

KALEKİM KİMYEVİ MADDELER SANAYİ VE TİCARET ANONİM ŞİRKETİ
ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

I- INVITATION ANNOUNCEMENT TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED
29.04.2025

Istanbul Trade Registry Office - Trade Registry Number: 124652

The Ordinary General Assembly Meeting of our Company for the 2024 operating year will be held on Friday, 29.04.2025 at 10:30 in the meeting hall of "Istanbul Province, Beşiktaş District, Levent District, Prof. Ahmet Kemal Aru Sok. No:4 Kaleseramik Building" to discuss and decide on the issues written on the agenda below.

The shareholders of our company will be able to attend the Ordinary General Assembly Meeting in person or through their representatives in physical or electronic environment. Participation in the meeting electronically is possible with the secure electronic signatures of the shareholders or their representatives. For this reason, shareholders or their representatives, who will make transactions in the electronic general assembly system ("EGKS"), must have a secure electronic signature and register with the "e-Investor: Investor Information Center" of the Central Registry Corporation ("MKK").

In addition, shareholders or their representatives, who wish to participate in the meeting electronically, are required to fulfill their obligations in accordance with the provisions of the "*Regulation on General Assemblies to be Held Electronically in Joint Stock Companies*" published in the Official Gazette dated 28 August 2012 and numbered 28395 and the "*Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies*" published in the Official Gazette dated 29 August 2012 and numbered 28396.

Shareholders, who will not be able to attend the meeting physically or electronically themselves, are required to issue their power of attorney in accordance with the example below, either by fulfilling the issues stipulated in the Capital Markets Board's Communiqué No. II-30.1 on "*Voting by Proxy and Collecting Proxies by Call*", either by notarizing the signature or by attaching the signature statement prepared in the presence of a notary public to the signed power of attorney form. A copy of the power of attorney can also be obtained from the company's website at the Company's Headquarters and www.kalekim.com.tr. Shareholders who wish to attend the General Assembly in person in a physical environment will be able to exercise their rights regarding their shares registered in the "*Shareholders List*" in the Central Registry Agency (CRA) system by presenting their identity cards. Powers of attorney that are required in the said Communiqué and do not comply with the attached power of attorney sample will not be accepted.

Our shareholders who will participate in the general assembly electronically through the Electronic General Assembly System can get information about the procedures and principles regarding participation, appointment of representatives, making suggestions, expressing opinions and voting from the website of the Central Registry Agency at <https://www.mkk.com.tr>.

The Consolidated Financial Statements of our Company for 2024, the Annual Report of the Board of Directors, the Independent Audit Report and the Dividend Distribution Proposal of the Board of Directors, the Amendment to the Articles of Association and the General Assembly Information document will be made available for the examination of the honorable shareholders at least 3 weeks before the General Assembly Meeting, within the legal period, at the Company's headquarters and on the Company's website at www.kalekim.com.tr and in the Electronic General Assembly system of the Central Registry Agency.

No additional notification will be made to shareholders via registered mail for shares traded on the stock exchange in accordance with the Capital Markets Law.

It is submitted for the information of esteemed shareholders.

Best regards,

KALEKİM KİMYEVİ MADDELER SANAYİ VE TİCARET A.S.
CHAIRMAN OF THE BOARD OF DIRECTORS

KALEKİM KİMYEVİ MADDELER SANAYİ VE TİCARET AŞ.
AGENDA OF THE 2024 ORDINARY GENERAL ASSEMBLY MEETING
DATED 29.04.2025

1. Opening and Formation of the Meeting Chairmanship,
2. Reading and discussion of the Annual Report of the Board of Directors for the 2024 financial year,
3. Reading the summary of the Independent Audit Company Report for the 2024 financial year,
4. Reading, discussing and approving the consolidated CMB and TCC balance sheet and profit and loss accounts for the 2024 financial year,
5. Discussing and deciding on the discharge of the members of the Board of Directors,
6. Discussing and deciding on the proposal of the Board of Directors regarding the dividend distribution for the 2024 operating year,
7. Determination of the number of members of the Board of Directors, their election and their term of office will be discussed and decided,
8. Discussing and deciding on the membership fees of the members of the board of directors for the 2025 operating year,
9. Providing information about the donations and aids made in the 2024 activity year and discussing and deciding on the donation limit for the 01.01.2025-31.12.2025 activity year,
10. Discussing and deciding on the selection of the Independent Auditor,
11. Provided that the permissions of the Capital Markets Board and the Ministry of Commerce of the Republic of Türkiye have been obtained, extending the registered capital ceiling period by determining a new 5-year period as 2025 - 2029 and to increase the current registered capital ceiling from TL 300,000,000 to TL 5,000,000,000 will be discussed and decided on the amendment of Article 6 of the articles of association for this purpose, within the framework of the provision of Article 18 of the Capital Markets Law and the Capital Markets Board's Communiqué on the Registered Capital System No. II.18-1.,
12. Granting permission to the members of the board of directors to carry out the works specified in Articles 395 and 396 of the Turkish Commercial Code,
13. Within the framework of the regulations of the Capital Markets Board, informing the shareholders about the guarantees, pledges and mortgages given by the Company in favor of 3rd parties and the income or benefit they have obtained,
14. Closing.

2. OUR ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS

Among the additional disclosures required to be made in accordance with the "*Corporate Governance Communiqué*" numbered II-17.1 of the Capital Markets Board, those related to the agenda items are made in the relevant agenda item below, and other mandatory general explanations are presented in this section for your information:

2.1. Shareholding Structure and Voting Rights

The Company's registered capital ceiling is TL 300,000,000 (Three hundred million Turkish Liras). The issued capital of the company is TL 460,000,000 (four hundred and sixty million Turkish Liras) and the said issued capital has been fully paid free of collusion. This capital is divided into 46,000,000,000 (Forty-Six Billion) shares with a nominal value of 1 Kr. each. (One Penny).

Each with a nominal value of Kr 1 (one penny), this capital consists of 88,000,000 (Eighty-Eight Million) Group A registered shares ("Group A Shares") and 45,912,000,000 (Forty-five billion nine hundred and twelve Million) Class B registered shares ("Group B Shares"). 88,000,000 (Eighty-Eight Million) Group A registered shares have the privilege of nominating candidates for the election of the board of directors. Group A and B shareholders have one vote for each share they own.

a) As of the date (April 7, 2025) of this announcement of this document, the total number of shares and voting rights, showing the shareholding structure of our Company are shown below:

Name/Title of the Shareholder	Share in Capital (TL)	Share in Capital (%)	Voting Rights Share (%)
H. İBRAHİM BODUR HOLDİNG A.Ş.	315.892.633,96	68,67	68,67
Listed	119.680.000,00	26,02	26,02
Others	24.427.366,04	5,31	5,31
TOTAL	460.000.000,00	100,00	100,00

b) Information about changes in management and operations of our company and subsidiaries that will significantly affect the company's activities:

There are no changes in management and activities that will significantly affect the partnership activities of our company and its subsidiaries in the past accounting period or planned in the future accounting periods.

On the other hand, the material disclosures made by our Company within the scope of the relevant legislation can be accessed at www.kalekim.com.tr website and www.kap.org.tr address.

c) Information on the Requests of the Shareholders Regarding the Inclusion of Items on the Agenda:

There is no written request submitted to the Investor Relations Department of our Company regarding the inclusion of an item on the agenda by the shareholders of the Partnership.

ç) If there is a dismissal, replacement or election of the members of the board of directors on the agenda of the general assembly meeting; grounds for impeachment and replacement, persons whose candidacy for board membership has been submitted to the partnership; Information about their CV, the duties they have held in the last ten years and the reasons for their departure, the nature and level of materiality of the relationship with the partnership and its related parties, whether they have the quality of independence and similar issues that may affect the activities of the partnership if these persons are elected as members of the board of directors:

Within the framework of the corporate governance principles of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, the members of the board of directors, 3 of whom are independent, will be elected. **(Annex 5)**

d) In case of an amendment to the articles of association on the agenda, the old and new forms of the articles of association, together with the relevant decision of the board of directors.

Provided that the permissions of the CMB and the Ministry of Commerce of the Republic of Türkiye have been obtained, extending the registered capital ceiling period by determining a new 5-year period as 2025-2029 and to increase the current registered capital ceiling from TL 300,000,000 to TL 5,000,000,000 will be discussed and decided on the amendment of Article 6 of the articles of association for this purpose, within the framework of the provision of Article 18 of the Capital Markets Law and the Capital Markets Board's Communiqué on the Registered Capital System No. II.18-1. **(Annex 6)**

II- OUR EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 29.04.2025

1. Opening and Formation of the Meeting Chairmanship,

Within the framework of the provisions of the “*Turkish Commercial Code No. 6102*” (TCC) and the “*Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry to be Present at These Meetings*” (“*Regulation*”), the General Assembly Meeting will be chaired by the Chairman of the Board of Directors, or in his absence, by the Vice Chairman of the Board of Directors, and the Meeting Presidency will be formed without voting.

2. Reading and discussion of the Annual Report of the Board of Directors for 2024 financial year

The Annual Report of the Board of Directors for the accounting period of 2024, including the Report on Compliance with the Corporate Governance Principles, which is submitted to the review of our shareholders at the Company's headquarters, on the Company's website at www.kalekim.com.tr, on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency, three weeks before the General Assembly meeting within the framework of the regulations related to the TCC and the Regulation and the Capital Markets Law, will be read and presented to the opinion of our shareholders at the Ordinary General Assembly.

- 3. Reading the summary of the Independent Audit Company Report for the 2024 financial year,**
Within the framework of the Turkish Commercial Code (TCC), the Regulation and the regulations related to the Capital Markets Law, the Summary of the Independent Audit Report for the accounting period of 01.01.2024-31.12.2024, which is submitted to our shareholders at our Company's headquarters, on the Company's website at www.kalekim.com.tr, on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency, three weeks before the General Assembly meeting, will be read at the Ordinary General Assembly Meeting and presented to our shareholders for their opinion.
- 4. Reading, discussing and approving the consolidated CMB and TCC balance sheet and profit and loss accounts for the 2024 financial year,**
Within the framework of the Turkish Commercial Code (TCC), the Regulation and the regulations related to the Capital Markets Law, the Financial Statements for 2024, which are submitted to the review of our shareholders at our Company's headquarters, on the Company's website at www.kalekim.com.tr, on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency three weeks before the General Assembly meeting, will be read at the Ordinary General Assembly Meeting and submitted to the opinion and approval of our shareholders.
- 5. Discussing and deciding on the discharge of the members of the Board of Directors,**
In accordance with the provisions of the TCC and the relevant Regulation in force, the discharge of the members of the Board of Directors will be submitted to the approval of the General Assembly.
- 6. Discussing and deciding on the proposal of the Board of Directors regarding the dividend distribution for the 2024 operating year,**
The proposal of the Board of Directors dated 07.04.2025 and numbered 2025/14 regarding the dividend distribution for the 2024 profit will be submitted to the opinion and approval of the shareholders. The proposal of the Board of Directors regarding the distribution of dividends for the 2024 accounting period and the proposed Dividend Distribution Table are included in **Annex-2**.
- 7. Determination of the number of members of the Board of Directors, their election and their term of office will be discussed and decided,**
The proposal of the Board of Directors dated 07.04.2025 and numbered 2025/16 regarding the determination and election of the number of members will be submitted to the opinion and approval of the shareholders. The relevant decision of the Board of Directors, Declarations of Independence and CVs of the Independent Board Member candidates are included in **Annex-5**.
- 8. Discussing and deciding on the membership fees of the members of the board of directors for the 2025 operating year,**
Considering the provisions of the TCC and the Company's Articles of Association, the remuneration to be paid to the members of the Board of Directors for 2025 will be determined.
- 9. Providing information about the donations and aids made in the 2024 activity year and discussing and deciding on the donation limit for the 01.01.2025-31.12.2025 activity year,**
In accordance with our Company's Donation and Aid Policy, shareholders will be informed about the amount of donations and aid made in 2024. The proposal of the Board of Directors dated 07.04.2025 and numbered 2025/15 regarding the donation limit for 2025 (**Annex-4**) will be submitted to the opinion and approval of the shareholders.

10. Discussing and deciding on the selection of the Independent Auditor,

Taking into account the evaluations made by the Audit Committee regarding the selection of the independent auditor, the Board of Directors, with its decision dated 25.03.2025 and numbered 2025/12 (**Annex-3**), has decided that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi will be selected as the independent audit company to audit our Company's financial reports for 01.01.2025-31.12.2025 accounting period in accordance with the principles determined pursuant to the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and relevant legislation, and to carry out other activities within the scope of the relevant regulations in these laws, and to conduct the mandatory sustainability assurance audit of the sustainability reports to be prepared in accordance with the Turkish Sustainability Reporting Standards for 01.01.2024-31.12.2024 and 01.01.2025-31.12.2025 accounting periods, which are complementary to each other, within the scope of the Assurance Audit Standards published by the Public Oversight, Accounting and Auditing Standards Authority, and that this matter will be submitted to the approval of our shareholders at the 2024 Ordinary General Assembly Meeting of our Company.

11. Provided that the permissions of the Capital Markets Board and the Ministry of Commerce of the Republic of Türkiye have been obtained, extending the registered capital ceiling period by determining a new 5-year period as 2025 - 2029 and to increase the current registered capital ceiling from TL 300,000,000 to TL 5,000,000,000 will be discussed and decided on the amendment of Article 6 of the articles of association for this purpose, within the framework of the provision of Article 18 of the Capital Markets Law and the Capital Markets Board's Communiqué on the Registered Capital System No. II.18-1.,

Following the permissions obtained from the CMB and the Ministry of Commerce of the Republic of Türkiye, the issue of extending the registered capital ceiling period of our Company by determining a new 5-year period as 2025-2029 and increasing the current registered capital ceiling from 300,000,000 TL to 5,000,000,000 TL, and amending Article 6 of the Articles of Association for this purpose (**Annex-6**) will be submitted to the approval of our shareholders.

12. Granting permission to the members of the board of directors to carry out the works specified in Articles 395 and 396 of the Turkish Commercial Code,

It is possible for the members of the Board of Directors to carry out transactions within the framework of Articles 395 titled "*Prohibition of Transactions with the Company, Prohibition of Borrowing to the Company*" and Article 396 titled "*Prohibition of Competition*" of the TCC, only with the approval of the General Assembly. In order to fulfill the requirements of these regulations, the issue of granting such permits will be submitted to the approval of our shareholders at the Ordinary General Assembly Meeting.

13. Within the framework of the regulations of the Capital Markets Board, informing the shareholders about the guarantees, pledges and mortgages given by the Company in favor of 3rd parties and the income or benefit they have obtained,

Pursuant to Article 12 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, shareholders will be informed about the guarantees, pledges, and mortgages given by our Company in favor of third parties and the income or benefits derived from them.

14. Closing.

ANNEXES:

- Annex-1** 2024 financial statements, 2024 Annual Report of the BoD and the independent audit report can be followed from this link: <https://www.kalekim.com/finansal-bilgiler>
- Annex-2** Dividend Distribution Schedule for the Distribution of 2024 Profit
- Annex-3** Decision of the Board of Directors on the Selection of the Independent Audit Company
- Annex-4** Decision of the Board of Directors on the donation limit for the 2025 operating period
- Annex-5** Declarations of Independence and CVs of Independent Board Member Candidates
- Annex-6** Decision of the Board of Directors regarding the amendment of the Articles of Association and the Amendment Text of the Articles of Association
- Annex-7** Example of Power of Attorney

ANNEX-2

With the decision of the Board of Directors of Kalekim, dated 07.04.2025 and numbered 2025/14,

It has been decided to submit it to the approval of the shareholders to be discussed and decided at the Ordinary General Assembly Meeting of our Company to distribute a gross dividend of TL 200,000,000 (two hundred million Turkish Liras), which corresponds to a gross cash dividend of TL 0.434783 (net TL 0.369565) for each share with a nominal value of TL 1, which corresponds to 20.11% of the total distributable net profit figure for the accounting period of 2024, to the shareholders in cash as of May 6, 2025, in line with the company's articles of association and dividend distribution policy; and within the framework of the principles stipulated in the legislation, in accordance with the dividend distribution recommendation table prepared for the relevant accounting period.

ANNEX: 2024 Accounting Period Dividend Distribution Recommendation Table

ANNEX-2

KALEKİM KİMYEVİ MADDELER SAN.VE TİC. A.Ş. 2024 YEAR PROFIT DISTRIBUTION TABLE (TL)			
1	Paid-in Capital / Issued Capital		460.000.000,00
2	Total Legal Reserves (According to Statutory Income Statements)		52.343.396,96
Information on privileges in profit distribution if any in the Articles of Association		None	
		According to CMB	According to Statutory Records
3	Current period profit / loss	1.169.471.293,00	828.034.694,74
4	Taxes payable	-179.970.084,00	123.245.186,76
5	Net Profit	989.501.209,00	704.789.507,98
6	Previous Years Losses	0,00	0,00
7	General Legal Reserves	0,00	0,00
8	DISTRIBUTABLE NET PROFIT FOR THE PERIOD	989.501.209,00	704.789.507,98
9	Donations made during the year	4.836.961,42	0,00
10	Net Distributable Profit added donations	994.338.170,42	704.789.507,98
11	First Dividend to Shareholders	200.000.000,00	200.000.000,00
	- Cash	200.000.000,00	200.000.000,00
	- Bonus	0,00	0,00
	- Total	200.000.000,00	200.000.000,00
12	Dividend to privileged shareholders	0,00	0,00
13	Dividend to Board members, employees, other	0,00	0,00
14	Dividend to redeemed shareholders	0,00	0,00
15	Secondary Dividend to Shareholders	0,00	0,00
16	General Legal Reserves	17.700.000,00	17.700.000,00
17	Statutory Reserves	0,00	
18	Special Reserves		
19	EXTRAORDINARY RESERVES	771.801.209,00	487.089.507,98
20	Other resources to be distributed	0,00	0,00
	- Previous years' profit		
	- Extraordinary reserves		
	- Other distributable reserves as per the Law and the Articles of Association		

INFORMATION ABOUT DISTRIBUTED DIVIDEND RATE				
DIVIDEND PER SHARE INFORMATION				
	GROUP	TOTAL AMOUNT OF DIVIDEND (TL)	DIVIDEND PER SHARE WITH NOMINAL VALUE OF TL 1	
			AMOUNT (TL)	RATIO (%)
GROSS	A	382.608,70	0,433951	43,3951
	B	199.617.391,30	0,433951	43,3951
	TOTAL	200.000.000,00		
Withholding tax will be applied on gross dividend in accordance with the tax laws in force on the distribution date.				
NET	B	169.674.782,61	0,368858	36,8858
	TOTAL	169.674.782,61		
RATIO OF DISTRIBUTED DIVIDEND TO NET DISTRIBUTABLE PERIOD PROFIT ADDING DONATIONS				
AMOUNT OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)		RATIO OF THE DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO THE NET DISTRIBUTABLE PERIOD PROFIT ADDING DONATIONS (%)		
200.000.000,00		20,11		

With the decision of the Board of Directors of Kalekim, dated 25.03.2025 and numbered 2025/12,

In line with the evaluations made by the Audit Committee regarding the selection of the independent auditor, it has been unanimously decided by the participants of the meeting that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, located at Kılıçali Paşa Mah, Meclis Mebusan Cad. No.8 İç Kapı No.301 Beyoğlu/ İSTANBUL, Türkiye and registered in the Istanbul Trade Registry Directorate with the Trade Registry Number 201465, will be selected as the independent audit company to audit our Company's financial reports for 01.01.2025-31.12.2025 accounting period in accordance with the principles determined pursuant to the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and relevant legislation, and to carry out other activities within the scope of the relevant regulations in these laws, and to conduct the mandatory sustainability assurance audit of the sustainability reports to be prepared in accordance with the Turkish Sustainability Reporting Standards for 01.01.2024-31.12.2024 and 01.01.2025-31.12.2025 accounting periods, which are complementary to each other, within the scope of the Assurance Audit Standards published by the Public Oversight, Accounting and Auditing Standards Authority, and that this matter will be submitted to the approval of our shareholders at the 2024 Ordinary General Assembly Meeting of our Company.

ANNEX-4

With the decision of the Board of Directors of Kalekim, dated 07.04.2025 and numbered 2025/15,

Within the framework of the capital market legislation and the articles of association of our Company; It has been unanimously decided by the participants of the meeting that the upper limit of the total amount of donations to be made by our Company in the 2025 operating year will be determined as 20,000,000 TL (twenty million Turkish Liras) to be submitted to the approval of the shareholders at the 2024 Ordinary General Assembly of our Company.

With the decision of the Board of Directors of Kalekim, dated 07.04.2025 and numbered 2025/16,

Within the framework of the provision of Article 9 of the Company's Articles of Association, the number of members of the board of directors is determined as 7 people and to serve for a period of 1 year;

- Within the framework of the criteria for Independent Board Membership regulated in subparagraph 4.3.6 of the Structure of the Board of Directors article no. 4.3 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué of the Capital Markets Board (II-17.1) and 2th in the scope of the Evaluation Reports on the Independence of the Independent Board Member Candidates dated 17/03/2025 prepared by the Corporate Governance Committee and the positive opinions of the Capital Markets Board dated 28.03.2025 taken in accordance with the principle no. 4.3.7 within the scope of the group we belong to, those who meet all the criteria for independent board membership and submit their declaration of independence, resumes and consent; Mr. Durmuş TOPCU with TR ID number _____, Mr. Fevzi Tayfun KÜÇÜK with TR ID number _____ and Mr. İsmail Erdal AKKOÇOĞLU with TR ID number _____ as independent member candidates;
- As nominated by Group A shareholder, the legal entity H. İBRAHİM BODUR HOLDİNG A.Ş. with Tax Identification number _____, Mr. Kadri Tarık ÖZÇELİK with TR ID number _____ and Mr. Haluk ALPERAT with TR ID number _____ and Ms. Adile Esra TÖZGE with TR ID number _____, who declared her candidacy as candidates for the Board of Directors,

it was unanimously decided by the participants of the meeting that the election of the above mentioned candidates and the election of Dr. (h.c.) Hatice Zeynep Bodur OKYAY with the TR ID number _____, as the representative of legal entity H.İBRAHİM BODUR HOLDİNG A.Ş., with its decision dated 04.04.2025 and numbered 2025/06, will be discussed at the 2024 Ordinary General Assembly Meeting and submitted to the approval of the shareholders.

STATEMENT OF INDEPENDENCE

I hereby agree, represent, and undertake that I read and understood the Corporate Governance Principles under Capital Market Legislation, Articles of Association, and the Capital Markets Board's Corporate Governance Principles attached to the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1; and that I meet all the criteria for Independent Board Membership as specified in principle no. 4.3.6 that is attached herein.

DURMUŞ TOPCU

Signature

ANNEX:1 Capital Markets Law

ANNEX:2 "Corporate Governance Communiqué" No. II-17.1 of the Capital Markets Board and the Corporate Governance Principles of the Capital Markets Board attached to it

ANNEX:3 Capital Markets Board, Corporate Governance Principle No. 4.3.6.

"4.3.6- A member of the board of directors who meets all of the following criteria shall be referred to as an "independent member."

a) Not to have a relationship in terms of employment at an administrative level to take upon significant duties and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the corporation, companies in which the corporation holds control of management or has significant effect (in determining the control and significant effect, the provisions of TFRS 10 and Turkish Accounting Standards 28 should be referred to, respectively) and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities in which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree (In case that the corporations within the scope of this subparagraph are non-active in the last three accounting periods, there shall not be a violation of the independence criteria. In case the ratio of the turnover/profit before tax obtained from the significant commercial relation is 20% or higher than the total turnover/profit before tax obtained from the same kind of business in respect to any of the candidates for an independent member or any person from the corporation, independence shall be deemed damaged).

b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duties and responsibilities, or a member of board of directors within the last five years in companies that the corporation purchases from or sells to goods or services at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the period when the corporation purchases or sells services or goods).

c) To have professional education, knowledge, and experience to duly fulfill the duties assigned for being an independent board member.

ç) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at a university provided that it complies with the relevant legislation.

d) To reside in Türkiye as per the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.

e) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interest between the corporation and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders.

f) To be able to allocate time for the corporation's business to follow up the activities of the corporation and duly fulfill the allocated duties.

g) Not to have acted as a member of the board of directors for more than a term of six years in the last ten years.

ğ) The same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management and in more than five corporations in total which are admitted to trading on the stock exchange.

h) Not to be registered and announced as a board member representing a legal entity.

14.03.2025

STATEMENT OF INDEPENDENCE

I hereby agree, represent, and undertake that I read and understood the Corporate Governance Principles under Capital Market Legislation, Articles of Association, and the Capital Markets Board's Corporate Governance Principles attached to the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1; and that I meet all the criteria for Independent Board Membership as specified in principle no. 4.3.6 that is attached herein.

FEVZİ TAYFUN KÜÇÜK

Signature

ANNEX:1 Capital Markets Law

ANNEX:2 "Corporate Governance Communiqué" No. II-17.1 of the Capital Markets Board and the Corporate Governance Principles of the Capital Markets Board attached to it

ANNEX:3 Capital Markets Board, Corporate Governance Principle No. 4.3.6.

"4.3.6- A member of the board of directors who meets all of the following criteria shall be referred to as an "independent member."

a) Not to have a relationship in terms of employment at an administrative level to take upon significant duties and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the corporation, companies in which the corporation holds control of management or has significant effect (in determining the control and significant effect, the provisions of TFRS 10 and Turkish Accounting Standards 28 should be referred to, respectively) and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities in which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree (In case that the corporations within the scope of this subparagraph are non-active in the last three accounting periods, there shall not be a violation of the independence criteria. In case the ratio of the turnover/profit before tax obtained from the significant commercial relation is 20% or higher than the total turnover/profit before tax obtained from the same kind of business in respect to any of the candidates for an independent member or any person from the corporation, independence shall be deemed damaged).

b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duties and responsibilities, or a member of board of directors within the last five years in companies that the corporation purchases from or sells to goods or services at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the period when the corporation purchases or sells services or goods).

c) To have professional education, knowledge, and experience to duly fulfill the duties assigned for being an independent board member.

ç) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at a university provided that it complies with the relevant legislation.

d) To reside in Türkiye as per the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.

e) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interest between the corporation and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders.

f) To be able to allocate time for the corporation's business to follow up the activities of the corporation and duly fulfill the allocated duties.

g) Not to have acted as a member of the board of directors for more than a term of six years in the last ten years.

ğ) The same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management and in more than five corporations in total which are admitted to trading on the stock exchange.

h) Not to be registered and announced as a board member representing a legal entity.

STATEMENT OF INDEPENDENCE

I hereby agree, represent, and undertake that I read and understood the Corporate Governance Principles under Capital Market Legislation, Articles of Association, and the Capital Markets Board's Corporate Governance Principles attached to the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1; and that I meet all the criteria for Independent Board Membership as specified in principle no. 4.3.6 that is attached herein.

İSMAİL ERDAL AKKOÇOĞLU

Signature

ANNEX:1 Capital Markets Law

ANNEX:2 "Corporate Governance Communiqué" No. II-17.1 of the Capital Markets Board and the Corporate Governance Principles of the Capital Markets Board attached to it

ANNEX:3 Capital Markets Board, Corporate Governance Principle No. 4.3.6.

"4.3.6- A member of the board of directors who meets all of the following criteria shall be referred to as an "independent member."

a) Not to have a relationship in terms of employment at an administrative level to take upon significant duties and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the corporation, companies in which the corporation holds control of management or has significant effect (in determining the control and significant effect, the provisions of TFRS 10 and Turkish Accounting Standards 28 should be referred to, respectively) and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities in which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree (In case that the corporations within the scope of this subparagraph are non-active in the last three accounting periods, there shall not be a violation of the independence criteria. In case the ratio of the turnover/profit before tax obtained from the significant commercial relation is 20% or higher than the total turnover/profit before tax obtained from the same kind of business in respect to any of the candidates for an independent member or any person from the corporation, independence shall be deemed damaged).

b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duties and responsibilities, or a member of board of directors within the last five years in companies that the corporation purchases from or sells to goods or services at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the period when the corporation purchases or sells services or goods).

c) To have professional education, knowledge, and experience to duly fulfill the duties assigned for being an independent board member.

ç) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at a university provided that it complies with the relevant legislation.

d) To reside in Türkiye as per the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.

e) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interest between the corporation and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders.

f) To be able to allocate time for the corporation's business to follow up the activities of the corporation and duly fulfill the allocated duties.

g) Not to have acted as a member of the board of directors for more than a term of six years in the last ten years.

ğ) The same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management and in more than five corporations in total which are admitted to trading on the stock exchange.

h) Not to be registered and announced as a board member representing a legal entity.

CURRICULUM VITAE**Durmuş Topcu****Candidate - Independent Board Member**

Born in Istanbul in 1962, Durmuş Topcu completed his undergraduate education at Istanbul Technical University Faculty of Architecture in 1983 and completed his master's degree in the Department of Architectural Design of the same faculty. After serving as a reserve officer, he started his career as a Project Architect at Uran Engineering at the end of 1986. In 1988, he started his doctorate education at ITU Institute of Science and Technology and at the same time, he worked as a Project Architect and Architectural Project Department Manager at SEYAŞ Architecture Consultancy for nearly 7 years, respectively. After completing the courses and the Proficiency exam in his doctoral education, he left it at the Thesis stage.

In 1995, he started to work as Technical and Market Development Manager responsible for Thermal Insulation Products at Dow Turkey. He served as the Chairman of the Board of Directors of İZODER Heat, Sound and Water Insulators Association by leading the efforts to raise the product standards and regulations related to Energy Efficiency in Buildings to the level of European Union Standards. In 2000, he transferred to Dow Germany as a product development manager. He was involved in product development, certification and launch studies in the thermal insulation sectors of Germany and England. At the end of 2002, he returned to Dow Turkey as a Member of the Board of Directors of MARDAV, a Commercial Manager and Distributor, and served as the Chairman of the Board of Directors of İZODER for another term.

At the end of 2010, he joined Dow Construction Chemicals as Commercial Manager for the Eastern Europe Region. In 2015, he added the Middle East, Turkey, CIS, Africa and India region to his current duty area and became the Director of Dow Construction Chemicals IMEAT Region. In addition to his current position in 2019, he assumed the position of Dow Turkey and CIS Regional President and continued his duty until the end of January 2025. During this period, he served as a Board Member in non-governmental organizations such as TUSIAD, AMCHAM and YASED. In 2022, he resumed his doctorate education on "Total Carbon Emission Assessment in Buildings", which he left at the thesis stage.

Durmuş Topcu, who speaks English fluently, is married with one child.

CURRICULUM VITAE

Fevzi Tayfun Küçük

Candidate - Independent Board Member

Born in 1970, Fevzi Tayfun Küçük graduated from the Mining Engineering Department of Middle East Technical University in 1993. He worked in various positions: the Treasury Fixed Income Securities Manager of Garanti Bank between 1993 and 1999, the Cash Management Unit Manager of Garanti Bank between 1999 and 2005, the Group Head of Payments and Cash Management of HSBC between 2005 and 2012, and the Deputy General Manager in Charge of Technology of Odeabank between 2012 and 2018.

Since 2018, he has been working as a Senior Digital Technology Consultant at the IFC affiliated with the World Bank.

Fevzi Tayfun Küçük, who received an MBA degree in Electronic Business from Yeditepe University in 2001, is married with two children.

CURRICULUM VITAE

İsmail Erdal Akkoçođlu

Candidate - Independent Board Member

İsmail Erdal Akkoçođlu received his bachelor's degree from Istanbul Technical University, Faculty of Mechanical Engineering in 1988 and then his master's degree from Istanbul University, Institute of Business Economics in 1989. Starting his professional career at ukurova as an Industrial Machinery Sales Engineer in 1989, Mr. Akkoçođlu later worked as Regional Sales Manager and Country Sales Manager at ukurova.

In 1997, Mr. Akkoçođlu joined Henkel, one of Germany's leading companies, where he served as Loctite Trkiye Sales Manager, General Industry Country Manager, Adhesive Technologies Country General Manager and continued his career in Dubai as Henkel General Industry Group IMEA Region Director between 2011 and 2022. At Henkel, he most recently served as Global Vice President in charge of the automotive aftermarket segment and as a member of the Trk Henkel Executive Board.

Mr. Akkoçođlu, who has been among the founding partners of Solarline Enerji A.Ş. since 2022, is the Chairman of the Board of Directors of Akko Global, which operates in the fields of energy, machinery, real estate, and consultancy. Mr. Akkoçođlu is fluent in English, and is married with two children.

With the decision of the Board of Directors of Kalekim, dated 12.02.2025 and numbered 2025/07,

considering the fact that the current registered capital ceiling is below the issued capital due to the bonus capital increase made in September 2023 and the increase in the funds that can be added to the capital, it was decided to extend the validity period of the authorized capital ceiling, which will expire in 2025, until the end of 2029, pursuant to paragraph 4 of Article 5 of the Communiqué on Registered Capital System, numbered II.-18.1., while increasing the registered capital ceiling to TL 5,000,000,000 and submit the relevant amendment to the approval of the shareholders at the first general assembly meeting to be held following the receipt of the permissions from the Capital Markets Board and the Ministry of Commerce for the amendment of Article 6 titled "*Capital*" of the Company's Articles of Association.

The relevant draft amendment to the articles of association was approved by the decision of the Capital Markets Board dated 20.02.2025 and numbered E-29833736-110.04.04-68085 and subsequently by the decision of the Ministry of Commerce dated 10.03.2025 and numbered E-50035491-431.02-00107112397.

KALEKİM KİMYEVİ MADDELER SANAYİ VE TİCARET A.Ş. ARTICLES OF ASSOCIATION AMENDMENT TEXT

OLD TEXT	NEW TEXT
<p>Capital of the Company:</p> <p>Article 6: The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law No. 6362 and has switched to the registered capital system with the permission of the Capital Markets Board dated 04/03/2021 and numbered 12/324.</p> <p>The registered capital ceiling of the Company is 300.000.000.-TL (Three Hundred Million Turkish Liras) and is divided into 30.000.000.000 (thirty billion) registered shares, each with a nominal value of 1 (one) kuruş.</p> <p>The authorisation for the registered capital ceiling 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 authorisation from the General Assembly for a new period not exceeding 5 (five) years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorisation is not obtained, no capital increase can be made with the decision of the Board of Directors.</p> <p>The issued capital of the Company is 460.000.000.-TL (Four Hundred and Sixty Million Turkish Liras) and the said issued capital has been fully paid free of collusion. This capital is divided into 46.000.000.000 (Forty-Six Billion) shares, each with a nominal value of 1 Kr. (One Kuruş).</p> <p>Of these shares, 88,000,000 (Eighty-eight Million) Group A registered shares ("Group A Shares") and 45,912,000,000 (Forty-five billion nine hundred and twelve Million) Group B registered shares ("Group B Shares") with a nominal value of 1 Kr (One Kuruş) each.</p> <p>88,000,000 (eighty-eight million) Group A registered shares are privileged.</p> <p>Shares representing the capital are monitored in dematerialised form within the framework of dematerialisation principles.</p> <p>The capital of the Company may be increased or decreased within the framework of the provisions of the Turkish Commercial Code and Capital Market Legislation when necessary.</p> <p>In capital increases, Group A shares shall be issued against Group A shares and Group B shares shall be issued against Group B shares. In case of restriction of new share purchase rights, Group B shares will be issued. In this case, Group A shareholders will be able to acquire Group B shares in proportion to their shares.</p> <p>The Board of Directors is authorised to increase the issued capital by issuing new shares, to issue privileged shares or shares below or above their nominal value, to partially or completely restrict the rights of shareholders to acquire new shares and to take decisions on these matters, provided that they remain within the registered capital ceiling, whenever it deems necessary in accordance with the provisions of the Capital Markets Law. The authorisation to restrict the rights to acquire new shares may not be used in a way to cause inequality among the shareholders.</p> <p>Bonus shares issued in capital increases shall be distributed to the existing shareholders on the date of the increase in proportion to their shares.</p>	<p>Capital of the Company:</p> <p>Article 6: The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law No. 6362 and has switched to the registered capital system with the permission of the Capital Markets Board dated 04/03/2021 and numbered 12/324.</p> <p>The registered capital ceiling of the Company is 5.000.000.000.-TL (Five Billion Turkish Liras) and is divided into 500.000.000.000 (fivehundred billion) registered shares, each with a nominal value of 1 (one) kuruş.</p> <p>The authorisation for the registered capital ceiling 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 authorisation from the General Assembly for a new period not exceeding 5 (five) years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorisation is not obtained, no capital increase can be made with the decision of the Board of Directors.</p> <p>The issued capital of the Company is 460.000.000.-TL (Four Hundred and Sixty Million Turkish Liras) and the said issued capital has been fully paid free of collusion. This capital is divided into 46.000.000.000 (Forty-Six Billion) shares, each with a nominal value of 1 Kr. (One Kuruş).</p> <p>Of these shares, 88,000,000 (Eighty-eight Million) Group A registered shares ("Group A Shares") and 45,912,000,000 (Forty-five billion nine hundred and twelve Million) Group B registered shares ("Group B Shares") with a nominal value of 1 Kr (One Kuruş) each.</p> <p>88,000,000 (eighty-eight million) Group A registered shares are privileged.</p> <p>Shares representing the capital are monitored in dematerialised form within the framework of dematerialisation principles.</p> <p>The capital of the Company may be increased or decreased within the framework of the provisions of the Turkish Commercial Code and Capital Market Legislation when necessary.</p> <p>In capital increases, Group A shares shall be issued against Group A shares and Group B shares shall be issued against Group B shares. In case of restriction of new share purchase rights, Group B shares will be issued. In this case, Group A shareholders will be able to acquire Group B shares in proportion to their shares.</p> <p>The Board of Directors is authorised to increase the issued capital by issuing new shares, to issue privileged shares or shares below or above their nominal value, to partially or completely restrict the rights of shareholders to acquire new shares and to take decisions on these matters, provided that they remain within the registered capital ceiling, whenever it deems necessary in accordance with the provisions of the Capital Markets Law. The authorisation to restrict the rights to acquire new shares may not be used in a way to cause inequality among the shareholders.</p> <p>Bonus shares issued in capital increases shall be distributed to the existing shareholders on the date of the increase in proportion to their shares.</p>

PROXY FORM
KALEKİM KİMYEVİ MADDELER SANAYİ VE TİCARET A.Ş.

At the 2024 Ordinary General Assembly Meeting of Kalekim Kimyevi Maddeler Sanayi Ve Ticaret A.Ş., which will be held on Tuesday, 29.04.2025 at 10:30 a.m. at the address of Prof. Ahmet Kemal Aru Sok. No:4 Kaleseramik Building, Beşiktaş District, Istanbul Province, in line with the opinions I have stated below, to be authorized to represent, vote, make proposals and sign the necessary documents,
I appoint him as a deputy.

Your proxy (*)

Name / Surname / Trade Name :

T.R. Identity Number / Tax Number, Trade Registry and Number and MERSIS number :

(*) For foreign national proxies, it is obligatory to submit the equivalents of the aforementioned information, if any.

A) SCOPE OF POWER OF REPRESENTATION

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

1. Regarding the issues on the agenda of the General Assembly;

- a. The proxy is authorized to vote in accordance with his own opinion
- b. The proxy is authorized to vote in accordance with the recommendations of the partnership management.
- c. The proxy is authorized to vote in accordance with the instructions set out in the table below.

INSTRUCTIONS:

Agenda (*)	Yes	No	Dissenting Opinion
1.Opening and Formation of the Meeting Chairmanship,			
2.Reading and discussion of the Annual Report of the Board of Directors for the 2024 financial year,			
3.Reading the summary of the Independent Audit Company Report for the 2024 financial year,			
4.Reading, discussing and approving the consolidated CMB and TCC balance sheet and profit and loss accounts for the 2024 financial year,			
5.Discussing and deciding on the discharge of the members of the Board of Directors,			
6.Discussing and deciding on the proposal of the Board of Directors regarding the dividend distribution for the 2024 operating year,			
7.Determination of the number of members of the Board of Directors, their election and their term of office will be discussed and decided,			
8.Discussing and deciding on the membership fees of the members of the board of directors for the 2025 operating year,			
9.Providing information about the donations and aids made in the 2024 activity year and discussing and deciding on the donation limit for the 01.01.2025-31.12.2025 activity year,			
10.Discussing and deciding on the selection of the Independent Auditor,			
11.Provided that the permissions of the Capital Markets Board and the Ministry of Commerce of the Republic of Türkiye have been obtained, extending the registered capital ceiling period by determining a new 5-year period as 2025 - 2029 and to increase the current registered capital ceiling from TL 300,000,000 to TL 5,000,000,000 will be discussed and decided on the amendment of Article 6 of the articles of association for this purpose, within the framework of the provision of Article 18 of the Capital Markets Law and the Capital Markets Board's Communiqué on the Registered Capital System No. II.18-1.,			
12.Granting permission to the members of the board of directors to carry out the works specified in Articles 395 and 396 of the Turkish Commercial Code,			
13.Within the framework of the regulations of the Capital Markets Board, informing the shareholders about the guarantees, pledges and mortgages given by the Company in favor of 3 rd parties and the income or benefit they have obtained,			
14.Closing.			

(*) The issues on the agenda of the General Assembly are listed one by one. If there is a separate draft resolution of the minority, this is also indicated separately for proxy voting.

3. Specific instruction on other issues that may arise at the General Assembly Meeting, and in particular on the exercise of minority rights:

- a. The proxy is authorized to vote in accordance with his own opinion
- b. The attorney is not authorized to represent in these matters.
- c. The proxy is authorized to vote in accordance with the following specific instructions.

SPECIAL INSTRUCTIONS:

Special instructions, if any, to be given by the shareholder to the proxy are specified here.

B) The shareholder specifies the shares he wants the proxy to represent by selecting one of the following options.

1. I approve the representation of my shares, the details of which are stated below, by proxy.

- a) Order and Serial (*) :
- b) Number / Group(**) :
- c) Amount-Nominal value :
- ç) Share with privilege or not :
- d) Bearer-Registered (*) :
- e) Ratio of the total shares/voting rights owned by the shareholder :

(*) This information is not requested for registered shares.

(**) Information about the group, if any, will be included instead of the number for the shares that are recorded on record.

NAME, SURNAME OR TITLE OF THE SHAREHOLDER (*) :

T.R. Identity Number / Tax Number, Trade Registry and Number and MERSIS number :

ADDRESS :

SIGNATURE :

(*) For foreign shareholders, it is obligatory to submit the equivalents of the aforementioned information, if any