2015, Gül Ayşem Sargın has been the General Manager and Country Representative for Boeing Turkey, assuming the role of Boeing Turkey and Central Asia General Manager since November 2023. Having held the position of YASED President for two terms between 2019 and 2023, Gül Ayşem Sargın has been a member of the Board of Directors of the American Corporate Community (AmCham) since January 2017. Gül Ayşem Sargın has been an Independent Board Member of Türkiye Şişe ve Cam Fabrikaları A.Ş. since 30 March 2021.

### Dilek Duman

(57) Dilek Duman graduated from Boğaziçi University with a degree in Computer Engineering in 1990 and commenced her professional journey as a software specialist at Promaks A.Ş. Subsequently, in 1993, she joined Intertech, a subsidiary of Interbank, where she held various roles such as software specialist, team leader, project manager, and consultant. Since the establishment of Denizbank in 1997, Duman has played a pivotal role as the manager responsible for Information Technologies, contributing to the establishment of the entire technical infrastructure of the bank. Throughout the years and amid branch and bank acquisitions, she served as the CIO and Deputy General Manager of Information Technologies during Denizbank's transformation into the fifth private bank in Turkey. In 2004, Duman assumed the position of General Manager at Intertech, a Denizbank subsidiary. From 2008 to 2021, as COO, she served as Denizbank's Executive Vice President overseeing Information Technologies and Support Services, managing a wide spectrum including Banking Operations, Information Technologies, CRM, Data Analytics, Contact Centre, Organization, Distribution Channels, Process Design, Branch Operations, and Box Offices. Since 2005, Duman has held the position of Chairman of the Board of Directors and Managing Director in various Denizbank Group companies, contributing significantly to the digitalization project of DenizBank AG, the Group's foreign subsidiary. Since October 2021, she has been a member of the System Optima Technical Advisory Board, and from February 2022 onwards, she has been serving as an Independent Board Member of Ulusal Faktoring. Dilek Duman has been an Independent Board Member of Türkiye Şişe ve Cam Fabrikaları A.Ş. since 1 April 2022.



**DECLARATION OF INDEPENDENCE****Türkiye Şişe ve Cam Fabrikaları A.Ş.  
Presidency of Corporate Governance Committee**

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's ("CMB") Communiqué on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,
- h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

**Saime Gonca Artunkal**

**8 Ocak 2024**

**DECLARATION OF INDEPENDENCE****Türkiye Şişe ve Cam Fabrikaları A.Ş.  
Presidency of Corporate Governance Committee**

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's ("CMB") Communique on Corporate Governance. In that regard I also confirm that;

- d) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- e) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- f) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,
- h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

**Gül Ayşem Sargın**

**8 Ocak 2024**

**DECLARATION OF INDEPENDENCE****Türkiye Şişe ve Cam Fabrikaları A.Ş.  
Presidency of Corporate Governance Committee**

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's ("CMB") Communique on Corporate Governance. In that regard I also confirm that;

- g) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- h) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- i) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,
- h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

**Dilek Duman**

**8 Ocak 2024**

## ANNEX-3

Türkiye Şişe ve Cam Fabrikaları A.Ş. 2023 Dividend Distribution Schedule (TRY)							
1. Paid-In Capital					3.063.214.056,17		
2. General Legal Reserves (According to Statutory Records)					1.135.831.891,15		
If there are any privileges in profit distribution according to the Articles of Association; information on the mentioned privileges							
				According to CMB	According to Legal Records		
3.	Profit for the Period			23.589.944.000,00	3.121.913.376,62		
4.	Taxes Payable (-)			(2.643.998.000,00)	(1.056.193.687,36)		
5.	Net Profit for the Period (=) (*)			17.121.367.000,00	2.065.719.689,26		
6.	Losses from Previous Years (-)			-	-		
7.	General Legal Reserves (-)			-	-		
8.	Amount allocated to the Special Funds as per the Articles 5/1-e of Corporate Tax Law			-	-		
9.	Net Distributable Profit for the Period (=)			17.121.367.000,00	2.065.719.689,26		
10.	Donations Within the Year (+)			247.688.127,84	244.288.141,00		
11.	Net Distributable Profit for the Period, with Donations Included			17.369.055.127,84	2.310.007.830,26		
	First Dividend to Shareholders						
	- Cash			1.750.000.000,00	1.750.000.000,00		
	- Shares			-	-		
12.	- Total			1.750.000.000,00	1.750.000.000,00		
13.	Dividends Distributed to Preferred Shareholders			-	-		
14.	Other Dividends Distributed			-	-		
	- To the Members of the Board of directors			-	-		
	- To the Employees			-	-		
	- To the Persons other than Shareholders			-	-		
15.	Dividend Distributed to Redemeeed Shareholders				-		
16.	Second Dividend to Shareholders			-	-		
17.	General Legal Reserves			204.683.930,00	204.683.930,00		
18.	Statutory Reserves			-	-		
19.	Special Reserves			-	-		
20.	Reserve for Contingencies			15.166.683.070,00	111.035.759,26		
21.	Other Sources Planned to be Distributed			450.000.000,00	450.000.000,00		
	- Prior Years' Profits			-	-		
	- Extraordinary Reserves			450.000.000,00	450.000.000,00		
	- Other Reserves Distributable Pursuant to the Law and Articles of Association			-	-		
DIVIDEND PER SHARE INFORMATION TABLE							
NET (**)			TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TRY NOMINAL VALUE	
	GROUP		CASH (TRY)	SHARES (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
	TOTAL		1.980.000.000,00	-	11,56450	0,64638	64,64

(\*) Net profit for the period is (23.589.944.000 -2.643.998.000=) 20.945.946.000 Turkish Lira, out of which 1.856.608.000 Turkish Lira portion coinciding to non-controlling shares, 1.967.971.000 Turkish Lira coinciding to tax income - expenses relevant to the operations reflected in the Other Comprehensive Income Table, as a result of which (20.945.946.000- 1.856.608.000 -1.967.971.000=) 17.121.367.000 Turkish Lira is the net profit amount for the period that belongs to equity holders of the parent.

(\*\*) With the assumption that the dividend is distributed to resident tax payer real persons and there is no income subject to any exemption, withholding tax of 10% has been applied as per the Resolution number 2021/4936 and dated 22/12/2021 of the Council of Ministers in the net calculation of the gross profit per share.