

## KONYA KAĞIT SANAYİ VE TİCARET A.Ş.

### 2021 ORDINARY GENERAL ASSEMBLY INFORMATION SHEET

The 2021 Ordinary General Assembly Announcement to be held on 13/04/2022 was published on the Public Disclosure Platform on 16/03/2022.

#### **A. Additional Explanations Within the Scope of Corporate Governance Communiqué of the Capital Markets Board Numbered II-17.1**

The additional explanations to be made in accordance with the Capital Markets Board's "Corporate Governance Communiqué" numbered II-17.1 are made in the relevant agenda item below, and other essential general explanations are presented to your information in this section.

##### **1. Information on the total number of shares and voting rights reflecting the partnership structure; if there is a privileged share in the share capital, the number of shares representing each group of privileged shares of the partnership as of the date of explanation, and the nature of the privileges**

The capital of the company consists of 130,000,000 shares with a nominal value of TL 1 each. The company shares have the privileges specified in the table below:

Share Group	Number of Shares	Concession Type
(A) Group	30.000.000	Privilege to exercise 5 voting rights of 1 share in General Assemblies
		Privilege to elect half the number of members of the Board of Directors
(B) Group	100.000.000	No Privileges

Bera Holding A.Ş. is the shareholder of the Company with more than 5% shares and voting rights as of the date of announcement of this Information Sheet.

##### **2. Information on the changes in the management and activities of the Company and its affiliates that have occurred in the previous fiscal years or that will significantly affect the partnership activities planned in the future fiscal years and the reasons for these changes**

Although there is no management and activity change that will significantly affect the activities of the Company and its affiliates;

The Public Offering Letter corresponding to the 20% share of the company was approved by the Capital Markets Board on 12/11/2021 and the shares of the company started to be traded on 26/11/2021 at Borsa İstanbul A.Ş.

A preliminary real estate sales contract has been signed between the company and S.S. KOBİSAN DÖRT TOPLU İŞYERİ YAPI KOOPERATİFİ for the sale of the immovable property of 414.417,72 m2 total 3 units of land parcel classified as investment purposed real estate at the quality of land with the value of TL 425.000.000 in the assets of the Company's Affiliate Golda GIDA SANAYİ ve TİCARET A.Ş.

##### **3. If there is a dismissal, change or election of the members of the board of directors on the agenda of the general assembly meeting, information about the reasons for dismissal and change, the CVs of the persons whose candidacy for membership of the board of directors has been submitted to the partnership, the duties they have carried out in the last ten years and the reasons for leaving, partnership and the nature and significance of their relationship with the related parties of the partnership, whether these persons have the quality of independence and if these persons are elected as members of the board of directors, information about similar issues that may affect the partnership activities**

The General Assembly Meeting Agenda for 2021 includes the item for selection of the Board of Directors and the Independent Board of Directors, and there was no application for the nomination of the Board of Directors until the date of announcement of this document.

**4. Requests submitted by the shareholders of the Partnership to the Investor Relations Department in writing regarding the placing of an item on the agenda, unacceptable suggestions and rejection reasons in cases where the board of directors does not accept the agenda proposals of the partners**

CMB Series: There is no request submitted to the Investor Relations Department in writing within the scope of Article 1.3.1 (ç) of the Corporate Governance Principles of the "Corporate Governance Communiqué" numbered II-17.1.

**5. In case a change in the main contract on the agenda is available, the old and new forms of the main contract changes together with the decision of the relevant board of directors**

There is no amendment to the Articles of Association on the agenda of the Ordinary General Assembly Meeting for 2021.

**B. The Agenda of 2021 Ordinary General Assembly of Konya Kağıt Sanayi ve Ticaret A.Ş. to be Held on 13/04/2022 and Explanations on Agenda Items**

**1. Opening, attendance, formation of the Meeting Presidency**

The General Assembly meeting will be opened by the Chairman of the Board of Directors; if the meeting quorum is provided by examining the attendance schedule, the Chairman of the Meeting is elected to govern the General Assembly meeting under the framework of the relevant article of our Articles of Association and "Turkish Commercial Code No. 6102" (TCC)" and the Procedures and Principles of General Assembly Meetings of Joint Stock Companies with the regulation on Representatives of the Ministry of Commerce to Attend These Meetings" ("Regulation" or "General Assembly Regulation") and the provisions of the article 7 of the the Internal Directive on the Working Procedures and Principles of the General Assembly of the Company.

At least one secretary for Minutes is appointed by the Chairman of the Meeting in accordance with the Internal Directive of the Company on the Working Procedures and Principles of the General Assembly. The Chairman of the Meeting may also elect a sufficient number of ballot-gathering officers.

**2. Reading and negotiating the Activity Report of the Board of Directors for the 2021 fiscal year**

The Unconsolidated Activity Report for 2021, which is prepared within the framework of the regulations related to the TCC, the Regulation and the Capital Markets Law and submitted to the General Assembly for the examination of our partners on the Electronic General Assembly portal of the CCC for three weeks at the Headquarters of the Company before the date of the General Assembly published on the PDP on 28/02/2022 and on the corporate website of the Company at [www.konyakagit.com.tr](http://www.konyakagit.com.tr), will be submitted to the General Assembly.

**3. Reading the Independent Audit Report for the 2021 fiscal year**

The General Assembly will be informed about the Independent Audit Report for the year 2021 prepared in accordance with the Public Oversight Accounting and Auditing Standards Authority, Turkish Accounting Standards and Capital Markets Board regulations and published on the PDP on 28/02/2022 and on the corporate website of the Company at [www.konyakagit.com.tr](http://www.konyakagit.com.tr) for three weeks at the Company's Headquarters, on the Electronic General Assembly portal of CRP.

**4. Reading, negotiating and approving the Financial Statements for the 2021 fiscal year**

The TCC will be submitted to the opinion and approval of the partners by informing about the Unconsolidated Financial Statements for 2021 prepared within the framework of the regulations related to the Regulation and the Capital Markets Law; published on the KAP on 28/02/2022 and on the corporate website of the Company at [www.konyakagit.com.tr](http://www.konyakagit.com.tr), at the Headquarters of the Company for three weeks before the date of the General Assembly, on the Electronic General Assembly portal of the CCC, and submitted for the review of our partners.

## **5. Discussion of the acquittal of the members of the Board of Directors due to the 2021 fiscal period activities**

Under the framework of the provisions of the TCC and the Regulation, the acquittal of the Board Members due to their 2021 activities, transactions and accounts will be submitted to the approval of the General Assembly.

## **6. Discussing and deciding on the proposal of the Board of Directors regarding the usage of 2021 Period Profit**

According to the Unconsolidated Financial Statements of the accounting period of 01.01.2021-31.12.2021 prepared by the Company in accordance with the Turkish Accounting Standards /Turkish Financial Reporting Standards (TAS/IFRS) within the framework of the provisions of the Turkish Commercial Code and the CMB, TL 402.983.994.-Net Profit has been made for the Period when the Real Operating Profit, Income / Expenses from Investment Activities, Continuing Activities are taken into consideration together with "Deferred Tax Income" and "Period Tax Expense". According to the legal records prepared in accordance with the provisions of the TCC and TPL, "Net Profit for the Period After Tax" amounting to TL 190.174.769,47- has occurred considering the Commercial profit and Corporate Tax accrued in the accounting period of 01.01.2021-31.12.2021.

With the provision in Article 470 of the Turkish Commercial Code No. 6102 regulating the profit share which reads, "profit share can only be distributed from net profit", the entire amount of profit share envisaged to be distributed in Article 7 of the Profit Share Guide of the Capital Markets Board can only be distributed as long as it can be met from the net distributable profit or other resources available in the legal records (in the records kept according to the Tax Procedure Law). In other words, the upper limit for the amount of dividend to be distributed is the amount at which the relevant profit distribution resources in the legal records can be distributed, stating that in order to make profit distribution, there must be profit that can be distributed in the financial statements calculated according to the provisions of the TPL. According to these provisions and explanations, due to TL 190.074.769,47 amount of "Net Income of the Period" was gained in the financial statements prepared in the accounting period of 2021 in accordance with the provisions of the Tax Procedure Law, it was decided at the meeting of the Board of Directors dated February 21, 2022 to submit the proposal for the payment of 20% of the distributable profit to the Ordinary General Assembly of 2021 by the Board of Directors until the end of the 2nd month following the month in which the General Assembly Meeting was registered in accordance with Article 14 of the Articles of Association in accordance with the profit distribution policy of the Company. The amount of profit to be distributed is TL 34,871,867.61, TL 6,500,000 of which is the 1st Dividend and TL28.371.867,65.- is the 2nd Dividend after deducting the taxes and other legal liabilities from the profit of the period and the reserves to be reserved and the exceptional gains to be kept as a special fund in the balance sheet. This issue shall be submitted to the information of the General Assembly by the Board of Directors. (Appendix 1)

## **7. Determination of the number of members of the Board of Directors and the election of members, their term of office, and the Independent Board Members**

Pursuant to CMB regulations, TCC and Regulation, due to the fact that your company is offered to the public in 2021, taking the principles regarding the selection of the members of the Board of Directors in our Articles of Association into account, the selection of the Independent Members who meet the criteria of Independence will be made in accordance with the CMB's Corporate Governance Communiqué II-17.1 and the annexed Corporate Governance Principles.

There has been no application for the nomination of the Board of Directors until the date of announcement of this document.

## **8. Submission of the Independent Audit Institution selection made by the Board of Directors to the approval of the General Assembly in order to carry out the activities within the scope of the relevant regulations of TCC and CMB for the accounting period of 01.01.2022-31.12.2022**

In accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board, the committees that must be established to operate within the Board of Directors have yet to be established. In this context, the selection of the Independent Audit Institution in 2022 to perform the company's internal audit activities for the account period will be made available to the General Assembly for approval.

## **9. Informing the shareholders of the donations and grants made in 2021**

Pursuant to Article 6 of the Communiqué of the Capital Markets Board on Dividend No. II-19.1, the shareholders will be informed about the Donations and Grants made in 2021 in accordance with the provision which reads, "The limit of the donation to be made must be determined by the general assembly in cases not specified in the Articles of Association and the donations and payments made must be submitted to the shareholders in the ordinary general assembly". There is no Donation and Aid made in 2021.

## **10. Determining the limit-up for donations to be made in 2022**

The limit of the donation to be made in 2022 will be determined by the General Assembly.

## **11. Informing the General Assembly about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2021 in accordance with the regulations of the Capital Markets Board**

Pursuant to Article 12 of the Corporate Governance Communiqué II-17.1 of the Capital Markets Board, the income or benefits obtained from guarantees, pledges, mortgages and sureties given in favor of third parties by the Company and/or its Affiliates must be included as a separate item in the agenda of the Ordinary General Assembly Meeting. Information on guarantees, pledges, mortgages and sureties given in favor of third parties for the purpose of carrying out ordinary commercial activities is included in footnote 25 of our Financial Statements dated 31.12.2021.

## **12. In accordance with the CMB Decision, informing the Shareholders about the "Transactions with Related Parties" of the Company in 2021**

In accordance with CMB regulations, the Shareholders will be informed about the "Transactions with Related Parties" of the Company in 2021.

## **13. Determination of remuneration and per diems amounts of the members of the Board of Directors**

The remuneration and per diems of the members of the Board of Directors and the members of the Independent Board of Directors shall be determined by the General Assembly.

## **14. Informing the Shareholders about the Company's "Disclosure Policy", "Dividend Distribution Policy" and "Ethical Rules" as per the Capital Markets Board regulations**

In accordance with the regulations of the Capital Markets Board, the Shareholders will be informed about the Company's "Information Policy" and "Profit Distribution Policy" and "Ethical Rules",

## **15. Negotiating whether a special limit will be given to the members of the Board of Directors personal to carry out businesses that are within the field of business of the company according to Articles 395 and 396 of the Turkish Commercial Code and the rule published by CMB numbered II-17.1 Corporal Governance Communiqué Annex 1.3.6**

It is only possible for our Board Members to make transactions within the framework of the first paragraph of Article 395 titled "Transaction with the Company, Prohibition of Loaning to the Company" and Article 396 titled "Prohibition of Competition" of the TCC with the approval of the General Assembly.

Pursuant to the obligatory Corporate Governance Principle 1.3.6 of the CMB, the General Assembly should give prior approval to the members of the Board of Directors to perform the works falling within the scope of the Company's activity personally and inform the General Assembly about the said transactions.

In order to fulfill the requirements of these regulations, the granting of the said permission shall be submitted to the approval of the shareholders at the General Assembly.

## **16. Wishes-Requests and closing.**

## ANNEX - 1

### **Proposal of the Board of Directors on Distribution of Profit for 2021**

In the meeting of our Board of Directors dated 21.02.2021;

According to the Unconsolidated Financial Statements of the accounting period of 01.01.2021-31.12.2021 prepared by the Company in accordance with the Turkish Accounting Standards /Turkish Financial Reporting Standards (TAS/IFRS) within the framework of the provisions of the Turkish Commercial Code and the CMB, TL 402.983.994.-Net Profit has been made for the Period when the Real Operating Profit, Income / Expenses from Investment Activities, Continuing Activities are taken into consideration together with "Deferred Tax Income" and "Period Tax Expense". According to the legal records prepared in accordance with the provisions of the TCC and TPL, "Net Profit for the Period After Tax" amounting to TL 190.174.769,47- has occurred considering the Commercial profit and Corporate Tax accrued in the accounting period of 01.01.2021-31.12.2021.

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<b>KONYA KAĞIT SAN VE TİC AŞ A.Ş. Profit Distribution Table for 2021 (TL)</b>			
<b>1. 1. Paid in/Issued Capital</b>		<b>130.000.000,00</b>	
<b>2. 2. Total Legal Reserve Fund (According to Legal Records)</b>		<b>20.277.516</b>	
<b>If there is a privilege in profit distribution in accordance with the articles of association, information regarding the privilege</b>		<b>NONE</b>	
		<b>According to CMB Arrangements</b>	<b>According to Legal Records (LR)</b>
<b>3.</b>	Profit of the Period	467.933.877,00	242.232.674,96
<b>4.</b>	Tax Payable (-)	64.949.883,00	52.157.909,49
<b>5.</b>	Net Profit of the Period (=)	402.983.994,00	190.074.765,47
<b>6.</b>	Losses from Previous years (-)	0.00	0.00

7.	General legal reserve (-)	9.503.738,27	9.503.738,27
8.	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=) *</b>	377.030.715,28	164.121.486,75
9.	Donations made during the year ( + )	0.00	
10.	DONATIONS ADDED NET DISTRIBUTABLE PROFIT FOR THE PERIOD	377.030.715,28	
11.	First Dividend to Shareholders	6.500.000,00	
	- Cash	6.500.000,00	
	- Free of charge	0.00	
	- Total	6.500.000,00	
12.	Dividend distributed to privileged shareholders	0.00	
13.	Other Dividends Distributed	0.00	
	-To the Members of the Board of Directors		
	-Employees		
	- To Persons Other Than the Shareholder		
14.	Dividend Distributed to Usufructuary Holders	0.00	
15.	Second Dividend to Shareholders	28.371.867,61	
16.	Secondary General Reserve	3.152.429,73	
17.	Statutory Reserves	0.00	0.00
18.	Special reserves	0.00	0.00
19.	EXTRAORDINARY RESERVE	339,006,417.93	126.097.189,40
20.	<b>Other Resources Predicted to be Distributed</b>	<b>0.00</b>	<b>0.00</b>
	- Retained Earnings		
	- Extraordinary Reserves		
	- Other Distributable Reserves in accordance with the Law and the Articles of Association		

\* Within the scope of Article 5/1-e of the Corporate Tax Law (CTL), Real Estate Sales Gain Exemption is TL 1.908.176,35.- and Affiliate Earnings Exemption is TL 14.541.364,10.-; therefore, the total amount of TL 16.449.540,45 is not taken into account in the distributable profit account in accordance with the provisions of the CTL and TCC as it is composed of non-distributable, contingent exceptional earnings.

**KONYA KAĞIT SAN VE TİC AŞ A.Ş. 2021 PROFIT SHARE RATIO TABLE**

	TOTAL DISTRIBUTED PROFIT SHARE (TL)		TOTAL DISTRIBUTED PROFIT SHARE / NET DISTRIBUTABLE PERIOD PROFIT (TL)	DIVIDEND CORRESPONDING TO TL 1 NOMİNAL VALUE	
	CASH (TL)	FREE OF CHARGE (TL)	RATIO ( % )	SUM (TL)	RATIO ( % )
<b>GROSS</b>	34.871.867,61	--	21,25	0.268245	26,82
<b>NET*</b>	31.384.680,85	--	19 12	0.214206	24,14

*\*Net values of profit share amounts per gross share have been calculated with the assumption that the profit share is distributed to the full taxpayer real person partner (by taking the withholding rate as 10%).*