

ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.
THE BOARD OF DIRECTORS' INVITATION
TO THE ORDINARY GENERAL ASSEMBLY MEETING

Pursuant to the decision of our Board of Directors dated 27.02.2025 and numbered 2097 and Articles 15 and 16 of our Company's Articles of Association, Çimsa Çimento's 2024 Ordinary General Assembly Meeting will be held to discuss the agenda below on **27 March 2025, Thursday, at 10.30** at the address of Sabancı Center, Kule 2, 4. Levent 34330 İstanbul, Türkiye.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who are entitled to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature via the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders could authorize their representatives by using Electronics General Assembly System or by way of filling the below proxy form or the proxy form which is available at the Company headquarters and our Company's website (www.cimsa.com.tr) and notarizing their signature in line with the provisions of the Capital Markets Board's Communiqué numbered II-30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Registry Agency's website (www.mkk.com.tr).

Our shareholders and their representatives, who will be attending the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint-Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 as well as "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint-Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The Financial Statements, The Board of Directors' Annual Report, Independent Audit Reports, Amendment of Articles of Association, Dividend Distribution Proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2024 are made available for the shareholders examination at least three weeks before the date of the meeting on the Electronic General Assembly System section of the Central Registry Agency website (www.mkk.com.tr), on the "Investors Relations" section of our Company's website (www.cimsa.com.tr), and on Public Disclosure Platform (www.kap.org.tr), as well as at the above-mentioned address of the Company's headquarters.

Our shareholders are respectfully requested to honor the meeting on mentioned day and time.

Burak Turgut ORHUN

Çimsa Çimento Sanayi ve Ticaret A.Ş.
Chairperson

Şerafettin KARAKIŞ

Çimsa Çimento Sanayi ve Ticaret A.Ş.-
Member

Annexes : **1)** Agenda for the Ordinary General Assembly Meeting
 2) Proxy Form

ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.
AGENDA FOR THE 2024 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 27 MARCH 2025

- 1.** Opening and formation of the Meeting Council,
- 2.** Reading and discussion of the 2024 Annual Report of the Board of Directors,
- 3.** Reading the 2024 Auditor's Reports,
- 4.** Reading, discussion and approval of the 2024 Financial Statements,
- 5.** Release of the members of the Board of Directors with regard to the 2024 activities,
- 6.** Resolution on the Board of Directors' proposal on dividend distribution,
- 7.** Determination of monthly gross salaries payable to the members of the Board of Directors,
- 8.** Election of the Auditor,
- 9.** Discussion and approval of the amendment to Article 6 of the Company's Articles of Association
- 10.** Discussion and approval of authorizing the Board of Directors to distribute advance dividends for the fiscal year 2025,
- 11.** Approval and briefing of the donations and grants made by the Company in 2024,
- 12.** Determination of the upper limit for donations to be made in 2025,
- 13.** Granting permission to the Chairperson and the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code.
- 14.** Wishes and remarks.

PROXY FORM
ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.

I hereby appoint _____ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly Meeting of Çimsa Çimento Sanayi ve Ticaret A.Ş. that will convene on March 27, 2025, Thursday at 10:30 at the address of Sabancı Center, Kule 2, 4.Levent 34330 İstanbul, TÜRKİYE.

The Attorney's (*);

Name Surname / Trade Name :
TR ID Number/ Tax ID Number,
Trade Register and Number and :
MERSİS Number

(*)Foreign shareholders should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATION

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly;

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and formation of the Meeting Council			
2. Reading and discussion of the 2024 Annual Report of the Board of Directors			
3. Reading the 2024 Auditor's Reports			
4. Reading, discussion and approval of the 2024 Financial Statements,			
5. Release of the members of the Board of Directors with regard to the 2024 activities			
6. Resolution on the Board of Directors' proposal on dividend distribution			
7. Determination of monthly gross salaries payable to the members of the Board of Directors			
8. Election of the Auditor			
9. Discussion and approval of the amendment to Article 6 of the Company's Articles of Association			
10. Discussion and approval of authorizing the Board of Directors to distribute advance dividends for the fiscal year 2025			
11. Approval and briefing of the donations and grants made by the Company in 2024			
12. Determination of the upper limit for donations to be made in 2025			
13. Granting permission to the Chairperson and the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code			
14. Wishes and remarks			

(*) All items in the General Assembly Agenda should be listed. If the minority has a different draft resolution, the opinion for this draft resolution should also be indicated in the proxy form.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

Special Instruction; The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as below

- a) Order and Serial (*):
- b) Number/Group (**):
- c) Amount-Nominal Value :
- ç) Privilege on Vote or not:
- d) Bearer- Registered (*):
- e) Ratio of the total shares/voting rights of the shareholder:
(*) Such information is not required for dematerialized shares.
(**) For dematerialized shares, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

SHAREHOLDER'S (*);
Name Surname OR Tittle :
TR ID Number/ Tax ID Number, Trade Register and Number and :
MERSİS Number :
Address :

(*)Foreign shareholders should submit the equivalent information mentioned above.

SIGNATURE

ÇİMSA ÇİMENTO SANAYİ VE TİCARET ANONİM ŞİRKETİ
AMENDMENT TO THE ARTICLES OF ASSOCIATION

OLD VERSION	NEW VERSION
<p>PAID CAPITAL :</p> <p>Article 6 – The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to this system with the permission of the Capital Markets Board dated 30.03.1989 and numbered 17/155.</p> <p>The registered capital ceiling of the Company is 350.000.000.000 (Three hundred and fifty million) Turkish Liras, divided into 35.000.000.000.000 (Thirty-five billion) shares with a nominal value of 1 (One) Kuruş each.</p> <p>The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2021-2025 (5 years). Even if by the end of 2025 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2025, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorization is not obtained, the Company cannot increase its capital by a resolution of the Board of Directors.</p> <p>The issued and fully paid-in capital of the Company is 945,591,094 (Nine Hundred Forty-Five Million Five Hundred Ninety-One Thousand and Ninety-Four) Turkish Liras, divided into 94,559,109,400 (Ninety-Four Billion Five Hundred Fifty-Nine Million One Hundred Nine Thousand Four Hundred) bearer shares with a nominal value of 1 (One) Kuruş each. In the last capital increase, the Company's capital of TL 135,084,442 was increased by TL 810,506,652 to TL</p>	<p>PAID CAPITAL:</p> <p>Article 6 – The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to this system with the permission of the Capital Markets Board dated 30.03.1989 and numbered 17/155.</p> <p>The registered capital ceiling of the Company is 10.000.000.000.000 (Ten Billion) Turkish Liras, divided into 1.000.000.000.000.000 (One Trillion) shares with a nominal value of 1 (One) Kuruş each.</p> <p>The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2025-2029 (5 years). Even if by the end of 2029 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2029, it is obligatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorization is not obtained, the Company cannot increase its capital by a resolution of the Board of Directors.</p> <p>The issued and fully paid-in capital of the Company is 945,591,094 (Nine Hundred Forty-Five Million Five Hundred Ninety-One Thousand and Ninety-Four) Turkish Liras, divided into 94,559,109,400 (Ninety-Four Billion Five Hundred Fifty-Nine Million One Hundred Nine Thousand Four Hundred) bearer shares with a nominal value of 1 (One) Kuruş each. In the last capital increase, the Company's capital of TL 135,084,442 was increased by TL 810,506,652 to TL</p>

<p>945,591,094, all of which was funded from internal resources.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered and/or bearer shares between 2021 and 2025 in accordance with the provisions of the Capital Markets Law, whenever it deems necessary, provided that it remains within the registered capital ceiling.</p> <p>The Board of Directors may decide that the value of newly issued shares shall be higher than their nominal value. The share amounts corresponding to the capital subscribed in cash shall be paid in advance and in full at the time of subscription.</p> <p>In the increase of the issued capital, the shareholders shall exercise their pre-emptive rights in proportion to the increase in the issued capital. However, the Board of Directors may restrict the exercise of pre-emptive rights.</p> <p>Shares representing the capital shall be monitored in dematerialized form within the framework of dematerialization principles.</p>	<p>945,591,094, all of which was funded from internal resources.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered and/or bearer shares between 2025-2029 in accordance with the provisions of the Capital Markets Law, whenever it deems necessary, provided that it remains within the registered capital ceiling.</p> <p>The Board of Directors may decide that the value of newly issued shares shall be higher than their nominal value. The share amounts corresponding to the capital subscribed in cash shall be paid in advance and in full at the time of subscription.</p> <p>In the increase of the issued capital, the shareholders shall exercise their pre-emptive rights in proportion to the increase in the issued capital. However, the Board of Directors may restrict the exercise of pre-emptive rights.</p> <p>Shares representing the capital shall be monitored in dematerialized form within the framework of dematerialization principles.</p>
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