

## MINUTES OF THE 2024 ORDINARY GENERAL ASSEMBLY MEETING OF KİMTEKS POLİÜRETAN SANAYİ VE TİCARET A.Ş. HELD ON 23 JULY 2025

The general assembly of Kimteks Poliüretan Sanayi ve Ticaret A.Ş. (the “Company”) has convened on 23 July 2025, Wednesday at 14:00 at the meeting address of İnkilap Mah. Dr. Adnan Büyükdeniz Cad. No:13, B Blok, Kat:2, İç Kapı No:6 34768, Ümraniye/İstanbul under the supervision of the Ministry Representative Mr. Kadir Aslan, who was assigned by the letter dated 22/07/2025 and numbered 111609285 of the Ministry of Trade of the Republic of Türkiye.

It has been understood that the invitation and announcement for the meeting was delivered by hand to Group A shareholders on 25 June 2025 in a manner to include the agenda as stipulated in the law and articles of association, that the Ordinary General Assembly meeting would be held with an announcement pursuant to Article 414 of the Turkish Commercial Code, and that the announcement regarding such meeting was announced on page 12 of the Turkish Trade Registry Gazette dated 25 June 2025 and numbered 11358, and that it was also announced on the Company's official website of <https://kimpur.com/tr/> and on the Public Disclosure Platform (PDP) on 23 June 2025, and that the Electronic General Assembly was held via e-GAS (E-General Assembly System) and that there was no objection to the Ordinary General Assembly meeting.

As revealed by the list of attendees, it has been understood that out of 486,200,000 shares corresponding to TL 486,200,000 of the total share capital of our Company; 4,913 shares corresponding to TL 4,913 of the total share capital were represented in person and 327,622,957 shares corresponding to TL 327,622,957 of the total share capital were represented by proxy, and thus, 327,627,870 shares were represented in total, and that therefore, the meeting quorum stipulated in both the law and the articles of association was met.

Pursuant to the fifth and sixth paragraphs of Article 1527 of the Turkish Commercial Code, it has been determined that the Company has performed the electronic general assembly preparations in accordance with legal regulations. Ms. Damla Mermeroğlu Güleçyüz holding "Electronic General Assembly Expert Certificate" was appointed to use the electronic general assembly system, and the meeting was opened simultaneously in physical and electronic environment, and it was moved on to the discussion of the agenda items.

### AGENDA ITEMS

**Item 1** - The meeting was opened by Ms. Cavidan Karaca. Pursuant to the item, the formation of the Meeting Chairmanship was initiated. It was proposed that Ms. Cavidan Karaca be elected as the Chair of the Meeting, Ms. Reyhan Uzun as the Minutes Clerk and Ms. Damla Mermeroğlu Güleçyüz as the Vote Collector, and this proposal was accepted by unanimous of those present.

**Item 2** - Pursuant to the 2nd item of the agenda, it was accepted by unanimous of the attendees to authorize the elected Meeting Chairing Committee to sign the minutes of the General Assembly meeting on behalf of the shareholders.

**Item 3** - Pursuant to the 3rd item of the agenda, it was proceeded to the reading, discussion and approval of the Board of Directors' Annual Report for the year 2024. In line with the proposal submitted, it was accepted by unanimous of the attendees that the Annual Report of the Board of Directors prepared by the Company's Board of Directors for the year 2024 not be read since it was submitted for the review of our shareholders three weeks prior to the date of the general assembly meeting, excluding the announcement and meeting days, within the due legal period at the Company headquarters, on the Public Disclosure Platform, on the Company's official website at <https://kimpur.com/tr/> and on the E-GAS as part of the general assembly documents. 2024 Annual Report was opened for discussion. No one took the floor to speak in favor or against. It was proceeded to vote on the Board of Directors' Annual Report for the year 2024 as per the agenda item. As a result of the voting, the 2024 Annual Report was accepted by unanimous of the attendees.

**Item 4** - Pursuant to the 4th item of the agenda, it was moved to the reading and discussion of the Independent Audit Firm's opinion and report for the 2024 accounting period. In line with the proposal submitted, it was accepted by unanimous of the attendees that the Independent Audit Firm's Report prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for 2024 not be read in full since it was submitted for the review of our shareholders three weeks prior to the date of the general assembly meeting, excluding the announcement and meeting days, within the due legal period at the Company headquarters, on the Public Disclosure Platform, on the Company's official website at <https://kimpur.com/tr/> and on the E-GAS as part of the general assembly documents, and that only the independent auditor's opinion be read.

The auditor's opinion in the Independent Audit Firm's Report was read to the General Assembly by Ms. Aycan Koç, Independent Auditor, and opened for discussion. The Independent Audit Firm's opinion and report for the 2024 accounting period was read and discussed.

**Item 5-** Pursuant to the 5th item of the Agenda, it was proceeded to the reading, discussion and approval of the financial statements for the 2024 accounting period. In line with the proposal submitted, it was accepted by unanimous of the attendees that the financial statements included in the Independent Audit Firm's Report prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for 2024 not be read since they were submitted for the review of our shareholders three weeks prior to the date of the general assembly meeting, excluding the announcement and meeting days, within the due legal period at the Company headquarters, on the Public Disclosure Platform, on the Company's official website at <https://kimpur.com/tr/> and on the E-GAS as part of the general assembly documents, and that the main items of the balance sheet and income statement be read. The main items of the balance sheet and income statement for 2024 were read to the General Assembly by Ms. Reyhan Uzun, our Accounting Manager. The financial statements were opened for discussion. No one took the floor to speak in favor or against. Pursuant to the item, the financial statements for 2024 were submitted for voting. As a result of the voting, the financial statements were accepted by unanimous of the attendees.

**Item 6 -** In accordance with the 6th item of the Agenda, it was then proceeded to release the Members of the Board of Directors individually for the activities, transactions and accounts of the Company for the 2024 accounting period. As a result of the voting, Members of the Board of Directors were discharged by unanimous of the attendees. The Board Members did not vote in relation to their own release.

**Item 7 -** Pursuant to the 7th item of the Agenda, it was proceeded to the reading, discussion and approval of the Board of Directors' proposal for dividend distribution for the 2024 accounting period. Since net loss for the period is recognized for the year 2024 according to our consolidated financial statements prepared in accordance with the TAS/IFRS published by the Public Oversight Accounting and Auditing Standards Authority (POA) and the mandatory formats determined by the CMB, as well as the provisions of the Tax Procedure Law pursuant to the provisions of the Turkish Commercial Code and the Capital Markets Board's "Communiqué Series No. II-14.1 on the Principles Regarding Financial Reporting in Capital Markets", the company's proposal to not distribute any dividend for the 1 January 2024 - 31 December 2024 accounting period was put to the vote. As a result of the voting, the proposal was accepted by unanimous of the attendees.

**Item 8-** Pursuant to item 8 of the agenda, it was proceeded to submit for approval the member appointed to the vacant Independent Board Member position to serve for the remaining term of office. With the decision issued by the our Board of Directors in line with the proposal of the Corporate Governance Committee within the scope of Article 363 of the Turkish Commercial Code and the Capital Markets Board's Corporate Governance Communiqué No. II-17.1 and Corporate Governance Principles, it was approved by unanimous of the attendees as a result of the voting held to elect Mr. Taç Kılavuz as an Independent Member of the Board of Directors for the position vacated by the resignation of Mr. Ömer Bakır, who was serving as an Independent Member of the Board of Directors, as no dissenting opinion was expressed on the candidate submitted to the Capital Markets Board.

**Item 9 –** Pursuant to item 9 of the agenda, information was provided by Ms. Cavidan Karaca regarding the payments made to the members of the Board of Directors and senior executives during the 2024 fiscal year. In accordance with the same agenda item, based on the submitted proposal concerning the remuneration to be paid to the Board Members in 2025, it was resolved by majority vote to pay a total gross monthly amount of TRY 1,522,200 to the Board Members and TRY 214,500 to the Independent Board Members, with 321,186,960 votes in favor and 6,440,910 votes against.

**Item 10 –** Pursuant to item 10 of the agenda, voting was initiated on the amendment of Article 6 titled "Capital" of the Company's Articles of Association, in line with the approvals obtained from the Capital Markets Board and the General Directorate of Domestic Trade of the Ministry of Trade, regarding the increase of the registered capital ceiling and the extension of its validity period. The amendment proposal concerning the increase of the registered capital ceiling in Article 6 titled "Capital" of our Company's Articles of Association from TRY 550,000,000 to TRY 10,000,000,000 and the extension of its validity period for the years 2025–2029 (5 years), was approved by the Capital Markets Board in its letter dated 24.01.2025 and numbered E-29833736-110\_04\_04-66786, and by the Ministry of Trade in its letter dated 03.02.2025 and numbered E-50035491-431.02-00105799374. As a result of the voting held within this scope, the amendment to the Articles of Association was accepted by majority vote, with 321,186,960 votes in favor and 6,440,910 votes against.

**Item 11** – Pursuant to the 11th item of the agenda, shareholders were informed by Ms. Cavidan Karaca about the donations and grants made in 2024. In accordance with the same agenda item, in line with the proposal to determine the upper limit for donations and grants to be made in 2025, the determination of the donation and grants limit as 2,000,000 TL was accepted by unanimous of the attendees as a result of the voting.

**Item 12-** Pursuant to the 12th item of the agenda, in accordance with the principles set forth in the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, the decision proposal of our Company's Board of Directors for (i) the audit of the financial reports for the 2025 accounting period and (ii) performance by DRT Bağımsız Denetim ve Ticaret A.Ş. having Tax No. 291 001 0976 and Independent Audit Registration No. 304099, which is located at the address of Eski Büyükdere Caddesi Maslak Mahallesi No:1 Maslak No:1 Plaza Maslak 34398 Sarıyer/Istanbul, of the mandatory sustainability assurance audit for the reports to be prepared in line with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority ("POA"), without limitation, as well as all other activities included in the scope of the applicable regulations, provided that such company has been authorized by the Public Oversight, Accounting and Auditing Standards Authority to perform independent auditing activities in the field of sustainability for 2024 and 2025 was submitted for the approval of the General Assembly and as a result of the voting held, such proposal was accepted by unanimous of the attendees.

**Item 13-** In Pursuant to the 13th item of the agenda, the shareholders were informed by Ms. Cavidan Karaca about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties and the income or benefits obtained by the Company in 2024.

**Item 14-** Pursuant to the 14th item of the agenda, authorization to be granted to the controlling shareholders, members of the Board of Directors, senior executives and their spouses and relatives by blood and marriage up to the second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code and the Capital Markets Board's Corporate Governance Communiqué was approved by unanimous of the attendees. Pursuant to the same agenda item, the shareholders were informed by Ms. Cavidan Karaca about the transactions carried out within this scope in 2024.

**Item 15-** Pursuant to the 15th item of the agenda, the General Assembly was informed by Ms. Cavidan Karaca about the transactions performed with related parties in 2024 in accordance with the decision of the Capital Markets Board.

**Item 16-** Pursuant to agenda item 16, discussions were held during the wishes and suggestions section.

As there were no other items left to be discussed on the agenda and no shareholder objected to the decisions taken, the Chair of the Meeting closed the General Assembly Meeting at 14:26 hours.

**MEETING CHAIR**  
Cavidan Karaca

**MINUTES CLERK**  
Reyhan Uzun

**VOTE COLLECTOR**  
Damla Mermeroğlu Güleçyüz

**MINISTRY REPRESENTATIVE**  
Kadir Aslan