

**EXTRAEXTRAORDINARY GENERAL ASSEMBLY MEETING INVITATION  
FROM THE BOARD OF DIRECTORS OF  
OYAK ÇİMENTO FABRİKALARI A.Ş.**

The Extraordinary General Assembly Meeting of our Company shall be held to discuss and conclude the written subjects in the agenda stated below on Monday, 25 December 2023 at 11:00 in the Wyndham Ankara Hotel, located at the address Yaşam Caddesi, 4. Sokak No:4 Söğütözü/ANKARA (\*)

Only those shareholders whose names are included in the list of attendants being prepared by the Board of Directors of our Company based on the shareholders' list received from Central Registry Agency (CRA) as per the Article 30 of Capital Market Law could participate in the General Assembly. In accordance with Article 415 of the Turkish Commercial Code, only those shareholders whose names are included in the list of attendants being prepared by the board of directors could participate in the General Assembly. "Shareholders' Schedule" in terms of shares monitored under the registry of Central Registry Agency during the preparation of the list of attendants which is received from Central Registry Agency one day before the day of the General Assembly as of 23:59 is taken as a basis. Right-holders whose names are included in that list could physically participate in the Extraordinary General Assembly Meeting of our Company by showing their identity cards.

As per Article 1527 of the Turkish Commercial Code, right holders who would like to participate electronically in General Assembly Meeting personally or through their proxies are obliged to convey these preferences with Electronic General Meeting System (e-GEM) via CRA / MKK system. In case a proxy participates in the general assembly meeting on behalf of the right holder, it is mandatory to register the identification information of the proxy in e-GEM. In case the proxy participates in the meeting physically, entitling could also be made in this manner.

Shareholders of our company could participate physically or electronically in the Extraordinary General Assembly Meeting personally, as well as through their proxies. Participation electronically in the general assembly meetings, assignment of a proxy, making a proposal, expression of views and voting procedures shall be carried out through the Electronic General Meeting System (e-GEM) provided by the Central Registry Agency (CRA / MKK). Participation electronically in the General Assembly is possible only with the secure electronic signatures of shareholders or their proxies. Therefore, shareholders who will carry out a transaction in the Electronic General Meeting System (e-GEM), first of all, have to register their contact information in e-MKK information portal of Central Registry Agency (CRA / MKK) as well as having to have a secure electronic signature. It is not possible for the shareholders or proxies who have not registered in e-MKK Information Portal and do not have a secure electronic signature to participate electronically in the general assembly meeting through e-GEM.

Shareholders or proxies who would like to participate electronically in the meeting are supposed to fulfill their obligations in accordance with the provisions of "Regulation on the General Assemblies in Corporates to be Held Electronically" published in the Official Gazette dated 28 August 2012 and no. 28395 and "Declaration on Electronic General Meeting System to be Implemented in the General Assemblies of Corporates" published in the Official Gazette dated 29 August 2012 and no.28396. Otherwise, they shall not be able to participate in the meetings. The detailed information about e-GEM could be accessed through the website [www.mkk.com.tr](http://www.mkk.com.tr)

Shareholders who will participate in the meeting through their proxies due to that they shall not be able to attend in person, physically or electronically are obliged to prepare a power of attorney in line with the sample given below or to obtain a sample of power of attorney form from our Company's Head Office or from our Company's website [www.oyakcimento.com](http://www.oyakcimento.com) and to submit their proxy forms whose signatures have been authenticated by a notary or their power of attorneys to which they will add their signature declarations prepared in the presence of a notary public, as well as fulfilling the requirements stated in the "Communiqué II-30.1 on Voting by Proxy and Proxy Solicitation" of the Capital Markets Board(CMB).

As per CMB's Corporate Governance Principles and Communiqués, regarding the subjects to be discussed in the Extraordinary General Assembly Meeting of our company, General Assembly Meeting agenda, balance sheet of 2022, profit and loss account, dividend distribution proposal of the Board of Directors, Activity Report of the Board of Directors, Independent Audit Report and resumes of Independent Board Member Candidates shall be made available at the Company's Head Office located at the address Çukurambar Mah. 1480. Sok. No:2 A/56 Çankaya/ANKARA and at our Company's website [www.oyakcimento.com](http://www.oyakcimento.com) and KAP for the examinations of our shareholders 30 days before the date of the General Assembly meeting.

State of Affairs is respectfully announced to Our Esteemed Shareholders.

(\*) As per the article 29 of the Capital Markets Law, an additional registered mail for the invitation to the General Assembly Meeting shall not be sent to our shareholders.

## EXTRAORDINARY GENERAL ASSEMBLY MEETING AGENDA

1. Opening, Formation of the General Assembly Meeting Chairmanship and Stand in Silence,
2. The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes and Other Documents,
3. Regarding the merger of OYAK Denizli Çimento Anonim Şirketi, registered in Ankara Trade Registry Office with registry number 389479, within our Company ("Merger"), by "taking over" all its assets and liabilities as a whole; Turkish Trade No. 6102 Law, Corporate Tax Law No. 5520 and Articles II-23 of the Capital Markets Board. Within the scope of the Merger and Division Communiqué No. 2 and the provisions of the Capital Markets Legislation and other relevant legislation, all the assets and liabilities of OYAK Denizli Çimento Anonim Şirketi, registered in the Ankara Trade Registry Office with the registration number 389479, are transferred by our Company as a whole. Within the scope of the merger transaction within our Company and within the approval of the Capital Markets Board, through its acquisition and dissolution without liquidation, the "Merger" transaction and the "Merger Agreement" prepared by the Board of Directors of our Company are submitted to the approval of the shareholders, discussed and decided upon,
4. Subject to the approval of the Merger Agreement and Merger Transaction by the shareholders within the scope of Article 3 of the Agenda; Increasing the Company's issued capital from 1,159,793,441 Turkish Liras to 86,784,965,- Turkish Liras, thus increasing the Company's issued capital to 1,246,578,406,- Turkish Liras and the Company's Articles of Association "Share and Transfer of Shares and the Company Capital Markets Board and the Republic of Turkey to amend the 7th article titled "Capital". Applying to the Ministry of Commerce, obtaining the necessary permissions and authorizing the Board of Directors to carry out the necessary work and transactions regarding the amendment of Article 7 of the Company's Articles of Association as the permission is received, submitting it to the approval of the shareholders, discussing and deciding on it,
5. Closing

Appendix 1: Proxy Form

Appendix 2 : OYAK Çimento Fabrikaları A.Ş. Amendment to the Articles of Association

## APPENDIX 1: Proxy Form

### PROXY FORM OYAK ÇİMENTO FABRİKALARI A.Ş.

I appoint .....who is introduced in detail below as a proxy so as to be authorized to represent me, to vote, to make proposal and to sign the necessary documents in line with the views I have specified below, at the General Assembly meeting of OYAK Çimento Fabrikaları A.Ş. to be held on Monday, 25 December 2023 at 11:00 in the Wyndham Ankara Hotel, located at the address Yaşam Caddesi, 4. Sokak No:4 Söğütözü/ANKARA (\*)

Proxy's (\*);

Name Surname/Business Name:

TR Identity No/Tax No, Trade Register and Number and MERSİS (Central Registration system) number:

(\*) For foreign proxies, submitting the equivalents of the information mentioned, if available, is mandatory.

#### A) SCOPE OF POWER OF ATTORNEY

For the sections 1 and 2 given below, the scope of power of attorney should be specified by selecting one of the options (a), (b) or (c)

##### 1. Regarding the Subjects Included in the Agenda of the General Assembly;

- Proxy is authorized to vote according to his own view.
- Proxy is authorized to vote according to the proposals of the management of partnership.
- Proxy is authorized to vote according to the instructions specified in the table given below.

##### Instructions:

Are given by marking one of the options (accept or refuse) given in front of the general assembly agenda article regarding the instructions specific to the agenda article in case of the selection of the option (c) by a shareholder, and by stating the counter-statement, if any, requested to be written on the minutes of general assembly in case of the selection of the option refuse.

Agenda Articles (*)	Accept	Refuse	Counter Statement
1. Opening, Formation of the General Assembly Meeting Chairmanship and Stand in Silence,			
2. The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes and Other Documents,			
3. Regarding the merger of OYAK Denizli Çimento Anonim Şirketi, registered in Ankara Trade Registry Office with registry number 389479, within our Company ("Merger"), by "taking over" all its assets and liabilities as a whole; Turkish Trade No. 6102 Law, Corporate Tax Law No. 5520 and Articles II-23 of the Capital Markets Board. Within the scope of the Merger and Division Communiqué No. 2 and the provisions of the Capital Markets Legislation and other relevant legislation, all the assets and liabilities of OYAK Denizli Çimento Anonim Şirketi, registered in the Ankara Trade Registry Office with the registration number 389479, are transferred by our Company as a whole. Within the scope of the merger transaction within our Company and within the approval of the Capital Markets Board, through its acquisition and dissolution without liquidation, the "Merger" transaction and the "Merger Agreement" prepared by the Board of Directors of our Company are submitted to the approval of the shareholders, discussed and decided upon,			
4. Subject to the approval of the Merger Agreement and Merger Transaction by the shareholders within the scope of Article 3 of the Agenda; Increasing the Company's issued capital from 1,159,793,441 Turkish Liras to 86,784,965,- Turkish Liras, thus increasing the Company's issued capital to 1,246,578,406,- Turkish Liras and the Company's Articles of Association "Share and Transfer of Shares and the Company Capital Markets Board and the Republic of Turkey to amend the 7th article titled "Capital". Applying to the Ministry of Commerce, obtaining the necessary permissions and authorizing the Board of Directors to carry out the necessary work and transactions regarding the amendment of Article 7 of the Company's Articles of Association as the permission is received, submitting it to the approval of the shareholders, discussing and deciding on it,			
5. Closing			

(\*) Subjects included in the General Assembly agenda are sorted individually. If there is a separate draft resolution for minority, it is also specified in order to ensure voting by proxy.

**2. Special instruction regarding other issues which may arise during the General Assembly meeting and especially exercising minority rights:**

- a) Proxy is authorized to vote according to his own view.
- b) Proxy does not have a representative authority for these subjects.
- c) Proxy is authorized to vote according to the special instructions shown below.

**SPECIAL INSTRUCTIONS;** Special instructions, if any, to be given to a proxy by a shareholder are stated here.

**B) A shareholder specifies the shares which he wants the proxy to represent by selecting one of the options below.**

**1. I confirm the representation of my shares detailed below by the proxy.**

- a) Quantity-Nominal value:
- b) Total shares owned by the shareholder/voting rights

**2. I confirm the representation of all of my shares included in the list prepared by CRA / MKK one day before the general assembly regarding the shareholders who could attend the general assembly by the proxy.**

**NAME SURNAME OR TITLE OF SHAREHOLDER (\*)**

TR Identity No/Tax No, Trade Register and Number and MERSİS (Central Registration system) number:

Address:

(\*) For foreign proxies, submitting the equivalents of the information mentioned, if available, is mandatory.

**SIGNATURE**

**Appendix 2: OYAK Çimento Fabrikaları A.Ş. Amendment to the Articles of Association**

**OYAK ÇİMENTO FABRİKALARI ANONİM ŞİRKETİ THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>OLD VERSION</b>	<b>NEW VERSION</b>
<p>SECTION II:</p> <p>Share and Share Transfer and Company Capital:</p> <p>Article 7-</p> <p>The company has accepted the Registered Capital System in accordance with the provisions of the Capital Markets Law (CMB) No. 6362 and switched to this system with the permission of the Capital Markets Board dated 02.05.1991 and numbered 292.</p> <p>The Registered Capital Ceiling of the Company is 1.500.000.000-TL (One Billion Five Hundred Million TL). The Issued Capital of the Company is 1.159.793.441.-TL, fully paid. (One billion one hundred and fifty nine million seven hundred ninety-nine three thousand four hundred and forty-one TL) This capital is divided into 115,979,344,100 (One hundred and fifteen billion nine-hundred and seventy-nine million three hundred and forty-four thousand hundred) shares, each with a nominal value of 1 Kr (One Kurus).</p> <p>The distribution of shares representing the issued capital is shown below. Cash: 168.391.920 units, 1.683.919,20 TL, YDDAF: 2.160.389.230 units, 21.603.892,30 TL Infl. Positive Edit. Difference: 6.673.309.350 units, 66.733.093,50 TL Extraordinary Reserves: 654.436.100 units, 6.544.361,00 TL, status reserves: 1.295.873.400 units, 12.958.734,00 TL and this time increased by 1.050.269.4 41 TL Our company is Adana Çimento Sanayii T.A.Ş., Aslan Çimento A.Ş., Bolu Çimento Sanayii A.Ş. and Ünye Çimento Sanayii ve Ticaret A.Ş., Articles 134 and following of the Turkish Commercial Code No. 6102, Articles 19 and 20 of the Corporate Tax Law No. 5520; Articles 23, 24 and other relevant articles of the Capital Markets Law No. 6362; In accordance with the Capital Markets Board's Merger and Demerger Communiqué (II-23.2) and the Communiqué on Common Principles and Exit Right for Significant Transactions (II-23.1) and other relevant legislation, and in accordance with the principles accepted in the merger agreement of all merging companies, all of the companies in question It was met by taking over and merging it as a whole, together with its assets, liabilities, rights and obligations. The shares issued in return for this amount added to the capital are Adana Çimento Sanayii T.A.Ş., Aslan Çimento A.Ş., Bolu Çimento Sanayii A.Ş., Ünye, which were dissolved with the merger, based on the merger and conversion rates determined by the expert organization report dated February 10, 2020.</p>	<p>SECTION II:</p> <p>Share and Share Transfer and Company Capital:</p> <p>Article 7-</p> <p>The company has accepted the Registered Capital System in accordance with the provisions of the Capital Markets Law (CMB) No. 6362 and switched to this system with the permission of the Capital Markets Board dated 02.05.1991 and numbered 292.</p> <p>The Registered Capital Ceiling of the Company is 1.500.000.000-TL (One Billion Five Hundred Million TL). The Company's Issued Capital is 1,246,578,406 TL, fully paid. (One billion, two hundred and forty-six million, five hundred seventy-eight thousand, four hundred and six-TL) This capital is divided into 124,657,840,600 (One hundred and twenty-four billion, six hundred and fifty-seven million, eight hundred and forty thousand six hundred) shares, each with a nominal value of 1 Kr (One Kurus).</p> <p>The distribution of shares representing the issued capital is shown below. Cash: 168.391.920 units, 1.683.919,20 TL, YDDAF: 2.160.389.230 units, 21.603.892,30 TL Infl. Positive Edit. Difference: 6.673.309.350 units, 66.733.093,50 TL Extraordinary Reserves: 654.436.100 units, 6.544.361,00 TL, status reserves: 1.295.873.400 units, 12.958.734,00 TL and increased 1.050.269.441 Our TL company's Adana Çimento Sanayii T.A.Ş., Aslan Çimento A.Ş., Bolu Çimento Sanayii A.Ş. and Ünye Çimento Sanayii ve Ticaret A.Ş., Articles 134 and following of the Turkish Commercial Code No. 6102, Articles 19 and 20 of the Corporate Tax Law No. 5520; Articles 23, 24 and other relevant articles of the Capital Markets Law No. 6362; In accordance with the Capital Markets Board's Merger and Division Communiqué (II-23.2) and the Communiqué on Common Principles and Exit Right for Significant Transactions (II-23.3) and other relevant legislation, and in accordance with the principles accepted in the merger agreement of all merging companies, all of the companies in question It was met by taking over and merging it as a whole, together with its assets, liabilities, rights and obligations. The shares issued in return for this amount added to the capital are Adana Çimento Sanayii T.A.Ş., Aslan Çimento A.Ş., Bolu Çimento Sanayii A.Ş., Ünye, which were dissolved with the merger, based on the merger and conversion rates determined by the expert organization report dated February 10, 2020. Cement Industry and Trade. Inc.</p>

Cement Industry and Trade. Inc. It was distributed free of charge to the company's partners in proportion to their shares.

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This time, the increased amount of 86,784,965 TL covers our company, Oyak Denizli Çimento Anonim Şirketi, in accordance with the 134th and subsequent articles of the Turkish Commercial Code No. 6102, the 19th and 20th articles of the Corporate Tax Law No. 5520; Articles 23, 24 and other relevant articles of the Capital Markets Law No. 6362; In accordance with the Capital Markets Board's Merger and Demerger Communiqué (II-23.2) and Significant Transactions and Exit Right Communiqué (II-23.3) and other relevant legislation, and in accordance with the principles accepted in the merger agreement of the merged companies, all assets and liabilities of the said companies, It was met by taking over and merging it as a whole, together with its rights and obligations. The shares issued in return for this amount added to the capital were distributed free of charge to the partners of Oyak Denizli Çimento Anonim Şirketi, which was dissolved with the merger, in proportion to their shares, based on the merger and conversion rates determined by the expert organization report dated 20.11.2023.

According to the capital markets legislation, all of the Company's shares, except those traded on the stock exchange, are registered shares. The company cannot issue bearer shares, except those to be issued to be traded on the stock exchange. The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the Registered Capital Ceiling, when deemed necessary, in accordance with the provisions of the CMB between 2021 and 2025. The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2021-2025 (5 years). Even if the permitted registered capital ceiling is not reached at the end of 2025, in order for the board of directors to decide on a capital increase after 2025; It is mandatory to obtain authorization from the general assembly for a new period by obtaining permission from the Capital Markets Board for the previously allowed ceiling or a new ceiling amount. If the said authorization is not obtained, capital increase cannot be made by the decision of the Board of Directors. The Board of Directors is authorized to limit the shareholders' right to purchase new shares and to issue shares above their nominal value, provided that it does not contradict the provisions of the Turkish Commercial Code and the Capital Markets Law. It shall be monitored within the framework of dematerialization principles shares representing the capital. Each share has 1 voting right. During the pre-license period and until the generation license is obtained, except for the exceptions specified in the Electricity Market License Regulation, no direct or indirect change in the partnership structure of the Company, no transfer of shares or share certificates, or any business or transaction that will result in a transfer can be carried out. After obtaining a production license, shares representing ten percent (five percent in public companies) or more of the

According to the capital markets legislation, all of the Company's shares, except those traded on the stock exchange, are registered shares. The company cannot issue bearer shares, except those to be issued to be traded on the stock exchange. The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the Registered Capital Ceiling, when deemed necessary, in accordance with the provisions of the CMB between 2021 and 2025. The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2021-2025 (5 years). Even if the permitted registered capital ceiling is not reached at the end of 2025, in order for the board of directors to decide on a capital increase after 2025; It is mandatory to obtain authorization from the general assembly for a new period by obtaining permission from the Capital Markets Board for the previously allowed ceiling or a new ceiling amount. If the said authorization is not obtained, capital increase cannot be made by the decision of the Board of Directors. The Board of Directors is authorized to limit the shareholders' right to purchase new shares and to issue shares above their nominal value, provided that it does not contradict the provisions of the Turkish Commercial Code and the Capital Markets Law. It shall be monitored within the framework of dematerialization principles shares representing the capital. Each share has 1 voting right. During the pre-license period and until the generation license is obtained, except for the exceptions specified in the Electricity Market License Regulation, no direct or indirect change in the partnership structure of the Company, no transfer of shares or share certificates, or any business or transaction that will result in a transfer can be carried out. After obtaining a production license, shares representing ten percent (five percent in public companies) or more of the Company's capital are

<p>Company's capital are acquired directly or indirectly by a natural or legal person, resulting in a change of control in the Company's partnership structure, regardless of the changes in capital shares mentioned above. It is mandatory to obtain the approval of the Energy Market Regulatory Authority for the transfer of shares or share certificates or other transactions that result in this outcome - before the transaction is carried out. If the share transfer is not completed within six months from the date of approval, the approval given will become invalid. Each share has 1 voting right.</p>	<p>acquired, directly or indirectly, by a natural or legal person, which results in a change of control in the partnership structure of the Company, regardless of the capital share changes mentioned above. For the transfer of shares or share certificates or other transactions that result in this, it is mandatory to obtain the approval of the Energy Market Regulatory Authority - before the transaction is carried out. If the share transfer is not completed within six months from the date of approval, the approval given will become invalid. Each share has 1 voting right.</p>
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In contradiction between the Turkish and English versions of this Board of director' s report, the Turkish version shall prevail