

MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2024 HELD ON 28.03.2025 OF OYAK ÇİMENTO FABRİKALARI A.Ş.

The ordinary general assembly meeting for the year 2024 held on 28.03.2025 of Oyak çimento fabrikaları a.ş was held at the address of Yaşam Caddesi, 4. Sokak No:4 Wyndham Ankara Oteli Söğütözü /ANKARA on 28.03.2025 on Friday at 10.00 in presence of Ayşe KARABIYIK, Cemal GÜLTEPE, Adeviye ARSLAN, who were appointed with the letters of the Ankara Governorship Trade Provincial Directorate dated 27/03/2025 and numbered -94566553-431.03-000107741111.

The meeting call, including the agenda as stipulated by law and the Articles of Association, was duly made on March 6, 2025, through the Central Registry Agency's Electronic General Assembly System, in the Turkish Trade Registry Gazette dated March 6, 2025, and numbered 11286, on our Company's website (www.oyakcimento.com), and on the Public Disclosure Platform (KAP) within the required timeframe.

Upon examination of the attendance list, it was determined that out of the 486,165,578,300 shares corresponding to the Company's total capital of 4,861,655,783.00 TL, 7,504,998.20 shares representing a capital of 75,049.982 TL were represented in person, 389,179,573,359.10 shares representing a capital of 3,891,795,733.591 TL were represented by proxy (by representation), and 20,068,305,800 shares representing a capital of 200,683,058 TL were represented by depositing representatives, thus, it was understood that the requirements stipulated in the Company's articles of association, internal regulations, law, and other relevant legislation were fulfilled, and the minimum meeting quorum was present, furthermore, it was identified and stated by the Ministry Representative that Sercan TEKİN, representing Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., which conducted the independent external audit of the Company's 2024 financial statements, Board Member Murat İdris SELA, 2 Independent Board Members (Sezai Afif ENSARİ, Abdurrahman ÇELİKER), and Company lawyer Melike Gülsüm KARAOSMANOĞLU were present at the meeting, following these determinations, the meeting was opened by Board Member Murat İdris SELA.

The Chairman of the Meeting determined that, in accordance with Article 431 of the Turkish Commercial Code and Article 24 of the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry of 1 Customs and Trade Representatives to be present at 2 these Meetings, published by the Ministry of Customs and Trade regarding the Disclosure of Representative Notifications, 200,683,058 TL nominal valued shares represented at the General Assembly and included in the meeting quorum were represented by Depositing Representatives, and shareholders were informed about the notifications made to the company in this regard. Our company does not have registered shares.

In addition, the Chairman of the Meeting informed the shareholders about the electronic General Assembly application.

Following the opening speech by Board Member Murat İdris SELA and a minute of silence in honor of the Great Leader ATATÜRK, his comrades-in-arms, all our martyrs, and all our elders who contributed to the Company's progress to this day and are no longer with us, the meeting proceeded to the discussion of the agenda.

1- Opening, Establishment of the Meeting Chairmanship, and Moment of Silence,

The proposal by Barış ÜNSEVEN, representative of TCC OYAK Amsterdam Holdings B.V., for the election of Board Member Murat İdris SELA as Chairman of the Meeting, Burak KÖROĞLU as Secretary of the Minutes, and Mehmet Kamil ÖZDEMİR as Vote Counting Officer, in accordance with Article 24 of the Company's Articles of Association and Article 7 of the Company's General Assembly Internal Directive, was accepted by a majority vote with 408,205,595,780.50 positive votes against 1,049,788,376.80 negative votes.

The Chairman of the Meeting had the General Assembly agenda read by the Secretary of the Minutes, Burak KÖROĞLU, and inquired whether there were any proposals for changes during the discussion of the agenda items. As there were no change proposals, the meeting proceeded to discuss the other agenda items. Shareholders were informed that all votes at the meeting would be conducted by show of hands and through the Electronic General Assembly system. The Chairman of the Meeting appointed Aşkın ASLAN, an employee of OYAK Yatırım Menkul Değerler A.Ş., to use the Electronic General Assembly System.

2- Authorizing the Meeting Chairman to sign the minutes of the General Assembly Meeting and other documents,

The proposal by Barış ÜNSEVEN, representative of TCC OYAK Amsterdam Holdings B.V., to authorize the Meeting Chairman to sign the General Assembly minutes on behalf of the shareholders, was accepted by a majority vote with 408,208,299,457.30 positive votes against 1,047,084,700.00 negative votes.

3- 3- Reading and discussing the Board of Directors' Annual Report for the fiscal year 2024,

Regarding the reading and discussion of the 2024 Board of Directors Activity Report, the proposal by Barış ÜNSEVEN, representative of TCC OYAK Amsterdam Holdings B.V., to not read the Board of Directors Activity Report and to consider it as read, since it had been previously published within the legal timeframe on our website (www.oyakcimento.com), on the Public Disclosure Platform, and on the Electronic General Assembly System of the Central Registry Agency Inc., was accepted by a majority vote with 408,211,138,757.30 positive votes against 1,044,245,400.00 negative votes.

After the voting, the Annual Report of the Board of Directors for 2024 was opened for discussion, no one took the floor.

4- 4- Reading the Independent Audit Report for the fiscal year 2024,

The proposal by Barış ÜNSEVEN, representative of TCC OYAK Amsterdam Holdings B.V., to read the summary of the 2024 Independent Audit Report was accepted unanimously with 409,255,384,157.30 positive votes against 0.00 negative votes.

The Chairman of the Meeting requested Mr. Sercan TEKİN, representing Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., to read the summary of the Independent Audit Report. The summary of the Independent Audit Report was read. It was opened for discussion, and no one took the floor.

5- Reading, discussing, submitting for approval and resolving the Statement of Financial Position, Profit and Loss accounts for the fiscal year 2024 separately,

The proposal by Barış ÜNSEVEN, representative of TCC OYAK Amsterdam Holdings B.V., to read only the main accounts of the 2024 Statement of Financial Position and Profit or Loss accounts for the 2024 fiscal year was accepted by a majority vote with 408,174,970,857.30 positive votes against 1,080,413,300.00 negative votes.

The Meeting Chairman requested that the main accounts of the 2024 Statement of Financial Position and Profit/Loss be read separately by the Secretary of the Minutes, Burak KÖROĞLU. The Secretary of the Minutes, Burak KÖROĞLU, read the main accounts of the Statement of Financial Position and Profit/Loss, prepared in accordance with the Tax Procedure Law (VUK) and the CMB Communiqué Series II, No: 14.1, separately and opened them for discussion. It was opened for discussion, and no one took the floor.

The Statement of Financial Position and Profit/Loss accounts for the 2024 fiscal year were accepted by a majority vote with 408,174,970,857.30 positive votes against 1,080,413,300.00 negative votes.

6- Submitting for approval the election of new members to replace the members who resigned from the Board of Directors until the date of the General Assembly Meeting,

In accordance with item 6 of the agenda; due to the passing of our Independent Board Member Kazım YETİŞ, who was elected to serve for 1 year at the 2023 Ordinary General Assembly meeting held on 29.03.2024, the appointment of İsmail DOĞAN in place of Mr. Kazım YETİŞ, as per the Company's Board of Directors Decision dated 04.09.2024 in accordance with Article 363 of the TCC, was put to a vote. As a result of the voting, it was accepted by a majority vote with 390,044,836,957.30 positive votes against 19,210,547,200.00 negative votes.

Investor İsmail GİRĞİN took the floor and stated that they wanted to see OYAK members on the Boards of Directors of OYAK-owned companies. The Meeting Chairman informed that there were members appointed by OYAK on the Board of Directors.

7- Discussing, voting and resolving on the release of the members of the Board of Directors for the fiscal year 2024 separately,

In accordance with item 7 of the agenda, the members of the Board of Directors were acquitted separately by a majority vote with 408,483,050,657.40 positive votes against 772,333,500.00 negative votes. The Board Members did not vote on their own acquittals.

8- Discussing and resolving on the proposal of the Board of Directors regarding dividend distribution for the fiscal year 2024,

The Chairman of the Meeting requested that the Board of Directors' Dividend Distribution Proposal regarding the Company's profit for the year 2024 be read by Burak KÖROĞLU, the minutes clerk.

Shareholders were informed that the Dividend Distribution proposal of the Board of Directors for 2024 is as follows and the Dividend Distribution proposal was put to vote.

“ Within the scope of the proposal of OYAK Çimento Fabrikaları A.Ş. Board of Directors dated 06.03.2025 submitted to the General Assembly regarding the dividend distribution for 2024;

Considering the provisions of the Turkish Commercial Code, Capital Markets Law, Capital Markets Board Communiqués, Regulations and Principles, Corporate Tax, Income Tax and other relevant legislation and the articles of our Articles of Association regarding dividend distribution,

It has been proposed distributing a gross dividend of TL 4,861,655,783 out of our Company's net profit of TL 8,006,811,864 calculated in accordance with the Tax Procedure Law for the accounting period 01.01.2024-31.12.2024, allocating TL 461,857,299 General Legal Reserves from the second dividend amount to the shareholders, and recording the remaining TL 2,683,298,781 in the extraordinary reserves account,

Following the distribution of gross profit amounting to TL 4,861,655,783 from the net profit of TL 7,167,377,286 calculated in accordance with the Capital Markets Board Communiqué Serial II, No.14.1 for the accounting period 01.01.2024-31.12.2024, to allocate General Legal Reserves amounting to TL 461,857,299 from the second dividend amount to the shareholders and to record the remaining TL 1,843,864,204 in the retained earnings account,

Making payment of a total of TL 4,861,655,783 gross and TL 4,326,995,188 net cash dividend to the shareholders representing the Company's capital in one lump sum on 30.10.2025, the first business day following the Republic Day on October 29.

	According to the CMB	According to Legal Records (RO)
Profit for the Period	11.136.820.177	9.835.260.446
Taxes Payable (-)	3.969.442.891	1.828.448.583
Net Profit for the Period	7.167.377.286	8.006.811.864
Prior Year Losses (-)		
General Legal Reserves (-) (*)		
NET DISTRIBUTABLE PROFIT FOR THE PERIOD	7.167.377.286	8.006.811.864

	TOTAL DIVIDENDS DISTRIBUTED		TOTAL DIVIDENDS DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	1 TL NOMİNAL DEĞERLİ PAYA İSABET EDEN KAR PAYI		DIVIDEND CORRESPONDING TO 1 TL NOMINAL VALUE SHARE	
	CASH	FREE OF CHARGE		RATE	AMOUNT		RATE
	(TL)	(TL)		(%)	(TL)		(%)

NET	4.326.995.188	-	60,37	0,89	89
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- First dividend amount is calculated by taking into account the registered nominal capital amount.

- Net profit distribution calculation is based on gross TL 1 per share, withholding tax of 10% for TCC OYAK Amsterdam Holdings B.V. in accordance with the Turkey-Netherlands Double Taxation Avoidance Agreement, withholding tax rate of 15% for other shareholders in accordance with the Presidential Decree No. 9286 published in the Official Gazette dated 22.12.2024 and numbered 32760, assuming that it is distributed to the full taxpayer real person shareholder and there is no exempt income in the distribution.

The proposal was accepted unanimously with 409,255,384,157.30 affirmative votes against 0.00 negative votes as a result of the voting.

9- Discussing, voting and resolving on the amendments to be made to Articles 4, 7 and 10 of the Company's Articles of Association,

The proposal by Barış ÜNSEVEN, representative of TCC OYAK Amsterdam Holdings B.V., to not read the Company's Articles of Association Amendment and to consider it as read, since it had been published within the legal timeframe in the Turkish Trade Registry Gazette, the Public Disclosure Platform, and the Company's website, was accepted by a majority vote with 401,495,344,657.30 positive votes against 7,760,039,500.00 negative votes.

As a result of the voting on the amendments to the Company's Articles of Association, the amendments were approved by a majority of votes with 401,495,344,657.30 affirmative votes against 7,760,039,500.00 negative votes.

<p>(FORMER TEXT) ARTICLES OF ASSOCIATION OF OYAK ÇİMENTO FABRİKALARI ANONİM ŞİRKETİ</p>	<p>(YENİ METİN) OYAK ÇİMENTO FABRİKALARI ANONİM ŞİRKETİ ESAS SÖZLEŞMESİ</p>
<p>Purpose and Subject: Article 4- The Company's purpose and main business activities shall be as follows:</p> <p>A- To establish and operate factories, facilities, and companies required for the production of materials for the building-construction-raw materials sectors such as all kinds of clinker, cement, ready-mixed concrete, lime, brick, tile, gravel, sand, iron, sheet metal, coal, and building products (all kinds of binding materials), to participate in, purchase, and sell legal and natural persons and organizations established for the same purpose, and to import and export all the aforementioned goods and products.</p> <p>B- To extract, produce, trade, import, and export materials required for cement production (limestone, clay, marl, gypsum, trass, slag, marble, kaolin, profilite, coal) and similar underground and above-ground natural resources; to engage in mining activities for their operation; to directly request and acquire or take over from other persons the mining and quarry exploration, operation permits, licenses, and privileges for this purpose, and to establish factories, facilities, businesses, companies that may be necessary for all these activities or to participate in legal and natural persons and organizations engaged in such activities,</p> <p>C- To establish agencies and dealerships in domestic and foreign free zones, open branches, acquire and grant</p>	<p>Purpose and Subject: Article 4- The Company's purpose and main business activities shall be as follows:</p> <p>A- To establish and operate factories, facilities, and companies required for the production of materials for the building-construction-raw materials sectors such as all kinds of clinker, cement, ready-mixed concrete, lime, brick, <u>marble</u>, tile, gravel, sand, iron, sheet metal, coal, and building products (all kinds of binding materials), to participate in, purchase, and sell legal and natural persons and organizations established for the same purpose, and to import and export all the aforementioned goods and products</p> <p>B- To extract, produce, trade, import, and export materials required for cement production (limestone, clay, marl, gypsum, trass, slag, marble, kaolin, profilite, coal) and similar underground and above-ground natural resources; to engage in mining activities for their operation; to directly request and acquire or take over from other persons the mining and quarry exploration, operation permits, licenses, and privileges for this purpose, and to establish factories, facilities, businesses, companies that may be necessary for all these activities or to participate in legal and natural persons and organizations engaged in such activities,</p> <p>C- To establish agencies and dealerships in domestic and foreign free zones, open branches, acquire and grant representations, engage in contracting and brokerage</p>

representations, engage in contracting and brokerage activities, and acquire representations and agencies of domestic and foreign legal and natural persons and organizations when necessary, for the purpose of domestic and foreign trade (import and export) of materials manufactured or procured in connection with the company's business activities, and to establish appropriate buildings for this purpose

D- To obtain trademark and patent licenses and invention certificates for innovations found as a result of research to be conducted with the substances and materials to be manufactured or supplied, and to transfer them to other natural or legal persons when necessary; to utilize all kinds of technology and cooperate in this regard for the purpose of achieving the company's business activities

E- To purchase and lease needed land and real estate, to sell and lease land and real estate owned, to consolidate and parcel owned real estate, to dispose of tangible and intangible rights, to establish and register tangible rights in favor of the company on real estate owned by private and legal entities, to annotate lease and other personal rights on real estate owned, and to annotate lease and other personal rights on real estate owned by natural and legal persons

F- To evaluate idle funds, for the purpose of carrying out the company's business activities, by investing them in securities for the benefit of the company, provided that it is not in the nature of investment services and activities, while preserving the provision of CMB article 21/1, and to act as a prudent merchant.

G- To undertake all kinds of financial, commercial, and industrial commitments, to borrow long, medium, and short-term loans, to obtain all kinds of loans from domestic and foreign sources with or without collateral, and to pledge and mortgage the company's movable and immovable properties when necessary, to establish and register pledges and mortgages in favor of the company on movable and immovable properties and operating licenses and privileges belonging to others when required by business, or to acquire all kinds of rights on them, and to remove pledges established and registered in favor of the company,

H- To engage in all kinds of activities directly or indirectly related to the Company's purpose and field of activity.

İ- To carry out transactions related to its own shares within the framework of Articles 379, 382 and other relevant provisions of the Turkish Commercial Code, to act in accordance with the provisions of the Capital Markets legislation and related legislation in this regard and to make the necessary material event disclosures.

J- Provided that it does not violate the regulations on disguised profit transfer of the Capital Markets Law and other relevant legislation, the necessary disclosures of material events are made, the upper limit of donations to be made is determined by the general assembly,

activities, and acquire representations and agencies of domestic and foreign legal and natural persons and organizations when necessary, for the purpose of domestic and foreign trade (import and export) of materials manufactured or procured in connection with the company's business activities, and to establish appropriate buildings for this purpose

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H- To engage in all kinds of activities directly or indirectly related to the Company's purpose and field of activity.

İ- To carry out transactions related to its own shares within the framework of Articles 379, 382 and other relevant provisions of the Turkish Commercial Code, to act in accordance with the provisions of the Capital Markets legislation and related legislation in this regard and to make the necessary material event disclosures.

J- Provided that it does not violate the regulations on disguised profit transfer of the Capital Markets Law and other relevant legislation, the necessary disclosures of material events are made, the upper limit of donations to be made is determined by the general assembly, donations exceeding this limit are not made, the

donations exceeding this limit are not made, the donations made are added to the distributable profit base, and the donations made during the year are presented to the shareholders at the general assembly, the company may make all kinds of donations and aid without disrupting its own purpose and subject matter.

The Company may engage in activities other than the activities listed herein, which are related to its subject matter or which it deems useful for its subject matter, provided that it fulfills the requirements stipulated within the framework of the legislation and does not contradict the legislation.

SECTION II:

Share and Share Transfer and Company Capital:

Article 7-

The Company has accepted the Registered Capital System in accordance with the provisions of the Capital Markets Law No. 6362 and has switched to this system with the permission of the Capital Markets Board dated 02.05.1991 and numbered 292. The Company's Registered Capital Ceiling is 1,500,000,000-TL (One billion five hundred million Turkish Liras). The Company's Issued Capital is 4,861,655,783 TL fully paid. (Fourbillioneighthundredsixtyonemillionsixhundredfifty fivethousandsevenhundreeighty three TurkishLiras) This capital is divided into 486,165,578,300 (Fourhundred eightysixbillionone hundred sixty five million five hundred seventy eight thousand three hundred) shares, each with a nominal value of 1 Kuruş.

The distribution of shares representing the issued capital is as follows. The company's acquisition and merger of Adana Çimento Sanayii T.A.Ş., Aslan Çimento A.Ş., Bolu Çimento Sanayii A.Ş., and Ünye Çimento Sanayii ve Ticaret A.Ş. was realized by taking over and merging all their assets, liabilities, rights, and obligations as a whole, in exchange for Cash: 168,391,920 units, 1,683,919.20 TL), YDDAF : 2,160,389,230 units, 21,603,892.30 TL, Inflation Positive Adjustment Difference :6,673,309,350 units, 66,733,093.50 TL, Extraordinary Reserves :654,436,100 units, 6,544,361.00 TL, statutory reserves :1,295,873,400 units, 12,958,734.00 TL, and the newly increased amount of 1,050,269,441 TL in pursuant to Articles 134 and following articles 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, the Capital Markets Board's Communiqué on Merger and

donations made are added to the distributable profit base, and the donations made during the year are presented to the shareholders at the general assembly, the company may make all kinds of donations and aid without disrupting its own purpose and subject matter.

K- To provide all kinds of port services to natural or legal persons, state and public law legal entities in its owned, acquired, and leased ports, pier-related facilities, and all kinds of annexes; to make the necessary facilities and investments in this regard; to procure, purchase, rent, and lease, sell, and transfer all kinds of tools, machinery, and spare parts related to port services from domestic and foreign sources; to make the necessary applications in this regard, and to obtain permits and licenses.

The Company may engage in activities other than the activities listed herein, which are related to its subject matter or which it deems useful for its subject matter, provided that it fulfills the requirements stipulated within the framework of the legislation and does not contradict the legislation.

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Demerger (II-23.2) and Communiqué on Common Principles Regarding Significant Transactions and the Right of Separation (II-23.1) and other relevant legislation provisions and in accordance with the principles agreed in the merger agreement of all merged companies

The shares issued in exchange for this amount added to the capital were distributed free of charge to the shareholders of Adana Çimento Sanayii T.A.Ş., Aslan Çimento A.Ş., Bolu Çimento Sanayii A.Ş., and Ünye Çimento Sanayii ve Tic. A.Ş., which were dissolved by the merger, in proportion to their shares, based on the merger and exchange ratios determined by the expert organization report dated February 10, 2020.

The increased amount of 86,784,965 TL was used for our company's acquisition and merger of Oyak Denizli Çimento Anonim Şirketi, in accordance with the Turkish Commercial Code articles 134 et seq., Corporate Tax Law articles 19 and 20, Capital Markets Law articles 23, 24, and other related articles, the Capital Markets Board's Merger and Division Communiqué (II-23.2) and the Communiqué on Significant Transactions and Exit Rights (II-23.3), and other relevant legislation, as per the terms accepted in the merger agreement of the merging companies, by taking over all their assets, liabilities, rights, and obligations as a whole. The shares issued in exchange for this amount added to the capital were distributed free of charge to the shareholders of Oyak Denizli Çimento Anonim Şirketi, which was dissolved by the merger, in proportion to their shares, based on the merger and exchange ratios determined by the expert organization report dated November 20, 2023.

3,615,077,377 TL of the increased capital will be covered from the Capital Adjustment Differences account in the financial statements prepared according to the Capital Market Legislation, and from the Capital Adjustment Positive Differences account in the Financial Statements disclosed according to the Tax Procedure Law. All of the Company's shares, except those traded on the stock exchange according to the capital market legislation, are registered shares. The Company cannot issue bearer shares, except for those to be issued for trading 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, 1 when it deems necessary in accordance with the provisions of the CMB, between the years 2021-2025. The registered capital ceiling permit 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 by the end of 2025, in order for the board of directors to make a capital increase decision 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 permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained,

Capital Markets Board's Communiqué on Merger and Demerger (II-23.2) and Communiqué on Common Principles Regarding Significant Transactions and the Right of Separation (II-23.1) and other relevant legislation provisions and in accordance with the principles agreed in the merger agreement of all merged companies.

The shares issued in exchange for this amount added to the capital were distributed free of charge to the shareholders of Adana Çimento Sanayii T.A.Ş., Aslan Çimento A.Ş., Bolu Çimento Sanayii A.Ş., and Ünye Çimento Sanayii ve Tic. A.Ş., which were dissolved by the merger, in proportion to their shares, based on the merger and exchange ratios determined by the expert organization report dated February 10, 2020.

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3,615,077,377 TL of the increased capital will be covered from the Capital Adjustment Differences account in the financial statements prepared according to the Capital Market Legislation, and from the Capital Adjustment Positive Differences account in the Financial Statements disclosed according to the Tax Procedure Law. All of the Company's shares, except those traded on the stock exchange according to the capital market legislation, are registered shares. The Company cannot issue bearer shares, except for those to be issued for trading 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, 1 when it deems necessary in accordance with the provisions of the CMB, between the years 2024-2028. The registered capital ceiling permit granted by the Capital Markets Board is valid for the years 2024-2028 (5 years). Even if the permitted registered capital ceiling is not reached by the end of 2028, in order for the board of directors to make a capital increase decision after 2028, it is mandatory to obtain authorization from the general assembly for a new period by obtaining permission from the Capital Markets Board for 2 the previously permitted ceiling or a new ceiling amount. 3 In the event that the said authorization is not obtained,

capital increase cannot be made by the Board of Directors Decision.

Provided that it does not violate the provisions of the Turkish Commercial Code and the Capital Markets Law, the Board of Directors is authorized to restrict the preemptive rights of shareholders and to issue shares above their nominal value.

Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles. Each share has 1 voting right.

During the preliminary license period and until the production license is obtained, except for the exceptions specified in the Electricity Market License Regulation, the company's partnership structure cannot be directly or indirectly changed, shares or share certificates cannot be transferred, and transactions or actions that will result in a transfer cannot be carried out.

After the production license is obtained, the acquisition of shares representing ten percent (five percent for publicly traded companies) or more of the Company's capital, directly or indirectly, by a natural or legal person, and independently of the above-mentioned capital share changes, the transfer of shares or share certificates that result in a change of control in the Company's partnership structure, or other transactions that result in this, requires the approval of the Energy Market Regulatory Authority each time - before the transaction is carried out. If the share transfer is not completed within six months from the date of approval, the approval given becomes invalid.

Each share has 1 voting right.

SECTION III:

Board of Directors:

Article 10 - The affairs and administration of the Company shall be carried out by the Board of Directors.

The Board of Directors consists of at least 5 and at most 9 members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and CMB.

The number and qualifications of the independent members of the Board of Directors are determined in accordance with the regulations of the Capital Markets Board on corporate governance.

The General Assembly shall determine the number of members of the Board of Directors to be elected in such a way as to enable the members of the Board of Directors to work efficiently and constructively, to take quick and rational decisions and to organize the formation and work of the committees effectively.

capital increase cannot be made by the Board of Directors Decision.

Provided that it does not violate the provisions of the Turkish Commercial Code and the Capital Markets Law, the Board of Directors is authorized to restrict the preemptive rights of shareholders and to issue shares above their nominal value.

Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles. Each share has 1 voting right.

During the preliminary license period and until the production license is obtained, except for the exceptions specified in the Electricity Market License Regulation, the company's partnership structure cannot be directly or indirectly changed, shares or share certificates cannot be transferred, and transactions or actions that will result in a transfer cannot be carried out.

After the production license is obtained, the acquisition of shares representing ten percent (five percent for publicly traded companies) or more of the Company's capital, directly or indirectly, by a natural or legal person, and independently of the above-mentioned capital share changes, the transfer of shares or share certificates that result in a change of control in the Company's partnership structure, or other transactions that result in this, requires the approval of the Energy Market Regulatory Authority each time - before the transaction is carried out. If the share transfer is not completed within six months from the date of approval, the approval given becomes invalid.

Each share has 1 voting right.

SECTION III:

Board of Directors:

Article 10 - The affairs and administration of the Company shall be carried out by the Board of Directors.

The Board of Directors consists of at least 5 and at most 12 members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and CMB.

The number and qualifications of the independent members of the Board of Directors are determined in accordance with the regulations of the Capital Markets Board on corporate governance.

The General Assembly shall determine the number of members of the Board of Directors to be elected in such a way as to enable the members of the Board of Directors to work efficiently and constructively, to take quick and rational decisions and to organize the formation and work of the committees effectively..

10- Determination of the number and terms of office of the members of the Board of Directors in accordance with the provisions of the relevant legislation and discussion, voting and resolution of the election to the Board of Directors,

The resumes of the candidates for Independent Board Membership were disclosed to the public on the Company's website (www.oyakcimento.com) and the Public Disclosure Platform (PDP) in due time in accordance with the relevant legislation pursuant to the Capital Markets Board's Communiqué Serial: II, No: 17.1 on the Determination and Implementation of Corporate Governance Principles and in accordance with other relevant legislation.

With the motion submitted by Barış ÜNSEVEN, representative of TCC OYAK Amsterdam Holdings B.V.;

The number of members of the Board of Directors of OYAK Çimento Fabrikaları A.Ş. be determined as 10 (ten), 4 (four) of whom shall be Independent Board Members;

For the Board of Directors Memberships; to serve for 3 years;

- Mr. Suat ÇALBIYIK
- Mr. Eralp TUNÇSOY
- Mr. Murat İdris SELA
- Mr. İsmail DOĞAN
- ATAER Holding Anonim Şirketi (The person acting on his behalf is Mr. Baran ÇELİK)
- OYAK Birleşik Enerji Anonim Şirketi (The person acting on his behalf is Mr. Gözde ERKOÇ)

For the Independent Board of Directors Memberships; In accordance with the relevant articles of our Articles of Association, the Turkish Commercial Code and the Capital Markets Legislation, the real persons deemed appropriate by the Board of Directors Corporate Governance Committee and listed below, to serve for 1 year;

- Mr. Sezai Afif ENSARİ
- Mr. Abdurrahman ÇELİKER
- Mr. Cem ÇAKMAK
- Mr. Kadri ÖZGÜNEŞ to be elected to serve until the next ordinary General Assembly meeting, and the issue of Mr. Sezai Afif ENSARİ, Mr. Abdurrahman ÇELİKER, Mr. İsmail DOĞAN, Mr. Cem ÇAKMAK and Mr. Kadri ÖZGÜNEŞ not taking part in the executive, was discussed and then submitted to the approval of the General Assembly.

As a result of the voting, it was accepted by a majority vote with 390,020,443,157.40 positive votes against 19,234,941,000.00 negative votes.

Investor İsmail GİRĞİN took the floor and stated that they want OYAK companies to be on the Company's Board of Directors. The Meeting Chairman stated that the Corporate Entity Board Members mentioned above are the Board Members determined by OYAK.

11- Discussing, voting on and resolving the issue of determining the remuneration of the members of the Board of Directors,

The proposal by Barış ÜNSEVEN, representative of TCC OYAK Amsterdam Holdings B.V., regarding the payment of a monthly attendance fee of net 44,209.34 TL, corresponding to two net minimum wages, to the Board of Directors Members as of 01.04.2025, was discussed and then submitted to the approval of the General Assembly. As a result of the voting, it was accepted by a majority vote with 389,190,379,357.40 positive votes against 20,065,004,800.00 negative votes.

12- Submitting the matter of granting permission to the members of the Board of Directors to perform the activities specified in Articles 395 and 396 of the Turkish Commercial Code to vote and resolving on the matter,

In accordance with the 12th item of the agenda; the Articles 395 and 396 of the Turkish Commercial Code 395. and 396. Articles of the Turkish Commercial Code; as a result of the voting on granting permission to the Members of the Board of Directors of the Company regarding the transactions specified in Articles 395. and 396. of the Turkish Commercial Code, it was approved by a majority of votes with 409,252,680,480.50 affirmative votes against 2,703,676.80 negative votes.

13- Discussing, voting and resolving on the proposal of the Board of Directors regarding the selection of an independent external audit firm for the audit of the accounts and transactions for the year 2025 in accordance with the Turkish Commercial Code and the Capital Markets Law,

In accordance with item 13 of the agenda; in accordance with the Turkish Commercial Code and the Capital Markets Law, the election of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., proposed by the Board of Directors for the audit of the Company's accounts and transactions for the year 2025, was discussed and, as a result of the voting, was accepted by a majority vote with 389,226,548,457.30 positive votes against 20,028,835,700.00 negative votes.

14- Providing information to the General Assembly regarding the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained,

In accordance with Article 12 of the Capital Markets Board Communiqué Series:II, No:17.1 on Corporate Governance, the shareholders were informed by the Secretary of the Minutes, Burak KÖROĞLU, that there were no guarantees, pledges, mortgages, or sureties given by the company to secure the debts of third parties, nor any income or benefits obtained.

Additionally, the shareholders were informed by the Secretary of the Minutes, Burak KÖROĞLU, that the total amount of guarantees, pledges, mortgages, and sureties given by the company on behalf of its own legal entity was 632,422,322 TL.

15- Submitting the donations and aids made in 2024 to information, submitting the donations made in 2024 for approval and deciding on the donation limit for the accounting period 01.01.2025-31.12.2025,

The Chairman of the Meeting informed the shareholders that TL 7,056,347 in aid and donations were made in 2024..

The proposal by Barış ÜNSEVEN, representative of TCC OYAK Amsterdam Holdings B.V., to approve the donations made in 2024 and to set the limit for donations to be made in 2025 at 1/1000th of the Company's 2025 net sales revenue was put to a vote.

As a result of the voting, it was accepted by a majority vote with 389,187,078,357.30 positive votes against 20,068,305,800.00 negative votes.

Investor İsmail GİRGİN took the floor and asked why there was a difference between the donation figure announced last year and the donation figure for the same period in this year's report. The Meeting Chairman stated that these two values were the same, and that the value in this year's report was determined within the scope of inflation accounting. He stated that the donations made are presented to investors transparently at the annual Ordinary General Assemblies.

16- Closing

The Meeting Chairman asked if there were any shareholders with wishes and suggestions.

Investor Gökhan ÖNSOY took the floor and suggested that OYAK Cement Factories Inc. should aim for carbon neutrality, environmental compliance, and European Union standards. The Meeting Chairman thanked for this comment.

Following the determination that the meeting quorum required by the Turkish Commercial Code was maintained throughout the meeting, and since there were no other items to be discussed on the agenda, the Meeting Chairman Murat İdris SELA asked if any shareholder objected to the decisions taken. As no objections were raised, he closed the meeting at 10:51 AM.

It has been determined that the annual report of the Board of Directors, independent auditor's report, financial statements, agenda, list of attendees and all other necessary documents related to the meeting were present

at the meeting place in full, and the minutes of this meeting have been signed in 4 (four) copies by those present. 28.03.2025.

MINISTRY REPRESENTATIVES

Ayşe KARABIYIK

Cemal GÜLTEPE

Adeviye ARSLAN

MEETING CHAIRMAN

Murat İdris SELA

SECRETARY OF MINUTES

Burak KÖROĞLU

VOTE COLLECTOR

Mehmet Kamil ÖZDEMİR