

ISTANBUL COMMERCIAL REGISTRY DIRECTORATE COMMERCIAL REGISTRY NO: 708500-0
ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.
FROM THE BOARD OF DIRECTORS
INVITATION FOR THE ORDINARY GENERAL MEETING

Our company's 2025 Annual General Meeting will be held on Monday, March 30, 2026, at 11:00 a.m. at SABANCI CENTER, 4. LEVENT, 34330, BEŞİKTAŞ, ISTANBUL, to discuss the items listed on the agenda below.

Shareholders whose shares are registered with the Central Registry Agency and who are entitled to attend general meetings may participate in the general meeting to be held at the above address in person or through their representatives, or, if they wish, they may participate in the general meeting electronically in person or through their representatives using their secure electronic signatures via the Electronic General Meeting System provided by the Central Registry Agency.

Shareholders may authorize their representatives using the Electronic General Meeting System or, in accordance with the provisions of the Capital Markets Board's Circular on Proxy Voting and Collection of Proxies by Call No. II-30.1, by using the proxy form sample below or by filling out the proxy form available at our company headquarters and on our company's website www.cimsa.com.tr website under the "Investor Relations" link, have their signatures notarized, or attach their notarized signature circulars to the proxy form bearing their signatures to represent themselves at the meeting.

To participate in the General Assembly Meeting to be held in person;

- Individual shareholders must present their identity documents,
- Corporate shareholders must present the identity documents of the persons authorized to represent and bind the legal entity, along with their authorization documents,
- Representatives of individuals and legal entities must present their identity documents and representation documents,
- Representatives authorized through the Electronic General Assembly System must present their identity documents and sign the list of attendees.

Our shareholders who will participate in the general meeting electronically via the Electronic General Meeting System can obtain information about the procedures and principles regarding participation, appointment of representatives, making proposals, expressing opinions, and voting from the Central Registry Agency's website at <http://www.mkk.com.tr>.

Shareholders or representatives wishing to participate in the meeting electronically must comply with the provisions of the "Regulation on General Meetings to be Held Electronically in Joint Stock Companies" published in the Official Gazette dated August 28, 2012, and numbered 28395, and the "Communication Regarding the Electronic General Meeting System to be Applied in General Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 and numbered 28396.

Our company's 2025 financial statements, Board of Directors activity report, independent audit reports, 2024 TSRS-compliant sustainability report, Board of Directors' Profit Distribution Proposal, and Draft Amendment to the Articles of Association will be available at least three weeks prior to the meeting date on the Electronic General Meeting System page of the Central Registry Agency's website, They will also be available on our company's website at www.cimsa.com.tr under "Investor Relations" and "Information Society Services," as well as at our company headquarters at the address below, where they will be available for inspection.

We respectfully request that our esteemed partners attend the meeting at the specified date and time.

Umut ZENAR
Chairperson

Burak Turgut ORHUN
Deputy Chairperson

Company Headquarters: Küçükbakkalköy Mahallesi Kayışdağı Cad. No: 1/90 Ataşehir/İstanbul
Tel: 0216 651 53 00 **Fax:** 0216 651 14 15 **Web:** www.cimsa.com.tr

ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.
2025 ANNUAL GENERAL MEETING AGENDA
TO BE HELD ON MARCH 30, 2026 AT 11:00

1. Opening and Formation of the Meeting Council
2. Reading and discussion of the Board of Directors' Activity Report for 2025
3. Reading of the Auditor's Reports
4. Reading, discussion, and approval of the TSRS-compliant sustainability reports for 2024
5. Reading, discussion, and approval of the financial statements for 2025
6. Submitting the members elected to serve for an extended term to fill vacant board positions during the term to the general assembly for approval
7. Discharge of the Board of Directors members for the activities of 2025
8. Determination of the use of 2025 profits and the rates of dividend distribution
9. Election of Board of Directors members and determination of their terms of office
10. Determination of the remuneration of Board members and their rights to attendance fees, bonuses, and premiums
11. Election of the auditor
12. Discussion and approval of authorizing the Board of Directors to distribute advance dividends for the fiscal year 2026
13. Providing information to the General Assembly regarding donations and grants made in 2025
14. Determination of the upper limit of donations to be made by the Company in 2026
15. Providing information to the General Assembly regarding the transactions specified in Corporate Governance Principle No. 1.3.6 concerning shareholders holding management control, members of the Board of Directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship
16. Granting permission to the Chairperson and Members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code
17. Wishes and Remarks

PROXY FORM

ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.

Çimsa Çimento Sanayi ve Ticaret A.Ş. will hold its 2025 Annual General Meeting on Monday, March 30, 2026, at 11:00 a.m. at Sabancı Center, 4. Levent, 34330, Beşiktaş Istanbul, to represent me, vote, make proposals, and sign the necessary documents in accordance with the views stated below, I hereby appoint

Proxy (*) ;

Full Name / Trade Name:

Turkish ID Number / Tax Number, Trade Registry Number, and MERSIS Number:

(*) For foreign attorneys, equivalent information must be provided if available.

A) SCOPE OF REPRESENTATION AUTHORITY

The scope of representation authority must be determined by selecting one of the options (a), (b), or (c) for sections 1 and 2 below.

1. Regarding Items on the General Meeting Agenda;

a) The proxy is authorized to vote according to their own opinion.

b) The proxy is authorized to vote according to the opinion of the partnership.

c) The proxy is authorized to vote according to the instructions below.

Instructions: If option (c) is selected by the shareholder, the instructions for the specific agenda item are given by checking one of the options provided opposite the relevant general meeting agenda item (accept or reject) and, if the reject option is selected, by indicating the dissenting opinion to be recorded in the general meeting minutes, if any.

Nu m.	Agenda Items	Accept	Reject	Opposition Note
1	Opening and Formation of the Meeting Council			
2	Reading and discussion of the Board of Directors' Activity Report for 2025			
3	Reading of the Auditor's Reports			
4	Reading, discussion, and approval of the TSRS-compliant sustainability reports for 2024			
5	Reading, discussion, and approval of the financial statements for 2025			
6	Submitting the members elected to serve for an extended term to fill vacant board positions during the term to the general assembly for approval			
7	Discharge of the Board of Directors members for the activities of 2025			
8	Determination of the use of 2025 profits and the rates of dividend distribution			
9	Election of Board of Directors members and determination of their terms of office			
10	Determination of the remuneration of Board members and their rights to attendance fees, bonuses, and premiums			
11	Election of the auditor			
12	Discussion and approval of authorizing the Board of Directors to distribute advance dividends for the fiscal year 2026			
13	Providing information to the General Assembly regarding donations and grants made in 2025			
14	Determination of the upper limit of donations to be made by the Company in 2026			
15	Providing information to the General Assembly regarding the transactions specified in Corporate Governance Principle No. 1.3.6 concerning shareholders holding management control, members of the Board of			

	Directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship			
16	Granting permission to the Chairperson and Members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code			
17	Wishes and Remarks			

2. Special instructions regarding other matters that may arise at the General Meeting and the exercise of minority rights:

- a) The proxy is authorized to vote according to his/her own opinion.
- b) The proxy is not authorized to represent the shareholder in these matters.
- c) The proxy is authorized to vote according to the following special instructions.

SPECIAL INSTRUCTIONS: Any special instructions given to the proxy by the shareholder, if any, are specified here.

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

1. I approve the representation of my shares specified in detail below by the proxy.

- a) Class and Series: *
- b) Number/Group:**
- c) Number-Nominal Value:
- ç) Whether or not it has voting privileges:
- d) Bearer-Registered:*
- e) Ratio to the total shares/voting rights held by the shareholder:

* This information is not requested for registered shares.

** For shares registered in the registry, information about the group will be provided instead of the number, if available.

2. I approve the representation of all my shares listed in the list of shareholders eligible to attend the general meeting, prepared by the Central Securities Depository (MKK) one day before the general meeting date, by a proxy.

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

Turkish ID Number / Tax Number, Trade Registry and Number, and MERSIS Number:

Address:

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(*) For foreign shareholders, equivalent information must be provided if available.

SIGNATURE:

ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.
INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL MEETING OF
SHAREHOLDERS TO BE HELD ON MARCH 30, 2026, FOR THE YEAR 2025

Our company's Ordinary General Assembly for the year 2025 will be held on Monday, March 30, 2026, at 11:00 a.m. at Sabancı Center, 4. Levent, 34330, Beşiktaş, İstanbul, to discuss and decide on the agenda items listed below.

Shareholders whose shares are registered with the Central Registry Agency and who are entitled to attend general assembly meetings may attend the general assembly meeting to be held at the above address in person or through their representatives, or, if they wish, they may participate in the general assembly electronically in person or through their representatives using their secure electronic signatures via the Electronic General Assembly System provided by the Central Registry Agency.

Shareholders may authorize their representatives using the Electronic General Meeting System or by using the proxy form provided in accordance with the provisions of the Capital Markets Board's Circular No. II-30.1, by filling out the proxy form sample below or the proxy form available at our Company headquarters and on our Company's website www.cimsa.com.tr, having their signatures notarized, or attaching their notarized signature circulars to the proxy form bearing their signatures.

For the General Assembly Meeting to be held in person;

- Individual shareholders must present their identification documents,
- Legal entity shareholders must present the identity documents of the persons authorized to represent and bind the legal entity, along with their authorization documents,
- Representatives of individual and legal persons must present their identity documents and representation documents,
- Representatives authorized through the Electronic General Assembly System may participate by presenting their identification documents

and sign the list of attendees.

Our shareholders who will participate in the general meeting electronically via the Electronic General Assembly System can obtain information about the procedures and principles regarding participation, appointment of representatives, making proposals, expressing opinions, and voting from the Central Registry Agency's website at <http://www.mkk.com.tr>.

Shareholders or representatives wishing to participate in the meeting electronically must comply with the provisions of the "Regulation on General Meetings to be Held Electronically in Joint Stock Companies" published in the Official Gazette dated August 28, 2012, and numbered 28395, and the "Communication Regarding the Electronic General Meeting System to be Applied at General Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 and numbered 28396.

Our company's 2025 financial statements, Board of Directors activity report, independent audit reports, Board of Directors' Profit Distribution Proposal, Draft Amendment to the Articles of Association, 2024 TSRS-compliant sustainability report, and General Meeting Information Document must be made available at least three weeks prior to the meeting date on the Central Registry Agency's website via the Electronic General Meeting System page, They will also be available on our company's website at www.cimsa.com.tr under the "Investor Relations" and "Information Society Services" sections and on the Public Disclosure Platform. In addition, they will be available for inspection at our company's headquarters address below.

We respectfully request our esteemed shareholders to attend the meeting at the specified date and time.

ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.

Umut ZENAR
Chairperson

Burak Turgut ORHUN
Deputy Chairperson

Company Headquarters: Küçükbakkalköy Mahallesi Kayışdağı Cad. No: 1/90 Ataşehir/İstanbul
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ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.
2025 ANNUAL GENERAL MEETING AGENDA
TO BE HELD ON MARCH 30, 2026 AT 11:00

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2. Reading and discussion of the Board of Directors' Activity Report for 2025
3. Reading of the Auditor's Reports
4. Reading, discussion, and approval of the TSRS-compliant sustainability reports for 2024
5. Reading, discussion, and approval of the financial statements for 2025
6. Submitting the members elected to serve for an extended term to fill vacant board positions during the term to the general assembly for approval
7. Discharge of the Board of Directors members for the activities of 2025
8. Determination of the use of 2025 profits and the rates of dividend distribution
9. Election of Board of Directors members and determination of their terms of office
10. Determination of the remuneration of Board members and their rights to attendance fees, bonuses, and premiums
11. Election of the auditor
12. Discussion and approval of authorizing the Board of Directors to distribute advance dividends for the fiscal year 2026
13. Providing information to the General Assembly regarding donations and grants made in 2025
14. Determination of the upper limit of donations to be made by the Company in 2026
15. Providing information to the General Assembly regarding the transactions specified in Corporate Governance Principle No. 1.3.6 concerning shareholders holding management control, members of the Board of Directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship
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ADDITIONAL DISCLOSURES WITHIN THE FRAMEWORK OF CORPORATE GOVERNANCE PRINCIPLES

Additional disclosures required under the Capital Markets Board's Corporate Governance Communiqué No. II-17.1 and the its annexed Corporate Governance Principles, which are related to the agenda items, are made under the relevant agenda item below, and other mandatory general disclosures are also presented to our shareholders in this section:

1. Shareholding Structure and Voting Rights

The distribution of shares representing the Company's capital among the shareholders is shown in the table below.

Partner's Trade Name / Full Name	Share in Capital	
	Amount (TL)	Percentage (%)
Hacı Ömer Sabancı Holding A.Ş.	515.719.405,10	54,54
Akçansa Çimento Sanayi A.Ş.	84.913.920,00	8,98
Diğer	344.957.768,90	36,48
TOTAL	945.591.094,00	100

Pursuant to Article 19 of the Articles of Association, shareholders exercise their voting rights at the General Assembly in proportion to the total par value of their shares, in accordance with Article 434 of the Turkish Commercial Code. There are no preferred shares in the Company's capital.

2. Information about changes that have occurred or are planned for the future by the Company and its significant affiliates that will materially affect our activities

There are no changes that have occurred or are planned for the future that would materially affect our activities. Material event disclosures made by the Company in accordance with the relevant legislation can be accessed at www.kap.gov.tr.

3. Information regarding requests from shareholders, the Capital Markets Board (CMB), and other public authorities to add items to the agenda

No written requests have been received from shareholders, the Capital Markets Board, or other public institutions and organizations regarding the inclusion of additional items on the agenda for the 2025 Ordinary General Assembly Meeting, where the 2025 activities will be discussed.

4. If the dismissal, replacement, or election of board members is on the agenda of the general assembly meeting; the reasons for dismissal and replacement, the resumes of the persons nominated for board membership, the positions they have held in the last ten years and the reasons for their departure, the nature and level of importance of their relationship with the company and its related parties, whether they are independent, and similar matters that may affect the company's activities if these persons are elected as board members

The agenda includes an item regarding the election of board members. The election of board members will be decided by the general assembly.

In accordance with the report of the Corporate Governance Committee, the Board of Directors decided on January 21, 2026, to nominate Demet ÖZDEMİR and Yetik Kadri MERT as Independent Board Members. The Capital Markets Board has not issued any negative opinion regarding the candidates for Independent Board Members. The resumes, independence statements, and positions held over the last ten years of the independent Board of Directors member candidates are presented in Appendix 1.

ÇİMSA ÇİMENTO SANAYİ VE TİCARET A.Ş.
2025 ANNUAL GENERAL MEETING
EXPLANATIONS REGARDING THE AGENDA ITEMS

1. Opening and Formation of the Meeting Council

In accordance with the provisions of the Turkish Commercial Code, the articles of association, the general assembly internal regulations, and the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be Present at These Meetings (Regulation), the Chair of the Meeting and the formation of the Meeting Council, which will preside over the general assembly meeting, will be established.

2. Reading and discussion of the 2025 Board of Directors Activity Report

In accordance with the provisions of the Turkish Commercial Code, the Regulation, and the Capital Markets Law, the Board of Directors Activity Report, which was made available to our shareholders for review at the Company's headquarters, on the Electronic General Assembly System, and on our Company's website at www.cimsa.com.tr for a period of three weeks prior to the general assembly meeting, will be read out at the General Assembly and submitted to our shareholders for their opinion.

3. Reading of the Auditor's Reports

In accordance with the provisions of the Turkish Commercial Code and the Regulation, the independent audit reports and the summary of the limited assurance report on the 2024 TSRS-compliant sustainability report, which are made available to our shareholders for review at the Company's headquarters, on the Electronic General Meeting System, and on the Company's website at www.cimsa.com.tr for a period of three weeks prior to the General Meeting, will be presented to the shareholders at the General Meeting.

4. Reading, discussion, and approval of the TSRS-compliant sustainability report for 2024

The 2024 TSRS-compliant sustainability reports, which will be available for review by our shareholders at our Company Headquarters, on the Central Registry Agency's Electronic General Assembly System, and on our corporate website at www.cimsa.com.tr for three weeks prior to the General Assembly meeting, will be read at the General Assembly and submitted to our shareholders for their opinion and approval.

5. Reading, discussion, and approval of the financial statements for 2025

In accordance with the Turkish Commercial Code, the Regulation, and the internal general meeting guidelines, the 2025 financial statements, which will be made available for review by our shareholders at our company headquarters, on the Electronic General Meeting System, and on our company's corporate website (www.cimsa.com.tr) for a period of three weeks prior to the general meeting, will be read at the General Meeting and submitted to our shareholders for their opinion and approval.

6. Submitting the members elected to serve for an extended term to fill vacant board positions during the term to the general assembly for approval

Pursuant to the decision of the Board of Directors dated December 30, 2025, as of January 1, 2026, Mr. Umut ZENAR has been appointed to replace Mr. Şerafettin KARAKIŞ, who has resigned from the Board of Directors. Mr. Umut ZENAR has been appointed as Chairperson of the Board of Directors and Mr. Burak Turgut ORHUN as Deputy Chairperson of the Board of Directors. This appointment will be submitted to our shareholders for their opinion and approval at the General Meeting.

7. Discharge of the Board of Directors members for the 2025 fiscal year

The discharge of our Board of Directors members for their activities, transactions, and accounts for the year 2025 will be submitted to the General Assembly for approval.

8. Determination of the use of 2025 profits and the rates of dividend distribution

In accordance with TMS/TFRS and based on our financial statements for the accounting period 01.01.2025-31.12.2025, which have been independently audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a net profit of 3.806.129.000 TL was achieved. The Board of Directors has decided to submit the distribution of 700,000,000.00 TL in dividends to the shareholders for the approval of the General Assembly. The Profit Distribution Table containing the Board of Directors' proposal is included in Appendix 2.

9. Election of Board of Directors members and determination of their terms of office

In accordance with CMB regulations, the Turkish Commercial Code, and the General Assembly Regulations, our Board of Directors members will be elected by taking into account the principles regarding the election of Board of Directors members included in our articles of association. In addition, independent members will be elected in order to comply with the CMB's Corporate Governance Communiqué No. II-17.1. Within the framework of CMB regulations, the independent Board of Directors members to be elected must meet the independence criteria defined in the Corporate Governance Principles. Upon the recommendation of the Corporate Governance Committee, the Board of Directors has decided to nominate Ms. Demet ÖZDEMİR and Mr. Yetik Kadri MERT as independent member candidates. The resumes and independence declarations of the independent member candidates are included in Appendix 1.

10. Determination of the remuneration of Board of Directors members and their rights such as attendance fees, bonuses, and premiums

The monthly gross remuneration of the members of the Board of Directors and their rights such as attendance fees, bonuses, and premiums will be determined by the General Assembly.

11. Election of the auditor

Taking into account the recommendation of the Audit Committee, in accordance with the principles determined by the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, To audit the financial statements and activity report of our Company for the 2026 fiscal year, to subject the TSRS-compliant sustainability reports of our Company for 2026 to assurance audit within the framework of sustainability legislation, and to carry out other activities within the scope of relevant regulations; The Board of Directors' proposal to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as Auditor for a term of one year at the General Assembly will be submitted to the General Assembly for approval.

12. Discussion and approval of authorizing the Board of Directors to distribute advance dividends for the fiscal year 2026

In accordance with Article 26 of our Company's Articles of Association, the Dividend Distribution Policy, and the Capital Markets Board's Dividend Distribution Circular No. II-19.1, The matter of authorizing the Board of Directors to decide on the distribution of dividend advances limited to the 2026 fiscal year will be submitted to the General Assembly for the approval of the shareholders.

13. Providing information to the General Assembly regarding donations and grants made in 2025

Between January 1, 2025, and December 31, 2025, cash and in-kind donations totaling TL 26.506.000,00 were made to various public institutions and organizations. This matter will be brought to the attention of the General Assembly.

14. Determination of the upper limit for donations to be made by the Company in 2026

The upper limit for donations to be made by the Company in 2026 will be determined by our shareholders at the General Assembly.

15. Disclosure to the General Assembly of transactions specified in Corporate Governance Principle No. 1.3.6 by controlling shareholders, members of the board of directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship

In accordance with the mandatory Corporate Governance Principle No. 1.3.6 of the CMB, if shareholders holding management control, members of the board of directors, managers with administrative responsibility, and their spouses and relatives up to the second degree by blood or marriage perform a significant transaction that may cause a conflict of interest with the company or its subsidiaries, and/or if they engage in a commercial transaction falling within the scope of the business of the company or its subsidiaries on their own behalf or on behalf of another party, or if they become a partner with unlimited liability in another company engaged in the same type of commercial activities; such transactions shall be included as a separate agenda item on the agenda of the General Assembly with detailed information on the subject to be provided at the General Assembly and recorded in the minutes of the General Assembly.

Some of the shareholders who hold management control, members of the board of directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship serve as members of the board of directors in other Sabancı Group companies, including those with similar activities to our Company. During 2025, there were no significant transactions requiring disclosure under Principle 1.3.6 of the Corporate Governance Disclosure.

16. Granting permission to the Chairperson and Members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code

Our Board of Directors members can only conduct transactions within the framework of Articles 395/1, titled "Prohibition on transactions with the company, borrowing from the company," and 396, titled "Prohibition on competition," of the Turkish Commercial Code with the approval of the General Assembly. In order to comply with these regulations, the granting of the aforementioned permission will be submitted to our shareholders for approval at the General Assembly, and our shareholders will be informed about transactions of this nature carried out during the year.

17. Wishes and Remarks

The General Assembly meeting will conclude with the sharing of wishes and remarks.

ANNEX -1

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Çimsa Çimento Sanayi ve Tic. A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

- a)** In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,
- b)** In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c)** I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,
- d)** I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- f)** I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g)** I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- h)** I have not served as a member of the Board of the Company for more than six years within last ten years,
- i)** I am not registered in the name of any legal entity elected as a Board member,
- j)** I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

On the other hand, I declare that I am not a resident in Turkey pursuant to the provisions of the Income Tax Law No. 193 dated 31/12/1960, and that I am a resident of Switzerland.

Demet ÖZDEMİR

January 20, 2026

Demet Özdemir

Independent Board Member

Demet Özdemir, a graduate of ODTÜ Business Administration, holds a postgraduate degree in International Finance from the London School of Economics. During her nearly 30-year career, which began at Arthur Andersen and included 15 years as a Senior Corporate Finance Partner at Ernst & Young (EY), she has provided merger, acquisition, IPO, restructuring, and financial advisory services. As the Private Equity Sector Leader and Corporate Finance Partner for EY Turkey and the Central and Southeast Europe region, she has led projects in the finance, energy and infrastructure, retail, consumer products, and services sectors. and Corporate Finance Partner, he has led projects in the finance, energy and infrastructure, retail, consumer products, and services sectors. At EY, he also served as the Growing Markets Leader for the EMEIA (Europe, Middle East, India, and Africa) region. Currently, she serves as an independent board member of publicly traded companies, a board member of the British Turkish Chamber of Commerce, and General Manager at BGN. She has served as a board member of the Women on Boards Association and the Young Success Foundation, a member of the EY Global Women's Advisory Board, and a member of the EY Women Fast Forward and Women3 Forum Management Committee. Özdemir, a former national skier who won Turkish championships between 1987 and 1991, is married and has a son.

Positions Held Over the Past 10 Years

Start Year	End Year	Organization Name	Position	Reason for Leaving
2024	-	Çimsa Çimento Sanayi ve Ticaret A.Ş.	Independent Board Member	Ongoing
2024	-	Afyon Çimento Sanayi Türk A.Ş.	Independent Board Member	Ongoing.
2023	-	BGN SA	Chief Executive Officer	Ongoing.
2022	-	Gelecek Varlık Yönetim A.Ş.	Independent Board Member	Ongoing.
2022	-	Ak Enerji Elektrik Üretim A.Ş.	Independent Board Member	Ongoing.
2022	-	Çelebi Hava Servisi A.Ş.	Independent Board Member	Ongoing.
2021	-	British Turkish Chamber of Commerce	Board Member	Ongoing.
2021	2024	Inveo Yatırım Holding A.Ş.	Board Member	End of Term.
2021	2024	Osmanlı Yatırım Menkul Değerler A.Ş.	Independent Board Member	Resignation
2021	2023	Sun Tekstil Sanayi ve Ticaret A.Ş.	Independent Board Member	Resignation
1998	2021	Ernst & Young (EY)	Senior Partner	Resignation

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **Çimsa Çimento Sanayi ve Tic. A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

- a)** In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,
- b)** In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c)** I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,
- d)** I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e)** I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,
- f)** I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g)** I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- h)** I have not served as a member of the Board of the Company for more than six years within last ten years,
- i)** I am not registered in the name of any legal entity elected as a Board member,
- j)** I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

Yetik Kadir MERT

January 20, 2026

Yetik Kadri MERT

Independent Board Member

After graduating from Middle East Technical University as a Mechanical Engineer, he obtained an MBA in Finance from Fairleigh Dickinson University in the USA. Yetik K. MERT began his professional career in large-scale construction projects in various Middle Eastern countries. He served as Deputy General Manager at Sümertaş Group of Companies. He has held positions as General Manager and Board Member at Ortech in the United States, Çamsan A.Ş. in Ankara, and Doğan Group Companies in Istanbul.

MERT joined the Sabancı Group in 2003 as Director of Strategic Planning and Business Development and continued his career in 2004 as General Manager at Enerjisa Üretim A.Ş. He joined Enerjisa Başkent EDAŞ as CEO in 2008 and was appointed CEO of Enerjisa Enerji A.Ş. in 2011. Between 2016 and 2018, he served as CEO of STFA Yatırım Holding A.Ş. and as Chairman and Vice Chairman of the Board of Directors of the group companies. Since 2021, he has been serving as an independent board member at Çimsa Çimento, Afyon Çimento, and Genel Energy PLC.

Positions Held in the Last 10 Years

Start Year	End Year	Company Name	Position	Reason for Leaving
2021		General Energy PLC/UK	Independent Board Member	Ongoing
2021	-	Çimsa Çimento Sanayi ve Ticaret A.Ş.	Independent Board Member	Ongoing
2021	-	Afyon Çimento Sanayi Türk A.Ş.	Independent Board Member	Ongoing
2019	2022	RES Renewable Energy Sources d.o.o	Founder/Managing Partner	Termination
2016	2018	STFA Yatırım Holding A.Ş.	CEO	Resignation
2004	2016	Enerjisa Enerji A.Ş.	CEO	Resignation

ANNEX-2

DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2025 (TRY)			
1. Paid-In / Issued Capital		945.591.094,00	
2. Total Legal Reserves (According to Legal Records)		421.153.401,46	
Information privilege in dividend distribution in accordance with the articles of association		No	
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	4.552.399.000,00	76.891.578,31
4.	Taxes Payable (-)	746.270.000,00	0,00
5.	Net Current Period Profit	3.102.162.000,00	76.891.578,31
6.	Losses in Previous Years (-)		
7.	Primary Legal Reserve (-)	3.844.578,92	3.844.578,92
8.	Net Distributable Current Period Profit	3.098.317.421,08	73.046.999,39
9.	Donations Made During The Year (+)	26.506.000,00	0,00
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	3.124.823.421,08	0,00
11.	First Dividend to Shareholders	47.279.554,70	47.279.554,70
	-Cash	47.279.554,70	47.279.554,70
	-Stock		0,00
12.	Dividend Distributed to Owners of Privileged Shares		0,00
13.	Other Dividend Distributed		0,00
	To the Employees		0,00
	To the Members of the Board of Directors		0,00
	To Non-Shareholders		0,00
14.	Dividend to Owners of Redeemed Shares		0,00
15.	Second Dividend to Shareholders	652.720.445,30	25.263.162,92
16.	Secondary Legal Reserves	65.272.044,53	0,00
17.	Statutory Reserves		0,00
18.	Special Reserves		504.281,77
19.	Extraordinary Reserves	2.333.045.376,55	0,00
20.	Other Distributable Resources		627.457.282,38
(*) The Second Category Legal Reserves will be covered by Other Sources Intended for Distribution, in legal records.			

DIVIDEND PAYMENT RATES TABLE					
	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
GROSS	700.000.000,00		22,59	0,7403	74,03
NET*	595.000.000,00		19,20	0,6292	62,92
* The withholding tax rate is assumed as 15% when calculating the net amount. Withholding tax will be applied at varying rates depending on the legal status of the shareholders and in accordance with the relevant double taxation avoidance agreements.					