

OYAK ÇİMENTO FABRİKALARI A.Ş.

General disclosures which must be done pursuant to the "II-17.1 Communiqué on Corporate Governance" of the Capital Markets Board, could be found here in after:

a) **Total number of shares and voting rights reflecting the current corporate structure as of the date that the announcement and should the corporation have privileged shares, number of privileged shares and voting rights for each privileged share group and information on the feature of the privileges:**

Shareholder	Amount of Shares (TRY)	Share in Capital (%)	Voting Right	Rate of Voting Right (%)
OYAK Denizli Çimento A.Ş.	858.298.033,67	74,00	85.829.803.367	74,00
Diğer	301.495.407,33	26,00	30.149.540.733	26,00
Grand Total	1.159.793.441,00	100,00	115.979.344.100	100,00

Each share has one voting right and there are no privileged shares in our Company's capital.

b) **Changes in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly and information on the reasons for such changes:**

We would like to present to the attention of our shareholders the following information about the merger of our Company within our Company by taking over OYAK Denizli Çimento Anonim Şirketi as a whole, together with all its assets and liabilities, which is on the agenda of the Extraordinary General Assembly.

1- By the decision of our Company's Board of Directors dated 11/09/2023; 134 and subsequent relevant articles of the Turkish Commercial Code (TTK) No. 6102, Articles 18, 19 and 20 of the Corporate Tax Law (KVK) No. 5520, and Article 6362 of our acquiring company, which is a party to the transaction that is the subject of this Board of Directors Decision. Since they are companies subject to the Capital Markets Law No. (CMB) and their shares are offered to the public and traded in Borsa İstanbul A.Ş. (Borsa), Articles 23 and 24 of the CMB and other relevant provisions apply to Capital Markets La+w. The "Merger and Division Communiqué" (II-23.2) of the Board of Directors (CMB), which came into force by being published in the Official Gazette dated 28.12.2013 and numbered 28865, and the "Merger and Division Communiqué" (II-23.2) of the CMB, which came into force by being published in the Official Gazette dated 24.12.2013 and numbered 28861. In accordance with the "Communiqué on Common Principles and Exit Right for Significant Transactions" (II-23.3) and other relevant legislation; It was decided to merge our company by acquiring OYAK Denizli Çimento Anonim Şirketi as a whole, together with all its assets and liabilities, and an application was made to the Capital Markets Board on the same date.

Our company is Oyak Çimento Fabrikaları A.Ş. "Announcement Text" regarding the merger of OYAK Denizli Çimento A.Ş. by taking over as a whole with all its assets and liabilities, based on the financial statements dated 30/06/2023, with the decision of the Capital Markets Board dated 22/11/2023 approved.

2- All detailed explanations regarding the merger are available on KAP (www.kap.gov.tr) and OYAK Çimento Fabrikaları A.Ş.'s Corporate Website (www.oyakcimento.com) in accordance with the relevant legislation and regulations.

Reason; The synergy that will be created by the merger of our Company, which operates in the same sector, and OYAK Denizli Çimento Anonim Şirketi, registered in the Ankara Trade Registry Office with the registry number 389479, with its economic, business and operational advantages, and the opportunities that will be created by the company size that will emerge after the merger, and the benefits it will provide to all shareholders.

c) In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of Board of Directors:

None.

ç) Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the board of directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal:

None.

d) In case the agenda includes amendment of articles of association, together with the relevant resolution of the board of directors and former and new versions of the articles of association:

The Board of Directors' decision dated 24.11.2023 regarding the amendment of the Articles of Association was taken as follows.

"Subject to the approval of the Merger Agreement and Merger Transaction by the shareholders within the scope of Article 3 of the Extraordinary General Assembly 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". "To apply to the Ministry of Commerce, to obtain the necessary permissions and to authorize the Board of Directors to carry out the necessary works and transactions regarding the amendment of Article 7 of the Company's Articles of Association as the permission is received, to be submitted to the approval of the shareholders, to be discussed and to be decided upon."

The old and new version of the text regarding the amendment to the articles of association is given below.

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

OLD VERSION	NEW VERSION
<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 Kuruş).</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</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 Kuruş).</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</p>

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. 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

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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 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.

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In contradiction between the Turkish and English versions of this public disclosure, the Turkish version shall prevail.