

TUREKS TURUNÇ MADENCİLİK İÇ VE DIŞ TİCARET A.Ş.
MINUTES OF THE 2024 ORDINARY GENERAL ASSEMBLY MEETING HELD ON
27/05/2025

The Ordinary General Assembly Meeting of Tureks Turunç Madencilik Ve Dış Ticaret A.Ş. for the fiscal year 2024 was held on Tuesday, May 27, 2025, at 10:30 a.m. at Akrones Thermal Hotel Beytepe Hall located at Dört Yol Mah. Turgut Özal Cad. No:38, Central Afyonkarahisar, under the supervision of the Ministry Representatives Mr. Mehmet Mutlu and Mr. Necati Taktak, appointed by the Afyon Provincial Directorate of Trade pursuant to their letter dated 20/05/2025 and numbered 00109420528

The invitation to the meeting, including the agenda, was duly made within the legal period as stipulated in the Law and the Articles of Association by announcements in the Turkish Trade Registry Gazette dated 02.05.2025 and numbered 11323, on the Electronic General Assembly System via the Central Registry Agency's website, on the Company's corporate website www.marblesystemstureks.com.tr, and on the Public Disclosure Platform (KAP) on 28.04.2025.

From the review of the List of Attendees, it was understood that out of the total capital of 228,600,000 TRY corresponding to 228,600,000 shares, 162.802.513 shares, representing 162.802.513 TRY of capital were duly represented in the meeting, thus meeting the minimum quorum requirements stipulated in both the Law and the Articles of Association.

It was noted that Mr. Mehmet Münir Turunç, Chairman of the Board, Mr. Osman Cavit Turunç, Vice Chairman, the Ministry Representatives Mr. Özkan Askar and Mr. Necati Taktak, and Mr. Mehmet Dölkeleş on behalf of the independent audit firm were present at the meeting.

It was confirmed that the Company fulfilled its obligations regarding electronic general assembly preparations in accordance with paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code. Mr. Ahmet Özgen, certified as an expert in the Central Registry Agency's Electronic General Assembly System, was appointed by the Meeting Presidency to manage the electronic system. The General Assembly was opened simultaneously in physical and electronic environments, and the discussions on the agenda items commenced.

Since the quorum was met and there were no objections, with the permission of the Ministry Representative, the Chairman of the Board, Mr. Mehmet Münir Turunç, initiated the meeting both physically and electronically. Before proceeding with the agenda items, the Meeting Chairman, Mr. Turunç, explained the voting procedures for those physically present. He stated that, in accordance with the Law, the Articles of Association, and the Internal Directive, voting would be done openly by raising hands, and shareholders opposing must verbally declare their dissent. Those who neither raise hands nor verbally object would be deemed to have voted against.

1. As per the first agenda item, the formation of the Meeting Presidency was carried out. Pursuant to Article 11 of the Company's Articles of Association, Chairman of the Board Mr. Mehmet Münir Turunç chaired the meeting. Mr. Alev Dumanlı was appointed as the Minute Clerk and Mr. İsmail Aydemir as the Vote Collector.

2. The authorization of the Meeting Presidency to sign the minutes of the meeting on behalf of the General Assembly was submitted for approval. As a result of the vote, the authorization was granted to the Chairperson with a majority of votes, despite 11 votes against.

The Meeting Chairman asked if there were any proposals to change the order of the previously announced agenda items. Since no such proposal was made, it was decided to proceed with the agenda as announced.

3. The meeting proceeded to the reading of the Board of Directors' Annual Activity Report for the year 2024. Since the Board of Directors' Activity Report for 2024 was published within the legal timeframe on the Public Disclosure Platform (KAP), the company's corporate website, and the Central Registry Agency's (MKK) electronic general meeting portal and made available for shareholders to review, the proposal that the report be considered as read was submitted to the shareholders for approval. The proposal was accepted by majority vote despite 11 votes against.

In accordance with the accepted proposal, the 2024 Activity Report, which was considered as read, was opened for discussion, and shareholders were asked if anyone wished to take the floor. No one spoke. Since this agenda item was not subject to a vote, it was informed to the shareholders that this item would not be voted on.

4. Under agenda item 4, a summary of the Independent Audit Report for the fiscal year 01.01.2024 - 31.12.2024, prepared by Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş., was read by Mr. Mehmet Dölkeleş. The report was opened for discussion; no one requested to speak. The item was declared informational only and not subject to voting.

5. The meeting proceeded to the reading of the consolidated financial statements for the year 2024. Since the financial statements for the fiscal year 2024 were published within the legal timeframe on the Public Disclosure Platform (KAP), the company's corporate website, and the Central Registry Agency's (MKK) electronic general meeting portal, and made available for shareholders to review, the proposal that these statements be considered as read was submitted to the shareholders for approval. The proposal was accepted by majority vote despite 11 votes against.

The financial statements were opened for discussion. No one took the floor. The agenda item was then put to a vote.

In accordance with the accepted proposal, the financial statements for the year 2024, which were considered as read, were opened for discussion, and shareholders were asked if anyone wished to take the floor. No one spoke. The agenda item was put to a vote, and As a result of the vote, the financial statements for the year 2024 were approved by a majority vote, with 11 votes against and excluding the votes of the board members.

6. Pursuant to item 6 of the agenda, the discharge of the members of the Board of Directors was addressed. The discharge of the Board members was submitted to the approval of the shareholders. The release from liability of Mr. Mehmet Münir Turunç, Mr. Osman Cavit Turunç, Ms. Seher Artemiz Akyatan, Mr. İsmail Ünal Turunç, Mr. Engin Dumanlı, and Mr. Ertekin Çolak for their activities and transactions carried out in the year 2024 was approved by

a majority of votes, with 11 votes against. The Board members did not vote on the resolutions regarding their own discharge.

7. The Board's proposal regarding the 2024 profit distribution *"Taking into consideration the provisions of the Turkish Commercial Code, Capital Markets Law and regulations of the Capital Markets Board, tax legislation, and our Company's Dividend Distribution Policy, and given that our legal records prepared in accordance with the Tax Procedure Law show a net loss of TRY 160,120,583.35 for the year 2024, it has been resolved not to distribute any dividends for the year 2024.*

This proposal will be submitted for the approval of the shareholders at the 2024 Ordinary General Assembly Meeting." was discussed. This proposal was accepted by majority vote despite 11 votes against.

8. The meeting proceeded to discuss and resolve Item 11 regarding the amendment of Article 3 titled "Scope of Business" of the Company's Articles of Association, as announced, in order to allow the Company to generate electricity from renewable energy sources (particularly Solar Power Plants) to meet its own electricity needs and sell any surplus electricity, and to establish and operate related facilities.

Pursuant to the letter of the Capital Markets Board dated 21.04.2025 and numbered E-29833736-110.03.03-71024, and the approvals of the General Directorate of Domestic Trade of the Ministry of Trade of the Republic of Türkiye dated 25.04.2025 and numbered E-50035491-431.02-00108581299, the amendment (Annex) to Article 3 of the Company's Articles of Association was submitted to the shareholders for approval. As a result of the voting, the amendment to the Articles of Association was accepted by majority vote despite 11 votes against.

9. Under item 9, the remuneration of Board Members for 2025 was discussed. According to the proposal submitted to the Meeting Presidency, monthly net payments of 1.300.000,00 TRY to Mr. Mehmet Münir Turunç, Mr. Osman Cavit Turunç, Ms. Seher Artemiz Akyatan, and Mr. İsmail Ünal Turunç, and 75.000,00 TRY to each independent member Mr. Ertekin Çolak and Mr. Engin Dumanlı were proposed. The proposal was accepted by majority vote despite 11 votes against.

10. Pursuant to Article 10 of the agenda, in accordance with the Turkish Commercial Code, Capital Markets Board regulations, and the regulations of the Public Oversight, Accounting and Auditing Standards Authority (KGK), and based on the opinion of the Audit Committee, the following proposal by the Board of Directors was submitted for approval:

a) That the company's financial statements for the fiscal year 01.01.2025 – 31.12.2025 be audited in accordance with the principles set forth in the Turkish Commercial Code No. 6102, Capital Markets Law No. 6362, and relevant legislation, and that Güreli YMM ve Bağımsız Denetim Hizmetleri A.Ş., located at Spine Tower Maslak Mah. Saat Sok. No: 5, Floors: 25-26-

28, Sarıyer 34485 – Istanbul, be appointed as the independent audit firm to conduct this audit and perform other relevant audit activities under said laws.

b) That Güreli YMM ve Bağımsız Denetim Hizmetleri A.Ş., located at Spine Tower Maslak Mah. Saat Sok. No: 5, Floors: 25-26-28, Sarıyer 34485 – Istanbul, be appointed to carry out mandatory sustainability assurance audits and other relevant audit activities in accordance with the Türkiye Sustainability Reporting Standards (TSRS) issued by the KGK, including but not limited to the assurance of disclosures to be prepared in compliance with said standards, for the reporting periods of 2025.

The proposal was submitted for voting and accepted by majority vote despite 11 votes against.

11. Shareholders were informed that donations totaling 202.425 TRY were made in 2024. A motion to set the upper limit of donations for 2025 at 1.000,000 TRY was accepted by majority vote despite 11 votes against.

12. The meeting proceeded to discuss and resolve Item 12 regarding granting permission to the members of the Board of Directors to carry out, either personally or on behalf of others, transactions falling within or outside the scope of the Company’s business, to become shareholders in companies engaged in such transactions, to engage in competition, and to perform other related actions, in accordance with Articles 395 and 396 of the Turkish Commercial Code.

Within the scope of this agenda item, it was submitted for approval to grant permission to the members of the Board of Directors, in accordance with Articles 395 and 396 of the Turkish Commercial Code, to engage in activities falling within or outside the Company’s line of business, either on their own behalf or on behalf of others, to become partners in companies engaging in such activities, to compete with the Company, and to carry out other related transactions. The proposal was approved by a majority of votes, with 11 votes against.

13. Information was provided regarding the guarantees, pledges, mortgages, and sureties (GPMS) granted by the Company in 2024 in favor of third parties for the purpose of conducting its ordinary commercial activities. Detailed information on these is included in Note 19 of the Financial Statements and Independent Auditor’s Report for the fiscal year ending on 31.12.2024. It was stated that, apart from the GPMS provided in favor of the Company itself and its subsidiaries, no other guarantees, pledges, mortgages, or sureties were granted.

14. In accordance with the Capital Markets Board’s Communiqué on Corporate Governance, information was provided regarding the related party transactions. It was stated that detailed information on these transactions is included in Note 31 of the Financial Statements and Independent Auditor’s Report for the fiscal year ending on 31.12.2024.

15. The floor was opened for comments and requests from shareholders.

These minutes were prepared and signed at the meeting venue following the meeting on May 27, 2025.

**MINISTRY
REPRESENTATIVES**

MEETING CHAIRMAN

Özkan Askar – Necati Taktak

Mehmet Münir Turunç

MINUTE CLERK

R. Alev Dumanlı

VOTE COLLECTOR

İsmail Aydemir

Annex: Amendment to the Articles of Association

Amendment to the Articles of Association

OLD VERSION	NEW VERSION
FIELD OF ACTIVITY ARTICLE 3 – The company’s field of activity mainly includes the following: To open quarries for marble, granite, onyx, and all kinds of natural stones; to extract, purchase, and sell them. Additionally, to establish processing facilities for these minerals or to acquire, sell, become a partner in, or lease existing facilities; to lease out its own facilities; to become a partner in existing ones. To manufacture all kinds of mosaics, tiles, marble tiles, floor tiles, wall panels, marble powder, artificial marble, and all types of decorative gift items made from natural stones. In order to carry out its business activities, the company may mainly engage in the following operations: A- The Company establishes facilities to operate these minerals; imports, purchases, leases, sells, and rents out the necessary machinery and equipment; and has them manufactured domestically. It operates factories and industrial plants. B- It arranges contract manufacturing, leases, purchases, and sells the necessary equipment, auxiliary materials, and other supplies. C- It has contract manufacturing carried out using the necessary equipment, auxiliary substances, and materials; leases, purchases, and sells them. D- The company acquires all material, moral, and intellectual rights related to its field of activity, such as exploration licenses, operating rights, all types of permits, concessions, patents, know-how, certificates of invention, and representation rights. It may enter into all kinds of agreements related to these rights. E- It carries out all kinds of subcontracting services and assembly works related to its field both domestically and abroad. It establishes factories, obtains and grants representation rights, opens liaison offices and agencies both in Turkey and abroad, and engages in all kinds of import, export, and foreign trade activities. F- The company may operate the quarries it owns or will acquire in the future in accordance with the stone quarry regulations, and it may also seek to have these quarries brought under the scope of the Mining Law. G- The company may manufacture in-house or have contract manufacturing done for all kinds of marble	FIELD OF ACTIVITY ARTICLE 3 – The company’s field of activity mainly includes the following: To open quarries for marble, granite, onyx, and all kinds of natural stones; to extract, purchase, and sell them. Additionally, to establish processing facilities for these minerals or to acquire, sell, become a partner in, or lease existing facilities; to lease out its own facilities; to become a partner in existing ones. To manufacture all kinds of mosaics, tiles, marble tiles, floor tiles, wall panels, marble powder, artificial marble, and all types of decorative gift items made from natural stones. In order to carry out its business activities, the company may mainly engage in the following operations: A- The Company establishes facilities to operate these minerals; imports, purchases, leases, sells, and rents out the necessary machinery and equipment; and has them manufactured domestically. It operates factories and industrial plants. B- It arranges contract manufacturing, leases, purchases, and sells the necessary equipment, auxiliary materials, and other supplies. C- It has contract manufacturing carried out using the necessary equipment, auxiliary substances, and materials; leases, purchases, and sells them. D- The company acquires all material, moral, and intellectual rights related to its field of activity, such as exploration licenses, operating rights, all types of permits, concessions, patents, know-how, certificates of invention, and representation rights. It may enter into all kinds of agreements related to these rights. E- It carries out all kinds of subcontracting services and assembly works related to its field both domestically and abroad. It establishes factories, obtains and grants representation rights, opens liaison offices and agencies both in Turkey and abroad, and engages in all kinds of import, export, and foreign trade activities. F- The company may operate the quarries it owns or will acquire in the future in accordance with the stone quarry regulations, and it may also seek to have these quarries brought under the scope of the Mining Law. G- The company may manufacture in-house or have contract manufacturing done for all kinds of marble

machinery, spare parts for these machines, saws, discs, diamond sockets, abrasives, polishing salts, and packaging materials; it may import, purchase, lease, sell, export, or act as an intermediary in their procurement.

H- It may conduct geological and geotechnical surveys for various purposes; produce necessary maps; prepare drilling and mineral geology reports; and perform other engineering-related activities.

The Company may acquire all rights and assume obligations, provided that it remains within the scope of its field of activity. Accordingly:

I. In order to achieve its objectives, the Company may acquire, sell, lease, rent out, construct, transfer, assign, and donate all kinds of real estate and vehicles; it may establish real and personal rights over them, receive and grant mortgages, and release such mortgages. The Company may establish easement rights, usufruct, right of residence, condominium ownership, and construction servitude on its real estate. It may carry out all kinds of transactions and dispositions related to real estate, including reclassification, subdivision, amalgamation, allocation, and parcelling at land registry offices.

The Company may obtain loans and credits from domestic or international sources with or without collateral, including mortgages or other forms of security. Provided that such activities do not constitute investment services and activities, it may purchase shares, bonds, or other securities and use them as collateral; establish or release mortgages; provide suretyships and mortgages in favor of third parties; and execute commercial enterprise pledges.

However, in cases where the Company provides guarantees, sureties, collateral, or establishes pledge rights including mortgages in its own name for the benefit of third parties, it shall comply with the principles set forth under the capital markets legislation. For such transactions carried out in favor of third parties, necessary material event disclosures shall be made in accordance with the capital markets regulations to ensure transparency for investors.

II. Without prejudice to the provisions of the Capital Markets Law regarding disguised profit distribution and provided that such activities do not constitute investment services and activities, the Company may establish joint ventures with real or legal persons engaged in activities within the scope of the Company's business purposes, may participate in already

machinery, spare parts for these machines, saws, discs, diamond sockets, abrasives, polishing salts, and packaging materials; it may import, purchase, lease, sell, export, or act as an intermediary in their procurement.

H- It may conduct geological and geotechnical surveys for various purposes; produce necessary maps; prepare drilling and mineral geology reports; and perform other **engineering-related activities.**

I-To meet its own electricity needs and to sell surplus electricity, establish and operate electricity generation facilities from renewable energy sources, especially solar power plants (SPPs), and lease or transfer these facilities.

Sell the produced electricity through bilateral agreements to legal entities holding sales licenses and to eligible consumers.

Engage in all kinds of investments, project planning, consultancy, and R&D activities related to solar energy and other renewable energy sources.

Conduct activities related to the procurement, sale, import, export, and installation of equipment and technologies concerning renewable energy.

Establish partnerships and collaborations with government institutions, municipalities, private and legal entities; and benefit from incentive and support programs.

Obtain all necessary permits related to its activities, act in accordance with relevant legislation, and carry out all required procedures.

The Company may acquire all rights and assume obligations, provided that it remains within the scope of its field of activity. Accordingly:

I. In order to achieve its objectives, the Company may acquire, sell, lease, rent out, construct, transfer, assign, and donate all kinds of real estate and vehicles; it may establish real and personal rights over them, receive and grant mortgages, and release such mortgages. The Company may establish easement rights, usufruct, right of residence, condominium ownership, and construction servitude on its real estate. It may carry out all kinds of transactions and dispositions related to real estate, including reclassification, subdivision, amalgamation, allocation, and parcelling at land registry offices.

established companies, and may obtain or grant dealerships related to its field of activity. III. Provided that it does not conflict with the capital markets legislation, necessary material event disclosures are made, and the donations made within the year are presented to the shareholders at the General Assembly; and that the upper limit for such donations is determined by the General Assembly, the Company may make donations and contributions—without disrupting its business operations—to foundations, associations, universities, and similar institutions established for social purposes. It may become a member of associations and participate in foundations. Donations exceeding the limit set by the General Assembly may not be made, and all donations shall be added to the distributable profit base. The Capital Markets Board has the authority to impose an upper limit on donations. IV. In the event that the Company repurchases its own shares or establishes share-based incentive programs for employees, it shall act in compliance with the Capital Markets Legislation and other relevant regulations, and make necessary material event disclosures. The Company may, by resolution of the General Assembly and upon obtaining the necessary permissions from the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye, engage in activities other than those listed herein, provided that they are related to or considered beneficial for its business purposes.	The Company may obtain loans and credits from domestic or international sources with or without collateral, including mortgages or other forms of security. Provided that such activities do not constitute investment services and activities, it may purchase shares, bonds, or other securities and use them as collateral; establish or release mortgages; provide suretyships and mortgages in favor of third parties; and execute commercial enterprise pledges. However, in cases where the Company provides guarantees, sureties, collateral, or establishes pledge rights including mortgages in its own name for the benefit of third parties, it shall comply with the principles set forth under the capital markets legislation. For such transactions carried out in favor of third parties, necessary material event disclosures shall be made in accordance with the capital markets regulations to ensure transparency for investors. II. Without prejudice to the provisions of the Capital Markets Law regarding disguised profit distribution and provided that such activities do not constitute investment services and activities, the Company may establish joint ventures with real or legal persons engaged in activities within the scope of the Company’s business purposes, may participate in already established companies, and may obtain or grant dealerships related to its field of activity. III. Provided that it does not conflict with the capital markets legislation, necessary material event disclosures are made, and the donations made within the year are presented to the shareholders at the General Assembly; and that the upper limit for such donations is determined by the General Assembly, the Company may make donations and contributions—without disrupting its business operations—to foundations, associations, universities, and similar institutions established for social purposes. It may become a member of associations and participate in foundations. Donations exceeding the limit set by the General Assembly may not be made, and all donations shall be added to the distributable profit base. The Capital Markets Board has the authority to impose an upper limit on donations.
	IV. In the event that the Company repurchases its own shares or establishes share-based incentive programs for employees, it shall act in compliance with the Capital Markets Legislation and other relevant regulations, and make necessary material event disclosures. The Company may, by resolution of the General Assembly and upon obtaining the necessary permissions

	from the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye, engage in activities other than those listed herein, provided that they are related to or considered beneficial for its business purposes.
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