

**KALESERAMİK, ÇANAKKALE KALEBODUR SERAMİK SANAYİ ANONİM ŞİRKETİ**  
**ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

**I- INVITATION ANNOUNCEMENT TO 2024 ORDINARY GENERAL ASSEMBLY MEETING DATED  
30.05.2025**

**Istanbul Trade Registry Office - Trade Registry Number: 71314**

The Ordinary General Assembly Meeting of our Company for the 2024 operating year will be held on Friday, 30.05.2025 at 14:00 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.kale.com.tr](http://www.kale.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 **(Annex-6)** proxy form 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.kale.com.tr](http://www.kale.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.Ş.**  
**CHAIRMAN OF THE BOARD OF DIRECTORS**

**KALESERAMİK, ÇANAKKALE KALEBODUR SERAMİK SANAYİ ANONİM ŞİRKETİ**  
**AGENDA OF THE 2024 ORDINARY GENERAL ASSEMBLY MEETING**  
**DATED 30.05.2025**

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. 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,
12. 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<sup>rd</sup> parties and the income or benefit they have obtained,
13. 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 1,000,000,000 (OnebillionTurkishLiras). The issued capital of the company is TL 514,778,660.51 TL (Fivehundred and fourteenmillionsevenhundred and seventy-eightthousandsixhundredandsixtyTurkishLira andfifty-onecents) and the said issued capital has been fully paid free of collusion. This capital is divided into 1,645,924,817 (onebillion sixhundredandforty-fivemillion and ninehundredandtwenty-fourthousandeighthundredandseventeen) shares with nominal values of 1 Kr. (onecent), 5 Kr. (fivecent) and 1 (oneTL) each.

Of these shares, 1,720,860 (onemillionsevenhundredtwentythousandeighthundredandsixty) with a nominal value of 1 kuruş are Group A registered shares ("Group A Share"), 1,188,886,848 (one billion one hundred eighty-eight million eight hundred eighty-six thousand eight hundred and forty-eight) Group B registered shares ("Group B Share") with a nominal value of 5 kuruş and It consists of 455,317,109 (four hundred fifty-five million three hundred seventeen thousand one hundred nine) Group C registered shares ("Group C Shares") with a nominal value of 1 Turkish Lira.

Group A and B registered shares have the privilege of nominating candidates in the election of board members. Group A, B and C shareholders have one vote for each share they own.

**a) As of the date (April 28, 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:**

| <b>Name/Title<br/>of the Shareholder</b> | <b>Share in Capital<br/>(TL)</b> | <b>Share in Capital<br/>(%)</b> | <b>Voting Rights<br/>Share (%)</b> |
|------------------------------------------|----------------------------------|---------------------------------|------------------------------------|
| H. İBRAHİM BODUR HOLDİNG A.Ş.            | 315.234.189,32                   | 61,24                           | 61,24                              |
| Victory International AG                 | 74.000.000,00                    | 14,38                           | 14,38                              |
| Others                                   | 125.544.471,19                   | 24,38                           | 24,38                              |
| <b>TOTAL</b>                             | <b>514.778.660,51</b>            | <b>100,00</b>                   | <b>100,00</b>                      |

**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.kale.com.tr](http://www.kale.com.tr) website and [www.kap.org.tr](http://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, 4 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.**

There is no amendment to the articles of association on the agenda.

**II- OUR EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 30.05.2025**

**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"), and Article 7 of the General Assembly Internal Directive of our Company, 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.kale.com.tr](http://www.kale.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.kale.com.tr](http://www.kale.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.kale.com.tr](http://www.kale.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 28.04.2025 and numbered 2086 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 28.04.2025 and numbered 2088 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 28.04.2025 and numbered 2087 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 2073 (**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. 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.

**12. 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<sup>rd</sup> 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.

**13. 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.kale.com.tr/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** Proxy Form

With the decision of the Board of Directors of Kaleseramik, dated 28.04.2025 and numbered 2086,

Pursuant to the Capital Markets Board ("CMB") Communiqué No. II.14.1 on "Principles Regarding Financial Reporting in the Capital Market" for the 2024 accounting period of our Company, based on the Turkish Financial Reporting Standards put into effect by the Public Oversight Accounting and Auditing Standards Authority ("KGK"), prepared in accordance with the formats determined by the KGK and the CMB, and audited by PwC Independent Auditing and Free Accounting Mali Müşavirlik AŞ, the net loss of the parent company was realized as TL 3,681,350,763.00 in the financial statements, while the net loss for the period was TL 3,478,539,003.16 in the financial statements prepared within the framework of the relevant provisions of the Tax Procedure Law No. 213 ("VUK").

Within the framework of the information explained above, our Board of Directors has decided to submit the issue of not distributing dividends due to the absence of distributable profit for the period in the financial statements of our Company prepared in accordance with the principles of VUK and CMB to the approval of the shareholders at the 2024 Ordinary General Assembly meeting.

*ANNEX: 2024 Accounting Period Dividend Distribution Recommendation Table*

## ANNEX-2

| KALESERAMİK, ÇANAĞKALE KALEBODUR SERAMİK SANAYİ AŞ 2024 YEAR PROFIT DISTRIBUTION TABLE (TL) |                                                                               |                   |                                |
|---------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------|--------------------------------|
| 1                                                                                           | Paid-in Capital / Issued Capital                                              |                   | 514.778.660,51                 |
| 2                                                                                           | Total Legal Reserves (According to Statutory Income Statements)               |                   | 43.984.176,82                  |
| 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                                                  | -3.313.616.483,00 | -3.478.539.003,16              |
| 4                                                                                           | Taxes payable                                                                 | 367.734.280,00    | 0,00                           |
| 5                                                                                           | Net Profit                                                                    | -3.681.350.763,00 | -3.478.539.003,16              |
| 6                                                                                           | Previous Years Losses                                                         | 2.381.061.897,00  | 595.942.896,81                 |
| 7                                                                                           | General Legal Reserves                                                        |                   |                                |
| 8                                                                                           | DISTRIBUTABLE NET PROFIT FOR THE PERIOD                                       | 0,00              | 0,00                           |
| 9                                                                                           | Donations made during the year                                                |                   |                                |
| 10                                                                                          | Net Distributable Profit added donations                                      |                   |                                |
| 11                                                                                          | First Dividend to Shareholders                                                |                   |                                |
|                                                                                             | - Cash                                                                        |                   |                                |
|                                                                                             | - Bonus                                                                       |                   |                                |
|                                                                                             | - Total                                                                       |                   |                                |
| 12                                                                                          | Dividend to privileged shareholders                                           |                   |                                |
| 13                                                                                          | Dividend to Board members, employees, other                                   |                   |                                |
| 14                                                                                          | Dividend to redeemed shareholders                                             |                   |                                |
| 15                                                                                          | Secondary Dividend to Shareholders                                            |                   |                                |
| 16                                                                                          | General Legal Reserves                                                        |                   |                                |
| 17                                                                                          | Statutory Reserves                                                            |                   |                                |
| 18                                                                                          | Special Reserves                                                              |                   |                                |
| 19                                                                                          | EXTRAORDINARY RESERVES                                                        |                   |                                |
| 20                                                                                          | Other resources to be distributed                                             |                   |                                |
|                                                                                             | - 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     | 0,00                                                                                                          | 0,000000                                      | 0,0000    |
|                                                                                                                      | B     | 0,00                                                                                                          | 0,000000                                      | 0,0000    |
|                                                                                                                      | C     | 0,00                                                                                                          | 0,000000                                      | 0,0000    |
|                                                                                                                      | TOTAL | 0,00                                                                                                          | 0,000000                                      | 0,0000    |
| Withholding tax will be applied on gross dividend in accordance with the tax laws in force on the distribution date. |       |                                                                                                               |                                               |           |
| NET                                                                                                                  | A     | 0,00                                                                                                          | 0,000000                                      | 0,0000    |
|                                                                                                                      | B     | 0,00                                                                                                          | 0,000000                                      | 0,0000    |
|                                                                                                                      | C     | 0,00                                                                                                          | 0,000000                                      | 0,0000    |
|                                                                                                                      | TOTAL | 0,00                                                                                                          | 0,000000                                      | 0,0000    |
| 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 (%) |                                               |           |
| 0,00                                                                                                                 |       | 0,00                                                                                                          |                                               |           |

With the decision of the Board of Directors of Kaleseramik, dated 25.03.2025 and numbered 2073,

In line with the evaluations made on 25.03.2025 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 Kaleseramik, dated 28.04.2025 and numbered 2087,

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 Kaleseramik, dated 28.04.2025 and numbered 2088,

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 9 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 within the scope of the Evaluation Reports on the Independence of the Independent Board Member Candidates dated 04/04/2025 prepared by the Corporate Governance Committee and the positive opinions of the Capital Markets Board dated 21.04.2025 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. CENGİZ SOLAKOĞLU with TR ID number , Mr. FAHRİ OKAN BÖKE with TR ID number, Ms. ARZU ERDEM with TR ID number , and Ms. ŞERİFE EBRU DOĞRUOL AYGİL 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 , Mr. Haluk ALPERAT with TR ID number , Dr.(h.c.) OSMAN OKYAY with TR ID number, nominated by Group B shareholder, 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 28.04.2025 and numbered 2025/08, 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.

**CENGİZ SOLAKOĞLU**

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.

04.04.2025

**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.

**FAHRİ OKAN BÖKE**

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.

**ARZU ERDEM**

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."

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**ŞERİFE EBRU DOĞRUOL AYĞİL**

Signature

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

**CURRICULUM VITAE****Cengiz SOLAKOĞLU****Candidate - Independent Board Member**

Born in 1943 in Erzurum, Cengiz Solakoğlu graduated from the Istanbul Academy of Economic and Commercial Sciences in 1964 and began his professional career as a salesperson at Beko Ticaret in 1967. Due to the age limit of 60, he retired in 2004 from Koç Holding's Durable Consumption Group, where he had worked for 38 years.

Solakoğlu served as a member of the Assembly of the Istanbul Chamber of Commerce for three terms (a total of 20 years) and as a member of the Board for two terms at the Istanbul Chamber of Industry. As one of the founders of the Education Volunteers Foundation of Türkiye, Cengiz Solakoğlu served as the Chairman of the Board for a total of 10 years at the foundation, where he has served on the Board of Directors continuously since its establishment. Solakoğlu received the Civil Society Leader of the Year award from the Economist Magazine in 2004.

Following his retirement, Cengiz Solakoğlu founded CS Consulting and currently serves as the Chairman of the Board of ŞOK Marketler A.Ş., Bizim Tiptan A.Ş., Seç Marketler A.Ş. and Kalekim Lyksor, Vice Chairman of the Board of Kaleseramik and Zülfikarlar Holding and Board Member of Lila Kağıt A.Ş.

**Fahri Okan BÖKE****Candidate - Independent Board Member**

Born in Istanbul in 1965, Fahri Okan Böke received his bachelor's and master's degrees in Industrial Engineering from Texas A&M University.

Having started his career in banking at Citibank New York in 1991, Böke worked in almost every department of the Treasury Department at Interbank between 1993 and 1998, as Treasury Manager at Körfezbank between 1998 and 2001, and as Assistant General Manager at TAIB between 2001 and 2004. Between 2004 and 2006, he worked as a partner at OSC Financial Consulting, and between 2006 and 2008, he served as TSKB Treasury Manager.

After being transferred in 2009 to the GFC Securities-ODL Securities partnership as General Manager, Fahri Okan Böke served as a market commentator on BloombergHT TV for four years.

He is currently working at Ceres Financial Consulting (of which he is a founding partner) where he manages assets and provides consultancy services to major international banks.

**CURRICULUM VITAE****Arzu ERDEM****Candidate - Independent Board Member**

Prof. Dr. Arzu Erdem, who graduated from Istanbul Technical University, Faculty of Architecture as an architect in 1983, completed the "Master's Program" at the Social Sciences Institute of the same university in 1985 and the "Doctorate Program" at the Institute of Science and Technology in 1995.

Arzu Erdem who started her career in 1986 at STFA Yapı Yatırımları A.Ş. as Projects Coordinator, worked as a Visiting Researcher at the University of California, Los Angeles Graduate School of Architecture and Urban Planning in 1991-1992. Arzu Erdem, who worked as a Research Assistant, Assistant Professor, Associate Professor and Professor at Istanbul Technical University, Faculty of Architecture between 1988 and 2017, served as the Head of the Department of Architecture at the same university between 2012 and 2013. She served as the Founding Dean of Abdullah Gül University Faculty of Architecture between 2015 and 2017. She retired from Istanbul Technical University Faculty of Architecture in 2017. After her retirement, she served as Dean of Kadir Has University Faculty of Art and Design and Vice Rector in charge of education between 2017 and 2023.

She currently continues her career as the Dean of İstinye University Faculty of Fine Arts, Design and Architecture and as a Lecturer in the Department of Architecture. Arzu Erdem has national and international academic and professional research, duties, competition jury memberships, competition projects in which she participated and received awards, professional architectural projects, applications, studies, numerous scientific articles, papers and presentations. She took part in the Türkiye Science Committee of the International Venice Architecture Biennale between 2013 and 2018. Arzu Erdem, who works and researches on natural life and biodiversity, serves on the boards of Rubicon Foundation (Netherlands) and SEV Foundation, and is a member of the ITU Development Foundation Board of Trustees. Arzu Erdem served as a Member of the Board of Directors at İş GYO between 2018 and 2024, and during this period, she supported management activities as the Chairman of the Early Detection of Risk Committee and the Member of the Audit Committee.

**Şerife Ebru Doğruol AYĞİL****Candidate - Independent Board Member**

Ebru Doğruol graduated from Boğaziçi University, Department of Industrial Engineering in 1992 and received her Master of Business Administration degree (EMBA) from Koç University in 2001. She joined Pfizer in 1994 and took on increasing responsibilities in sales, marketing, strategic planning, business development, finance roles and various global management positions in the Turkey organization.

Since 2009, while maintaining regional (Emerging Markets, China, Developed Markets) and global marketing responsibilities across a wide range of treatment areas and product life cycles, she has established and managed complex organizations, developed strategies and business models, introduced new products, and participated in business development and growth initiatives. In 2018, she moved to the vaccine group and took global responsibility for many products, including the Covid vaccine. As of 2021, she has been serving as Vice President of Vaccine Marketing, responsible for Emerging Markets and China.

Before joining Pfizer, she started her career as a manufacturing engineer at Netaş in 1992. Ebru, who was elected as an Independent Board Member on 23.03.2022 at Kordsa Teknik Tekstil A.Ş. continues to serve at this position. In addition to her professional duties, she served as a member of Boğaziçi University Industrial Engineering Advisory Board. She still continues her mentorship on different platforms, especially supporting the issues of children's education and equal opportunities for women. Ebru is the mother of 2 boys.

**ANNEX-6****PROXY FORM****KALESERAMİK, ÇANAKKALE KALEBODUR SERAMİK SANAYİ ANONİM ŞİRKETİ**

At the 2024 Ordinary General Assembly Meeting of Kaleseramik, Çanakkale Kalebodur Seramik Sanayi A.Ş., which will be held on May 30, 2025 at 14:00 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;

- The proxy is authorized to vote in accordance with his own opinion
- The proxy is authorized to vote in accordance with the recommendations of the partnership management.
- 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.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,                                                                                               |     |    |                    |
| 12.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 <sup>rd</sup> parties and the income or benefit they have obtained, |     |    |                    |
| 13.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.

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

- The proxy is authorized to vote in accordance with his own opinion
- The attorney is not authorized to represent in these matters.
- 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.

- Order and Serial (\*) :
- Number / Group(\*\*) :
- Amount-Nominal value :
- Share with privilege or not :
- Bearer-Registered (\*) :
- 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.

2. I approve the representation of all my shares in the list of owners, prepared by Central Registry Agency the day before the day of the general meeting, showing shares that can participate in the general assembly, by proxy.

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